

[TRANSLATION]

June 8, 2023
(Date of electronic provision: June 1, 2023)

NOTICE OF CONVOCATION OF
THE 124th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

Notice is hereby given that the 124th Ordinary General Meeting of Shareholders of the Company (the "Meeting") will be held as described in the attached "Particulars."

In convening this Meeting, the information that is the contents of the Reference Documents, etc., has been provided electronically and the electronic provision of information is posted on the Company's website, Tokyo Stock Exchange, Inc. website and Sumitomo Mitsui Trust Bank, Limited website on the Internet.

◆Our Company's Website

<https://www.nissan-global.com/EN/IR/SHAREHOLDER/>

◆Tokyo Stock Exchange, Inc. Website

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

*Please access the above website, enter or search for our company name or securities code (7201), and select "Basic information" and "Documents for public inspection/PR information" for confirmation.

◆Sumitomo Mitsui Trust Bank, Limited Website (Japanese only)

<https://www.soukai-portal.net>

*Please scan the QR code on the enclosed voting form or enter the ID and Password shown on the voting form.

Of the document provided electronically, the following matters are not included in the document delivered to shareholders who have requested delivery document in accordance with laws and regulations and Article 15 of the Company's Articles of Incorporation.

The following matters are posted on the Company's website as "The 124th Ordinary General Meeting of Shareholders Other matters provided electronically (matters omitted from the delivery of the document)".

- (1) "Status of Independent Auditors" and "Business Management Systems, Processes and Internal Controls" of Business Report
- (2) "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" of Consolidated Financial Documentation
- (3) "Non-Consolidated Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" of Non-Consolidated Financial Documentation
- (4) Part of the "Audit Report" on the Business Report

Any modifications to the electronic provision of information, we will post the revision information on each of the websites.

Very truly yours,
NISSAN MOTOR CO., LTD.
(Nissan Jidosha Kabushiki Kaisha)

Makoto Uchida
Representative executive officer, president and CEO

PARTICULARS

1. Date and Time of the Meeting:

Tuesday, June 27, 2023 at 10:00 a.m.
(The reception desk will open at 9:00 a.m.)

2. Place of the Meeting:

NISSAN MOTOR CO., LTD Global Headquarters
1-1, Takashima 1-chome, Nishi-ku, Yokohama

3. Matters to be dealt with at the Meeting:

Matters to be reported:

- 1: Report on the Business Report, the Consolidated Financial Documentation for the 124th Fiscal Year (April 1, 2022 to March 31, 2023), and the result of the audit thereon by the Independent Auditors and the Audit Committee.
- 2: Report on the Non-Consolidated Financial Documentation for the 124th Fiscal Year (April 1, 2022 to March 31, 2023)

Matters to be resolved:

<Company Proposal>

- Item 1: Distribution of Surplus
- Item 2: Election of 10 Directors due to Expiration of Terms of All Directors

<Shareholder's Proposal>

- Item 3: Distribution of Surplus (Proposed Appropriation of Profits for the 124th fiscal year)

The outline of the shareholder's proposal (Item 3) is as described in the "Reference Materials of Ordinary General Meeting of Shareholders", but the Board of Directors of the Company opposes the shareholder's proposal (Item 3). If you agree with the opinion of the Board of Directors, please exercise your voting right by voting "against" the shareholder's proposal (Item 3).

If no indication of approval or disapproval is made for any of the proposals, it will be treated as an indication of approval for the Company's proposal (Proposal Item 1 and 2) and disapproval for the shareholder's proposal (Item 3).

In addition, Item 3, "Proposal for Distribution of Surplus (Proposed Appropriation of Profits for the 124th fiscal year)" which is a shareholder's proposal, is incompatible with Item 1, "Proposal for Distribution of Surplus," which is a company proposal. Accordingly, please note that if you vote for both Items, the exercise of your voting rights for both Items 1 and 3 will be treated as invalid.

● **For Shareholders who plan to attend the meeting on the day of the Meeting**

- (For shareholders who wish to ask questions) At this General Meeting of Shareholders, the method of accepting questions will be changed to a lottery system instead of a first-come, first-served basis.
- Tickets will be distributed at the venue to those wishing to ask questions. Tickets will be available from the reception start time (9:00 a.m.) to the Meeting start time (10:00 a.m.). Please note that questions may be closed even if you have a ticket.
- There will be no shareholder round-table discussion or souvenirs on the day of the event.
- Please note that executives and staff will be wearing masks.
- We encourage shareholders to wear masks inside the meeting venue.
- If you appear to be ill, a staff member may ask you to refrain from entering the venue.
- On the day of the Meeting, please bring the enclosed voting form and submit it to the Meeting receptionist.

● **For shareholders who do not attend the Meeting**

- We accept inquiries about the purpose of the Meeting at the address below.
- Matters of interest to shareholders will be addressed at the Meeting.
However, please note that all questions may not be answered.
AGSM2023@mail.nissan.co.jp
- The Meeting will be broadcast live on the Company's website. Please refer to pages 5 to 6 for details.

Information on how to exercise voting rights

The following methods are available for exercising voting rights. Please exercise your voting rights after reviewing the reference documents for the Meeting on page 7 onwards.

In addition, Item 3, "Proposal for Distribution of Surplus (Proposed Appropriation of Profits for the 124th fiscal year)" which is a shareholder's proposal, is incompatible with Item 1, "Proposal for Distribution of Surplus," which is a company proposal. Accordingly, please note that if you vote for both Items, the exercise of your voting rights for both Items 1 and 3 will be treated as invalid.

<Pre-exercise (recommended)>

◆ Exercise of voting rights in writing

Please indicate your approval or disapproval on the enclosed voting form and return the form to us.

(If you wish to watch the live streaming, please note your "shareholder number" and the "postal code" on your voting form when you mail it.)

Exercise deadline: Until 5:30 p.m. receipt on Monday 26, June 2023

◆ Exercise of voting rights via online voting or other means

Please refer to "Voting via the Internet" on the next page and follow the on-screen guidance to enter your approval or disapproval.

Exercise deadline: Until 5:30 p.m. on Monday 26, June 2023

<Exercise on the day>

◆ Attendance on the day

Please bring the enclosed voting form and submit it to the receptionist at the venue.

Attendance by proxy is limited to one other shareholder with voting rights in the Company.

In this case, please submit the power of attorney and the respective shareholder's voting form as proof of representation.

Non-shareholders, including proxies who are not shareholders and persons accompanying them, are not permitted to attend the Meeting.

*If you exercise your voting rights both by voting form and through the Internet, the online vote will be treated as the valid vote. If you exercise your voting rights more than once online, we will treat the last vote as the valid vote.

*Please note that if you attend the meeting on the day, you will be treated as having withdrawn your pre-exercise.

To Institutional Investors;

You can also exercise your voting rights by electromagnetic means through the Electronic Voting Platform operated by ICJ Inc.

Exercise of voting rights via the Internet

Exercise deadline: Until 5:30 p.m. on Monday 26 June 2023

The Board of Directors of the Company opposes the shareholder's proposal (Item 3). If you agree with the opinion of the Board of Directors, please exercise your voting right by voting "against" the shareholder's proposal (Item 3).

In addition, Item 3, "Proposal for Distribution of Surplus (Proposed Appropriation of Profits for the 124th fiscal year)" which is a shareholder's proposal, is incompatible with Item 1, "Proposal for Distribution of Surplus," which is a company proposal. Accordingly, please note that if you vote for both Items, the exercise of your voting rights for both Items 1 and 3 will be treated as invalid.

◆ Exercising voting rights through smartphones and tablet devices

By scanning the "QR code for login to the portal site of the AGSM", it is no longer necessary to enter the "Voting code" and "Password."

1. Scan the QR code.

Scan the "QR code for login to the portal site of the AGSM" on the enclosed voting form with your smartphone or tablet device.

2. Please follow the on-screen guidance and enter your approval or disapproval.

*Voting by way of Smart Exercise® is limited to once. If you wish to amend your approval or disapproval of each proposal exercised by Smart Exercise®, please refer to "Exercising voting rights through computer, mobile phone, etc." below.

◆ Exercise voting rights through computer, mobile phone, etc.

1. Visit the website.

URL: <https://www.web54.net> (Japanese only)

(You can also connect to the website by scanning the QR code on the right.)

2. Enter the "Voting code" and "Password", and log in.

The Voting code and "Password" are indicated on the enclosed voting form.

3. Please follow the on-screen guidance and enter your approval or disapproval.

*If you enter the wrong password over a certain number of times, you will not be able to access it.

*If you wish to have your password reissued, please follow the on-screen guidance.

You can also exercise your voting rights in the same way through the portal site of the AGSM (<https://www.soukai-portal.net>).

*Depending on your internet access, your service provider or your device, you may be unable to use the voting website.

*If you choose to exercise your voting rights online, you will be responsible for the provider and telecommunications carrier fees (connection fees, etc.) for using the website.

*If you have any questions about how to use the voting website on your smartphone, computer or other device, please contact the address noted on page 6 "Inquiries on how to use the voting website".

Information on the live-stream via the internet

Live streaming will be available for shareholders to watch the Meeting from the comfort of their homes or other locations.

Please access the live streaming website from your smartphone or computer to watch the Meeting.

The streaming page will be available from 30 minutes prior to the start of the Meeting.

1. Live stream date and time:

Tuesday, 27 June 2023, 10:00 a.m. until the end of the Meeting.

2. How to watch

Visit the following website and enter your ID and Password on the login screen.

URL: <https://www.virtual-sr.jp/users/nissan7201/login.aspx>

◆ID: "Shareholder number" (9 digits) as shown on the voting form

◆Password: "Postal code" as shown on the voting form (7 digits, no hyphen)

*ID and Password for login can be found below.

If you choose to exercise your voting form, please note your "Shareholder number" and the "Postal code" on your voting form before posting your voting form.

Shareholders are requested to keep their ID and password in strict confidence, as they are important information to verify the identity of the shareholder. The provision of ID and password to third parties is strictly prohibited.

*For shareholders residing outside Japan, if a standing proxy has been appointed, please enter the postal code of that proxy.

*If you have lost your "Shareholder number" or "Postal code," please contact the "Contact details for login ID and password" listed on the next page.

3. Points to note

- Shareholders who watch the live-stream cannot participate in the resolutions on the day of the Meeting. Shareholders are kindly requested to exercise their voting rights in advance by sending their voting form or via the Internet.
- Viewing of the live-streaming is restricted to shareholders.
- It is not possible to log in with the same ID from more than one device.
- Please refrain from filming, recording, storing or posting the live stream on social networking sites.
- Please note that on-demand streaming will be available upon conclusion of the live stream.
- Depending on your internet access, your service provider and your device, you may be unable to watch this service.
- The shareholder is responsible for any provider and telecommunications carrier charges (connection fees, etc.) incurred when watching the live stream.
- If you have lost your voting stub, please contact the dedicated number below. For security reasons, we will confirm your identity and provide you with your ID & PW.
- For shareholders attending the meeting, please be aware that, while we consider the privacy of shareholders attending the meeting and, to the extent possible, avoid filming the appearance of shareholders during the live stream, there may be unavoidable circumstances in which they may be filmed.

【Contact information (Japanese only)】

◆Inquiries on how to use the voting website

Sumitomo Mitsui Trust Bank, Limited

0120-652-031 (Reception hours: 9:00 a.m.-9:00 p.m.)

◆Contact details for login ID and Password

*Please note that technical inquiries regarding the live-stream viewing are not accepted.

Sumitomo Mitsui Trust Bank, Limited

0120-782-041 (Reception hours: 9:00 a.m.-5:00 p.m. [Excluding Saturdays, Sundays and holidays])

◆Technical inquiries on the live-stream viewing

*Only available on the day of the Meeting.

J-Stream Inc.

054-333-9212 (Reception hours: 9:30a.m. until the end of the Meeting.)

[TRANSLATION]

Reference Materials of Ordinary General Meeting of Shareholders

Agenda and Matters for Reference:

<Company Proposal>

Item 1: Distribution of Surplus

Although no interim dividend was paid for the fiscal year, a year-end dividend of 10 yen per share is proposed.

