

Securities code: 7618

June 3, 2020

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 26th 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 26th Ordinary General Shareholders' Meeting of PC DEPOT CORPORATION will be held as stated below.

Recently, to prevent the novel coronavirus from spreading, the Japanese government and prefectural governors issued stern requests to citizens to refrain from going out, as evidenced by the fact that the government issued an announcement of a state of emergency and the Kanagawa Prefectural Government released an implementation policy related to the state of emergency under the Act on Special Measures. As a result of discreet considerations in response to the situation, the Company decided to hold the Ordinary General Shareholders' Meeting while taking appropriate infection prevention measures.

Shareholders are allowed to participate in the resolutions by exercising your voting rights beforehand in writing or via the internet. So, to protect yourselves and others from the coronavirus, you are asked to take care when deciding whether to come to the meeting venue on the day regardless of your health condition in order to avoid the risk of infection for other shareholders as well as the directors and employees of the Company. After the meeting is held, a report on it and a notice on resolutions will be presented on the Company's official website. We recommend viewing them.

Please exercise your voting rights no later than 5:30 p.m. on Wednesday, June 24, 2020 as you may do so after reading the attached general shareholders' meeting 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/>) on the internet and entering your voting instructions.

Notice of Meeting

1. **Date and time:** Thursday, June 25, 2020, 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 26th fiscal year (from April 1, 2019 to March 31, 2020)
 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 8 Directors
 - Proposal No. 2** The election of 2 Corporate Auditor
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/)




Information for shareholders who have decided to attend the Meeting

1. At the Meeting venue, we will take measures to prevent infection such as providing alcohol sanitizer, ensuring proper ventilation and requiring social distancing in accordance with the situation on the day.
2. If you attend the Meeting, you are kindly asked to submit the enclosed voting card to the venue reception desk. In order to save resources, also please bring this Notice of Convocation with you
3. 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.
4. 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.
5. 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>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 Thursday, June 25, 2020</p>	 <p>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 Wednesday, June 24, 2020</p>	 <p>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 Wednesday, June 24, 2020</p>
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How to fill in the voting card

議決権行使書


〇〇〇〇〇〇〇〇 議決権行使書

株主番号 議決権の行使 33.8

XXXXXXXXXXXX

1. _____

2. _____



XXXXXXXXXXXX XXXX

XXXXXXXXXXXX

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→ こちらに議案の賛否をご記入ください。

第1号・第2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。

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ーブの登録商標です。

- 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)

To institutional investors

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 8 Directors

The term of office of all (nine) Directors will expire at the conclusion of the forthcoming Meeting. Therefore, we ask you to elect 8 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	Reappointment	President and Chief Executive Officer of PC DEPOT Corp.	100% Attended 16 out of 16 meetings
2	Hideki Saito	Reappointment	Senior Managing Director and General Manager of Operations and Manufacturing Headquarters	100% Attended 16 out of 16 meetings
3	Kazuya Shinozaki	Reappointment	Director and General Manager, Quality Control/Manufacturing Headquarters and General Manager of Quality Control	100% Attended 16 out of 16 meetings
4	Yuko Matsuo	Reappointment	Director and General Manager of General Stakeholder Relations Office	100% Attended 16 out of 16 meetings
5	Kazuyuki Sugiura	Appointment	Senior Executive Officer and General Manager, Accounting and Finance Headquarters	—% (- meetings / - meetings)
6	Mineo Fukuda	Reappointment	Outside Director	100% Attended 16 out of 16 meetings
7	Hidetaka Fukuda	Reappointment	Outside Director	100% Attended 16 out of 16 meetings
8	Yumiko Masuda	Reappointment	Outside Director	100% Attended 16 out of 16 meetings

Candidate No.

