

The summary of the Agenda in English is provided solely for information purposes. Should there be any discrepancies between the summary and the original Agenda in Japanese, the latter shall prevail.

June 4, 2013

Dear Institutional Investors

NISSIN FOODS HOLDINGS CO., LTD.

Notice of the 65th Ordinary General Meeting of Shareholders

The Shareholders' Meeting of NISSIN FOODS HOLDINGS CO., LTD. will be held on Wednesday, June 26, 2013. Although we already sent the Notice of Convocation to our shareholders, we understand the overseas proxy process can be complicated, and therefore, we would like to present a brief summary of the Agenda to be approved along with relevant reference materials. We hope this reference will be useful in your decision-making. Please use the prescribed procedures you have determined for carrying out the proxy procedures.

Furthermore, we are participating in the electronic proxy voting platform provided by ICJ for the convenience of shareholders. It allows overseas shareholders to vote through a system similar to that used in the United States, and we would be pleased if you could make use of it.

Along with our continuous efforts to increase shareholder value and to further strengthen corporate governance and IR activities, we would like to convey information to shareholders regarding the progress being made by management and the structure of the company in a timely manner. Your ongoing understanding and support is greatly appreciated.

Agenda to be Resolved

1. Appropriation of retained earnings

With a final dividend payout of JPY 35 (totaling JPY 3,856,711,250), this year's total dividend will be JPY 75, including the interim dividend of JPY 40. That will make the payout ratio 43.8%, based on consolidated earnings.

We will endeavor to maintain stable dividends to shareholders in the future by aiming to have a payout ratio of around 40%, based on consolidated earnings.

2. Election of eleven directors

There are eleven candidates for directors, including Mr. Koki Ando who is the current President and Representative Director. Outside director candidates are Ms. Yoko Ishikura, Mr. Ken Kobayashi and Mr. Masahiro Okafuji, who are current outside directors.

Ms. Yoko Ishikura is believed to be a suitable outside director as she will bring the views of an outside

expert into management and has been recognized for her many years of experience as an expert on international corporate strategy. Although she does not have any direct management experience, she is well-versed in corporate management due to many years of experience in areas such as international politics and economics, and international corporate strategy.

Mr. Ken Kobayashi and Mr. Masahiro Okafuji are the President of Mitsubishi Corporation and the President of ITOCHU Corporation respectively, and it is believed that they are suitable outside directors as they will bring outside views into management and have been recognized for their management acumen and track records in other companies.

Brief profiles of the independent outside director candidates are shown in Appendix 1.

3. Election of one statutory auditor

The terms of Mr. Kazuo Kanamori, a current statutory auditor, will end and this proposal calls for the reappointment of Mr. Kazuo Kanamori.

Brief profile of Mr. Kazuo Kanamori, an independent outside statutory auditor candidate, is shown in Appendix 2.

4. Renewal of the Counter-Measures to the Large-Scale Acquisition of the Company's Shares (Takeover Defense Measures)

The resolution to introduce the "Counter-Measures to the Large-Scale Acquisition of the Company's Shares (Takeover Defense Measures)" was approved by our board meeting held on April 23, 2007 subject to shareholder approval, and this Takeover Defense Measures were approved by a large majority of shareholders in the 59th Ordinary General Meeting of Shareholders held on June 28, 2007. Also, a resolution to renew this Takeover Defense Measures, subject to shareholders approval, was approved by our board meeting held on May 21, 2010, and the renewal of the Takeover Defense Measures was approved by a large majority of shareholders in the 62nd Ordinary General Meeting of Shareholders held on June 29, 2010 (hereinafter referred to the Takeover Defense Measures after this renewal as the "Old Plan"). The Old Plan will expire at the conclusion of the 65th Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2013 and therefore we ask for your approval of their renewal (hereinafter referred to the Takeover Defense Measures after this renewal as the "New Plan"). In the renewal, we have made some changes and fixes, etc. to certain wordings but we have not made any changes to the basic scheme.

The New Plan do not harm the interests of shareholders as they are in place in preparation for cases which have a serious impact on the Company's corporate value and the common interests of shareholders, and we ask for your understanding and support concerning this matter.




Please also refer to our website which contains information for investors, such as financial information and Annual Reports.

URL: <http://www.nissinfoods-holdings.co.jp/english/>

Your continued understanding and support is appreciated.


Profiles of Outside Director Candidates

* Candidate Number refers to the number shown in the original “Notice of the 65th Ordinary General Meeting of Shareholders”, which shows all eleven Director Candidates.

