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Securities Code: 8248  
March 15, 2013

To All Shareholders

Shinya Samura  
President and Representative Director  
Nissen Holdings Co., Ltd.  
26 NishiKujoinmachi,  
Minami-ku, Kyoto

## NOTICE OF RESOLUTIONS OF THE 43rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the matters outlined below were reported and resolved at the 43rd Ordinary General Meeting of Shareholders of the Company held on March 15, 2013.

- Matters reported:**
- (1) Business Report, Consolidated Financial Statements for the 43rd Fiscal Term (from December 21, 2011 to December 20, 2012) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  - (2) Non-Consolidated Financial Statements for the 43rd Fiscal Term (from December 21, 2011 to December 20, 2012)
- The particulars of the above (1) and (2) were reported.

**Matters resolved:**

**Proposal No. 1:** Appropriation of Surplus

The proposal was approved and adopted as proposed. The details are as follows:

1. Matters pertaining to the fiscal year-end dividend

(1) Dividend asset classification

The dividend will be paid in cash.

(2) Matters pertaining to the allocation of dividend assets and total amount

The Company will pay a dividend of 6.00 yen per share of Nissen Holdings common stock.

In this case the total amount to be paid out in the form of dividends comes to 364,058,238 yen.

(3) Effective date for payment of dividend of surplus

March 18, 2013

2. Appropriation of surplus

(1) Items to be decreased and amount of decrease

Special reserves 364,058,238 yen

(2) Items to be increased and amount of increase

Retained earnings carried forward 364,058,238 yen

**Proposal No. 2:** Partial Amendments to the Articles of Incorporation

The proposal was approved and adopted as proposed.

**Proposal No. 3:** Election of Nine Directors

The proposal was approved and adopted as proposed. Toshio Katayama, Shinya Samura, Nobuyuki Ichiba, Toshiya Tsukushi, Tamaki Wakita, Toshio Komada, and Kaori Sasaki were re-elected as Directors and assumed office. Additionally, Shigeo Minatodani and Toshiaki Yamaguchi were newly elected and assumed office.

**Proposal No. 4:** Election of Two Substitute Corporate Auditors

The proposal was approved and adopted as proposed. Hidekazu Tamada was re-elected as a Substitute Corporate Auditor. Additionally, Masakatsu Takita was newly elected.

END

**Payment of the fiscal year-end dividend for the 43rd fiscal term**

At the 43rd Ordinary General Meeting of Shareholders of the Company held today, the fiscal year-end dividend for the 43rd fiscal term was decided to be 6.00 yen per share.

Please receive the dividend during the payment period (from March 18, 2013 to April 18, 2013) by presenting the enclosed "Receipt of the Fiscal Year-end Dividend" at your nearby head office, branch and local office of Japan Post Bank Co., Ltd., or post office.

If you have already requested dividend payment via transfer to your receiving account, please confirm the enclosed "Confirmation of Your Receiving Account."

END