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## PROTO CORPORATION

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The status of corporate governance at PROTO CORPORATION is as follows.

### *I. Basic Approach to Corporate Governance, Capital Structure, Corporate Attributes, and Other Basic Information*

#### **1. Basic Approach**

In addition to enhancing corporate value by ensuring consistent and stable profits and future expansion of the Group's business, the purpose of corporate governance is to engage in highly transparent and sound management that earns the trust of the society. The Company believes that managing the business while taking constant care to maximize profits for stakeholders including shareholders, clients and employees helps enhance its value as a member of society. The Company will continue working hard to establish a highly transparent and sound management system by implementing thorough compliance (observance of laws and regulations), reinforcing monitoring functions, and disclosing information in a timely, appropriate, and fair manner.

#### **[Reasons for not Implementing Principles of the Corporate Governance Code]**

[Supplementary Principle 4-1-(3) Appropriate supervision of planning for successors to the chief executive officer (CEO) and others]

Our company recognizes that the training of successors to the CEO and others is an important managerial issue, but it cannot be said that we have discussed the planning and training of successors to a sufficient degree; therefore, the board of directors will keep discussing the production of plans for successors.

[Principle 4-2 Roles and duties of the board of directors (2)]

Our company recognizes that the suggestions from executives would contribute to the growth of our company and the vitalization of our organizations, and the board of directors deliberate them when necessary. Said suggestions are discussed sufficiently, while receiving multifaceted opinions from outside directors. As for the remunerations for executives, there are no incentives, but the board of directors determines remunerations, while comprehensively considering our corporate performance, management conditions, economic situations, etc.

[Supplementary Principle 4-2-(1) Appropriate setting of the ratio of remunerations linked to the mid/long-term performance and the ratio between cash compensation and stock options]

Our company has not implemented any measures regarding incentives for directors, but we consider that it is necessary to discuss remuneration systems for improving corporate value in a sustainable manner.

[Supplementary Principle 4-10-(1) Appropriate involvement and advice of independent outside directors for discussing important matters, such as nominations and remunerations]

Our company currently has two independent outside directors. The number of them does not reach a majority, but they give opinions, advice, etc. regarding important items to be deliberated and resolved by the board of directors by utilizing their professional knowledge and abundant experience when necessary. Accordingly, an independent advisory committee has not been established. However, we consider that it is necessary to discuss the establishment of an independent advisory committee regarding important matters, such as nominations and remunerations.

[Principle 4-11 Prerequisites for securing the effectiveness of the board of directors and the board of auditors]

So that the board of directors can fulfill its roles and duties effectively, our company selected executive directors (9 males) who are versed in respective fields (mainly those who experienced our core business), and non-executive outside directors (2 females) who have the experience of serving as a certified public accountant or a tax accountant and engaging in business administration.

The board of auditors is composed of 4 members, including 3 outside auditors, who possess adequate experience, abilities, and knowledge.

As none of our auditors are versed in finance or accounting, we consider that this matter should be discussed.

**[Disclosure Based on the Principles of the Corporate Governance Code]**

Updated

The Company has formulated a "Disclosure Based on the Principles of the Corporate Governance Code" which is posted on its website (Japanese version only) .

(<https://www.proto-g.co.jp/IR/esg/governance.html>)

[Principle 1-4 Strategically held shares]

Our policy for strategic shareholding and the standards for exercising voting rights are as follows.

- Policy for strategic shareholding

In principle, we do not hold any shares of listed companies, and we would hold such shares only when there are some business merits for business alliances, maintenance and improvement of transactions, etc. As a basic policy, the board of directors regularly discusses the rationality and necessity of strategically held shares. As for regular review, the board of directors annually checks and examines whether the benefits and risks of strategically holding the shares of listed companies can cover capital cost, etc. and we will reduce strategically held shares that are not worth holding or suited for our capital policy.

- Standards for exercising voting rights for strategically held shares

As for the exercise of voting rights of strategically held shares, we check whether proposed bills would degrade shareholder value and consider the situation, etc. of enterprises in which we have invested, before exercising voting rights.

[Principle 1-7 Transactions between the related parties]

Our company establishes internal regulations concerning transactions between the related parties and the transactions are deliberated and resolved after their reasonableness and validity are fully reviewed by the board of directors.

In addition, we disclose the details of important transactions in our securities reports, etc.

[Principle 2-6 Exertion of functions as an asset owner of the company pension funds]

The financial condition of the company is not influenced as we do not use the company pension reserve funds.

[Principle 3-1 Enhancement of disclosure of information]

( i ) Our company uploads documents like presentation materials containing the company's management philosophy, business strategy and medium-term management plan to its website.

( ii ) Our company discloses its basic policy regarding corporate governance on its website and the corporate governance report.

( iii ) The board of directors determines the remunerations for executives (including executive officers), while comprehensively considering our corporate performance, management conditions, economic situations, etc.

( iv ) As for candidates for directors, our company selects and nominates them by comprehensively determining if they have sufficient understanding of the company's management philosophy, knowledge and experience to fulfill their roles and duties, and possess considerable insight to strictly follow laws and corporate ethics. Regarding the candidates for auditors, our company selects and nominates them by comprehensively determining if they can contribute in securing soundness in management of our corporate group by maintaining and improving the soundness in management and our social credibility, and auditing the execution of duties of the directors from an independent, neutral and objective standpoint. In addition, for

outside directors, our company considers if they are capable of fulfilling management oversight functions for our company's management from a neutral and fair standpoint.

Also, in case of unsatisfactory execution of duties, unfair practices, doubts about serious facts of violating laws or the articles of incorporation, or difficulties in executing duties due to health issues, the board of directors makes decisions regarding the dismissal of the concerned officer.

