

Securities code: 7618

June 4, 2019

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 25th 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 25th 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 rights after reading the attached reference documents by using one of two methods: either 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 (<https://evote.tr.mufg.jp/>) and entering your voting instructions. Voting instructions must be received no later than 5:30 p.m. on Tuesday, June 25, 2019.

Notice of Meeting

- 1. Date and time:** Wednesday, June 26, 2019, 10:00 a.m.
- 2. Place:** Shin Yokohama Kokusai Hotel
Manor House South Wing "Queen's Hall" (2nd 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 25th fiscal year (from April 1, 2018 to March 31, 2019)
 2. Consolidated financial statement audit reports by the accounting auditors and the Board of Corporate Auditors
 - Matters to be resolved:**
 - Proposal No. 1** The election of 9 Directors
 - Proposal No. 2** The election of 1 Corporate Auditor
 - Proposal No. 3** Remuneration determination for granting restricted stock to directors of the Company
- 4. Reference documents for the Shareholders' Meeting and the documents provided together with the Notice of Convocation**
 - (1) In accordance with relevant laws and ordinances as well as the provisions of Article 15 of its Articles of Incorporation, the Company posts on its website at (https://www.pcdepot.co.jp/co_ir/) those documents to be provided to its shareholders, which are listed below. Therefore, these 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

Consolidated financial statements and individual statements of accounts audited by the Corporate Auditors and the Accounting Auditors respectively in the preparation of the Corporate Auditors' Report and the Accounting Auditors' Report include items that should be presented as notes on the consolidated financial statements and the notes on the individual statements of accounts.




- (2) If revisions are made to any of the reference documents for shareholders, business reports, consolidated financial statements, and other accounts, said revisions will be posted on the Company's website.
- (3) To provide information early, this Notice of Convocation was posted on our website prior to being sent out. (https://www.pcdepot.co.jp/co_ir/)

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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, also please 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 voting rights 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.
 4. We will not provide souvenirs to the shareholders who attend the Meeting. We greatly appreciate your understanding on this matter.

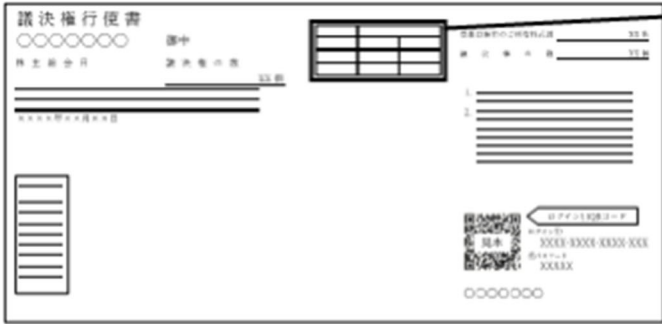


How to exercise voting rights

Voting rights at a general shareholders' meeting constitute important rights for shareholders. You are hereby cordially asked to exercise voting rights at the General Shareholders' Meeting having first considered the reference documents shown below. The following three methods are available for exercising voting rights.

 <p style="text-align: center;">Attending the General Shareholders' Meeting</p> <p>When attending on the day, please bring the enclosed voting card with you and present it at the reception desk at the Meeting.</p> <p style="text-align: center;">Date and time</p> <hr/> <p style="text-align: center;">10:00 a.m. on Wednesday, June 26, 2019</p>	 <p style="text-align: center;">Exercising voting rights in writing (by mail)</p> <p>Please indicate your voting instructions on the voting card enclosed herein and return the card.</p> <p style="text-align: center;">Deadline</p> <hr/> <p style="text-align: center;">Arriving votes are accepted until 5:30 p.m. on Tuesday, June 25, 2019</p>	 <p style="text-align: center;">Exercising voting rights via the internet</p> <p>Please indicate your voting instructions according to the guidance on the following page.</p> <p style="text-align: center;">Deadline</p> <hr/> <p style="text-align: center;">Votes are accepted until 5:30 p.m. on Tuesday, June 25, 2019</p>
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How to fill in the voting card



こちらに議案の賛否をご記入ください。

第●号議案

- 全員賛成の場合 >> 「賛」の欄に○印
- 全員反対する場合 >> 「否」の欄に○印
- 一部の候補者に反対する場合 >> 「賛」の欄に○印をし、反対する候補者の番号をご記入ください。

第●号議案

- 賛成の場合 >> 「賛」の欄に○印
- 反対する場合 >> 「否」の欄に○印

If you have exercised your voting rights both in writing (mail) and via the Internet, we will deem the Internet version to be the valid version. If you have exercised your voting rights via the Internet multiple times, we will deem the final entered version to be the valid version.