<Matters relating to year-end dividends>

(1) Allocation of dividend property and total amount thereof to shareholders

Payment of 10 yen per share of common stock, total cash amount is 41,956,204,930 yen.

(2) Effective date of distribution of surplus

June 28, 2023

Item 2: Election of 10 Directors due to Expiration of Terms of All Directors

The term of office for all of the current 12 Directors will expire at the closing of this Meeting. Based on the decision of the Nomination Committee, the Company proposes to reduce the number of Directors by 2 and appoint 10 Directors in order to change the management structure.

The candidates for Directors are as follows:

No.	Name	Current Responsibility at the Company	Record of attendance at the Board of Directors Meeting
1	Reappointment Outside Independent Yasushi Kimura	Chair Member of Nomination Committee Member of Audit Committee	100% (13/13)
2	Reappointment Jean-Dominique Senard	Vice-chair Member of Nomination Committee	92% (12/13)
3	Reappointment Outside Independent Keiko Ihara	Chair of Compensation Committee Member of Nomination Committee	100% (13/13)
4	Reappointment Outside Independent Motoo Nagai	Chair of Audit Committee Member of Nomination Committee Member of Compensation Committee	100% (13/13)
5	Reappointment Outside Independent Bernard Delmas	Member of Compensation Committee	100% (13/13)
6	Reappointment Outside Independent Andrew House	Member of Nomination Committee	100% (13/13)
7	Reappointment Pierre Fleuriot	Member of Audit Committee	92% (12/13)
8	Newly appointed Outside Independent Brenda Harvey	-	-
9	Reappointment Makoto Uchida	Representative executive officer, president and CEO	100% (13/13)
10	Reappointment Hideyuki Sakamoto	Executive officer, Executive Vice President	100% (13/13)

*Mr. Jean-Dominique Senard and Mr. Pierre Fleuriot did not attend one Board of Directors meeting at which matters relating to Renault were deliberated, in accordance with a policy for resolution of conflict of interest, taking into account their concurrent positions in Renault.

<Composition of Board of Directors>

Our Board of Directors decides the basic direction of management by taking a variety of perspectives into account and plays the role of supervising the operation execution of the executive officers. The member of the Board of Directors is diverse in nationality, gender, and expertise, etc., and through the inclusion of these, we aim to facilitate lively discussions and swift decision-making as a whole conference body. To create an environment where discussions are led by independent outside directors, these directors constitute a majority of the board, with one of them serving as board chair. If this proposal is approved, the Board of Directors will consist of 10 directors, of which 6 will be outside directors, 20% will be female (2 out of 10), and 50% will be non-Japanese (5 out of 10).

Board of Directors candidates' Skill Matrix

		Global Management	Automobile Industry	Government	Legal/Risk Management	Finance/Accounting	ESG	Product/Technology	Sales/Marketing	DX
1	木村 康 Yasushi Kimura	✓				✓	✓	✓	✓	
2	ジャンドミニク スナール Jean-Dominique Senard	✓	✓	✓		✓	✓			
3	井原 慶子 Keiko Ihara	✓	✓				✓	✓	✓	✓
4	永井 素夫 Motoo Nagai	✓	✓		✓	✓	✓			
5	アルマス ベルナル Bernard Delmas	✓	✓				✓	✓	✓	
6	アンドリュウ ハウス Andrew House	✓				✓	✓	✓	✓	✓
7	ピエール フルーリオ Pierre Fleuriot	✓		✓	✓	✓	✓			
8	ブレンダ ハーヴィー Brenda Harvey	✓		✓			✓	✓	✓	✓
9	内田 誠 Makoto Uchida	✓	✓		✓	✓	✓	✓		✓
10	坂本 秀行 Hideyuki Sakamoto	✓	✓		✓		✓	✓		✓

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
1	<p>Reappointment Independent & Outside</p> <p>Yasushi Kimura (February 28, 1948)</p>	<p>Apr. 1970 Joined Nippon Oil Corporation Jun. 2002 Director of Nippon Oil Corporation Jun. 2007 Director, Senior Vice President of Nippon Oil Corporation Apr. 2010 Director of JX Holdings, Inc. Jul. 2010 Representative President of JX Nippon Oil & Energy Corporation May 2012 Chairman of Petroleum Association of Japan Jun. 2012 Representative Chairman of the Board of JX Holdings, Inc., Representative Chairman of the Board of JX Nippon Oil & Energy Corporation Jun. 2014 Director of NIPPO Corporation Vice Chairman of Japan Business Federation Apr. 2017 Representative Chairman of JXTG Holdings, Inc. Jun. 2018 Senior Executive Advisor of JXTG Holdings, Inc. Jun. 2019 Outside Director of the Company (Current Position / four years in office) Senior Corporate Advisor of JXTG Holdings, Inc. (Current: ENEOS Holdings, Inc.) Outside Director of INPEX CORPORATION</p>	8,800
<p>【Current Responsibility at the Company】 Chair, Member of Nomination Committee, Member of Audit Committee</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 100% (13/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee 100% (12/12) of Audit Committee</p> <p>【Important Positions at Other Companies】 -</p> <p>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】 Mr. Yasushi Kimura is proposed as a candidate for outside director due to his experience serving as top management in a key industry in Japan. He also has a wealth of experience and deep insight in corporate management and leadership experience in Japan Business Federation (Keidanren), as well as Chairman of Petroleum Association of Japan (PAJ). Nissan expects him to continuously contribute to the Company through his global management, ESG, and sales/marketing skills. Since his inauguration in June 2019, Mr. Kimura has supervised the companies' overall management providing an objective and broad perspective as the Chair of the Board of Directors, Member of the Nomination Committee, Member of the Audit Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as an outside director candidate for Nissan. * If elected, he will be re-appointed as Chair of the Board of Directors at the Board of Directors meeting after the General Shareholders Meeting.</p>			

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	Reappointment Jean-Dominique Senard (March 7, 1953)	Oct. 1996 Chief Financial Officer of Pechiney and a member of its Group Executive Council Mar. 2005 Chief Financial Officer of Michelin and a member of the Michelin Group Executive Council May 2007 Managing Partner of the Michelin Group May 2011 Managing General Partner of the Michelin Group May 2012 Chief Executive Officer of the Michelin Group Jun. 2012 Outside Director of Saint-Gobain (Current Position) Jan. 2019 Chairman of the Board of Directors of Renault (Current Position) Apr. 2019 Director of the Company (Current Position / four years and two months in office) May 2019 Member of the Supervisory Board of Fives s.a.s. (Current Position)	21,100
2	<p>【Current Responsibility at the Company】 Vice-chair, Member of Nomination Committee</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 92% (12/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee</p> <p>【Important Positions at Other Companies】 Chairman of the Board of Directors of Renault</p> <p>【Reasons for nomination as candidates for Directors】 Mr. Jean-Dominique Senard (Chair of the Board of Directors of Renault, our alliance partner) is proposed as a candidate for director due to his wealth of experience and deep insight in the automotive industry and international management. Nissan expects him to continuously contribute to the Company through his global management, automobile industry, and finance/accounting skills. Since his inauguration in April 2019, he has supervised the Company's overall management as the Vice Chair of the Board of Directors, Member of Nomination Committee and contributed to Nissan's business development. Therefore, the Company nominates him as director candidate for Nissan.</p> <ul style="list-style-type: none"> * If elected, he will be re-appointed as the Vice Chair of the Board of Directors at the Board of Directors meeting after the General Shareholders Meeting. * Mr. Jean-Dominique Senard is Chairman of the Board of Directors of Renault. There is a broad automotive business alliance, including capital participation, between the Company and Renault. 		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
3	Reappointment Independent & Outside Keiko Ihara (July 4, 1973)	Jan. 2013 Fédération Internationale de l'Automobile (FIA) Asian representative for the Women in Motorsports Commission and female representative for the FIA Drivers Commission Apr. 2013 Special Guest Associate Professor at Keio University Graduate School of Media Design Apr. 2015 Member of Industrial Structure Council (Development Committee for 2020 and Beyond), Japan Ministry of Economy, Trade and Industry Jul. 2015 Member of Japan House Advisory Board, Japan Ministry of Foreign Affairs Sep. 2015 Guest Associate Professor at Keio University Graduate School of Media Design Jun. 2016 Outside Director of SOFT99 corporation (Current Position) Jun. 2018 Outside Director of the Company (Current Position / five years in office) Apr. 2020 Project Professor at Keio University Graduate School of Media Design (Current Position) Oct. 2020 Representative director of Future, Inc. (Current Position)	20,300
<p>【Current Responsibility at the Company】 Chair of Compensation Committee, Member of Nomination Committee</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 100% (13/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee 100% (12/12) of Compensation Committee</p> <p>【Important Positions at Other Companies】 Outside Director of SOFT99 corporation Representative director of Future, Inc.</p> <p>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】 Ms. Keiko Ihara is proposed as a candidate for outside director due to her wealth of experience and deep insight in the auto industry as an international female racing driver, being many years involved with domestic and global auto makers including technology development and popularization of eco-friendly car and MaaS research at University research institute. Also, Ms. Ihara has extensive business experience leading organizational governance and talent development in international organizations. Nissan expects her to continuously contribute to the Company through her global management, automobile industry, ESG, and digital transformation skills. Since her inauguration in June 2018, Ms. Ihara has supervised the companies' overall management providing an objective and broad perspective as the Chair of the Compensation Committee, Member of the Nomination Committee, and she has fulfilled the duties of outside director. Therefore, the Company nominates her as an outside director candidate for Nissan.</p> <p>* The officially registered name of Ms. Keiko Ihara is Ms. Keiko Motojima.</p>			

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
4	Reappointment Independent & Outside Motoo Nagai (March 4, 1954)	Apr. 1977 Joined The Industrial Bank of Japan Ltd. Apr. 2005 Corporate Officer of Mizuho Corporate Bank, Ltd. Apr. 2007 Managing Executive Officer of Mizuho Corporate Bank, Ltd. Apr. 2011 Deputy President (Executive Officer) of Mizuho Trust & Banking Co., Ltd. Jun. 2011 Deputy President (Executive Officer and Director) of Mizuho Trust & Banking Co., Ltd. Apr. 2014 Advisor of Mizuho Trust & Banking Co., Ltd. Jun. 2014 Outside Statutory Auditor of the Company, Outside Statutory Auditor of Organo Corporation Jun. 2015 Outside Director of Organo Corporation (Current position) (Scheduled to retire on 29 June 2023), Outside Statutory Auditor of Nisshin Seifun Group Inc. Jun. 2019 Outside Director of the Company (Current Position / four years in office) Outside Director of Nisshin Seifun Group Inc. (Current Position).	27,900
<p>【Current Responsibility at the Company】 Chair of Audit Committee, Member of Nomination Committee, Member of Compensation Committee</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 100% (13/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee 100% (12/12) of Compensation Committee 100% (12/12) of Audit Committee</p> <p>【Important Positions at Other Companies】 Outside Director of Organo Corporation (Scheduled to retire on 29 June 2023) Outside Director of Nisshin Seifun Group Inc.</p> <p>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】 Mr. Motoo Nagai is proposed as a candidate for outside director due to his wealth of experience and deep insight on risk management gained through executive leadership positions in institutions including Mizuho Corporate Bank and Mizuho Trust & Banking Co. Nissan expects him to continuously contribute to the Company through his global management, legal/risk management, finance/accounting and ESG skills. Since his inauguration as full-time Statutory Auditor since 2014, Mr. Nagai has a wealth of management experience in Nissan and from June 2019, he has supervised the companies' overall management providing an objective and broad perspective as the Chair of the Audit Committee, Member of the Nomination Committee, Member of the Compensation Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as outside director candidate for Nissan.</p>			

