

The summary of the Agenda is provided solely for information purposes. Should there be any discrepancies between the summary and the original Agenda in Japanese, the latter shall prevail.

June 3, 2015

Dear Institutional Investors

NISSIN FOODS HOLDINGS CO., LTD.
Notice of the 67th Ordinary General Meeting of Shareholders

The Shareholders' Meeting of NISSIN FOODS HOLDINGS CO., LTD. will be held on Thursday, June 25, 2015. Although we already sent the Notice of Convocation to our shareholders, we understand the overseas proxy process can be complicated, and therefore, we would like to present a brief summary of the Agenda to be approved along with relevant reference materials. We hope this reference will be useful in your decision-making. Please use the prescribed procedures you have determined for carrying out the proxy procedures.

Furthermore, we are participating in the electronic proxy voting platform provided by ICJ for the convenience of shareholders. It allows overseas shareholders to vote through a system similar to that used in the United States, and we would be pleased if you could make use of it.

Along with our continuous efforts to increase shareholder value and to further strengthen corporate governance and IR activities, we would like to convey information to shareholders regarding the progress being made by management and the structure of the company in a timely manner. Your ongoing understanding and support is greatly appreciated.

Agenda to be Resolved

1. Appropriation of retained earnings

With a final dividend payout of JPY 35 (totaling JPY 3,858,116,430), this year's total dividend will be JPY 75, including the interim dividend of JPY 40. That will make the payout ratio 44.7%, based on consolidated earnings.

We will endeavor to maintain stable dividends to shareholders in the future by aiming to have a payout ratio of around 40%, based on consolidated earnings.

2. Election of thirteen directors

There are thirteen candidates for directors, including Mr. Koki Ando who is the current President, Chief Executive Officer and Representative Director. If approved, the number of directors will increase to thirteen from the current number of twelve, enabling the company to proceed further with the enhancement of corporate governance. Outside director candidates are Mr. Ken Kobayashi, Mr. Masahiro Okafuji, Ms. Yoko Ishikura who are current outside directors, and Mr. Isao Karube who is the

new candidate for this year's shareholder meeting.

Mr. Ken Kobayashi and Mr. Masahiro Okafuji are the President of Mitsubishi Corporation and the President of ITOCHU Corporation respectively, and it is believed that they are suitable outside directors as they will bring outside views into management and have been recognized for their management acumen and track records in these companies.

Ms. Yoko Ishikura is believed to be a suitable outside director as she will bring the views of an outside expert into management and has been recognized for her many years of experience as an expert on international corporate strategy. Although she does not have any direct management experience, she is well-versed in corporate management due to many years of experience in areas such as international politics and economics, and international corporate strategy.

Mr. Isao Karube is a doctor of biological engineering and the president of Tokyo University of Technology, and is believed to be a suitable outside director as he will bring the views of an outside expert into management and has been recognized for his many years of experience as an expert on advanced study and his global experience gained through years of coordination with many foreign institutions. Although he does not have any direct management experience in public companies, he is well-versed in institutional management due to many years of experience in areas of non-profit organizations.

Brief profiles of the independent outside director candidates are shown in Appendix 1.

3. Election of one audit & supervisory board member

Mr. Toru Horinouchi, a current outside audit & supervisory board member, will resign upon the conclusion of this ordinary general meeting of shareholders and this proposal calls for the appointment of Mr. Chisugi Mukai.

Mr. Chisugi Mukai is an outside audit & supervisory board member candidate. Mr. Chisugi Mukai is currently not an alternate outside audit & supervisory board member but a new candidate, therefore, if elected, his term will last for four years in accordance with the provision of the Companies Act in Japan.

A brief profile of Mr. Mukai is shown in Appendix 2.




Please also refer to our website which contains information for investors, such as financial information and Annual Reports.

URL: http://www.nissin.com/en_jp/


Your continued understanding and support is appreciated.

