

Summary of Consolidated Financial Statements for the Nine Months Ended December 31, 2014

[Prepared under Japanese GAAP, UNAUDITED]

NISSIN FOODS HOLDINGS CO., LTD.

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 Stock exchange listing: Tokyo
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 Scheduled date of filing of quarterly report: February 9, 2015 (Japanese only)
 Scheduled date of dividend payment: -
 Preparation of supplementary documents: Yes
 Holding of financial results meeting: Yes (Conference call for institutional investors and analysts)

(All amounts are rounded down to the nearest million yen)

1. Consolidated Financial Results for the Nine Months ended December 2014 (April 1, 2014–December 31, 2014)

(1) Operating Results

(% figures represent year-on-year changes)

9 Months of	Net sales		Operating income		Ordinary income		Net income	
	(¥ million)	(%)	(¥ million)	(%)	(¥ million)	(%)	(¥ million)	(%)
Fiscal 2015	323,949	3.9	20,164	-7.3	27,536	-2.4	19,025	2.2
Fiscal 2014	311,723	9.1	21,746	13.6	28,201	20.2	18,624	30.4

Note: Comprehensive income: 9 Months ended Dec. 2014: ¥26,709 million (down 21.9%)

9 Months ended Dec. 2013: ¥34,180 million (up 117.3%)

9 Months of	Net income per share (primary)		Net income per share (diluted)	
	(¥)		(¥)	
Fiscal 2015	172.60		171.80	
Fiscal 2014	168.98		168.31	

(2) Financial Position

As of	Total assets		Net assets		Equity ratio	
	(¥ million)		(¥ million)		(%)	
Dec. 31, 2014	508,345		361,634		69.1	
Mar. 31, 2014	479,469		342,300		69.4	

Reference: Shareholders' equity as of Dec. 31, 2014: ¥351,362 million, as of Mar. 31, 2014: ¥332,739 million

2. Details of Dividends

	Cash dividend per share				
	End of the First Quarter	End of the Second Quarter	End of the Third Quarter	Year-end	Total
	(¥)	(¥)	(¥)	(¥)	(¥)
Fiscal 2014	—	40.00	—	35.00	75.00
Fiscal 2015	—	40.00	—	—	—
(Forecast)	—	—	—	35.00	75.00

Note: Modifications to the dividend forecast published most recently: None

3. Forecasts of Consolidated Results for the Fiscal 2015 (April 1, 2014–March 31, 2015)

(% figures represent changes from the same period of the previous fiscal year)

	Net sales		Operating income		Ordinary income		Net income		Net income per share
	(¥ million)	(%)	(¥ million)	(%)	(¥ million)	(%)	(¥ million)	(%)	
Fiscal 2015	440,000	5.4	26,000	-6.2	31,000	-11.0	20,000	3.8	181.44

Note: Modifications to the forecast published most recently: None

Notes

- (1) Changes in principal subsidiaries during the nine months of Fiscal 2015 (changes in specified subsidiaries that resulted in changes in scope of consolidation): Yes
-Newly consolidated: Fujian Nissin Foods Co., Ltd.
Note: Refer to “Changes in principal subsidiaries during the nine months of Fiscal Year 2015” on page 5 of this material for further information.
-Excluded from consolidation: None
- (2) Application of special accounting methods for quarterly consolidated financial statements: Yes
Note: Refer to “Application of special accounting methods for quarterly consolidated financial statements” on page 5 of this material for further information.
- (3) Changes in significant accounting policy, procedure and presentation methods for consolidated financial statements:
- 1) Changes due to revisions of accounting standards: None
 - 2) Changes other than 1): None
 - 3) Changes in accounting estimates: None
 - 4) Retrospective restatement: None
- (4) Number of shares outstanding (common stock)
- 1) Number of shares outstanding (including treasury stock) as of the end of:

Third Quarter of Fiscal 2015	117,463,685 shares
Third Quarter of Fiscal 2014	117,463,685 shares
 - 2) Number of shares of treasury stock outstanding as of the end of:

Third Quarter of Fiscal 2015	7,231,478 shares
Third Quarter of Fiscal 2014	7,242,013 shares
 - 3) Average number of shares outstanding during the period:

Nine Months of Fiscal 2015	110,228,737 shares
Nine Months of Fiscal 2014	110,214,527 shares

*Notes for the implementation status of quarterly review process

This Summary of Consolidated Financial Statements is not subject to the quarterly review process under the Financial Instruments and Exchange Act. As of the day of the disclosure of this release, the review procedures under the Financial Instruments and Exchange Act have not been completed.