( v ) The reasons for nomination of candidates for directors and auditors are disclosed in the convocation notice for general shareholders meeting. On the other hand, we do not disclose the reasons for selection of each executive officer.

[Supplementary Principle 4-1-(1) Scope of resolution and delegation of the board of directors]

Our company holds extraordinary meetings of the board of directors as necessary in addition to the regular meeting of the board of directors held monthly, to delegate and resolve the matters defined in the "Regulations of the board of directors."

The board of directors has the authority over execution of business under their management and responsibility to monitor and supervise the actions of other directors and the matters brought up in meetings.

[Principle 4-9 Criteria for determination of independence of independent outside directors and their quality]

While our company does not have its own criteria, we select independent outside directors on the basis of standards of outsideness and independence set by the Companies Act and financial instruments exchange. We consider that there is no problem in their quality.

[Supplementary Principle 4-11-(1) Ideas concerning the balance, diversity and scale of the board of directors as a whole]

Our company specifies in the articles of incorporation the number of directors to be 20 or less and the number of auditors to be 5 or less.

In addition, we place importance on the knowledge, experience, abilities and diversity of the people becoming the directors and form the board of directors with the specified number of people considering balance in the board of directors and management conditions. We consider that the number of directors is now appropriate. As for the current board of directors, we select two or more non-executive outside directors so that the board of directors can fulfill their roles and duties effectively, as it is mentioned in the Principle 4-11.

[Supplementary Principle 4-11-(2) Concurrent duties of directors]

Our company discloses the positions of directors and auditors in other listed companies in our securities report, convocation notice for general shareholders meeting, etc., every year. The two outside directors of our company are also serving concurrently as an outside director or outside auditor in other listed companies, but no executive director is serving as an officer in another listed company so that it is ensured that they focus on their duties as directors. In addition, the three full-time auditors are not serving concurrently in another listed company so as to concentrate on their duties as auditors in our company.

[Supplementary Principle 4-11-(3) Overview of evaluation results of effectiveness of the board of directors]

Our company conducts a "self-assessment survey regarding the effectiveness of the board of directors as a whole" in March every year for directors, auditors and executive officers, and the results are reported to the board of directors and are also disclosed on the company's website.

[Supplementary Principle 4-14-(2) Training policy for directors and others]

Our company conducts its own training annually and also encourages participation of directors, auditors and executive officers in outside training sessions and e-learning sessions provided by Tokyo Stock Exchange for listed companies for the acquisition and update of knowledge necessary for their duties and work.

[Principle 5-1 Policy related to constructive dialogue with shareholders]

In our company, officers in charge of the business strategy department is responsible for IR, and the room for business strategy department is also assigned for the IR department.

We hold financial settlement briefings for the second quarter results and the term end results for shareholders and investors, and occasionally participate in briefing sessions organized by companies providing assistance in IR activities for individual investors.

Also, we put up every presentation material, video, fact sheet and shareholder newsletter on our website and the system and initiatives regarding this is disclosed on the corporate governance report.

## 2. Capital Structure

Foreign Shareholding Ratio

Over 20% and less than 30%

### [Status of Major Shareholders]

Name or Designation	Number of shares held (Shares)	Shareholding ratio (%)
Mugen Corporation	6,807,240	33.93
JPLLC CLIENT SAFEKEEPING ACCOUNT (Standing proxy: Citi Bank, NA Tokyo branch)	1,323,300	6.59
The Master Trust Bank of Japan, Ltd. (Trust Account)	989,300	4.93
BNYM NON-TREATY DTT (Standing proxy: MUFG Bank)	692,000	3.44
JP MORGAN CHASE BANK 385632 (Standing proxy: Mizuho Bank, Settlement Sales Department)	568,700	2.83


CLEARSTREAM BANKING S.A (Standing proxy: HSBC Tokyo Branch, Custody business division)	522,900	2.60
Hiroichi Yokoyama	440,100	2.19
Yoshihiro Yokoyama	377,000	1.87
Takemi Masuda	313,600	1.56
Tokyo Pulp & Paper Corporation	310,000	1.54

Controlling Shareholder (Except for Parent Company)	—
Existence of Parent Company	None

#### Supplementary Explanation

1. The status of the major shareholders is as of September 30, 2018.
2. In addition to the above, the Company holds 881,530 treasury shares.

### 3. Corporate Attributes

Stock Exchange Listings and Market Classification 	Tokyo Stock Exchange, First Section
Annual Closing of Accounts	March
Industry	Information/Communication
Number of Employees at the End of the Previous Fiscal Year (Consolidated)	1000 or more
Sales in the Previous Fiscal Year (Consolidated)	More than ¥10 billion, less than ¥100 billion
Number of Consolidated Subsidiaries at the End of the Previous Fiscal Year	10 or more, less than 50

#### 4. Guidelines for Policy to Protect Minority Shareholders When Conducting Transactions with a Controlling Shareholder

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#### 5. Other Special Circumstances that May Have a Material Impact on Corporate Governance

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### ***II Status of Business Management Organization and Other Corporate Governance Systems Relating to Business Decision-Making, Execution, and Supervision***

#### 1. Matters Relating to Organizational Structure and Operation

Form of Organization

Company with Auditors

#### **【Matters Relating to Directors】**

Number of Directors Stipulated in Articles of Incorporation

20

Term of Office for Directors Stipulated in Articles of Incorporation

1 year

Chairperson of the Board of Directors

President

Current number of Directors

11

Appointment of Outside Directors

Appointed

Number of Outside Directors

2

Number of Outside Directors Designated as Independent Officers

2

#### Relationship with the Company (1)

Name	Affiliation	Relationship with the Company *										
		a	B	c	d	e	f	g	h	i	j	k
Yumiko Sakurai	Certified Public Accountant											○
Eriko Kitayama (Maiden name: Kondo)	From another company											○

\* Symbols indicating relationships with the Company.