How to exercise voting rights via the internet

QRコードを読み取る方法

議決権行使書副票に記載のログインID、仮パスワードを入力することなく、議決権行使サイトにログインすることができます。

- 1 議決権行使書副票（右側）に記載のQRコードを読み取ってください。



※「QRコード」は株式会社デンソーウェブの登録商標です。

- 2 以降は、画面の案内に従って賛否をご入力ください。



QRコードを用いたログインは1回に限り可能です。

再行使する場合、もしくはQRコードを用いずに議決権を行使する場合は、右の「ログインID・仮パスワードを入力する方法」をご確認ください。

ログインID・仮パスワードを入力する方法

議決権行使ウェブサイト <https://evote.tr.mufg.jp/>

- 1 議決権行使ウェブサイトへアクセスしてください。
- 2 議決権行使書用紙に記載された「ログインID・仮パスワード」を入力しクリック



- 3 新しいパスワードを登録する



- 4 以降は、画面の案内に従って賛否をご入力ください。

インターネットによる議決権行使でパソコンやスマートフォン、携帯電話の操作方法などが不明な場合は、右記にお問い合わせください。

三菱UFJ信託銀行株式会社 証券代行部 ヘルプデスク
0120-173-027
(通話料無料/受付時間 午前9時～午後9時)

Institutional investors are allowed to use an electronic voting rights exercise platform for institutional investors that is operated by ICJ, Inc.

Reference documents for the General Shareholders' Meeting

Proposal and reference information

Proposal No. 1: The election of 9 Directors

The term of office of all (ten) Directors will expire at the conclusion of the forthcoming Meeting. Therefore, we ask you to elect 9 Directors.

This proposal was approved by the Board of Directors upon obtaining an opinion in favor from the Nomination and Remuneration Committee, a discretionary advisory body to the Board of Directors chaired by an independent Outside Director.

The candidates for election as Director are as listed below.

Candidate No.	Name		Post and responsibilities at the Company	Attendance at Board of Directors Meetings
1	Takahisa Nojima	<input type="checkbox"/> Reappointment	President and Chief Executive Officer of PC DEPOT Corp.	100% Attended 13 out of 13 meetings
2	Hideki Saito	<input type="checkbox"/> Reappointment	Senior Managing Director and General Manager of Operations and Manufacturing Headquarters Store Operation Department, Product MD Department, Solution Service Department, and Production Promotion Department	100% Attended 13 out of 13 meetings
3	Takayuki Shimano	<input type="checkbox"/> Reappointment	Director and Manager of the DCL Store Operation Department, Operations and Manufacturing Headquarters DCL Store Operation Department	100% Attended 13 out of 13 meetings
4	Nobuyuki Tanaka	<input type="checkbox"/> Reappointment	Director and General Manager of Compliance Office Compliance Office (Compliance and Internal Control)	100% Attended 13 out of 13 meetings
5	Kazuya Shinozaki	<input type="checkbox"/> Reappointment	Director and General Manager of Quality Control/Manufacturing Headquarters Quality Control Department, Store Development Department, Career Center, and General Affairs Department	100% Attended 13 out of 13 meetings

6	Yuko Matsuo	Reappointment		Director and General Manager of General Relations Office General Relations Office (Investor relations, public relations, secretariat, and planning), Accounting and Finance Headquarters, and IT Strategy Promotion Office	92.3% Attended 12 out of 13 meetings
7	Mineo Fukuda	Reappointment	Outside	Independent	Outside Director 100% Attended 13 out of 13 meetings
8	Hidetaka Fukuda	Reappointment	Outside	Independent	Outside Director 100% Attended 10 out of 10 meetings
9	Yumiko Masuda	Reappointment	Outside		Outside Director 100% Attended 10 out of 10 meetings

(Note) The posts and responsibilities at the Company as shown above are those in the case that the proposals are resolved and approved as originally proposed.

