

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities Code: 2897  
June 28, 2016

To our shareholders:

1-1, 4-chome, Nishinakajima, Yodogawa-ku, Osaka  
**NISSIN FOODS HOLDINGS CO., LTD.**  
Koki Ando, President & Representative Director, CEO

## **Notice of Resolutions at the 68th Ordinary General Meeting of Shareholders**

We hereby inform you that the following items were reported and resolved at the 68th Ordinary General Meeting of Shareholders of NISSIN FOODS HOLDINGS CO., LTD. (the “Company”) held on June 28, 2016.

### **Matters reported:**

- 1. Business Report, Consolidated Financial Statements, and Reports of Audit on the Consolidated Financial Statements by Financial Auditor and Audit & Supervisory Board for the 68th fiscal year from April 1, 2015 to March 31, 2016**
- 2. Non-consolidated Financial Statements for the 68th fiscal year from April 1, 2015 to March 31, 2016**

We reported on the content of the above-mentioned matters 1. and 2.

### **Matters resolved:**

#### **Proposal 1:**

#### **Appropriation of Surplus**

This proposal was approved and adopted as originally proposed. It was decided that the year-end dividend for the 68th fiscal year be ¥40 per share (total amount: ¥4,321,021,360, effective date of dividends of surplus: Wednesday, June 29, 2016). Annual dividend per share is ¥80 (consolidated payout ratio: 32.6%), combined with the interim dividend (¥40 per share).

#### **Proposal 2:**

#### **Election of Eight (8) Directors**

This proposal was approved and adopted as originally proposed. Seven (7) Directors, Koki Ando, Noritaka Ando, Yukio Yokoyama, Ken Kobayashi, Masahiro Okafuji, Yoko Ishikura, and Isao Karube were reelected and reassumed their offices, and one (1) Director, Masato Mizuno was newly elected and assumed his office.

#### **Proposal 3:**

#### **Election of One (1) Alternate Audit & Supervisory Board Member**

This proposal was approved and adopted as originally proposed. Kiyotaka Matsumiya was elected as an alternative Outside Audit & Supervisory Board Member.

#### **Proposal 4:**

#### **Revision of Remuneration for Outside Directors**

This proposal was approved and adopted as originally proposed.

#### **Proposal 5:**

#### **Renewal of the Countermeasures to the Large-Scale Acquisition of the Company's Shares (Takeover Defense Measures)**

This proposal was approved and adopted as originally proposed.

## Information on the Receipt of Dividends

### 1. Payment of Year-end Dividend

The annual dividend for the 68th fiscal year will be paid by each of the following payment methods. The enclosed “Dividend Statement” also serves as a “Note of Payment” to be prepared in accordance with the provisions of the Act on Special Measures Concerning Taxation, and shareholders can use this document as an attachment for their income tax return.

Different procedures are applied to shareholders who have selected the distribution of dividends in proportion to the number of shares held, and they are requested to contact their securities companies.

#### (1) Shareholders who will receive the payment with “Dividend Warrant”

Please confirm the enclosed “Year-end Dividend Warrant for the 68th fiscal year” and “Dividend Statement” as well as the payment method written on the reverse side of the dividend warrant, and collect your dividend at a nearby branch of Japan Post Bank or the savings counter at a post office.

Please consult with your securities company if you intend to change the payment method to a bank account transfer.

#### (2) Shareholders who have designated the bank account transfer

Shareholders who have designated the bank account transfer are requested to review the enclosed “Dividend Statement” and “About Your Account of Remittance.” Meanwhile, shareholders who have designated the distribution of dividends in proportion to the number of shares held are requested to review the enclosed “Dividend Statement” and “How to Receive Your Dividend.”

### 2. Contact Information for Inquiries about Procedures regarding Shares of the Company

#### (1) Shareholders holding an account with a securities company

Regarding shareholders’ procedure such as change of address or request for purchase, please contact the securities company with which you hold your account, as, in principle, these procedures are executed through your securities company.

#### (2) Shareholders without an account with a securities company (special account)

Please contact the following agencies. (If you request Mizuho Securities Co., Ltd. for additional purchase for shares less than one unit, it is required for you to send a remittance beforehand to the account which Mizuho Trust & Banking Co., Ltd. specifies.)

Regarding the procedures for issuing payment statement, please contact the following department of Mizuho Trust & Banking Co., Ltd.

##### (i) Inquiry

Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.

2-8-4, Izumi, Suginami-ku, Tokyo 168-8507

[Toll-free in Japan only] 0120-288-324 (9:00 a.m. to 5:00 p.m. on weekdays, except holidays)

##### (ii) Agencies where procedures can be completed:

Head office, branches across the nation, and Planet Booths (in-store booths at the branches of Mizuho Bank, Ltd.) of Mizuho Securities Co., Ltd.

Head office and branches across the nation of Mizuho Trust & Banking Co., Ltd.

##### (iii) Agencies where procedures for payment of dividends payable can be completed:

In addition to the above, head office and branches of Mizuho Bank, Ltd. (Mizuho Securities Co., Ltd. only relays the requests)