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Securities Code: 8248
March 16, 2012

To All Shareholders

Shinya Samura
President and Representative Director
Nissen Holdings Co., Ltd.
18, Hainoborinakamachi, Kisshoin,
Minami-ku, Kyoto

NOTICE OF RESOLUTIONS OF THE 42nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the matters outlined below were reported and resolved at the 42nd Ordinary General Meeting of Shareholders of the Company held on March 16, 2012.

- Matters reported:**
- (1) Business Report, Consolidated Financial Statements for the 42nd Fiscal Term (from December 21, 2010 to December 20, 2011) 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 42nd Fiscal Term (from December 21, 2010 to December 20, 2011)
- 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 per share of Nissen Holdings common stock.

In this case the total amount to be paid out in the form of dividends comes to ¥304,682,142.

(3) Effective date for payment of dividend of surplus

March 19, 2012

2. Appropriation of surplus

(1) Items to be decreased and amount of decrease

Special reserves 304,682,142 yen

(2) Items to be increased and amount of increase

Retained earnings carried forward 304,682,142 yen

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

The proposal was approved and adopted as proposed.

Proposal No. 3: Election of Eight Directors

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

Proposal No. 4: Election of Two Corporate Auditors

The proposal was approved and adopted as proposed. Yasoji Mori and Scott Trevor Davis were re-elected as Corporate Auditors and assumed office.

Proposal No. 5: Election of Two Substitute Corporate Auditors

The proposal was approved and adopted as proposed. Hidekazu Tamada and Shinichiro Kawazoe were re-elected as Substitute Corporate Auditors.

END

Payment of the fiscal year-end dividend for the 42nd fiscal term

At the 42nd Ordinary General Meeting of Shareholders of the Company held today, the fiscal year-end dividend for the 42nd fiscal term was decided to be ¥6.00 per share.

Please receive the dividend during the payment period (from March 19, 2012 to April 19, 2012) 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