



<TRANSLATION>

May 20, 2019

Company Name Nissan Motor Co., Ltd.
 Code No. 7201
 Inquiry IR Department
 (TEL 045-523-5523)

Notice of Amendment to the Articles of Incorporation

At today's board of directors meeting, the Company resolved to present the item of business to be approved about Amendment to the Articles of Incorporation to the 120th Ordinary General Meeting of Shareholders scheduled for June 25, 2019.

1. The contents of the proposal and the reason therefor

Nissan's board of directors has received the report from the Special Committee for Improving Governance, which was established following the discovery of management misconduct led by the company's former chairman. The report summarizes the committee's proposals for governance improvements and recommends a framework for the healthy state of governance as a foundation for Nissan business operations in the future.

Nissan sees building the corporate governance structure based on the recommends in the report as an urgent task. To enhance the transparency of decisions and to realize speedy and flexible business operation through the separation of operation and supervision/audit, the Company has decided to transfer to a three statutory-committee format.

Pursuant to this transition, it is hereby proposed that the Articles of Incorporation be amended, including the new establishment of provisions concerning nominating committee, etc. and executive officers, revision of the provisions concerning Statutory Auditors and the Board of Statutory Auditors. The proposal of the amended Article 30 has been consented by each Statutory Auditor.

If this proposal is approved, the proposed amendments shall be effective from the close of the 120th Ordinary General Meeting of Shareholders.

2. The contents of the amendment

The proposed amendments to the Articles of Incorporation are as follows:

(The underlined portions are to be amended)

Current	As amended
Chapter I General Provisions	Chapter I General Provisions
Article 1 to Article 3 (Omitted)	Article 1 to Article 3 (No Amendments)
(Organizations)	(Organizations)
Article 4: The Company shall have the following organizations:	Article 4: The Company shall have the following organizations:
1. Board of Directors	1. Board of Directors

2. Statutory Auditors

3. Board of Statutory Auditors; and

4. Independent Auditors

Article 5 (Omitted)

Chapter II Shares

Article 6 to Article 9 (Omitted)

(Agent to Administrate Shareholder Register)

Article 10: (Omitted)

2. The Shareholder Registration Administrator shall be selected by a resolution of the Board of Directors, and public notice thereof shall be given.

3. (Omitted)

(Share Handling Regulations)

Article 11: Handling of shares of the Company, and fees related thereto shall be governed by relevant laws and regulations and these Articles of Incorporation as well as the Share Handling Regulations established by the Board of Directors.

Chapter III General Meeting of Shareholders

(Convocation)

Article 12: The ordinary General Meeting of Shareholders shall be convened in June of each year, and an extraordinary General Meeting of Shareholders shall be convened whenever necessary by the President and Director in accordance with a

2. Nomination Committee, Audit Committee, and Compensation Committee; and

Committee; and

3. Independent Auditors

Article 5 (No Amendments)

Chapter II Shares

Article 6 to Article 9 (No Amendments)

(Agent to Administrate Shareholder Register)

Article 10: (No Amendments)

2. The Shareholder Registration Administrator shall be selected by a resolution of the Board of Directors or a decision of the Executive Officer(s) under the authority delegated by a resolution of the Board of Directors, and public notice thereof shall be given.

3. (No Amendments)

(Share Handling Regulations)

Article 11: Handling of shares of the Company, and fees related thereto shall be governed by relevant laws and regulations and these Articles of Incorporation as well as the Share Handling Regulations established by the Board of Directors or the Executive Officer(s) under the authority delegated by the Board of Directors.

Chapter III General Meeting of Shareholders

(Convocation)

Article 12: The ordinary General Meeting of Shareholders shall be convened in June of each year, and an extraordinary General Meeting of Shareholders shall be convened whenever necessary by the Director previously selected by the Board of

resolution of the Board of Directors. When the President and Director is prevented from so acting, one of the other Representative Directors shall act in his/her place in the order previously fixed by the Board of Directors.

Article 13 (Omitted)

(Chairman of General Meeting of Shareholders)

Article 14: The Chairman of the Board of Directors, any one of the Co-Chairmen of the Board of Directors or the President and Director of the Company shall act as chairman of a general meeting of shareholders.

2. The chairman of a general meeting of shareholders convened at the request of the shareholders pursuant to the provisions of any laws or ordinances may be elected from among the shareholders who are not Directors.

(Place of General Meetings of Shareholders)

Article 15: A general meeting of shareholders may be convened in any ward of Tokyo as well as at the place where the head office of the Company is located or any neighboring place thereof.

Article 16 to Article 18 (Omitted)

Chapter IV Directors and Board of Directors

Article 19 (Omitted)

(Term of Office)

Article 20: The terms of office of the Directors shall expire at the close of the ordinary General Meeting of Shareholders held with respect to the

Directors. In the event that said Director is prevented from so acting or is absent, one of the other Directors shall act in his/her place in the order previously fixed by the Board of Directors.

Article 13 (No Amendments)

(Chair of General Meeting of Shareholders)

Article 14: The Representative Executive Officer previously selected by the Board of Directors shall act as chair of a General Meeting of Shareholders. In the event that said Executive Officer is prevented from so acting or is absent, one of the other Executive Officers shall act in his/her place in order previously fixed by the Board of Directors.