1

Takahisa Nojima

(Born on August 20, 1959)

Number of shares of the
Company held:
18,631,460 shares

Reappointment

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

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

(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 25 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: 99,040 shares
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Reappointment

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

March 1999	Joined PC DEPOT Corp.	June 2014	Managing Director, General Manager of the Sales Management Headquarters, and General Manager of the MD
April 2008	Executive Director of the Company		Headquarters 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
June 2012	Director of the Company Director of PC DEPOT STORES Co., Ltd.		General Manager of the MD Headquarters of the Company
August 2013	Director, General Manager of the Sales Management Headquarters, and General Manager of the MD Headquarters of the Company		President and Chief Executive Officer of PC DEPOT STORES Co., Ltd. (current)
		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	Kazuya Sinozaki (Born on November 30, 1971)	Number of shares of the Company held: 136,160 shares
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Reappointment	Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)		
	March 1997	Joined PC DEPOT Corp.	May 2016
	June 2007	Manager of the Accounting Department of the Accounting and Finance Headquarters of the Company	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
	May 2009	Senior Executive Director and Manager of the Finance Department of the Accounting and Finance Headquarters of the Company	March 2018
	June 2010	Director of ejworks corporation	June 2018
	June 2014	Director of PC DEPOT STORES Co., Ltd.	October 2018
	April 2015	Senior Executive Director, General Manager of the Comprehensive Management Headquarters, and Manager of the Human Resources Department of the Company	April 2019
	June 2015	Director and General Manager of the Comprehensive Management Headquarters of the Company	February 2020
	October 2015	Director, General Manager of the Comprehensive Management Headquarters, and Manager of the Human Resources Department of the Company	General Manager of Quality Control/Manufacturing Headquarters and General Manager of Quality Control Department of the Company (current)

(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.				
4	Yuko Matsuo	(Born on September 29, 1974)		Number of shares of the Company held: 149,600 shares



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

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 Stakeholder 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.	5	Kazuyuki Sugiura (Born on December 25, 1965)	Number of shares of the Company held: 10,000 shares
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Appointment	Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)		
	April 1989	Joined Toshima Accounting Office	October 2013 General Manager of Finance and Planning Department, CMICHOLDINGS Co., Ltd.
	October 1993	Joined Resort Trust, Inc.	
	January 2009	Joined Sugi Pharmacy Co. Ltd.	October 2016 Joined FUJI YAKUHIN CO., LTD.
	July 2011	Transferred to Cmic Co., Ltd. (currently CMICHOLDINGS Co., Ltd.)	General Manager of Finance Department and the Accounting Department
			July 2019 Joined PC DEPOT Corp.
			July 2019 Senior Executive Officer and General Manager General Manager of Finance Department, Accounting and Finance Division of the Company (current)

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

The Company has chosen him as a candidate for election as Director because he has extensive knowledge and business experience due to having been involved in accounting and finance at multiple firms and is expected to manage accounting and finance appropriately at the Company.

Candidate No. 6	Mineo Fukuda (Born on November 4, 1951)	Number of shares of the Company held: - shares	
<div style="border: 1px solid black; padding: 2px; width: 40px; margin: 5px auto;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; width: 40px; margin: 5px auto;">Outside</div> <div style="border: 1px solid black; padding: 2px; width: 40px; margin: 5px auto;">Independent</div>	Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)		
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. Representative Director of Office M Corporation (current)
June 2001	Executive Managing Director of Kadokawa Shoten Co., Ltd. (current Kadokawa Corporation)	March 2011	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.
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 a 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. 7	Hidetaka Fukuda (Born on September 1, 1955)	Number of shares of the Company held: (3,500) shares
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Reappointment Outside Independent	Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)		
April 1981	Joined the ministry of Trade and Industry (currently the Ministry of Economy, Trade and Industry)	August 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)
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 a 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. 8	Yumiko Masuda (Born on October 20, 1955)	Number of shares of the Company held: - shares
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Reappointment	Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)			
Outside	May 1992	Joined BELLSYSTEM24, Inc.	June 2009	Representative Director of Consumer Voice Research Institute, Limited. (current)
	September 1996	Joined IBM Japan, Ltd.		Outside Director of the Company (current)
	July 2006	Joined SAP Japan Co., Ltd.	June 2018	Outside Director 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 Outside Director because, as she is qualified as a consumer lifestyle advisor on the basis of her extensive customer service, she is an expert in consumer- and customer-first management and customer interfaces, and is expected to provide appropriate governance to the Company and also contribute to its growth in order for us to propose a future digital life plan for the customer; and ii) we judged that there would be no risk of conflict of interest potentially occurring with ordinary shareholders (although she had been an executive at a firm with which the Company had dealings from September 2016 to fiscal 2017, those dealings have been terminated).

