

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.

NOTICE OF THE 69TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Date and time:

Wednesday, June 28, 2017, at 10:00 a.m. (Reception desk opens at 9:00 a.m.)

Place:

Hotel New Otani Osaka, 2nd floor, the “Hō”

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight (8) Directors

Proposal 3: Election of One (1) Audit & Supervisory Board Member

Please bring this notice of convocation and voting card when coming to the venue.

NISSIN FOODS HOLDINGS CO., LTD.

EARTH FOOD CREATOR

The NISSIN FOODS Group explores various possibilities for food and creates dream-inspiring delicious tastes. We contribute to society and the earth by gratifying people everywhere with pleasures and delights food can provide.

The term “EARTH FOOD CREATOR” expresses our desire to contribute to the world and its people by creating food, the basis of all life.

Grains grown in the soil are the starting point for all food, and the mission of the NISSIN FOODS Group is to create and continue to produce food derived from the bounty of the Earth and its precious soil.

To our shareholders:

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

Notice of the 69th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 69th Ordinary General Meeting of Shareholders of NISSIN FOODS HOLDINGS CO., LTD. (the “Company”) to be held as stated below.

If you are unable to attend the meeting, you can exercise your voting rights in writing (by mail) or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter, and exercise your voting rights by either of the methods stated on the next page no later than 5:40 p.m. on Tuesday, June 27, 2017.

1. **Date and time:** Wednesday, June 28, 2017, at 10:00 a.m.
2. **Place:** Hotel New Otani Osaka, 2nd floor, the “Hō”
4-1, 1-chome, Shiromi, Chuo-ku, Osaka
3. **Agenda:**
 - Matters to be 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 69th fiscal year from April 1, 2016 to March 31, 2017
 2. Non-consolidated Financial Statements for the 69th fiscal year from April 1, 2016 to March 31, 2017
 - Matters to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Eight (8) Directors
 - Proposal 3:** Election of One (1) Audit & Supervisory Board Member

- To ensure that information is furnished in a timely manner, this Notice of the Ordinary General Meeting of Shareholders was disclosed on the Company’s website (refer to the URL below) before it was sent out.
- Because “Items Regarding Stock Acquisition Rights of the Company,” “Systems and Policy of the Company,” “Basic Policy on Control of the Company,” “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements,” which must be provided at the time of providing this Notice, are reported on the Company’s website (refer to the URL below), in accordance with the provisions of laws and regulations and Article 17 of the Company’s Articles of Incorporation, they are not provided in the attached documents to this Notice.
Consequently, the documents attached to this Notice consist of part of the Business Report, the Consolidated and Non-consolidated Financial Statements that were audited by the Financial Auditor and Audit & Supervisory Board Members in preparing audit reports.
- Any amendment to the Company’s Reference Documents for the General Meeting of Shareholders, the Business Report, and the Consolidated and Non-consolidated Financial Statements will be published on the Company’s website (refer to the URL below). The amendments in these documents will be available in Japanese only.

The Company’s website: <http://nissin.com/>

Methods of Exercise of Voting Rights

In case you attend the General Meeting of Shareholders

Please present the enclosed voting card to the receptionist.

Date and time: Wednesday, June 28, 2017, at 10:00 a.m.
Place: Hotel New Otani Osaka, 2nd floor, the “Hō”
4-1, 1-chome, Shiromi, Chuo-ku, Osaka

- A shareholder may exercise voting rights by designating one proxy who is another shareholder holding voting rights of the Company to attend the meeting. Please note, however, that the proxy will be required to present documentary proof of the proxy’s authority and documentation to confirm the shareholder who delegated the right (for example, enclosed voting card) to the receptionist on the day of the meeting.
- The reception will start at 9:00 a.m.
- Please bring this Notice of the Ordinary General Meeting of Shareholders to conserve resources on the day of the General Meeting of Shareholders.

In case you are not able to attend the General Meeting of Shareholders

Exercise of Voting Rights in Writing (by Mail)

Please indicate your approval or disapproval for each proposal on the enclosed voting card and return it to us by mail.

*Please use the “protective seal” enclosed with this Notice.

The deadline for exercising voting rights: The voting card should be arrived by 5:40 p.m. on Tuesday, June 27, 2017.

Exercise of Voting Rights via the Internet

Please refer to the “Guidance for Exercise of Voting Rights via the Internet” on the next page and indicate your approval or disapproval for each proposal.

The deadline for exercising voting rights: 5:40 p.m. on Tuesday, June 27, 2017

Guidance for Exercise of Voting Rights via the Internet

In lieu of voting by mail, it is possible to exercise your voting rights through the “voting right exercise website” designated by the Company (the URL below). For those interested, please log in using the “voting code” and “password” written on the right side of the enclosed voting card and follow the instructions on the screen to enter your vote.

To ensure security, you are requested to change the password when executing the first log-in.

Voting right exercise website: <http://www.it-soukai.com/>

1. Access the “voting right exercise website” and click on “次へすすむ” (“next”).
2. Enter “議決権行使コード” (the voting code) written on the right-hand side of the voting card and click on “次へ” (“next”).
3. Enter “パスワード” (the password) written on the right-hand side of the voting card and enter “新しいパスワード” (the new password) and click on “登録” (registration).

Indicate your approval or disapproval for each proposal by following the instructions displayed on the screen.

Although it has been confirmed that the “voting right exercise website” operates normally in the ordinary Internet-connected devices, you may experience some difficulties in accessing the website depending on the device you use.

Handling of your voting rights

- In the event of duplicate votes by the voting card and via the Internet, the Internet vote shall be treated as valid. In the event of more than one vote via the Internet, the most recent vote shall be treated as valid.
- Please note that any costs relating to connection to the Internet will be the burden of the shareholder.

Handling of your passwords

- Passwords are used to verify the identity of the person exercising rights as a shareholder. The Company’s staff will never ask you to disclose your password.
- Your passwords (including your chosen password) will only be valid for this General Meeting of Shareholders. A new password will be issued for the next General Meeting of Shareholders.
- The website will be locked if an incorrect password is entered after a certain number of tries. If the website is locked, please follow the instructions on the screen.

Contact Information for Inquiries

For inquiries, please contact the transfer agent, **Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.**

- (1) Dedicated line for inquiries on the operation of the “voting right exercise website”
[Toll-free in Japan only] 0120-768-524 (9:00 a.m. to 9:00 p.m. on weekdays)
- (2) Inquiries on share handling matters other than above
[Toll-free in Japan only] 0120-288-324 (9:00 a.m. to 5:00 p.m. on weekdays)

[Reference]

The electronic platform for exercising voting rights, which is operated by Investor Communications Japan Inc. (ICJ, Inc.), is available to institutional investors.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company constantly endeavors to increase the Group’s earning potential, recognizing growth in the corporate value and the provision of appropriate shareholder returns as the most important management priorities. Our basic policy is to provide continuous and stable returns to shareholders while taking consolidated business results and future capital requirements into consideration.

With respect to the use of internal reserves, we will provide for capital needs, such as capital investments, R&D spending, and M&A, for the purpose of further increasing corporate value, and will efficiently invest surplus funds with risks taken into account.

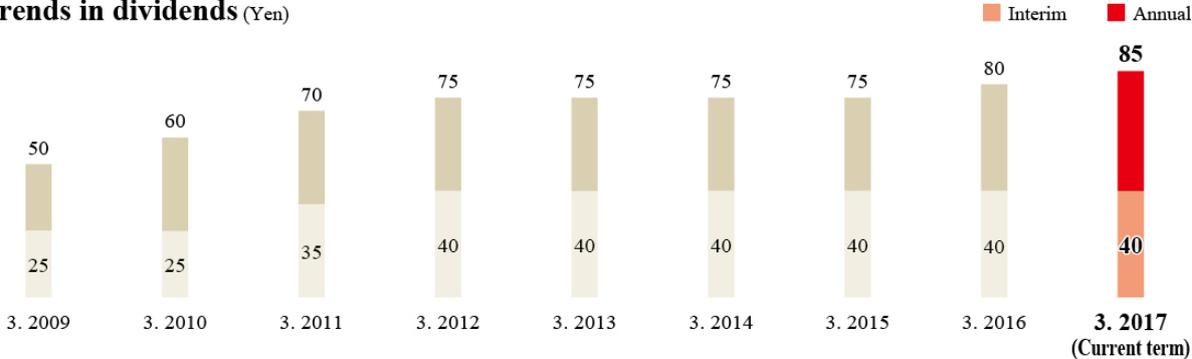
With respect to future dividends to shareholders, we will endeavor to have a consolidated payout ratio of around 40%.

With respect to the year-end dividend, based on the above policy, we propose to appropriate as follows:

Matters relating to the year-end dividend

(1) Type of dividend property	It shall be paid in cash.
(2) Matters and total amount of allocation of dividend property to shareholders	Amount per Company’s common share: ¥45 Total Amount: ¥4,684,070,250 Annual dividend per share will be ¥85 (consolidated payout ratio: 38.4%), combined with the interim dividend (¥40 per share)
(3) Effective date of dividend of surplus	Thursday, June 29, 2017

Trends in dividends (Yen)



Proposal 2: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company requests to elect eight (8) Directors.

In the event that this proposal is approved as originally proposed, the majority of the Board of Directors will be Outside Directors. Also, it is planned that three (3) of the Directors shall be Independent Directors as stipulated by the Tokyo Stock Exchange, and that at least one-third of the Company's Directors shall be Independent Directors.

The candidates for Directors are as follows.

No.	Name		Current positions and responsibilities in the Company
1	Koki Ando	Reappointment	President & Representative Director, CEO (Chief Executive Officer)
2	Noritaka Ando	Reappointment	Executive Vice President & Representative Director, COO (Chief Operating Officer)
3	Yukio Yokoyama	Reappointment	Director, CFO (Chief Financial Officer), and Managing Executive Officer
4	Ken Kobayashi	Reappointment / Outside	Director
5	Masahiro Okafuji	Reappointment / Outside	Director
6	Yoko Ishikura	Reappointment / Outside / Independent	Director
7	Isao Karube	Reappointment / Outside / Independent	Director
8	Masato Mizuno	Reappointment / Outside / Independent	Director

<p>1 Koki Ando</p> <p style="text-align: center;"><u>Reappointment</u></p> <p style="text-align: center;">Date of Birth: October 7, 1947 (69 years old)</p>	
<p>Career summary, positions and responsibilities in the Company</p> <p>Jul. 1973 Joined the Company</p> <p>May 1974 Director, General Manager of Overseas Businesses Division, and General Manager of Development Division of the Company</p> <p>Apr. 1979 Managing Director, Head of Sales Headquarters of the Company</p> <p>Jun. 1981 Representative Director (Current), Senior Managing Director of the Company</p> <p>Jul. 1983 Executive Vice President & Representative Director of the Company</p> <p>Jun. 1985 President & Representative Director of the Company (Current)</p> <p>Jan. 2007 President & Representative Director of Uji Kaihatsu Development Co., Ltd. (Current)</p> <p> Chairman of the Ando Foundation (Current)</p> <p>Oct. 2008 President & Representative Director, CEO (Chief Executive Officer) (Current) of the Company</p> <p>Aug. 2010 Chairman of Japan Association for the World Food Programme (Current)</p>	<p>Number of the Company's shares held: 120,289 shares</p> <hr/> <p>Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 43 years</p>
<p>Significant concurrent positions at other organizations</p> <p>President & Representative Director of Uji Kaihatsu Development Co., Ltd.</p> <p>Chairman of the Ando Foundation</p> <p>Chairman of Japan Association for the World Food Programme</p>	<p>Attendance at the Board of Directors meetings during the current fiscal year: 10/10 (100%)</p>
<p>Reason for the nomination as a candidate for Director</p> <p>Mr. Koki Ando has overseen the Company and the Group for many years as President & Representative Director. He has strengthened the governance etc., which is the foundation of the Group's management, and conducted appropriate oversight of executive operations, based on his good judgment and high-level expertise, which is supported by his extensive experience and achievements. He has also displayed strong leadership in formulating and execution of the Medium-Term Business Plan, which is at the core of the Group's operations, as well as implementing the said plan. Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company repropose him as a candidate for Director.</p>	
<p>Special interest in the Company</p> <p>The Company outsources its advertising business to Uji Kaihatsu Development Co., Ltd. where Mr. Ando serves as Representative Director. The Company is engaged in building lease with the Ando Foundation where Mr. Koki Ando serves as Chairman, and outsources operation of The Momofuku Ando Instant Ramen Museum to the same. The Company supports events and donates to Japan Association for the World Food Programme where Mr. Ando serves as Chairman.</p>	

<p>2 Noritaka Ando</p> <p style="text-align: center;"><u>Reappointment</u></p> <p style="text-align: center;">Date of Birth: June 8, 1977 (39 years old)</p>	
<p>Career summary, positions and responsibilities in the Company</p> <p>Jun. 2004 Managing Director of the Ando Foundation</p> <p>Mar. 2007 Joined the Company, General Manager of Corporate Planning Division of the Company</p> <p>Feb. 2008 Executive Officer, General Manager of Corporate Strategy Division of the Company</p> <p>Jun. 2008 Director, in charge of Marketing of the Company</p> <p>Oct. 2008 Director, CMO (Chief Marketing Officer) of the Company</p> <p>Jun. 2010 Senior Managing Director, CMO of the Company Executive Vice President & Representative Director of Nissin Food Products Co., Ltd. Vice Chairman of the Ando Foundation (Current)</p> <p>Apr. 2011 Senior Managing Director, CMO, and Chief Representative, Americas of the Company</p> <p>Apr. 2012 Senior Managing Director, CSO (Chief Strategic Officer), and Head of Regional Headquarters of Asia of the Company</p> <p>Apr. 2014 Senior Managing Director, CSO, in charge of Marketing, and in charge of Production and Resourcing of the Company</p> <p>Jun. 2014 Representative Director (Current), Senior Managing Director, CSO, in charge of Marketing, and in charge of SCM of the Company</p> <p>Apr. 2015 Senior Managing Director & Representative Director, CMO of the Company President & Representative Director of Nissin Food Products Co., Ltd. (Current)</p> <p>Apr. 2016 Senior Managing Director & Representative Director of the Company</p> <p>Jun. 2016 Executive Vice President & Representative Director (Current), COO (Chief Operating Officer) (Current) of the Company</p>	<p>Number of the Company's shares held: 32,979 shares</p> <hr/> <p>Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 9 years</p> <hr/> <p>Attendance at the Board of Directors meetings during the current fiscal year: 10/10 (100%)</p>
<p>Significant concurrent positions at other organizations</p> <p>President & Representative Director of Nissin Food Products Co., Ltd.</p>	
<p>Reason for the nomination as a candidate for Director</p> <p>Since joining the Company, Mr. Noritaka Ando has gained experience at core departments, particularly the strategy division and the marketing division, and as a director from 2008 until the present, has been implementing the Medium-Term Business Plan, etc., and has been contributing to the growth of the Group. Furthermore, at present, he is concurrently serving as President & Representative Director of Nissin Food Products Co., Ltd., which is a core of the Group. Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company repropose him as a candidate for Director.</p>	
<p>Special interest in the Company</p> <p>None</p>	

