

(Translation)

September 1, 2020

To Whom It May Concern:

Company Name: Nissin Kogyo Co., Ltd.
Name of Representative: Yasushi Kawaguchi,
President and Representative
Director
(Code: 7230 First Section of the
Tokyo Stock Exchange)
Contact: Aiji Yamanaka, Director, Chief
Operating Officer, Corporate
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Notice concerning Dividend of Surplus (No Dividends for Second Quarter of Fiscal Year Ending March 31, 2021)

Nissin Kogyo Co., Ltd. (“Company”) hereby announces that at its board of directors meeting held today, it has passed a resolution, upon the tender offer for the Company’s common shares (“Company Shares”) by Honda Motor Co., Ltd. (“Tender Offeror”) stated in “Expression of Opinion and Notice Regarding Tender Offer for Company Shares by Honda Motor Co., Ltd.” separately announced today (such tender offer, the “Tender Offer”), not to pay dividends (interim dividends) for the second quarter of the fiscal year ending March 31, 2021.

1. Detail of Dividend (No Dividend)

	Determined Amount	Latest Dividend Forecasts (Announced on August 5, 2020)	Actual Dividends in the Previous Fiscal Year (Interim dividend for fiscal year ended March 31, 2020)
Record date	September 30, 2020	-	September 30, 2019
Dividend per share	0.00 yen	-	22.50 yen
Aggregate amount of dividend	-	-	1,464 million yen
Effective date	-	-	November 27, 2019
Dividend resource	-	-	Retained earning

2. Reason for Dividend (No Dividend)

The Company has resolved at its board of directors meeting held today, that it will express an opinion in support of the Tender Offer and recommend that the Company’s shareholders apply for the Tender Offer.

The above resolution at the board of directors meeting held today has been made with the assumption that the Tender Offeror aims at acquiring 100% ownership of the Company as a result of the Tender Offer and a series of procedures thereafter and that the Company Shares will be delisted. For details, please refer to “Expression of Opinion and Notice Regarding Tender Offer for Company Shares by Honda Motor Co., Ltd.” separately announced today.

In developing its businesses worldwide with a global perspective and making efforts to enhance its corporate value, the Company has up until now considered distribution of profits to shareholders as one of the most important issues in management, and has been maintaining a basic dividend policy to consider future capital needs in a comprehensive manner and to consider the trends of the consolidated performance with a long-term perspective in paying dividends in a stable manner. However, since the purchase price in the Tender Offer, according to the Tender Offeror, has been assessed and determined in a comprehensive manner with the assumption that the Company will not pay the dividend for the second quarter of the fiscal year ending March 31, 2021, the Company has resolved not to pay dividend for the second quarter of the fiscal year ending March 31, 2021.

(Reference) Breakdown of Annual Dividend

	Annual Dividend (yen)		
	End of 2 nd Quarter	End of Year	Total
Dividend Forecasts (Note) (Announced on August 5, 2020)	-	-	-
Actual Dividends in the Current Fiscal Year	0.00	(Not determined)	(Not determined)
Actual Dividends in the Previous Fiscal Year (ended March 31, 2020)	22.50	0.00	22.50

(Note): As stated in “Expression of Opinion Regarding Plan to Commence Tender Offer for Company Shares by Honda Motor Co., Ltd. and Notice of Closing of Basic Contract Regarding Business Merger” announced on October 30, 2019, the Company has not announced the dividend forecasts for the fiscal year ending March 31, 2021 as the Tender Offeror aims to make the Company its wholly-owned subsidiary through the Tender Offer and a series of subsequent procedures, and that the Company Shares are scheduled to be delisted.

3. Others

As stated in “Notice concerning Revisions to Year-End Dividend Forecast for Fiscal Year Ending March 31, 2020 (No Dividends) and Abolition of Shareholder Special Benefit Plan” announced on October 30, 2019, the Company has abolished the shareholder special benefit plan from the shareholder special benefit which was planned to be given to Company’s shareholders whose record date is March 31, 2020.

End