June 4, 2021

To Shareholders:

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

Notice of Convocation of the Ordinary General Shareholders' Meeting for the 67th Period

The Benesse Holdings Ordinary General Shareholders' Meeting for the 67th period is to be held as described below.

To prevent the spread of COVID-19 infections, if possible shareholders are requested to refrain from attending the meeting in person and to exercise their voting rights by postal mail or online prior to the meeting after reviewing the reference materials below.

Exercise of voting rights by postal mail
Please indicate your approval or disapproval of each proposal on the enclosed Voting Rights Exercise Form and return your completed form to us **by 5:00 p.m. on Friday, June 25, 2021 (JST)**.

Exercise of voting rights online
Please access the website for exercising voting rights (https://evote.tr.mufg.jp [in Japanese only]), use the "Login ID" and "Temporary Password" shown on the enclosed Voting Rights Exercise Form, and then indicate your approval or disapproval of each proposal by following the instructions on the screen. Internet voting must be completed **by 5:00 p.m. on Friday, June 25, 2021 (JST)**.

1. Date and Time: June 26, 2021 (Saturday), 13:30 (The reception desk will open at 12:45)
2. Venue: Head Office, Benesse Holdings, Inc.
   3-7-17 Minamigata, Kita-ku, Okayama-shi, Okayama
3. Meeting Agenda

   Reports:

   1. Report on the business report, consolidated financial statements, and financial statements for the 67th period (April 1, 2020 to March 31, 2021)
   2. Report on the audit results of the consolidated financial statements for the 67th period by the Independent Auditors and the Audit & Supervisory Board

   Resolutions:

   Proposal 1: Partial Amendment of Articles of Incorporation
   Proposal 2: Election of Eight Directors

- Among the documents to be provided in conjunction with this Notice of Convocation, "Status of Systems and Their Operation to Ensure Appropriate Work Practices" from the business report, the "Consolidated Statement of Changes in Equity" (consolidated), "Notes to Consolidated Financial Statements" (consolidated), "Statement of Changes in Equity" (non-consolidated), and "Notes to Financial Statements" (non-consolidated) are posted on the Company website (https://www.benesse-hd.co.jp/ja/ir/) in accordance with the relevant laws/regulations and Article 15 of the Company's Articles of Incorporation and are thus not included herein. Please note that the business report audited by the Audit & Supervisory Board Members and the consolidated financial statements and non-consolidated financial statements audited by the Audit & Supervisory Board Members and the Independent Auditors are posted on the Company website noted above as well as being included in the attachments to this Notice of Convocation.
- If revisions are made to the business report, consolidated financial statements, non-consolidated financial statements, or reference materials for the General Shareholders' Meeting, revised versions will be posted on the Company website (https://www.benesse-hd.co.jp/ja/ir/).
- Response in the event of significant changes:

  Any significant changes in the convening of the General Shareholders' Meeting, including matters related to live streaming, that may arise from a spread in COVID-19 infections or other unavoidable circumstances will be notified on the Company website (https://www.benesse-hd.co.jp/ja/ir/). Please check the web page below for the latest information.

Proposal 1: Partial Amendment of Articles of Incorporation

1. Reason for Amendment

To make necessary amendments to Article 2 (Purpose) of the Company's Articles of Incorporation in order to clarify the business domain.

2. Details of Amendment

Details of the amendment are set out below.

(Changes are underlined)

Existing Text	Changes Proposed
Article 2. (Purpose) The purpose of the Corporation shall be to engage in the following business activities and to control and manage the business activities conducted by companies (including foreign companies), partnerships (including entities overseas that are equivalent to partnerships), and other similar business entities that engage in the following business activities, by holding shares or equity in such companies:	Article 2. (Purpose) The purpose of the Corporation shall be to engage in the following business activities and to control and manage the business activities conducted by companies (including foreign companies), partnerships (including entities overseas that are equivalent to partnerships), and other similar business entities that engage in the following business activities, by holding shares or equity in such companies:
(1) Provision of correspondence education and simulation tests;	(1) Planning, preparation, sale, and provision of early childhood education, correspondence education, simulation tests, and other educational and learning support services relating to educational advancement and supplementary education, other aptitude tests, as well as educational and learning support services relating to development of academic ability and skills, etc.; (partially revise and integrate paragraph 7 of existing text)
(2) Publication and sale of books, educational books, magazines, etc.;	(2) (Unchanged)
(3) Development, manufacture, sale, rental, installation support, and maintenance of video, communication, information, audio, and educational devices and computers and related system software as well as related data processing services as well as call center services;	(3) Development, licensing, sale, installation support, management, and maintenance of software;
(New)	(4) Data processing services and informational service business; (integrate paragraph 3 and part of paragraph 23 of existing text)

