

June 13, 2014

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 60<sup>th</sup> Period**

The following changes have 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 60<sup>th</sup> Period sent out on May 30, 2014. We hereby announce below the revisions to the Notice of Convocation. Please note that the revisions will not be announced by postal mail.

1. Revisions (revised segments are underlined)

Page 8: "Reference Materials for the General Shareholders' Meeting"

"Brief career summary (Position and responsibilities at the Company and other current key positions)" column for Hitoshi Kobayashi, a candidate for director, in "Proposal 2: Election of Ten Directors"

Brief career summary (Position and responsibilities at the Company)

Addition:

June 2014 Representative Director and President of Benesse Corporation (current)

(Other current key positions)

Original:

None

Revised:

Representative Director and President of Benesse Corporation

Page 9: "Reference Materials for the General Shareholders' Meeting"

"Brief career summary (Position and responsibilities at the Company and other current key positions)" column for Eiji Aketa, a candidate for director, in "Proposal 2: Election of Ten Directors"

Brief career summary (Position and responsibilities at the Company)

Original:

Apr. 2013 Representative Director and President of Benesse Corporation (current)

Revised:

Apr. 2013 Representative Director and President of Benesse Corporation

(Other current key positions)

Original:

Representative Director and President of Benesse Corporation

Revised:

None

## 2. Reasons for Revisions

Representative director and president of consolidated subsidiary Benesse Corporation has changed on June 13, 2014.