

June 18, 2016

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 Revisions of the Notice of Convocation of the
Ordinary General Shareholders' Meeting for the 62nd 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 62nd Period sent out on June 3, 2016. We apologize for any inconvenience this may cause. Please note that these revisions will not be announced by postal mail.

1. Revised item

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

In "Proposal 1: Election of Nine Directors," under the proposal for Tamotsu Adachi as a candidate for director, the following changes have been made to "Brief career summary (Position and responsibilities at the Company and other current key positions)."

2. Revisions (underlined sections)

(Position and responsibilities at the Company)

Before change

June 2016 Managing Director and Chairman of Carlyle Japan LLC (current)

After change

June 2016 Chairman of Carlyle Japan LLC (current)

(Other current key positions)

Before change

Managing Director and Chairman of Carlyle Japan LLC

After change

Chairman of Carlyle Japan LLC