Profiles of Outside Director Candidates


* Candidate Number refers to the number shown in the original “Notice of the 67th Ordinary General Meeting of Shareholders”, which shows all thirteen Director Candidates.

Candidate Number	Name (Date of Birth)	Brief History, Position, Area of Responsibility and Other Key Posts Held Concurrently	Number of the Company's Shares Held
10	Ken Kobayashi (February 14, 1949) 	<p>July 1971 Joined Mitsubishi Corporation</p> <p>April 2003 Appointed as Senior Vice President, General Manager, Singapore Branch of Mitsubishi Corporation</p> <p>June 2004 Appointed as Senior Vice President, Division COO, Plant Project Div. of Mitsubishi Corporation</p> <p>April 2006 Appointed as Senior Vice President, Division COO, Ship, Aerospace & Transportation Systems Div. of Mitsubishi Corporation</p> <p>April 2007 Appointed as Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>June 2007 Appointed as Member of the Board, Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>June 2008 Appointed as Executive Vice President, Group CEO, Industrial Finance, Logistics & Development Group of Mitsubishi Corporation</p> <p>April 2010 Appointed as Senior Executive Vice President, Executive Assistant to President of Mitsubishi Corporation</p> <p>June 2010 Member of the Board, President of Mitsubishi Corporation (Current)</p> <p>June 2011 Appointed as Director of NISSIN FOODS HOLDINGS CO., LTD. (Current) (Status of Key Posts Held Concurrently) President and Chief Executive Officer of Mitsubishi Corporation</p>	4,154 shares
11	Masahiro Okafuji (December 12, 1949) 	<p>April 1974 Joined ITOCHU Corporation</p> <p>June 2002 Appointed as Executive Officer of ITOCHU Corporation</p> <p>April 2004 Appointed as Managing Executive Officer of ITOCHU Corporation</p> <p>June 2004 Appointed as Managing Director of ITOCHU Corporation</p> <p>April 2006 Appointed as Senior Managing Director of ITOCHU Corporation</p> <p>April 2009 Appointed as Executive Vice President of ITOCHU Corporation</p> <p>April 2010 Appointed as President of ITOCHU Corporation (Current)</p> <p>June 2011 Appointed as Director of NISSIN FOODS HOLDINGS CO., LTD. (Current) (Status of Key Posts Held Concurrently) President & Chief Executive Officer of ITOCHU Corporation</p>	4,154 shares
12	Yoko Ishikura (March 19, 1949) 	<p>July 1985 Joined Japanese Subsidiary of McKinsey & Company, Inc. and appointed as Manager</p> <p>April 2000 Professor, Graduate School of International Corporate Strategy, Hitotsubashi University</p> <p>April 2004 Appointed as Outside Director of Japan Post Service Co., Ltd. (Part-time)</p> <p>October 2005 Appointed as Vice President of the Science Council of Japan</p> <p>June 2006 Appointed as Director Mitsui O.S.K. Lines, Ltd.</p> <p>June 2010 Appointed as Director and Independent Director of NISSIN FOODS HOLDINGS CO., LTD. (Current) Appointed as Director of Fujitsu Limited</p> <p>April 2011 Professor, Graduate School of Media Design, Keio University</p> <p>April 2012 Professor emerita, Hitotsubashi University(Current)</p> <p>June 2012 Director of LIFENET INSURANCE COMPANY(Current)</p> <p>June 2014 Director of Sojitz Corporation(Current)</p>	792 shares

* As Director candidate Ms. Yoko Ishikura is highly reputed with her name, the candidate name is shown as above, although her legal name is Ms. Yoko Kurita

