

June 18, 2014

To Shareholders:

Tamotsu Fukushima
Representative Director and President
Benesse Holdings, Inc.
3-7-17 Minamigata, Kita-ku, Okayama-shi, Okayama,
Japan
(Ticker Code: 9783)

**Partial Revision of the Notice of Convocation of the
Ordinary General Shareholders' Meeting for the 60th Period**

The following changes have arisen in relation to an item in the "Reference Materials for the General Shareholders' Meeting" segment of the Company's Notice of Convocation of the Ordinary General Shareholders' Meeting for the 60th Period sent out on May 30, 2014. We hereby announce below the revisions to the Notice of Convocation. Please note that the revisions will not be announced by postal mail.

1. Revisions (revised segments are underlined)

Page 13: "Reference Materials for the General Shareholders' Meeting"

"Brief career summary (Position and responsibilities at the Company and other current key positions)" column for Kiyoyuki Tsujimura, a new candidate for director, in "Proposal 2: Election of Ten Directors"

Brief career summary (Position and responsibilities at the Company)

Original:

June 2012 President and Chief Executive Officer and Member of the Board of Directors of DOCOMO Engineering Inc. (current)

Revised:

June 2012 President and Chief Executive Officer and Member of the Board of Directors of DOCOMO Engineering Inc.

(Other current key positions)

Original:

President and Chief Executive Officer and Member of the Board of Directors of DOCOMO Engineering Inc.

Revised:

Chief Strategic Advisor of DOCOMO Engineering Inc.

2. Reasons for Revisions

Kiyoyuki Tsujimura, a new candidate for director, resigned as President and Chief Executive Officer and Member of the Board of Directors of DOCOMO Engineering Inc. and became Chief Strategic Advisor of that company on June 17, 2014.

3. Revision Required Only in the English-Language Notice of Convocation (revised segment is underlined)

Page 4: “Reference Materials for the General Shareholders’ Meeting”

“Brief career summary (Position and responsibilities at the Company)” column for Eikoh Harada, a candidate for director, in “Proposal 2: Election of Ten Directors”

Brief career summary (Position and responsibilities at the Company)

Original:

Mar. 2005 Chairman, President and CEO, Representative Director of McDonald’s Company (Japan), Ltd. and Chairman, President and CEO, Representative Director of McDonald’s Holdings Company (Japan), Ltd. (current)

Revised:

Mar. 2005 Chairman, President and CEO, Representative Director of McDonald’s Company (Japan), Ltd. and Chairman, President and CEO, Representative Director of McDonald’s Holdings Company (Japan), Ltd.

Note:

The revision described in “3. Revision Required Only in the English-Language Notice of Convocation” has arisen only in relation to the English-language Notice of Convocation of the Ordinary General Shareholders’ Meeting for the 60th Period. Therefore, the Japanese-language Partial Revision of the Notice of Convocation of the Ordinary General Shareholders’ Meeting for the 60th Period includes only “1. Revisions” and “2. Reasons for Revisions” and does not include “3. Revision Required Only in the English-Language Notice of Convocation.”