

June 19, 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)

**Partial Revision of the Notice of Convocation of the
Ordinary General Shareholders' Meeting for the 59th Period**

The following change has 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 59th Period sent out on May 31, 2013. We hereby announce below the revision to the Notice of Convocation. Please note that the revision will not be announced by postal mail.

Revision:

Addition of the following note to “Notes” on page 14 of the “Reference Materials for the General Shareholders’ Meeting”

5. Incident that occurred at another company at which a candidate for outside director at the Company was serving as a director or corporate auditor during the preceding five years with respect to the unjust execution of business while the candidate was a director or corporate auditor of such company

On June 3, 2013, Novartis Pharma K.K., where Hiroyuki Mitani is director, announced that it was problematic and inappropriate from the perspective of conflict of interest (a) that its publications about its investigator initiated clinical studies on one of its pharmaceuticals did not report that company employees were involved in the studies and (b) that these publications were quoted in promotional activities.