

June 25, 2016

To Shareholders:

Kenichi Fukuhara  
Representative Director and CEO  
**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 62<sup>nd</sup> Period**

We would like to express our deepest condolences to all victims of the 2016 Kumamoto Earthquake.

We hereby inform you of the matters reported and resolutions approved at the Company's Ordinary General Shareholders' Meeting for the 62<sup>nd</sup> period which was held today.

Reports:

1. Report on the business report, consolidated financial statements, and financial statements for the 62<sup>nd</sup> period (April 1, 2015 to March 31, 2016)
2. Report on the audit results of the consolidated financial statements for the 62<sup>nd</sup> period by the Independent Auditors and the Audit & Supervisory Board

The above matters were reported.

Resolutions:

Proposal 1: Election of Nine Directors

The proposed candidates were approved as proposed. The following six candidates were reelected: Kenichi Fukuhara, Hitoshi Kobayashi, Shinjiro Iwata, Kiyoyuki Tsujimura, Hideaki Fukutake, and Ryuji Yasuda. The following three candidates were newly elected: Shinya Takiyama, Nobuo Kuwayama, and Tamotsu Adachi. All of them have assumed their offices, respectively.

Proposal 2: Change in Amount of Remuneration, Etc., for Directors

The proposal was approved as proposed. The limit of remuneration, etc., for Company directors was changed to 500 million yen (including 70 million yen for outside directors) per year. There is no change in the granting of up to 70 million yen per year in stock acquisition rights as stock option remuneration to Company directors (excluding outside directors) as part of the abovementioned 500 million yen per year remuneration, etc.