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(Stock Exchange Code 2170)
March 15, 2016

To Shareholders with Voting Rights:

Yoshihisa Ozasa
Chairman and
Representative Director
Link and Motivation Inc.
Ginza Omi Building,
3-7-3 Ginza, Chuo-ku,
Tokyo, Japan

**NOTICE OF
THE 16TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 16th Ordinary General Meeting of Shareholders of Link and Motivation Inc. (the “Company”) to be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form. If exercising your voting rights in writing, please review the attached Reference Documents for the Ordinary General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 6:00 p.m. on Tuesday, March 29, 2016, Japan time.

- 1. Date and Time:** Wednesday, March 30, 2016 at 10:30 a.m. Japan time
※ The reception desk will open at 10:00 a.m.
- 2. Place:** Tokyo Shoken Kaikan located at
1-5-8 Nihonbashi Kayabacho, Chuo-ku, Tokyo, Japan
(Please refer to the “Access Map for the Place of the Ordinary General Meeting of Shareholders at the end of this document.)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 16th Fiscal Year (January 1, 2015 - December 31, 2015) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 16th Fiscal Year (January 1, 2015 - December 31, 2015)
- Proposals to be resolved:**
- Proposal 1:** Election of Six (6) Directors
- Proposal 2:** Election of Accounting Auditor

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ Should the Reference Documents for the Ordinary General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.lmi.ne.jp>).
- ※ We ask for your understanding in advance that no eating or drinking is allowed in the place of the meeting.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Six (6) Directors

The terms of office of all four (4) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Further, the Company wishes to have three (3) new Directors (out of which two (2) are External Directors) to enhance its management system and corporate governance. Accordingly, the election of six (6) Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibility and significant concurrent positions	Number of shares of the Company held
1	Yoshihisa Ozasa (May 18, 1961)	April 1986 Joined Recruit Co., Ltd. March 2000 Established the Company and assumed the position of President and Representative Director February 2009 Established Link Investor Relations Inc. (currently, Link Corporate Communications Inc.) and assumed the position of Chairman of the Board of Directors (to present) May 2009 Chairman of the Board of Directors, Link Sports Entertainment Inc. (to present) October 2009 Chairman of the Board of Directors, Link Tourist Inc. (currently, Link Event Produce Inc.) (to present) June 2011 Chairman of the Board of Directors, Aviva Co., Ltd. (currently, Link Academy Inc.) (to present) November 2011 President and Representative Director, Phoenix Inc. (to present) January 2012 Chairman of the Board of Directors, Raise-i Inc. (currently, Link-i Inc.) (to present) January 2012 Chairman of the Board, INTEC Japan Inc. (currently, Link Global Solution Inc.) (to present) February 2012 Chairman of the Board of Directors, Sales Marketing Co., Ltd. (currently, Link Marketing Inc.) (to present) January 2013 Chairman and Representative Director, the Company (to present) Chairman of the Board of Directors, Motivation Academia Inc. (to present) Chairman of the Board of Directors, Link Dining Inc. (to present) April 2014 Director, Interac Co., Ltd. June 2014 Board Chairman, Interac Co., Ltd. (to present) April 2015 Chairman of the Board of Directors, Link Relation Engineering Inc. (to present)	3,203,200
[Reasons for nominating Mr. Ozasa as a candidate for a Director] Mr. Ozasa has assumed the position of Representative Director for the Company since its establishment in 2000 as well as for a number of its group companies, and thus has accumulated abundant experience and knowhow regarding the management of the Company. For the above reasons, we have nominated Mr. Ozasa as a candidate for another term as a Director.			