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	Reappointment Independent & Outside Bernard Delmas (April 21, 1954)	May 1979 Joined Michelin Sep. 1995 President of Michelin Research Asia Sep. 2007 President and CEO of Nihon Michelin Tire Co., Ltd. President and CEO of Michelin Korea Tire Co., Ltd. Oct. 2009 Senior Vice President of Michelin Group Feb. 2010 President of Chamber of Commerce and Industry of France in Japan Jun. 2015 Outside Director of Ichikoh Industries, Ltd. Nov. 2015 Chairman of the Board of Nihon Michelin Tire Co., Ltd. Nov. 2016 Chairman of Nihon Michelin Tire Co., Ltd. Feb. 2018 Senior Advisor of Michelin Group Jun. 2019 Outside Director of the Company (Current Position / four years in office)	2,100
5	<p>【Current Responsibility at the Company】 Member of Compensation Committee</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 100% (13/13) of Board of Directors Meeting 100% (12/12) of Compensation Committee</p> <p>【Important Positions at Other Companies】 -</p> <p>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】 Mr. Bernard Delmas is proposed as a candidate for outside director due to his extensive international experience in the automotive industry. He has a wealth of experience and deep insight in management of R&D, business planning, and managing the cross-functional organization. Nissan expects him to continuously contribute to the Company through his global management, automobile industry, and product/technology skills. Since his inauguration in June 2019, Mr. Delmas has supervised the companies' overall management providing an objective and broad perspective as the Member of the Compensation Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as outside director candidate for Nissan.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
6	<p>Reappointment Independent & Outside</p> <p>Andrew House (January 23, 1965)</p>	<p>Oct. 1990 Joined Sony Corporation</p> <p>Oct. 2005 Group Executive and Chief Marketing Officer of Sony Corporation</p> <p>Sep. 2011 Group Executive, President and Global CEO of Sony Computer Entertainment</p> <p>Apr. 2016 EVP, President and Global CEO of Sony Interactive Entertainment</p> <p>Oct. 2017 EVP and Chairman of Sony Interactive Entertainment</p> <p>Apr. 2018 Strategic Advisor of Intelity (Current Position)</p> <p>Oct. 2018 Executive Mentor of Merryck & Co., Ltd. (Current: The ExCo Group) (Current Position)</p> <p>Jun. 2019 Outside Director of the Company (Current Position / four years in office)</p> <p>May 2021 Outside Director of Nordic Entertainment Group (Current: Viaplay Group) (Current Position)</p> <p>Mar. 2022 Outside Director of Dentsu Group Inc. (Current Position)</p>	4,100
<p>【Current Responsibility at the Company】 Member of Nomination Committee</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 100% (13/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee</p> <p>【Important Positions at Other Companies】 Outside Director of Nordic Entertainment Group (Current: Viaplay Group) Outside Director of Dentsu Group Inc.</p> <p>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】 Mr. Andrew House is proposed as a candidate for outside director due to his wealth of experience and deep insight in international business management, understanding of customer needs and consumer products, and emerging technologies through key roles in global companies. Having worked both inside and outside Japan, he has a strong cross-cultural perspective. Nissan expects him to continuously contribute to the Company through his global management, product/technology, and sales/marketing skills. Since his inauguration in June 2019, he has supervised the companies' overall management providing an objective and broad perspective as the Member of the Nomination Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as an outside director candidate for Nissan.</p>			

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	<p>Reappointment</p> <p>Pierre Fleuriot (January 31, 1954)</p>	<p>Jun. 1981 Financial auditor of Inspecteur des finances</p> <p>Sep. 1985 Advisor to the chairman and head of market research of the French market authority of Commission des Opérations de Bourse</p> <p>Jan. 1991 General Manager of the French market authority of Commission des Opérations de Bourse</p> <p>Sep. 1997 ABN AMRO France</p> <p>Nov. 2009 Chief Executive Officer of Credit Suisse France</p> <p>Apr. 2016 Chairman of PCF Conseil & Investissement (France) (Current Position)</p> <p>Jun. 2018 Lead Independent Director of Renault (Current Position)</p> <p>Feb. 2020 Director of the Company (Current Position / three years and four months in office)</p>	0
7	<p>【Current Responsibility at the Company】 Member of Audit Committee</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 92% (12/13) of Board of Directors Meeting 100% (12/12) of Audit Committee</p> <p>【Important Positions at Other Companies】 Lead Independent Director of Renault</p> <p>【Reasons for nomination as candidates for Directors】 Mr. Pierre Fleuriot (Lead independent outside director of Renault, our alliance partner) is proposed as a candidate for director as he is expected to provide the board with his wealth of experience and deep insight in his substantial risk management experience. Mr. Fleuriot has served as general manager of the French market authority (Commission des Opérations de Bourse), among other prominent management roles in the banking sector. Nissan expects him to continuously contribute to the Company through his global management, government, and finance/accounting management skills. Since his inauguration in February 2020, he has supervised the Company's overall management as the Member of Audit Committee and contributed to the enhancement of the governance. Therefore, the Company nominates him as director candidate for Nissan.</p> <p>* Mr. Pierre Fleuriot is Lead independent outside director of Renault. There is a broad automotive business alliance, including capital participation, between the Company and Renault.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
8	<p>Newly appointed Independent & Outside</p> <p>Brenda Harvey (November 22, 1965)</p>	<p>Jun. 1986 Joined International Business Machines Corporation (IBM)</p> <p>Sept. 2006 General Manager of Integrated Technology Services North America, Global Product Offering Management</p> <p>Aug. 2011 General Manager of Integrated Technology Services, Growth Markets</p> <p>Jul. 2014 General Manager of IBM US Public Sector</p> <p>Aug. 2017 Board Member of Plum Alley Investment</p> <p>Jan. 2020 Chairman and CEO of IBM Asia Pacific</p> <p>Jul. 2020 Board Member of Singapore International Chamber of Commerce Director (Current Position)</p> <p>Jan. 2022 General Manager of Technology IBM Financial Services</p> <p>Jan, 2023 General Manager of IBM Public Sector, Healthcare, and Federal Government (Current Position)</p>	0
<p>【Important Positions at Other Companies】</p> <p>-</p>			
<p>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</p> <p>Ms. Brenda Harvey is proposed as a candidate for outside director due to her wealth of experience and deep insight in digital transformation, business transformation, and IT technology trends through key roles in global IT companies. Having worked in multiple countries, she has a strong cross-cultural perspective. Nissan expected her to contribute to the Company through her Global management, Product/Technology, and Sales/Marketing skills and to fulfill the duties of outside director. Therefore, the Company newly nominates her as an outside director candidate for Nissan.</p>			

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	Reappointment Makoto Uchida (July 20, 1966)	Apr. 1991 Joined Nissho Iwai Corporation Oct. 2003 Joined the Company Apr. 2014 Program Director of the Company Nov. 2016 Corporate Vice President of the Company Apr. 2018 Senior Vice President of the Company, Director, President of Dongfeng Motor Co., Ltd. (“DFL”) Dec. 2019 Representative Executive Officer, President and Chief Executive Officer of the Company (Current Position) Director of DFL (Current Position) Feb. 2020 Director of the Company (Current Position / three years and four months in office)	210,400
9	<p>【Current Responsibility at the Company】 Representative Executive Officer, President and CEO</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 100% (13/13) of Board of Directors Meeting</p> <p>【Important Positions at Other Companies】 Director of DFL</p> <p>【Reasons for nomination as candidates for Directors】 Mr. Makoto Uchida is proposed as a candidate for director, responsible for leading and delivering the Company’s global mid-term and long-term business strategy, including the Alliance as Representative Executive Officer, President and CEO of Nissan Motor Co., Ltd. Nissan expects him to continuously contribute to the Company through his global management, automobile industry, and sales/marketing skills. The Company nominates him as a director candidate to enhance decision-making and supervising effectiveness of the Board of Directors.</p> <p style="padding-left: 2em;">* If elected, he will be re-appointed as the Representative Executive Officer at the Board of Directors meeting after the General Shareholders Meeting.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
10	Reappointment Hideyuki Sakamoto (April 15, 1956)	Apr. 1980 Joined the Company Apr. 2005 Chief Vehicle Engineer of the Company Apr. 2008 Corporate Vice President of the Company Apr. 2012 Senior Vice President of the Company Apr. 2014 Executive Vice President of the Company, Product Engineering Jun. 2014 Director, Executive Vice President of the Company Product Engineering Jan. 2018 Director, Executive Vice President of the Company Manufacturing & SCM Operations Aug, 2018 Chairman of the Board of AICHI MACHINE INDUSTRY CO., LTD. (Current Position) Sep, 2018 Chairman of the Board of JATCO Ltd. Jun. 2019 Executive Officer, Executive Vice President of the Company, MFG & SCM Operations (Current Position) Outside Director of MITSUBISHI MOTORS CORPORATION (“MMC”) (Current Position) Feb. 2020 Director of the Company (Current Position / three years and four months in office)	100,900
<p>【Current Responsibility at the Company】 Executive Officer, Executive Vice President</p> <p>【Record of attendance at the Board of Directors Meeting etc.】 100% (13/13) of Board of Directors Meeting</p> <p>【Important Positions at Other Companies】 Chairman of the Board of Aichi Machine Industry Co., Ltd. Outside Director of MMC</p> <p>【Reasons for nomination as candidates for Directors】 Mr. Hideyuki Sakamoto is proposed as a candidate for director, responsible for driving global business strategy from a Monozukuri perspective having rich knowledge and experience in research & development, manufacturing as executive officer, EVP of Nissan Motor Co., Ltd. Nissan expects him to continuously contribute to the Company through his global management, automobile industry, and product/technology skills. The Company nominates him as a director candidate to enhance decision-making and supervising effectiveness of the Board of Directors.</p>			

Notes :

1. There are no special conflicts of interests between the Company and the other director candidates other than Mr. Jean-Dominique Senard and Mr. Pierre Fleuriot.
2. Outside Directors of the Company, Mr. Yasushi Kimura, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Bernard Delmas and Mr. Andrew House have entered into an agreement with the Company limiting their liability as prescribed in Article 423, Paragraph 1 of the Companies Act. Pursuant to each said agreement, the liability limit shall be 5 million yen or the statutory minimum, whichever is higher. In addition, if Ms. Brenda Harvey is elected as proposed, the Company will enter into an agreement with her limiting her liability as prescribed in Article 423, Paragraph 1 of the Companies Act in the same manner as the above five Outside Directors. Pursuant to each said

- agreement, the liability limit shall be 5 million yen or the statutory minimum, whichever is higher.
3. The Company has registered Mr. Yasushi Kimura, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Bernard Delmas, Mr. Andrew House and Ms. Brenda Harvey as Independent Directors to the Tokyo Stock Exchange.
 4. The Company has entered into Directors and Officers liability insurance stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance is including each of the candidates who is currently a Director of the Company as an insured. The insurance covers damages and defense costs etc. due to claims arising from acts or omissions of the insured in the Company's defined role. The Company pays all insurance premiums. The candidates will be included as an insured under this insurance, if the reappointment is approved. In addition, if Ms. Brenda Harvey is elected as proposed, she will also be included as an insured under this insurance. The Company plans to renew the insurance policy, with the same terms and conditions, during the term.

<Shareholder's Proposal>

Item 3 is a shareholder proposal. The details of the proposal and rationale are transcribed without changes to the content. The shareholder proposal is followed by the Board of Directors' opinion.

The number of voting rights held by the proposing shareholder is 310 (0.000007% of total number of voting rights).

In addition, the shareholder proposal, Item 3, "Proposal for Distribution of Surplus (Proposed Appropriation of Profits for the 124th fiscal year)", conflicts with Nissan's proposal, Item 1, "Proposal for Distribution of Surplus." Therefore, please note that if you vote in favor of both Items, both of your votes will be invalid.

Item 3: Distribution of Surplus (Proposed Appropriation of Profits for the 124th fiscal year)

As an interim dividend was not paid for the fiscal year, a year-end dividend of 15 yen per share is proposed. As a result, the annual dividend for the fiscal year will total 15 yen per share.

(1) Contents of proposal

<Matters relating to the year-end dividends>

(1) Allocation of dividend and aggregate amount to be paid to shareholders

Payment of 15 yen per share of common stock. The total cash amount is calculated by multiplying the outstanding shares of the Company (excluding treasury stock) by 15 yen.

(2) Effective date of distribution of surplus

The day following the conclusion of the 124th Ordinary General Meeting of Shareholders

(2) Reason for proposal

Nissan resumed the dividend payment in fiscal year 2021. However, the amount was only 5 yen per share. Per the Company's forecast, as of the date of the proposal submission, Nissan is expected to pay 5 yen per share for fiscal year 2022. The payment remains unchanged from the prior year.