<p>3 Yukio Yokoyama</p> <p style="text-align: right;"><u>Reappointment</u></p> <p style="text-align: right;">Date of Birth: November 16, 1956 (60 years old)</p>	
<p>Career summary, positions and responsibilities in the Company</p> <p>Apr. 1979 Joined The Fuji Bank Limited (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2005 General Manager of Shibuya Branch of Mizuho Bank, Ltd.</p> <p>Apr. 2007 Executive Officer, General Manager of Shibuya Branch of Mizuho Bank, Ltd.</p> <p>Apr. 2008 Joined the Company, Executive Officer, General Manager of Finance and Accounting Division of the Company</p> <p>Oct. 2008 Executive Officer, General Manager of Finance and Accounting Division of the Company</p> <p> President & Representative Director of Nissin Asset Management Co., Ltd.</p> <p>Jan. 2010 Executive Officer, CFO (Chief Financial Officer) of the Company (Current)</p> <p>Jun. 2010 Director (Current), CFO of the Company</p> <p>Jun. 2016 Director, CFO, and Managing Executive Officer of the Company (Current)</p>	<p>Number of the Company's shares held: 1,998 shares</p> <hr/> <p>Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 7 years</p> <hr/> <p>Attendance at the Board of Directors meetings during the current fiscal year: 10/10 (100%)</p>
<p>Significant concurrent positions at other organizations</p> <p>None</p>	
<p>Reason for the nomination as a candidate for Director</p> <p>Since joining the Company after serving as Executive Officer of Mizuho Bank, Ltd., Mr. Yukio Yokoyama has gained experience at finance and accounting division as Executive Officer and General Manager of Finance and Accounting Division of the Company, and since 2010, he has overseen the Finance Department as Director and CFO, and by implementing the Medium-Term Business Plan, etc., he has greatly contributed to the construction of a sturdy financial structure of the Group.</p> <p>Accordingly, the Company has determined that his high level of expertise, knowledge, and his broad-ranging experience including at his previous employment, are necessary to increase the Group's corporate value going forward, and the Company repropose him as a candidate for Director.</p>	
<p>Special interest in the Company</p> <p>None</p>	

<p>4 Ken Kobayashi</p> <p style="text-align: center;"><u>Reappointment</u> <u>Outside</u></p> <p style="text-align: center;">Date of Birth: February 14, 1949 (68 years old)</p>	
<p>Career summary, positions and responsibilities in the Company</p> <p>Jul. 1971 Joined Mitsubishi Corporation</p> <p>Apr. 2003 Senior Vice President, General Manager of Singapore Branch of Mitsubishi Corporation</p> <p>Jun. 2004 Senior Vice President, Division COO of Plant Project Div. of Mitsubishi Corporation</p> <p>Apr. 2006 Senior Vice President, Division COO of Ship, Aerospace & Transportation Systems Div. of Mitsubishi Corporation</p> <p>Apr. 2007 Executive Vice President, Group CEO of Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>Jun. 2007 Member of the Board, Executive Vice President, and Group CEO of Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>Jun. 2008 Executive Vice President, Group CEO of Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>Apr. 2010 Senior Executive Vice President, Executive Assistant to President of Mitsubishi Corporation</p> <p>Jun. 2010 Member of the Board, President of Mitsubishi Corporation</p> <p>Jun. 2011 Outside Director of the Company (Current)</p> <p>Apr. 2016 Representative Director, Chairman of the Board of Mitsubishi Corporation</p> <p>Jun. 2016 Chairman of the Board of Mitsubishi Corporation (Current)</p> <p style="padding-left: 20px;">Outside Director of Mitsubishi Heavy Industries, Ltd. (Current)</p> <p style="padding-left: 20px;">Non-Executive Director of MITSUBISHI MOTORS CORPORATION (Current)</p>	<p>Number of the Company's shares held: 5,999 shares</p> <hr/> <p>Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 6 years</p> <hr/> <p>Attendance at the Board of Directors meetings during the current fiscal year: 9/10 (90%)</p>
<p>Significant concurrent positions at other organizations</p> <p>Chairman of the Board of Mitsubishi Corporation</p>	
<p>Reason for the nomination as a candidate for Outside Director</p> <p>Mr. Ken Kobayashi has extensive experience and superior knowledge as a management executive at Mitsubishi Corporation. Based on such experience, he has proactively offers his opinions at meetings of the Board of Directors of the Company. When making management decisions, he forms opinions and makes judgments from an objective standpoint as Outside Director of the Company, and has fulfilled the role of an overseer and supervisor of the execution of Directors' duties. Furthermore, he provides timely and appropriate advice with regard to "Promoting global branding," "Focusing on priority overseas locations," and "Developing and strengthening human resources for global management," as set out in the Medium-Term Business Plan.</p> <p>Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company repropose him as a candidate for Outside Director.</p>	
<p>Violations of laws and regulations or Articles of Incorporation by other companies at which the candidate for Outside Director is concurrently an officer</p> <p>In April 2016, it came to light that Mitsubishi Motors Corporation, where Mr. Kobayashi serves as Non-Executive Director, had engaged in improper conduct in the fuel consumption testing of its vehicles. In addition, in September 2016 Mitsubishi Motors was cited by the Ministry of Land, Infrastructure, Transport and Tourism for improper conduct in internal tests the company conducted to re-verify fuel consumption values on the vehicles that had been subject to this improper conduct. Furthermore, in January 2017 the company received a cease and desist order and a payment order for surcharge from the Consumer Affairs Agency for violating the Act against Unjustifiable Premiums and Misleading Representations with regard to presentation in its catalogs and other materials of the Mitsubishi Motors vehicle models that had been the subject of improper conduct in fuel consumption testing. Mr. Kobayashi had been unaware of these facts, but had provided reminders from the perspective of legal compliance on a regular basis at the Board of Directors meetings, etc. Also, after these facts came to light, he has fulfilled his responsibility for calling for thorough studies and recurrence prevention.</p>	
<p>Special interest in the Company</p> <p>The Group is engaged in transactions including sales of products and procurement of materials with Mitsubishi Corporation where Mr. Ken Kobayashi serves as Chairman of the Board.</p>	

<p>5 Masahiro Okafuji</p> <p style="text-align: center;"><u>Reappointment</u> <u>Outside</u></p> <p style="text-align: center;">Date of Birth: December 12, 1949 (67 years old)</p>	
<p>Career summary, positions and responsibilities in the Company</p> <p>Apr. 1974 Joined ITOCHU Corporation Jun. 2002 Executive Officer of ITOCHU Corporation Apr. 2004 Managing Executive Officer of ITOCHU Corporation Jun. 2004 Managing Director of ITOCHU Corporation Apr. 2006 Senior Managing Director of ITOCHU Corporation Apr. 2009 Executive Vice President of ITOCHU Corporation Apr. 2010 President & Chief Executive Officer of ITOCHU Corporation (Current) Jun. 2011 Outside Director of the Company (Current)</p>	<p>Number of the Company's shares held: 5,999 shares</p>
<p>Significant concurrent positions at other organizations</p> <p>President & Chief Executive Officer of ITOCHU Corporation</p>	<p>Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 6 years</p>
<p>Reason for the nomination as a candidate for Outside Director</p> <p>Mr. Masahiro Okafuji has extensive experience and superior knowledge as a management executive at ITOCHU Corporation. Based on such experience, he has proactively offers his opinions at meetings of the Board of Directors of the Company. When making management decisions, he forms opinions and makes judgments from an objective standpoint as Outside Director of the Company, and has fulfilled the role of an overseer and supervisor of the execution of Directors' duties. Furthermore, he provides timely and appropriate advice with regard to "Promoting global branding," "Focusing on priority overseas locations," and "Developing and strengthening human resources for global management," as set out in the Medium-Term Business Plan.</p> <p>Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company repropose him as a candidate for Outside Director.</p>	<p>Attendance at the Board of Directors meetings during the current fiscal year: 8/10 (80%)</p>
<p>Special interest in the Company</p> <p>The Group is engaged in transactions including sales of products and procurement of materials with ITOCHU Corporation where Mr. Masahiro Okafuji serves as Representative Director.</p>	

6 Yoko Ishikura <u>Reappointment</u> <u>Outside</u> <u>Independent</u> Date of Birth: March 19, 1949 (68 years old)	 Number of the Company's shares held: 998 shares <hr/> Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 7 years <hr/> Attendance at the Board of Directors meetings during the current fiscal year: 10/10 (100%)
Career summary, positions and responsibilities in the Company	
Jul. 1985 Manager of Japan branch of McKinsey & Company, Inc. (Retired in 1992) Apr. 1992 Professor of International Politics Economics & Communication, Aoyama Gakuin University (Retired in 2000) Apr. 2000 Professor of Graduate School of International Corporate Strategy, Hitotsubashi University (Retired in 2011) Apr. 2004 Outside Director of Japan Post Service Co., Ltd. (Part-time) (Retired in 2007) Oct. 2005 Vice President of the Science Council of Japan (Retired in 2006) Jun. 2006 Outside Director of Mitsui O.S.K. Lines, Ltd. (Retired in 2010) Jun. 2010 Outside Director (Current), Independent Director of the Company (Current) Outside Director of Fujitsu Limited (Retired in 2013) Apr. 2011 Professor of Graduate School of Media Design, Keio University (Retired in 2014) Apr. 2012 Professor Emerita of Hitotsubashi University (Current) Jun. 2012 Outside Director of LIFENET INSURANCE COMPANY (Retired in 2016) Jun. 2014 Outside Director of Sojitz Corporation (Current) Jun. 2015 External Director of Shiseido Co., Ltd. (Current)	
Significant concurrent positions at other organizations None	
Reason for the nomination as a candidate for Outside Director Dr. Yoko Ishikura possesses many years of experience and knowledge as an expert on international corporate strategy, such as holding teaching positions at Hitotsubashi University and Keio University, and she is regarded for bringing outside views of an expert to the management. Although she has no experience of direct involvement in corporate management, she is well-versed in corporate management due to her many years of experience, concerning international political economics and international corporate strategy, etc., gained by working as an outside director at other corporations such as Sojitz Corporation and Shiseido Co., Ltd. Based on such experience, she has proactively offers her opinions at meetings of the Board of Directors of the Company. Therefore, the Company has determined that she will, as Outside Director of the Company, continue to carry out her role in an appropriate manner as an overseer and supervisor, etc., of the execution of Directors' duties. In addition, she has assertively stated her opinions and attended meetings of the Management Advisory Committee, an advisory body to the Board of Directors of the Company, as Chairperson and lead discussions therein. Accordingly, the Company has determined that her high level of expertise, and knowledge, and her broad-ranging experience, are necessary to increase the Group's corporate value going forward, and the Company repropose her as a candidate for Outside Director. Although there are dealings between Sojitz Corporation, at which she serves as Outside Director, Shiseido Co., Ltd., at which she serves as External Director, and the Company, the amount of those dealings is less than 1% of the net sales of either party. Thus, the Company has determined that there is no risk of a conflict of interest with ordinary shareholders, and the Company intends to designate her as Independent Director.	
Special interest in the Company None	

7 Isao Karube <u>Reappointment</u> <u>Outside</u> <u>Independent</u> Date of Birth: January 27, 1942 (75 years old)	 Number of the Company's shares held: 1,675 shares <hr/> Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 2 years <hr/> Attendance at the Board of Directors meetings during the current fiscal year: 10/10 (100%)
Career summary, positions and responsibilities in the Company	
Aug. 1972 Research Associate of Department of Food Science, University of Illinois, U.S.A. (Retired in 1974) Nov. 1974 Assistant at Biotechnology, Research Laboratory of Resources Utilization, Tokyo Institute of Technology (Retired in 1980) Jul. 1980 Associate Professor of Biotechnology, Research Laboratory of Resources Utilization, Tokyo Institute of Technology (Retired in 1985) Feb. 1985 Professor of Bioelectronics and Biotechnology, Research Laboratory of Resources Utilization, Tokyo Institute of Technology (Retired in 1988) Apr. 1988 Professor of Bioelectronics and Biotechnology, Research Center for Advanced Science and Technology, The University of Tokyo (Retired in 1999) Apr. 1999 Director of Center for Collaborative Research, The University of Tokyo (Retired in 2001) Professor of Bioelectronics and Biotechnology, Research Center for Advanced Science and Technology, The University of Tokyo (Retired in 2001) Apr. 2001 Professor of Center for Collaborative Research, The University of Tokyo (Retired in 2002) Professor of Bioelectronics, Research Center for Advanced Science and Technology, The University of Tokyo (Retired in 2002) Apr. 2002 Professor of Katayanagi Advanced Research Laboratories, Tokyo University of Technology (Retired in 2003) Director of Laboratory of Advanced Bioelectronics, National Institute of Advanced Industrial Science and Technology (Retired in 2003) Apr. 2003 Dean of School of Bionics, Tokyo University of Technology (Retired in 2005) Aug. 2003 Director of Research Center of Advanced Bionics, National Institute of Advanced Industrial Science and Technology (Retired in 2009) Apr. 2005 Vice President of Tokyo University of Technology (Retired in 2008) Jun. 2008 President of Tokyo University of Technology (Current) Apr. 2009 Director of Collaborative Research Team Biotechnology Industrialization Center, National Institute of Advanced Industrial Science and Technology (Retired in 2011) Jun. 2015 Outside Director (Current), Independent Director (Current) of the Company	
Significant concurrent positions at other organizations President of Tokyo University of Technology	
Reason for the nomination as a candidate for Outside Director Dr. Isao Karube possesses international experience, developed through experience and knowledge of advanced research such as holding teaching positions at the University of Tokyo and experience working with multiple overseas research institutions, and he is regarded for bringing outside views of an expert to the management. Although he has no experience of direct involvement in corporate management, he has displayed his ability as President of Tokyo University of Technology. Based on such experience, he has proactively offers his opinions at meetings of the Board of Directors of the Company. Therefore, the Company has determined that he will, as Outside Director of the Company, continue to carry out his role in an appropriate manner as an overseer and supervisor of the execution of Directors' duties. In addition, he has assertively stated his opinions and attended meetings of the Management Advisory Committee, an advisory body to the Board of Directors, as Deputy Chairperson. Accordingly, the Company has determined that his high level of expertise, and knowledge, and his broad-ranging experience, are necessary to increase the Group's corporate value going forward, and the Company repropose him as a candidate for Outside Director. There are no special dealings between Tokyo University of Technology, at which he serves as President and the Company. Thus, the Company has determined that there is no risk of a conflict of interest with ordinary shareholders, and the Company intends to designate him as Independent Director.	
Special interest in the Company None	

