

June 21, 2014

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)

**Notice of Resolutions of the
Ordinary General Shareholders' Meeting for the 60th Period**

We hereby inform you of the matters reported and resolutions approved at the Company's Ordinary General Shareholders' Meeting for the 60th period which was held today.

Reports:

1. Report on the business report, consolidated financial statements, and financial statements for the 60th period (April 1, 2013 to March 31, 2014)
2. Report on the audit results of the consolidated financial statements for the 60th period by the Independent Auditors and the Board of Corporate Auditors

The above matters were reported.

Resolutions:

Proposal 1: Partial Amendment to Articles of Incorporation

The partial amendment was approved as proposed. To reflect the expansion of the scope of our business activities, the required changes were made to provisions regarding the purpose of our business.

Proposal 2: Election of Ten Directors

The proposed candidates were approved as proposed. The following seven candidates were reelected: Eikoh Harada, Tamotsu Fukushima, Kenichi Fukuhara, Hitoshi Kobayashi, Eiji Aketa, Tamotsu Adachi, and Daisuke Iwase. The following three candidates were newly elected: Shinjiro Iwata, Kiyoyuki Tsujimura, and Hideaki Fukutake. All of them have assumed their offices, respectively.

Proposal 3: Revision of Amount of Compensation to Directors

The revision was approved as proposed. The amount of compensation to directors was revised to within 500 million yen for directors (including 60 million yen for outside directors) per year.