

June 27, 2015

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 61st Period**

We hereby inform you of the matters reported and resolutions approved at the Company's Ordinary General Shareholders' Meeting for the 61st period which was held today.

Reports:

1. Report on the business report, consolidated financial statements, and financial statements for the 61st period (April 1, 2014 to March 31, 2015)
2. Report on the audit results of the consolidated financial statements for the 61st period by the Independent Auditors and the Audit & Supervisory Board

The above matters were reported.

Resolutions:

Proposal 1: Partial Amendment to Articles of Incorporation

The partial amendment was approved as proposed. Additions were made to provisions regarding the purpose of the Company's business to better describe the scope of the Company's business activities, and the required changes were made to expand the scope of company officers with whom the Company may enter into a liability limitation agreement to include directors who are not executive directors and audit & supervisory board members who are not outside audit & supervisory board members.

Proposal 2: Election of Eight Directors

The proposed candidates were approved as proposed. The following seven candidates were reelected: Eikoh Harada, Kenichi Fukuhara, Hitoshi Kobayashi, Daisuke Iwase, Shinjiro Iwata, Kiyoyuki Tsujimura, and Hideaki Fukutake. The following candidate was newly elected: Ryuji Yasuda. All of them have assumed their offices, respectively.

Proposal 3: Election of Four Audit & Supervisory Board Members

The proposed candidates were approved as proposed. The following three candidates were reelected: Yoshinori Matsumoto, Kimie Sakuragi, and Tomoji Wada. The following candidate was newly elected: Eiichi Izumo. All of them have assumed their offices, respectively.

Proposal 4: Amount of and Decisions regarding Stock Option Remuneration for Directors

The proposal was approved as proposed. The remuneration to Company directors where the amount of stock acquisition rights granted is limited to 250 million yen (including 100 million yen for outside directors) per year, which had been approved at the Ordinary General Shareholders' Meeting for the 54th Period held on June 22, 2008, was discontinued, and it was decided that, in place of that, stock acquisition rights up to 70 million yen per year would be granted as stock option remuneration to Company directors and would be designated as part of the 500 million yen per year remuneration (including 60 million yen for outside directors) which had been approved at the Ordinary General Shareholders' Meeting for the 60th Period held on June 21, 2014.