- 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 four 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 two years 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 2 Corporate Auditors

The terms of office of Mr. Kazuo Yamamoto, Corporate Auditor and Yoshinari Noguchi, Corporate Auditor will expire at the conclusion of the General Shareholders' Meeting. Accordingly, the Company proposes the election of 2 Corporate Auditors.

This proposal was approved by the Board of Directors through receiving a recommendation from the Board of Corporate Auditors and obtaining consent from the Nomination and Remuneration Committee.

The candidates for Corporate Auditor are as follows.

Candidate No.	Name		Post at the Company	Attendance at Board of Directors Meetings	Attendance of Board of Corporate Auditors meetings
1	Yoshinari Noguchi	  	Outside Corporate Auditor	100% Attended 16 out of 16 meetings	100% Attended 14 out of 14 meetings
2	Satoshi Tamai	  		—% (—times/—times)	—% (—times/—times)

Candidate No.

1

Yoshinari Noguchi (Born on April 3, 1971)

Number of shares of the Company held:
- shares

Reappointment

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

April 1996	Joined Oracle Corporation Japan	June 2013	Lead Auditor at the global audit unit of the Oracle Corporation headquarters, U.S.A.
April 2001	Transferred to Oracle Corporation		
April 2006	Transferred to Oracle Corporation Japan	December 2014	Full-time Corporate Auditor (current), VOYAGE GROUP (currently CARTA HOLDINGS)
June 2010	Appointed as head of the audit unit and executive director of the audit committee at Oracle Corporation Japan	June 2016	Outside Corporate Auditor of the Company (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 Outside Corporate Auditor because we judged that he would appropriately monitor and supervise business execution by the Company in light of the fact that he is well-versed in corporate auditor duties as a full-time Corporate Auditor due to being equipped with many years of practical experience in internal audits.

Candidate No.	2	Satoshi Tamai	(Born on June 12, 1960)	Number of shares of the Company held: - shares
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	Career history, posts, and responsibilities at the Company (and other important posts concurrently held by the candidate)			
Appointment	April 1984	Joined Sumitomo Corporation	June 2017	Resigned from the audit firm
Outside	October 1991	Joined Century Audit Corporation (currently Ernst & Young ShinNihon LLC)	July 2017	President, Satoshi Tamai Certified Public Accountant Office (current)
Independent	March 1995	Registered as Certified Public Accountant	March 2018	Outside Corporate Auditor, Toho Lamac Co., Ltd. (current)
	May 2007	Representative Partner, Ernst & Young ShinNihon LLC		

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

The Company has chosen him as a candidate for election as Outside Corporate Auditor because we judged that he would appropriately execute duties such as those for the Company as he is expected to conduct audits in a manner securing adequacy for our overall business management, based on his many years of audit duties, while being qualified as a Certified Public Accountant, although he has not been directly involved in company management to date.

- Notes 1. No special interests exist between the candidates for Corporate Auditors and the Company.
2. Mr. Yoshinari Noguchi and Mr. Satoshi Tamai are candidates for External Corporate Auditors. The Company has designated Mr. Noguchi as an independent director as stipulated in the regulations of the Tokyo Stock Exchange (TSE) and notified his designation to the TSE. As Mr. Satoshi Tamai meets the independent director requirements under the regulations by the Tokyo Stock Exchange, the Company will register him with the exchange as an Independent Director on condition of this proposal being approved.
 3. Mr. Noguchi 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. Noguchi 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. If the election of Mr. Satoshi Tamai is approved, the Company will enter into a comparable limited liability agreement with him.

