

June 8, 2016

To Shareholders:

Eikoh Harada
Representative Director, Chairman and CEO
Benesse Holdings, Inc.
3-7-17 Minamigata, Kita-ku, Okayama-shi, Okayama,
Japan
(Ticker Code: 9783)

**Partial Revisions of the Notice of Convocation of the
Ordinary General Shareholders' Meeting for the 62nd Period**

The following changes have arisen in relation to items 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 62nd Period sent out on June 3, 2016. 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 (underlined sections)

(1) Page 5 "Reference Materials for the General Shareholders' Meeting"

In "Proposal 1: Election of Nine Directors," under the proposal for Kenichi Fukuhara as a candidate for director, the following changes have been made to "Brief career summary (Position and responsibilities at the Company and other current key positions)."

(Position and responsibilities at the Company)

Before change

Apr. 2015 Representative Director, Executive Vice President, and CAO of the Company
(current)

After change

Apr. 2015 Representative Director, Executive Vice President, and CAO of the Company

June 2016 Representative Director, Executive Vice President, and CAO of the Company,
and Chairman of the Board & CEO of Berlitz Corporation (current)

(Other current key positions)

Before change

Vice Chairman of the Board, Fukutake Foundation

After change

Vice Chairman of the Board, Fukutake Foundation

Chairman of the Board & CEO of Berlitz Corporation

(2) Page 6 “Reference Materials for the General Shareholders’ Meeting”

In “Proposal 1: Election of Nine Directors,” under the proposal for Hitoshi Kobayashi as a candidate for director, the following changes have been made to “Brief career summary (Position and responsibilities at the Company and other current key positions),” and “Current responsibilities” has been added as a new item.

(Position and responsibilities at the Company)

Before change

May 2016 Representative Director, Executive Vice President, and Head of Overseas Business Company of the Company, and Representative Director and Executive Vice President of Benesse Corporation (current)

After change

May 2016 Representative Director, Executive Vice President, and Head of Overseas Business Company of the Company, and Representative Director and Executive Vice President of Benesse Corporation

June 2016 Representative Director, Executive Vice President, and Head of Zemi Business Company and Overseas Business Company of the Company, and Representative Director and Executive Vice President of Benesse Corporation (current)

(Addition of “Current responsibilities” as the next item after “Other current key positions”)

After change

(Current responsibilities)

School and Teacher Support Business Company, Zemi Business Company, Classroom Education Business Company, Overseas Business Company, Kids & Family Division, Preschool Education – Global Division

2. Reason for Revisions

The Benesse Group’s management structure was changed at the Company’s Board of Directors Meeting held on May 27, 2016.