



*Important Notice*  
The Depository Trust Company

<b>B #:</b>	0469-14
<b>Date:</b>	March 24, 2014
<b>To:</b>	All Participants
<b>Category:</b>	Dividends
<b>From:</b>	International Services
<b>Attention:</b>	Operations, Reorg & Dividend Managers, Partners & Cashiers
<b>Subject:</b>	<b><u>Tax Relief</u></b> – Country: Japan <b><u>BENESSE HOLDINGS INC.</u></b> CUSIP: 081794109 <b><u>Record Date: 03/28/2014</u></b> <b><u>Payable Date: TBA</u></b> <b><u>EDS Cut-Off: 04/21/2014 8:00 P.M. (EST)</u></b>

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or Tax Relief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult the PTS or PBS function TAXI or TaxInfo<sup>SM</sup> respectively before certifying their elections over PTS or PBS.

**Important:** Prior to certifying tax withholding elections, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TAXI or TaxInfo<sup>SM</sup> in PTS or PBS respectively.

Questions regarding this Important Notice may be directed to GlobeTax 212-747-9100.

**Important Legal Information:** *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

*To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

Non-Confidential

**BENESSE HOLDINGS INC.** has announced a cash dividend. Deutsche Bank Trust Company Americas acts as a Depositary for the company's American Depositary Receipt ("ADR") program.

Participants can use DTCC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or Tax Relief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate. Use of EDS will permit entitlement amounts to be paid through DTCC.

As outlined in the Eligibility Matrix below, all qualifying holders will have the opportunity to receive their full treaty benefits on ADR pay date. All holders not eligible for EDS or not certified at the favorable or exempt withholding tax rates through EDS will receive the dividend net of the full Japanese statutory withholding tax rate of 15.315% with the possibility to reclaim through the standard long form process.

DIVIDEND EVENT DETAILS	
COUNTRY OF ISSUANCE	JAPAN
ISSUE	BENESSE HOLDINGS INC.
CUSIP#	081794109
DEPOSITARY	UNSPONSORED
DEPOSITARY RECEIPT RECORD DATE	3/28/2014
DEPOSITARY RECEIPT PAY DATE	TBA
DEPOSITARY RECEIPT GROSS DIVIDEND RATE ON PAY DATE	TBA
ORD GROSS DIVIDEND RATE ON PAY DATE	TBA
RATIO	TBA
RATE OF TAX WITHHOLDING	15.315% (5.0% additional local tax for Japanese individual residents only)

CHARGES & DEADLINES					
FILING METHOD	BATCH	PAYMENT METHOD	DEPOSITARY SERVICE CHARGE	MINIMUM SERVICE CHARGE PER BENEFICIAL OWNER	DOCUMENTATION DEADLINE
RELIEF AT SOURCE	PAYMENT ON PAY DATE	EDS	15% & 15.315% - UP TO \$0.004 per ADR	\$0	April 21, 2014; 8:00 P.M. EST
			10% & 12.5% - UP TO \$0.006 per ADR		
			0% - UP TO \$0.0075 per ADR		
LONG FORM	POST-EDS PROCESS; ONGOING	CHECK	UP TO \$0.01 per ADR	\$25 TAX RELIEF FEE AND UP TO 40,000 JPY CUSTODIAL FEE.	UP TO 5 YEARS FROM ADR RECORD DATE