\* "○" if it is applicable to each item now or recently. "△", if it is applicable to each item in the past.

\* "●", if it is applicable to a close relative now or recently. "▲" if it is applicable to a close relative in the past.

- a. A person who executes business of the listed company or a subsidiary.
- b. A person who executes business or is a non-executive director of a parent company of the listed company.
- c. A person who executes business of a fellow subsidiary of the listed company.
- d. A person or entity of whom the listed company is a major customer or a person who executes business for such person or entity.
- e. A major customer of the listed company or a person who executes business for such customer
- f. A consultant, accounting professional, or legal professional who receives large amounts of monetary compensation or other assets from the listed company other than remuneration as a corporate officer
- g. A major shareholder of the listed company (in cases where the major shareholder is a corporation, a person who executes business of the corporation)
- h. A person who executes business of a customer of the listed company (excluding persons to whom item d, e, or f above applies) (said individual only)
- i. A person who executes business of an entity holding cross-directorships or cross-auditorships (said individual only)
- j. A person who executes business of an entity to whom the listed company makes donations (said individual only)
- k. Other

Relationship with the Company (2)

Name	Independent officer status	Supplementary Explanation of Applicable Items	Reasons for Appointment
Yumiko Sakurai	○	—	Ms. Sakurai has extensive experience and knowledge in the finance and accounting field as a certified public accountant and tax accountant. The Company determined that she can play an appropriate role in monitoring the Company's management with independence and an objective point of view and therefore appointed her as an outside director. Also, because she meets the requirements of independent officers as stipulated by the Tokyo Stock Exchange, the Company determined that there is no risk of conflict of interest with general shareholders, and thus, designated her as an independent officer.
Eriko Kitayama	○	—	As representative director of BIZInfo Co., Ltd. and Globelink Co., Ltd., Ms. Kitayama has extensive



(Maiden name: Kondo)			experience and wide-ranging insight in overall management. The Company determined that she is qualified to perform management oversight with an independent and an objective point of view, and therefore, appointed her as an outside director. Also, because she meets the requirements of independent officers as stipulated by the Tokyo Stock Exchange, the Company determined that there is no risk of conflict of interest with general shareholders, and thus, designated her as an independent officer.
Existence of a Voluntary Committee Equivalent to a Nomination Committee or Remuneration Committee			None

#### 【Matters Relating to Auditors】

Existence of Board of Auditors	Yes
Number of Members of the Board of Auditors Stipulated in Articles of Incorporation	5
Current Number of Auditors	4

#### Cooperation between the Auditors, Accounting Auditors, and the Internal Audit Office

Regarding the cooperation status between the auditors and the accounting auditors, the Company holds a quarterly regular meeting four times a year to report on the audit system, the audit plan, the status of audit implementation, and exchange opinions. The Company also facilitates exchange of opinions when necessary to promote information sharing.

In addition, the Company has established the Internal Audit Office under the direct control of the president to improve operational efficiency and profitability and contribute to preservation of corporate property. Regarding the cooperation between the auditors and the Internal Audit Office, they regularly exchange opinions and share information once a month and confirm the most recent circumstances.

The Internal Audit Office visits each branch office, sales office and subsidiary nationwide based on the audit plan developed at the beginning of each fiscal year, and mainly cross-checks the internal regulations and practices and audits the status of the book management and maintenance. Regarding issues pointed out by the audit, the Company is making efforts to improve the operations by following up the improvement instructions and subsequent improvement results.

In addition to conducting audits while maintaining the cooperation system between the auditors and accounting auditors, the Company periodically reports the audit results to the president.

Appointment of Outside Auditors	Yes
Number of Outside Auditors	3
Number of Outside Auditors Designated as Independent Officers	3

#### Relationship with the Company (1)

Name	Affiliation	Relationship with the Company *												
		a	b	c	d	e	f	g	h	i	j	k	l	m
Shinji Yamada	From another company													○
Jun Arai	From another company										△			
Wataru Shiomi	Attorney at Law													○

\* Symbols indicating relationships with the Company

\* "○" if it is applicable to each item "now or recently". "△", if it is applicable to each item in the "past".

\* "●", if it is applicable to a close relative "now or recently". "▲" if it is applicable to a close relative in the "past".

- A person who executes business of the listed company or a subsidiary.
- A person who is a non-executive director or accounting advisor of the listed company or a subsidiary.
- A person who executes business or is a non-executive director of a parent company of the listed company.
- An auditor of a parent company of the listed company.
- A person who executes business of a fellow subsidiary of the listed company.
- A person or an entity of whom the listed company is a major customer or a person who executes business for such person or entity.
- A major customer of the listed company or a person who executes business for such customer.
- A consultant, accounting professional, or legal professional who receives large amounts of monetary compensation or other assets from the listed company other than remuneration.
- A major shareholder of the listed company (in cases where the major shareholder is a corporation, a person who executes business of the corporation).
- A person who executes business of a customer of the listed company (excluding persons to whom

item f, g, or h above applies) (said individual only).