Candidate No.	1	Takahisa Nojima (Born on August 20, 1959)	Number of shares of the Company held: 15,858,960 shares
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Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment

August 1994	President and Chief Executive Officer of PC DEPOT Corp. (current)	June 2012 June 2014	Director of ejworks corporation Chairman of the Board of Directors of the ejworks corporation
July 2009	Representative Director and President of PC DEPOT KYUSHU Co., Ltd. (currently PC DEPOT STORES Co., Ltd.)		

(Reason for choosing this candidate to be elected as a Director)

He is the founder of the Company and has been directing the Group's corporate management over the past 24 years as a Representative Director, and established Premium Membership, an innovative and unrivaled business model. The Company has chosen him as a candidate for election to continue as Director in order to develop the Group further.

Candidate No.

2

Hideki Saito

(Born on
April 12, 1973)

Number of shares of the Company held:
51,140 shares

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment

March 1999	Joined PC DEPOT Corp.	June 2014	Managing Director, General Manager of the Sales Management Headquarters, and General Manager of the MD Headquarters of the Company
April 2008	Executive Director of the Company		
June 2010	Director of KITAMURA PC DEPOT CO., LTD.		
May 2011	Senior Executive Director of the Company	June 2016	Senior Managing Director, General Manager of the Sales Management Headquarters, and General Manager of the MD Headquarters of the Company
June 2012	Director of the Company Director of PC DEPOT STORES Co., Ltd.		President and Chief Executive Officer of PC DEPOT STORES Co., Ltd. (current)
August 2013	Director, General Manager of the Sales Management Headquarters, and General Manager of the MD Headquarters of the Company	March 2018	Senior Managing Director and General Manager of Operations and Manufacturing Headquarters (current)

(Reason for choosing this candidate to be elected as a Director)

The Company has chosen him as a candidate for election to continue as Director because he has a broad knowledge of merchandising and, as a person responsible for store operation and marketing, will further strengthen our business development capabilities and expand our operations through his management of product portfolio and his policy for continued membership services.

Candidate No.

3

Takayuki Shimano (Born on November 26, 1972)

Number of shares of the Company held:
209,820 shares

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment

May 1995	Joined PC DEPOT Corp.	May 2016	Director, General Manager of the Store Promotion
March 2006	Executive Director and Manager of the Product Department of the Company		Headquarters and Manager of the DCL Promotion Department of the Company
May 2007	Senior Executive Director and General Manager of the Product Headquarters of the Company	November 2016	Director and General Manager of the Sales Headquarters of the Company
February 2011	Senior Executive Director and General Manager of the Sales Management Headquarters of the Company	March 2018	Director and Manager of the DCL and Central City Store Operation Department, Operations and Manufacturing Headquarters of the Company
June 2011	Director and General Manager of the Sales Management Headquarters of the Company	May 2018	Director and Manager of the DCL Store Operation Department, Operations and Manufacturing Headquarters of the Company (current)
August 2011	Director and General Manager of the Business Promotion Headquarters of the Company		
June 2014	Director of KITAMURA PC DEPOT CO., LTD. (current)		

(Reason for choosing this candidate to be elected as a Director)

The Company has chosen him as a candidate for election to continue as Director because he has a broad knowledge of product planning as well as operating and expanding stores and, as a person responsible for sales, will promote the enhancement of technical services as well as quality improvement for membership services.

Candidate No.

4

Nobuyuki Tanaka (Born on
May 1, 1971)

Number of shares of the Company held:
69,120 shares

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment

April 1997	Joined PC DEPOT Corp.	June 2014	Director, General Manager of the Solution Service Headquarters, and Manager of the Premium Service Department of the Company
April 2008	Manager of the Internal Control Department of the Company	May 2016	Director and Manager of the Business Planning Department of the Company
June 2010	Executive Director and Manager of the Accounting and Logistics Department of the Company	November 2016	Director and General Manager of Legal Affairs and Compliance Office of the Company
February 2011	Executive Director and General Manager of the Premium Service Department of the Company	June 2017	Director of KITAMURA PC DEPOT CO., LTD.
May 2012	Senior Executive Director and Manager of the Premium Service Department of the Solution Service Headquarters of the Company	March 2018	Director and General Manager of the Compliance Office of the Company (current)
August 2013	Senior Executive Director, General Manager of the Solution Service Headquarters, and Manager of the Premium Service Department of the Company		

(Reason for choosing this candidate to be elected as a Director)

The Company has chosen him as a candidate for election to continue as Director because he has a broad knowledge of internal control, legal affairs, and compliance and is thoroughly versed in all aspects of operations and because we have high expectations for his ability to strengthen the Company's compliance and governance.

