

Securities code: 7618

June 7, 2013

To our shareholders

3-1-9 Shinyokohama, Kohoku-ku, Yokohama, Kanagawa  
PC DEPOT CORPORATION  
Takahisa Nojima, President & Chief Executive Officer

### **Notice of Convocation of the 19th Ordinary General Shareholders' Meeting**

We would like to express our heartfelt appreciation for your long-standing patronage of PC DEPOT CORPORATION.

We hereby notify you that the 19th Ordinary General Shareholders' Meeting of PC DEPOT CORPORATION will be held as stated below, and that you are cordially invited to attend the Meeting.

**If you are not able to attend the Meeting, please exercise your voting right after reading the attached reference documents by using one of two methods: indicating your voting instructions on the enclosed voting card and returning it by mail, or using a personal computer, smartphone, or mobile phone to visit the voting website (<http://www.evotep.jp/>) and entering your voting instructions. Voting instructions must be received no later than 6:00 p.m. on Monday, June 24, 2013.**

#### Notice of Meeting

1. **Date and time:** Tuesday, June 25, 2013, 10:00 a.m.
2. **Place:** Shin Yokohama Kokusai Hotel  
Manor House South Wing "Chester House" (3rd floor)  
3-18-1 Shinyokohama, Kohoku-ku, Yokohama  
(Please see the map of the hotel at the end of this notice.)

#### 3. Agenda

- Matters to be reported:**
1. Business report, consolidated financial statements, and other documents for the 19th fiscal year (from April 1, 2012 to March 31, 2013)
  2. Consolidated financial statement audit reports by the accounting auditors and the Board of Corporate Auditors

**Matters to be resolved:**

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|-----------------------------------|---|
| <b>Proposed resolution No. 1:</b> | Revision of part of the Articles of Incorporation |
| <b>Proposed resolution No. 2:</b> | Election of nine Directors                        |
| <b>Proposed resolution No. 3:</b> | Election of one Corporate Auditor                 |

#### **4. Reference documents for the Shareholders' Meeting and documents attached to the Notice of Convocation**

- (1) In accordance with relevant laws and ordinances as well as the provisions of Article 14 of its Articles of Incorporation, the Company posts on its website at (<http://www.pcdepot.co.jp>) those documents to be provided to its shareholders, which are listed below. Therefore, they are not included in the documents provided together with this Notice of Convocation of the forthcoming Meeting.
  - (i) Notes on the consolidated financial statements
  - (ii) Notes on individual statements of accounts
  
- (2) If any of the reference documents for shareholders, business report, consolidated financial statements, and other accounts is revised, such revisions will be posted on the Company's website.

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1. If you plan to attend the Meeting, please bring the enclosed voting card with you and present it at the reception desk at the Meeting. In order to save resources, please also bring this Notice of Convocation with you.
  2. If you are not able to attend the Meeting, you may designate as your representative another shareholder who has a voting right at the Meeting. You must provide written proof, however, that this individual is serving as your proxy.
  3. As part of a campaign to save energy and protect the environment, COOLBIZ, we will not wear ties on the day of the Meeting. You are also requested to attend the Meeting in casual clothes.

## Procedures for exercising your voting right via the Internet

If you exercise your voting right via the Internet, please confirm the points below before doing so.

If you attend the Meeting, you do not need to return the voting card by mail or exercise your voting right via the Internet.

### 1. Voting site

- (1) The only way to exercise your voting right via the Internet is to access the voting site designated by the Company, using a personal computer, smartphone, or mobile phone (i-mode, EZweb, or Yahoo! Keitai\*). It should be noted that the site is not accessible from 2:00 a.m. to 5:00 a.m.  
\* “i-mode,” “EZweb,” and “Yahoo! Keitai” are trademarks or registered trademarks of NTT DOCOMO, Inc., KDDI Corp., and Yahoo! Inc. (America), respectively.
- (2) Depending on the Internet user environment, you may not be able to exercise your voting right using a personal computer, smartphone, or mobile phone; access may be affected by use of firewalls or similar types of software, use of antivirus software in your equipment, and use of a proxy server.
- (3) Please use one of the three services—i-mode, EZweb, and Yahoo! Keitai—when you exercise your voting right using a mobile phone. In order to ensure security, the voting does not support models that are not capable of enciphered communication (SSL communication) or mobile phone data transmission.
- (4) You can exercise your voting right via the Internet until 6:00 p.m. on Monday, June 24, 2013, but are advised to do so early. If you have any questions, please contact the Help Desk.