No.	Name (Date of birth)	Past experience, positions, responsibility and significant concurrent positions	Number of shares of the Company held	
2	Hideki Sakashita (August 30, 1967)	April 1991 March 2000 January 2007 January 2011 January 2012 January 2013	Joined Recruit Co., Ltd. Established the Company and assumed the position of Director Director in charge of Motivation Management Business, the Company Director in charge of West Company, the Company Director in charge of Entry Management Company, the Company President and Representative Director, the Company (to present)	3,680,000
		<p>[Reasons for nominating Mr. Sakashita as a candidate for a Director] Mr. Sakashita has assumed the position responsible for Motivation Management Business and Entry Management Business since the establishment of the Company in 2000 and currently assumes the position of President and Representative Director, and thus has accumulated abundant experience and knowhow regarding the management of the Company. For the above reasons, we have nominated Mr. Sakashita as a candidate for another term as a Director.</p>		
3	Shunichi Ono (May 23, 1967)	October 1992 July 1998 July 2002 March 2008 November 2010 January 2011 March 2011 June 2011 January 2013 January 2013 January 2013 January 2013 January 2013 April 2014 April 2015	Joined Aoyama Audit Company (PriceWaterhouse) Joined PwC Consulting Co., Ltd. (currently, IBM Japan, Ltd.) Joined the Company Director in charge of Group Design Headquarters, the Company (to present) Established Motivation Academia Inc. and assumed the position of Director (to present) Director, Link Dining Inc. (to present) Director, Link Investor Relations Inc. (currently, Link Corporate Communications Inc.) (to present) Director, Aviva Co., Ltd. (currently, Link Academy Inc.) (to present) Director, Link Event Produce Inc. (to present) Director, Raise-i Inc. (currently, Link-i Inc.) (to present) Director, INTEC Japan Inc. (currently, Link Global Solution Inc.) (to present) Director, Sales Marketing Co., Ltd. (currently, Link Marketing Inc.) (to present) Director, Link Sports Entertainment Inc. (to present) Director, Interac Co., Ltd. (to present) Director, Link Relation Engineering Inc. (to present)	460,000
		<p>[Reasons for nominating Mr. Ono as a candidate for a Director] Since joining the Company in 2002, Mr. Ono has acquired abundant experience and knowhow regarding the Company's management as a whole as well as administrative affairs by way of assuming the position responsible for corporate affairs through the present position of Director in charge of the Company's Group Design Headquarters. For the above reasons, we have nominated Mr. Ono as a candidate for another term as a Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibility and significant concurrent positions	Number of shares of the Company held
4	Hiroyuki Kituu (August 19, 1964)	<p>April 1988 Joined Recruit Co., Ltd.</p> <p>April 2006 Operating Officer, Recruit Agent Co., Ltd. (currently, Recruit Career Co., Ltd.) Recruit Career Co., Ltd.</p> <p>July 2013 Joined SQUARE ENIX CO., LTD. and assumed the position of Corporate Executive</p> <p>July 2015 Joined the Company and assumed the position of Operating Officer (to present)</p> <p>July 2015 Director, Interac Co., Ltd. (to present)</p>	30,000
<p>[Reasons for nominating Mr. Kituu as a candidate for a Director]</p> <p>The Company had Mr. Kituu join the Company last July in order to benefit from his abundant experience he accumulated as a person responsible for businesses as well as corporate matters at Recruit Co., Ltd. and SQUARE ENIX CO., LTD., and since then, Mr. Kituu has assumed a post of Operating Officer at the Company as well as Director at Interac Co., Ltd., one of our group companies, to the present. We wish to utilize his abundant experience about corporate management for the purpose of enhancing the Company's management system. For the above reasons, we have nominated Mr. Kituu as a candidate for a new Director.</p>			
5	Etsuko Okajima (May 16, 1966)	<p>April 1989 Joined Mitsubishi Corporation</p> <p>January 2001 Joined McKinsey & Company, Inc. Japan</p> <p>March 2002 Joined Globis Management Bank, Inc.</p> <p>July 2005 President & CEO, Globis Management Bank, Inc.</p> <p>June 2007 CEO, ProNova Inc. (to present)</p> <p>June 2014 Outside Director, Astellas Pharma Inc. (to present)</p> <p>June 2014 External Director, MARUI GROUP CO., LTD. (to present)</p> <p>November 2015 External Director, LANCERS, INC. (to present)</p> <p>December 2015 External Director, SEPTENI HOLDINGS CO., LTD. (to present)</p>	0
<p>[Special matters relating to a candidate for an External Director]</p> <p>Ms. Okajima is a candidate for an External Director as well as a new Director.</p> <p>Ms. Okajima's name recorded on her family register is Etsuko Mino.</p> <p>[Reasons for nominating Ms. Okajima as a candidate for an External Director]</p> <p>Ms. Okajima is engaged in running ProNova Inc. which has been creating opportunities (grounds) where professionals of management are fostered. Thus, we wish to have her professional knowledge and deep insight regarding corporate management be used in supervising the Company's management for the purpose of enhancing its management system and corporate governance. For the above reasons, we have nominated Ms. Okajima as a candidate for an External Director.</p> <p>[Matters relating to Independent Director]</p> <p>We will designate Ms. Okajima as an Independent Director according to the regulations provided by the Tokyo Stock Exchange and register her with the Tokyo Stock Exchange.</p> <p>[Summary of a liability limitation agreement]</p> <p>We will enter into an agreement with Ms. Okajima pursuant to Paragraph 1 of Article 423 of the Companies Act of Japan to limit her liability for damages. According to the agreement, the maximum amount of liability for damages shall be the minimum amount as stipulated in laws and regulations.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibility and significant concurrent positions	Number of shares of the Company held
	Tomoyuki Yuasa (October 10, 1976)	May 2000 Joined Andersen Consulting, Ltd. (currently, Accenture Japan Ltd.) October 2005 Joined Revamp Corporation Temporarily transferred to LOTTERIA Co., Ltd. and assumed the position of Operating Officer, Product Development Headquarters and Administrative Headquarters April 2010 Director, Revamp Corporation April 2010 Representative Director, ACT TANK Corporation (to present) March 2011 Director and Vice President, Revamp Corporation (to present) January 2013 Representative Director, Revamp Business Solutions Corporation (to present)	0
6	<p>[Special matters relating to a candidate for an External Director] Mr. Yuasa is a candidate for an External Director as well as a new Director.</p> <p>[Reasons for nominating Mr. Yuasa as a candidate for an External Director] Mr. Yuasa is engaged in running Revamp Corporation. We wish to have his managerial experience at many companies and his deep insight acquired through such experience be used in supervising the Company's management for the purpose of enhancing its management system and corporate governance. For the above reasons, we have nominated Mr. Yuasa as a candidate for an External Director.</p> <p>[Matters relating to Independent Director] We will designate Mr. Yuasa as an Independent Director according to the regulations provided by the Tokyo Stock Exchange and register him with the Tokyo Stock Exchange.</p> <p>[Summary of a liability limitation agreement] We will enter into an agreement with Mr. Yuasa pursuant to Paragraph 1 of Article 423 of the Companies Act of Japan to limit his liability for damages. According to the agreement, the maximum amount of liability for damages shall be the minimum amount as stipulated in laws and regulations.</p>		