Candidate No.

5**Kazuya Shinozaki** (Born on
November 30, 1971)Number of shares of the Company held:
120,960 shares

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment

March 1997	Joined PC DEPOT Corp.	October 2015	Director, General Manager of the Comprehensive Management Headquarters, and Manager of the Human Resources Department of the Company
June 2007	Manager of the Accounting Department of the Accounting and Finance Headquarters of the Company	May 2016	Director, Assistant General Manager of the Accounting and Finance Headquarters, and Manager of the Finance Department of the Company
April 2008	Executive Director and Manager of the Accounting Department of the Accounting and Finance Headquarters of the Company	June 2016	Director, General Manager of the Accounting and Finance Headquarters, and Manager of the Finance Department of the Company
June 2008	Corporate Auditor of BB Marketing Corp.	March 2018	Director and General Manager of Quality Control/Manufacturing Headquarters of the Company
May 2009	Senior Executive Director and Manager of the Finance Department of the Accounting and Finance Headquarters of the Company	June 2018	Director of KITAMURA PC DEPOT CO., LTD. (current)
June 2010	Director of ejworks corporation	October 2018	Director, General Manager of Quality Control/Manufacturing Headquarters, and Manager of Quality Control Department of the Company
June 2014	Director of PC DEPOT STORES Co., Ltd.	April 2019	Director and General Manager of Quality Control/Manufacturing Headquarters of the Company (current)
April 2015	Senior Executive Director, General Manager of the Comprehensive Management Headquarters, and Manager of the Human Resources Department of the Company		
June 2015	Director and General Manager of the Comprehensive Management Headquarters of the Company		

(Reason for choosing this candidate to be elected as a Director)

He has extensive knowledge and business experience in accounting, finance, and sales management gained through many years of working in this field. The Company has chosen him as a candidate for election to continue as Director because he will expand financial results through management and operational quality for the Company based on his knowledge and experience.

Candidate No.	6	Yuko Matsuo	(Born on September 29, 1974)	Number of shares of the Company held: 122,400 shares
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Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment	November 1997	Joined PC DEPOT Corp.	June 2011	Director of ejworks corporation (current)
	February 2007	Deputy Manager of the IR Corporate Planning Department of the Company	May 2014	Senior Executive Director and General Manager of the President's Office of the Company
	June 2007	Executive Director and General Manager of the Corporate Planning Department of the Accounting and Finance Headquarters of the Company	June 2015	Director and General Manager of the President's Office of the Company
	July 2008	Executive Director and General Manager of the President's Office of the Company	November 2016	Director and General Manager of the Corporate Planning Department of the Company
			April 2019	Director and General Manager of General Relations Office of the Company (current)

(Reason for choosing this candidate to be elected as a Director)

The Company has chosen her as a candidate for election to continue as Director because she has an extensive experience and knowledge in IR accumulated through many years of involvement in the Company and will manage the group companies and further strengthen and develop the group functions.

Candidate No.

7

Mineo Fukuda

(Born on
November 4, 1951)Number of shares of the Company held:
- shares

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment	April 1975	Joined Japan Recruit Center Co., Ltd. (current Recruit Holdings Co., Ltd.)	June 2006	Representative Director and Vice-President of Jupiter Telecommunications Co., Ltd.
	June 1999	Director and Managing Corporate Executive Director of Japan Recruit Center Co., Ltd.	April 2010	Advisor to Jupiter Shop Channel Co., Ltd.
Outside	June 2001	Executive Managing Director of Kadokawa Shoten Co., Ltd. (current Kadokawa Corporation)	March 2011	Representative Director of Office M Corporation (current) Senior Managing Director of Jupiter Telecommunications Co., Ltd.
	June 2002	Director and President of Kadokawa Shoten Co., Ltd.	October 2013	Special Advisor to Jupiter Telecommunications Co., Ltd.
Independent	March 2006	Director and Vice-President of Jupiter Telecommunications Co., Ltd.	March 2016	Outside Director of Starts Publishing Corporation (current)
			June 2016	Outside Director of the Company (current)
			February 2019	Chairman of the Nomination and Remuneration Committee of the Company (current)