## ELIGIBILITY MATRIX – COUNTRY OF RESIDENCE

RATE DESCRIPTION	FILING METHOD	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED
<b>EXEMPT – 0%</b>	RELIEF AT SOURCE	20.42%	PENSIONS – NETHERLANDS, SWITZERLAND, UNITED KINGDOM, UNITED STATES  ZAMBIA  WORLD EXEMPTS	1. APPENDIX A (ESP GENERATED) 2. IRS W-9 / IRS W-8BEN ON FILE
<b>FAVORABLE – 10%</b>	RELIEF AT SOURCE	10.42%	AUSTRALIA, BRUNEI, CHINA, FRANCE, HONG KONG, HUNGARY, INDIA, KUWAIT, NETHERLANDS, PAKISTAN, POLAND, ROMANIA, SAUDI ARABIA, SWITZERLAND, UNITED KINGDOM, UNITED STATES, VIETNAM	1. APPENDIX A (ESP GENERATED) 2. IRS W-9 / IRS W-8BEN ON FILE
<b>FAVORABLE – 12.5%</b>	RELIEF AT SOURCE	7.92%	BRAZIL	1. APPENDIX A (ESP GENERATED) 2. IRS W-8BEN ON FILE
<b>FAVORABLE – 15%</b>	RELIEF AT SOURCE	5.42%	ARMENIA, AZERBAIJAN, BANGLADESH, BELARUS, BELGIUM, BULGARIA, CANADA, CZECH REPUBLIC, DENMARK, EGYPT, FINLAND, GEORGIA, GERMANY, INDONESIA, IRELAND, ISRAEL, ITALY, KAZAKHSTAN, KOREA, REPUBLIC OF, KYRGYZSTAN, LUXEMBOURG, MALAYSIA, MEXICO, MOLDOVA, NEW ZEALAND, NORWAY, PHILIPPINES, RUSSIA, SINGAPORE, SLOVAK REPUBLIC, SOUTH AFRICA, SPAIN, SWEDEN, TAJIKISTAN, TURKEY, TURKMENISTAN, UKRAINE, UZBEKISTAN	1. APPENDIX A (ESP GENERATED) 2. IRS W-8BEN ON FILE
<b>15.315%</b>	RELIEF AT SOURCE	5.105%	ALL BENEFICIARIES <b>EXCEPT</b> JAPANESE INDIVIDUAL RESIDENTS, LARGE SHAREHOLDERS, TREATY ELIGIBLE PENSIONS & TREATY ELIGIBLE HOLDERS.	NO DOCUMENTATION OR ESP SUBMISSION REQUIRED
<b>20.315%</b>	RELIEF AT SOURCE	0.105%	JAPANESE INDIVIDUAL RESIDENTS	1. APPENDIX A (ESP GENERATED)
<b>UNFAVORABLE - 20.42%</b>	RELIEF AT SOURCE	0%	LARGE SHAREHOLDERS THAT HOLD 3% OR MORE OF THE OUTSTANDING SHARES EXCLUDING FOREIGN/(JAPANESE) & DOMESTIC CORPORATE LARGE SHAREHOLDERS FOR DIVIDEND INCOME	1. APPENDIX A (ESP GENERATED)

**NOTE:** IRS FORM W9 and IRS FORM W8-BEN must be retained by the DTCC Participant for production upon request at any time or from time to time. Please note that the Japanese Tax Office has the legal authority to audit claims filed for a period of seven years so it is the DTCC Participant's responsibility to ensure that your document retention policies for US withholding tax documentation are adequate to support potential audits from the Japanese Tax Office.

## ELIGIBILITY MATRIX – INVESTOR TYPE

INVESTOR	RESIDENCY	TYPE	CONDITIONS	AUDIT DOCUMENTATION
