

Notice of Changes in Directors and Audit & Supervisory Board Members

Tokyo Individualized Education Institute, Inc. (TIEI) at the Board of Directors meeting held today resolved to make the following changes in its Directors and Audit & Supervisory Board Members.

1. Selection of Candidate for Appointment as Director and Retiring Director (as of May 27, 2015)

1) Purpose

The purpose of these changes is to ensure that the Board of Directors operates properly from the standpoint of shareholders, and to continue to strengthen collaboration with the Benesse Group.

2) New Director Candidate

Name	New Title	Current Position
Shinsuke Tsuboi	Director	General Manager of Finance Division Benesse Holdings, Inc.

Notes:

1. Mr. Tsuboi is expected to be formally appointed to the Board of Directors by approval of the 32nd Ordinary General Meeting of Shareholders to be held on May 27, 2015.
2. Mr. Tsuboi is a candidate for appointment as outside director.

3) Reason for Selection

Mr. Tsuboi has gained broad experience and deep insight in the field of finance over many years, and TIEI believes that as an outside director, he will contribute to the Company's financial policy. As he is also serving as a director at other Benesse Group companies, TIEI believes he is qualified to properly execute the duties of an outside director from the standpoint of strengthening collaboration with the Benesse Group.

4) Retiring Director

Name	Current Title
Kazunari Matoba	Chairman

2. Selection of Candidates for Appointment as Audit & Supervisory Board Members and Retiring Audit & Supervisory Board Member

1) Purpose

These changes are intended to build stronger corporate governance by further increasing the transparency of management and strengthening the management oversight function.

2) New Audit & Supervisory Board Member Candidates

Name	New Title	Current Position
Yukio Takami	Audit & Supervisory Board Member	Nishigomi and Takami Law Offices
Naoto Saito	Audit & Supervisory Board Member	Group Controller, Benesse

		Holdings, Inc. Director, Benesse Corporation
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Notes:

1. Mr. Takami and Mr. Saito are expected to be formally appointed as Audit & Supervisory Board members by approval of the 32nd Ordinary General Meeting of Shareholders to be held on May 27, 2015.
2. Mr. Takami and Mr. Saito are candidates for appointment as outside Audit & Supervisory Board members.

3) Reasons for Selection

Mr. Takami has broad experience in corporate law and other areas as a lawyer, and deep insight from his professional perspective.

Mr. Saito has requisite managerial knowledge and skills related to management through his experience as a director in the Benesse Group and his work at Benesse Corporation.

For these reasons, TIEI believes that these candidates are qualified to properly execute the duties of an outside Audit & Supervisory Board member of TIEI.

4) Retiring Audit & Supervisory Board Members

Name	Current Title
Kazuyoshi Yonebayashi	Audit & Supervisory Board Member (outside)
Kimie Sakuragi	Audit & Supervisory Board Member (outside)

For reference: Profiles of Candidates for Director and Candidates for Audit & Supervisory Board Member

◆Shinsuke Tsuboi

Born in 1967	
April 1990	Joined Daiwa Asset Management Co. Ltd.
Oct. 1993	Japan Equity Fund Manager, Daiwa Asset Management Co. Ltd.
Aug. 1997	Joined Hayashibara Co., Ltd.
Nov. 1999	Joined Benesse Corporation (now Benesse Holdings, Inc.)
April 2005	Director and General Manager of Staff Division, Aviva Co., Ltd.
June 2007	Corporate Auditor, Shinken-Ad Co., Ltd.
Feb. 2009	Director, Tokyo Educational Institute Co., Ltd. (current position)
Oct. 2009	Director and General Manager of Group Finance, Benesse Holdings Inc.
June 2010	Outside Director, UP Inc. (current position)
June 2010	Corporate Auditor, Ochanomizu Seminar Co., Ltd.
April 2014	Audit & Supervisory Board Member, Classi Corporation (current position)
April 2014	General Manager of Finance and IR, Benesse Holdings, Inc.
June 2014	Representative Director, Berlitz Okayama Language Center (current position)
Nov. 2014	General Manager of Finance, Benesse Holdings, Inc. (current position)
Jan. 2015	Audit & Supervisory Board Member, Benesse InfoShell Co., Ltd. (current position)

◆Yukio Takami

Born in 1955	
April 1984	Registered as attorney (Dai-Ichi Tokyo Bar Association)
April 1984	Joined Narutomi Sogo Law Office
April 2001	Established Nishigomi & Takami Law Office
April 2007	Vice Chairman, Dai-Ichi Tokyo Bar Association
April 2011	Director (non-executive), Radiopress, Inc. (current position)
June 2013	Outside Corporate Auditor, DM Solutions Co., Ltd. (current position)

◆Naoto Saito

Born in 1963	
April 1986	Joined Fukutake Publishing Co., Ltd. (now Benesse Holdings, Inc.)
June 2001	Corporate Auditor, Person's Co., Ltd.
Oct. 2001	Corporate Auditor, Benesse En-Famille Inc.
Mar. 2002	Corporate Auditor, Berlitz Japan, Inc.
June 2002	Corporate Auditor, B.C. ESTATE Co., Ltd.
May 2004	Corporate Auditor, Benesse Business Service Co., Ltd.
July 2004	Corporate Auditor, Benesse Korea Co., Ltd.
Nov. 2005	Technical Committee Member, Business Accounting Council, Financial Services Agency
Jan. 2006	Corporate Auditor, Benesse Educational Research & Development Center
April 2007	Executive Officer and General Manager of Accounting, Benesse Corporation
May 2007	Director, Benesse Style Care Co., Ltd. (current position)
Aug. 2007	Auditor, Benesse Corporation China
May 2008	Corporate Auditor, Simul International, Inc.
Oct. 2009	Group Controller, Benesse Holdings, Inc. (current position)
Jan. 2010	General Manager of Accounting Division, Benesse Corporation
April 2012	Director and General Manager of Accounting Division, Benesse Corporation
Mar. 2015	Director, Berlitz Japan, Inc. (current position)
April 2015	Director, Benesse Corporation (current position)