* Notes for proper use of forecasts and other remarks

Forecasts contain forward-looking statements based on estimates made as of the day of release of these materials. Actual results may differ materially depending on a number of factors including but not limited to potential risks and uncertainties. The assumptions and other issues related to the above forecasts are described on page 4.

Qualitative Information Concerning Nine Month Results

(1) Qualitative Information Concerning Consolidated Business Results

During the nine months ended December 31, 2014, the Japanese economy continued to stage a steady recovery seen in an improvement of the employment and income environments, driven by the gradual permeation of policies executed by the government and the Bank of Japan. Although consumer spending is expected to remain slightly weak, the impact of the backlash of the surge in demand associated with the consumption tax hike has eased overall.

On the other hand, with the persistent upward pressure on costs driven by weaker yen, such as higher raw materials prices and energy costs, the business environment during the nine months ended December 31, 2014 under review continued to be uncertain.

In this environment, the Nissin Foods Group leveraged the newly strengthened product development capabilities of its NISSIN Global Innovation Center, and focused on developing high value-added products to meet consumer needs and further enhance its brand value. With regard to the “food safety,” we take very seriously the case of foreign objects discovered in frozen pasta, which occurred last December, as a pressing issue, and we are working to maintain the safety and security of food by further strengthening the quality control system.

The Group also pursued a global strategy focusing on emerging countries with high growth potential, and worked to build a robust corporate base to enable an immediate response to changes in the management environment with an aim for the maximization of its group-wide synergy.

The following is an overview of consolidated results:

Consolidated results

(Millions of yen)

	Nine Months ended December 31, 2013	Nine Months ended December 31, 2014	Year on year	
			Amount	%
Net sales	311,723	323,949	+ 12,226	+ 3.9
Operating income	21,746	20,164	- 1,581	- 7.3
Ordinary income	28,201	27,536	- 664	- 2.4
Net income	18,624	19,025	+ 401	+ 2.2

The following is an overview of performance by reportable segment:

Net sales in reported segments (Sales to third party)

(Millions of yen)

	Segment net sales		Year on year	
	Nine Months ended December 31, 2013	Nine Months ended December 31, 2014	Amount	%
Nissin Food Products	157,451	162,904	+ 5,453	+ 3.5
Myojo Foods	29,522	29,104	- 417	- 1.4
Chilled and frozen foods	41,498	42,975	+ 1,476	+ 3.6
The Americas	23,383	25,852	+ 2,469	+ 10.6
China	22,056	25,617	+ 3,560	+ 16.1
Other* ¹	37,811	37,495	- 315	- 0.8
Total	311,723	323,949	+ 12,226	+ 3.9

Segment income in reported segments (Sales to third party)

(Millions of yen)

	Segment income or loss		Year on year	
	Nine Months ended December 31, 2013	Nine Months ended December 31, 2014	Amount	%
Nissin Food Products	19,934	18,922	- 1,012	- 5.1
Myojo Foods	1,317	1,277	- 39	- 3.0
Chilled and frozen foods	669	142	- 526	- 78.7
The Americas	334	503	+ 168	+ 50.5
China	2,224	2,601	+ 377	+ 17.0
Other* ¹	(19)	(323)	- 303	-
Total	24,460	23,123	- 1,336	- 5.5
Reconciliations	(2,714)	(2,958)	- 244	-
Consolidated	21,746	20,164	- 1,581	- 7.3

Note: Segment income is reconciled to operating income of the consolidated statements of income.

*1: “Other” for the Nine Months ended December 31, 2014 includes business segments not included in reportable segments such as domestic confectionary, beverages, Europe and Asia. “Other” for Nine Months ended December 31, 2013 included food service business in addition to the businesses included in the Nine Months ended December 31, 2014.

