

(Translation)

June 26, 2014

Dear Sirs and Madams,

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

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

**Notice of the Results of the Counting of the Voting Rights
Exercised at the 66th Ordinary General Meeting of Shareholders**

Notice is hereby given of the results of the counting of the voting rights exercised at the 66th Ordinary General Meeting of Shareholders (the "Shareholders' Meeting") of NISSIN FOODS HOLDINGS CO., LTD. (the "Company") held on June 26, 2014, as described below.

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

Description

1. Agenda resolved:

First Item on the Agenda: Dividends of Retained Earnings

This item was approved and adopted as originally proposed.

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

A final dividend payout (Total)	Yen 35 (Total Yen75)
A payout ratio based on consolidated earnings	42.9%

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

June 27, 2014

Second Item on the Agenda: Election of Twelve (12) Directors

This item was approved and resolved as originally proposed.

Mr. Koki Ando, Mr. Susumu Nakagawa, Mr. Noritaka Ando, Mr. Akihide Matsuo, Mr. Tsunao Kijima, Mr. Mitsuru Tanaka, Mr. Yukio Yokoyama, Mr. Yoshinori Miura were reelected as directors and all assumed their offices. Mr. Kiyotaka Ando was newly elected as director and assumed their offices.

Mr. Ken Kobayashi, Mr. Masahiro Okafuji, and Ms. Yoko Ishikura are outside directors as prescribed in Item 15 of Article 2 of the Companies Act.

The Company designates Ms. Yoko Ishikura as an independent director prescribed in Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

Third Item on the Agenda: Election of One (1) Statutory Auditor

This item was approved and resolved as originally proposed.

Mr. Hideki Hattori was newly elected as **statutory auditor** and assumed his office.

Fourth Item on the Agenda: Election of One (1) Alternate Statutory Auditor

This item was approved and resolved as originally proposed.

Fifth Item on the Agenda: Payment of Bonuses to Directors

This item was approved and resolved as originally proposed.

Approval was sought to change the maximum of directors' remuneration to JPY700 million per year, including JPY 50 million as maximum of remuneration for outside directors.

- End of News Release -