<b>INDIVIDUAL</b>	U.S.	CERTIFIED PERSON	A COMPLETE AND VALID U.S. ADDRESS*	FORM W-9
	NON-U.S.	CERTIFIED PERSON	RESIDES IN A JURISDICTION THAT HAS A TREATY WITH JAPAN AND DOES NOT HAVE A PERMANENT ADDRESS IN JAPAN	FORM W-8BEN
<b>CORPORATION</b>	U.S.	S-CORP/C-CORP	A COMPLETE AND VALID U.S. ADDRESS*	FORM W-9
		LLC	DISREGARDED ENTITY, DISREGARDED INTO A US INDIVIDUAL OR OTHER BODY OF PERSONS THAT ARE ENTITLED TO CLAIM TREATY BENEFITS AND ELECTED TO BE TREATED AS A S OR C CORP THAT HAS A COMPLETE AND VALID US ADDRESS	
	NON-U.S.	CERTIFIED CORP	RESIDES IN A JURISDICTION THAT HAS A TREATY WITH JAPAN AND DOES NOT HAVE A PERMANENT ADDRESS IN JAPAN	FORM W-8BEN
<b>TRUST</b>	U.S.	COMPLEX	COMPRISED OF U.S. INDIVIDUALS OR OTHER BODY OF PERSONS THAT ARE ENTITLED TO CLAIM TREATY BENEFITS	FORM W-9
		GRANTOR	GRANTOR IS A U.S. INDIVIDUAL OR OTHER BODY OF PERSONS THAT ARE ENTITLED TO CLAIM TREATY BENEFITS	
		SIMPLE	BENEFICIARIES ARE U.S. OR OTHER BODY OF PERSONS THAT ARE ENTITLED TO CLAIM TREATY BENEFITS	
<b>RIC, REIT &amp; REMIC</b>	U.S.	N/A	A COMPLETE AND VALID U.S. ADDRESS*	FORM W-9, PROSPECTUS OR ANY LEGAL ANCILLARY DOCUMENT
<b>NON-PROFIT</b>	U.S.	CHARITY, FOUNDATION	TAX EXEMPT ORGANIZATIONS THAT MEET 501(c) REQUIREMENTS	FORM W-9 OR ANY LEGAL ANCILLARY DOCUMENT
<b>GOVERNMENT</b>	U.S.	GOVERNMENT, STATE AND ANY POLITICAL SUBDIVISION OR LOCAL AUTHORITY	A COMPLETE AND VALID U.S. ADDRESS*	FORM W-9
<b>PENSION</b>	U.S.	SEE EXHIBIT 1	A COMPLETE AND VALID U.S. ADDRESS*	FORM W-9
<b>TRANSPARENT ENTITY</b>	U.S.	PARTNERSHIP AND SIMILAR VEHICLES	IF UNDERLYING MEMBERS OF FISCALLY TRANSPARENT ENTITY ARE U.S. RESIDENTS THEN ALL OF THE INTEREST INCOME WOULD BE ELIGIBLE FOR THE BENEFITS OF THE CONVENTION. ALTERNATIVELY, THE PORTION ATTRIBUTABLE TO ELIGIBLE U.S. RESIDENTS WOULD BE ELIGIBLE TO CLAIM TREATY BENEFITS	FORM W-9