- k) A person who executes business of an entity holding cross-directorships or cross-auditorships with the listed company (said individual only).
- l) A person who executes business of an entity to whom the listed company makes donations (said individual only).
- m) Other

Relationship with the Company (2)

Name	Independent Officer Status	Supplementary Explanation of Applicable Items	Reason for Appointment
Shinji Yamada	○	_____	Mr. Yamada has served in key positions at NIPPO LTD. has extensive experience and knowledge as a corporate auditor, and has experience of monitoring business as an outside corporate auditor. Also, because he meets the requirements of independent officers as stipulated by the Tokyo Stock Exchange, the Company determined that there is no risk of conflict of interest with general shareholders, and therefore, it designated him as an independent officer.
Jun Arai	○	The Company conducts financial transactions such as borrowings with the Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank) where Mr. Jun Arai was working until June 2004. In addition to the fact that he left the Bank a while ago and in light of the scale and nature of the finance related transactions, the Company deems that there is no risk of affecting the decisions of shareholders and	Mr. Arai has served in key positions at the Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank) and the Financial Services Agency, etc., has extensive experience and knowledge on business monitoring, and has experience of monitoring corporate management as an outside corporate auditor. Also, because he meets the requirements of independent officers as stipulated by the Tokyo Stock Exchange, the Company determined that there is no risk of conflict of interest with general shareholders, and therefore, it designated him as an independent officer.

		investors.	
Wataru Shiomi	○	_____	Mr. Shiomi has extensive experience and knowledge as an attorney at law and has experience of monitoring business as an outside corporate auditor. Also, because he meets the requirements of independent officers as stipulated by the Tokyo Stock Exchange, the Company determined that there is no risk of conflict of interest with general shareholders, and therefore, it designated him as an independent officer.

#### 【Matters Relating to Independent Officers】

Number of Independent Officers

5

Other Matters Relating to Independent Officers

#### 【Matters Relating to Incentives】

Status of Implementation of Measures Concerning the Granting of Incentives to Directors

Not implemented.

Supplementary Explanation of Applicable Items

Although there is no measure to provide incentives to directors, in promoting sustainable corporate value improvement, the Company will examine the environment for providing medium- to long-term incentives.

Persons Eligible for Stock Options

Supplementary Explanation of Applicable Items

#### 【Matters Relating to Directors' Compensation】

Status of Disclosure (of Individual Director's Compensation)

Individual compensation is not disclosed.

## Supplementary Explanation of Applicable Items

The total annual compensation of directors and auditors during the fiscal year March 2018 is as follows.

Directors	10 (Excluding outside directors)	254,740 thousand yen
Auditor	1 (Excluding outside auditors)	9,428 thousand yen
Outside director	7	22,321 thousand yen

(Note)

1. The directors' compensation set by the resolution at the Company's Ordinary General Shareholders' Meeting in June 2000 is a maximum of 1,000 million yen per fiscal year, and the auditors' compensation set by the resolution at the Company's Extraordinary General Shareholders' Meeting in January 1985 is a maximum of 30 million yen per year.
2. The above compensation includes bonuses for directors and auditors of 17,000 thousand yen (14,600 thousand yen for directors and 2,400 thousand yen for auditors) per fiscal year.
3. The above compensation includes the amount of regular remuneration as well as the amount for the performance of duties during the current fiscal year out of retirement bonus payable scheduled to be paid at the time of retirement to directors and auditors.

Existence of Policy for Determining Amount or Calculation Method of Compensation
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Yes
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## Disclosed Details of Policy for Determining Amount or Calculation Method of Compensation

Regarding the amount of remuneration, etc. for directors, the maximum amount of remuneration for directors and auditors has been resolved at the General Shareholders' Meeting. The amount of remuneration, etc. of each director are determined by the resolution of the Board of Directors, and the amount of remuneration, etc. of each auditor are determined through consultation with auditors. Also, when determining the amount of remuneration at the Board of Directors, the Company considers the performance and management for each business as well as the social situation, so that it does not deviate from the general level of common sense.

## 【Support System for Outside Directors (Outside Auditors)】

There is no specific division that acts as an intermediary when outside directors and outside auditors want to contact and coordinate with the Company. However, a system is in place where each division in the Company can accept requests from outside directors and outside auditors through each director in charge or full-time auditor in charge.

## **2. Matters Relating to Functions for Business Execution, Auditing and Oversight, Nomination and Compensation Decisions (Overview of the Current Corporate Governance System)**

### **1. Board of Directors**

As the Company's decision-making body, the Board of Directors currently consists of eleven directors (of whom two are outside directors (female)). They hold regular monthly meetings and extraordinary meetings as necessary and deliberate and resolve matters that are stipulated in the "Rules of the Board of Directors". The directors have the authority to execute the business in charge and play a role for monitoring and overseeing the actions of other directors and matters to be discussed at the Board of Directors.

In order to limit the number of directors to 20 and further clarify the responsibilities of directors, the Articles of Incorporation stipulate that the term of office of directors shall be until the conclusion of the Ordinary General Shareholders' Meeting concerning the business year to end within one year after election of the directors.

In addition, the Company has the executive officer system aimed at delegating the directors' authority over business execution according to the size of the company and the expansion of the organization. In the executive officer system of the Company, the executive officers responsible for a specific division are given the same authority as the directors, and they must report to the Board of Directors from time to time regarding the execution status of the duties in charge.

### **2. Board of Auditors**

Currently, the Company is strengthening the system to monitor and supervise corporate management by the Board of Auditors, currently consisting of 4 auditors (out of which, three are outside auditors). A meeting of the Board of Auditors is basically held once a month to share information among the auditors. The auditors check the status of execution of duties by the director and status of the development and operation of internal control of the Company by attending the Board of Directors, inspecting documents and interviewing related parties. In addition, at the end of each fiscal year, based on the audit results of the accounting auditor, audits are conducted mainly using business reports, financial statements, supplementary schedules, and other shareholder meeting submissions, and the auditors submit reports to the president. The Company's Articles of Incorporation stipulate that the maximum number of corporate auditors of the Company shall be five.