(New)	(5) Development, sale, rental, installation support, management, maintenance, import, and export of information devices; (revise part of paragraph 3 of existing text and relocate)
(4) Telecommunications business based on the Telecommunications Business Act;	(6) (Unchanged)
(5) Broadcasting business;	(Delete)
(6) Manufacture and sale of educational materials and goods, toys, stationery, daily necessities and sundries, clothing, home appliances, furniture, clothing accessories, interior decorations, arts and crafts, as well as sale of pet goods;	(7) Planning, manufacture, import, export, and sale of educational materials and goods, toys, stationery, daily necessities and sundries, clothing, home appliances, furniture, clothing accessories, interior decorations, arts and crafts, and pet goods;
(New)	(8) Sale of foods (including rice and grains, fresh foods, and health foods), beverages (including alcoholic beverages), quasi drugs, and cosmetics; (partially revise and integrate paragraphs 30 and 31 of existing text)
(7) Research and development as well as production, sale, and implementation of proficiency and aptitude tests;	[Delete (partially revise and integrate into paragraph 1)]
(8) Travel business;	(9) (Unchanged)
(9) Management of cram schools, language schools, and other schools and classes;	(10) Management of cram schools, preparatory schools, language schools, and other schools and classes;
(10) Management of child nurseries, after school centers, and daycare centers;	(11) (Unchanged)
(11) Warehousing, freight transport, as well as cargo handling and goods storage business;	(12) (Unchanged)
(12) Lease of transport equipment;	(Delete)
(13) Real estate management, sale, purchase, rental, and brokerage business;	(13) (Unchanged)
(14) Operation and rental of cultural facilities as well as training and education facilities, including campgrounds, parks,	(14) Management of campgrounds, parks, marinas, other leisure facilities, and sports facilities;

marinas, and other leisure facilities as well as sports facilities, art museums, and planetariums;	
(New)	(15) Management of cultural facilities including art museums and planetariums as well as training and education facilities; (revise part of paragraph 14 of existing text and relocate)
(15) Management of hotels, restaurants, coffee shops, and aromatherapy salons;	(16) Management of hotels, restaurants, and coffee shops;
(New)	(17) Meal services and preparation and sale of boxed meals;
(New)	(18) Management of therapeutic massage and shiatsu practices;
(16) Public bathhouse business;	(Delete)
(17) Business related to nonhospital nursing care and nonhospital nursing;	(19) (Unchanged)
(New)	(20) Laundry business;
(18) Clerical work performed on a commissioned or proxy basis for companies, organizations, and healthcare institutions, etc.;	(21) (Unchanged)
(19) Sale and lease/rental of equipment and devices related to health and healthcare;	(22) (Unchanged)
(20) Planning, shooting, production, sale, rental, import, export, and distribution of photographic visual and audio works, etc. and event promotion related to such works;	(23) Planning, shooting, production, sale, distribution, rental, import, export, exhibition, and supply of photographic, visual, and audio works, etc.;
(21) Translation and interpreting business;	(24) (Unchanged)
(22) Planning and facilitation of domestic and international cultural and educational exchange;	(25) (Unchanged)
(23) Advertising agency and informational service business;	(26) Advertising agency business;
(24) Worker dispatching business;	(27) (Unchanged)