(i) Nissin Food Products

Sales of NISSIN FOOD PRODUCTS were better than a year ago, on the back of the steady sales of *Chicken Ramen*, which has been offering various new ways of enjoying the product, while *Hiyashi Chuka* and *Tan Tan Men*, the new series of *Nissin RAOH*, a bag-type non-fried instant noodle, also contributed. In cup-type instant noodles, *Cup Noodles* series continued to make a significant contribution to overall sales growth due to well-performed existing *Cup Noodles* products and *Cup Noodles Tom Yum Goong*, newly added in April. In addition, the sales of *Nissin Yakisoba U.F.O.* grew year on year.

Furthermore, the sales of *Nissin Curry Meshi* increased. It was launched in our attempt to establish a new genre, the third type of curry, which is neither curry roux nor retort-packed food. Due to its contribution, the Rice Set Meals series also grew in sales.

Although sales increased owing to the above factors, higher raw materials prices and higher distribution costs pushed operating profit down.

(ii) Myojo Foods

In regard to sales of MYOJO FOODS, existing mainstay brands performed well. In bag-type noodles, the *MYOJO CHARUMERA* series and the *MYOJO CHUKA ZANMAI* series, both of which were renewed and introduced in the first quarter, continuously performed well, and in cup-type instant noodles, the sales of *MYOJO IPPEICHAN YOMISE NO YAKISOBA* increased year-on-year. However, other products struggled. Consequently, the overall sales decreased, and operating profit was lower than the year-ago level, impacted by higher raw materials costs and depreciation and amortization costs.

(iii) Chilled and frozen foods

Sales of NISSIN CHILLED FOODS recorded an increase year on year, as the sales of *Gyoretsu-no-Dekiru-Mise-no-Ramen*, its mainstay brand, and *Futomen Yakisoba*, which features filling noodles, remained strong. Among the new products, easy-to-prepare *Nissin RAOH* and *Youkai Watch Yakisoba*, which introduced the concept of “parents and children eat together,” were favorably received and performed well.

Sales of NISSIN FROZEN FOODS increased year on year mainly in ramen with precooked ingredients and yakisoba categories. In particular, *Lajiao Tan Tan Men* in the *Reito NISSIN GooTa* series, which was renewed in September, and the *Reito NISSIN Chuka Shanghai Yakisoba* grew in sales. The sales of spaghetti products were slightly better than a year ago, although the recall of the frozen pasta last December had an impact. Operating income fell short of the previous year’s level, reflecting higher raw material costs and an impact of the recall of the frozen pasta.

(iv) The Americas

In the Americas, the Group aimed to become less susceptible to the effect of price competition and worked to strengthen its high value-added products. In the U.S., sales achieved stably year-on-year growth thanks to further progress in business relations with major retailers. In Mexico, sales showed a steady recovery despite the adverse effect of higher retail prices as a result of the enforcement of the Special Tax on Production and Services (IEPS). As a segment, sales growth mentioned above and the impact from the depreciation of the yen led to higher sales and income.

(v) China

In China, both sales and income increased thanks to the expansion of the sales area and a successful product approach focusing on targeted consumer segments, primarily in major cities in mainland China. In particular, sales of *Hap Mei Do*, the Chinese version of *Cup Noodles*, are rising mainly in the eastern and southern areas of China, where the product is recognized among the targeted younger generations living in large cities as a simple and stylish urban-type food with added value.

(2) Analysis of Financial Position

Note: Refer to pages from 6 to 7 for further information.

(3) Explanation Concerning Consolidated Forecasts

The full-year consolidated forecasts for the fiscal year ending March 31, 2015, which was announced on May 8, 2014 in the Summary of Consolidated Financial Statements for the Year Ended March 31, 2014 remains unchanged.

Details of Notes

- (1) Changes in principal subsidiaries during the nine months ended December 31, 2014 (changes in specified subsidiaries that resulted in changes in scope of consolidation)

Four subsidiaries, including Nissin Foods (H.K.) Management Co., Ltd., Dongguan Nissin Packaging Co., Ltd., Nissin Koikeya Foods (China & HK) Co., Ltd., and Fujian Nissin Foods Co., Ltd. have been included in our consolidated basis on account of their increased importance to our group from the first quarter of the fiscal year under review.

- (2) Application of special accounting methods for quarterly consolidated financial statements: Yes

The Company calculates tax expenses by reasonably assuming an effective tax rate after the application of tax effect accounting for net income before income taxes of the consolidated fiscal year, including the net income before taxes of the nine months ended December 31, 2014 under review, and multiplying the income before income taxes by the said estimated effective tax rate. Income taxes – deferred has been included in income taxes.