### 2. How to exercise your voting right via the Internet

- (1) On accessing the voting site (<http://www.evote.jp/>), please use the log-in ID code and temporary password written on your voting card, and enter your voting instructions in accordance with the directions on the screen.
- (2) In order to prevent unauthorized accesses by persons other than shareholders (“identity fraud”) and the alteration of the voting instructions given, the site will ask you to change your temporary password. Your cooperation is highly appreciated.
- (3) Every time a General Shareholders’ Meeting is convened, a new log-in ID code and a temporary password will be issued to shareholders.

### 3. Handling of the voting right exercised twice or more times

- (1) If you exercise your voting right by both returning the voting card by mail and giving voting instructions via the Internet, the voting instructions given via the Internet will be considered as valid.
- (2) If you exercise your voting right via the Internet two or more times, whether using a personal computer, smartphone, or mobile phone, the voting instructions given last will be considered as valid.

### 4. Expenses incurred by accessing the voting site

All expenses incurred by accessing the voting site (such as Internet connection fees) shall be borne by shareholders. In addition, use of a smartphone or mobile phone requires payment for packet communication and other mobile-phone use fees, and these fees shall also be paid by shareholders.

<p>All inquiries regarding the computing system, etc. should be addressed to: Corporate Agency Division (Help Desk) Mitsubishi UFJ Trust and Banking Corporation Phone: 0120-173-027 (09:00–21:00, toll-free)</p>
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## Reference documents for the General Shareholders' Meeting

### Proposed resolution No. 1: Revision of part of the Articles of Incorporation

1. Reason for revision

- (1) In order to expand the Company's business domain and to meet the need for business diversification in the future, the Company will add new business objectives to Article 2 (Purposes) of its current Article of Incorporation and change the existing ones therein.
- (2) The Company will revise its Articles of Incorporation as required by the provisions of Articles 318 and 369 of the Companies Act.
- (3) Other necessary revisions include changes in the numbering of clauses associated with the inclusion of new provisions, addition and deletion of words and phrases, and changes of wording.

2. Details of the revisions

Details of the revisions are as listed below. (The underlined indicates the revisions involved.)

Current Articles of Incorporation	Proposed revisions
Article 1 General Rules (Purposes)	Article 1 General Rules (Purposes)
Article 2 The Company shall aim to conduct the following businesses:	Article 2 The Company shall aim to conduct the following businesses:
1. Manufacture, sale, and rental of computers, peripheral equipment, and computer software, and the provision of technical guidance related thereto	1. Manufacture, sale, rental, <u>and repair</u> of computers, peripheral equipment, and computer software, and the provision of technical guidance related thereto
2. to 4. (Text omitted)	2. to 4. (Same as in the current edition)
5. Issuance <u>and</u> sale of publications	5. Issuance and sale of, <u>and agency services for</u> , publications,
6. (Text omitted)	6. (Same as in the current edition)
7. <u>Wholesaling of those listed in Items 1 and 3 above, and sale of old articles</u>	7. <u>Sale of old articles</u>
8. to 9. (Text omitted)	8. to 9. (Same as in the current edition)
10. Non-life insurance agency business	10. Non-life insurance agency business <u>and business related to the sale of life insurance</u>
11. to 13. (Text omitted)	11. to 13. (Same as in the current edition)
<u>14. Internet provider service</u> (New provision)	<u>14. Serving as an agency for delivering and picking up products</u> (Deletion)
15. Information processing <u>and</u> information provision services	15. Information processing, information provision, <u>and incidental Internet services</u>
16. <u>Development, acquisition, planning, sale, export, and import of industrial property rights, computer technology and know-how, and other software</u>	16. <u>Planning, development, production, sale, rental, export, and import of software</u>
17. to 19. (Text omitted)	17. to 19. (Same as in the current edition)
20. Management consulting for product sales using networks such as the <u>Internet</u>	20. Management consulting for product sales using networks such as <u>services incidental to the Internet and telecommunications</u>
21. (Text omitted)	21. (Same as in the current edition)
<u>22. Management of coffee shops</u>	(Deletion)

