

June 22, 2013

To Shareholders:

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

**Notice of Resolutions of the
Ordinary General Shareholders' Meeting for the 59th Period**

We hereby inform you of the matters reported and resolutions approved at the Company's Ordinary General Shareholders' Meeting for the 59th period which was held today.

Reports:

1. Report on the business report, consolidated financial statements, and financial statements for the 59th period (April 1, 2012 to March 31, 2013)
2. Report on the audit results of the consolidated financial statements for the 59th period by the Independent Auditors and the Board of Corporate Auditors

The above matters were reported.

Resolutions:

Proposal 1: Partial Amendment to the Articles of Incorporation

The partial amendment was approved as proposed. To clarify the content of our business activities and to reflect the expansion of the scope of our business activities, the required changes were made to provisions regarding the purpose of our business.

Proposal 2: Election of Ten Directors

The proposed candidates were approved as proposed. The following six candidates were reelected: Soichiro Fukutake, Tamotsu Fukushima, Kenichi Fukuhara, Hitoshi Kobayashi, Tamotsu Adachi, and Hiroyuki Mitani. The following four candidates were newly elected: Eiji Aketa, Mark W. Harris, Eikoh Harada, and Daisuke Iwase. All of them have assumed their offices, respectively.