- (3) Changes in significant accounting policy, procedure and presentation methods for consolidated financial statements:
None

- (4) Additional Information

(Changes in matters related to the fiscal periods of consolidated subsidiaries, etc.)

In order to increase the appropriateness of consolidated accounting information, the closing dates of fiscal years of two consolidated subsidiaries, Nissin Foods (U.S.A.) Co., Inc. and MYOJO U.S.A., INC., have been changed from December 31 to March 31 from the first quarter of the fiscal year under review. With respect to Nissin Foods de Mexico S.A. de C.V., a consolidated subsidiary, and Nissin-Ajinomoto Alimentos Ltda., an equity method associate, the Company has shifted to a new consolidated accounting method of provisionally settling the accounts of these subsidiaries as of March 31, the consolidated account settlement date.

The effect of these fiscal period changes on the profits and losses of the above consolidated subsidiaries and equity method associates between January 1, 2014 and March 31, 2014 were adjusted as an increase/decrease in retained earnings.

Consolidated Financial Statements

1. Consolidated Balance Sheets

(Millions of Yen)

	As of March 31, 2014	As of Dec. 31, 2014
Assets		
Current assets		
Cash and deposits	79,923	101,125
Notes and accounts receivable-trade	51,298	64,454
Marketable securities	11,725	4,577
Merchandise and finished goods	10,032	11,303
Raw materials and supplies	10,926	11,789
Other	11,282	10,722
Less: Allowance for doubtful receivables	(369)	(437)
Total current assets	174,819	203,534
Fixed assets		
Tangible fixed assets		
Land	51,063	51,275
Other, net	96,556	95,665
Total tangible fixed assets	147,620	146,941
Intangible fixed assets		
Goodwill	1,832	838
Other	4,477	6,792
Total intangible fixed assets	6,309	7,631
Investments and other assets		
Investments in securities	131,843	129,881
Other	19,203	20,677
Less: Allowance for doubtful accounts	(327)	(320)
Total investments and other assets	150,720	150,237
Total fixed assets	304,650	304,811
Total assets* ¹	479,469	508,345

*1: Major factor(s) of the change: An increase of ¥21,201 million in Cash and deposits

(Millions of Yen)

	As of March 31, 2014	As of Dec. 31, 2014
Liabilities		
Current liabilities		
Notes and accounts payable—trade	43,461	53,144
Short-term borrowings	3,332	3,828
Accrued payables	24,536	26,534
Accrued income taxes	7,306	5,079
Other current liabilities	21,530	19,218
Total current liabilities	100,167	107,805
Long-term liabilities		
Long-term debt	9,441	8,785
Liability for retirement benefits	6,290	5,481
Other long-term liabilities	21,269	24,639
Total long-term liabilities	37,001	38,906
Total liabilities* ²	137,168	146,711
Equity		
Shareholders' equity		
Common stock	25,122	25,122
Capital surplus	48,416	48,416
Retained earnings	263,585	274,504
Less: Treasury stock, at cost	(21,710)	(21,682)
Total shareholders' equity	315,413	326,360
Accumulated other comprehensive income (loss)		
Unrealized gain (loss) on available-for-sale securities	17,562	24,845
Deferred gain (loss) on derivatives under hedge accounting	38	31
Land revaluation reserve	(5,898)	(5,898)
Foreign currency translation adjustments	5,214	5,930
Defined retirement benefit plans	408	91
Total accumulated other comprehensive income (loss)	17,325	25,001
Stock acquisition rights	1,180	1,518
Minority interests	8,381	8,753
Total equity* ³	342,300	361,634
Total liabilities and equity	479,469	508,345

*2: Major factor(s) of the change: An increase of ¥9,683 million in Notes and accounts payable—trade

*3: Major factor(s) of the change: An increase of ¥7,283 million in unrealized gain (loss) on available-for-sale securities

2. Consolidated Statements of Income and Comprehensive Income

(Consolidated Statements of Income)

(Millions of Yen)