(25) Job placement business based on the Employment Security Act;	(28) (Unchanged)
(26) Nonlife insurance agency and operations related to the solicitation of life insurance subscriptions;	(29) (Unchanged)
(27) Consulting business related to management, human resources development, education, health, conference and event organizing, healthcare, and diet;	(30) Consulting business related to management, human resources development, education, health, conference and event planning and organizing, healthcare, and diet;
(28) Financial business, including the possession, purchase, and sale of securities; the purchase, sale, and commissioning of claims; money-lending business; and credit card business;	(31) (Unchanged)
(29) Acquisition, transfer, and leasing of intangible property rights, including industrial property rights and copyrights; and commissioned work related to property rights;	(32) Acquisition, use, management, transfer, and licensing of industrial property rights, copyrights and other intangible property rights, and know-how;
(New)	(33) Call center service business; and (relocate from paragraph 3 of existing text)
(30) Sale of rice and grains, fresh foods, preserved foods, processed foods, alcoholic beverages, soft drinks, specialty beverages, and seasonings;	[Delete (partially revise and integrate into paragraph 8)]
(31) Sale of quasi drugs, cosmetics, and health foods;	[Delete (partially revise and integrate into paragraph 8)]
(32) Production and sale of gardening trees, plants, and materials as well as sale of fresh flowers;	(Delete)
(33) Bank agency business; and	(Delete)
(34) All businesses which are incidental to or related to those mentioned in the preceding items.	(34) (Unchanged)

Proposal 2: Election of Eight Directors

All directors (ten) will complete their terms as of the end of this general shareholders' meeting. Accordingly, to improve the speed of decision-making, with regard to executive directors, it is proposed to reduce the number of directors by two by appointing the presidents of Benesse Corporation and Benesse Style Care Co., Ltd., which supervise strategic business domains of the Benesse Group, as directors and nominate a total of eight directors, including five non-executive directors (four of whom will be outside directors).

The candidates for director are as shown below.

In order to ensure appropriate selection of candidates for director and transparency in the associated decision making process, the Company has established the Nomination and Compensation Committee as an advisory body to the Board of Directors. Outside directors account for more than half the members of this committee, which deliberates on the selection of candidates for director.

No.	Name			Record of attendance at Board of Directors meetings during 67th period*
1	Tamotsu Adachi	Reappointment		100% (13/13)
2	Hitoshi Kobayashi	Reappointment		100% (13/13)
3	Shinya Takiyama	Reappointment		100% (13/13)
4	Hideaki Fukutake	Reappointment	Candidate for non-executive director	100% (13/13)
5	Katsumi Ihara	Reappointment	Candidate for outside director Candidate for independent director	100% (13/13)
6	Mutsuo Iwai	Reappointment	Candidate for outside director Candidate for independent director	100% (11/11)
7	Yumiko Noda	New Appointment	Candidate for outside director Candidate for independent director	-
8	Kohey Takashima	New Appointment	Candidate for outside director Candidate for independent director	-

* Occasions when written resolutions took the place of actual meetings of the Board of Directors are omitted.

The table below summarizes the specialized knowledge and experience possessed by each candidate for director.

No.	Name	Leadership	Specialized industry knowledge		Strategy		
		Corporate Management	Education	Nursing Care	Digital	Global	Finance
1	Tamotsu Adachi	●				●	●
2	Hitoshi Kobayashi	●	●	●		●	
3	Shinya Takiyama	●		●			
4	Hideaki Fukutake	●				●	
5	Katsumi Ihara	●			●	●	●
6	Mutsuo Iwai	●				●	
7	Yumiko Noda	●				●	●
8	Kohey Takashima	●			●	●	

No.	Name (Date of birth)	Career summary (Position and responsibilities at the Company and other current key positions)	No. of Company shares owned
1	Tamotsu Adachi (Oct. 12, 1953)	Apr. 1977 Joined Mitsubishi Corporation Jan. 1988 Joined McKinsey & Company, Inc. Japan June 1995 Partner at McKinsey & Company, Inc. Japan Mar. 1999 President and CEO of Japan Lease Auto Co. Dec. 2000 President and CEO of GE Fleet Services Co. May 2003 Managing Director and Japan Representative of Carlyle Japan LLC June 2003 Director of the Company Nov. 2007 Managing Director and Co-Representative of Carlyle Japan LLC June 2009 Director of the Company June 2016 Director of the Company Chairman of Carlyle Japan LLC Oct. 2016 Representative Director and President of the Company Senior Advisor of Carlyle Japan LLC (current) Aug. 2017 Representative Director and President of the Company, and Head of Language Learning Company of the Company June 2019 Representative Director and President of the Company, and Head of Language Learning Company of the Company, and Berlitz Corporation Chairman of the Board (current) June 2020 Representative Director and President, CEO of the Company Apr. 2021 Representative Director and Chairman, CEO of the Company (current) (Other current key positions) Berlitz Corporation Chairman of the Board (Current responsibilities) Berlitz Corporation	88,986 shares