Current Articles of Incorporation	Proposed revisions
<p><u>23. Various information provision services using the Internet</u></p>	<p>(Deletion)</p>
<p><u>24. to 25.</u> (Moving up the clause numbers)</p>	<p><u>22. to 23.</u></p>
<p><u>26. Type II telecommunication services</u> based on the Telecommunications Business Law (New provision)</p>	<p><u>24. Telecommunication services</u> based on the Telecommunications Business Law</p>
<p>(New provision)</p>	<p><u>25. Planning, production, and sale of products using networks such as telecommunications and services incidental to the Internet, as well as serving as a sales agency or distributor for such products and services</u></p>
<p>(New provision)</p>	<p><u>26. Undertaking of charging and settlement services on contract</u></p>
<p>(New provision)</p>	<p><u>27. Agency for money collection</u></p>
<p>(New provision)</p>	<p><u>28. Mail-order sale services using the Internet and other communications networks</u></p>
<p><u>27. to 31.</u> (Moving down the clause numbers) (New provision)</p>	<p><u>29. Acquisition of copyright and neighboring rights, design rights, trademark rights, utility model rights, patent rights, industrial property rights, know-how, and other intellectual property rights; development of methods for utilizing such rights; licensing, management, leasing, and transferring of such rights; and acting as an intermediary for such rights</u></p>
<p><u>32. All businesses incidental to those listed in the preceding items</u> Chapter 3 General Meeting of Shareholders (Minutes)</p>	<p><u>30. to 34.</u></p>
<p>Article 16 The proceedings of the General Shareholders' Meeting, including the date, time, and place of the Meeting, a summary of the progress of proceedings and their results, and other matters, shall be kept in its minutes in writing or in the form of electronic records as stipulated in relevant Ministry of Justice ordinances, <u>and shall be signed and sealed or electronically signed by its chairman and directors who attended the Meeting.</u></p> <p>Chapter 4 Directors and the Board of Directors (Method for the Board of Directors to adopt resolutions)</p>	<p><u>35. Planning and management guidance for businesses in the form of joint venture or franchising as listed in the preceding items</u></p> <p><u>36. All businesses incidental or related to those listed in the preceding items</u> Chapter 3 General Meeting of Shareholders (Minutes)</p> <p>Article 16 The proceedings of the General Shareholders' Meeting, including the date, time, and place of the Meeting, a summary of the progress of proceedings and their results, and other matters, shall be kept in its minutes in writing or in the form of electronic records as stipulated in relevant Ministry of Justice ordinances.</p> <p>Chapter 4 Directors and the Board of Directors (Method for the Board of Directors to adopt resolutions)</p>
<p>Article 24 A resolution of the Board of Directors shall be adopted by a majority vote of more than half of the Directors attending the Meeting.</p>	<p>Article 24 A resolution of the Board of Directors shall be adopted by a majority vote of more than half of the Directors <u>having a voting right and</u> attending the Meeting.</p>

## Proposed resolution No. 2: Election of nine Directors

The term of office of all (nine) Directors will expire at the conclusion of the forthcoming Meeting. Therefore, we ask you to elect nine new Directors. The candidates for election as Director are as listed below.

