

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 10, 2014

To Our Shareholders

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

### **Notice of the Convocation of the 8th Ordinary General Meeting of Shareholders**

You are hereby notified that Livesense will convene its 8th 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 17:00pm Wednesday March 26, 2014.

Thank you.

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

1. Time:

Thursday, March 27, 2014, at 10am (reception starts at 9:30am)

2. Place:

Hanatsudoi, MEGURO GAJOEN 2F

1-chome 8-1 Shimomeguro, Meguro-ku, Tokyo

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

Matters to be reported:

The content of the Business Report and the Financial Statements for the 8th period (January 1, 2013, to December 31, 2013)

Matters to be resolved:

Proposal 1: Partial Amendments to the Articles of Association

Proposal 2: Election of three (3) Managing Directors

Proposal 3: Election of one (1) Substitute Corporate Auditor

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 1: Partial Amendments to the Articles of Association**

In order to enhance our business structure into a framework capable of adapting to future expansions of operations, the following change is proposed for Article 19 of the current Articles of Association: Change the currently stipulated "six managing directors or fewer" to "eight managing directors or fewer."

Details on changes are as follows.

(Underlined portions indicated changed sections.)

Current Articles of Association	Proposed changes
Article 19 the number of Company managing directors shall be <u>six managing directors or fewer</u> .	Article 19 the number of Company managing directors shall be <u>eight managing directors or fewer</u> .

#### **Proposal 2: Election of three (3) Managing Directors**

To further strengthen the management capabilities, the proposal has been made to increase the number of directors and appoint three directors (include outside director).

#### Profiles of new managing director candidates

Name / Date of Birth	Profiles	
Tomoya Shibasaki (November 30, 1986)	February 2007	Joined Livesense Inc.
	May 2010	HR Division HQ Manager
	November 2012	HR Division Manager (current position)
Shin Nakajima (May 9, 1979)	April 2002	Joined PwC Consulting Co., Ltd. (currently Japan IBM, Co. Ltd.)
	September 2005	Joined Accenture Co., Ltd.
	May 2009	Joined DeNA Co., Ltd.
	April 2013	Joined Livesense Inc.
	July 2013	President's Office Manager
	August 2013	Corporate Value Concepts Division Manager
	January 2014	Business Planning Division Manager and Personnel Division Manager (current position)

Hiroyuki Honda <sup>(Note 1)</sup> (October 30, 1960)	April 1984	Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)
	April 2000	Executive Officer and Next Generation Business Development Supervisor
	April 2005	Managing Director and Executive Officer 51 job, Inc. Director
	April 2008	Managing Director and Senior Executive Officer
	June 2012	Corporate Advisor
	April 2013	Alt Plus, Inc., Corporate Advisor
	July 2013	Managing Director (current position)
	July 2013	Geniee, Inc. Managing Director (current position)

(Note 1)

Hiroyuki Honda is a candidate for external managing director. The Company views Honda is a valuable management consultant and thus we are electing him for the position of external director for the purpose of being able to apply his vast experience and broad perspective towards Company business.

There are no special interests between the Company and the candidate. The Company is planning to register Honda as an independent director as defined by the Tokyo Stock Exchange. If Honda is elected as an external managing director, in accordance with Article 423, Section 1 of Companies Act, the Company is planning to conclude an agreement with Honda limiting his scope of liability for losses. Furthermore, the limit on liability for compensation under said agreement would be a pre-determined amount or the amount defined by law, whichever is higher.

### **Proposal 3: Election of one (1) Substitute Corporate Auditor**

For the purpose of preparing the case in which the number of Corporate Auditors lacks the minimum number stipulated in the laws and ordinances, the Company proposes to elect one (1) Substitute Corporate Auditor.

Furthermore, the effect of election in this proposal might be invalidated only before the assumption of office upon resolution of the Board of Directors of the Company held with consent of the Board of Corporate Auditors.

The Board of Corporate Auditors has consented to this proposal.

A candidate for Substitute Corporate Auditor is as follows:

Name / Date of Birth	Profiles	
Noriyuki Katayama (Note 2) (October 30, 1964)	April 1990	Registered attorney Joined Nagashima, Ono and Associates (currently, Nagashima, Ono, Tsunematsu, and Associates)
	August 1996	Registered attorney in the State of New York
	October 1996	Joined Tokyo City Tax Accountant Firms
	February 2003	Joined City-Yuwa Partners
	October 2004	Deutsche Asset & Wealth Management Statutory Auditor (current position)
	September 2006	Accordia Golf Co., Ltd. External Managing Director (current position)
	June 2013	SIA REIT, Inc. Statutory Auditor (current position)

(Note 2)

Noriyuki Katayama is a candidate for deputy external statutory auditor. The Company views Katayama is a valuable attorney and thus we are electing him for the position of external statutory auditor for the purpose of being able to apply his vast experience and specialized knowledge towards Company business.

There are no special interests between the Company and the candidate.