(Reason for choosing this candidate to be elected as an Outside Director)

The Company has chosen him as a candidate for election to continue as Outside Director because we judged he would provide appropriate governance in continuing the evolution of the Company's business model for the next fiscal year, based on significant knowledge and extensive business experience as a top manager gained through serving as a director at multiple corporations, and would contribute to developing the Company's business.

Candidate No.

8

Hidetaka Fukuda

(Born on
September 1, 1955)

Number of shares of the Company held:
(3,500) shares

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment	April 1981	Joined the Ministry of International Trade and Industry	June 2006	Representative Director of eConservo, Inc. (current)
	June 2002	Councilor, Cabinet Secretariat of the Ministry of Economy, Trade and Industry	April 2017	I/O Core Corporation Director CSO (current)
Outside	June 2003	Director of the Information and Communication Electronics Division of the Commerce and Information Policy Bureau of the Ministry of Economy, Trade and Industry	June 2018	Outside Director of the Company (current)
	October 2005	Director of the Consumer Economic Policy Division of the Commerce and Distribution Policy Group of the Commerce and Information Policy Bureau of the Ministry of Economy, Trade and Industry		

(Reason for choosing this candidate to be elected as an Outside Director)

The Company has chosen him as a candidate for election to continue as Outside Director because we judged he would provide appropriate governance in continuing the evolution of the Company's business model for the next fiscal year, based on experience from both a government perspective and as a top manager following his managing a company after retiring from the Ministry of Economy, Trade and Industry, and would contribute to developing the Company's business.

Candidate No.

9

Yumiko Masuda (Born on
October 20, 1955)

Number of shares of the Company held:
- shares

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Reappointment

May 1992	Joined BELLSYSTEM24, Inc.	June 2009	Representative Director of Consumer Voice Research Institute, Limited. (current)
September 1996	Joined IBM Japan, Ltd.		
July 2006	Joined SAP Japan Co., Ltd.	June 2018	Outside Director of the Company (current)

Outside

(Reason for choosing this candidate to be elected as an Outside Director)

Based on extensive experience in customer service, Ms. Masuda is an expert in consumer- and customer-oriented management and the customer interface area. We consider that in addition to providing us with appropriate governance as we propose a digital life plan for customers in the future, she will also contribute to our growth. Although she was previously a business executor at a business partner of the Company, we judged that transactions involved were negligible in extent and that there were no conflicts of interest with ordinary shareholder and so the Company has chosen her as a candidate for election to continue as Outside Director. We presently have no trading relationship with the aforementioned business partner.

- Notes
1. No special interests exist between the above candidates and the Company.
 2. The Company established the Nomination and Remuneration Committee, a discretionary advisory body to the Board of Directors that is chaired by an independent Outside Director. The committee secures the objectivity, fairness, and transparency of the procedures for nomination of candidates for election as Directors and Directors' remuneration, the nomination of candidates for Corporate Auditors, and the decision on succession plans etc., and aims to strengthen the corporate governance system.
 3. The number of shares of the Company held by Mr. Takahisa Nojima, as shown herein, includes the number of those held by TN Holdings Co., Ltd., an asset management company of him.
 4. A company owned by Mr. Hidetaka Fukuda holds shares of the Company, and the number of shares shown in the bracket of the "Number of shares of the Company held" section above represents the number of shares of the Company held by the aforesaid company.
 5. Mr. Mineo Fukuda, Mr. Hidetaka Fukuda, and Ms. Yumiko Masuda are candidates for election as Outside Directors. In addition, the Company has appointed Mr. Mineo Fukuda and Mr. Hidetaka Fukuda as an Independent Director as stipulated in the regulations of the Tokyo Stock Exchange and notified their designation to the TSE.
 6. Mr. Mineo Fukuda is currently the Company's Outside Director and will have served as such for three years when the forthcoming General Shareholders' Meeting is concluded.
 7. Mr. Hidetaka Fukuda and Ms. Yumiko Masuda are currently the Company's Outside Directors and will have served as such for one year when the forthcoming General Shareholders' Meeting is concluded.

