

English Translation of Original Japanese

This is a translation of the original notice in Japanese. In the event of any discrepancy, the original notice in Japanese shall prevail.

Securities code number: 6054

March 8, 2016

To Our Shareholders

Livesense Inc.  
2-25-2 Kamiosaki, Shinagawa-ku, Tokyo  
Taichi Murakami,  
President and Representative Director

## Notice of the Convocation of the 10th Ordinary General Meeting of Shareholders

You are hereby notified that Livesense will convene its 10th annual Ordinary General Meeting of Shareholders (Annual Meeting) as indicated below. You are respectfully requested to attend. If, however, you do not plan to attend the Annual Meeting, please exercise your proxy vote by postal mail after considering the Reference Documents for the Annual Meeting accompanying this Notice.

Please indicate whether you are in favor of or opposed to the proposal on the enclosed proxy voting ballot, and then mail it to arrive by 19:00pm Monday March 28, 2018.

Thank you.

### **The details of the Annual Meeting are as follows:**

1. Time:

Tuesday, March 29, 2016, at 10am (reception starts at 9:30am)

2. Place:

Conference Space ABC “EVENT SPACE EBiS303” Ebis SUBARU Building 5F  
1-chome 20-8Ebis, Shibuya-ku, Tokyo

3. Matters to be reported on and matters to be resolved

Matters to be reported:

- 1) The content of the Business Report and the Consolidated Financial Statements for the 10th period (January 1, 2015, to December 31, 2015)
- 2) The Non-consolidated Financial Statements for the 10th period (January 1, 2015, to December 31, 2015)

Matters to be resolved:

Proposal : Partial Amendments to the Articles of Association

If you decide to attend the Annual Meeting, please bring the enclosed proxy voting ballot to the meeting and present it at the entrance to the meeting hall.

## Reference Documents for the Annual Meeting

### Proposal and Reference Documents

#### Proposal : Partial Amendments to the Articles of Association

##### 1. Reasons for changes

The provision allowing exemption from liability within the scope set forth by law is being updated according to the resolution by the board of directors so that directors and auditors can fully perform duties expected of them. Additionally, the scope of directors and auditors that can sign contracts for limitation of liability was changed by the Act for Partial Revision of the Companies Act (Act No. 90 of 2014) effective as of May 1, 2015. Accordingly, the provisions of Article 29 (exemption from liability for outside directors) and Article 40 (exemption from liability for outside auditors) of the current Articles of Association are being changed so that directors who are not executive directors, etc. and auditors who are not outside auditors can also sign contracts for limitation of liability. The consent of each auditor has been obtained for the changes to Article 29.

##### 2. Details of changes

Details on changes are as follows.

(Underlined portions indicated changed sections.)

Current Articles of Association	Proposed changes
<p>(Exemption from liability for <u>outside</u> directors) Article 29 (New)</p> <p>The Company may sign contracts <u>with outside directors to limit their liability under Article 423, Paragraph 1 of the Companies Act to a pre-determined amount or the amount set forth by law, whichever is higher, when they act in good faith and without gross negligence.</u></p>	<p>(Exemption from liability for directors) Article 29</p> <p><u>In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the board of directors, exempt directors (including former directors) from the liabilities for damages under Article 423, Paragraph 1 of the act, within the scope defined by law.</u></p> <p>(2) <u>According to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may sign contracts with directors (excluding executive directors, etc.) specified within said article and paragraph to limit their liability for damages under Article 423, Paragraph 1 of the act. However, the limited amount of liability based on the contract shall be the amount set forth by law.</u></p>

(Exemption from liability for outside auditors)

Article 40

(New)

The Company may sign contracts with outside auditors to limit their liability under Article 423, Paragraph 1 of the Companies Act to a pre-determined amount or the amount set forth by law, whichever is higher, when they act in good faith and without gross negligence.

(Exemption from liability for auditors)

Article 40

In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the board of directors, exempt auditors (including former auditors) from the liabilities for damages under Article 423, Paragraph 1 of the act, within the scope defined by law.

(2) According to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may sign contracts with auditors to limit their liability for damages under Article 423, Paragraph 1 of the act. However, the limited amount of liability based on the contract shall be the amount set forth by law.