**NOTE:** The definition of a “Valid U.S. Address” is a U.S. address:

- that is not a PO Box; AND
- that is not in a U.S. Territory or Protectorate State; AND
- is supported by the receipt of an IRS Form W9 prior to January 1 of the year in which the dividend payment occurred; AND
- the IRS Form W9 has not been revoked by the resident due to change in tax residence; AND
- the DTCC Participant has no indication of a secondary residence and/or address in Japan

## DESCRIPTION OF VARIOUS DOCUMENTATION

DOCUMENT NAME	DESCRIPTION	RECLAIM PROCESS	ORIGINAL / COPY	SIGNATURE REQUIREMENT
<b>APPENDIX A (COVER LETTER)</b>	LISTING OF BENEFICIAL OWNERS AND/OR JAPANESE INDIVIDUAL RESIDENTS GENERATED BY ESP.	AT SOURCE & LONG FORM	ORIGINAL	DTCC PARTICIPANT
<b>IRS FORM W-9</b>	SELF CERTIFICATION OF US TAXPAYER INFORMATION - RECEIVED PRIOR TO JANUARY 1 OF THE YEAR IN WHICH THE DIVIDEND IS PAID; AND - HAS NOT BEEN REVOKED BY THE US RESIDENT DUE TO CHANGE OF TAX RESIDENCE; AND	AT SOURCE	COPY – <b>ONLY UPON AUDIT</b>	BENEFICIAL OWNER
<b>IRS FORM W-8BEN</b>	SELF CERTIFICATION OF FOREIGN TAXPAYER INFORMATION	AT SOURCE	COPY – <b>ONLY UPON AUDIT</b>	BENEFICIAL OWNER
<b>IRS FORM 6166</b>	ISSUED BY THE INTERNAL REVENUE SERVICE, STATING THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER. IT MUST BE DATED WITHIN <b>8 MONTHS</b> FOR LONG FORM. CANNOT BE CERTIFIED FOR ANY OTHER COUNTRY.	LONG FORM	ORIGINAL	IRS REPRESENTATIVE
<b>JAPAN FORM 17</b>	ATTACHMENT FORM FOR LIMITATION OF BENEFITS ARTICLE	LONG FORM	ORIGINAL	BENEFICIAL OWNER
<b>JAPAN FORM 16</b>	LIST OF UNDERLYING MEMBERS OR PARTNERS OF TRANSPARENT ENTITY	LONG FORM	ORIGINAL	BENEFICIAL OWNER
<b>LIMITED POWER OF ATTORNEY</b>	IF THE POA IS SIGNED BY THE BROKER, TRUST AGREEMENT OR NOTARIZED LIMITED POA MUST ALSO BE SUBMITTED	LONG FORM	COPY	DTCC PARTICIPANT
<b>APPENDIX B (POWER OF ATTORNEY)</b>	SIGNED BY BENEFICIAL OWNER APPOINTING DEPOSITARY ON BENEFICIAL OWNER'S LETTERHEAD	LONG FORM	ORIGINAL	BENEFICIAL OWNER
<b>APPENDIX C</b>	CERTIFICATE OF RESIDENCE FOR UK PENSIONS	LONG FORM	ORIGINAL	UK TAX AUTHORITY
<b>PENSION DECLARATION</b>	LETTER CERTIFYING 50% OF PARTICIPANTS IN PLAN ARE RESIDENTS OF THE TREATY COUNTRY. FORM DATA FISCAL YEAR MUST BE WITHIN ONE YEAR PRIOR TO THE INCOME EVENTS ORD RECORD DATE.	LONG FORM	COPY	BENEFICIAL OWNER
<b>PROOF OF PAYMENT</b>	DOCUMENT CERTIFYING PAYMENT HAS BEEN CREDITED TO THE PENSIONS FUNDS ACCOUNT.	LONG FORM	ORIGINAL	DTCC PARTICIPANT

