

(This Notice of Resolutions is a translation of the Japanese original for reference purposes only, and in the event of any discrepancy, the Japanese original shall prevail.)

April 29, 2024

To Shareholders:

Hitoshi Kobayashi
Representative Director and President, CEO
Benesse Holdings, Inc.
3-7-17 Minamigata, Kita-ku,
Okayama-shi, Okayama, Japan
(Securities Code: 9783)

Notice of Resolutions of the Extraordinary General Meeting of Shareholders

We hereby inform you of the resolution approved at the Company's Extraordinary General Meeting of Shareholders held today as described below.

Resolution:

Proposal 1: Share Consolidation

This proposal was approved as proposed, and the Company's ordinary shares (the "Company Shares"), 16,050,000 shares, will be consolidated into one Company Share, effective May 21, 2024.

Proposal 2: Partial Amendment of the Articles of Incorporation

This proposal was approved as proposed. The details of the amendment are as follows.

If the share consolidation set out in Proposal 1 (the "Share Consolidation") takes effect, the total number of authorized shares of Company Shares will be reduced to 24 shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. To clarify this point, the provisions regarding the total number of authorized shares in "Article 6. Total Number of Authorized Shares to Be Issued" of the Articles of Incorporation are to be amended on the condition that the Share Consolidation takes effect.

If the Share Consolidation takes effect, the total number of issued shares of the Company will be 6 shares, and there will be no need to determine the trading unit of shares. Therefore, subject to the Share Consolidation taking effect, the entire text of "Article 7. Trading Unit", "Article 8. Limitation of Rights regarding Shares Constituting Less Than One Trading Unit", and "Article 9. Requests for Additional Purchase of Shares Constituting Less Than One Trading Unit" of the Articles of Incorporation will be deleted in order to abolish the current

provision of 100 shares per trading unit, and the number of articles to be amended is to be carried forward in accordance with these changes.

Upon the Share Consolidation, the Company Shares will be delisted and the Tender Offeror (Bloom 1 K.K.) and Minamigata Holdings Ltd. will be the only shareholders of the Company, and the provisions regarding the record date of the AGM and the electronic provision system for the AGM materials will no longer be necessary. Therefore, subject to the Share Consolidation taking effect, the entire text of “Article 13. Record Date of Ordinary General Shareholders’ Meetings” and “Article 15. Electronic Provision Measure, etc.” of the Articles of Incorporation will be deleted, and the number of articles to be amended is to be carried forward in accordance with these changes.

About Share Consolidation and Abolition of the Provision for the Trading Unit of Shares

As approved at its Extraordinary General Meeting of Shareholders held today, the Company will consolidate 16,050,000 Company Shares into one Company Share and abolish the provision for the trading unit of shares, effective May 21, 2024.

Shareholders do not need to take any special measure in conjunction with the Share Consolidation and the abolition of the provision for the trading unit of shares.

1. Processing in Cases Where Fractions of Less than One Share Have Resulted

With respect to fractions of less than one share resulting from the Share Consolidation, the Company will sell a number of shares equivalent to the total number (If the total number includes a fraction of less than one share, such fraction will be rounded down), and the proceeds from the sale will be delivered to each shareholder with fractional shares in proportion to the number of fractional shares. With respect to the sale, the Company will obtain permission of the court and sell the shares to the Tender Offeror pursuant to Article 234, Paragraph 2 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the Companies Act.

In this case, if the necessary permission of the court is obtained as scheduled, the amount of sale will be set at a price that will result in the delivery to each shareholder of the cash equivalent to the amount obtained by multiplying (i) the number of the Company Shares held by each shareholder listed or recorded on the latest shareholders register of the Company as of May 20, 2024, which is the day immediately preceding the effective date of the Share Consolidation, by (ii) JPY2,600, which is equivalent to the tender offer price in the tender offer conducted by the Tender Offer to acquire Company Shares. However, the actual amount to be delivered may differ from the above amount if the permission of the court is not obtained or adjustments of fractions are necessary for calculation purposes or in other cases.

The Company expects that the proceeds from the sale of shares equivalent to the fractions of less than one share will be delivered to shareholders from late August to late September of 2024.

2. Schedule of Major Events

Thursday, May 16, 2024 (planned): Date of last trading of Company Shares

Friday, May 17, 2024 (planned): Date of delisting of Company Shares

Tuesday, May 21, 2024 (planned): Effective date of the Share Consolidation

From late August to late September of 2024 (planned): Delivery of the proceeds from the sale of shares equivalent to the fractions of less than one share