<p>13</p>	<p>Isao Karube (January 27, 1942)</p> 	<p>August 1972 Research Associate, Department of Food Science, University of Illinois, U.S.A</p> <p>July 1980 Associate Professor of Biotechnology, Research Laboratory of Resources Utilization, Tokyo Institute of Technology</p> <p>February 1985 Professor of Bioelectronics and Biotechnology, Research Laboratory of Resources Utilization, Tokyo Institute of Technology</p> <p>April 1988 Professor of Bioelectronics and Biotechnology, Research Center for Advanced Science and Technology, The University of Tokyo</p> <p>April 1999 Director of Center for Collaborative Research, The University of Tokyo Professor of Bioelectronics and Biotechnology, Research Center for Advanced Science and Technology, The University of Tokyo</p> <p>April 2001 Professor of Center for Collaborative Research, The University of Tokyo Professor of Bioelectronics, Research Center for Advanced Science and Technology, The University of Tokyo</p> <p>April 2002 Professor, Katayanagi Advanced Research Laboratories, Tokyo University of Technology Director of Laboratory of Advanced Bioelectronics, National Institute of Advanced Industrial Science and Technology</p> <p>April 2003 Dean, school of Bionics, Tokyo University of Technology</p> <p>August 2003 Director of Research Center of Advanced Bionics, National Institute of Advanced Industrial Science and Technology</p> <p>April 2005 Vice President, Tokyo University of Technology</p> <p>June 2008 President, Tokyo University of Technology (Current)</p> <p>April 2009 Director of Collaborative Research Team Biotechnology Industrialization Center</p>	<p>0 shares</p>
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Profile of Audit & Supervisory Board Member Candidate

Name (Date of Birth)	Brief History, Position and Other Key Posts Held Concurrently	Number of the Company's Shares Held
<p>Chisugi Mukai (October 4, 1947)</p> 	<p>April 1975 Assistant judge of Tokyo District Court</p> <p>April 1987 Judge of Nagoya District Court</p> <p>April 1989 Attorneys in Japan and the the Japan Federation of Bar Associations Joined Nishi Sogo Horitsu Jimusyo (law firm) (Current)</p> <p>June 2000 Auditor of NEC Soft, Ltd.</p> <p>January 2001 Member of the judicial committee of Tokyo Summary Court</p> <p>April 2001 Member of the mediation committee of Tokyo Family Court</p> <p>October 2007 Committee's extraordinary member of examination board of the Ministry of Land (Current)</p> <p>January 2010 Member of the Supervisory Committee of Contract of Japan Railway Construction, Transport and Technology Agency (Current)</p>	<p>0 shares</p>

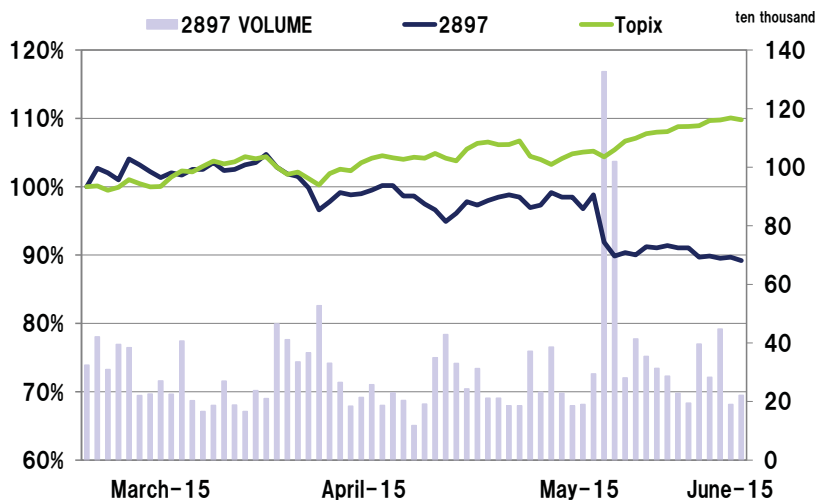
End

Share Information (June 2, 2015)