## CONTACT DETAILS

PRIMARY CONTACT	JONATHAN STAAKE
DOMESTIC PHONE (U.S.)	1-800-876-0959
DOMESTIC FAX (U.S.)	1-866-888-1120
INTERNATIONAL PHONE	1-212-747-9100
INTERNATIONAL FAX	1-212-747-0029
EMAIL ADDRESS	JONATHAN_STAAKE@GLOBETAX.COM
COMPANY	DEUTSCHE BANK TRUST COMPANY AMERICAS / GLOBETAX
STREET ADDRESS	90 BROAD STREET, 16TH FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	RITA PATEL SHERELLE ISAACS

Deutsche Bank Trust Company Americas, offers ESP powered by GlobeTax, an electronic withholding tax submission system. This system allows for the secure and simplified transfer of beneficial owner level data from the Participant to Deutsche Bank Trust Company Americas and creates applicable documentation on the Participants behalf.

Submit the data online through the web site below, print out the document on letterhead, sign, and mail to Deutsche Bank Trust Company Americas / GlobeTax.

These claims should be submitted through the following web site. (Requires a one-time registration)

<https://ESP.GlobeTax.com>

Please contact Jonathan Staake at 212-747-9100 if you have any questions about this process.

## FREQUENTLY ASKED QUESTIONS (FAQs)

### AT SOURCE QUESTIONS

WHAT INFORMATION DOES THE BENEFICIARY NEED TO DISCLOSE IN ORDER TO RECEIVE FAVORABLE TAX TREATMENT?	NAME, ADDRESS, COUNTRY OF RESIDENCE, AND SHARE POSITION. A TAX ID NUMBER IS ONLY REQUIRED FOR U.S. RESIDENTS.
DO SHAREHOLDERS REQUESTING 15.315% WITHHOLDING NEED TO DISLOSE INFORMATION?	NO, DISCLOSURE ONLY APPLIES TO SHAREHOLDERS FILING FOR 10%, 12.5%, 15%, 20.315% & 20.42% WITHHOLDING RATES.
WILL HOLDERS WISHING TO BENEFIT FROM FAVORABLE TAX TREATMENT NEED TO FURNISH SUPPORTING DOCUMENTATION UP FRONT?	NO, BROKERS MUST STORE W-9 AND W-8BEN ON FILE IN CASE OF AN AUDIT.
DOES THE JAPANESE LAW REQUIRE A CERTIFICATION OF RESIDENCE (FORM 6166) TO PARTICIPATE IN THE RECLAIM PROCESS?	NO. THE LAW GOVERNING THE PROCESSING OF ADRS DOES NOT REQUIRE THE PRESENCE OR COLLECTION OF A CERTIFICATION OF RESIDENCE (FORM 6166) THOUGH PARTICIPANTS MAY BE REQUIRED TO PROVE THE ELIGIBILITY OF THE UNDERLYING INVESTORS. UPON REVIEW OF THE W-9 AND W-8BEN FORMS THE JAPANESE TAX OFFICE AGREED TO ACCEPT THESE AS PROOF OF ELIGIBILITY.
WILL A CERTIFICATE OF RESIDENCE (FORM 6166) BE REQUESTED DURING AN AUDIT?	THE JAPANES MINSITRY OF FINANCE RESERVES THE RIGHT TO REQUEST ANY OTHER DOCUMENTATION IT MAY NEED TO DETERMINE THE ELIGIBILITY OF THE INVESTOR. WE HAVE BEEN ADVISED THAT THE JAPANESE TAX OFFICE MAY REQUEST A CERTIFICATE OF RESIDENCE IN RARE CIRCUMSTANCES WHERE THE INFORMATION PROVIDED IS INCONSISTENT AND CANNOT BE CONFIRMED THROUGH THE PROVISION OF OTHER DOCUMENTS OR EXPLANATIONS.
WHO IS CONSIDERED A "LARGE SHAREHOLDER"?	INDIVIDUAL (NON-CORPORATE) INVESTORS WHO HOLD 3% OR MORE OF THE NUMBER OF OUTSTANDING SHARES FOR DIVIDEND INCOME FROM LISTED SHARES, NOW FALL UNDER THE "LARGE SHAREHOLDER" CATEGORY. THESE "LARGE SHAREHOLDERS" WILL NO LONGER BE ELIGIBLE FOR THE PREFERENTIAL TAX RATES AND THUS BE APPLIED THE 20.42% TAX RATE FOR DIVIDENDS PAID AFTER SEPTEMBER 30, 2011. PARTICIPANTS ARE REQUIRED TO DISCLOSE THE NAME AND ADDRESS OF THESE "LARGE SHAREHOLDERS" TO THE DEPOSITARY BY THE DEADLINE STATED WITHIN THIS NOTICE. CORPORATE ENTITIES (BOTH JAPANESE AND NON-JAPANESE) WHO HOLD 3% OR MORE OF THE NUMBER OF OUTSTANDING SHARES FOR DIVIDEND INCOME FROM LISTED SHARES ARE STILL ENTITLED TO THE PREFERENTIAL WITHHOLDING RATES AND ARE ELIGIBLE TO RECEIVE THE INCOME WITH A 15.315% WITHHOLDING RATE APPLIED OR MORE IF ELIGIBLE BASED ON THE TREATY BETWEEN THE INVESTORS COUNTRY OF RESIDENCE AND JAPAN. DIVIDEND INCOME FOR UNLISTED SHARES WILL CONTINUE TO BE WITHHELD AT THE 20.42% JAPANESE NATIONAL TAX RATE.