### **3. Accounting Auditor**

The Company appoints KPMG AZSA LLC as the accounting auditor and has concluded an auditing contract. The Company provides accurate management information to the accounting auditor and creates an environment where audits are carried out from a fair and unbiased position. In addition, KPMG AZSA LLC has assumed office as an accounting auditor of the Company since the fiscal year ended March 2008.

The status of the accounting audits is as follows.

- (1) The names of the certified public accountants who perform the Company's audit work and the name of the audit corporation to which they belong:

Designated limited liability partners, partners who execute business

Mr. Kuniyoshi Iwata (KPMG AZSA LLC)

Designated limited liability partners, partners who execute business

Mr. Tatsuhisa Murai (KPMG AZSA LLC)

- (2) Composition of assistants involved in the audit work:

Certified public accountants	6
Others	8

(Note) Others include those who passed the certified public accountant examination and persons in charge of system audit etc.

#### 4. Status of the Internal Control Concerning Financial Report

The Company has established the Internal Audit Office and is striving to strengthen the internal control system. In addition, by appropriately conducting the "Evaluation of the system to ensure the appropriateness of documents on financial calculations and other information" prescribed in Article 24-4 of the Financial Instruments and Exchange Act, the Company is striving to maintain the level required by the Act.

### 3. Reasons for the Selection of the Current Corporate Governance Structure

The Company has adopted the auditor system and is working to strengthen the system to monitor and supervise corporate management by the Board of Auditors. Specifically, four corporate auditors (three of whom are outside auditors) are appointed to secure independent and fulfilled audits to ensure that directors are comprising with the laws and regulations and the Articles of Incorporation. The Board of Auditors meet once a month, in principle, to share information among the auditors. In addition, at the Company, three outside auditors are appointed as independent officers, ensuring the objectivity and neutrality of the function to monitor and supervise corporate management.

The Board of Directors is held regularly once a month. Extraordinary meetings of the Board of Directors are held as necessary where the directors deliberate and resolve the matters as stipulated in the "Rules of the Board of Directors." Directors have the authority to enforce the tasks in their jurisdiction as well as to monitor and supervise the actions of other directors and the matters that are assigned to the Board of Directors.

The Company designates two outside directors as independent officers to ensure objectivity and independence in carrying out monitoring of corporate management. In addition, the Company has introduced the executive officer system, where executive officers are given the same business execution authority for a specific department as the ones held by the directors, and as appropriate, they are asked to report the execution status of the duties in charge to the Board of Directors.

### III Status of Implementation of Measures Relating to Shareholders and Other Stakeholders

#### 1. Status of Measures to Vitalize the General Meeting of Shareholders and Facilitate the Exercise of Voting Rights

	Supplementary Explanation
Early Distribution of Shareholder Meeting Convocation Notices	The Company shall distribute the convocation notice at least three weeks prior to the date of the General Shareholders' Meeting so that shareholders can fully examine the proposal at the shareholders meeting. Furthermore, it discloses the notice on its website or the website of the Tokyo Stock Exchange before the notice is sent out.
Exercise of Voting Rights by Electromagnetic Means	The Company established an environment where shareholders can exercise their voting rights on the website of the shareholder registry administrator who is specified by the Company from their personal computers, smartphones or other mobile phones.
Participation in a Platform for Electronic Exercise of Voting Rights and Other Measures to Improve the Environment for the Exercise of Voting Rights by Other Institutional Investors	From the Ordinary General Shareholders' Meeting held in June 2016, the Company is participating in the electronic voting platform for institutional investors operated by ICJ, Inc. to improve the environment of institutional investors' exercise of voting rights.
Provision of Summary Convocation Notice in English	The Company develops convocation notices (summary) in English and posts it on its website as well as the website of the Tokyo Stock Exchange.
Others	<p>The overview of the 40<sup>th</sup> Ordinary General Shareholders' Meeting is as follows.</p> <p>Convocation notice dispatch date: June 5, 2018</p> <p>Date of the General Shareholders' Meeting: June 27, 2018</p> <p>Venue of the meeting: Castle Plaza (4-3-25 Nakamura-ku meieki, Nagoya city)</p>

#### 2. Status of the Investor Relations Activities

Supplementary Explanation	Explanation by the
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		Company representative
Development and announcement of disclosure policy	<p>The Company established and announced the IR basic policy with the aim of disclosing accurate information on the Company and group companies in a timely and appropriately manner and obtaining appropriate assessment on the corporate value.</p> <p>URL <a href="https://www.proto-g.co.jp/IR/basic_plan.html">https://www.proto-g.co.jp/IR/basic_plan.html</a></p>	
Holding of Regular Briefings for Individual Investors	<p>Although there has not been any record on the regular briefing for individual investors in the past year, the Company is planning to participate in company briefing sessions targeting individual investors planned by IR support companies from time to time.</p>	No
Holding of Regular Briefings for Analysts and Institutional Investors	<p>The Company holds the briefing twice a year at the time of the second quarter settlement of accounts and year-end closing.</p>	Yes
Posting IR materials on the website	<p>URL <a href="https://www.proto-g.co.jp/IR/library/index.html">https://www.proto-g.co.jp/IR/library/index.html</a></p> <p>Various briefing materials, summary of financial results, fact sheets, notice of convocation of general shareholders' meeting, notice of resolution, etc.</p>	
Establishment of the IR related department (person in charge)	IR department: Corporate Strategy Office	

### 3. Status of Measures to Respect the Positions of Stakeholders

	Supplementary Explanation
Regulations on	The Company established the "PROTO Group Charter of Conduct" on July 20,

