

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 9, 2015

To Our Shareholders

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

### **Notice of the Convocation of the 9th Ordinary General Meeting of Shareholders**

You are hereby notified that Livesense will convene its 9th 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 Wednesday March 25, 2015.

Thank you.

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

1. Time:

Thursday, March 26, 2015, at 10am (reception starts at 9:30am)

2. Place:

Hanatsudo, 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 9th period (January 1, 2014, to December 31, 2014)

Matters to be resolved:

Proposal 1: Election of five (5) Directors

Proposal 2: Election of three (3) Corporate Auditors

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: Election of five (5) Directors

The terms of office of all five (5) Directors will expire at the conclusion of the Annual Meeting. Accordingly, the Company proposes to request the appointment of five (5) Directors (including one (1) Outside Director).

The candidates for appointment as director are as follows:

Name / Date of Birth	Profiles
Taichi Murakami (October 27, 1986) (Number of shares held : 13,744,600)	Feb. 2006: Established Livesense, President and Representative Director (current position)
Daisuke Katsura (June 23, 1985) (Number of shares held : 2,698,000)	Feb. 2006: Established Livesense, Director (current position) May 2010: General Manager of Development div. Nov. 2012: Business Promotion dept. Manager Sep. 2013: Real Estate Business dept. Manager Jan. 2014: Digital Marketing dept. Manager Apr. 2014: Catalyst dept. Manager Jul. 2014: Marketing office Manager Nov. 2014: CTO office Manager Jan. 2015: Creative Development dept. Director (current position)
Tomoya Shibasaki (November 30, 1986) (Number of shares held : 108,000)	Feb. 2007: Joined Livesense May 2010: HR div. HQ Manager November 2012: HR div. Manager Mar. 2014: Director (current position) Aug. 2014: Representative of Livesense America (current position)

<p>Shin Nakajima (May 9, 1979) (Number of shares held : 13,900)</p>	<p>Apr. 2002: Joined PwC Consulting Co., Ltd. (currently Japan IBM, Co. Ltd.) Sep. 2005: Joined Accenture Co., Ltd. May 2009: Joined DeNA Co., Ltd. Apr. 2013: Joined Livesense Jul. 2013: President's office Manager Aug. 2013: Corporate Value Concepts div. Manager Jan. 2014: Business Planning div. Manager and Personnel Affairs div. Manager Mar. 2014: Director (current position) Jan. 2015: General Manager of Base Business div. (current position)</p>
<p>Hiroyuki Honda (October 30, 1960) (Number of shares held : 13,900)</p>	<p>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: Director (current position) Geniee, Inc. Director Mar. 2014: Livesense Director (current position) Oct. 2014: Double Standard, Inc., Director (current position)</p>

- (Note 1) : No conflict of interest exists between the Company and the above candidates.
- (Note 2) : Hiroyuki Honda is a candidate for Outside Director. Years of his appointment as Outside Director of the Company will be one (1) year at the close of the Annual Meeting.
- (Note 3) : The Company views that Hiroyuki Honda is a valuable management consultant and thus we are electing him for the position of Outside Director for the purpose of being able to apply his vast experience and broad perspective towards Company business.
- (Note 4) : The Company has designated Hiroyuki Honda as Independent Director as prescribed by the Tokyo Stock Exchange, Inc. and intends to designate him as such again, should his election be approved.
- (Note 5) : The Company has entered into liability limitation agreements stipulated in Paragraph 1 of Article 423 of the Corporation Act of Japan with Hiroyuki Honda for the maximum

amount of the liability for damages, which is up to the minimum amount of liability stipulated in Paragraph 1 of Article 425 of the Corporation Act of Japan. If this proposal is approved, the Company will continue the liability limitation agreements with him.

### Proposal 2: Election of three (3) Corporate Auditors

The terms of all three (3) Corporate Auditors will expire at the conclusion of the Annual Meeting. Accordingly, the Company proposes to request the appointment of three (3) Corporate Auditors. The Board of Corporate Auditors has consented to this proposal.