## LONG FORM QUESTIONS

CAN I SUBMIT A TRUST AGREEMENT IN LIEU OF A POA SIGNED BY THE BENEFICIAL OWNER?	YES, BUT A LIMITED POA SIGNED BY THE PARTICIPANT MUST BE ACCOMPANIED BY THE TRUST AGREEMENT
ARE FORM 6166S WITH IRS CODE RULING 81-100 ACCEPTED?	YES, WITH A TAX DETERMINATION LETTER & PENSION DECLARATION LETTER.
DOES THE BENEFICIARIES NAME ON THE FORM 6166 NEED TO MATCH THE POA?	YES, THE BENEFICIARIES NAME ON BOTH DOCUMENTS SHOULD BE IDENTICAL.
HOW LONG DOES IT TAKE FOR LONG FORM CLAIMS TO BE PAID?	WE ESTIMATE IT TAKES UP TO ONE YEAR FOR LONG FORM CLAIMS TO BE PAID
DOES THE LONG FORM PROCESS HAVE A MINIMUM POSITION REQUIREMENT PER BENEFICIAL OWNER?	YES, PLEASE CALL FOR MORE DETAILS.
WHAT IS THE STATUTE OF LIMITATIONS FOR FILING JAPANESE RECLAIMS?	IT IS 5 YEARS FROM ORDINARY PAY DATE. CLAIMS RECEIVED AFTER OUR SUBMISSION DEADLINE WILL BE FILED ON A BEST EFFORT BASIS.
WHAT IF THE BENEFICIAL OWER NAME AND/OR ADDRESS IS NOT CONSISTANT WITH THE OTHER DOCUMENTS?	PLEASE SEND A LETTER ON PARTICIPANT LETTERHEAD EXPLAINING THE DISCREPANCY AND BE SURE TO INCLUDE THE TAX ID NUMBER.
HOW OFTEN ARE LONG FORM CLAIMS FILED WITH THE JAPANESE CUSTODIANS?	DUE TO QUARTERLY FILING LIMITATIONS GLOBETAX FILES ON FEBRUARY 20TH, MAY 20TH, AUGUST 20TH & NOVEMBER 20TH OF EACH YEAR.
WILL DEUTSCHE BANK TRUST COMPANY AMERICAS / GLOBETAX ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL OWNERS?	DEUTSCHE BANK TRUST COMPANY AMERICAS / GLOBETAX ONLY ACCEPTS CLAIMS FILED BY THE DTCC PARTICIPANT WHO WAS HOLDING SECURITIES THROUGH DTCC AND ONLY TO THE EXTENT THAT DTCC HAS REPORTED THESE HOLDINGS TO US AS VALID RECORD DATE HOLDINGS. BENEFICIAL OWNERS ARE REQUIRED TO FILE THEIR CLAIMS THROUGH THE CUSTODY CHAIN TO THE DTCC PARTICIPANT OF RECORD. ALL CLAIMS NOT RECEIVED DIRECTLY FROM THE DTCC PARTICIPANT WILL BE RETURNED TO THE BENEFICIAL OWNER.
DO PENSION PLANS NEED TO DISCLOSE ANY UNDERLYING HOLDER INFORMATION FOR THE LONG FORM PROCESS?	YES, EFFECTIVE SEPTEMBER 1, 2012 PENSION PLANS WILL NEED TO DISCLOSE THE TOTAL NUMBER OF PARTICIPANTS, THE NUMBER OF TREATY ELIGIBLE PARTICIPANTS AND THE DATE OF FISCAL YEAR END.
IS THIS LONG FORM PROCESS FREE OF CHARGE?	NO. THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.01 PER DEPOSITARY RECEIPT FOR STANDARD LONG FORM RECLAIMS WITH A MINIMUM OF \$25.00. RECLAIMS RECEIVED POST DEADLINE CANNOT BE ASSURED AND MAY BE SUBJECT TO A PER BENEFICIARY FEE AS WELL AS OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO DEUTSCHE BANK TRUST COMPANY AMERICAS OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TAX AUTHORITIES. IN ADDITION, CHARGES MAY APPLY TO ANY LONG FORM CLAIMS REJECTED OR NOT ACCEPTED BY THE CUSTODIAN. FEES PAID TO DEUTSCHE BANK TRUST COMPANY AMERICAS MAY BE SHARED WITH ITS AGENTS.



# APPENDIX A – COVER LETTER

## (DTCC Participant's Letterhead)

To: Deutsche Bank Trust Company Americas / GlobeTax  
90 Broad Street, 16th Floor  
New York, New York 10004-2205  
Phone: 1-800-876-0959 Fax: 1-866-888-1120  
Attn: Japan

### Re: Withholding Certification for **BENESSE HOLDINGS INC. ; CUSIP# 081794109**

I / We the undersigned \_\_\_\_\_ (Contact Name) \_\_\_\_\_ authorized representative of \_\_\_\_\_ (DTCC Participant Name) \_\_\_\_\_  
Holding shares at Cede & Co. under DTCC# \_\_\_\_\_ (DTCC PTS Number) \_\_\_\_\_ of **BENESSE HOLDINGS INC. ; CUSIP# 081794109**, request that  
the upcoming cash dividend payable to holders as of **3/28/2014**, receive their entitled tax reclaim.

Name of Beneficiary	Complete Address	Country of Residence	Tax ID#	# ADRs

**\*\*\* IF THERE ARE MORE THAN 7 BENEFICIAL HOLDERS, PLEASE CALL THE NUMBER ABOVE AND WE WILL SEND YOU A PRE-FORMATTED DISK.  
PLEASE RETURN THE DISK AND THE HARD COPY WITH THE REQUIRED AUTHORIZED SIGNATURES TO THE ADDRESS ABOVE.**

In consideration of the services provided by Deutsche Bank Trust Company Americas contemplated hereby and the assistance provided by the issuer of the shares underlying the ADRs (the "Issuer"), we agree to indemnify, defend, hold and save Deutsche Bank Trust Company Americas, the Issuer and their respective affiliates, and the respective directors, offices, agents and employees of Deutsche Bank Trust Company Americas, the Issuer and each of their affiliates from and against any and all costs, damages or liabilities (including, without limitation, tax payments, interest charges, penalties or other costs assessed by relevant tax and administrative authorities, and the reasonable fees and disbursements of counsel), and any of them, arising out of or relating to the information provided by the undersigned in, or in connection with, this document.

