

June 24, 2017

To Shareholders:

Tamotsu Adachi  
Representative Director and President, 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 63<sup>rd</sup> Period**

We hereby inform you of the matters reported and resolutions approved at the Company's Ordinary General Shareholders' Meeting for the 63<sup>rd</sup> period which was held today.

Reports:

1. Report on the business report, consolidated financial statements, and financial statements for the 63<sup>rd</sup> period (April 1, 2016 to March 31, 2017)
2. Report on the audit results of the consolidated financial statements for the 63<sup>rd</sup> 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 proposal was approved as proposed. After-school centers were added to the description of the Company's business purpose.

Proposal 2: Election of Ten Directors

The proposed candidates were approved as proposed. The following nine candidates were reelected: Tamotsu Adachi, Shinjiro Iwata, Kenichi Fukuhara, Hitoshi Kobayashi, Shinya Takiyama, Kiyoyuki Tsujimura, Hideaki Fukutake, Ryuji Yasuda, and Nobuo Kuwayama. Masaki Yamasaki was newly elected. All of them have assumed their offices, respectively.

Proposal 3: Election of One Audit & Supervisory Board Member

The proposed candidate was approved as proposed. Miyuki Ishiguro was newly elected and has assumed her office.

Proposal 4: Decision on Amount and Content of Remuneration, etc., for Granting Restricted Stock to Directors

The proposal was approved as proposed. The Company will grant up to 70 million yen per year

in monetary receivables as compensation in order to grant restricted stock to Company directors (excluding outside directors) as part of their remuneration of up to 500 million yen (including 70 million yen for outside directors) per year. In addition, the Company will abolish the system of stock option remuneration for Company directors (excluding outside directors) with the exception of stock options already granted.