Reason for Election for the Director Candidate

Tamotsu Adachi has been involved in management of the Benesse Group as an outside director since June 2003. In October 2016, he was appointed as Representative Director, President of the Company, and has a proven track record of leading the management of the Company. He also has overseas experience as well as a wealth of experience and knowledge relating to formulation of management strategy and investment activities. Furthermore, he is highly rated for his skill in turning companies around. As Representative Director, Chairman, and CEO of the Company, he currently supervises and executes Company management, as well as promoting Group-wide

sustainability and Environment, social, and governance (ESG) activities and exercising leadership in the Berlitz business to raise the Company's corporate value.

The Company therefore proposes him as a candidate for director, judging that he can be expected to contribute to further enhancement of the Group's corporate value.

No.	Name (Date of birth)	Career summary (Position and responsibilities at the Company and other current key positions)	No. of Company shares owned
2	Hitoshi Kobayashi (Sep. 25, 1960)	Apr. 1985 Joined the Company Apr. 2000 Director of Benesse Care Corporation Aug. 2002 Representative Director and President of Benesse MCM Corporation Dec. 2003 Director of Benesse Style Care Co., Ltd. Apr. 2007 Representative Director and President of Benesse Style Care Co., Ltd. June 2012 Director of the Company June 2014 Managing Director and General Manager of Corporate Planning Division of the Company and Representative Director and President of Benesse Corporation Oct. 2014 Managing Director and Head of Overseas Business Development Company of the Company 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 President of Benesse Corporation (current) Apr. 2020 Representative Director, Executive Vice President, and Head of Extracurricular Education Company of the Company June 2020 Representative Director, Executive Vice President, COO of the Company, and Head of Extracurricular Education Company of the Company Apr. 2021 Representative Director, Executive President, COO of the Company (current) (Other current key positions) Representative Director and President of Benesse Corporation (Current responsibilities) Education and life business fields	17,686 shares

Reason for Election for the Director Candidate

Hitoshi Kobayashi has been involved in management of the Benesse Group as a director of the

Company since June 2012. As Representative Director and Executive Vice President of the Company since May 2016, he has built a proven track record in leading business reform, especially in the educational business domain he has been responsible for. He also has experience in management of major subsidiaries including Benesse Style Care Co.,Ltd. and Benesse Corporation, as well as a wealth of experience and knowledge in the education, life, nursing care, and childcare domains. As Representative Director, Executive President, and COO of the Company and Representative Director and President of Benesse Corporation, in the aim of restoring Group performance and achieving sustainable growth, he currently promotes the core education and nursing care businesses, exercises leadership in reforming the organizational climate guided by the Corporate Philosophy, supervises and executes Company management, and leads business growth.

The Company therefore proposes him as a candidate for director, judging that he can be expected to contribute to further enhancement of the Group's corporate value.

No.	Name (Date of birth)	Career summary (Position and responsibilities at the Company and other current key positions)	No. of Company shares owned
3	Shinya Takiyama (June 2, 1971)	Apr. 1996 Joined the Company Mar. 2003 Director of Benesse Care Corporation July 2011 Director of Benesse Style Care Co., Ltd. July 2013 Representative Director and President of Benesse Style Care Co., Ltd. (current) Nov. 2014 Executive Officer and Head of Nursing Care and Childcare Business Company of the Company June 2016 Director of the Company (current) Apr. 2018 Corporate Executive Vice President of the Company and Head of Nursing Care and Childcare Business Company of the Company Apr. 2021 Group Executive Officer (current) (Other current key positions) Representative Director and President of Benesse Style Care Co., Ltd. (Current responsibilities) Nursing Care and childcare business fields	6,381 shares

Reason for Election for the Director Candidate

Shinya Takiyama has a proven track record of involvement in the management of the Group as a director of the Company since June 2016. In addition, he has experience of management at Benesse Style Care Co., Ltd., as well as considerable experience and expertise in the nursing care and childcare business fields. He is currently engaged in management supervision and execution as a director of the Company and Group Executive Officer. At the same time, he is leading efforts to steadily grow business and further enhance services as Representative Director and President of Benesse Style Care Co., Ltd.