Candidate Number	Name (Date of Birth)	Brief History, Position and Other Key Posts Held Concurrently	Number of the Company's Shares Held
9	Ken Kobayashi (February 14, 1949) 	<p>July 1971 Joined Mitsubishi Corporation</p> <p>April 2003 Appointed as Senior Vice President, General Manager, Singapore Branch of Mitsubishi Corporation</p> <p>June 2004 Appointed as Senior Vice President, Division COO, Plant Project Div. of Mitsubishi Corporation</p> <p>April 2006 Appointed as Senior Vice President, Division COO, Ship, Aerospace & Transportation Systems Div. of Mitsubishi Corporation</p> <p>April 2007 Appointed as Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>June 2007 Appointed as Member of the Board, Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>June 2008 Retired as Member of the Board Appointed as Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>April 2010 Appointed as Senior Executive Vice President, Executive Assistant to President of Mitsubishi Corporation</p> <p>June 2010 Member of the Board, President of Mitsubishi Corporation (Current)</p> <p>June 2011 Appointed as Director of NISSIN FOODS HOLDINGS CO., LTD. (Current)</p> <p>(Status of Key Posts Held Concurrently) President and CEO, Mitsubishi Corporation</p>	2,072 shares
10	Masahiro Okafuji (December 12, 1949) 	<p>April 1974 Joined ITOCHU Corporation</p> <p>June 2002 Appointed as Executive Officer of ITOCHU Corporation</p> <p>April 2004 Appointed as Managing Executive Officer of ITOCHU Corporation</p> <p>June 2004 Appointed as Managing Director of ITOCHU Corporation</p> <p>April 2006 Appointed as Senior Managing Director of ITOCHU Corporation</p> <p>April 2009 Appointed as Executive Vice President of ITOCHU Corporation</p> <p>April 2010 Appointed as President of ITOCHU Corporation (Current)</p> <p>June 2011 Appointed as Director of NISSIN FOODS HOLDINGS CO., LTD. (Current)</p> <p>(Status of Key Posts Held Concurrently) President & Chief Executive Officer of ITOCHU Corporation</p>	2,072 shares
11	Yoko Ishikura (March 19, 1949) 	<p>July 1985 Joined Japanese Subsidiary of McKinsey & Company, Inc. and appointed as Manager</p> <p>April 2000 Professor, Graduate School of International Corporate Strategy, Hitotsubashi University</p> <p>April 2004 Appointed as Outside Director of Japan Post Service Co., Ltd. (Part-time)</p> <p>October 2005 Appointed as Vice President of the Science Council of Japan</p> <p>June 2006 Appointed as Director Mitsui O.S.K. Lines, Ltd.</p> <p>June 2010 Appointed as Director and Independent Officer of NISSIN FOODS HOLDINGS CO., LTD. (Current)</p> <p>Appointed as Director of Fujitsu Limited (Current)</p> <p>April 2011 Professor, Graduate School of Media Design, Keio University (Current)</p>	547 shares

* As Director candidate Ms. Yoko Ishikura is highly reputed with her name, the candidate name is shown as above, although her legal name is Ms. Yoko Kurita.

Profile of Outside Statutory Auditor Candidate

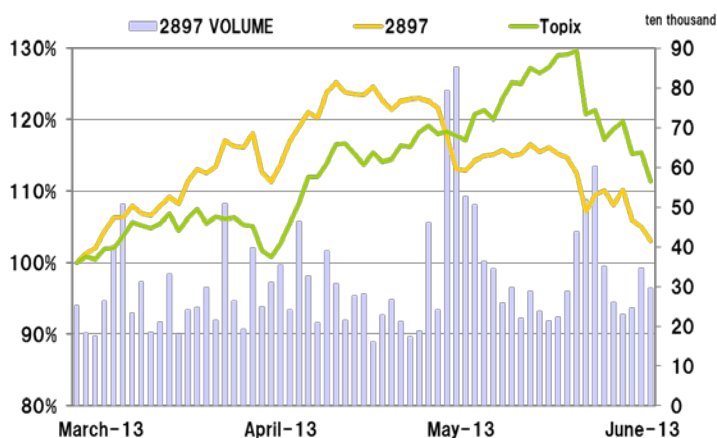
N a m e (Date of Birth)	Brief History, Position and Other Key Posts Held Concurrently	Number of the Company's Shares Held
<p>Kazuo Kanamori (August 8, 1949)</p> 	<p>April 1972 Joined the Fuji Bank, Limited.</p> <p>April 2002 Appointed as Corporate Officer and Director of Otemachi Sales 7th Division of Mizuho Corporate Bank, Ltd.</p> <p>March 2004 Appointed as Representative Director and Senior Managing Director of Nihonbashi Kogyo</p> <p>June 2006 Appointed as Managing Director of Fuyo General Lease Co., Ltd.</p> <p>April 2009 Appointed as Director of Fuyo General Lease Co., Ltd.</p> <p>June 2009 Appointed as full-time Statutory Auditor of NISSIN FOODS HOLDINGS CO., LTD. (Current)</p>	<p>949 shares</p>

