

February 9, 2024  
Benesse Holdings, Inc.

## **Notice Regarding the Setting of Record Date for Convocation of Extraordinary General Meeting of Shareholders**

Benesse Holdings, Inc. (the “Company”) hereby announces that it has resolved at the Board of Directors meeting held today to set a record date for the extraordinary general meeting of shareholders scheduled for late April to mid-May, 2024 (the “EGM”).

### 1. Record date, etc. for the EGM

To determine shareholders eligible to exercise their voting rights at the EGM, the Company has set Wednesday, March 13, 2024 as the record date. As a result, the shareholders stated or recorded in the final shareholder register of that date shall be able to exercise their voting rights at the EGM.

- (1) Record date: Wednesday, March 13, 2024
- (2) Date of public notice: Friday, February 9, 2024
- (3) Method of public notice: Electronic public notice (published on the Company’s website)  
<https://www.benesse-hd.co.jp/ja/>

### 2. Date and agenda items, etc. of the EGM

As notified in “Announcement of Opinion in Support of and Encouragement to Tender in the Tender Offer for the Company’s Share Certificates, Etc. by Bloom 1 K.K. as part of an MBO” published by the Company on January 29, 2024, in the event the tender offer by Bloom 1 K.K. (the “Tender Offeror”) for the Company’s ordinary shares (the “Company Shares”) and American Depositary Receipts (Note 1) (the “Tender Offer”) is successful but the Tender Offeror cannot acquire all of the Company Shares (excluding the treasury shares owned by the Company and non-tendered shares (Note 2)) and all of the American Depositary Receipts, it is understood that, after the completion of the Tender Offer, the Tender Offeror intends to implement a series of procedures so as to make the Tender Offeror and Minamigata Holdings the only shareholders of the Company.

During the Tender Offer period, it is understood that the Tender Offeror plans to request the Company to hold the EGM which includes in its agenda items a proposal to conduct the consolidation of the Company’s shares (the “Share Consolidation”) and to partially amend the Articles of Incorporation to abolish the provisions for the number of shares constituting one unit of shares on the condition that the Share Consolidation becomes effective.

Therefore, at the request of the Tender Offeror, the Company has decided to set in advance the record date, which may be required in case the Company needs to hold the EGM.

The Company will announce details of the EGM, including the date, venue, and agenda items as soon as they are finalized.

However, in the event (i) the Tender Offer is unsuccessful, or (ii) the Tender Offer is successful and the Tender Offeror is able to acquire all of the Company Shares (excluding the treasury shares owned by the Company and non-tendered shares) and all of the American Depositary Receipts in the Tender Offer, the Company will neither hold the EGM nor use the record date set for the EGM.

(Note 1) The American Depositary Shares issued in the US upon deposit of the Company Shares

and the American Depositary Receipts representing such American Depositary Shares issued by Deutsche Bank Trust Company Americas, The Bank of New York Mellon, Citibank, N.A., and Convergex Depository, Inc.

(Note 2) All the Company Shares held by efu Investment Limited, the second largest shareholder (as of September 30, 2023; the same applies hereinafter) (the number of shares held: 14,668,000 shares; the ownership ratio: 15.20%) and Minamigata Holdings Ltd., the 7th largest shareholder (the number of shares held: 1,836,000 shares; the ownership ratio: 1.90%), which they have agreed not to tender in the Tender Offer (the total number of shares held: 16,504,000 shares; the total ownership ratio: 17.11%)

(Note 3) "Ownership ratio" is calculated by subtracting the number of treasury shares held by the Company (6,163,798 shares) as of September 30, 2023, which is listed in the "Consolidated Financial Results for the Six Months Ended September 30, 2023 (Under Japanese GAAP)" submitted by the Company on November 14, 2023, from the total number of the Company Shares as of the same date (102,648,129 shares), which is also listed in same document. Ownership ratio is derived from the result of this calculation at 96,484,331 shares (rounded to the second decimal place).