8 Masato Mizuno <u>Reappointment</u> <u>Outside</u> <u>Independent</u> Date of Birth: May 25, 1943 (74 years old)	 Number of the Company's shares held: 651 shares <hr/> Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 1 year <hr/> Attendance at the Board of Directors meetings during the current fiscal year: 7/7 (100%) (Attendance rate after he took office on June 28, 2016)
Career summary, positions and responsibilities in the Company Mar. 1966 Joined MIZUNO Corporation May 1978 Director of MIZUNO Corporation Feb. 1980 Managing Director of MIZUNO Corporation Jun. 1983 Executive Managing Director of MIZUNO Corporation May 1984 Executive Vice President of MIZUNO Corporation May 1988 President (CEO) of MIZUNO Corporation Jun. 2006 Chairman of the Board of MIZUNO Corporation Oct. 2012 Corporate Advisor of MIZUNO Corporation Jul. 2014 Chairman of MIZUNO Corporation (Current) Jun. 2016 Outside Director (Current), Independent Director of the Company (Current)	
Significant concurrent positions at other organizations Chairman of MIZUNO Corporation	
Reason for the nomination as a candidate for Outside Director Mr. Masato Mizuno has extensive experience and superior knowledge as a management executive at MIZUNO Corporation. Based on such experience, he has proactively offers his opinions at meetings of the Board of Directors of the Company. When making management decisions, he forms opinions and makes judgments from an objective standpoint as Outside Director of the Company, and has fulfilled the role of an overseer and supervisor of the execution of Directors' duties. In addition, he has assertively stated his opinions and attended meetings of the Management Advisory Committee as a member of the committee. Accordingly, the Company has determined that he is a necessary resource to increase the Group's corporate value going forward, and the Company requests that he be re-elected as an Outside Director of the Company. Although there are dealings between MIZUNO Corporation, at which he serves as Chairman and the Company, the amount of those dealings is less than 1% of the net sales of either party. Thus, the Company has determined that there is no risk of a conflict of interest with ordinary shareholders, and the Company intends to designate him as Independent Director.	
Special interest in the Company None	

- (Notes)
1. In regard to candidate for Outside Director Dr. Yoko Ishikura, as she is well-renowned under that name, her name is shown as above, regardless the fact that her legal name is Ms. Yoko Kurita.
 2. Agreements limiting liability with candidates for Outside Directors
The Company has entered into an agreement to limit the liability of damages provided for in Paragraph 1, Article 423 of the Companies Act with Outside Director Dr. Yoko Ishikura as of June 29, 2010, with both Outside Director Mr. Ken Kobayashi and Mr. Masahiro Okafuji as of June 29, 2011, with Outside Director Dr. Isao Karube as of June 25, 2015, and with Outside Director Mr. Masato Mizuno as of June 28, 2016, respectively. The contents are as stated in "(3) Summary of contents of agreements limiting liability with Outside Directors and Outside Audit & Supervisory Board Members i)" of the attached documents (page 39) of this Notice of the Ordinary General Meeting of Shareholders. If the re-election of the five (5) candidates is approved, the Company plans to continue the agreement with the five (5) of them.
 3. The Company has registered Dr. Yoko Ishikura, Dr. Isao Karube, and Mr. Masato Mizuno as Independent Director pursuant to the provisions of the Tokyo Stock Exchange. If their re-election is approved, the Company plans to register them again as Independent Director.
 4. Candidates' ages are as of the date of publication of this Notice of the Ordinary General Meeting of Shareholders (June 6, 2017).
 5. Mr. Ken Kobayashi, Mr. Masahiro Okafuji, Dr. Yoko Ishikura, Dr. Isao Karube, and Mr. Masato Mizuno are candidates for Outside Directors.
 6. (1) Number of years after candidate for Outside Director was appointed as Outside Director
The terms of office of Mr. Ken Kobayashi and Mr. Masahiro Okafuji as Outside Director are both six (6) years, expiring upon the conclusion of this Ordinary General Meeting of Shareholders. The term of office of Dr. Yoko Ishikura as Outside Director is seven (7) years, expiring upon the conclusion of this Meeting. The term of office of Dr. Isao Karube as Outside Director is two (2) years, expiring upon the conclusion of this Meeting. The term of office of Mr. Masato Mizuno as Outside Director is one (1) year, expiring upon the conclusion of this Meeting.

- (2) Relationships between candidates for Outside Directors and Specified Related Business Operators of the Company
- i) Mr. Ken Kobayashi is currently Chairman of the Board of Mitsubishi Corporation which is a Specified Related Business Operator of the Company and has served as an executive for the said company in the past five (5) years.
 - ii) Mr. Masahiro Okafuji is currently an executive of ITOCHU Corporation which is a Specified Related Business Operator of the Company and has served as an executive for the said company in the past five (5) years.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Mr. Kazuo Kanamori, an Audit & Supervisory Board Member, will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company requests to elect one (1) Audit & Supervisory Board Member.

The candidate for Audit & Supervisory Board Member is as follows.

The Audit & Supervisory Board has approved this proposal.

In the event that this proposal is approved as originally proposed, it is planned that the candidate for Audit & Supervisory Board Member shall be Independent Audit & Supervisory Board Member as stipulated by the Tokyo Stock Exchange.

Kazuo Kanamori <u>Reappointment</u> <u>Outside</u> <u>Independent</u> Date of Birth: August 8, 1949 (67 years old)	
Career summary and positions in the Company Apr. 1972 Joined The Fuji Bank Limited (currently Mizuho Bank, Ltd.) Apr. 2002 Corporate Officer and Director of Otemachi Sales 7th Division of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.) Mar. 2004 Representative Director, Senior Managing Director of Nihonbashi Kogyo Co., Ltd. (currently Hulic Co., Ltd.) (Retired in 2006) Apr. 2004 Corporate Officer, Special Advisor, Director of Corporate 1st Division, and Director of Corporate 3rd Division of Mizuho Corporate Bank, Ltd. (Retired in 2004) Jun. 2006 Managing Director of Fuyo General Lease Co., Ltd. Apr. 2009 Director of Fuyo General Lease Co., Ltd. Jun. 2009 Outside Audit & Supervisory Board Member of the Company (Current) May 2015 Independent Director of the Company (Current)	Number of the Company's shares held: 4,094 shares
Significant concurrent positions at other organizations None	Tenure (at the conclusion of this Ordinary General Meeting of Shareholders): 8 years
Reason for the nomination as a candidate for Outside Audit & Supervisory Board Member Mr. Kazuo Kanamori had involved with the affairs of legal, financial, and accounting divisions, through many years of experience at the credit divisions of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.), which is one of the banks with which the Company has an account. Also, he has extensive knowledge relating to finance and accounting based on his experience as a director of Nihonbashi Kogyo Co., Ltd. (currently Hulic Co., Ltd.) and Fuyo General Lease Co., Ltd. Furthermore, he has proactively offers his opinions at meetings of the Board of Directors of the Company, and has sufficient knowledge and experience as Outside Director of the Company to oversee and inspect corporate management. Therefore, the Company has determined that he will continue to carry out his duties in an appropriate manner. In addition, he has assertively stated his opinions and attended meetings of the Management Advisory Committee as a member of the committee. Accordingly, the Company requests that he be re-elected as an Outside Audit & Supervisory Board Member of the Company with the aim of utilizing his high level of expertise, knowledge, and his broad-ranging experience including at his previous employment, to oversee management as a whole and conduct fair auditing activities. From his record, the Company has determined that there is no risk of a conflict of interest with ordinary shareholders, and the Company intends to designate him as an Independent Director.	Attendance at the Board of Directors meetings during the current fiscal year: 10/10 (100%) Attendance at the Audit & Supervisory Board meetings during the current fiscal year: 12/12 (100%)
Special interest in the Company None	

(Note) Mr. Kazuo Kanamori is a candidate for Outside Audit & Supervisory Board Member.

Attached Documents

Business Report (From April 1, 2016 to March 31, 2017)

1. Items Regarding Current Conditions of the Nissin Foods Group

(1) Business progress and results

During the fiscal year under review, the global economy showed a moderate recovery as a whole, while there still are uncertainties in Western countries against a backdrop of policy operations by the new administration in the U.S., the issue of UK's divorce from EU, and political situations in European countries. In Asia, economic environment of ASEAN countries seemed to pick up, although Chinese economy continued to slow down.

In Japan, its economy showed a moderate recovery due to the fact that corporates' earnings, mainly in export-oriented industry, seemed to get on an uptrend benefitted from the switched trend of the exchange rates to the depreciation of the yen and the appreciation of the dollar seen in the second half of the fiscal year, in addition to the impact from the global economy and steady trend of consumer spending.

In the instant noodles industry, total worldwide demand decreased due to the decrease in consumer spending in China, partially offset by increases in Asian countries. On the other hand, domestic total demand for instant noodles marked a record high.

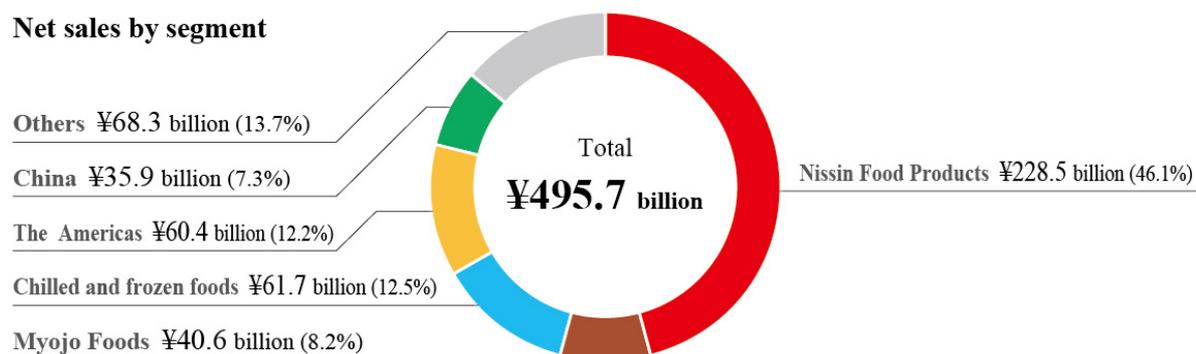
Under this environment, based on the "Medium-Term Management Plan 2021," of which term covers five years from the fiscal year ending March 31, 2017, to realize the improvements of "Earning power through operations" and "Value in capital markets," we are working on the strategic themes such as 1) Promoting global branding, 2) Focusing on priority overseas locations, 3) Laying stronger foundations for our domestic profit base, 4) Establishing a second pillar that generates revenue and profit, 5) Developing and strengthening human resources for global management.

As a result, concerning the business results in the fiscal year under review, net sales was ¥495,715 million, up 5.9% year on year. With respect to profits, operating income was ¥28,618 million, up 8.4% year on year, ordinary income was ¥32,864 million, up 6.9% year on year, and net income attributable to owners of parent was ¥23,558 million, down 12.4% year on year.

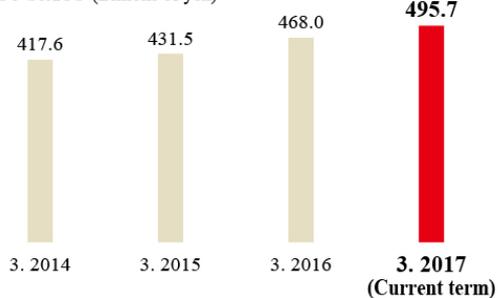
Net sales	¥495,715 million up 5.9% year on year		Operating income	¥28,618 million up 8.4% year on year	
Ordinary income	¥32,864 million up 6.9% year on year		Net income attributable to owners of parent	¥23,558 million down 12.4% year on year	

Financial Highlights

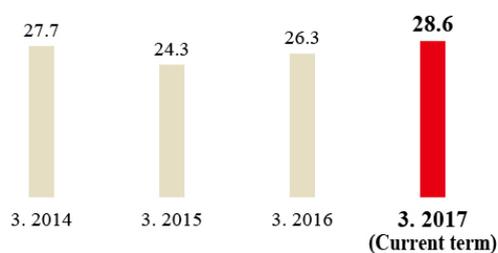
Net sales by segment



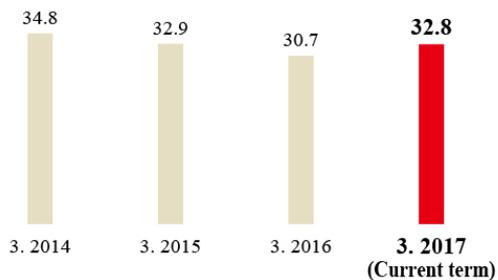
Net sales (Billions of yen)



Operating income (Billions of yen)



Ordinary income (Billions of yen)



Net income attributable to owners of parent (Billions of yen)



Nissin Food Products **Net sales: ¥228,560 million (up 2.2% year on year)**

Performance in the fiscal year under review

The sales of Nissin Food Products Co., Ltd. increased year on year due to a rise in the sales of cup-type instant noodles.

CUP NOODLE RICH, the first premium version of CUP NOODLE featuring deluxe soup that is completely new to the product line, and CUP NOODLE BIG “Nazoniku Matsuri” Nikumori Pepper Shouyu with ten times as the usual volume of pork mince called “Nazoniku” as regular CUP NOODLE contributed to sales, in addition to the continuous strong sales of the CUP NOODLE series, which celebrated their 45th anniversary. A growth in sales of the long-selling Nissin-no-Donbei series, which celebrated their 40th anniversary, was led by strong sales of its core product, Nissin-no-Donbei Kitsune Udon. The sales of the Nissin Yakisoba U.F.O. series, which also celebrated their 40th anniversary, contributed to overall sales volume increase, because the series attracted a great deal of attention. As a result, overall segment sales were strong.

As a result, net sales in the Nissin Food Products segment was ¥228,560 million, up 2.2% year on year, and segment income was ¥27,683 million, up 15.5% year on year.

Myojo Foods **Net sales: ¥40,612 million (down 2.4% year on year)**

Performance in the fiscal year under review

Looking at sales of Myojo Foods Co., Ltd., in bag-type noodles, sales of the Myojo Charumera series kept growing, while, in cup-type noodles, the sales of Myojo Ippeichan Yomise-no-Yakisoba series decreased year-on-year. Operating income increased year on year due to factors such as an improvement of CoGS ratio partially offset by increased promotional and selling expense intended for strengthening brand power.