<p>respect of stakeholders' position by internal regulations, etc.</p>	<p>2006, and it undertakes business activities in accordance with this Charter of Conduct. All directors, auditors, and employees of the Company pursue corporate actions in compliance with laws and regulations, strive to achieve a social mission, aim to "contribute to society" in the management philosophy, and strive to improve corporate value.</p> <p>URL <a href="https://www.proto-g.co.jp/proto/charter.html">https://www.proto-g.co.jp/proto/charter.html</a></p>
<p>Formulation of policies, etc. concerning information provision to stakeholders</p>	<p>The Company establishes and announces the IR basic policy with the aim of disclosing accurate information on the Company and group companies in a timely and appropriate manner and obtaining appropriate assessment on the corporate value.</p> <p>URL <a href="https://www.proto-g.co.jp/IR/basic_plan.html">https://www.proto-g.co.jp/IR/basic_plan.html</a></p>
<p>Others</p>	<p>■ Ensuring internal diversity including promotion of women's success</p> <p>The Company considers the success of women as one of management issues, and it is working on creating a workplace environment to address the issues, including reforming internal awareness. Specific efforts include appointing women as directors (two female directors as of June 2018), setting up a consultation desk on securing the health of female workers on the Company's Intranet, promoting acquisition of childcare leave and leave before and after childbirth, and promoting acquisition of leave for fathers when a child is born.</p> <p>In addition, in February 2016, the Company formulated the "General Employer Action Plan Based on the Act on Promotion of Female Employees" and set quantitative targets to achieve improvement of workplace environments where women can be active, implementation of internships to expand employment of female staff, and establishment of an office designated for the employment of female workers.</p> <p>■ Development of the employment environment</p> <p>1. Improvement of work-life balance of employees who are rearing a child</p> <p>The Company established a consultation desk on the Company's Intranet to ensure the health of female workers during pregnancy and after delivery, and promptly respond to law amendments to thoroughly inform the various systems. The Company also periodically disseminates information on various systems concerning development of next-generations such as childcare leave and leave before and after childbirth through the Company's Intranet. In</p>

addition, it is promoting acquisition of leave for fathers when a child is born.

2. Review of working style and development of various working conditions

The Company is revising the action plan for improving operational efficiency at each department with the aim of reducing the overtime in one month by 10% throughout the Company. Also, with the aim of improving annual paid vacation acquisition rate, the Company is striving to improve the acquisition rate by systematically granting annual paid leave.

■ Next-generation development support measures

Through continuation and promotion of trial employment targeting workers introduced by Hello Work (Public Employment Security Office) on a short-term basis, the Company continues promoting vocational training.

#### IV Matters Relating to Internal Control System, etc.

##### **1. Basic Approach to the Internal Control System and Implementation Status**

Based on the Companies Act and the Ordinance for Enforcement of the Companies Act, the Company has established the following internal control system.

1. System for Ensuring that the Performance of Duties of Directors and Employees Complies with Laws and Regulations and the Articles of Incorporation
  - a) In order to thoroughly comply with laws and regulations and the Articles of Incorporation, the Company has formulated the Group Charter of Conduct and established compliance regulations to ensure thorough and appropriate action standards.
  - b) As a reporting system for cases of violating laws and regulations, the Articles of Incorporation, etc., the Company has established internal reporting system regulations and an internal report and consultation desk.
  - c) The Company has established a system where the information and countermeasures are reported to the top management, the Board of Directors, and auditors without delay, in case of a situation related to compliance.
  - d) When it is deemed that there is a problem with the Company's compliance system and the operation of the internal reporting system, auditors can state their opinions and request to develop measures to improve the situation.
  - e) In each department in charge, the Company promotes the establishment, maintenance and improvement of the internal control system, formulate regulations and guidelines as necessary, and implement training.

2. System concerning the preservation and management of information pertaining to the execution of duties by directors

Information and documents pertaining to the execution of duties by directors are properly stored and managed in accordance with the Company's internal regulations and each management manual concerning them. In addition, the Company verifies the operation situation as necessary and reviews the regulations, etc.

3. Regulations and other systems concerning loss risk management

a) As risks related to business execution, the Company recognizes the following risks 1 to 8, and it has established systems for grasping and managing them and assigning management responsibility for individual risks.

- 1) Market fluctuation of printing papers
- 2) Dependence on specific subcontractors/vendors
- 3) Legal restrictions on content
- 4) Risks generated by system security and system network down
- 5) Protection of personal information
- 6) Corporate responsibility for the information of content
- 7) Risks for the used-car import business
- 8) Risks concerning M&A

b) As the foundation of the risk management structure, the Company sets risk management regulations, assigns persons responsible for individual risks, and has the risk management body in place in accordance with the regulations.

c) The Company has established a system where, in the event of an unexpected situation, it can set up a task force headed by the president and form an external advisory team including the corporate attorneys, if necessary, to promptly prevent the spread of damage and minimize the damage.

4. System for Ensuring the Efficient Performance of Duties by Directors

a) As a basis for ensuring that directors perform their duties efficiently, the Company holds a meeting of the Board of Directors once a month on a regular basis. An extraordinary meeting of the Board of Directors is also held as needed.

b) Regarding management of the business plan, based on the annual plan and mid-term 3-year business plan that are developed in line with the management philosophy, the Company engages with the activities to achieve the goal at each business execution line. In addition, the Company periodically conducts inspections through performance reports to see whether management targets are progressing as planned.

c) In respect of management of execution of duties, the Company refers all matters stipulated by the rules of the Board of Directors and all matters falling under the referral standard to the Board of

Directors. In doing so, based on the principle of managerial decision, the Company develops a system in which sufficient information on the agenda is distributed to all officers in advance.