(Reference)

Policy on the independence of Outside Directors or Outside Corporate Auditors

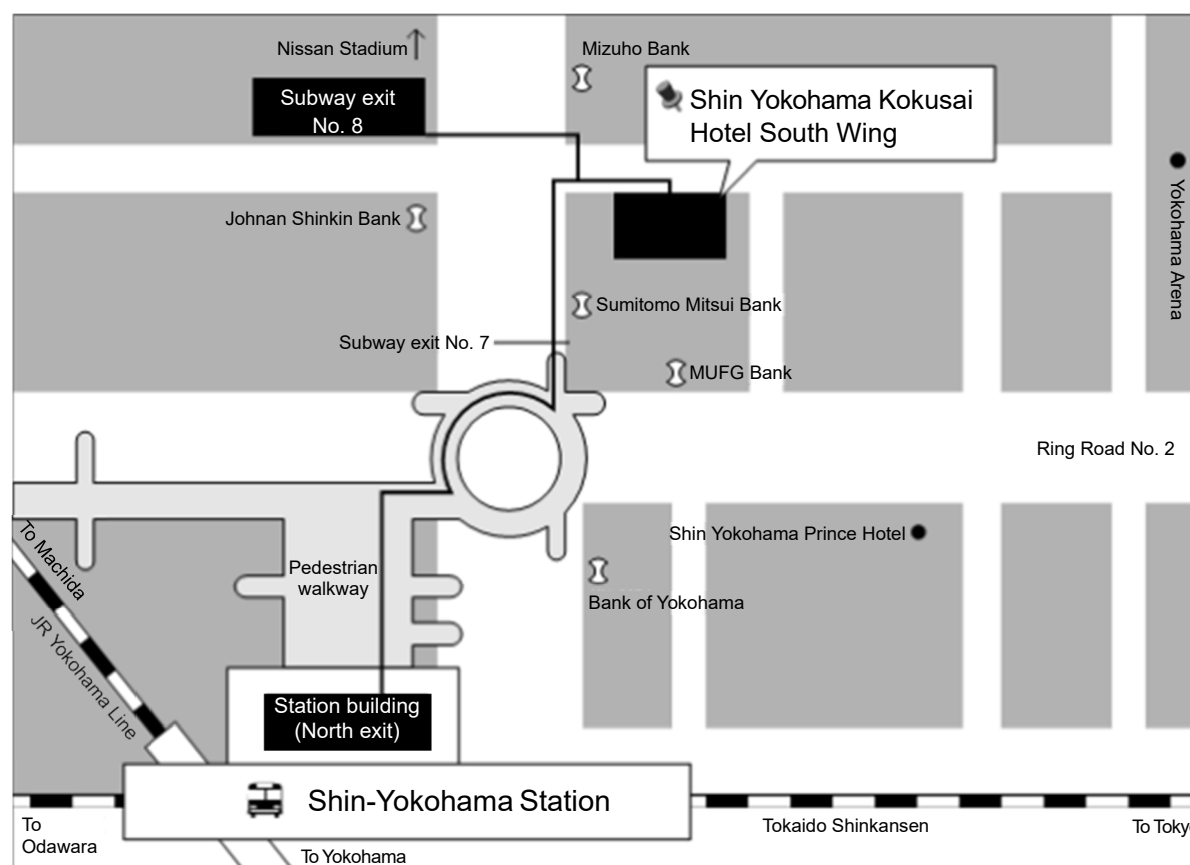
When electing Outside Directors or Outside Corporate Auditors, the Company has no particular standards in place for their independence from the organization. With regard to electing them, however, they are expected to perform the following functions:

1. the function to supervise and evaluate overall business management through the exercising of voting rights at a Board of Directors meeting, among other things;
2. the function to supervise potential conflicts of interest of the Company, management and interested parties other than management with respect to their conflicts of interest;
3. the function to provide useful advice on the Company's corporate governance in light of their experience, insights and knowledge.

Outside Directors or Outside Corporate Auditors are expected to perform the above-mentioned functions. Our policy on the independence of Outside Directors or Outside Corporate Auditors when electing them is to draw on the standard in which there is to be "no risk of a conflict of interest with ordinary shareholders arising" as stipulated by the Tokyo Stock Exchange in Article 7 of the Code of Corporate Conduct, in consideration of these expectations and roles.

Map of the Site of the 26th 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.