Before the Company suffered a decline in earnings in FY2019, Nissan was known as a high-dividend stock. Its decision to suspend the dividend was shocking. While the company resumed the dividend, there is no visibility that the amount will reach similar levels prior to fiscal year 2019, which has resulted in a sharp decline in the stock price.

Nissan forecasts positive automotive free cashflow for fiscal year 2022 (noted in the financial announcement for the third quarter of fiscal year 2022 presentation). This differs from prior years when the Company's profits were dependent on the sales finance operations.

On this basis, the Company forecasts a net income of 220 billion yen and earnings per share of 56.18 yen. Assuming a dividend payout ratio of 30%, a dividend of 15 yen per share is appropriate. Furthermore, the net income forecast of 220 billion yen includes an extraordinary loss of 110.5 billion

yen related to the withdrawal from the Russian business. Therefore, the actual profit is larger than 220 billion yen. A dividend of 15 yen per share is still nominal.

During the period when Nissan paid minimal or no dividends, executive compensation remained at high levels. Total compensation for the fiscal years 2020 and 2021 were 327 million yen and 497 million yen for CEO Uchida, 363 million yen and 499 million yen for COO Gupta, and 248 million yen and 370 million yen for CFO Ma. In addition to the CEO, COO and CFO, there were four executives who received a total compensation of over 100 million yen in fiscal year 2021. While Nissan's executive compensation is equivalent to that of Toyota Motor Corporation, Toyota's profits are ten times larger than that of Nissan.

Furthermore, compensation for the seven outside directors is exceptionally high, at 171 million yen in total or 24,420,000 yen per individual. Large companies generally pay approximately 10 million yen to an outside director. Apparently, the compensation paid by Nissan to its part-time outside directors is the highest in Japan. The same amount was paid in fiscal year 2020, when the Company reported a net loss of 448.6 billion yen. Nissan is generous not only to its executives and directors, but also to its employees in terms of wages and bonuses. According to a media report, the Company accepted the union's demand at the spring labor offensive (collective bargaining) this year and granted a record-high wage increase and bonus equivalent to 5.5 months.

Given these circumstances, it does not make sense for the Company to expect its shareholders to be satisfied with minimal dividends. Therefore, I propose that the dividend be increased to 15 yen per share (equivalent to 26.7% payout ratio), which is near the standard level for payout ratio at 30%.

The most effective way to increase shareholder value is for Nissan to repurchase and cancel the shares held by the trust and expected to be sold by Renault and reduce the number of outstanding shares. This will increase shareholder value. Nissan needs to preserve capital for the transaction. Unfortunately, Nissan's current share price is low, and it is unlikely that Renault will reduce their stake (per CFO Ma). Therefore, Nissan should increase its dividends to a level that will encourage Renault to sell its shares.

(3) Opinion of the Board of Directors

The Company is proposing a year-end dividend of 10 yen per ordinary share for the fiscal year ended March 31, 2023, under the first item of the agenda "Distribution of Surplus" at this Ordinary General Meeting based on the current business environment and its outlook.

As the Company did not pay an interim dividend, the annual dividend for the fiscal year ended March 31, 2023, amounts to 10 yen per share, a 5-yen increase from the prior year dividend. The dividend payment represents a payout ratio of 17.8%, which is approximately double the prior-year level of 9.1%.

Nissan is currently implementing its Nissan NEXT business transformation plan in order to ensure sustainable growth and stable earnings. Meanwhile, the business environment continues to be volatile due to an unprecedented number of external factors. Given the current situation, the Company must preserve sufficient levels of capital for its sustainable growth and stable earnings.

Nissan is also considering investments on electrification under its long-term vision, Nissan Ambition 2030, as well as the new Alliance initiatives announced in February 2023. This will enable Nissan to maintain a solid financial foundation.

The Company is proposing a year-end dividend under item number one, upon consideration of the above-mentioned factors and current business environment.

Nissan is committed to improving shareholder returns and remains focused on increasing the dividend payout ratio to the standard level of 30%. Nissan will present its shareholder return policy when the Company announces its new midterm plan, which will succeed the Nissan NEXT transformation plan.

Considering the above-mentioned items, the Board of Directors of Nissan opposes the shareholder proposal.

- End -

Business Report (From April 1, 2022 To March 31, 2023)

1. Business Review of Fiscal Year 2022

(1) Operations and results

Fiscal year 2022 saw severe changes in the business environment. The pandemic and semiconductor shortage continued. Geopolitical risks escalated with the Russia-Ukraine conflict. The yen fluctuated sharply, which resulted in raw materials and energy prices to soar. Furthermore, electrification fragmented markets.

Fiscal year 2022 business review

As previously mentioned, the business environment in fiscal year 2022 remained challenging and affected by an unprecedented number of external factors. Despite this, Nissan implemented various initiatives as the Company pursued the transformation of its business and corporate culture. This was a step toward the realization of the Company's long-term vision, Nissan Ambition 2030, which embodies its corporate purpose.

The quality of the Company's sales, a top priority, steadily improved with strong and consistent results due to the Nissan NEXT transformation plan. Nissan's new models have been well received in many markets and enhanced their presence. In Japan, the Sakura EV minivehicle won triple awards of Car of the Year. In China, the Sylphy continued to lead the market, topping sedan sales for the third consecutive year. In the U.S., Nissan expanded its segment share, particularly in SUVs, due to its new models. In Europe, the Qashqai was the U.K.'s top-selling car.

Unfortunately, the Company was unable to meet demand due to the semiconductor shortage, which resulted in two downward revisions of the annual sales forecast. The Company recognizes that this is an important issue for the future.

While working on the transformation of Nissan's corporate culture, the Company focused on three new priorities: leadership, culture and Nissan Way, and DEI*. These follow enablement and ethics, which the Company has addressed since FY21.

Initiatives were implemented across regions and functions and resulted in significant improvement for all areas.

In February 2023, the Alliance unveiled new initiatives, a cornerstone for Nissan. This extensive program will renew and strengthen the twenty-four-year partnership and create a new agile spirit and harness the pioneering technologies of all three Alliance members. This program will create further growth opportunities and secure operating efficiencies for all Alliance partners to innovate and transform in the fast-changing market for automotive and mobility services.

*DEI: Diversity Equity and Inclusion

Fiscal year 2022 sales performance

< Global >

In fiscal year 2022, global total industry volumes (“TIV”) increased 2.7% to 80.51 million units. As a result, Nissan’s global sales (on a retail basis) decreased 14.7% to 3.31 million units, due to the shortage of semi-conductors and supply-chain disruptions.

< Japan >

In Japan, TIV increased 4.0% to 4.39 million units. Under this environment, the Sakura EV new minivehicle was launched in June 2022, won triple awards of "Car of the Year JAPAN", "RJC Car of the Year" and “JAPAN AUTOMOTIVE HALL OF FAME Car of the year.” Furthermore, the Note and Aura have best-selling electrified vehicles, while orders for the new X-trail and the new Serena were also favorable.

As a result, Nissan’s sales (on a retail basis) increased 6.1% to 454 thousand units and market share increased 0.2 percentage point to 10.4%.

< China >

In China, TIV increased 5.7% to 26.01 million units. In the most competitive segment in the Chinese market, Sylphy continue to lead the market, topping sedan selling for the third consecutive year. Nissan also introduced the flagship Aria EV and the first e-POWER model. However, Nissan’s sales (on a retail basis) decreased 24.3% to 1.045 million units due to lockdown by the spread of Covid-19 infection and market share decreased 1.6 percentage point to 4.0%.

< North America >

In the U.S., TIV decreased 2.6% to 16.62 million units. Nissan expanded our segment share – especially in SUVs – thanks to new models like the Rogue, Pathfinder and Infiniti QX60. A wide range of other models are also popular, including the Z – a finalist for North America Car of the Year. However, Nissan’s sales (on a retail basis) in the U.S. decreased 14.5 % to 764 thousand units and market share decreased 0.7 percentage point to 5.5%.

In Canada, Nissan’s sales decreased 21.5% to 75 thousand units.

In Mexico, despite a 5.5% decline in sales volume units (on a retail basis) to 183 thousand units, Nissan remains the market leader for the 13th consecutive year.

As a result of the above, Nissan's sales (on a retail basis) in North America decreased 13.5% to 1.023 million units.

< Europe >

In Europe, including Russia, TIV decreased 6.1% to 14.55 million units. Nissan’s sales (on a retail basis) decreased 9.2% to 308 thousand units and market share decreased 0.1 percentage point to 2.1% due to impact of withdrawal from Russian operations, etc.

< Others >

In other markets, including Asia & Oceania, Africa, and Latin America, TIV increased 11.6% to 18.93 million units. Nissan’s sales (on a retail basis) decreased 12.8% to 474 thousand units.

Fiscal year 2022 financial performance

In fiscal year 2022, Nissan's consolidated net sales increased by 25.8% from the previous year to 10,596.7 billion yen. Consolidated operating profit was 377.1 billion yen, with a consolidated operating profit margin of 3.6% and net profit attributable to owners of the parent company of 221.9 billion yen, with a net profit margin attributable to owners of the parent company of 2.1%, sales and profit increased for the second straight year.

Free cash flow for the automotive business was a positive 186.7 billion yen since fiscal year 2018. As a result, net cash (cash on hand minus debt) for the automotive business at the end of the fiscal year was 1,213.2 billion yen.

At this year's annual general meeting of shareholders, the Company plans to propose a year-end dividend of 10 yen per share, which will bring the total dividend for the full year of fiscal 2022 to 10 yen per share.

(2) Capital Investment

Capital investment on a consolidated basis in fiscal year 2022 ended March 31, 2023, totaled 350.8 billion yen, concentrated on development of new products, safety and environmental technology and on efficiency improvement of the production system.

(3) Funding activities

Nissan's top priority for funding activities is to secure liquidity on a global basis and diversify its funding sources. As a result, debt balance for the Company at the end of fiscal year 2022 was 7,039.1 billion yen.

To secure liquidity while maintaining stable funding for the automobile segment, Nissan secured funding through a syndicated green loan and issuances of commercial paper and sustainability bonds in fiscal year 2022.

To address funding needs and secure liquidity for the sales finance segment, Nissan has securitization of auto loans and lease receivables, loans from financial institutions, and issuances of commercial paper and bonds.

In addition, Nissan has commitment lines available from major global banks that can be utilized in the event of unexpected funding needs. As of March 31, 2023, these unused commitment lines totaled 1.8 trillion yen.

With its funding activities and available commitment lines, there is sufficient liquidity available for the Company and for the Company to react to the changing business environment.

◆<Nissan Sustainable Finance Framework>

To secure funds for sustainability initiatives, which is core the business, the Company launched the Nissan Sustainable Finance Framework in July 2022. Funds from the Nissan Sustainable Finance Framework will be used to support projects for Nissan's use of renewable energy, clean manufacturing systems, EV re-charging infrastructure, battery re-use, and autonomous-drive technologies. The funding through a syndicated green loan and issuance of sustainability bonds in the automobile segment during fiscal year 2022 amounted to 400.0 billion yen and utilized this framework.

(4) Issues to be addressed

Progress of Nissan NEXT business transformation plan

In May of 2020, the Company announced the Nissan NEXT business transformation plan to restore business performance and build a solid foundation to ensure sustainable growth and value creation. Under this plan, the Company has executed two core initiatives, which are business optimization and prioritization and focus, in order to improve the quality of its business and build a stronger financial foundation. In addition, the Company is undertaking the restoration of “Nissan-ness” to be relevant in the new era and achieve the Nissan NEXT objectives. As a result, Nissan is continuously focused on improving quality of business, enhancing product competitiveness and increasing profitability.

Recent changes in the external environment

In addition to the continued pandemic and semiconductor shortage, geopolitical risks escalated with the Russia-Ukraine conflict. Exchange rate volatility and the weakened yen resulted in prices of raw materials and energy to increase. In addition, electrification fragmented markets. It was a year of unprecedented challenges. The Inflation Reduction Act enacted in the United States includes tax credits for the purchase of electric vehicles, which is likely to accelerate electrification in the United States. Also, the business environment in China is undergoing major changes. Furthermore, the tightening of environmental regulations in various countries is forcing changes in the automotive industry. The Company will continue to respond to these changes together with its suppliers, dealers and business partners.