As a result, net sales in the Myojo Foods segment was ¥40,612 million, down 2.4% year on year, and segment income was ¥1,784 million, up 30.0% year on year.

Chilled and frozen foods **Net sales: ¥61,794 million (up 3.3% year on year)**

Performance in the fiscal year under review

At Nissin Chilled Foods Co., Ltd., sales increased year on year due to increased ramen product sales centered around its core brand, Gyoretsu-no-Dekiru-Mise-no-Ramen, as well as strong sales of Nissin-no-Futomen Yakisoba, characterized by its filling thick noodles and rich liquid sauce, and of Hiyashi Chuka (cold noodles) series, which are mainstay products in summer season.

Nissin Frozen Foods Co., Ltd. saw increased sales mainly led by pasta products, ramen products and Japanese style noodle products. In the pasta products, the Reito NISSIN Mochitto Nama Pasta series, featured by sticky texture continued to show strong sales. In ramen products, the Reito NISSIN GooTa series centered on the Lajao Tan Tan Men, and Shirunashimen (noodles without soup) centered on Reito NISSIN Chuka Shirunashi Tan Tan Men Big increased their sales. Additionally, in Japanese style noodle products, Kamo nanban soba with selected soup and ingredients showed strong sales and contributed to its overall sales. As a result, net sales in the Chilled and frozen foods segment was ¥61,794 million, up 3.3% year on year, and segment income was ¥1,933 million, up 170.2% year on year.

The Americas **Net sales: ¥60,420 million (up 25.1% year on year)**

Performance in the fiscal year under review

The Group aimed to become less susceptible to the effects of price competition. It is working to introduce high value-added products in line with market needs and to secure sales and profits from existing brands. For these purposes, we had upwardly-revised prices of its products penetrated in Brazil where we saw an accelerating inflation and had CUP NOODLES renewed and introduced both in the U.S. and Brazil

in September 2016. The overall segment sales and operating income increased year on year mainly due to Nissin Foods do Brasil Ltda. (formerly “Nissin-Ajinomoto Alimentos Ltda.”), which has become a consolidated subsidiary since October 2015, the previous fiscal year.

As a result, net sales in the Americas segment was ¥60,420 million, up 25.1% year on year, and segment income was ¥2,309 million, up 117.8% year on year.

China Net sales: ¥35,987 million (down 12.0% year on year)

Performance in the fiscal year under review

In China, despite the shrinking instant noodle market size of mainland China, the Group is working to expand its geographical sales area in mainland China (to north, to northeast, and to southwest areas) as well as strengthen its CUP NOODLES brand. The Group implemented upward-revision of price mainly in the south area from the end of September 2015, and penetrated the new prices in the market. Segment sales decreased year on year due to factors including the effect of exchange rates, partially offset by healthy sales of BIG CUP NOODLES and Made-in-Hong Kong Demae Iccho. Segment operating income also decreased year on year, mainly reflecting the effect of exchange rates and initiatives for the future such as opening two facilities at Hong Kong International airport: “MY CUP NOODLES FACTORY” and “DEMAE ICCHO FACTORY.”

As a result, net sales in the China segment was ¥35,987 million, down 12.0% year on year, and segment income was ¥3,405 million, down 17.8% year on year.

Others Net sales: ¥68,341 million (up 26.8% year on year)

Performance in the fiscal year under review

Net sales in the Others segment increased year on year reflecting the contribution of the renewal of Coconut Sable series of NISSIN CISCO CO., LTD. to the increase in sales, and strong performance in sales of Tokachi Nomu Yogurt and Pilkul of NISSIN YORK CO., LTD. In addition, Bonchi Co., Ltd., which was made a consolidated subsidiary at the end of the previous fiscal year, contributed to the increase in sales and profit in the current fiscal year.

As a result, net sales in the Others segment was ¥68,341 million, up 26.8% year on year, and segment income was ¥2,638 million, up ¥3,910 million year on year.

Net sales and segment income by reportable segment

Category	Net sales (Millions of yen)		Increase (Decrease)	Year on year change (%)	Net sales (Millions of yen)		Increase (Decrease)	Year on year change (%)
	3. 2016	3. 2017			3. 2016	3. 2017		
Nissin Food Products	223,612	228,560	4,947	+2.2	23,967	27,683	3,715	+15.5
Myojo Foods	41,609	40,612	(996)	-2.4	1,373	1,784	411	+30.0
Chilled and frozen foods	59,810	61,794	1,983	+3.3	715	1,933	1,217	+170.2
The Americas	48,280	60,420	12,139	+25.1	1,060	2,309	1,249	+117.8
China	40,883	35,987	(4,896)	-12.0	4,143	3,405	(737)	-17.8
Others	53,888	68,341	14,453	+26.8	(1,271)	2,638	3,910	-
Total	468,084	495,715	27,631	+5.9	29,987	39,755	9,767	+32.6

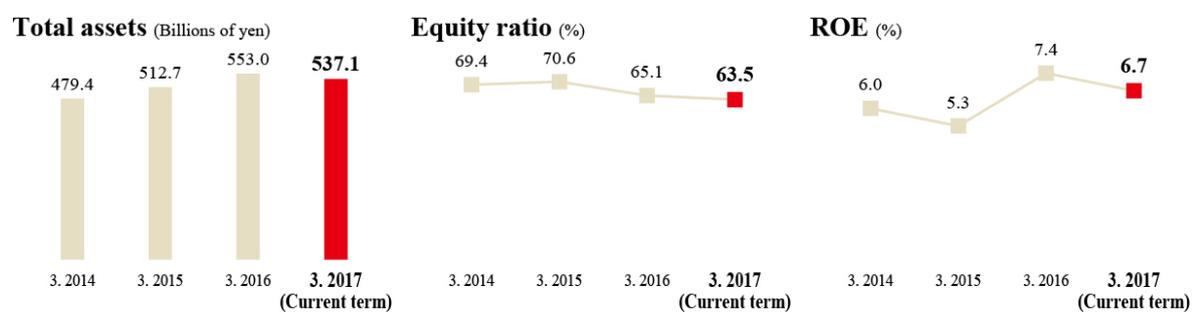
(Note) Segment income is adjusted to operating income in the consolidated statement of income.

(2) Trends in financial position and gain and loss

Items		3. 2014	3. 2015	3. 2016	3. 2017	
Net sales	(Millions of yen)	417,620	431,575	4,680,845	495,715	
Ordinary income	(Millions of yen)	34,840	32,980	30,733	32,864	
Net income attributable to owners of parent	(Millions of yen)	19,268	18,505	26,884	23,558	
Total assets	(Millions of yen)	479,469	512,743	553,068	537,180	
Total equity	(Millions of yen)	342,300	369,852	371,688	353,517	
Net income per share	(Yen)	174.83	167.88	245.52	221.33	
Total equity per share	(Yen)	3,018.82	3,282.02	3,332.94	3,276.55	
Reference	Equity ratio	(%)	69.4	70.6	65.1	63.5
	ROE	(%)	6.0	5.3	7.4	6.7

(Notes) 1. Net income per share is calculated using the total average number of shares issued during the fiscal year. Total equity per share is calculated using the total number of shares issued at the end of the fiscal year.

2. Net income per share and total equity per share are calculated using the total number of shares issued (excluding treasury stock).



(3) Company Initiatives

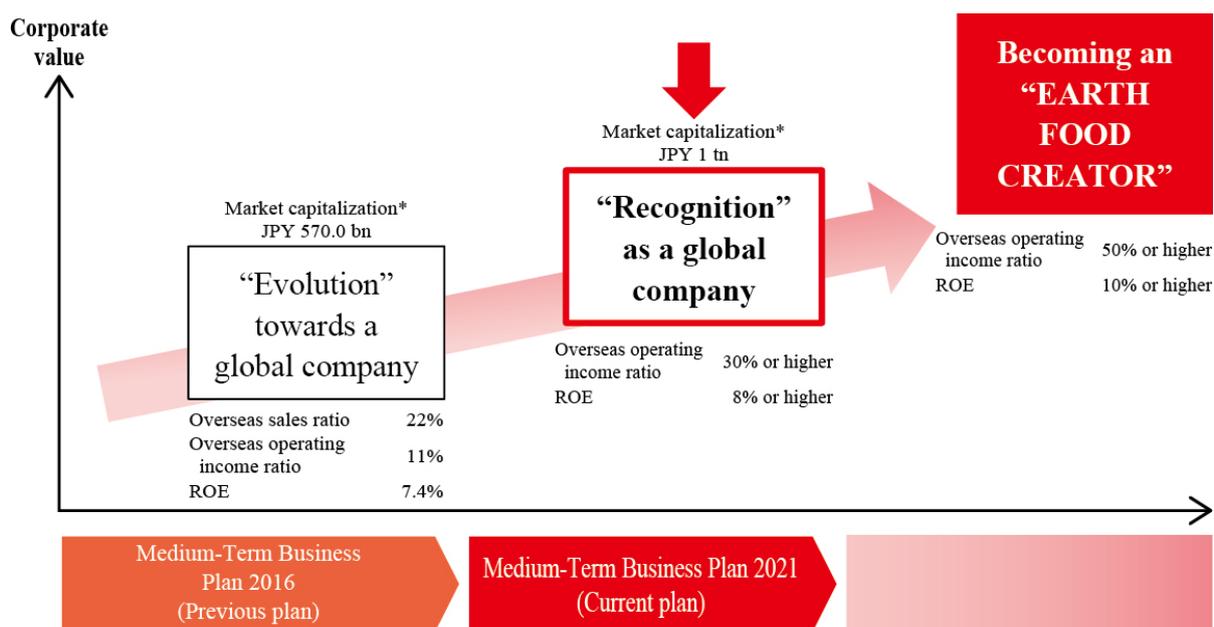
The Japanese economy is expected to follow a moderate recovery path amid the positive economic cycle gaining momentum, thanks to the continued improvements in corporate earnings and employment and income situations as well as the effects of various policies, despite some uncertainties in economic outlook, including the uncertainty surrounding overseas economies.

In this environment, the Group will thoroughly pursue “Earning power through operations” and “Value in capital markets” based on the Medium-Term Business Plan 2021 for five years starting from the fiscal year ended March 31, 2017 to March 31, 2021.

1) Medium-Term Business Plan 2021

Based on the four elements that make up the spirit of our founder - “食足世平 Shoku-soku Se-hei (Peace will come to the world when there is enough food.),” “食創為世 Shoku-so Isei (Create foods to serve society),” “美健賢食 Bi-ken Ken-shoku (Eat wisely for beauty and health)” and “食為聖職 Shoku-i Sei-shoku (Food related jobs are a sacred profession)” - our aim is to become an “EARTH FOOD CREATOR,” as set out in the NISSIN FOODS Group Philosophy, through our commitment to creating food for the world around us. We go about our work in a “Creative” and “Unique” manner every day, and provide enjoyment of food for a “Global” audience, in order to make people all over the world “Happy.”

● NISSIN FOODS Group Vision



*Market capitalization = Share price × Issued shares at end of year (after deduction of treasury shares)

● **Strategy for achieving recognition as a global company**

Aiming to achieve the targets of the Medium-Term Business Plan, we will execute the following five strategies and pursue profitability.

		Japan	Overseas
Business	Instant noodles	CUP NOODLES $\xrightarrow[\text{next stage}]{\text{Go to}}$	(1) Promoting global branding
		(3) Laying stronger foundations for our domestic profit base	(2) Focusing on priority overseas locations
	Non-instant noodles	(4) Establishing a second pillar that generates revenue and profit	
Platform		(5) Developing and strengthening human resources for global management	

● **Targets of the Medium-Term Business Plan 2021**

Within the Medium-Term Business Plan, we have set out numerical targets with an emphasis on “Earning power through operations” and “Value in capital markets,” as key requirements for “Recognition as a global company.” The table below shows the numerical targets of this plan and figures for performance results in the first fiscal year of the plan. In the first fiscal year of this plan, the Company made a solid start by bolstering profitability through operations and, as a result, outpacing initial income forecasts.

Category		3. 2016	3. 2017	3. 2021	
		Results JGAAP	Results JGAAP	(Reference) (JGAAP)	Targets IFRS
Earning power through operations	Net sales	¥468.1 billion	¥495.7 billion	¥600.0 billion	¥550.0 billion
	Adjusted operating income*1	¥24.7 billion	¥32.9 billion	¥40.0 billion	¥47.5 billion
Value in capital markets	Market capitalization*2	¥570.0 billion	¥640.0 billion		¥1 trillion
	Net income*3	¥26.9 billion	¥23.6 billion		¥33.0 billion
	ROE	7.4%	6.7%		8.0% or higher
	Adjusted EPS*4	¥196	¥253	CAGR: 10% or higher	¥330

*1 Adjusted operating income = Operating income - Impact of retirement benefit accounting

*2 Market capitalization = Stock price × Total number of shares issued (after deduction of treasury stock) as of the end of the period

*3 Net income = “Net income attributable to owners of parent” as per the Japanese Generally Accepted Accounting Principles (JGAAP), “Profit attributable to owners of parent” as per International Financial Reporting Standards (IFRS)

*4 Adjusted EPS = Adjusted NOPAT*5 / Average total number of shares issued (after deduction of treasury stock) during the fiscal year

*5 Adjusted NOPAT = Adjusted operating income + Equity method gains or losses + Amortization of goodwill (including equity method companies) - Net income attributable to non-controlling interests

*6 Figures in the table are rounded off to the nearest unit.

For the details of the Medium-Term Business Plan, please refer to the “Investor Relations” on the Company’s website.

https://www.nissin.com/en_jp/ir/

2) Food Safety

Positioning food safety as its most important management issue, the Group will redouble its efforts in strengthening its quality control system responsible for safety at every stage, from ingredient procurement to production, distribution, sales and consumption, including the scientific testing system the NISSIN Global Food Safety Institute has in place.

3) Corporate Governance

The Company recognizes enhanced and strengthened corporate governance as a top priority for management in order to promote sustainable growth and increase its corporate value over the medium to long term. The Company believes that further strengthening its corporate governance and compliance framework will be necessary, as it strives to achieve higher levels of management objectivity and transparency. In addition to proactively applying the Corporate Governance Code, the Company strives to create an environment in which all members of the Group act in accordance with fair values and appropriate decision-making standards. Going forward, the Company will continue engaging in enhancement and improvement initiatives in the aim of realizing highly effective corporate governance.

4) CSR Activities

With respect to CSR activities, the Group will continue to make efforts to build a trusted corporate group by cooperating with the United Nations World Food Programme (Japan Association for the World Food Programme) and promoting the Hyakufukushi Project in which we will conduct a total of 100 CSR activities for 50 years from 2008 and sports support activities, among other things.