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Article 15 to Article 17 (No Amendments)

Chapter IV Directors and Board of Directors

Article 18 (No Amendments)

(Term of Office)

Article 19: The terms of office of the Directors shall expire at the close of the ordinary General Meeting of Shareholders held with respect to the

last fiscal year ending within two (2) years after their appointment.

2. (Omitted)

(Representative Directors)

Article 21: Several Representative Directors shall be appointed by resolution of the Board of Directors.

2. Each Representative Director shall execute the business of the Company in accordance with resolutions of the Board of Directors and shall represent the Company.

(Directors with Executive Power)

Article 22: One (1) Chairman of the Board of Directors and one (1) President and Director shall be appointed by resolution of the Board of Directors. By resolution of the Board of Directors, however, a couple of Co-Chairmen of the Board of Directors may be appointed in lieu of one Chairman of the Board of Directors.

2. When the Company's business so requires, several Vice Chairmen of the Board of Directors, Executive Vice Presidents and Directors, Executive Managing Directors and Managing Directors respectively may be appointed by resolution of the Board of Directors.

(Counselors and Advisers)

Article 23: Counselors and Advisers may be appointed by resolution of the Board of Directors.

(Remuneration for Directors)

Article 24: The remuneration, bonus and any other consideration payable to Directors in return for their performance of duties ("Remuneration etc.") shall be determined by resolution of a General Meeting of Shareholders.

last fiscal year ending within one (1) year after their appointment.

2. (No Amendments)

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(Convocation and Chairman of Meetings of the Board of Directors)

Article 25: A meeting of the Board of Directors shall be convened and presided over by the Chairman of the Board of Directors or any one of the Co-Chairmen of the Board of Directors; provided, however, that when the Chairman of the Board of Directors or the Co-Chairmen of the Board of Directors are prevented from so acting, one of the other Directors shall act in his or their place in the order previously fixed by the Board of Directors.

2. Notice of convening a meeting of the Board of Directors shall be dispatched to each Director and Statutory Auditor at least two (2) clear calendar days prior to the date set for such meeting.

Article 26 to Article 28 (Omitted)

Chapter V Statutory Auditors and Board of Statutory Auditors

Article 29 to Article 35

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(Convening of Meetings of the Board of Directors and Chairman)

Article 20: Except as otherwise provided for in any laws or regulations, the Director previously selected by the Board of Directors shall convene a meeting of the Board of Directors and serve as the chair; provided, however, that in the event that said Director is prevented from so acting or is absent, one of the other Directors shall act in his or their place in the order previously fixed by the Board of Directors.

2. Notice of convening a meeting of the Board of Directors shall be dispatched to each Director at least two (2) days prior to the date set for such meeting; provided however, that in case of emergency, such period may be shortened.

Article 21 to Article 23 (No Amendments)

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Chapter V The Nomination Committee, the Audit Committee, and the Compensation Committee

(Method of Selection)

Article 24: The membership of the Nomination Committee, the Audit Committee, and the Compensation Committee shall be determined by a resolution of the Board of Directors.

(Regulation of Each Committee)

Article 25: Matters concerning each Committee shall be governed by the regulations of each Committee prescribed by the

Board of Directors, in addition to applicable laws and regulations and these Articles of Incorporation.

<NEWLY STIPULATED>

Chapter VI Executive Officers

<NEWLY STIPULATED>

(Appointment and Method of Appointment)

Article 26: The Company shall have one (1) or more Executive Officer(s).

2. Executive Officers shall be appointed by the Board of Directors.

<NEWLY STIPULATED>

(Term of Office)

Article 27: The term of office of Executive Officers shall expire at the close of the first meeting of the Board of Directors after the ordinary General Meeting of Shareholders held with respect to the last fiscal year ending within one (1) year after their appointment.

<NEWLY STIPULATED>

(Representative Executive Officer(s))

Article 28: The Board of Directors shall appoint one (1) or more Representative Executive Officers from Executive Officer(s) by a resolution of the Board of Directors.

<NEWLY STIPULATED>

(Exemption of Executive Officers' liabilities for compensation of damages)

Article 29: Pursuant to Article 426.1 of the Companies Act, the liability of Executive Officers (including ex-Executive Officers) for damages as a result of his/her failure to fulfill his/her duty can be exempted by resolution of the Board of Directors to the extent permissible under applicable laws and regulations.

Chapter VI Accounts

Article 36 to Article 39 (Omitted)

<NEWLY STIPULATED>

Chapter VII Accounts

Article 30 to Article 33 (No Amendments)

Supplementary Provisions

<NEWLY STIPULATED>

(Transitional Measures regarding Exemption from Liabilities of Statutory Auditor(s), etc.)

Article 1: The following will continue to apply:

1) Article 35.1 of the previous Articles of Incorporation with regard to Exemption from Liabilities of Statutory Auditors (including ex-Statutory Auditors) for acts stipulated under Article 423.1 of the Companies Act before the close of the 120th ordinary General Meeting of Shareholders; and

2) Article 35.2 of the previous Articles of Incorporation with regard to the Liability Limitation Agreements among Statutory Auditor(s).

3. Schedule

- June 25, 2019 (Tuesday) Date of Ordinary General Meeting of Shareholders to approve the amendments to the Articles of Incorporation (scheduled)
- June 25, 2019 (Tuesday) Effective date of the amendments to the Articles of Incorporation (scheduled)

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