

(Translation)

June 25, 2015

Dear Sirs and Madams,

Name of Company: NISSIN FOODS HOLDINGS CO., LTD.
Koki Ando
Name of Representative: President & CEO
(Representative Director)

(Code No. 2897; The First Section of the Tokyo Stock Exchange)

**Notice of the Results of the Counting of the Voting Rights
Exercised at the 67th Ordinary General Meeting of Shareholders**

Notice is hereby given of the results of the counting of the voting rights exercised at the 67th Ordinary General Meeting of Shareholders (the "Shareholders' Meeting") of NISSIN FOODS HOLDINGS CO., LTD. (the "Company") held on June 25, 2015, as described below.

First Item to Third Item on the Agenda were all approved and adopted by a large majority of the shareholders who had exercised their voting rights in advance or attended the Shareholders' Meeting.

Description

1. Agenda resolved:

First Item on the Agenda: Dividends of Retained Earnings

This item was approved and adopted as originally proposed.

(1) Matters related to assignment of assets to be distributed to shareholders and the total amount thereof:

Year-end dividend payout per share	35 yen
Total amount of payout	3,858,116,430 yen

(2) The date on which dividends of retained earnings become effective:

June 26, 2015

Annual dividend payout per share	75 yen
Consolidated payout ratio	44.7%

Second Item on the Agenda: Election of Thirteen (13) Directors

This item was approved and resolved as originally proposed.

Mr. Koki Ando, Mr. Susumu Nakagawa, Mr. Noritaka Ando, Mr. Akihide Matsuo, Mr. Tsunao Kijima, Mr. Mitsuru Tanaka, Mr. Yukio Yokoyama, Mr. Yoshinori Miura, Mr. Kiyotaka Ando, Mr. Ken Kobayashi, Mr. Masahiro Okafuji, and Ms. Yoko Ishikura were re-elected as directors and all assumed their offices.

Mr. Isao Karube was newly elected as director and assumed his office.

Third Item on the Agenda: Election of One (1) Audit & Supervisory Board Member

This item was approved and resolved as originally proposed.

Mr. Chisugi Mukai was newly elected as audit & supervisory board member and assumed his office.

- End of News Release -