5) Diversity and Work-life Balance

In order to forge an creative corporate culture conducive to accepting diverse values of employees and to driving innovations, the Company has established the “Diversity Committee” and proactively carries out various activities.

In the fiscal year ended March 31, 2017, which was positioned as the “First Year for Diversity,” the Company focused its activity on enhancing support for balancing work with child-rearing and developing leadership abilities to further promote active roles played by female employees.

In the fiscal year ending March 31, 2018, the Company will work to further promote active roles by women and improve the environment where employees with diverse work styles are able to work efficiently. Also, the Company will hold events and seminars regularly so that employees with different backgrounds are able to get to know each other, with the aim of facilitating sustained improvement of the Company’s competitiveness through the exchange of varying viewpoints and thoughts.

(4) Major parent company and subsidiaries (As of March 31, 2017)**i) Major parent company**

No items to report.

ii) Major subsidiaries

Section	Company name	Location	Capital stock	Holding ratio (%)	Major business
*1	NISSIN FOOD PRODUCTS CO., LTD.	Osaka	¥5,000 million	100.0	Manufacture and sale of instant noodles
*2	MYOJO FOODS CO., LTD.	Tokyo	¥3,143 million	100.0	Manufacture and sale of instant noodles
*3	NISSIN CHILLED FOODS CO., LTD.	Osaka	¥100 million	100.0	Manufacture and sale of chilled foods
*3	NISSIN FROZEN FOODS CO., LTD.	Osaka	¥100 million	100.0	Manufacture and sale of frozen foods
*6	NISSIN CISCO CO., LTD.	Osaka	¥2,600 million	100.0	Manufacture and sale of cereal foods and confectionery, etc.
*6	NISSIN YORK CO., LTD.	Tokyo	¥870 million	100.0	Manufacture and sale of dairy products etc.
*6	NISSIN ASSET MANAGEMENT CO., LTD.	Tokyo	¥50 million	100.0	Real estate leasing and management
*1	Sapporo Nissin Co., Ltd.	Hokkaido	¥250 million	100.0	Manufacture and sale of instant noodles
*1	Nissin Plastics Co., Ltd.	Shiga	¥450 million	100.0	Manufacture and sale of containers
*1	NISSIN F.D. FOODS CO., LTD.	Okayama	¥100 million	100.0	Manufacture and sale of ingredients for instant noodles
*1	Kagawa Nissin Food Products Co., Ltd.	Kagawa	¥100 million	100.0	Manufacture and sale of ingredients for instant noodles
*1	Nissin Enterprise Corporation	Osaka	¥300 million	100.0	Warehousing and distribution business
*1	AJINIHON CO., LTD.	Hiroshima	¥95 million	49.4	Manufacture and sale of soup
*2	NISHINIHON MYOJO CO., LTD.	Hyogo	¥90 million	100.0	Manufacture and sale of instant noodles
*2	UNI-STAR CO., LTD.	Saitama	¥150 million	100.0	Manufacture and sale of soup
*2	HIGASHINIHON MYOJO CO., LTD.	Saitama	¥90 million	100.0	Manufacture and sale of instant noodles
*3	Saitama Nissin Food Products Co., Ltd.	Saitama	¥30 million	100.0	Manufacture and sale of chilled foods and frozen foods
*3	SAGAMI FRESH CO., LTD.	Kanagawa	¥400 million	100.0	Manufacture and sale of chilled foods
*3	Shikoku Nissin Food Products Co., Ltd.	Kagawa	¥98 million	100.0	Manufacture and sale of frozen foods
*3	Takamatsu Nissin Food Products Co., Ltd.	Kagawa	¥80 million	100.0	Manufacture and sale of frozen foods
*3	Mie Nissin Food Products Co., Ltd.	Mie	¥100 million	100.0	Manufacture and sale of frozen foods
*3	Circle Liners Co., Ltd.	Kagawa	¥50 million	100.0	Warehousing and distribution business
*3	NICKY FOODS CO., LTD.	Osaka	¥60 million	100.0	Manufacture and sale of frozen foods
*6	UJI KAIHATSU DEVELOPMENT CO., LTD.	Kyoto	¥100 million	98.3	Operation of golf course
*6	NISSIN NETCOM CO., LTD.	Osaka	¥24 million	100.0	Management of real estate Management of restaurants

Section	Company name	Location	Capital stock	Holding ratio (%)	Major business
*6	Bonchi Co., Ltd.	Osaka	¥160 million	50.1	Production and sales of Japanese rice crackers and snacks
*4	NISSIN FOODS (U.S.A.) CO., INC.	U.S.A.	US\$149 million	94.4	Manufacture and sale of instant noodles
*4	MYOJO U.S.A., INC.	U.S.A.	US\$5 million	96.0	Manufacture and sale of chilled foods
*4	NISSIN FOODS DE MEXICO S.A. DE C.V.	Mexico	MXN215 million	100.0	Manufacture and sale of instant noodles
*4	NISSIN FOODS DE COLOMBIA S.A.S.	Colombia	COP5,748 million	100.0	Sale of instant noodles
*4	NISSIN TECHNOLOGY ALIMENTOS DO BRASIL LTDA.	Brazil	BRL1,038 million	100.0	Technical support for manufacture of foods
*4	NISSIN FOODS DO BRASIL LTDA.	Brazil	BRL27 million	100.0	Manufacture and sale of instant noodles
*5	NISSIN FOODS CO., LTD.	China	HK\$2,030 million	98.5	Manufacture and sale of instant noodles Regional headquarters for China
*5	WINNER FOOD PRODUCTS LTD.	China	HK\$29 million	98.5	Manufacture and sale of instant noodles and frozen foods
*5	NISSIN FOODS (HK) MANAGEMENT CO., LTD.	China	HK\$200	98.5	Intragroup administrative operation and support business
*5	NISSIN FOODS (CHINA) HOLDING CO., LTD.	China	RMB1,443 million	98.5	Invest in businesses in China
*5	SHANGHAI NISSIN FOODS CO., LTD.	China	US\$44 million	98.5	Manufacture and sale of instant noodles
*5	GUANGDONG SHUNDE NISSIN FOODS CO., LTD.	China	HK\$130 million	98.5	Manufacture and sale of instant noodles
*5	Dongguan Nissin Packaging Co., Ltd.	China	RMB147 million	98.5	Manufacture of instant noodle packages
*5	Nissin Koikeya Foods (China & HK) Co., Ltd.	China	HK\$10 million	65.0	Sale of confectionery etc.
*5	Fujian Nissin Foods Co., Ltd.	China	RMB235 million	98.5	Manufacture and sale of instant noodles
*5	ZHUHAI GOLDEN COAST WINNER FOOD PRODUCTS LTD.	China	HK\$84 million	69.4	Manufacture and sale of instant noodles
*5	GUANGYOUNAN FOOD PRODUCTS (SHENZHEN) CO., LTD.	China	HK\$11 million	98.5	Manufacture and sale of frozen foods
*5	ZHEJIANG NISSIN FOODS CO., LTD.	China	RMB350 million	98.5	Manufacture and sale of instant noodles
*5	NISSIN FOODS (H.K.) CO., LTD.	China	HK\$10 million	98.5	Sale of instant noodles
*5	MC Marketing & Sales (Hong Kong) Limited (Note 1)	China	HK\$1,000	50.2	Sale of food products
*6	NISSIN FOODS (ASIA) PTE. LTD.	Singapore	S289 million	100.0	Regional headquarters for Asia
*6	Nissin Foods Singapore Pte. Ltd.	Singapore	S20 million	66.0	Manufacture and sale of instant noodles
*6	INDO NISSIN FOODS PRIVATE LTD.	India	INR3,459 million	65.6	Manufacture and sale of instant noodles
*6	NISSIN FOODS INDIA LTD.	India	INR500 thousand	65.6	Sale of instant noodles
*6	Nissin Foods Kft.	Hungary	HUF1,000 million	100.0	Manufacture and sale of instant noodles
*6	Nissin Foods GmbH	Germany	€25 thousand	100.0	Sale of instant noodles
*6	NISSIN YILDIZ GIDA SANAYI VE TICARET A.S.	Turkey	TRY99 million	50.0	Manufacture and sale of instant noodles
*6	NISSIN FOODS VIETNAM CO., LTD.	Vietnam	US\$59 million	100.0	Manufacture and sale of instant noodles

Section	Company name	Location	Capital stock	Holding ratio (%)	Major business
*6	NISSIN FOODS (THAILAND) CO., LTD.	Thailand	THB2,618 million	66.0	Manufacture and sale of instant noodles
*6	PT. NISSIN FOODS INDONESIA (Note 2)	Indonesia	IDR306.1 billion	66.0	Manufacture and sale of instant noodles

*1 Nissin Food Products *2 Myojo Foods *3 Chilled and frozen foods *4 The Americas *5 China *6 Others

- (Notes) 1. MC Marketing & Sales (Hong Kong) Limited is included within the scope of consolidation after becoming subsidiaries due to the additional acquisition of shares.
2. PT. NISSIN FOODS INDONESIA is included within the scope of consolidation because of increases in the significance.
3. There are no wholly owned subsidiaries as defined in Article 118, Item 4 of the Ordinance for Enforcement of the Companies Act as of the end of the fiscal year under review.

iii) Status of important business combinations

The company which has become a major subsidiary during the fiscal year under review is as follows.

Company name	Reason and date of change
MC Marketing & Sales (Hong Kong) Limited	As of March 15, 2017, the Company acquired shares in MC Marketing & Sales (Hong Kong) Limited

iv) Major business

The Group is, while centering on the manufacture and sale of instant foods, primarily instant noodles, promoting development toward other food business, distribution business and other related business. The Group is also expanding its business areas overseas through manufacturing and sale of instant noodles and others by its local subsidiaries and associates, and through technological assistance to these local corporations.

Reportable segments	Main products
Nissin Food Products	Chicken Ramen, Cup Noodle, Nissin-No-Donbei, Nissin Rao, Nissin Yakisoba U.F.O. and others
Myojo Foods	MYOJO CHARUMERA, MYOJO IPPEICHAN, Myojo Hajimeya Teitoshitsumen and others
Chilled and frozen foods	Reito Nissin Spa-Oh, Tsukemen no Tatsujin, Gyoretsu-no-Dekiru-Mise-no-Ramen and others
The Americas	CUP NOODLES, Top Ramen, CHOW MEIN, NISSIN LAMEN and others
China	Demae Iccho, CUP NOODLES, U.F.O. and others
Others	Cereal foods, confectionery, beverages and others

v) Principal offices

Osaka Head Office: 1-1, 4-chome, Nishinakajima, Yodogawa-ku, Osaka

Tokyo Head Office: 28-1, 6-chome, Shinjuku, Shinjuku-ku, Tokyo

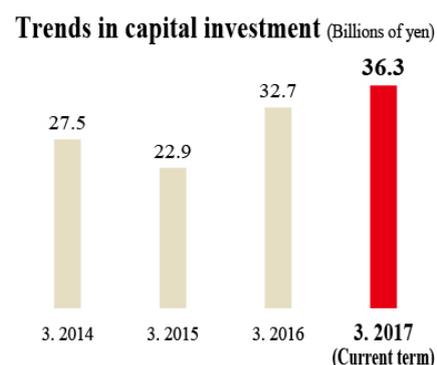
Research Institute: NISSIN Global Innovation Center (Tokyo)
NISSIN Global Food Safety Institute (Tokyo)

* The Osaka Head Office is registered as the Head office, however, operations primarily take place at the Tokyo Head Office.

(5) Status of important capital investment and financing

Capital investment in the fiscal year ended March 31, 2017 went mainly toward plant construction to augment the supply structure for Demae Iccho and other products in the Hong Kong and China region; construction of a plant in Hungary; construction of a new Kanto plant at Nissin York; and construction to meet production, establishment of new lines to bolster production capacity, and production in response to new production methods at Nissin Food Products and other companies.

As a result, the total amount of the capital investment of the Group was ¥36,340 million. The finances required for this were primarily allocated from internal funds and borrowings.



(6) Major creditors (As of March 31, 2017)

Creditors	Borrowings outstanding (Millions of yen)
Mizuho Bank, Ltd.	13,439
Sumitomo Mitsui Banking Corporation	7,502
Japan Finance Corporation	6,140
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	6,027
Mizuho Trust & Banking Co., Ltd.	1,877

(7) Status of employees (As of March 31, 2017)

i) The Group

Number of employees	Change from the previous fiscal year-end
11,710	Increase of 510

(Note) The number of employees indicates the number of regular employees, and the annual average number of temporary employees is 5,087.

ii) The Company

Number of employees	Change from the previous fiscal year-end	Average age	Average service years
717	Increase of 36	39.7	11.5

(Note) The number of employees indicates the number of regular employees.

2. Items Regarding Shares of the Company (As of March 31, 2017)

(1) Total number of shares authorized to be issued 500,000,000

(2) Total number of shares issued 117,463,685

(Note) Total number of shares issued includes 13,373,235 shares of treasury stock held as of the end of the fiscal year under review.

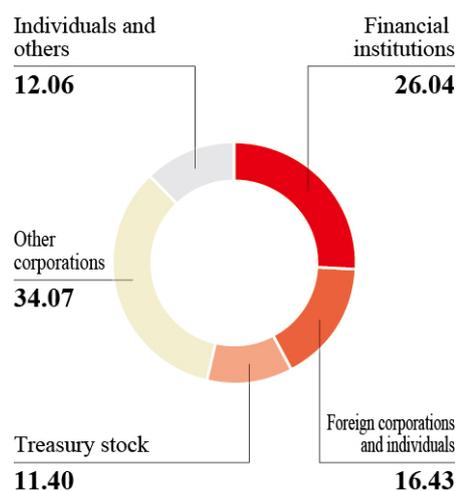
(3) Number of shares making up one unit 100

(4) Number of shareholders 50,449

(5) Major shareholders (Top 10 shareholders):

Name of shareholders	Number of shares held (Hundred shares)	Holding ratio (%)
Ando Foundation	79,043	7.59
Mitsubishi Corp.	78,000	7.49
ITOCHU Corp.	54,000	5.19
Ando International Y.K.	39,455	3.79
State Street Bank and Trust Company	37,286	3.58
Mizuho Bank, Ltd.	33,750	3.24
Japan Trustee Services Bank, Ltd. (Account in Trust)	32,957	3.17
The Master Trust Bank of Japan, Ltd. (Account in Trust)	31,388	3.02
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	22,735	2.18
STATE STREET BANK WEST CLIENT - TREATY	16,896	1.62

Distribution of ownership among shareholders (%)



(Note) Holding ratio is calculated with total number of shares issued, excluding treasury stock (133,732 hundred shares), as the denominator.

