

June 16, 2015

To Shareholders:

Eikoh Harada

Representative Director, Chairman and CEO

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 61st 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 61st Period sent out on June 5, 2015. 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 12: "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 candidate for outside director, in "Proposal 2: Election of Eight Directors"

Brief career summary (Position and responsibilities at the Company)

Original:

June 2014 Director of the Company (current)

June 2014 Chief Strategic Advisor of DOCOMO Engineering Inc. (currently DOCOMO CS, Inc.) (current)

Revised:

June 2014 Director of the Company (current)

June 2014 Chief Strategic Advisor of DOCOMO Engineering Inc. (currently DOCOMO CS, Inc.)

Nov. 2014 Professor at Tokyo Institute of Technology(current)

(Other current key positions)

Original:

Chief Strategic Advisor of DOCOMO CS, Inc.

Revised:

Professor at Tokyo Institute of Technology

2. Reasons for Revisions

Kiyoyuki Tsujimura, a candidate for outside director, resigned as Chief Strategic Advisor of DOCOMO CS, Inc. on June 15, 2015.