8. The Company has entered into agreements with Mr. Mineo Fukuda, Mr. Hidetaka Fukuda, and Ms. Yumiko Masuda pursuant to Article 427, paragraph 1 of the Companies Act, limiting their liabilities for damages to a certain extent, pursuant to Article 423, paragraph 1 of the Act. The upper limit for their liability under the agreement is one million yen or the amount prescribed by law whichever is higher. If reappointments as Outside Directors are approved, the Company plans to continue these agreements.

(Reference)

Policy and procedures for designation of Director candidates

Our policy is to appoint personnel who are able to respond to managerial consignment from shareholders as Directors, in order to offer enriched managerial experience and profound insights, and to fulfill the duties and responsibilities of Directors. Under this policy, the Board of Directors determined candidates for Director after obtaining an opinion in favor from the Nomination and Remuneration Committee.

Proposal No. 2: The election of 1 Corporate Auditor

The terms of office of Mr. Masaki Nishimura, Corporate Auditor, will expire upon the conclusion of this General Shareholders' Meeting. Accordingly, the Company proposes the election of 1 Corporate Auditor. This proposal was approved by the Board of Directors after obtaining an opinion in favor from the Nomination and Remuneration Committee, a discretionary advisory body to the Board of Directors chaired by an independent Outside Director. Agreement was obtained from the Board of Corporate Auditors for the submission of the proposal.

The candidate for Corporate Auditor is as follows.

Masaki Nishimura

(Born on
May 8, 1976)

Number of shares of the Company held:
- shares

Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)

Category	Date	Position / Responsibility	Date	Position / Responsibility
Reappointment	October 2005	Registered as an attorney at law Joined Yokohama Sogo Law Office	January 2014	Partner at R&G Yokohama Law Office (current)
	April 2011	Part-time Lecturer at the Faculty of Business Administration, YOKOHAMA National University (current)	June 2015	External Corporate Auditor of the Company (current)
Outside				
Independent				

(Reason for choosing this candidate to be elected as an External Corporate Auditor)

The Company has chosen him as a candidate for election to continue as External Corporate Auditor because we wish to see him leverage his extensive specialized knowledge and experience as lawyer for our audit platform.

- Notes
1. No special interests exist between the candidates for Corporate Auditors and the Company.
 2. Mr. Masaki Nishimura is candidates for External Corporate Auditor. The Company has designated Mr. Nishimura as an independent director as stipulated in the regulations of the Tokyo Stock Exchange (TSE) and notified his designation to the TSE.
 3. Mr. Nishimura is currently the Company's External Corporate Auditor, and he will have served as such for four years when the forthcoming General Shareholders' Meeting is concluded.
 4. The Company has entered into an agreement with Mr. Nishimura pursuant to Article 427, Paragraph 1 of the

Companies Act, limiting his liabilities for damages to a certain extent, pursuant to Article 423, Paragraph 1 of the Act. The upper limit of his liability under the agreement is 500,000 yen or the amount prescribed by law, whichever is higher. If his reelection as an External Corporate Auditor is approved, the Company plans to continue this agreement.

Proposal No. 3: Remuneration determination for granting restricted stock to directors of the Company

The 21st Ordinary General Shareholders' Meeting held on June 24, 2015 resolved and approved a resolution to set the remuneration for a director of the Company at a level of not more than 180 million yen a year (excluding employee compensation for a director concurrently serving as an employee).

We hereby propose beginning to provide directors with remuneration intended to grant restricted stock to them separately from the above-mentioned remuneration category as part of a revision to our director remuneration system with the objective of giving them an incentive to improve the Company's enterprise value in a sustained manner and also of sharing value with shareholders further.

Remuneration to be provided to directors for the purpose of granting them with restricted stock under this proposal shall take the form of monetary claim (hereinafter "Monetary Remuneration Claim") and total not more than 90 million yen a year as a value deemed as appropriate in light of the above-mentioned objectives (of which not more than 20 million yen a year shall be for outside directors). The specific date of provision and allocation amount for directors will be determined by the Board of Directors.

The value of the above-mentioned remuneration category shall not include employee compensation for a director concurrently serving as an employee.