3. Status of Corporate Governance

Basic Concept of Corporate Governance

While providing safe and worry-free foods, and promoting businesses to maximize benefits to all stakeholders including shareholders, consumers, employees, business partners, local communities, and local residents, the Company recognizes enhanced and strengthened corporate governance as one of the top priorities for management and strives for highly objective and transparent management. To achieve this objective, the Company has already appointed more than one Outside Director and Outside Audit & Supervisory Board Member, and has proactively incorporated the opinions of outside experts in management, thereby endeavoring to invigorate management and make it transparent. In particular with regard to Directors, based on a resolution at the 68th Ordinary General Meeting of Shareholders held on June 28, 2016, we have reduced the number of Internal Directors by six, to three, and increased the number of Outside Directors by one, to five. **By making Outside Directors the majority**, the Company is further strengthening supervisory functions and promoting swifter decision-making.

As a company with an Audit & Supervisory Board, the Company has a system for monitoring the Directors' execution of duties with three Audit & Supervisory Board Members (of which, two Independent Outside Audit & Supervisory Board Members). Furthermore, the Company is striving to further enhance corporate governance by placing several staff specializing in assisting the operations of Audit & Supervisory Board Members, enhancing the Internal Auditing Office, which improves the efficiency of audits by cooperating with Audit & Supervisory Board Members, and reinforcing the internal control systems, etc.

Board of Directors

Directors: 8 people			Audit & Supervisory Board Members: 3 people	
Internal Directors	Outside Directors		Audit & Supervisory Board Members (Internal)	Independent Outside Audit & Supervisory Board Members
3 people	2 people	Independent Outside Directors 3 people	1 person	2 people

Policy for Selection of Candidates for Directors and Audit & Supervisory Board Members

Composition of the Board of Directors and Criteria for Selection of Candidates for Directors

In order to develop the Group's operations in Japan and overseas under its philosophy, "EARTH FOOD CREATOR," the Group selects candidates who possess extensive experience, deep insight, and advanced specialization, while taking into account the balance of knowledge, experience, and capabilities; diversity in fields of specialization and gender; and appropriateness of scale of the Board of Directors as a whole.

Candidates for Internal Directors are selected from among those people who are involved in Group management, such as Executive Officers, Chief Officers, Presidents of operating companies, and Chief Representatives in each area, in addition to President & Representative Director, CEO, Executive Vice President & Representative Director, COO.

Candidates for Outside Directors are selected from those who, as well as satisfy the standards of the Companies Act, are management executives, academic experts and the like, based on their deep insight and advanced specialization with extensive experience in domestic and overseas economics, finance, industry trends, corporate strategy, marketing, advanced research, etc., and who are capable of not only checking in the Board of Directors meetings from an objective standpoint the legality of management and the appropriateness of decision-making in the execution of duties, but also, the Group expects, providing advice leading to business activities that will enhance corporate value in the Board of Directors meetings, etc.

As for the procedures for the above, candidates are decided by the Board of Directors after the appropriateness of them is deliberated and verified by the Management Advisory Committee.

Composition of the Audit & Supervisory Board and Criteria for Selection of Candidates for Audit & Supervisory Board Members

Based on the Companies Act and other laws and regulations, as well as the Articles of Incorporation and other regulations, the Audit & Supervisory Board audits the process of decision-making by the Directors and the status of their execution of duties.

The number of the Audit & Supervisory Board Members is four or fewer, the majority of whom are Outside Audit & Supervisory Board Members.

The criteria for selecting candidates for Audit & Supervisory Board Members (internal) is to select people who can perform auditing and ensure management soundness from a perspective based on extensive operational experience in the Group.

The criteria for selecting candidates for Outside Audit & Supervisory Board Members is to select people who satisfy the standards of the Companies Act, and who has extensive experience and advanced specialization, which are necessary for audit.

As for the procedures for the above, candidates are decided by the Board of Directors after the appropriateness of them is deliberated and verified by the Management Advisory Committee and after obtaining the approval of the Audit & Supervisory Board.

- Liaison Committee of Independent Outside Directors and Audit & Supervisory Board Members

The Company holds a meeting of the “Liaison Committee of Independent Outside Directors and Audit & Supervisory Board Members” comprising Independent Outside Directors and Audit & Supervisory Board Members, twice a year, and the Audit & Supervisory Board Members ensure fulsome information sharing with Outside Directors.

- Report on the operational status of the systems ensuring the appropriateness of operations

The outline of the operational status of systems ensuring the execution of duties of Directors comply with the laws and regulations and the Articles of Incorporation, and other systems ensuring the appropriateness of operations is as follows:

- i) Overall Internal Control Systems

In addition to audits conducted by the Audit & Supervisory Board Members and Financial Auditor of the Company, Internal Auditing Office, which is under the direct control of President & Representative Director, CEO, is engaged in internal audits and regularly conducted audits including on-site inspections in order to confirm that the Group is performing its business in compliance with laws and regulations, “Articles of Incorporation” and other rules and regulations.

In addition, with the aim of enhancing audit efficiency, three parties, Internal Auditing Office, the Audit & Supervisory Board Members and Financial Auditor held regular meetings six times, and exchanged opinions regarding findings of the audit and other relevant information.

- ii) Compliance

Compliance Committee held two meetings during the fiscal year under review and worked to strengthen the compliance framework of the Group. The Committee identified and evaluated compliance risks at business offices of the Company and the Group companies, provided instructions for improvement as well as education and training to facilitate the sense of compliance taking root.

In addition, the Committee made reports on the status relating reporting of compliance-related violations and on other matters to the Board of Directors.

- iii) Risk Management

Through the “Risk Management Office” established in the General Affairs Division as an office for “Risk Management Committee,” we have identified and evaluated risks, developed countermeasures, and checked the status of the measures taken, in order to get visibility of risks of the entire Group and manage them.

- iv) Management of business of subsidiaries

The Company has approved important matters of its subsidiaries in compliance with the “Approval Regulations.” With regard to each subsidiary’s business strategy, business conditions, financial conditions and the like, the Company has regularly received reports from respective subsidiaries as necessary at the “Board of Directors” and the “Group Company Strategic Presentation.”

- v) Execution of duties by Directors

- The Company held the “Regular Meetings of the Board of Directors” ten times during the fiscal year under review to determine important business matters defined in the laws and regulations, the “Articles of Incorporation” and the “Board of Directors Regulations,” and supervised execution of the duties.

- In principle, the Company held meetings of the “Management Committee” twice a month to deliberate beforehand matters to be resolved by the “Board of Directors” and other important business matters and to report on important progress of the business operations.

- The Company held meetings of the “Management Advisory Committee,” the majority of which are Independent Directors/Audit & Supervisory Board Members, three times a year, and discussed the nomination, remuneration, and governance. The committee ensured transparency and fairness in nomination, remuneration, and governance.

- The Company held meetings of the “Liaison Committee of Independent Outside Directors and Audit & Supervisory Board Members” comprising Independent Outside Directors and Audit & Supervisory Board Members, twice a year, and the Audit & Supervisory Board Members ensured fulsome information sharing with Outside Directors.

- The Company held the “Group Company Strategic Presentation” every month in principle. Reports, proposals, and confirmations in regard to strategies (products, finance, human resource and the like) were made by the presidents of the major subsidiaries and overseas regional Chief Representatives, and status of execution of duties of subsidiaries was supervised.

- The Company held the “GPS Presentation (Global Platform System Presentation)” comprising chief officers every month in principle. Strategies were proposed by the chief officers, and status of execution of platform duties was supervised.

- As a preliminary discussion body of the “Board of Directors” and “Management Committee,” the Company held a meeting of the “Investment and Finance Committee” every month in principle. The committee consists of members summoned in principle from each platform. The Committee performed screenings and reviews of important investment and financing and the like in advance.

- As an advisory body to the “Board of Directors” and “Management Committee,” the Company held a meeting of the “Personnel Committee” every month. The Committee consists of chief officers and the like. Human resource strategy of the Group was reviewed.

vi) Execution of duties of the Audit & Supervisory Board Members

- The meetings of the “Audit & Supervisory Board” were held twelve times during the fiscal year under review to audit duties executed by Directors.

- The Audit & Supervisory Board Members have conducted audit by attending the meetings of the “Board of Directors” and other important meetings, by interviewing Directors and employees and by other means including on-site inspection concerning matters to be resolved by “the Management Committee” and other important matters for corporate management.

- The Audit & Supervisory Board members, who work closely with Internal Auditing Office and Financial Auditor on a steady basis, held regular meetings with them six times to exchange information, and secured effective audits by the Audit & Supervisory Board members.

Reference

- Policy on Cross-Holdings of Shares in Listed Companies

In addition to obtaining dividends and capital gains, the Company holds shares in listed companies as deemed necessary for forming positive relationships with business partners and enhancing corporate value over the medium to long term by promoting smooth operations. The Board of Directors regularly verifies such shares from the above-mentioned perspective to determine their continued holdings. In addition, the Company has a policy of reducing its overall holdings from such perspectives as enhancing capital efficiency, and sells these holdings as appropriate after taking the impact on the market and other factors overall into consideration.

- Transactions with Related-Parties

The Company has formulated “Board of Directors Regulations” requiring that transactions between a Director and the Company (self-transactions and indirect transactions) and transactions with principal shareholders of the Company must be resolved by the Board of Directors and, if necessary, reported at Board of Directors meetings.

- Policy on Training Directors and Audit & Supervisory Board Members

To ensure that management supervision and auditing functions are sufficiently conducted by the Directors and Audit & Supervisory Board Members, the Company provides information necessary to the execution of duties in an appropriate and timely manner. Furthermore, to ensure sufficient deliberation at Board of Directors meetings, Outside Directors and Outside Audit & Supervisory Board Members are provided in advance with Board of Directors meeting materials, explanations, and related information. In addition, when such Outside Directors and Outside Audit & Supervisory Board Members assume office, they are provided with orientations, dialogues with the management team, and other ongoing opportunities for understanding the Company's operations. Furthermore, the Company provides Directors and Audit & Supervisory Board Members with opportunities for training by third-party institutions, with the Company bearing the costs of such training.

4. Items Regarding the Company's Officers

(1) Names etc. of Directors and Audit & Supervisory Board Members (As of March 31, 2017)

Position at the Company	Name	Responsibilities in the Company and significant concurrent positions at other organizations
President *1 *2	Koki Ando	CEO (Chief Executive Officer) President & Representative Director of UJI KAIHATSU DEVELOPMENT CO., LTD. Chairman of the Ando Foundation Chairman of Japan Association for the World Food Programme
Executive Vice President *1 *2	Noritaka Ando	COO (Chief Operating Officer) President & Representative Director of NISSIN FOOD PRODUCTS CO., LTD.
Director *2	Yukio Yokoyama	Director, CFO (Chief Financial Officer) and Managing Executive Officer
Director *2 *3	Ken Kobayashi	Chairman of the Board of Mitsubishi Corporation
Director *2 *3	Masahiro Okafuji	President & Chief Executive Officer of ITOCHU Corporation
Director *2 *3	Yoko Ishikura	Independent Director
Director *2 *3	Isao Karube	Independent Director President of Tokyo University of Technology
Director *2 *3	Masato Mizuno	Independent Director Chairman of MIZUNO Corporation
Audit & Supervisory Board Member (Full-time)	Hideki Hattori	
Audit & Supervisory Board Member (Full-time) *2 *4	Kazuo Kanamori	Independent Audit & Supervisory Board Member
Audit & Supervisory Board Member *2 *4	Chisugi Mukai	Independent Audit & Supervisory Board Member, Lawyer

*1 Representative Director *2 Member of the Management Advisory Committee *3 Outside Director *4 Outside Audit & Supervisory Board Member

- (Notes) 1. The Company notified the Tokyo Stock Exchange of Directors Dr. Yoko Ishikura, Dr. Isao Karube, and Mr. Masato Mizuno, and Audit & Supervisory Board Member (Full-time) Mr. Kazuo Kanamori and Audit & Supervisory Board Member Mr. Chisugi Mukai as Independent Director / Independent Audit & Supervisory Board Member under the provisions of the said exchange.
2. Director Mr. Masato Mizuno was newly elected as Director and assumed the position at the 68th Ordinary General Meeting of Shareholders held on June 28, 2016.
3. In regard to Director Dr. Yoko Ishikura, as that name is well known, her name is shown as above, regardless the fact that her legal name is Dr. Yoko Kurita.
4. Audit & Supervisory Board Member (Full-time) Mr. Kazuo Kanamori possesses considerable knowledge of financial and accounting matters gained through abundant experience at financial institutions. Based on this and the experience he has cultivated as a director, the Company believes he has sufficient knowledge and experience to monitor and inspect company management.
5. Officers who resigned during the fiscal year under review

Name	Date of retirement	Reason for retirement	Position, responsibilities and significant concurrent positions at time of resignation
Susumu Nakagawa	June 28, 2016	Expiration	Executive Vice President & Representative Director and COO (Chief Operating Officer)
Akihide Matsuo	June 28, 2016	Expiration	Director, Managing Executive Officer President & Representative Director of MYOJO FOODS CO., LTD.
Tsunao Kijima	June 28, 2016	Expiration	Director, Managing Executive Officer and in charge of U.S.A
Mitsuru Tanaka	June 28, 2016	Expiration	Director and CDO (Chief Development Officer) Head of NISSIN Global Innovation Center Head of NISSIN Global Food Safety Institute
Yoshinori Miura	June 28, 2016	Expiration	Director and CBO (Chief Business Officer) Chairperson & Representative Director of NISSIN FOOD PRODUCTS CO., LTD.
Kiyotaka Ando	June 28, 2016	Expiration	Director and Chief Representative, China
Hiroshi Takano	June 28, 2016	Expiration	Audit & Supervisory Board Member

(2) Significant concurrent positions at other organizations and primary activities of Outside Directors and Outside Audit & Supervisory Board Members

i) Relationship between the Company and the companies where Outside Directors assume significant concurrent positions

Outside Director Mr. Ken Kobayashi is Chairman of the Board of Mitsubishi Corporation, and Outside Director Mr. Masahiro Okafuji is President & Chief Executive Officer of ITOCHU Corporation. The Group sells products to both companies and purchases materials from the same. The transactions are regular transactions for either of the cases, and there are no direct special interests between the Company and the Outside Directors as individuals.

ii) Primary activities of the Outside Directors and Outside Audit & Supervisory Board Members