End.

Share Information (June 3, 2013)

TSE1, OSE1: 2897
ISIN : JP3675600005

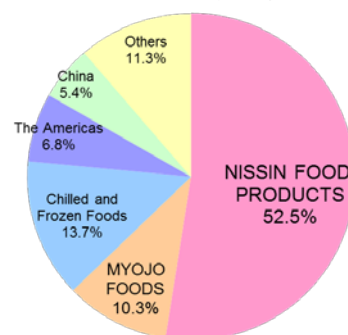
Closing Share Price	3,830
Traded Volume	294,800shares
Total Shares Issued	117.46 million shares
Market Capitalization	449,886 million yen



Company Profile

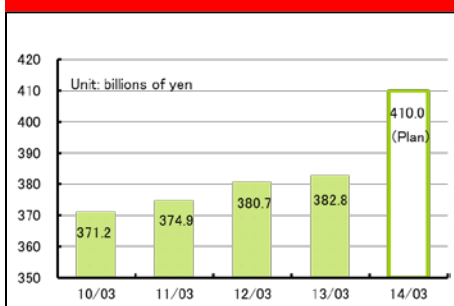
NISSIN FOODS HOLDINGS CO.,LTD.(TSE 1st Section, OSE 1st Section: 2897) is an industry pioneer that developed *Chicken Ramen*, the world's first instant ramen noodles and is a leading company in the manufacture and sale of instant noodles and cup-type noodles. The company has a dominant share in the domestic market for instant noodles. The company aims to become the number one brand in various areas with its technological innovation and marketing capabilities, and is actively expanding its business overseas. The company switched to a holding company organization in October 2008 to provide cross-sectional logistics support for 7 domestic operating companies including NISSIN FOOD PRODUCTS CO., LTD. and MYOJO FOODS CO., LTD. and 4 regions overseas such as The Americas, China, Asia and Europe.

Net sales: 382.8 bill. yen (Mar. 2013)

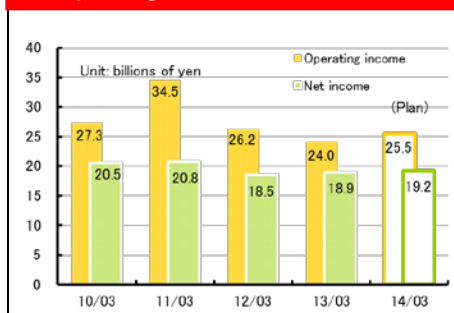


Key Financial Data

Net Sales



Operating Income and Net Income



Accounting period	Mar-2010	Mar-2011	Mar-2012	Mar-2013
Per Share (Unit: yen)				
Earnings per Share	177.02	187.56	167.97	171.12
Dividends per Share	60	70	75	75
Book Value per Share	2406.26	2454.67	2545.31	2782.25
Financial Position as of year end (Unit: millions of yen)				
Tangible Fixed Assets	109,278	125,882	126,360	133,787
Total Assets	408,410	409,748	414,717	446,132
Long-term Liabilities	48,371	44,498	37,194	33,296
Net Assets	271,951	277,595	286,657	315,026
R&D Expenses	3,806	4,081	4,384	4,320
Capital Expenditures	18,447	30,810	18,936	21,582
Other data				
Operating Income / Net Sales (%)	7.4	9.2	6.9	6.3
Net Income / Total Assets (%)	5.0	5.1	4.5	4.4

NISSIN FOODS HOLDINGS CO., LTD.
(<http://www.nissinfoods-holdings.co.jp/english/>)
28-1, 6-chome, Shinjuku, Shinjuku-ku, Tokyo 160-8524

IR Contact:
Corporate Communications Headquarters IR Office
Tel: 81-3-3205-5027 Fax: 81-3-3205-5179