Candidate No.	Name (date of birth)	Career history, post and responsibilities at the Company (and other important posts concurrently held by the candidate)	Number of shares held in the Company
1	Takahisa Nojima (Born on August 20, 1959)	August 1994 President and Chief Executive Officer of PC DEPOT Corp. (current) July 2009 Representative Director and President of PC DEPOT Kyushu Co., Ltd. (currently PC DEPOT Stores Co., Ltd.) (current) June 2012 Director of ejworks corporation (current)	34,171 shares
2	Shigehiko Sakai (Born on January 6, 1954)	September 1981 Joined Mitani Corporation September 1995 Representative Director and President of PC Retail Co., Ltd. October 2002 Executive Director of PC DEPOT Corp. June 2003 Senior Managing Director of the Company September 2004 Director of the Company February 2007 Senior Managing Director of the Company July 2008 Managing Director of the Company June 2010 Senior Managing Director of the Company (current) February 2011 Head of the Administration Headquarters of the Company (current) June 2012 Director of Kitamura PC DEPOT Co., Ltd. (current)	1,500 shares
3	Mitsuyoshi Hae (Born on January 27, 1952)	March 1970 Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corp.) July 2005 Joined PC DEPOT Corp. March 2006 Executive Director of the Company June 2006 Director of the Company June 2007 Head of the Accounting and Finance Headquarters of the Company (current) June 2012 Managing Director of the Company (current) June 2012 Director of PC DEPOT Stores Co., Ltd. (current)	300 shares
4	Kenshi Hamamatsu (Born on April 18, 1963)	April 1985 Joined Nojima Denki Shokai Co., Ltd. (currently Nojima Corp.) October 1994 Joined PC DEPOT Corp. July 1997 Director of the Company June 2003 Executive Director of the Company June 2006 Director of the Company (current) November 2012 Director in Charge of Special Projects (current)	213 shares

Candidate No.	Name (date of birth)	Career history, post and responsibilities at the Company (and other important posts concurrently held by the candidate)	Number of shares held in the Company	
5	Takayuki Shimano (Born on November 26, 1972)	April 1991 March 1995 March 2006 May 2007  February 2011  June 2011	Joined Nojima Corp. Joined PC DEPOT Corp. Executive Director of the Company Senior Executive Director of the Company  Head of the Sales Supervisory Headquarters of the Company (current) Director of the Company (current)	1,145 shares
6	Hideki Saito (Born on April 12, 1973)	March 1999 April 2008 June 2010  May 2011 May 2012  June 2012 June 2012	Joined PC DEPOT Corp. Executive Director of the Company Director of Kitamura PC DEPOT Co., Ltd. (current) Senior Executive Director of the Company Head of the Sales Headquarters of the Company (current) Director of the Company (current) Director of PC DEPOT Stores Co., Ltd. (current)	273 shares
7	Hidehiro Takayama (Born on January 20, 1947)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Director</div>	April 1980  September 1974 May 1992  August 2008  September 2008 December 2008  June 2009	Joined Tetsuzo Ota & Company (currently Ernst & Young ShinNihon LLC) Registered as a certified public accountant Representative Partner of Ota Showa & Company (currently Ernst & Young ShinNihon LLC) Representative of the Office of HidehiroTakayama(Certified Public Accountant ) (current) Lecturer at Toin Law School Statutory Auditor of Konaka Co., Ltd. (current) Director of the Company (current)	None
8	Hideaki Izawa (Born on January 18, 1964)	October 2002 October 2002  June 2009	Registered as an attorney at law Joined Nihon Odori Law Office (current) Director of the Company (current)	None