**Incorrect claims, elections and/or failure to retain documentation could result in fines and/or penalties.**

CONTACT INFO	
_____ TELEPHONE _____	_____ PRINT NAME OF SIGNATORY _____
FAX	POSITION OF SIGNATORY



## APPENDIX B – POWER OF ATTORNEY

### (Pension Fund's Letterhead)

Power of Attorney

**( Name of Pension Fund/IRA = the Undersigned)**, with address in **(City, State, Country)** hereby appoints Deutsche Bank Trust Company Americas ("Bank") and/or the Bank's designated standing proxy(ies) as its true and lawful attorney with full Power of Attorney to do all or any of the following acts with respect to the American Depository Receipts representing shares in **BENESSE HOLDINGS INC.** ("Securities") that the Bank holds in its safe custody on behalf of the Undersigned through a Participant in the Depository Trust Company .

- i) To sign and file required forms with competent tax authorities in order to secure any tax privileges and benefits such as tax reduction or tax-exemption at source.
- ii) To receive on behalf of the Undersigned tax repayments made by competent tax authorities as a result of lodging reclaim forms.
- iii) To perform any other act as may be necessary to execute the acts mentioned herein.

The Undersigned also authorizes the Bank and/or the Bank's designated standing proxy(ies) to submit this power of attorney or a photocopy of it to competent tax authorities.

### **(Name of the Pension Fund/IRA)**

**<Place and Date>**  
\_\_\_\_\_  
Place and Date

**<Signature of Officer of Beneficiary>**  
\_\_\_\_\_  
Authorized Signature(s)/Title(s)

In addition, the authorized representative:

Confirms that more than 50% of the beneficiaries, members or participants of the eligible pension fund were individual residents of the \_\_\_\_\_ or Japan as of the prior taxable period.

### **(Name of the Pension Fund/IRA)**

**<Place and Date>**  
\_\_\_\_\_  
Place and Date

**<Signature of Officer of Beneficiary>**  
\_\_\_\_\_  
Authorized Signature(s)/Title(s)

**APPENDIX C**

居 住 者 証 明 書  
**Certificate of Residence**

私は、届出者 \_\_\_\_\_

が、日本国と \_\_\_\_\_

との間の 租税条約第 \_\_\_\_\_ 条第 \_\_\_\_\_ 項 \_\_\_\_\_ に規定する居住者であることを証明します。

I hereby certify that (the applicant: \_\_\_\_\_  
is a resident under the provisions of the Income Tax Convention between Japan and the  
United Kingdom of Great Britain and Northern Ireland, Article 22, para. 2 (e).