- d) The Company has the executive officer system aimed at delegating the directors' authority over business execution according to the size of the company and the expansion of the organization, and it grants the executive officers responsible for a specific department the same authority as the executive authority of the directors. Also, as necessary, the executive officers are requested to report to the Board of Directors regarding the execution status of their duties.
- e) For daily execution of duties, the authority is delegated based on the Job Function Regulations and Division of Duties Regulations, and the responsible persons at each level will execute the duties in accordance with the decision-making rules.

#### 5. System for Ensuring the Propriety of Operations of the Corporate Group Consisting of the Company and Its Subsidiaries

- a) The Company has established the management regulations targeting subsidiaries and affiliates (hereinafter referred to as the "subsidiaries") to optimize their management, promote the guidance and training of the subsidiaries, and to contribute to the improvement of management efficiency as a corporate group.
- b) As a structure to ensure the appropriateness of operations of the corporate group including the subsidiaries, the Company established the Corporate Strategy Office, and it is making efforts to optimize the operations of the subsidiaries and establish a risk management system.
- c) The Corporate Strategy Office periodically seeks reports on business from directors, etc. of the subsidiaries and makes efforts to share information among the Company and the subsidiaries. The Office also provides guidance and advice as necessary so that directors and others of the subsidiaries can efficiently execute duties and build a compliance system.
- d) In the event when execution of duties by directors and other employees of the subsidiaries violates laws and regulations or internal regulations, or concerns thereof has occurred or is found, or in the event when an occurrence of risk of loss to a subsidiary is found, the Company has a system whereby such matters are immediately reported to the Company's Board of Directors, auditors and departments in charge.
- e) Auditors and the Internal Audit Office regularly or temporarily audit the management system and appropriateness of the business of the subsidiaries.

#### 6. System for Ensuring the Reliability of Financial Reporting

In order to ensure the reliability of financial reporting, the Company has developed the "Internal Control Manual" and is implementing internal control over financial reporting in accordance with the

generally accepted accounting standards that are fair and reasonable, and it evaluates its effectiveness.

7. System for Excluding Anti-Social Forces

- a) The Company has set out the Action Guidelines for anti-social forces that pose a threat to the order and safety of civil society in the "Charter of Conduct" and challenges anti-social forces with a resolute attitude. And it is working on eliminating anti-social forces by strengthening collaboration with industry groups, police, corporate attorneys, etc., and sharing information.
- b) Based on the Anti-social Forces Response Regulations and Compliance Regulations, the Company prohibits the offering of profits to anti-social forces, and it blocks any relationship with anti-social forces.

8. Matters Relating to Employees Assigned by Request of the Auditors to Assist in Their Duties and Matters Relating to Ensuring the Independence of Those Employees from the Directors and the Effectiveness of Instructions to Those Employees

- a) If auditors seek to place employees who will support their duties, the Company shall appoint assistants from the Company's employees unless there is a special reason.
- b) The assistants will perform their duties under the command of the auditors. The assessment of the assistants shall be conducted by the auditors. The Board of Directors decides appointment, dismissal or transfer of the assistants with a consent of the Board of Auditors to ensure independence from the Board of Directors.

9. System for Reporting to the Company's Auditors by Directors and Employees of the Company and Directors, Auditors, and Employees of Subsidiaries, System for Reporting to Other Auditors, and System for Ensuring Effective Implementation of Audits by Auditors

- a) Directors and employees of the Company and directors, auditors and employees of the subsidiaries can report important matters affecting the business or performance of the Company to auditors, directly or indirectly using means such as an internal reporting system. Regardless of the above, auditors may request reports from directors and employees of the Company and directors, auditors and employees of the subsidiaries at any time as necessary.
- b) By maintaining proper operation of the internal reporting system, the Company has secured an appropriate system to report to auditors regarding violations of laws and regulations and other compliance issues.
- c) The reporter will not receive unfavorable treatment due to the report mentioned in the preceding items.
- d) Auditors secures effectiveness of audits by attending important meetings such as the Board of Directors in order to understand the important decision-making process and the status of execution of duties by the directors and maintaining close cooperation with the Internal Auditing Office and the accounting auditor.

10. Policy concerning the processing of expenses etc. arising in the execution of duties by auditors

When an auditor makes a request for prepayment or redemption of expenses arising on the execution of the duties, unless it is deemed not necessary for the performance of the duties of the auditor, the Company will promptly process the payment.

## 2. Basic Approach to Exclusion of Anti-social Forces and Implementation Status

The Company has set out the Action Guidelines for anti-social forces that pose a threat to the order and safety of civil society in the "Charter of Conduct" and challenges anti-social forces with a resolute attitude. And it is working on eliminating anti-social forces by strengthening collaboration with industry groups, police, corporate attorneys, etc., and sharing information. Based on the Anti-social Forces Response Regulations and Compliance Regulations, the Company prohibits the offering of profits to anti-social forces, and it blocks any relationship with anti-social forces.

### V Other

#### 1. Introduction of Takeover Defense Measures

Introduction of Takeover Defense Measures	No
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#### Supplementary Explanation of Applicable Items

The Company has not introduced any takeover defense measures at this point.

## 2. Other Matters Relating to Corporate Governance Structure

The status of the Company's internal system related to the timely disclosure of the corporate information is as follows.

### 1. Basic Policy on the Timely Disclosure of the Corporate Information

In accordance with the Financial Instruments and Exchange Act and the regulations established by the Tokyo Stock Exchange, when corporate information affecting investment decisions arises, the Company strives to disclose the information in a timely, appropriate and fair manner. The Company also makes efforts to actively disclose information even if it does not fall under the criteria for the timely disclosure, when the Company deems that the information may affect investment decisions. Regarding disclosure of information, in addition to disclosing by TDnet, the Company discloses the information on its website to widely disseminate to investors.