Candidate No.	Name (date of birth)	Career history, post and responsibilities at the Company (and other important posts concurrently held by the candidate)	Number of shares held in the Company
9	Atsuomi Obayashi (Born on February 26, 1961)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Director</div>	<p>April 1983      Joined Nippon Yusen Kabushiki Kaisha</p> <p>April 1996      Lecturer at Keio University Graduate School of Business and Commerce</p> <p>April 1998      Assistant Professor at Keio University Graduate School of Business and Commerce</p> <p>April 2006      Professor at Keio University Graduate School of Business and Commerce (current)</p> <p>June 2007      Member of the Information Security Policy Council's Expert Panel on Critical Infrastructures (current)</p> <p>December 2008      Chairman of the Cabinet Office's Committee to Study Measures to Promote Formulation of Business Continuity Plans (current)</p> <p>July 2009      Chairman of the National Information Security Center's Committee to Analyze Common Threats and Cross-sectional Exercises (current)</p> <p>June 2010      Director of the Company (current)</p>	None

- Notes
1. Mr. Hideaki Izawa works for the Nihon Odori Law Office, and the Company has concluded a legal advisor agreement with the Law Office.
  2. None of the other candidates have particular interests in the Company.
  3. Messrs. Hidehiro Takayama and Hideaki Izawa and Prof. Atsuomi Obayashi are candidates for election as External Directors. None of them has experience in being involved in the Company's management except serving as its External Director or External Corporate Auditor, but the Company has determined that all of them can perform their duties as External Directors for the reasons cited below. The Company has designated Messrs. Takayama and Obayashi as Independent Directors as stipulated in the regulations of the Osaka Securities Exchange and notified their designation to the OSE.
  4. The reason the Company has chosen Mr. Takayama as a candidate for election as External Director is that it has determined that he is capable of expressing objective opinions to help ensure the soundness of management and supervise business execution because he has a certified public accountant's license and long years of experience in the practical aspects of auditing.
  5. The reason the Company has chosen Mr. Izawa as a candidate for election as External Director is that it has determined that he is capable of expressing appropriate opinions in management decision-making from a specialist's point of view as a lawyer because he is a qualified lawyer.
  6. The reason the Company has chosen Prof. Obayashi of Keio University as a candidate for election as External Director is that it has determined that he is capable of expressing his opinions from a specialist's point of view about corporate management because he has profound knowledge of risk management, innovation, and competitive strategy, all fields of his expertise, and because he has served on government committees, as being an expert well versed in corporate business continuity and information security.  
The Company has invited Prof. Obayashi to join its Board of Directors as an expert who has no direct interests in the Company, thus ensuring his independence from management. It believes that this enables him to give advice as an External Director from an objective point of view.
  7. Messrs. Takayama and Izawa are currently the Company's External Directors, and they will have served as such for four years when the forthcoming General Shareholders' Meeting is concluded.
  8. Prof. Obayashi is currently the Company's External Director, and he will have served as such for three years when the forthcoming General Shareholders' Meeting is concluded.
  9. The Company has entered into separate limited liability agreements with Mr. Takayama, Mr. Izawa, and Prof. Obayashi in accordance with the provisions of Article 427 Paragraph 1 of the Companies Act, and if their election as External Director is approved, the Company plans to continue these agreements. The limited liability agreement with each External Director stipulates that when he or she performs his or her duties as External Director, the upper limit to liability is one million yen or the amount prescribed by law, whichever is higher, if he or she acts in good faith and is innocent of gross negligence.



### Proposed resolution No. 3: Election of one Corporate Auditor

In order to bolster its audit system, the Company has decided to add one more member to the Board of Corporate Auditors. We ask you to elect one new Corporate Auditor.

The approval of the Board of Corporate Auditors for this proposed resolution has been obtained.

The candidate for election as Corporate Auditor is as listed below.