The Company therefore proposes him as a candidate for director, judging that he can be expected to contribute to further enhancement of the Group’s corporate value.

No.	Name (Date of birth)	Career summary (Position and responsibilities at the Company and other current key positions)	No. of Company shares owned
4	Hideaki Fukutake (May 14, 1977) *Candidate for non-executive director	Apr. 2000 Joined KEYENCE CORPORATION Feb. 2006 Joined SMS CO., LTD. Feb. 2009 Director of efu Investment Limited (current) June 2009 Vice Chairman of the Board, Naoshima Fukutake Art Museum Foundation and Vice Chairman of the Board, Fukutake Foundation for the Promotion of Regional Culture Dec. 2012 Representative Director (Vice Chairman of the Board), Fukutake Foundation (current) Apr. 2013 Director of Berlitz Corporation (current) June 2013 Outside Director of Benesse Corporation June 2014 Outside Director of the Company (current) Jan.2021 Representative Director of Minamigata Holdings Ltd. (current) (Other current key positions) Representative Director (Vice Chairman of the Board), Fukutake Foundation Director of efu Investment Limited Representative Director of Minamigata Holdings Ltd.	0 shares Note 1(2) (3)

Reason for Election for the Director Candidate

Since June 2014, Hideaki Fukutake has appropriately supervised management as an outside director of the Company, exercising the insights he brings from his non-executive director roles at Berlitz Corporation and Benesse Corporation as well as global business experience and a shareholder perspective. Using this extensive experience and specialized knowledge, he has contributed to improving the transparency of the Company's decision-making processes in the Board of Directors and the Nomination and Compensation Committee. He is also expected to supervise management from a shareholder perspective and contribute to the sustainable growth of the Company by communicating founding principles from a director's standpoint as a member of the founding family.

The Company therefore proposes him as a candidate for director, judging that he can be expected to contribute to further enhancement of the Group's corporate value.

No.	Name (Date of birth)	Career summary (Position and responsibilities at the Company and other current key positions)	No. of Company shares owned
5	Katsumi Ihara (Sep. 24, 1950) *Candidate for outside director and independent director	Apr. 1973 Joined Mitsui Knowledge Industry Co., Ltd. May 1981 Joined Sony Corporation Oct. 2001 President of Sony Ericsson Mobile Communications AB June 2004 Executive Deputy President, Group Chief Strategy Officer (CSO), and Chief Financial Officer (CFO) of Sony Corporation June 2005 Executive Deputy President and Corporate Executive of Sony Corporation June 2009 Representative Director and Executive Vice President of Sony Financial Holdings Inc. June 2010 Representative Director and President of Sony Financial Holdings Inc. June 2011 Representative Director and President of Sony Life Insurance Co., Ltd. Apr. 2015 Director and Chairman of Sony Life Insurance Co., Ltd. June 2016 Director and Chairman of Sony Financial Holdings Inc. June 2018 Outside Director of Hitachi, Ltd. (current) June 2019 Outside Director of the Company (current) (Other current key positions) Outside Director of Hitachi, Ltd.	700 shares

Reason for Election, Overview of the expected role, and Time in Office as the Outside Director

Katsumi Ihara has a wealth of corporate management experience in global companies as well as broad experience as an outside director of another company and deep specialized knowledge. As chair of the Board of Directors and the Nomination and Compensation Committee, he has used this extensive experience and specialized knowledge to contribute to improving the transparency of the Company's management decision-making processes.

The Company therefore proposes him as a candidate for director, judging that as an outside director he can be expected to fulfill a management supervisory function from the perspective of promoting the sustainable growth of the Company and enhancing its corporate value over the medium to long term.

As of the end of this general shareholders' meeting, he will have served as outside director for two years.