The candidates for appointment as Corporate Auditors are as follows:

Name / Date of Birth	Profiles
Junichi Ehara (June 1, 1965) (Number of shares held : 12,800)	Apl. 1985: Joined Asakuma Co., Ltd. Mar. 1991: Joined Yakou CPA firm Sep. 1994: Joined Nagai Kosho Co., Ltd. Mar. 1997: Joined Kabuki printing Inc. Feb. 2006: Joined Sunfinity Inc. Sep. 2008: Joined Livesense May 2010: Full-time auditor (current position) Sep 2013: Crowd Works Inc. Outside auditor (current position)
Mitsuru Ozaki (September 29, 1964) (Number of shares held : 85,200)	Oct. 1989: Joined KPMG Peat Marwick harbor audit firm (currently KPMG AZSA LLC) Sep. 1993: Registered CPA Oct. 1993: Joined Nakajima CPA tax accountant firm Apr. 1998: Established Ozaki CPA tax accountant firm, Director Joined Kyoritsu audit firm Jul. 2004: Kitasetsu Inc. Outside auditor (current position) Jul. 2008: Activate Japan Tax Corporation Senior partner (current position) Sep. 2008: Image Magic Inc. Outside auditor (current position) Jul. 2009: Livesense Outside auditor (current position) Sep. 2009: Cospa Creation Inc. Outside auditor (current position)

Name / Date of Birth	Profiles
Nao Yoshizawa (May 16, 1975) (Number of shares held : - )	Oct. 2002: Joined Asahi Kashiwa law firm (currently Nishimura Asahi law firm) Oct. 2002: Lawyer registered Feb. 2011: Patent attorney registered Jun. 2012: Certified Fraud Examiner registered Jul. 2012: Uruma Law Offices Legal Professional Corporation (current position) Jun. 2013: Escrit Inc. Outside auditor (current position) Geniee, Inc. Outside auditor (current position)

- (Note 1) : No conflict of interest exists between the Company and the above candidates.
- (Note 2) : Mitsuru Ozaki and Nao Yoshizawa are candidates for Outside Corporate Auditors. Years of Mitsuru Ozaki's appointment as Outside Corporate Auditor of the Company will be five (5) years and eight (8) months at the close of the Annual Meeting.
- (Note 3) : The Company views that Mitsuru Ozaki is valuable CPA and thus we are electing him for the position of Outside Corporate Auditor for the purpose of being able to apply his vast experience and specialized knowledge towards Company business.
- (Note 4) : The Company views that Nao Yoshizawa is valuable attorney and thus we are electing him for the position of Outside Corporate Auditor for the purpose of being able to apply his vast experience and specialized knowledge towards Company business.
- (Note 5) : The Company has designated Mitsuru Ozaki as Independent Director as prescribed by the Tokyo Stock Exchange, Inc. and intends to designate him as such again, should his election be approved. The Company intends to designate Nao Yoshizawa as Independent Director as prescribed by the Tokyo Stock Exchange, Inc., should his election be approved.
- (Note 6) : In the event the proposal for election of Mitsuru Ozaki and Nao Yoshizawa is approved, the Company will enter into a liability limitation agreement stipulated in Paragraph 1 of Article 423 of the Corporation Act of Japan with them for the maximum amount of the liability of damages, which is up to the minimum amount of liability stipulated in Paragraph 1 of Article 425 of the Corporation Act of Japan.

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

The company is seeking approval of election of one Substitute Corporate Auditor which is to prepare against the event of the number of the Board of Corporate Auditors falling below legal stipulations. Accordingly, the Company proposes to request the appointment of one (1) Substitute Corporate Auditor. 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.

The candidate for appointment as Substitute Corporate Auditor is as follows:

Name / Date of Birth	Profiles
<p>Noriyuki Katayama (October 30, 1964) (Number of shares held : - )</p>	<p>Apr. 1990: Registered attorney Joined Nagashima, Ono and Associates (currently, Nagashima, Ono, Tsunematsu, and Associates) Aug. 1996: Registered attorney in the State of New York Oct. 1996: Joined Tokyo City Tax Accountant Firms Feb. 2003: Joined City-Yuwa Partners Oct. 2004: Deutsche Asset &amp; Wealth Management Statutory Auditor (current position) Jun. 2013: SIA REIT, Inc. Supervisory Director (current position) Jun. 2014: Nissan Chemical Industries, Ltd. Outside auditor (current position) Jan. 2015: Livesense Outside auditor (current position)</p>

- (Note 1) : No conflict of interest exists between the Company and the above candidate.
- (Note 2) : Noriyuki Katayama is a candidate for Substitute Corporate Auditor. Months of his appointment as Outside Corporate Auditor of the Company will be about 2 (2) months at the close of the Annual Meeting.
- (Note 3) : The Company views Noriyuki Katayama is a valuable attorney and thus we are electing him for the position of Outside Corporate Auditor for the purpose of being able to apply his vast experience and specialized knowledge towards Company business.
- (Note 4) : In the event the proposal for election of Noriyuki Katayama is approved, the Company will enter into a liability limitation agreement stipulated in Paragraph 1 of Article 423 of the Corporation Act of Japan with him for the maximum amount of the liability of damages, which is up to the minimum amount of liability stipulated in Paragraph 1 of Article 425 of the Corporation Act of Japan.