In order for Nissan to sustain and grow its business in the market of China, we must break away of traditional processes and methodologies, and redesign our business structure into the one with more agility. The Company will make maximum use of existing assets and work on reforms with a sense of urgency. The Company has a full value chain business in China, and also has a highly competitive in-house development function locally in the digital domain such as Connected cars and Apps. In addition, the Company intends to introduce new products in a timely manner to the rapidly expanding new energy vehicle market by utilizing its Chinese local brand, Venucia.

In order to deal with the semiconductor shortage and supply chain disruptions, the Company is working with its suppliers to establish an agile and optimal supply system to meet customer demand. In addition, the Company continues to strive for cost improvement in order to mitigate inflation and raw material price increases. To secure a consistent supply of high-quality components, Nissan partners with strong and reputable suppliers. Through Nissan’s SQD (supply quality development) activities, the Company treats its suppliers as equal business partners in order to achieve a mutually profitable relationship. In addition, the Company is working on quality of sales improvement and establishing appropriate selling prices for each market for profit optimization.

For approximately 20 years, the Company has been promoting the Nissan Green Program to address environmental issues. In FY21, Nissan achieved a 32.9% (t-CO₂/unit) reduction in corporate activities compared with FY05. Nissan will continue to promote electrification and innovation in production engineering in order to achieve carbon neutrality by 2050.

Corporate Governance

In 2019, Nissan transformed its corporate governance structure to a company with three statutory committees (nomination, compensation and audit) for the clear segregation of duties between oversight and execution. This structure allows the Company to implement various monitoring systems and assess and manage risks that may prevent it from achieving its business goals. As corporate governance is fundamental to Nissan, the Company will continue to strengthen its global management structure together with its overseas offices and raise awareness for all employees and business partners throughout the organization.

Nissan will maintain transparency for all its stakeholders by disclosing corporate policies and objectives, and its progress on a timely basis.

Toward future growth

Due to the rise in social issues including climate change and changes in customers' awareness and preferences, the automotive industry is undergoing a critical transformation and dealing with major trends such as CASE. In addition, sustainability issues highlighted by SDGs are attracting attention and automakers are now expected to work not only for its own business but also for the entire value chain, including procurement.

In its aim to address and adapt to a dynamically changing environment, the Company announced its long-term vision of "Nissan Ambition 2030" in November of 2021 to achieve its corporate purpose "Driving Innovation to Enrich People's Lives" and become a truly sustainable company. This long-term vision is not only for business sustainable growth, but to achieve carbon neutrality across the company's operations and the life cycle of its products by 2050. To tackle the challenge of climate change, the Company needs to share ambitious goals with its supply chain and partners and work together with all our might. Through the Nissan Green Program, which will be further strengthened in the future, the Company aims to clarify the direction of technological evolution, expansion of utilization, and social cooperation, and promote growth to the next generation by responding to the environment and creating social value. In order to realize this vision, the Company will address human rights issues of employees and supply chains as one of the main issues.

In February 2023, the Alliance also announced a new initiative aimed at elevating the Renault-Nissan-Mitsubishi Alliance. This extensive program will renew and strengthen the twenty-four-year partnership and create a new agile spirit and harness the pioneering technologies of all three Alliance members. This program will create further growth opportunities and secure operating efficiencies for all Alliance partners to innovate and transform in the fast-changing market for automotive and mobility services.

◆Nissan Ambition 2030

In this long-term vision, Nissan established the message of "Empowering Mobility and Beyond" and aims to deliver the value propositions of "Empowering Journeys" and "Empowering Society." To achieve this, the Company will drive innovation in the following fields.

<Accelerating electrified mobility with diverse choices and experiences>

Under Nissan Ambition 2030, electrification is at the core of the Company's long-term strategy. To respond to changes in customer needs and the business environment, Nissan revised its plan to further accelerate its electrification efforts. In order to meet the growing needs of customers for exciting and diverse electrified vehicles, Nissan will increase the number of models and introduce 27 new electrified models, including 19 new EVs, by fiscal year 2030. As a result, the electrification mix across the Nissan and INFINITI brands is projected to increase to more than 55% globally, up from the previous forecast of 50%, by 2030. This will increase the global sales mix of electrified vehicles from the previously planned 40% to over 44% by fiscal year 2026. To address the rapid market changes in China, Nissan plans to launch an EV designed specifically for the market in 2024. In Europe, Nissan will continue with its robust electrification plans and also explore stronger collaboration with the Alliance.

< Increasing accessibility and innovation in mobility >

Nissan will continue to develop its lithium-ion battery technology and introduce cobalt-free technology to reduce the cost per 1kWh by 65% by fiscal year 2028. The Company aims to launch an EV with its proprietary all-solid-state batteries (ASSB) by fiscal year 2028 and establish a pilot plant in Yokohama as early as fiscal year 2024. With the introduction of the breakthrough ASSB, Nissan will expand its EV offerings across segments and offer enhanced dynamic performance.

In addition, the Company seeks to establish a global battery supply system to meet the growing customer vehicle demand and support the growing number of EVs in use. Working with its partners, the Company intends to increase its global battery production capacity to 52 GWh by

fiscal year 2026, and 130 GWh by fiscal year 2030. Furthermore, by delivering advanced driving assistance and intelligence technologies, Nissan aims to achieve a world of zero fatality/zero deaths in traffic incidents and evolve and diversify means of transportation. Nissan aims to expand ProPILOT technology to over 2.5 million Nissan and INFINITI vehicles by fiscal year 2026.

<Global ecosystem for mobility and beyond>

In addition to technology upgrades, Nissan will localize manufacturing and sourcing to improve the competitiveness of EVs. The Company will expand its unique EV Hub concept, EV36Zero, which was launched in the UK, to core markets including Japan, China and the U.S. EV36Zero is a fully integrated manufacturing and service ecosystem connecting mobility and energy management with the aim of realizing carbon neutrality.

Along with 4R Energy, Nissan's refurbishing infrastructure will support a circular economy in energy management, and the Company aims to commercialize its vehicle-to-everything and home battery systems in the mid-2020s.

As the Company increases its pace of innovation in mobility, it intends to hire over 3,000 employees in advanced research and development globally, while continuing to develop its current workforce. Nissan will also collaborate with the Alliance to enable cost-savings and shared expertise in areas such as carbon-neutral technologies, electrification, software and services.

◆New Initiatives aimed at maximizing value for all Alliance stakeholders

<High-value-creation operational projects in Latin America, India and Europe>

Upon defining the Alliance roadmap towards 2030, the companies announced new projects in Latin America, India and Europe that aim to deliver win-win solutions, scale and benefits for the Alliance members in three areas: markets, vehicles, and technologies. In Latin America, a new pickup for Argentina and A-segment electric vehicles are being considered as alliance project with Renault group. India is also considering A-segment electric vehicles and new SUVs. In Europe, FlexEvan, which benefits Software-Defined Vehicle technology, will be launched in 2026, and next-generation C-segment electric vehicles are being considered from 2026 onwards.

Each company will benefit from these projects in the mid-term while realizing short-term benefits through cost sharing and cost avoidance.

<Enhanced strategic agility with new initiatives that partners can join>

The Alliance partners agreed to explore their existing strategies in electrification and low-emission technologies by investing and collaborating in respective member-company projects that could provide incremental value to each individual business. These strategic initiatives are designed to complement the business plans of member companies, including Nissan Ambition 2030 and Renaultion, as each business leverages commonality and investment opportunities to deliver on their respective goals for sustainable growth and targets for decarbonization.

<A rebalanced Renault Group-Nissan cross-shareholding and reinforced Alliance governance>

While previous Alliance agreements enabled the companies to execute their respective strategies over the last twenty-four years, a new approach is required to enable the Alliance members to prepare for future opportunities. Therefore, the Renault Group and Nissan, the founding-members of the Alliance, have agreed to rebalance their cross-shareholding and governance terms to ensure effectiveness and maximize value creation on February 2023. A binding framework agreement defines the principles of a new governance structure and rebalancing of the cross-shareholdings between the Renault Group and Nissan.

Fiscal year 2023 will be the final year for Nissan NEXT. Nissan is currently developing its next mid-term plan and business strategies to achieve the Company's long-term vision, Nissan

Ambition 2030, which had been previously announced. Details of the next mid-term plan will be announced in due course.

Nissan will continue to enhance its business while staying close to people, communities, and society. Nissan's technologies and products are exciting and the Company has always prioritized people and pursued technologies and services for the people. For example, electrification is not only for the environment. e-POWER and e-Pedal provide a new driving experience; the e-4ORCE equipped Ariya provides fun and excitement to appeal to drivers. Furthermore, as with autonomous driving, it is a technology for the people.

Nissan has always faced challenges to provide new value to its customers and develop breakthroughs, which is the DNA of Nissan. The Company will integrate its DNA into its corporate culture, address Nissan-unique challenges, and develop technologies for its customers, so that Nissan can become a company which is further needed by society.

Nissan greatly appreciates the continued support from its stakeholders.

(5) Financial Performance Highlights

(Billions of yen, except per share amounts)

	Fiscal Year 2019	Fiscal Year 2020	Fiscal Year 2021	Fiscal Year 2022
Net sales	9,878.9	7,862.6	8,424.6	10,596.7
Operating profit (loss)	(40.5)	(150.7)	247.3	377.1
Net income (loss) attributable to owners of parent	(671.2)	(448.7)	215.5	221.9
Net income (loss) per share <Yen>	(171.54)	(114.67)	55.07	56.67
Total assets	16,976.7	16,452.1	16,371.5	17,598.6
Net assets	4,424.8	4,339.8	5,029.6	5,615.1
Net assets per share <Yen>	1,038.95	1,007.80	1,170.17	1,310.74

Notes: 1. Net income (loss) per share has been calculated on the basis of the average number of shares outstanding during each term; net assets per share have been calculated based on the total number of shares outstanding at each business year-end. In such calculation, the total number of shares outstanding has been reduced to reflect the fact that Nissan has cross-shareholdings with several shareholders such as Renault.

2. "Accounting Standard for Revenue Recognition" (Accounting Standards Board of Japan (ASBJ) Statement No. 29, March 31, 2020) and other standards have been applied from the beginning of the 123rd fiscal year. Key financial data, etc. concerning the 123rd fiscal year and beyond is presented as figures after the adoption of these accounting standards, etc.