### 2. Internal System Concerning Timely Disclosure of the Corporate Information

The Company has established regulations concerning information disclosure and strives to disclose information in a timely, appropriate and fair manner to maintain compliance with laws and regulations, secure credibility in the financial instruments market, and clarify the authority and responsibility

concerning the handling of corporate information.

In addition, regarding corporate information and others that affect investment decisions, the Company has a system where the Corporate Strategy Office manages information in an integrated manner, examines the necessity of disclosure as well as the contents and method of disclosure and reports to the officer in charge of the Corporate Strategy Division. The Company develops disclosure documents in consultation with relevant internal departments as well as lead securities companies, auditing company, and corporate attorneys.

3. Disclosure of the Information Pertaining to Matters that Have Been Decided

Information pertaining to the matters that have been decided by the Company is disclosed based on resolutions of the Board of Directors. The officer in charge of the Corporate Strategy Division promptly discloses such information after the meeting of the Board of Directors.

4. Disclosure of the Information Pertaining to Events and Facts

Regarding important events and facts, each section chief reports to the person in charge of the Corporate Strategy Office. After the necessity of information disclosure as well as the contents and method of the disclosure are examined at the Office, they will then be reported to the officer in charge of the Corporate Strategy Division.

The officer in charge of the Corporate Strategy Division decides whether the information reported from the Corporate Strategy Office are applicable to the important events and facts and promptly disclose the information upon approval from the Board of Directors or the president.

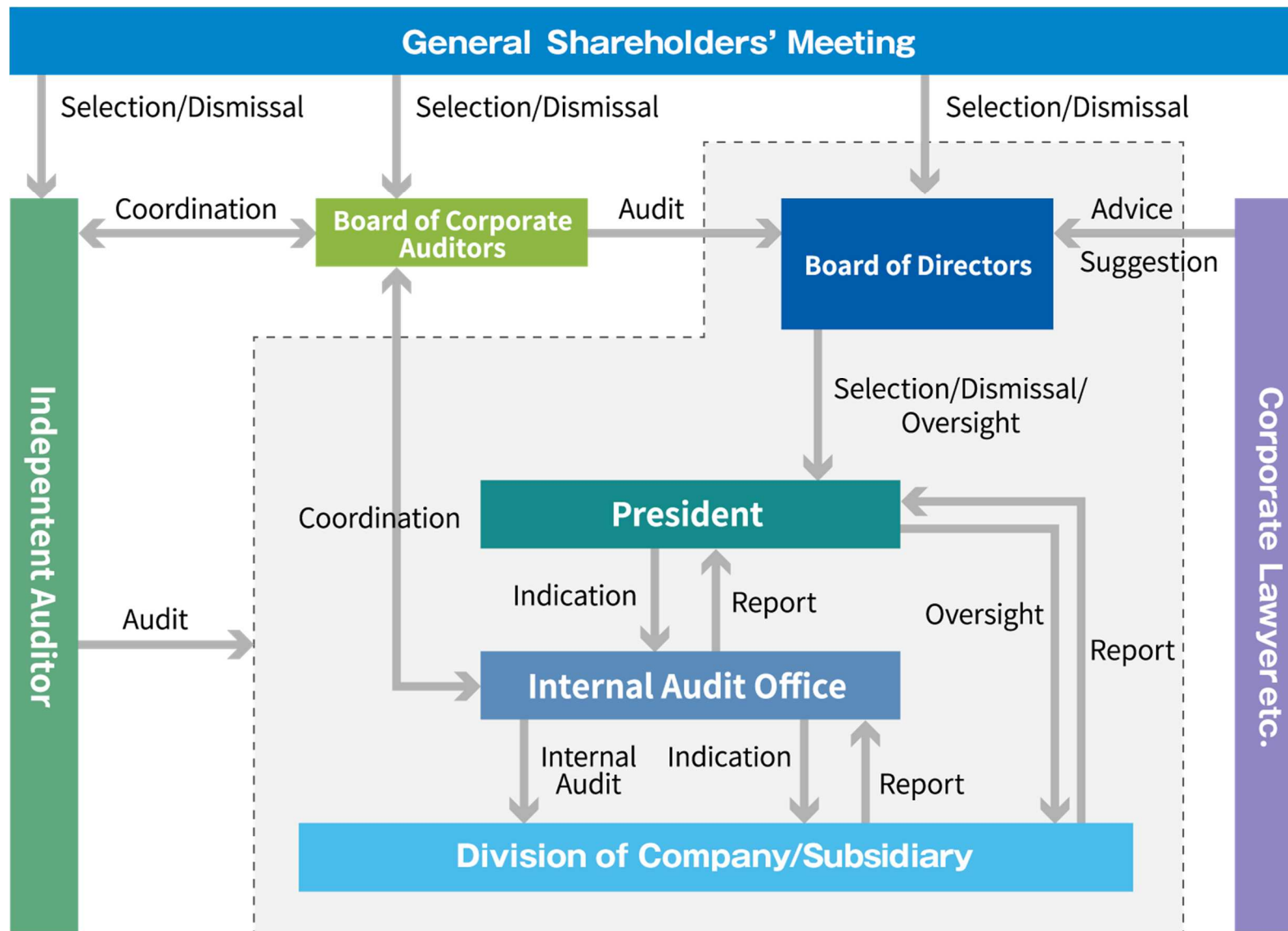
5. Disclosure of Financial Settlement Information

Information concerning financial settlements and performance forecasts are disclosed based on resolutions of the Board of Directors. The officer in charge of the Corporate Strategy Division promptly discloses the information after the meeting of the Board of Directors.

6. Concerning Insider Trading Prevention

The Company has established the "Insider Trading Regulations" and is making efforts to prevent internal business transactions by the Company's officers.





Overview of the Internal System Concerning Timely Disclosure