No.	Name (Date of birth)	Career summary (Position and responsibilities at the Company and other current key positions)	No. of Company shares owned
6	Mutsuo Iwai (Oct. 29, 1960) *Candidate for outside director and independent director	Apr.1983 Joined Japan Tobacco and Salt Public Corporation June 2006 Member of the Board and Executive Vice President of Japan Tobacco Inc. June 2011 Executive Vice President of JT International S.A. June 2013 Senior Vice President of Japan Tobacco Inc. Mar. 2016 Representative Director and Executive Vice President of Japan Tobacco Inc. Mar. 2020 Deputy Chairman of the Board of Japan Tobacco Inc. (current) June 2020 Outside Director of the Company (current) June 2021 Outside Director of TDK corporation (expected to assume the position) (Other current key positions) Deputy Chairman of the Board of Japan Tobacco Inc. Outside Director of TDK corporation (expected to assume the position in June 2021)	400 shares

Reason for Election, Overview of the expected role, and Time in Office as the Outside Director

Mutsuo Iwai has a wealth of corporate management experience in global companies and deep specialized knowledge. In the Board of Directors and the Nomination and Compensation Committee, he has used this extensive experience and specialized knowledge to contribute to improving the transparency of the Company's management decision-making processes.

The Company therefore proposes him as a candidate for outside director, judging that as an outside director he can be expected to fulfill a management supervisory function from the perspective of promoting the sustainable growth of the Company and enhancing its corporate value over the medium to long term.

As of the end of this general shareholders' meeting, he will have served as outside director for one year.

No.	Name (Date of birth)	Career summary (Position and responsibilities at the Company and other current key positions)	No. of Company shares owned
7	Yumiko Noda (Jan. 26, 1960) * New candidate for outside director and independent director	Apr. 1982 Joined Bank of America Corporation Tokyo Branch Mar.1996 Deputy General Manager (Head of Structured Finance Department), London Branch, The Long-Term Credit Bank of Japan, Limited Jan. 2000 Partner (Head of PPP (Public Private Partnership) and Infrastructure Department), PwC Financial Advisory Services June 2007 Deputy Mayor, Yokohama City Jan. 2011 Partner (Head of PPP and Infrastructure Asia-Pacific), PwC Advisory Oct. 2017 Representative Director and President, Veolia Japan K.K. Apr. 2019 Chairperson, Administrative Reform Committee, Keizai Doyukai (Japan Association of Corporate Executives) June 2020 Chairman and Representative Director, Veolia Japan K.K. (current) Vice Chair of the Board of Councillors, Chair of the Committee on Environment and Safety, Keidanren (Japan Business Federation) (current) June 2021 Outside Director of Idemitsu Kosan Co., Ltd. (expected to assume the position) (Other current key positions) Representative Director and Chairman of Veolia Japan K.K. Outside Director of Idemitsu Kosan Co., Ltd. (expected to assume the position in June 2021)	0 shares

Reason for Election and Overview of the expected role as the Outside Director Candidate

Yumiko Noda has a wealth of corporate management experience and deep specialized knowledge of finance. The Company therefore proposes her as a candidate for outside director, judging that as an outside director she can be expected to fulfill a management supervisory function from the perspective of promoting the sustainable growth of the Company and enhancing its corporate value over the medium to long term.

No.	Name (Date of birth)	Career summary (Position and responsibilities at the Company and other current key positions)	No. of Company shares owned
8	Kohey Takashima (Aug.15, 1973) * New candidate for outside director and independent director	May 1997 Established a private limited company Kohey (now Oisix ra daichi Inc.); Representative Director Apr. 1998 Joined McKinsey & Company Inc. Japan June 2000 Representative Director and President of Oisix Inc. (now Oisix ra daichi Inc.) (current) Sept. 2010 Representative Director of Gochimaru Inc. June 2011 Representative Director of Eat, and Energize the East (current) Oct. 2015 Director of Oisix Hong Kong Co., Ltd. (current) July 2016 Representative Director and Chairman of Tokushimaru Inc. (current) July 2018 Director of Japan Wheelchair Rugby Association (current) Dec. 2018 Director of Oisix Inc. (current) May 2019 Director of Three Limes, Inc. (current) Oct. 2019 Director of WELCOME Co., Ltd. (current) Mar. 2020 Outside Director of CARTA Holdings, Inc. (current) Apr. 2021 Vice Chairman of Keizai Doyukai (Japan Association of Corporate Executives) (current) (Other current key positions) Representative Director and President of Oisix ra daichi Inc. Outside Director of CARTA Holdings, Inc	0 shares

Reason for Election and Overview of the expected role as the Outside Director Candidate

Kohey Takashima has a wealth of corporate management experience and specialized knowledge of e-commerce business. The Company therefore proposes him as a candidate for outside director, judging that as an outside director he can be expected to fulfill a management supervisory function from the perspective of promoting the sustainable growth of the Company and enhancing its corporate value over the medium to long term.

