

June 9, 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 change has 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 revision to the Notice of Convocation. Please note that the revision will not be announced by postal mail.

1. Item Revised

Page 3: “Reference Materials for the General Shareholders’ Meeting”

Item (2) under “1. Reasons for the Amendments” in “Proposal 1: Partial Amendment to the Articles of Incorporation”

2. Content of Revision (revised segment is underlined)

Original:

The Company has received the approval of each audit & supervisory board member regarding the amendments to Article 30 of the existing Articles of Incorporation.

Revised:

The Company has received the approval of each audit & supervisory board member regarding the amendments to Article 24 of the existing Articles of Incorporation.