(6) Principal Group Companies

Company name main business	Location	Capital [millions]	% ratio of issued shares
JATCO Ltd. Manufacture/sale of auto parts	Shizuoka Prefecture	¥29,935	75.0
NISSAN FINANCIAL SERVICES CO. , LTD. Financing wholesale, retail sales and leasing vehicles	Chiba Prefecture	¥16,388	100.0
AICHI MACHINE INDUSTRY CO.,LTD. Manufacture/sale of auto parts	Aichi Prefecture	¥8,518	100.0
Nissan Shatai Co., Ltd. Manufacture/sale of vehicles and auto parts	Kanagawa Prefecture	¥7,905	43.1
NISSAN GROUP FINANCE CO., LTD. Financial service for group companies	Kanagawa Prefecture	¥90	(100.0)
NISSAN KOHKI CO., LTD. Manufacture/sale of auto parts	Kanagawa Prefecture	¥2,020	97.7
NISSAN NETWORK HOLDINGS COMPANY LIMITED Business management of the domestic sales network, as well as holding, leasing and entrusted management of real estate	Kanagawa Prefecture	¥90	(100.0)
Kanagawa Nissan Motor Co., Ltd Sale of vehicles and auto parts	Kanagawa Prefecture	¥90	(100.0)
NISSAN MOTOR SALES CO.,LTD. Sale of vehicles and auto parts	Tokyo	¥480	100.0
Nissan North America, Inc. Headquarters for North American operations Manufacture/sale of vehicles and auto parts	USA	US\$0	100.0
Nissan Motor Acceptance Company LLC Financing wholesale, retail sales and leasing vehicles	USA	US\$0	(100.0)
Nissan Canada, Inc. Sale of vehicles and auto parts, Financing wholesale, retail sales and leasing vehicles	Canada	C\$ 81	(100.0)
Nissan Mexicana, S.A. De C. V. Manufacture/sale of vehicles and auto parts	Mexico	Peso 17,049	(100.0)
NISSAN MOTOR MANUFACTURING (UK) LIMITED Manufacture/sale of vehicles and auto parts, Vehicle R&D, evaluation, certification	UK	£250	(100.0)
NISSAN MOTOR (GB) LIMITED Sales of vehicles and auto parts	UK	£136	(100.0)
NISSAN AUTOMOTIVE EUROPE Holding company for European subsidiaries, pan-European operational support and management of European sales	France	Euro 1,626	(100.0)

Company name main business	Location	Capital [millions]	% ratio of issued shares
Nissan International SA Management of European manufacturing operations	Switzerland	Euro 37	100.0
Nissan Motor Co. (Australia) Pty. Ltd. Sale of vehicles and auto parts	Australia	A\$ 290	(100.0)
Nissan Motor (Thailand) Co., Ltd. Manufacture/sale of vehicles and auto parts	Thailand	THB 1,944	(75.0)
Nissan Motor Egypt S.A.E. Manufacture/sale of vehicles and auto parts	Egypt	E£ 3,544	(100.0)
Nissan (South Africa) Proprietary Limited Manufacture/sale of vehicles and auto parts	South Africa	ZAR 3	(100.0)
NISSAN DO BRASIL AUTOMOVEIS LTDA Manufacture/sale of vehicles and auto parts	Brazil	R\$ 7,115	(100.0)
Nissan Motor India Private Limited Sale of vehicles and auto parts	India	INR 18,900	(100.0)
Renault Nissan Automotive India Private Limited Manufacture/sale of vehicles and auto parts	India	INR 57,732	(70.0)
NISSAN (CHINA) INVESTMENT CO., LTD. Managing business in China, sale of vehicles and auto parts	China	CNY 8,476	100.0
PT Nissan Motor Indonesia Sale of vehicles	Indonesia	IDR 2,592,390	75.0
Nissan Chile SpA Sales of vehicles and auto parts	Chile	CLP 38,153	100.0
Nissan Otomotiv Anonim Sirketi Sale of vehicles and auto parts	Turkey	TRY 419	(100.0)
Nissan Argentina S. A. Manufacture/sale of vehicles and auto parts	Argentina	ARS 26,594	(100.0)

Notes: 1. () indicates that the figure includes indirect ownership.

2. Nissan North America, Inc. transferred the capital amount to member's capital.

3. The Company maintains a tie-up contract for broad automotive business alliance including capital participation with Renault.

4. The Company maintains an agreement with Renault and Daimler AG on a strategic cooperative relationship including capital participation. On May 5, 2021, Nissan decided to sell all of its shares in Daimler AG, and the sale of shares was completed. There will be no change in the business partnership between Nissan and Daimler after the sale of the shares, and there will be no impact from this sale.

5. The Company maintains "Strategic Alliance Agreement" for broad automotive business alliance including capital participation with MITSUBISHI MOTORS CORPORATION.

(7) Principal Business Operations

The NISSAN group consists of Nissan Motor Co., Ltd, subsidiaries, affiliates and other associated companies.

Its main businesses include manufacturing and sales of vehicles and related parts. In addition, the Nissan group provides sales finance businesses to support sales activities of the above businesses.

(8) Principal Offices, Facilities and Factories

i) Nissan Motor Co., Ltd.

Registered Head Office:2, Takara-cho, Kanagawa-ku, Yokohama, Kanagawa Prefecture

Office / Facility / Factory	Location	Office / Facility / Factory	Location
Global Headquarters	Kanagawa Prefecture	Zama Operation Center	Kanagawa Prefecture
Yokohama Plant	Kanagawa Prefecture	Nissan Technical Center	Kanagawa Prefecture
Oppama Plant, Wharf and Research Center	Kanagawa Prefecture	Hokkaido Proving Ground	Hokkaido
Tochigi Plant	Tochigi Prefecture	Sagamihara Parts Center	Kanagawa Prefecture
Kanda Wharf	Fukuoka Prefecture	Honmoku Wharf	Kanagawa Prefecture
Iwaki Plant	Fukushima Prefecture		

ii) Nissan Group Companies

For an outline of the Group Companies, please refer to (6) Principal Group Companies, stated above.

(9) Employee Information

Number of employees	Decrease from the end of the previous year
131,719 (15,397)*	2,392

Note: Number of employees represents employee head count.

()* indicates the average number of part-time employees (not included in number of employees).

2. Share Data

- (1) **Total number of shares authorized to be issued** 6,000,000,000
 (2) **Total number of shares to be issued** 4,220,715,112
 (3) **Number of shareholders** 599,301
 (a increase of 11,602 compared with the previous fiscal year-end)

(4) **Principal Shareholders**

Name of Shareholders	Number of shares [thousands]	% ratio of issued shares
Renault S.A.	1,831,837	43.7
The Master Trust Bank of Japan (Shintaku-guchi)	423,020	10.1
Custody Bank of Japan (Shintaku-guchi)	132,525	3.2
The Chase Manhattan Bank, N.A. London	126,342	3.0
State Street Bank West Client - Treaty 505234	40,234	1.0
Nippon Life Insurance	37,820	0.9
Moxley and Company	28,639	0.7
JP Morgan Chase Bank 385781	25,787	0.6
SSBTC CLIENT OMNIBUS ACCOUNT	25,330	0.6
The Bank of New York Mellon 140044	21,465	0.5

Notes: 1. The Company holds 25,095 thousand shares of treasury stock but is excluded from the above Principal Shareholders. The shareholding ratio is calculated excluding treasury shares.

2. Daimspain, S.L. and Daimspain DAG, S.L. substantially hold 126,313 thousand shares of the Company, with an individual distribution of Daimspain, S.L. holding 100,505 thousand shares and Daimspain DAG, S.L. holding 25,808 thousand shares, although these shares are in custody of The Chase Manhattan Bank, N.A. London on the shareholders' register. In addition, Daimspain DT, S.L. substantially holds 13,829 thousand shares of the Company in the custody of The Chase Manhattan Bank, N.A. London Special Account No. 1, and the total of these accounts are 140,142 thousand shares.

(5) **Number of shares of the Company issued to Directors and Executive Officers during the fiscal year 2022**

In fiscal year 2022, the Company delivered 423,348 shares of common stock of the Company to seven executive officers.

3. Directors and Executive Officers

(1) List of Directors and Executive Officers

i) Directors

Position	Name	Responsibility	Important Positions at Concurrent Companies
Outside Director	Yasushi Kimura	Board Chair, Member of Nomination Committee, Member of Audit Committee	
Director	Jean-Dominique Senard	Vice Board Chair, Member of Nomination Committee	Chairman of the Board of Directors of Renault*
Outside Director	Masakazu Toyoda	Lead Independent director, Chair of Nomination Committee, Member of Audit Committee	Outside Statutory Auditor of Nitto Denko Corporation (Scheduled to retire on 23 June 2023). Chairman and CEO of Japan Economic Foundation President and Representative Director of SPACE ONE Co., LTD.
Outside Director	Keiko Ihara	Chair of Compensation Committee, Member of Nomination Committee	Outside Director of SOFT99 corporation Representative Director of Future Inc.
Outside Director	Motoo Nagai	Chair of Audit Committee, Member of Nomination Committee, Member of Compensation Committee	Outside Director of Organo Corporation (Scheduled to retire on 29 June 2023) Outside Director of Nisshin Seifun Group Inc.
Outside Director	Bernard Delmas	Member of Compensation Committee	
Outside Director	Andrew House	Member of Nomination Committee	Outside Director of Nordic Entertainment Group (Current: Viaplay Group) Outside Director of Dentsu Group Inc.
Outside Director	Jenifer Rogers	Member of Compensation Committee, Member of Audit Committee	General Counsel Asia of Asurion Japan Holdings G.K. Outside Director of Mitsui & Co., Ltd. (Scheduled to retire on 21 June 2023), Outside Director of Kawasaki Heavy Industries, Ltd. Outside Director of Seven & i Holdings Co., Ltd.
Director	Pierre Fleuriot	Member of Audit Committee	Lead Independent Director of Renault *

Position	Name	Responsibility	Important Positions at Concurrent Companies
Director	Makoto Uchida		Director of Dongfeng Motor Co., Ltd*.
Director	Ashwani Gupta		Director of Dongfeng Motor Co., Ltd*. Chairman of the Board of Nissan North America, Inc.
Director	Hideyuki Sakamoto		Chairman of Aichi Machine Industry Co., Ltd., Outside Director of MITSUBISHI MOTORS CORPORATION*

- Notes: 1. Each Outside Director Mr. Yasushi Kimura, Mr. Masakazu Toyoda, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Bernard Delmas, Mr. Andrew House and Ms. Jenifer Rogers is Independent director based on the regulation of the Tokyo Stock Exchange.
2. Mr. Motoo Nagai, Chair of Audit Committee, Ms. Jenifer Rogers and Mr. Pierre Fleuriot, Member of Audit Committee, have years of experience working for financial institutions, and extensive knowledge of finance, accounting and risk management. Mr. Yasushi Kimura, Member of Audit Committee, has years of experience in corporate management and an extensive knowledge of finance and accounting.
3. Nissan appointed Mr. Motoo Nagai as a full-time Audit Committee member. A full-time Audit Committee member is responsible for the improvement in the auditing / supervision function of the Audit Committee by leading discussions on audits, collaborating with the internal audit department and independent auditors, and establishing a system that collects and identifies information in a timely and appropriate manner through attendance at vital internal meetings. This information is then shared with the other Audit Committee members for discussion and decision-making purposes.
- 4.* indicates companies engaged in similar businesses as the Company.

ii) Executive Officers

Position	Name	Responsibility	Important Positions at Concurrent Companies
Representative Executive Officer, President and Chief Executive Officer	# Makoto Uchida		Director of Dongfeng Motor Co., Ltd*
Representative Executive Officer, Chief Operating Officer	# Ashwani Gupta	Global Business Operations Planning Functions, Global Monozukuri Functions, Global Marketing and Sales Functions, Global Product Design, Planning & Development Functions, Regional Business Operations, Motor Sports BU	Director of Dongfeng Motor Co., Ltd* Chairman of the Board of Nissan North America, Inc.
Executive Officer, Chief Financial Officer	Stephen Ma	Finance, Control, M&A, Tax & Customs, Global IS/IT, Investor Relations	
Executive Officer, Executive Vice President	# Hideyuki Sakamoto	Manufacturing & SCM Operations	Chairman of Aichi Machine Industry Co., Ltd., Outside Director of MITSUBISHI MOTORS CORPORATION*
Executive Officer, Executive Vice President	Asako Hoshino	Brand Champion, Global Marketing and Sales, Global Customer Experience, Chairperson of Management Committee for Japan-ASEAN, Global INFINITI	Director of Dongfeng Motor Co., Ltd*
Executive Officer, Executive Vice President	Kunio Nakaguro	R&D	

Notes: 1. # indicates Executive Officer concurrently serve as a Director.

2. * indicates the companies engaged in the same kind of business as the Company.

3. Among the executive officer, Mr. Stephen Ma entered into a voluntary indemnity agreement with the Company, which is limited to certain matters. This indemnity agreement primarily provides for the indemnification by the Company for the costs of defense and losses associated with compensation to third parties in the event that he receives claims from third parties resulting from the misconduct by Carlos Ghosn or Greg Kelly in connection with his work or position as a director of RNBV, a joint venture between the Company and Renault.

However, compensation is not provided in cases of willful misconduct or gross negligence, fines and penalties. The fulfilment of the conditions stipulated in the indemnity agreement are required to be confirmed by a majority of the independent directors in order for the indemnity to be

- executed. Measures are taken to ensure that the proper execution of his duties is not compromised.
4. Effective April 1, 2023, responsibilities of Executive Officer were changed as below.

