

(TRANSLATION FOR REFERENCE ONLY)

Securities code : 4298
June 4, 2020

To Our Shareholders :

23-14, Aoi 1-chome, Naka-ku, Nagoya, Japan

PROTO CORPORATION

President : Kenji Kamiya

NOTICE OF THE 42nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

Meeting Details

1. Date and Time: Friday, June 26, 2020 at 10:00 a.m.

2. Place: CASTLE PLAZA , 4F, “HOUOU”
3-25, Meieki 4-chome, Nakamura-ku, Nagoya, Japan

3. Objectives of Meeting:

Matters to be reported:

1. Report on the Contents of the Business Reports, the Consolidated Financial Statements and the Results of the Auditing of the Consolidated Financial Statements by Accounting Auditor and the Board of Corporate Auditors for the 42nd Fiscal Year (from April 1, 2019 to March 31, 2020)
2. Report on the Contents of the Non-Consolidated Financial Statements for the 42nd Fiscal Year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

Proposal No.1: Election of Ten (10) Directors

Proposal No.2: Election of One (1) Substitute Corporate Auditor

Proposal No.3: Awarding Retirement Benefits to Retiring Director and Retiring Corporate Auditor

4. Matters Determined concerning the Convocation:

If revisions to the contents of the “Reference Documents for the Ordinary General Meeting of Shareholders,” the “Business Reports,” the “Non-Consolidated Financial Statements” and the “Consolidated Financial” are required, the “Company” shall publish a notification on the website of the “Company” at the following URL:<https://www.proto-g.co.jp/IR/library/soukaidata.html> (Japanese version only)

The following items are published on the internet website(Japanese version only)
(URL: <https://www.proto-g.co.jp/IR/library/soukaidata.html>) pursuant to the relevant laws and Article 15 of Incorporation of the Company.

Business Reports:

1. Current Status of the Corporate Group
 - (11)Main Business
 - (12)Major offices
 - (13)Employees
 - (14)Major lenders
 - (15)Other items concerning the status of the Group
2. Status of Shares
3. Status of Stock Acquisition Rights, Etc.
4. Status of Members of Board of Directors and Audit Board Members
 - (5)Status of Outside Members of the Board of Directors and Outside Audit Board Members
5. Status of Accounting Auditors

6. Company's Systems and Policies

(1) Systems Necessary to Ensure the Properness of Operation of the Company

(2) Outline of the situation of system operation for securing the appropriateness of business

Consolidated Financial Statements:

Consolidated Balance Sheets

Consolidated Statements of Income

Consolidated Statements of Changes in Shareholders' Equity

Notes to Consolidated Financial Statements

Non-Consolidated Financial Statements:

Non-Consolidated Statements of Changes in Shareholders' Equity

Notes to Non-Consolidated Financial Statements

Audit Reports:

Audit Report by the Accounting Auditors with Respect to Consolidated Financial Statements
(Certified Copy)