

February 19, 2021



Koki Ando
President and Representative Director, CEO

Notice of Secondary Offering of Shares in the International Markets

NISSIN FOODS HOLDINGS CO., LTD. (the “Company”) hereby announces that its Board of Directors made resolutions today concerning secondary offering (the “International Offering”) of shares in the international markets as follows.

1. Background and Purpose of the International Offering

In response to the changing view of cross-shareholdings, the Company has been continuously discussing the shareholding structure with its shareholders. Partly as a result of this, the Company decided to conduct the International Offering in order to provide an opportunity for three of its shareholders to reduce their holdings in a coordinated manner, aiming to further grow corporate value by enhancing liquidity and the holding ratio of overseas institutional investors. Through the International Offering, the Company aims to further expand its shareholder base among investors that support the Company’s long-term strategies.

2. Secondary Offering of Shares

(1) Class and Number of Shares to be Offered	3,041,000 shares of common stock of the Company	
(2) Selling Shareholders and Number of Shares Offered	Mizuho Bank, Ltd.:	1,688,000 shares
	MUFG Bank, Ltd.:	790,000 shares
	Sumitomo Mitsui Banking Corporation:	563,000 shares

Note: This document does not constitute an offer of any securities for sale. This document is a press release solely provided for the notice on the international offering of shares. This document has not been prepared for the purpose of investment solicitation or any other similar acts thereto, whether within Japan or abroad. In addition, this document does not constitute an offer or sale of securities in the United States. The securities referred to in this document have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. Any public offering of securities in the United States will be pursuant to a prospectus that may be obtained from the Company that will contain detailed information about the company and its management, as well as financial statements of the Company. The securities referred to above will not be publicly offered in the United States.

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| (3) Offer Price | Undetermined.

The offer price will be determined by a process equivalent to the bookbuilding process set out under the applicable regulations of the Japan Securities Dealers Association, based, in consideration of market demand and other conditions, on the preliminary pricing terms calculated by multiplying by a factor between 0.90 and 1.00, the closing price of the shares of common stock of the Company in regular trading on the Tokyo Stock Exchange Inc. (and rounding down to the nearest one yen), on a certain date between Monday, March 1, 2021 and Wednesday, March 3, 2021 (the “Pricing Date”) (or, if the closing price is not reported on the Pricing Date, on the business day immediately preceding the Pricing Date). |
| (4) Method of Offering | This offering will be made in the international markets (in the United States, however, the offering will be restricted to qualified institutional investors in accordance with the Rule 144A under the U.S. Securities Act of 1933), whereby the shares will be purchased wholly by the managers. |
| (5) Compensation for Underwriters | The spread between the offer price and the price paid by the underwriters to the selling shareholders. |
| (6) Share Unit for Subscription | 100 shares |
| (7) Settlement Date | A certain date between Thursday, March 4, 2021 and Monday, March 8, 2021, provided that such date will be the third business day following the Pricing Date. |
| (8) | The President and Representative Director of the Company will solely be authorized to approve the offer price and all other matters necessary for this offering. |

<Reference>

1. Lock-up

In connection with the International Offering, Mizuho Bank, Ltd., MUFG Bank, Ltd. and Sumitomo Mitsui Banking Corporation have agreed with the managers that the former will not conduct sales, etc. of shares of common stock of the Company (excluding certain cases including the International Offering, sales or transfers to the trust assets of a specific share investment trust, sales or transfers conducted through a trust account, sales or transfers conducted through a special account, sales or transfers conducted through a specified money trust and sales or transfers of the shares of common stock of the Company held as collateral or deposited by the provider of collateral), during the period beginning on the Pricing Date, and ending on the 180th day from the settlement date of the International Offering (the “lock-up period”), without prior written consent of the managers.

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On the other hand, the Company has agreed with the managers that it will, without prior written consent of the managers, not carry out certain transactions including the issuance of shares of common stock of the Company, the issuance of securities that can be converted into or exchanged with shares of common stock of the Company and the issuance of securities that represent the rights to acquire or receive shares of common stock of the Company (excluding certain cases including stock splits and issuance of stock acquisition rights of the Company pursuant to its stock option plan, etc.), during the lock-up period.

In either of the aforementioned cases, the managers have the authority to wholly or partially waive the aforementioned agreements at their own discretion, even during the lock-up period.

2. Stabilizing transactions

Stabilizing transactions will not be conducted with respect to the International Offering.

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