	Nine months ended Dec. 31, 2013	Nine months ended Dec. 31, 2014
Net sales	311,723	323,949
Cost of sales	172,046	181,775
Gross profit	139,676	142,173
Selling, general and administrative expenses	117,930	122,009
Operating income	21,746	20,164
Non-operating income		
Interest income	821	634
Dividend income	1,725	1,543
Gain on sales of marketable securities	493	—
Equity in earnings of associates	1,596	2,307
Foreign exchange gain	1,613	2,537
Other non-operating income	512	648
Total non-operating income	6,762	7,672
Non-operating expenses		
Interest expense	193	177
Other non-operating expenses	113	123
Total non-operating expenses	307	300
Ordinary income	28,201	27,536
Extraordinary gains		
Gain on sales of fixed assets	136	64
Gain on sales of investments in securities	484	2,501
Other extraordinary gains	24	3
Total extraordinary gains	645	2,569
Extraordinary losses		
Loss on disposal of fixed assets	471	237
Impairment loss	144	1,170
Other extraordinary losses	192	510
Total extraordinary losses	809	1,918
Income before income taxes and minority interests	28,036	28,187
Income taxes	9,194	9,017
Income before minority interests	18,842	19,169
Minority interests in earnings of consolidated subsidiaries	218	144
Net income	18,624	19,025

(Consolidated Statements of Comprehensive Income)

(Millions of Yen)

	Nine months ended Dec. 31, 2013	Nine months ended Dec. 31, 2014
Net income before minority interests	18,842	19,169
Other comprehensive income (loss)		
Unrealized gain (loss) on available-for-sale securities	7,731	7,244
Deferred gain (loss) on derivatives under hedge accounting	67	(6)
Foreign currency translation adjustments	5,345	3,230
Defined retirement benefit plans	63	(306)
Share of other comprehensive income (loss) in associates	2,128	(2,621)
Total other comprehensive income (loss)	15,337	7,539
Comprehensive income	34,180	26,709
Total comprehensive income attributable to:		
Owners of the parent	33,644	26,712
Minority interests	535	(2)

3. Segment Information

Net sales and income or loss by reportable segment:

Nine months ended December 31, 2013

(Millions of Yen)

	Nissin Food Products	Myojo Foods	Chilled and frozen foods	The Americas	China	Subtotal	Others *1	Total	Reconciliations *2	Consolidated *3
Net sales										
Sales to third party	157,451	29,522	41,498	23,383	22,056	273,911	37,811	311,723	—	311,723
Intersegment sales	2,388	1,251	930	—	94	4,665	13,033	17,698	(17,698)	—
Total	159,839	30,773	42,428	23,383	22,151	278,576	50,844	329,421	(17,698)	311,723
Segment income (loss)	19,934	1,317	669	334	2,224	24,480	(19)	24,460	(2,714)	21,746

(Notes)

- *1. “Others” consists of the operating segments not included in reportable segments. It includes domestic confectionary, beverages and food service business, and overseas businesses in Europe and Asia.
- *2. Operating loss under “Reconciliation” amounted to minus ¥2,714 million, consisting of ¥301 million from retirement benefit expenses, minus ¥630 million from the amortization of goodwill, ¥110 million from elimination of intersegment transactions and minus ¥2,496 million from group expenses.
- *3. Segment income is reconciled to operating income in the quarterly consolidated statement of income.

Nine months ended December 31, 2014

(Millions of Yen)

	Nissin Food Products	Myojo Foods	Chilled and frozen foods	The Americas	China	Subtotal	Others *1	Total	Reconciliations *2	Consolidated *3
Net sales										
Sales to third party	162,904	29,104	42,975	25,852	25,617	286,453	37,495	323,949	—	323,949
Intersegment sales	2,342	3,530	1,108	0	85	7,068	15,086	22,154	(22,154)	—
Total	165,247	32,635	44,083	25,853	25,702	293,522	52,582	346,104	(22,154)	323,949
Segment income (loss)	18,922	1,277	142	503	2,601	23,447	(323)	23,123	(2,958)	20,164

(Notes)

- *1. “Others” consists of the operating segments not included in reportable segments. It includes domestic confectionary and beverages business, and overseas businesses in Europe and Asia.
- *2. Operating loss under “Reconciliation” amounted to minus ¥2,958 million, consisting of ¥544 million from retirement benefit expenses, minus ¥517 million from the amortization of goodwill, minus ¥60 million from elimination of intersegment transactions and minus ¥2,925 million from group expenses.
- *3. Segment income is reconciled to operating income in the quarterly consolidated statement of income.