Notes:

1. (1) Hideaki Fukutake, a candidate for director, is representative director (vice chairman of the board) of the Fukutake Foundation. The Company has dealings with the Fukutake Foundation, including those related to the operation of museums and the leasing of real estate.
   (2) efu Investment Limited, an asset management and investment corporation of which Hideaki Fukutake, a candidate for director, is representative, holds 7,858,000 shares of the Company and has placed 6,809,000 shares of the Company as trust assets with the Master Trust Bank of Japan, Ltd.
   (3) Minamigata Holdings Ltd. of which Hideaki Fukutake, a candidate for director, is representative, holds 1,836,000 shares of the Company.
   (4) The Benesse Group has dealings on matters including character licensing with Oisix ra daichi Inc., of which Kohey Takashima, a candidate for outside director, is representative director and president, but in the most recent fiscal year the trading amount between Oisix ra daichi and the Benesse Group did not exceed the higher of ¥100 million yen or 2% of the Benesse Group's consolidated net sales. Including these dealings, the Company judges that Kohey Takashima meets its Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members, and nominates him as an independent director. Please note that the Company's Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members satisfy the independence requirements for outside directors and outside audit & supervisory board members determined by the Tokyo Stock Exchange, Inc.
2. No other candidate for director has any special interest in the Company.
3. The Company judges that Katsumi Ihara and Mutsuo Iwai—each a candidate for director—meet its Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members. It has therefore designated these two men as independent directors based on the regulations of the Tokyo Stock Exchange, Inc., and has notified the exchange of the same. The Company has no monetary dealings with either of these two men other than remuneration for their work as outside directors, and neither of these two candidates has special interest ties with any of the executives of the Company. Likewise, the Company has no monetary dealings with Yumiko Noda nor Kohey Takashima, other candidates for director, and they have no special interest ties with any of the executives of the Company. The Company therefore plans to designate Yumiko Noda and Kohey Takashima as independent directors and to notify the Tokyo Stock Exchange, Inc.
4. The Company has formed agreements with non-executive director Hideaki Fukutake, Katsumi Ihara and Mutsuo Iwai limiting liability for damages provided in Paragraph 1 of Article 423 of the Companies Act. Based on the said agreements, in the case that such an outside director has been in good faith and without gross negligence in performing his duties, the limit for liability for damages is the higher of the following: 10 million yen or the minimum liability amount provided in Paragraph 1 of Article 425 of the Companies Act. The Company plans to form the same agreement with the candidates for director Yumiko Noda and Kohey Takashima if they are elected.
5. The Company has taken out a directors and officers' liability insurance policy covering all directors. This indemnifies directors covered by the policy from bearing liability relating to the execution of their duties and any losses arising as a result of claims relating to pursuit of such liability. However, there are some exemptions, including no indemnification of any such losses that may arise from deliberate misconduct or gross negligence. If a candidate is appointed as a director, he or she will be covered by this liability insurance, and the company intends to renew the relevant insurance policy with the same provisions during the directors' terms of office.