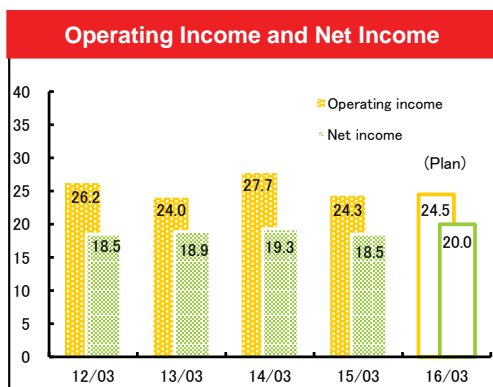
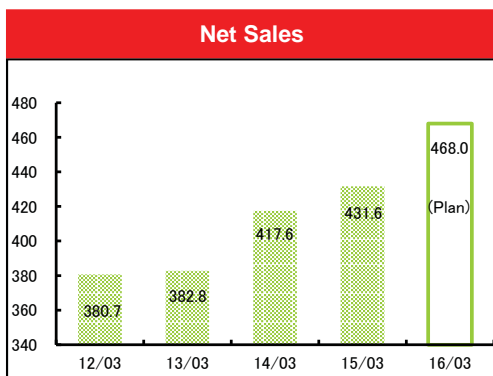
TSE1: 2897

ISIN : JP3675600005

Closing Share Price	5,280
Traded Volume	220,900shares
Total Shares Issued	117.46million shares
Market Capitalization	620,208million yen



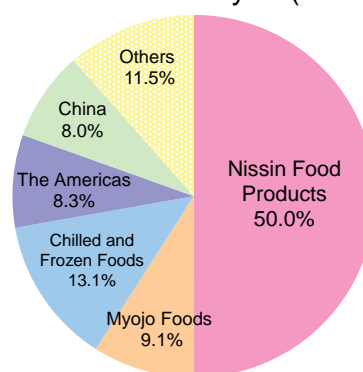
Key Financial Data



Company Profile

NISSIN FOODS HOLDINGS CO.,LTD.(TSE 1st Section : 2897) is an industry pioneer that developed *Chicken Ramen*, the world's first instant ramen noodles and is a leading company in the manufacture and sale of instant noodles and cup-type noodles. The company has a dominant share in the domestic market for instant noodles, and seeks to realize the group philosophy of EARTH FOOD CREATOR. The company aims to become the number one brand in various areas with its technological innovation and marketing capabilities, and is actively expanding its business overseas. The company switched to a holding company organization in October 2008 to provide cross-sectional logistics support for 6 domestic operating companies including Nissin Food Products Co., Ltd. and Myjo Foods Co., Ltd. and 4 regions overseas such as The Americas, China, Asia and Europe.

Net sales: 431.6bill. yen (Mar. 2015)



Accounting period	Mar-2012	Mar-2013	Mar-2014	Mar-2015
Per Share (Unit: yen)				
Earnings per Share	167.97	171.12	174.83	167.88
Dividends per Share	75	75	75	75
Book Value per Share	2,545.31	2,782.25	3,018.82	3,282.02
Financial Position as of year end (Unit: millions of yen)				
Tangible Fixed Assets	126,360	133,787	147,620	147,249
Total Assets	414,717	446,132	479,469	512,743
Long-term Liabilities	37,194	33,296	37,001	39,863
Net Assets	286,657	315,026	342,300	369,852
R&D Expenses	4,384	4,320	5,313	6,431
Capital Expenditures	18,936	21,582	27,527	22,959
Other data				
Operating Income / Net Sales (%)	6.9	6.3	6.6	5.6
Net Income / Total Assets (%)	4.5	4.4	4.2	3.7

NISSIN FOODS HOLDINGS CO., LTD.
http://www.nissin.com/en_jp/
 28-1, 6-chome, Shinjuku, Shinjuku-ku, Tokyo 160-8524

IR Contact:
 Corporate Communications Headquarters IR Office
 Tel: 81-3-3205-5027 Fax: 81-3-3205-5179