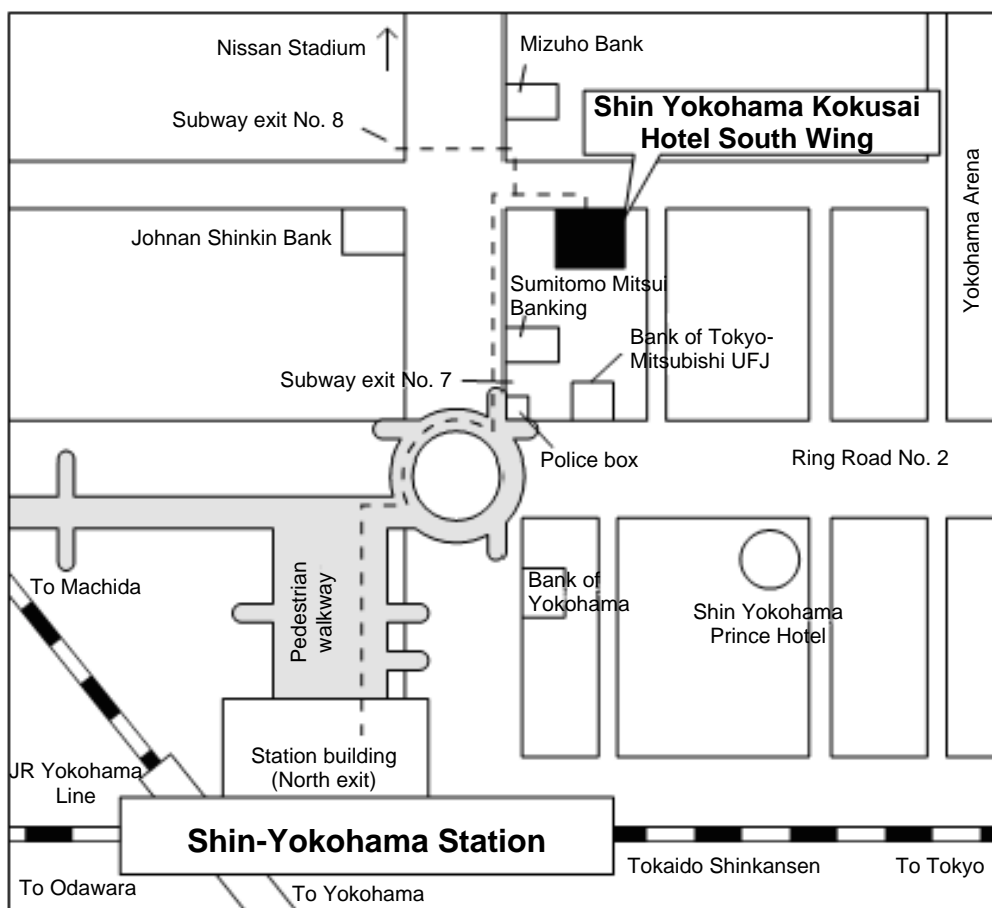
Name (date of birth)	Career history, post and responsibilities at the Company (and other important posts concurrently held by the candidate)	Number of shares held in the Company
* Masayuki Ishii (Born on July 2, 1959)	August 1994 July 1997 October 2002 May 2003 January 2004 June 2006 May 2012 June 2012 Joined PC DEPOT Corp. Director in Charge of Administration at the Company Director in Charge of Finance at the Company Director and Head of the Accounting Department at the Company Director and Head of the Administration Headquarters at the Company Executive Director and Head of the Legal Affairs and Audit Department at the Company Head of the Accounting and Finance Headquarters and Head of the Accounting Section (current) Corporate Auditor of ejworks corporation (current)	1,200 shares

Notes 1. The asterisk indicates a candidate for election as a new Corporate Auditor.

2. The candidate listed above has no particular interests in the Company.

## Map of the Site of the General Shareholders' Meeting

Shin Yokohama Kokusai Hotel  
Manor House South Wing "Chester House" (3rd floor)  
3-18-1 Shinyokohama, Kohoku-ku, Yokohama



Access: About eleven minutes from Yokohama Station to Shin-Yokohama Station  
by JR Yokohama Line or the Municipal Subway

About three minutes' walk from Shin-Yokohama Station on Yokohama Line or the subway

As part of a campaign to save energy and protect the environment, COOLBIZ, we will not wear ties on the day of the Meeting. You are also requested to attend the Meeting in casual clothes.



This document uses an  
easy-to-read universal  
design font.