The total number of directors is 10 persons at present (including 3 outside directors). If Proposal No. 1 "The election of 9 Directors" is resolved and approved as originally proposed, directors will total 9 persons (including 3 outside directors).

The Monetary Remuneration Claim to be provided under this proposal and based on a resolution of the Company's Board of Directors shall be contributed by directors in its entirety in the form of contributed assets, and they shall in turn be issued or offered shares of common stock in the Company. The total number of shares of common stock in the Company to be thus issued or offered shall be not more than 150,000 shares a year (provided, however, that, in the event of a stock split (including a gratis allotment) or a stock merger for shares of common stock in the Company on or after the date on which this proposal is resolved and approved, or in the event of a circumstance requiring an adjustment of the total number of shares of common stock in the Company to be issued or offered as restricted stock, the Company shall adjust the total number of shares within a reasonable range).

The Board of Directors at a meeting shall determine the payment amount per share, based on the closing price of common stock in the Company on the Tokyo Stock Exchange on the business day immediately preceding the date of the meeting (if the stock is not traded on such business day, the closing price one business day earlier shall apply) and within a range that is not particularly beneficial in value to directors receiving shares of common stock in the Company. Prior to any issuance or offering of shares of common stock in the Company through the process, a restricted stock allocation agreement including the following provisions (hereinafter "Allocation Agreement") shall be entered into by and between the Company and each of directors.

(1) Transfer restriction period

A director may neither transfer, nor establish a security right on, nor otherwise dispose of (hereinafter "Transfer Restriction"), the shares of common stock in the Company that are allocated under the Allocation Agreement (hereinafter the "Allocated Stock"), during a period specified in advance by the Company's Board of Directors (hereinafter "Transfer Restriction Period"), the period being set between three and five years from the date on which the director receives the allocation under the Allocation Agreement.

(2) Termination of transfer restriction

Notwithstanding the provision of section 1 above, at the expiration of a Transfer Restriction Period, the Company shall terminate the Transfer Restriction for the entirety of the Allocated Stock on condition that a director has remained in the post of director, executive officer, executive officer not concurrently serving as director, corporate auditor, employee, advisor, counselor, or in a comparable post of the Company or a subsidiary of it during the Transfer Restriction Period. Notwithstanding the foregoing, if due to service term expiration as set forth in section 3 below, or because of death or other legitimate reason, the director leaves any of the posts set forth in section 3 prior to the expiration of the Transfer Restriction Period, the Company may adjust the number of shares of the Allocated Stock for which Transfer Restriction is terminated as well as the date on which Transfer Restriction is terminated, in a reasonable manner as required. Immediately after the Transfer Restriction is terminated pursuant to the provision above, the Company shall naturally acquire, at no charge, shares of the Allocated Stock for which Transfer Restriction is yet to be terminated.

(3) Procedure at the time of resignation

If, prior to the expiration of a Transfer Restriction Period, a director resigns from the post of director, executive officer, executive officer not concurrently serving as director, corporate auditor, employee, advisor, counselor, or a comparable post of the Company or a subsidiary of it, the Company shall naturally acquire the shares of the Allocated Stock at no charge unless the resignation is due to service term expiration, death, or other reason deemed as legitimate by the Company's Board of Directors.

(4) Procedure upon reorganization

Notwithstanding the provision of section 1 above, if, in a Transfer Restriction Period, a proposed merger agreement in which the Company is the disappearing company, a proposed share exchange agreement or proposed share transfer plan in which the Company is a wholly-owned subsidiary, or other reorganization-related proposal is resolved and approved by a general meeting of shareholders of the Company (or a Board of Directors meeting of the Company if no resolution and approval are required to be obtained from a general meeting of shareholders of the Company for the reorganization), the Company shall, by a resolution of the Company's Board of Directors and prior to the effective date for the reorganization, terminate the Transfer Restriction for the shares of the Allocated Stock in a number