年月日 \_\_\_\_\_

Date \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

署 名 \_\_\_\_\_

Signature \_\_\_\_\_

官 印  
Official Stamp



## EXHIBIT 1

<b>TREATY ELIGIBLE PENSIONS</b>		
COUNTRY OF PENSION FUND	DESCRIPTION	QUALIFYING PLANS
<b>UNITED STATES</b>	<p>APPLIES TO A BENEFICIAL OWNER OF THE ADRS THAT:</p> <p>1) IS NOT ENGAGED IN A TRADE OR BUSINESS IN JAPAN THROUGH A PERMANENT ESTABLISHMENT SITUATED IN JAPAN, WITHIN THE MEANING OF THE U.S. DOUBLE TAXATION TREATY WITH JAPAN</p> <p>2) IS A QUALIFYING "PENSION FUND" AS DEFINED ON PAGE 11 OF THE TECHNICAL EXPLANATION OF THE NEW TAX TREATY BETWEEN THE U.S. AND JAPAN, PUBLISHED BY THE U.S. DEPARTMENT OF TREASURY</p> <p>3) IS ABLE TO CERTIFY THAT MORE THAN 50 % OF THE BENEFICIARIES, MEMBERS OR PARTICIPANTS OF THE ELIGIBLE PENSION FUND WERE INDIVIDUAL RESIDENTS OF THE U.S. OR JAPAN AS OF THE PRIOR TAXABLE PERIOD.</p>	<ul style="list-style-type: none"> <li>- QUALIFIED PLANS UNDER SECTION 401(A)</li> <li>- INDIVIDUAL RETIREMENT PLANS (INCLUDING THOSE THAT ARE A PART OF A SIMPLIFIED EMPLOYEE PENSION PLAN THAT SATISFIES 408(K))</li> <li>- INDIVIDUAL RETIREMENT ACCOUNTS, INDIVIDUAL RETIREMENT ANNUITIES, SECTION 408(P) ACCOUNTS</li> <li>- ROTH IRAS UNDER SECTION 408 A</li> <li>- SECTION 457 GOVERNMENTAL PLANS</li> <li>- SECTION 403(A) QUALIFIED ANNUITY PLANS</li> <li>- SECTION 403(B) PLANS</li> <li>- SECTION 401(K) PLANS QUALIFY AS PENSION FUNDS BECAUSE A 401(K) PLAN IS A TYPE OF 401(A) PLAN.</li> <li>- ANY OTHER FUND IDENTICAL OR SUBSTANTIALLY SIMILAR TO THE FOREGOING SCHEMES THAT ARE ESTABLISHED PURSUANT TO LEGISLATION INTRODUCED AFTER THE DATE OF SIGNATURE OF THE CONVENTION.</li> </ul>
<b>UNITED KINGDOM</b>	<p>APPLIES TO A BENEFICIAL OWNER OF THE ADRS THAT:</p> <p>1) IS NOT ENGAGED IN A TRADE OR BUSINESS IN JAPAN THROUGH A PERMANENT ESTABLISHMENT SITUATED IN JAPAN, WITHIN THE MEANING OF THE U.K. DOUBLE TAXATION TREATY WITH JAPAN,</p> <p>2) IS A QUALIFYING "PENSION FUND" AS DEFINED BY ARTICLE 22, PARAGRAPH 2(E) OF THE INCOME TAX CONVENTION BETWEEN JAPAN AND THE UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND, PUBLISHED BY THE MINISTRY OF FINANCE JAPAN</p> <p>3) IS ABLE TO CERTIFY THAT MORE THAN 50 % OF THE BENEFICIARIES, MEMBERS OR PARTICIPANTS OF THE ELIGIBLE PENSION FUND WERE INDIVIDUAL RESIDENTS OF THE U.K. OR JAPAN AS OF THE PRIOR TAXABLE PERIOD.</p>	
<b>SWITZERLAND</b>	<p>APPLIES TO A BENEFICIAL OWNER OF THE ADRS THAT:</p> <p>1) IS NOT ENGAGED IN A TRADE OR BUSINESS IN JAPAN THROUGH A PERMANENT ESTABLISHMENT SITUATED IN JAPAN, WITHIN THE MEANING OF SWITZERLAND DOUBLE TAXATION TREATY WITH JAPAN,</p> <p>2) IS A QUALIFYING "PENSION FUND" AS DEFINED BY ARTICLE 22A, PARAGRAPH 2(E) OF THE INCOME TAX CONVENTION BETWEEN JAPAN AND SWITZERLAND, PUBLISHED BY THE MINISTRY OF FINANCE JAPAN</p> <p>3) IS ABLE TO CERTIFY THAT MORE THAN 50 % OF THE BENEFICIARIES, MEMBERS OR PARTICIPANTS OF THE ELIGIBLE PENSION FUND WERE INDIVIDUAL RESIDENTS OF SWITZERLAND OR JAPAN AS OF THE PRIOR TAXABLE PERIOD.</p>	
<b>NETHERLANDS</b>	<p>APPLIES TO A BENEFICIAL OWNER OF THE ADRS THAT:</p> <p>1) IS NOT ENGAGED IN A TRADE OR BUSINESS IN JAPAN THROUGH A PERMANENT ESTABLISHMENT SITUATED IN JAPAN, WITHIN THE MEANING OF THE NETHERLANDS DOUBLE TAXATION TREATY WITH JAPAN,</p> <p>2) IS A QUALIFYING "PENSION FUND" AS DEFINED BY ARTICLE 21, PARAGRAPH 2(D) OF THE INCOME TAX CONVENTION BETWEEN JAPAN AND THE NETHERLANDS PUBLISHED BY THE MINISTRY OF FINANCE JAPAN</p> <p>3) IS ABLE TO CERTIFY THAT MORE THAT 50 % OF THE BENEFICIARIES, MEMBERS OR PARTICIPANTS OF THE ELIGIBLE PENSION FUND WERE INDIVIDUAL RESIDENTS OF THE NETHERLANDS OR JAPAN AS OF THE PRIOR TAXABLE PERIOD.</p>	