Position at the Company	Name	Primary activities	Attendance at the Board of Directors meetings
			Attendance at the Audit & Supervisory Board meetings
Director	Ken Kobayashi	Attended 9 out of 10 Board of Directors meetings held during the fiscal year under review, and provided input on overall corporate management in Japan and overseas based on his abundant experience as a management executive from a neutral and objective standpoint as an outside director.	9/10
			–
Director	Masahiro Okafuji	Attended 8 out of 10 Board of Directors meetings held during the fiscal year under review, and provided input on overall corporate management in Japan and overseas based on his abundant experience as a management executive from a neutral and objective standpoint as an outside director.	8/10
			–
Director	Yoko Ishikura	Attended all 10 Board of Directors meetings held during the fiscal year under review, and provided input on overall corporate management in Japan and overseas based on her abundant experience as an international corporate strategy expert from a neutral and objective standpoint as an outside director.	10/10
			–
Director	Isao Karube	Attended all 10 Board of Directors meetings held during the fiscal year under review, and provided input on overall corporate management based on his experience in advanced research, extensive experience of international affairs, and management experience as a president of a university, from a neutral and objective standpoint as an outside director.	10/10
			–
Director	Masato Mizuno	Attended all 7 out of 10 Board of Directors meetings held during the fiscal year under review after assuming the position of Director, and provided input on overall corporate management in Japan and overseas based on his abundant experience as a management executive from a neutral and objective standpoint as an outside director.	7/7
			–
Audit & Supervisory Board Member (Full-time)	Kazuo Kanamori	Attended all 10 Board of Directors meetings and all 12 Audit & Supervisory Board meetings held during the fiscal year under review, and actively provided input in those meetings to monitor and inspect company management from an objective standpoint which was cultivated through his experience in working at banks.	10/10
			12/12
Audit & Supervisory Board Member	Chisugi Mukai	Attended all 10 Board of Directors meetings and all 12 Audit & Supervisory Board meetings held during the fiscal year under review, and actively provided input in those meetings mainly from a standpoint as a legal expert.	10/10
			12/12

(3) Summary of contents of agreements limiting liability with Outside Directors and Outside Audit & Supervisory Board Members

The Company has revised the Articles of Incorporation through the 58th Ordinary General Meeting of Shareholders held on June 29, 2006 and has established a provision in regard to the agreements limiting liability with Outside Directors and Outside Audit & Supervisory Board Members (not including Mr. Kazuo Kanamori, Audit & Supervisory Board Member (Full-time)). Summary of contents of the agreements limiting liability is as follows:

i) Agreements limiting liability with Outside Directors

If Outside Directors, after entering into this agreement as Directors, neglect their duties and cause damages to the Company, and are in good faith and are not grossly negligent in performing their duties, pursuant to Paragraph 1, Article 423, of the Companies Act, Outside Directors shall be liable for the damages to the Company to the extent of the minimum liability amount pursuant to Paragraph 1, Article 425 of the said Act or ¥12 million, whichever is higher. The Company shall exempt Outside Directors from the portion exceeding such liability amount for the damages.

ii) Agreements limiting liability with Outside Audit & Supervisory Board Members

If Outside Audit & Supervisory Board Members, after entering into this agreement as Audit & Supervisory Board Members, neglect their duties and cause damages to the Company, and are in good faith and are not grossly negligent in performing their duties, pursuant to Paragraph 1, Article 423, of the Companies Act, Outside Audit & Supervisory Board Members shall be liable for the damages to the Company to the extent of the minimum liability amount pursuant to Paragraph 1, Article 425, of the said Act or ¥10 million, whichever is higher. The Company shall exempt Outside Audit & Supervisory Board Members from the portion exceeding such liability amount for the damages.

(4) Amount of remuneration for Directors and Audit & Supervisory Board Members

Title	Number of payees	Amount of basic remuneration (Millions of yen)	Stock option (Millions of yen)	Total (Millions of yen)
Director	14	372	204	576
(of which Outside Directors)	(5)	(47)	–	(47)
Audit & Supervisory Board Member	4	38	–	38
(of which Outside Audit & Supervisory Board Members)	(3)	(29)	–	(29)
Total	18	410	204	614
(of which Outside Directors and Outside Audit & Supervisory Board Members)	(8)	(77)	–	(77)

- (Notes) 1. The maximum amount of remuneration for Directors and Audit & Supervisory Board Members (basic remuneration) by resolution of the General Meeting of Shareholders (not including employee equivalent salaries paid to Director who is also employee) is not exceeding ¥700 million per year (of which ¥100 million or less for Outside Directors; by resolution of the 68th Ordinary General Meeting of Shareholders held on June 28, 2016) for Director, and not exceeding ¥60 million per year for Audit & Supervisory Board Member (by resolution of the 47th Ordinary General Meeting of Shareholders held on June 29, 1995).
2. The maximum amount of remuneration-type stock options for Director (excluding Outside Director) by resolution of the General Meeting of Shareholders is not exceeding ¥500 million per year (by resolution of the 60th Ordinary General Meeting of Shareholders held on June 27, 2008).
3. The above includes remuneration for six (6) Directors and one (1) Audit & Supervisory Board Member who retired at the conclusion of the 68th Ordinary General Meeting of Shareholders held on June 28, 2016.
4. The above remuneration for Outside Directors and Outside Audit & Supervisory Board Members includes remuneration of ¥9 million which Outside Directors and Outside Audit & Supervisory Board Members received at the Company's subsidiaries.
5. At the 60th Ordinary General Meeting of Shareholders held on June 27, 2008, the Company resolved to abolish the Retirement Benefits Plan for Officers. For Directors and Audit & Supervisory Board Members who remained in office after that point, the Company also resolved to pay Retirement Benefits to each officer at the time of their retirement, corresponding to their terms of office prior to the abolishment of the plan. Accordingly, in addition to the above, ¥130 million was paid to two (2) Directors and one (1) Audit & Supervisory Board Member who retired during the period.

Policy on determining the amount of remuneration and other payments for Directors and Audit & Supervisory Board Members and calculation method thereof

Remuneration for Director consists of the “basic remuneration” paid according to position and role importance of the Director, and the “remuneration-type stock options” for the purpose of increasing motivation and incentives toward the contribution to sustained improvement of business performance and enhancement of corporate value over the medium- to long-term within the scope of the total amount resolved by the General Meeting of Shareholders. However, in view of the nature of the duties, the remuneration for Outside Director is not linked to business performance and consists only of “basic remuneration” paid according to the position. The procedures for the above are decided by the Board of Directors after the appropriateness of said procedures is deliberated and verified by the Management Advisory Committee, the majority of which are Independent Outside Directors and Independent Outside Audit & Supervisory Board Members.

Furthermore, although remuneration for Audit & Supervisory Board Member is determined through discussions with the Audit & Supervisory Board Member within the scope of the total amount resolved by the General Meeting of Shareholders, in view of the nature of auditing service, remuneration for Audit & Supervisory Board Member is not linked to business performance and consists only of “basic remuneration” paid according to the position.

5. Status of Financial Auditor

(1) Name of the financial auditor

Deloitte Touche Tohmatsu LLC

(2) Remuneration for the financial auditor for the fiscal year under review

i) Remuneration payable by the Company to the financial auditor for the fiscal year under review

The amount of remuneration and other amounts in regard to services defined under Paragraph 1, Article 2, of the Certified Public Accountants Act

¥53 million

ii) Total amount of cash and other economic benefits payable by the Company and its consolidated subsidiaries to the financial auditor

¥101 million

(Notes) 1. In the audit agreement between the Company, its consolidated subsidiaries and the financial auditor, remuneration amount in regard to audit pursuant to the Companies Act and the remuneration amount in regard to audit pursuant to the Financial Instruments and Exchange Act are not categorized. As it also cannot be categorized in essence, the amounts shown in i) and ii) represent the total amount of these remuneration amounts.

2. As a result of conducting the necessary verification on the appropriateness of the contents of the audit plan of the financial auditor, the status of performance of the financial audit, and the grounds for calculating remuneration, etc., the Audit & Supervisory Board resolved that it is appropriate to approve the amount of remuneration, etc. for the financial auditor.

(3) Status of audit at consolidated subsidiaries

Among the Company's consolidated subsidiaries, some of the overseas subsidiaries are audited by other certified public accountants or audit firms (including those who have equivalent certificates in foreign countries) other than the Company's financial auditor.

(4) Details of non-auditing services

The Company seeks advice in regard to transition to International Financial Reporting Standards (IFRS) and the like, and pays fees to Deloitte Touche Tohmatsu LLC for the advices received. Such are services other than ones defined under Paragraph 1, Article 2 of the Certified Public Accountants Act.

(5) Policy on decision for dismissal or non-reappointment of the financial auditor

Other than the Company's convenience, if an event occurs in which serious hindrance is caused to the Company's auditing services, in such situations where the financial auditor conflicts with or does not comply with the Companies Act, the Certified Public Accountants Act and the like, or has received a disposition such as suspension of auditing services from the supervising authority, the Audit & Supervisory Board shall consider to dismiss or not reappoint the financial auditor concerned based on the facts. If dismissal or non-reappointment is judged appropriate, the Audit & Supervisory Board will resolve the dismissal or non-reappointment of the financial auditor, and the Board of Directors, based on the resolution concerned, shall submit the relevant proposal to the General Meeting of Shareholders.

(6) Overview of the agreements limiting liability with financial auditor

Agreements limiting liability have not been concluded between the financial auditor and the Company.

6. Policy Relating to the Decision of Dividends of Surplus

The Company constantly endeavors to increase the Group's earning potential, recognizing growth in the corporate value and the provision of appropriate shareholder returns as the most important management priorities. Our basic policy is to provide continuous and stable returns to shareholders while taking consolidated business results and future capital requirements into consideration.

With respect to the use of internal reserves, we will provide for capital needs, such as capital investments, R&D spending, and M&A, for the purpose of further increasing corporate value, and will efficiently invest surplus funds with risks taken into account.

Based on the above policy, with respect to future dividends to shareholders, we will endeavor to have a payout ratio of around 40%.

(Notes) 1. Until otherwise stated in this document, amounts and number of shares presented in this business report less than one full unit have been rounded down.

However, in respect of net income per share, total equity per share, and percentages, figures have been rounded to the nearest unit.

2. Consumption tax is not included in stated amounts.

Consolidated Financial Statements

Consolidated Balance Sheet (As of March 31, 2017)

(Millions of yen)

Account Title	Amount	Account Title	Amount
Assets		Liabilities	
Current assets	177,887	Current liabilities	135,847
Cash and deposits	70,919	Notes and accounts payable-trade	51,705
Notes and accounts receivable-trade	65,290	Short-term borrowings	18,450
Marketable securities	1,155	Accrued payables	32,961
Merchandise and finished goods	12,697	Lease liabilities within one year	449
Raw materials and supplies	16,209	Accrued income taxes	7,926
Deferred tax assets	5,149	Other	24,355
Other	6,849	Long-term liabilities	47,815
Less: Allowance for doubtful receivables	(385)	Long-term debt	15,867
Fixed assets	359,293	Lease liabilities beyond one year	2,863
Property, plant and equipment	188,013	Asset retirement obligations	55
Buildings and structures	60,936	Deferred tax liabilities	16,629
Machinery, equipment and vehicles	50,689	Deferred tax liabilities on land revaluation	2,002
Tools and fixtures	4,200	Liability for retirement benefits	7,346
Land	52,748	Other	3,051
Leased assets	3,400	Total liabilities	183,662
Construction in progress	14,488	Equity	
Other	1,550	Shareholders' equity	324,830
Intangible fixed assets	44,070	Common stock	25,122
Goodwill	30,464	Capital surplus	49,823
Other	13,606	Retained earnings	308,074
Investments and other assets	127,208	Treasury stock, at cost	(58,190)
Investments in securities	120,136	Accumulated other comprehensive income	16,227
Investments in capital	782	Unrealized gain (loss) on available-for-sale securities	23,794
Long-term loans	918	Land revaluation reserve	(6,382)
Deferred tax assets	2,120	Foreign currency translation adjustments	(1,403)
Net defined benefit asset	335	Defined retirement benefit plans	218
Other	3,046	Stock acquisition rights	1,626
Less: Allowance for doubtful receivables	(132)	Non-controlling interests	10,833
		Total equity	353,517
Total assets	537,180	Total liabilities and equity	537,180

Consolidated Statement of Income (Year ended March 31, 2017)

(Millions of yen)

Account Title	Amount	
Net sales		495,715
Cost of sales		270,219
Gross profit		225,496
Selling, general and administrative expenses		196,878
Operating income		28,618
Non-operating income		
Interest income	811	
Dividend income	1,405	
Gain on sales of securities	1,332	
Equity in earnings of associates	1,687	
Other	896	6,133
Non-operating expenses		
Interest expense	356	
Foreign exchange loss	774	
Commission fee	276	
Other	479	1,886
Ordinary income		32,864
Extraordinary gains		
Gain on sales of fixed assets	141	
Gain on sales of investments in securities	6,834	
Insurance proceeds	283	
Other	245	7,505
Extraordinary losses		
Loss on sales of fixed assets	124	
Loss on disposal of fixed assets	618	
Impairment losses	977	
Loss on valuation of investment in subsidiaries and affiliates	1,073	
Loss due to a fire	511	
Settlement payout due to contract change	585	
Loss associated with factory closure	609	
Other	351	4,851
Income before income taxes		35,517
Income taxes - current	12,819	
Income taxes - deferred	(1,029)	11,789
Net income		23,728
Net income attributable to non-controlling interests		170
Net income attributable to owners of parent		23,558

Consolidated Statement of Changes in Equity (Year ended March 31, 2017)

(Millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of the year	25,122	48,417	293,803	(35,836)	331,267
Total increase (decrease) during the year					
Cash dividends paid			(8,648)		(8,648)
Net income attributable to owners of parent			23,558		23,558
Acquisition of treasury stock				(22,939)	(22,939)
Sales of treasury stock		(84)		584	500
Reversal of land revaluation reserve			56		56
Transfer to capital surplus from retained earnings		78	(78)		
Change in scope of consolidation			(228)		(228)
Adjustments due to change in accounting period of consolidated subsidiaries			(387)		(387)
Change in ownership interest of parent due to transactions with non-controlling interests		1,652			1,652
Net changes of items other than shareholders' equity					-
Total increase (decrease) during the year	-	1,646	14,270	(22,354)	(6,436)
Balance at the end of the year	25,122	49,823	308,074	(58,190)	324,830

	Accumulated other comprehensive income						Stock acquisition rights	Non-controlling interests	Total equity
	Unrealized gain (loss) on available-for-sale securities	Deferred gain (loss) on derivatives under hedge accounting	Land revaluation reserve	Foreign currency translation adjustments	Defined retirement benefit plans	Total accumulated other comprehensive income			
Balance at the beginning of the year	43,172	(261)	(6,379)	(4,576)	(3,178)	28,774	1,859	9,786	371,688
Total increase (decrease) during the year									
Cash dividends paid									(8,648)
Net income attributable to owners of parent									23,558
Acquisition of treasury stock									(22,939)
Sales of treasury stock									500
Reversal of land revaluation reserve									56
Transfer to capital surplus from retained earnings									–
Change in scope of consolidation									(228)
Adjustments due to change in accounting period of consolidated subsidiaries									(387)
Change in ownership interest of parent due to transactions with non-controlling interests									1,652
Net changes of items other than shareholders' equity	(19,377)	261	(2)	3,173	3,397	(12,548)	(233)	1,046	(11,734)
Total increase (decrease) during the year	(19,377)	261	(2)	3,173	3,397	(12,548)	(233)	1,046	(18,170)
Balance at the end of the year	21,794	–	(6,382)	(1,403)	218	16,227	1,626	10,833	353,517

(Note) Monetary amounts in this table are shown rounded down to the nearest unit.