(Note) There is no special conflict of interest between any of the candidates and the Company.

Proposal 2: Election of Accounting Auditor

The terms of office of our Accounting Auditor, PricewaterhouseCoopers Aarata, will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company requests that a new Accounting Auditor be selected at this Ordinary General Meeting of Shareholders.

This proposal is made based on the decision by the Board of Auditors.

The Board of Auditors has nominated YUSEI Audit & Co. as a candidate for our Accounting Auditor based on its overall consideration of various factors including YUSEI's quality control system, independence and expertise, etc.

The outline of the nominated Accounting Auditor is as follows:

Name	YUSEI Audit & Co.
Offices	Principal office: Marunouchi Trust Tower North 9F, 1-8-1 Marunouchi, Chiyoda-ku, Tokyo Secondary office: METLIFE Honmachi Square 8F, 2-5-7 Honmachi, Chuo-ku, Osaka City Secondary office: Fukuoka Stock Exchange Building 8F, 2-14-2 Tenjin, Chuo-ku, Fukuoka City Secondary office: Daishi-Kaijo Building 5F, 2-1-18 Higashi-Odori, Chuo-ku, Niigata City Secondary office: Sapporo North Plaza 8F, 4-2-2 Kita 1jo-nishi Chuo-ku, Sapporo City Secondary office: Sendai Mitsubishi Building 4F, 2-2-1 Chuo, Aoba-ku, Sendai City Secondary office: JEI Hiroshima Hatchobori Building 6F, 14-4 Hatchobori, Naka-ku, Hiroshima City
History	Founded in April, 1999
Outline	Number of Partners and staff: Partners: 20 Specified Partners: 4 Staff: (Certified Public Accountants): 64 (CPA examination passers): 58 Other staff: 80 Total: 226 Stated Capital: 91,500,000 JPY (As of March 1, 2016)