Position	Name	Responsibilities
Representative Executive Officer, Chief Operating Officer	Ashwani Gupta	Global Business Operations Planning Functions, Global Monozukuri Functions, Global Marketing and Sales Functions, Global Product Design, Planning & Development Functions, Regional Business Operations, Motor Sports BU, Digital Business Innovation Office

(2) Activities of the Board of Directors and each committee

i) Activities of the Board of Directors

Based on the laws and the Regulations of the Board of Directors, the Board of Directors makes decisions on important matters related to the Company's group management such as the draft agenda of general meeting of shareholders, members of each committee, quarterly and full year financial results, business plans, and product strategies. A majority (seven) of the 12 members of the Board of Directors are independent outside directors, including the Chairman of the Board.

Agenda items submitted to the Board of Directors meeting during this fiscal year are as follows:

- Regular reports on the business execution status and progress of Nissan NEXT, the business structure reform plan
- The agreement on new initiatives for the Alliance framework
- Report on the withdrawal from Russia business
- Regular reports on activities related to internal control and risk management
- Revision of the Corporate Governance report

Regular meetings with outside directors chaired by the lead independent director are held to discuss a wide range of matters related to Nissan's corporate governance and business. During this fiscal year, outside directors held multiple discussions with executive side toward the agreement on new initiatives for the Alliance framework announced on February 6, 2023, and toward the conclusion of the individual contracts based on the agreement thereafter.

The Board of Directors also held sessions between the independent directors and independent auditors in order to exchange views on subjects such as sustainability disclosure, industrial supply chain trends based on the latest geostrategic scenario, twice this fiscal year.

ii) Activities of the each committee

【Nomination Committee】

The Board of Directors appoints the committee chair from an Independent director and appoints six committee members, five of whom are Independent directors. The Nomination Committee has the authority to determine the content of the general shareholders meeting agenda concerning the appointment and dismissal of Directors. In addition, the committee has the authority to decide on the content of the Board of Directors meeting agenda concerning the appointment and dismissal of the Representative Executive Officer and the authority to formulate an appropriate succession plan regarding the President and Chief Executive Officer.

The Nomination Committee's activities during this fiscal year are as follows:

- Discussed Representative Executive Officer's appointment proposal
- Discussed director's appointment proposal to be submitted to 124th Ordinary General Shareholders meeting
- Discussed the President and Chief Executive Officer's succession plan process

【Compensation Committee】

All four members of the Compensation Committee are Independent directors, including the Chair. The Compensation Committee has the statutory authority to determine the policy of individual compensation of the Company's directors and executive officers and the contents of individual compensation for directors and executive officers.

The Compensation Committee's activities during this fiscal year are as follows:

- Confirm a policy for compensating directors and executive officers;
- Select benchmark companies and discuss the level of compensation based on the benchmark results of these companies and the results of surveys conducted by external compensation consultants;
- Determine the aggregate and individual amounts of director and executive officer compensation for FY2022.

【Audit Committee】

The Chair is an Independent director, and 4 out of 5 members are Independent directors. As part of audits on business execution including the organization and operation of Nissan's internal control systems, the Audit Committee receives reports from executive officers, corporate officers, and employees on their business execution for Nissan and its group companies, in accordance with the Audit Committee's annual audit plan and on an ad-hoc basis as necessary. In addition, the Chair has meetings with executive officers including the President and Chief Executive Officer periodically and exchanges opinions in various areas.

Furthermore, the Chair attends important meetings etc. to state his opinions, reviews internal approval documents and other important documents, and, when necessary, requests explanations or reports from executive officers, corporate officers, and employees. The Chair shares his collected information with other members of the Audit Committee in a timely manner. The Audit Committee, in conducting its audits, cooperates with the internal audit department and the independent auditors in an appropriate manner, to enhance the effectiveness of "tri-parties" audit. Under the leadership of the Audit Committee, collaboration among three parties is contributing to the enhancement of the effectiveness of internal control systems by sharing information on the issues pointed out by their respective audits and the status of their remediation in a timely manner. Furthermore, the Audit Committee supervises the internal audit department, periodically receives reports from them on the progress and results of their internal audit activities conducted in accordance with their internal audit plan and, as necessary, provides instructions regarding internal audits.

The Audit Committee is the contact point for whistleblowing with concerns regarding the involvement of management such as executive officers and deals with whistleblowing by establishing a system where relevant executive officers cannot identify the whistleblower and the content of whistleblowing.

The Audit Committee set the following as key audit items for this fiscal year. The Audit Committee considered and deliberated each item at the meeting repeatedly, and made recommendations to the execution side as needed.

Monitoring of Business Execution Status of Executive Officers, etc.

- In addition to the report on the progress of the business transformation plan Nissan NEXT, the Audit Committee received the report on major business challenges such as the improvement of sales quality and the initiatives of electrification, as well as the reports on countermeasures to business issues the Company faced such as a semiconductors shortage and supply chain disruption, and monitored those status appropriately.

Confirmation of the Activity Status of the Internal Audit Division

- The Audit Committee had the internal audit division attend the Audit Committee meetings frequently, received the report on significant audit findings to detect business issues early, and made the internal audit division thoroughly follow-up on the implementation of recommended actions for improvement based on such findings to promote their steady implementation by the execution side.

Monitoring of the Operational Status of the Internal Control System and the Risk Management System

- The Audit Committee periodically received the activity report of the overall operational status of the internal control system, and individually received the report on important matters such as the integrated risk management system, cybersecurity and the group governance. In addition, the Audit Committee monitored their operational status appropriately by having the internal audit division conduct audits on each relevant division responsible for those matters.

In addition to those mentioned above for the key audit items, the Audit Committee also engaged in the following activities in this fiscal year:

Handling of Misconduct Matters

- The Audit Committee implemented appropriate measures to seek responsibility for serious misconduct by the former chairman and a former representative director respectively and to recover damages, including the handling of the lawsuits filed against them to claim damages.

Deepening of Collaboration with the Independent Auditors

- The Audit Committee received reports on the quarterly review for this fiscal year from the independent auditors, exchanged opinions with the independent auditors on the Key Audit Matters (KAM) as well as the change of regulatory environment and its impact on the independent auditors, and evaluated the appropriateness of the independent auditors' audit quality from multiple aspects.

Activities to Enhance Internal Control for the Company Group

- The Audit Committee conducted on-site audits on the Company's sites/plants and major domestic and overseas subsidiaries (5 sites and 23 subsidiaries)
- The Audit Committee held semi-annual conferences with statutory auditors of group companies to improve their audit quality.

The status of the Audit Committee's major activities mentioned above in every month of this fiscal year are shown as follows:

Activity Status		A	M	J	J	A	S	O	N	D	J	F	M	
		P	A	U	U	U	E	C	O	E	A	E	A	
		R	Y	N	L	G	P	T	V	C	N	B	R	
Key Audit Item	Monitoring of Business Execution Status	●	●	●	●	●	●	●	●	●	●	●	●	
	Confirmation of the Activity Status of the Internal Audit Division	●	●	●	●	●	●	●	●	●	●	●	●	
	Monitoring of the Operational Status of the Internal Control System and the Risk Management System	Overall Internal Control		●	●						●			
		Integrated Risk Management System						●						●
		Cybersecurity		●					●					
		Group Governance	●			●			●		●		●	
		Compliance								●	●			
	Internal Approval System							●					●	
Collaboration with the Independent Auditors	Receipt of Audit and Review Reports	●	●	●	●				●			●		
	Information Exchanges			●	●		●	●	●		●	●	●	

(3) Outline of agreement limiting directors' liability

Each of the Outside Directors, Mr. Yasushi Kimura, Mr. Masakazu Toyoda, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Bernard Delmas, Mr. Andrew House and Ms. Jenifer Rogers, has entered into an agreement with the Company limiting his or her liability under Article 423, Paragraph 1 of the Companies Act, and pursuant to said agreement the liability shall be limited to 5 million yen or the statutory minimum liability amount, whichever is higher.

(4) Outline of contents of liability insurance policy for directors and officers

i) Scope of the insured

All directors, executive officers, statutory auditors, corporate officers, employees in managerial roles, of the Company and all of its subsidiaries (excluding Nissan Shatai).

ii) Outline of the insurance

Compensation for damages and defense costs etc. due to claims arising from acts or omissions of the insured in the Company's defined role. However, in order not to impair appropriateness for the execution of duties, the Company takes measures not to cover compensation for criminal acts such as bribery and damages of intentional illegal acts. The Company bears all insurance premiums.

(5) Executive Compensation

(a) Policy for Determining Amount and Calculation Method of Compensation for each Director and Executive Officer and Other Relevant Matters

The Compensation Committee sets a policy for determining elements of the compensation of each director and executive officer of the Company as provided by the Company Act. The Company's basic policy is that its executive compensation must be designed to motivate the Company's directors and executive officers to maximize value for the stakeholders, such as our customers, shareholders, the local communities in which the Company operates, and our employees. Based on this policy, the Compensation Committee applies the following principles to guide its decisions on compensation for directors and executive officers:

[Six principles of the executive compensation]

Governance and Oversight Responsibility	The Company seeks to further improve its corporate governance, compliance, and corporate ethics. In that regard, the Company will appropriately monitor the compensation program to ensure it is both efficient and in line with the policy.
Fairness and Transparency	The compensation program shall be structured and applied in a fair and consistent manner, regardless of race, gender, nationality or other attributions. The performance evaluation system and compensation program shall be open, transparent and designed to treat individuals fairly.
Value-Creation and Accountability	The compensation program shall foster performance and actions that create long-term value for the stakeholders, such as our customers, shareholders, the local communities in which the Company operates, and our employees.
Competitiveness	Compensation will be competitive as compared to that offered by other automotive companies and large global companies with which the Company competes for securing talented personnel.
Operational Effectiveness	The compensation program must be a functioning system that is efficiently administered, easy for executives to understand, cost efficient, and capable of being implemented globally.
Innovation and Adaptability	The Company operates its business globally in a situation where technologies and people's lifestyles are changing dramatically. To that end, the Company adopts a global mindset to continuously adapt its compensation program to the diversity of the talent market and business environment.

The Compensation Committee designs a compensation program for each director and executive officer in accordance with the above basic policy and determines the contents of compensation for each director and executive officer for the current fiscal year after appropriate deliberation as described below. The Compensation Committee has determined that these contents are in line with the policy for determining the contents of compensation set forth by the committee.

Overall description

Since FY2020, the Company has been proceeding with a business transformation plan called "Nissan NEXT" establishing key goals and objectives from FY2020 through FY2023. Sound execution of this plan during that four-year time period is key to our business recovery, and it is designed to bring about an enduring recovery that can withstand the challenges of the years to come and lead to sustainable growth.

We are aiming for sustainable mid- to long-term growth for both the Company and our people in accordance with "Nissan NEXT." The executive compensation program was designed to motivate the Company's directors and executive officers to implement "Nissan NEXT".

For the executive compensation program, the Company have selected certain financial targets of "Nissan NEXT" that are key indicators of the Company's return to growth. We also evaluate whether the goals are achieved in a manner consistent with the NISSAN WAY, which is a critical element in the long-term growth of our people.

Once the "Nissan NEXT" goals are expected to be achieved, we will set new targets to ensure future sustainable growth.

Since FY2021, the Company added new performance indicators for sustainability, carbon neutrality and respect for human rights, in the performance-based cash incentive that form a part of the long-term incentive program. Based on our corporate purpose, "Driving innovation to enrich people's lives", the Company will enhance long-term corporate value and social value and become a sustainable corporation. By adding sustainability indicators, the results of efforts to tackle sustainability challenges will be reflected in compensation.

In order to realize our corporate purpose, the Company has communicated the importance of respecting human rights in its business activities to all stakeholders, executives, and employees and has memorialized its commitment to doing so in the "Nissan Human Rights Policy Statement". Therefore, the Company is promoting efforts to recognize and increase respect of human rights. The Company has adopted the "Human Rights Benchmark (CHRB)" as a performance indicator to evaluate the effectiveness of our efforts and linked them to the performance-based cash incentives of executive officers and directors who are also executive officers (CEO, COO).

Note: CHRB assessment is conducted every other year. If the fiscal year is not subject to assessment by CHRB, a third party conducts scoring based on CHRB's assessment indicators.