Non-consolidated Financial Statements

Balance Sheet (As of March 31, 2017)

(Millions of yen)

Account Title	Amount	Account Title	Amount
Assets		Liabilities	
Current assets	64,726	Current liabilities	137,391
Cash and deposits	32,329	Notes payable-trade	88
Accounts receivable-trade	26,698	Accounts payable-trade	32,951
Marketable securities	100	Short-term borrowings	15,000
Raw materials and supplies	1,804	Lease liabilities within one year	13
Prepaid expenses	438	Accrued payables	3,913
Deferred tax assets	570	Accrued expenses	1,388
Accounts receivable-other	532	Accrued income taxes	1,228
Other	2,297	Deposits received	81,386
Less: Allowance for doubtful receivables	(46)	Unearned revenue	114
Fixed assets	307,721	Other	1,306
Property, plant and equipment	19,495	Long-term liabilities	8,259
Buildings	7,706	Lease liabilities beyond one year	15
Structures	688	Deferred tax liabilities	5,333
Machinery and equipment	505	Deferred tax liabilities on land revaluation	490
Vehicles	0	Provision for retirement benefits	310
Tools and fixtures	1,145	Other	2,109
Land	7,322	Total liabilities	145,651
Leased assets	23	Equity	
Construction in progress	2,103	Shareholders' equity	210,023
Intangible fixed assets	4,680	Common stock	25,122
Trademark right	1	Capital surplus	48,370
Software	4,591	Legal capital surplus	48,370
Other	87	Retained earnings	194,720
Investments and other assets	283,545	Legal retained earnings	6,280
Investments in securities	83,232	Other retained earnings	188,440
Shares of subsidiaries and associates	164,172	Reserve for reduction entry of land	2,572
Investments in capital of subsidiaries and associates	35,275	Reserve for improvement of facilities	200
Other	977	Reserve for overseas market development	200
Less: Allowance for doubtful receivables	(113)	Reserve for product development	300
		General reserve	160,300
		Retained earnings brought forward	24,868
		Less: Treasury stock, at cost	(58,190)
		Valuation and translation adjustments	15,146
		Unrealized gain (loss) on available-for-sale securities	21,694
		Land revaluation reserve	(6,548)
		Stock acquisition rights	1,626
		Total equity	226,796
Total assets	372,447	Total liabilities and equity	372,447

Statement of Income (Year ended March 31, 2017)

(Millions of yen)

Account Title	Amount	
Net sales		
Revenue from management support services	18,285	
Dividend income from subsidiaries and associates	16,937	
Other sales	12,387	47,611
Cost of sales		11,210
Gross profit		36,401
Selling, general and administrative expenses		19,144
Operating income		17,256
Non-operating income		
Interest income	14	
Dividend income	1,349	
Gain on sales of securities	1,332	
Other	308	3,003
Non-operating expenses		
Interest expense	40	
Foreign exchange loss	627	
Other	140	807
Ordinary income		19,452
Extraordinary gains		
Gain on sales of fixed assets	82	
Gain on sales of investments in securities	6,828	6,911
Extraordinary losses		
Loss on disposal of fixed assets	16	
Loss on valuation of stocks of subsidiaries and affiliates	798	
Settlement payout due to contract change	585	
Other	67	1,467
Income before income taxes		24,896
Income taxes - current	3,386	
Income taxes - deferred	(262)	3,124
Net income		21,771

Statement of Changes in Equity (Year ended March 31, 2017)

(Millions of yen)

	Shareholders' equity									
	Common stock	Capital surplus		Legal retained earnings	Retained earnings					
		Legal capital surplus	Other capital surplus		Reserve for reduction entry of land	Reserve for improvement of facilities	Reserve for overseas market development	Reserve for product development	General reserve	Retained earnings brought forward
Balance at the beginning of the year	25,122	48,370	5	6,280	2,572	200	200	300	160,300	11,767
Total increase (decrease) during the year										
Cash dividends paid										(8,648)
Net income										21,771
Acquisition of treasury stock										
Sales of treasury stock			(84)							
Transfer to capital surplus from retained earnings			78							(78)
Reversal of land revaluation reserve										56
Net changes of items other than shareholders' equity										
Total increase (decrease) during the year	-	-	(5)	-	-	-	-	-	-	13,100
Balance at the end of the year	25,122	48,370	-	6,280	2,572	200	200	300	160,300	24,868

	Shareholders' equity		Valuation and translation adjustments				Stock acquisition rights	Total equity
	Treasury stock	Total shareholders' equity	Unrealized gain (loss) on available-for-sale securities	Deferred gain (loss) on derivatives under hedge accounting	Land revaluation reserve	Total Valuation and translation adjustments		
Balance at the beginning of the year	(35,836)	219,282	41,738	(261)	(6,495)	34,981	1,859	256,123
Total increase (decrease) during the year								
Cash dividends paid		(8,648)						(8,648)
Net income		21,771						21,771
Acquisition of treasury stock	(22,939)	(22,939)						(22,939)
Sales of treasury stock	584	500						500
Transfer to capital surplus from retained earnings		-						-
Reversal of land revaluation reserve		56						56
Net changes of items other than shareholders' equity		-	(20,043)	261	(52)	(19,834)	(233)	(20,067)
Total increase (decrease) during the year	(22,354)	(9,258)	(20,043)	261	(52)	(19,834)	(233)	(29,326)
Balance at the end of the year	(58,190)	210,023	21,694	-	(6,548)	15,146	1,626	226,796

(Note) Monetary amounts in this table are shown rounded down to the nearest unit.

Audit Reports

Audit Report of Financial Auditor on Consolidated Financial Statements

(Translation)

INDEPENDENT AUDITORS' REPORT

May 12, 2017

To the Board of Directors of
NISSIN FOODS HOLDINGS CO., LTD.

Deloitte Touche Tohmatsu LLC

Designated Limited Liability Partner,
Engagement Partner,
Certified Public Accountant: Yoshihiro Tsuda
Designated Limited Liability Partner,
Engagement Partner,
Certified Public Accountant: Seiji Oguchi

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements of NISSIN FOODS HOLDINGS CO., LTD. and its consolidated subsidiaries for the fiscal year from April 1, 2016 to March 31, 2017, namely, the consolidated balance sheet, the consolidated statement of income and consolidated statement of changes in equity, and the notes to consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in conformity with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion from an independent perspective on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures are, upon the auditor's judgment, selected and implemented based on the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, though expressing an opinion on the effectiveness of the internal control is not the purpose of an audit. An audit also includes evaluating the overall presentation of the consolidated financial statements, including evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of NISSIN FOODS HOLDINGS CO., LTD. and its consolidated subsidiaries as of March 31, 2017, and the results of their operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Matters to be emphasized

As described in "Changes in Accounting Policies that are Difficult to Distinguish from Changes in Accounting Estimates," the Company and its consolidated subsidiaries in Japan had mainly adopted the declining-balance method for the depreciation of property, plant and equipment (excluding leased assets). However, they have adopted the straight-line method of depreciation from the fiscal year under review.

Our opinion is not affected by the matters described above.

Interest

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

Audit Report of Financial Auditor on Financial Statements

(Translation)

INDEPENDENT AUDITORS' REPORT

May 12, 2017

To the Board of Directors of
NISSIN FOODS HOLDINGS CO., LTD.

Deloitte Touche Tohmatsu LLC

Designated Limited Liability Partner,
Engagement Partner,
Certified Public Accountant: Yoshihiro Tsuda
Designated Limited Liability Partner,
Engagement Partner,
Certified Public Accountant: Seiji Oguchi

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the financial statements of NISSIN FOODS HOLDINGS CO., LTD. for the 69th fiscal year from April 1, 2016 to March 31, 2017, namely, the balance sheet, the statement of income and statement of changes in equity, the notes to financial statements, and the accompanying supplemental schedules.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements and the accompanying supplemental schedules in conformity with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements and the accompanying supplemental schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the accompanying supplemental schedules are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the accompanying supplemental schedules. The procedures are, upon the auditor's judgment, selected and implemented, based on the assessment of the risks of material misstatement of the financial statements and the accompanying supplemental schedules, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the financial statements and the accompanying supplemental schedules in order to design audit procedures that are appropriate in the circumstances, though expressing an opinion on the effectiveness of the internal control is not the purpose of an audit. An audit also includes evaluating the overall presentation of the financial statements and the accompanying supplemental schedules, including evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, the financial statements and the accompanying supplemental schedules referred to above present fairly, in all material respects, the financial position of NISSIN FOODS HOLDINGS CO., LTD. as of March 31, 2017, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Matters to be emphasized

As described in "Changes in Accounting Policies that are Difficult to Distinguish from Changes in Accounting Estimates," the Company had mainly adopted the declining-balance method for the depreciation of property, plant and equipment (excluding leased assets). However, it has adopted the straight-line method of depreciation from the fiscal year under review.

Our opinion is not affected by the matters described above.

Interest

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

Audit Report of Audit & Supervisory Board

(Translation)

Audit Report

With respect to the Directors' performance of their duties during the 69th business year (from April 1, 2016 to March 31, 2017), the Audit & Supervisory Board has prepared this audit report, as the agreed opinion of all the Audit & Supervisory Board Members formed as a result of their deliberations, based on the audit reports prepared by each Audit & Supervisory Board Member, and hereby reports as follows:

1. Method and Contents of Audit by Audit & Supervisory Board Members and the Audit & Supervisory Board

- (1) The Audit & Supervisory Board has established the audit policies, assignment of duties, etc., and received a report from each Audit & Supervisory Board Member regarding the status of implementation of their audits and results thereof. In addition, the Audit & Supervisory Board has received reports from the Directors etc. and the financial auditor regarding the status of performance of their duties, and requested explanations as necessary.
- (2) In conformity with the Audit & Supervisory Board Member auditing standards established by the Audit & Supervisory Board, and in accordance with the audit policies and assignment of duties, etc., each Audit & Supervisory Board Member endeavored to facilitate mutual understanding with the Directors, the internal audit office and other employees, etc., endeavored to collect information and maintain and improve the audit environment, and conducted the audit based on the following method.
 - 1) Each Audit & Supervisory Board Member attended the meetings of the Board of Directors and other important meetings, received reports on the status of performance of duties from the Directors and employees, etc. and requested explanations as necessary, inspected important approval/decision documents, and investigated the status of the corporate affairs and assets at the head office and other principal business locations. With respect to the subsidiaries, each Audit & Supervisory Board Member endeavored to facilitate mutual understanding and information exchange with the Directors and Audit & Supervisory Board Members, etc. of each subsidiary and received from subsidiaries reports on their respective businesses as necessary.
 - 2) Each Audit & Supervisory Board Member received reports on a regular basis from the Directors and employees, etc., requested explanations as necessary, and provided opinions, with respect to establishment and operation of the internal control systems which shall be developed and maintained based on the Board of Directors' resolutions regarding the development and maintenance of the systems to ensure that the Directors' performance of their duties mentioned in the business report is complied with applicable laws and regulations and the Articles of Incorporation of the Company and other systems being necessary for ensuring the appropriateness of the corporate affairs of an enterprise consisting of a joint stock company (*kabushiki kaisha*) and its subsidiaries that are set forth in Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act.
 - 3) The contents of the basic policies set forth in Article 118, Item 3 (a) of the Ordinance for Enforcement of the Companies Act and undertakings set forth in (b) in the same item, as described in the business report, were also considered in light of the circumstances etc. of deliberations by the Board of Directors and other bodies.
 - 4) Each Audit & Supervisory Board Member monitored and verified whether the financial auditor maintained its independence and properly conducted its audit, received a report from the financial auditor on the status of its performance of duties, and requested explanations as necessary. Each Audit & Supervisory Board Member was notified by the financial auditor that it had established a "system to ensure that the performance of the duties of the financial auditor was properly conducted" (the matters set forth in the items of Article 131 of the Ordinance on Accounting of Companies) in accordance with the "Quality Control Standards for Audits" (Business Accounting Council, October 28, 2005), and requested explanations as necessary.

Based on the above-described methods, we examined the business report and the financial statements (balance sheet, statement of income, statement of changes in equity, and notes to financial statements) and the annexed detailed statements thereto, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity, and notes to consolidated financial statements), for the business year under consideration.

2. Results of Audit

- (1) Results of Audit of Business Report etc.
 - i) We acknowledge that the business report and the annexed detailed statements thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
 - ii) We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the Articles of Incorporation of the Company was found with respect to the Directors' performance of their duties.
 - iii) We acknowledge that the Board of Directors' resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the contents in the business report and Directors' performance of their duties concerning the internal control systems.

iv) We did not find any matter to be mentioned with respect to the basic policies, described in the business report, regarding those who control the Company's determination of its financial and business policies. Undertakings set forth in Article 118, item 3 (b) of the Ordinance for Enforcement of the Companies Act of Japan and described in the business report are in line with the basic policies, do not impair the common interests of the Company's shareholders, and are not directed to the purpose of maintaining the status of the officers of the Company.

(2) Results of Audit of Financial Statements and their Annexed Detailed Statements

We acknowledge that the methods and results of audit performed by the financial auditor Deloitte Touche Tohmatsu LLC, are appropriate.

(3) Results of Audit of Consolidated Financial Statements

We acknowledge that the methods and results of audit performed by the financial auditor Deloitte Touche Tohmatsu LLC, are appropriate.

May 15, 2017

Audit & Supervisory Board of NISSIN FOODS HOLDINGS CO., LTD.

Full-time Audit & Supervisory Board Member	Hideki Hattori
Full-time Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	Kazuo Kanamori
Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	Chisugi Mukai