Reference:Benesse Holdings, Inc. Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members

Benesse Holdings, Inc. ("the Company") shall determine that the Company's outside directors, outside audit & supervisory board members and the respective candidates for those posts possess a high degree of independence when all of the following criteria are satisfied:

(1) The individual has not served as business personnel[*1] of the Company or its Group companies (hereinafter, "the Benesse Group") within the 10 years prior to appointment.
(2) Individuals who have satisfied all of the following conditions (A) through (H) for the past three fiscal years:
  (A) The individual is not an entity for which the Benesse Group is a major client[*2] nor serves as business personnel thereof.
  (B) The individual is not a major client of the Benesse Group[*3] nor serves as business personnel thereof.
  (C) The individual is not a major shareholder (directly or indirectly holding a voting interest of 10% or more) of the Company nor serves as business personnel thereof.
  (D) The individual does not serve as business personnel of an entity that is a major investee of the Benesse Group (in which the Benesse Group directly or indirectly holds a voting interest of 10% or more).
  (E) The individual is not a consultant, accounting expert, or legal expert who has received compensation in the form of a large amount of money or other assets,[*4] other than officer's compensation from the Benesse Group (or an individual belonging to an entity such as a corporation, association, or other group that has received such assets).
  (F) The individual has not received a large charitable donation or subsidy[*5] from the Benesse Group, or serve as business personnel of such a recipient.
  (G) The individual is not an independent auditor of the Benesse Group and does not belong to a corporation, association or other group that serves as an independent auditor of the Benesse Group.
  (H) In cases where the business personnel of the Benesse Group have been appointed as outside officers of other companies, the individual does not serve as business personnel of the other company.
(3) The individual is not a relative[*6] of a person who meets either of the following conditions (a) or (b):
  (a) An individual who does not satisfy any of the foregoing conditions (A) through (H) in (2) above for one of the past three fiscal years. However, the business personnel stipulated in conditions (A) through (D) and (F) and (H) shall refer only to key business personnel.[*7] Condition (E) shall apply only to persons with specialized qualifications, such as certified public accountants and lawyers. Condition (G) shall apply only to key business personnel and persons with specialized qualifications, such as certified public accountants and lawyers, in the individual's organization.
  (b) Key business personnel of the Benesse Group in the current fiscal year or any of the past three fiscal years (for Outside Audit & Supervisory Board Members, this includes directors who are not business personnel.)

Notes:

1. Business personnel refers to the executive directors and executive officers who execute the operations of corporations and other groups, or other officers who execute the operations of corporations, etc. Business personnel also refers to employees, directors, and other equivalent posts based on the Companies Act of Japan, as well as ordinary employees and others who conduct business operations.
2. An entity for whom the Benesse Group is a major client refers to an entity that satisfies any of the following conditions:
   (1) A supplier group that supplies products and services to the Benesse Group (an entity who belongs to the consolidated group of the direct supplier), where the supplier group's trading amount with the Benesse Group exceeds the higher of ¥100 million or 2% of the consolidated net sales of the supplier group, in the most recent fiscal year.
   (2) A supplier group to which the Benesse Group owes liabilities, where the Benesse Group's total amount of liabilities towards the supplier group exceeds the higher of ¥100 million or 2% of the consolidated net sales of the supplier group, in the most recent fiscal year.
3. A major client of the Benesse Group refers to an entity that satisfies any of the following conditions:
   (1) A client group to whom the Benesse Group supplies products and services, where the Benesse Group's trading amount with the client group exceeds the higher of ¥100 million or 2% of the Benesse Group's consolidated net sales, in the most recent fiscal year.
   (2) A client group holding liabilities owed to the Benesse Group, where the client group's total liabilities owed to the Benesse Group exceeds the higher of ¥100 million or 2% of the client group's consolidated net sales, in the most recent fiscal year.
   (3) A financial institution group (an entity belonging to the consolidated group to which the direct lender belongs) from which the Benesse Group has borrowed funds, where the total amount of the Benesse Group's borrowings from the financial institutions exceeds 2% of the Benesse Group's consolidated total assets in the most recent fiscal year.
4. A large amount of money or other assets refers to a monetary compensation value the average of which over the past three fiscal years exceeds the higher of ¥10 million or 2% of the entity's net sales or gross income in the most recent fiscal year.
5. An individual receiving a large charitable donation or subsidy from the Benesse Group refers to an entity receiving a charitable donation or subsidy from the Benesse Group, the average of which over the past three fiscal years exceeds the higher of ¥10 million or 2% of the entity's net sales or gross income in the past fiscal year.
6. Relatives refer to spouses, relatives within the second degree of kinship and those with whom a livelihood is shared.
7. Key business personnel refer to business personnel such as executive directors, executive officers and other officers who execute the operations of corporations, etc., as well as those who execute key operations, such as division managers.