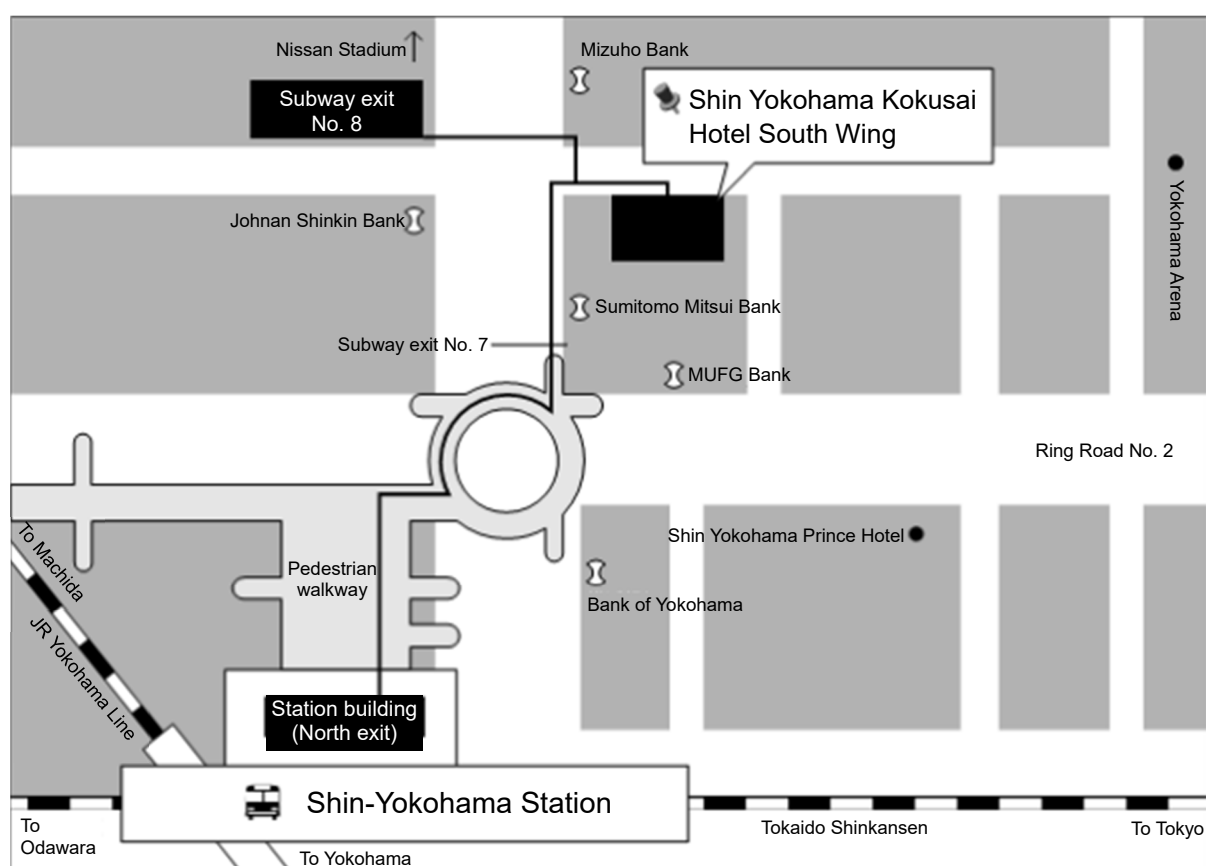
that is determined reasonably in light of the period from the Transfer Restriction Period start date to the date on which the reorganization is resolved and approved. If the action set forth above is taken, the Company shall naturally acquire, immediately after Transfer Restriction is terminated and at no charge, shares of the Allocated Stock for which Transfer Restriction is yet to be terminated.

(5) Other matters

Other matters pertaining to the Allocation Agreement shall be determined by the Company's Board of Directors.

Map of the Site of the 25th Ordinary General Shareholders' Meeting of PC DEPOT CORPORATION

Venue	Access
Shin Yokohama Kokusai Hotel Manor House South Wing "Queen's Hall" (2nd floor) 3-18-1 Shinyokohama, Kohoku-ku, Yokohama	<ul style="list-style-type: none"> ● When using the JR Yokohama Line About a three minute walk from the north exit of Shin-Yokohama Station ● When using the Municipal Subway About a three minute walk from exit No. 8 of Shin-Yokohama Station



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. We will not provide souvenirs to the shareholders who attend the Meeting. We greatly appreciate your understanding on this matter.

NAVITIME

You will be guided via smartphone from your departure location to the venue for the Meeting.

It is not necessary to enter the destination.

Please read the right-hand side QR code.





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