(Specific indicators will be later described in "Performance-based incentive compensation for executive officers").

Consideration for compensation levels

The Company refers to benchmark results for executive compensation when setting compensation levels. For top corporate executives, the reference group comprises global companies of similar business size and business complexity to the Company and includes major automotive companies with which we compete. For other executive officers, the reference comprises Japanese companies listed on Japanese stock exchanges and also includes major automotive companies with which we compete.

Composition of Compensation

i) Directors

The compensation paid to the Company's directors consists of (1) a basic compensation and (2) a fixed compensation that covers, depending on each director's role, participating on committees, serving as a committee chair, and serving as a lead outside director. Directors who don't serve as executive officers are not eligible for variable compensation, such as an annual bonus or long-term incentives. Directors who are also executive officers do not receive additional compensation for their responsibilities as directors.

ii) Executive Officers

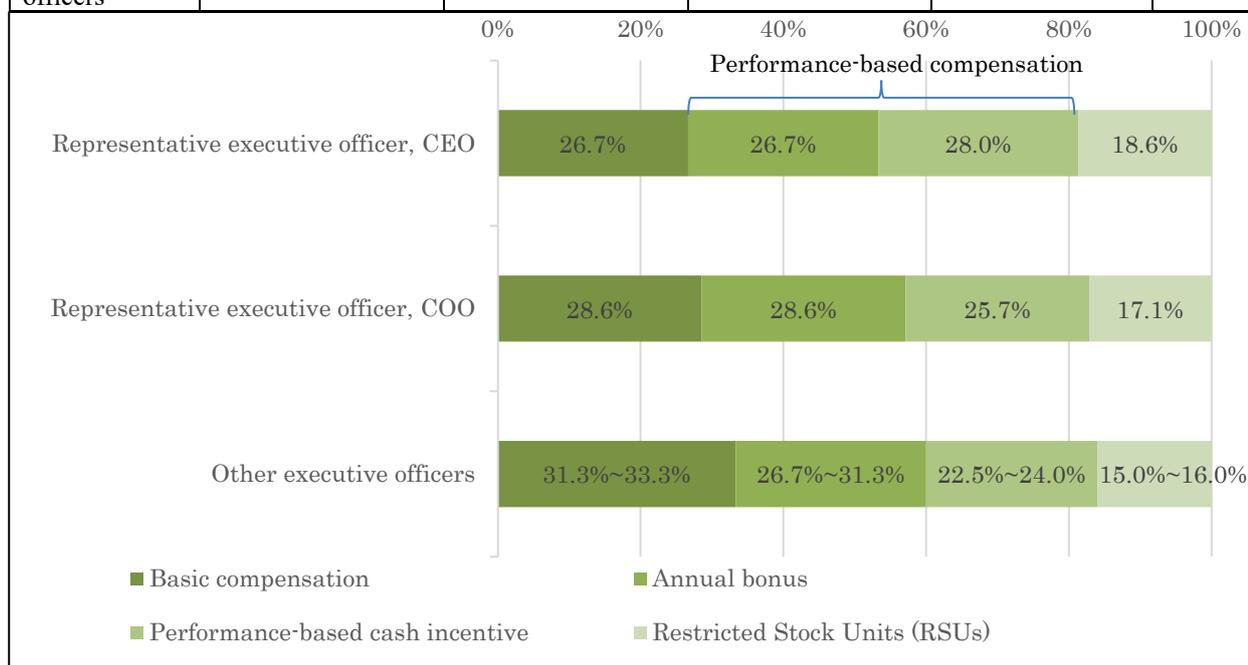
The compensation paid to the Company's executive officers consists of (1) a fixed basic compensation and (2) an annual bonus and long-term incentive (that are collectively described as variable compensation).

In order to make the compensation system and compensation composition focus on improving mid-to long-term corporate value and shareholder value, the proportion of long-term incentive composition (especially performance-based compensation) is set higher, and the composition ratio of compensation for the representative executive officer serving as the CEO is estimated to be "basic compensation : annual bonus (base amount) : long-term incentive (base amount)" = "1 (26.7%) : 1 (26.7%) : 1.8 (46.6%)." The composition ratio of compensation for the representative executive officer (COO) and other executive officers are determined according to the composition ratio of compensation for the representative executive officer (CEO) and based on respective duties and compensation level, and the upper-ranked executive officers have a higher percentage of variable compensation (annual bonus and long-term incentive) as a proportion of total compensation.

The chart below describes the composition ratio of compensation for this fiscal year. The compensation level and the composition ratio of compensation are revised from time to time depending on trends in compensation levels for compensation benchmark companies.

[Composition ratio of compensation for executive officers]

Position	Composition ratio of compensation				Total
	Fixed compensation	Variable compensation			
	Basic compensation	Annual bonus	Long-term incentive		
Performance-based incentive			cash Restricted Stock Units (RSUs)		
Representative executive officer, CEO	26.7%	26.7%	28.0%	18.6%	100.0%
Representative executive officer, COO	28.6%	28.6%	25.7%	17.1%	
Other executive officers	31.3%~33.3%	26.7%~31.3%	22.5%~24.0%	15.0%~16.0%	



Note: This ratio is calculated based on the FY2022 theoretical variable compensation as the total achievement rate is 100%.

Basic compensation

The basic compensation of executive officers is determined with reference to the benchmarking results for compensation at global companies and survey results from external specialists, as well as by each executive officer's skills, experience, responsibilities at the Company, level of performance in the previous fiscal year, the Company's performance, and other considerations.

Variable compensation

Variable compensation consists of an "annual bonus" paid according to annual business performance, and two types of "long-term incentive compensation" designed to motivate executive officers to take actions that enhance shareholder value and sustainable growth and profitability for the Company. This "long-term incentive compensation" consists of both the non-performance-linked compensation "restricted stock units (RSUs)" and a "performance-based cash incentive" that is paid only when the objectives are achieved.

As a result, the Company's executive officers' variable compensation programs are designed to motivate management to achieve both annual performance objectives as well as mid- to long-term business performance objectives and to enhance the shareholder value.

Annual bonus

FY2022 Annual bonus

The annual bonus which is a performance-based compensation is paid based on the calculation of multiplying the annual basic compensation by eligible percentage set for each executive position and the total achievement rate for a set of performance indicators that are defined for sustainable growth. For FY2022, we set five performance indicators that are listed in the table below. These performance indicators are of critical importance to the third year of the "Nissan NEXT" plan.

For this fiscal year, the Company continued to proceed with "Nissan NEXT". The Company has set targets for the operating profit and the operating profit margin to prioritize both profitability achievement and long-term business continuity.

Healthy free cash flow in the automotive business is one of the most important indicators for our sustainable growth. For quality, we used an internal control target consisting of quality assurance and customer satisfaction measures.

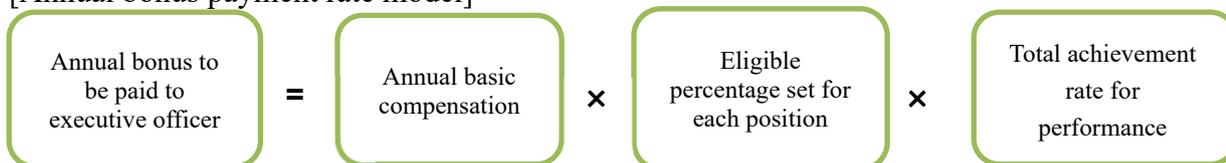
To assess the current state of our corporate culture, an anonymous global employee survey is conducted annually. The Company conducts improvement activities overseen by top management which focus on employee engagement/satisfaction and five prioritized key areas: enablement, ethics, leadership, corporate culture, and diversity equity and inclusion. Targets are based on year over year improvement.

[Weighting for FY2022 annual bonus for executive officers]

Performance indicator (Objectives)	Evaluation weight
Operating profit	20%
Operating profit margin	20%
Free cash flow in automotive business*	40%
Quality	10%
Corporate Culture	10%

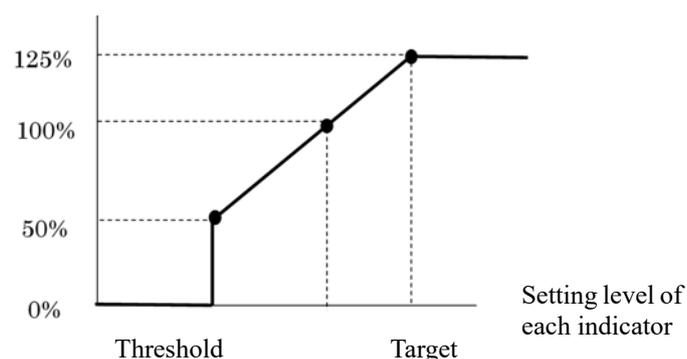
* Targets are set based on the proportionate consolidation of the Chinese joint venture.

[Annual bonus payment rate model]



The total achievement rate is the sum of the values derived by multiplying the achievement rate for each performance indicator, which is calculated between the minimum "Threshold" (50% of achievement rate) and the maximum "Aspiration" (125% of achievement rate), by each evaluation weight. In principle, if certain indicator falls short of 50% in terms of achievement rate, the achievement rate would be counted as zero (0%), and if certain indicator exceeds 125% of the achievement rate, the achievement rate would be 125%.

Achievement rate of each indicator



Long-term incentive program

The Company's long-term incentive program consists of two compensation vehicles: "Restricted Stock Units (RSUs) " and "performance-based cash incentive". The "Restricted Stock Units (RSUs) " represent 40% and the "performance-based cash incentive" represents 60% of the total long-term incentive program. The performance-based cash incentive uses a multi-year performance period to reward long-term value creation as opposed to short-term results, which are rewarded through the annual bonus. This award was intentionally designed to be 1.5 times larger than the "Restricted Stock Units (RSUs) " award so that it places a high degree of emphasis on "Nissan NEXT" objectives.

[Purpose of introducing long-term incentive program]

The long-term incentive program is designed to support four main objectives:

- (1) promote the achievement of mid to long-term business continuity and growth;
- (2) align the interests of executives with those of shareholders;
- (3) motivate the executives to create shareholder value; and
- (4) encourage long-term retention of our key talents.

[Overview of long-term incentive program]

● Restricted Stock Units (RSUs)

The Restricted Stock Units (RSUs) award involves granting Restricted Stock Units (RSUs) for a predetermined number of shares of the Company's common stock ("Shares") to be delivered to the executives at a later date, subject to continued employment and other conditions during a period specified by the Company (hereinafter referred to as the "Target Period"). The Target Period is currently three years, and one-third of the rights will be vested on each of the next three anniversaries after the date of grant of the Restricted Stock Units (RSUs), at when Shares will be delivered to the executives. Restricted Stock Units (RSUs) is non-cash compensation and not performance-based compensation. For Restricted Stock Units (RSUs) granted to executive officers in this fiscal year, the total number of shares to be delivered three fiscal years from the date of grant is limited to a maximum of approximately 579 thousand shares.

In the event of serious fraud or illegal activity by an executive, the Company may cancel such executive's right to receive Shares or may request the return of Shares that have already been delivered. This recoupment policy, also known as a Malus and Clawback Policy, was implemented as part of the Company's efforts to improve corporate governance. This policy is included in the Restricted Stock Unit Regulations and is communicated to executives who receive an award upon its grant.

● Performance-based cash incentive

Since FY2021, the Company has introduced the performance indicators set forth below. These items are particularly important in terms of business strategy and also drawing stakeholders' attention to the sustainability challenges the Company tackles in order to improve its mid- to long-term corporate and social value.

- Carbon neutrality: The Company has made electrification the centerpiece of our product strategy. With our suppliers, we will support the creation of next-generation vehicles with innovative production technologies, aiming to be carbon neutral throughout the entire lifecycle.
- Respect for human rights: In order to realize the Company's corporate purpose, the Company has clarified that executives and employees respect the human rights of all stakeholders in all business activities based on the "Nissan Human Rights Policy Statement", and the Company is promoting initiatives to respect human rights.

FY2020 performance-based incentive compensation

The following performance indicators for the performance-based cash incentive granted in FY2020 have been selected as they are critical to achieving sustained growth in FY2020 or later. The performance-based cash incentive granted in FY2020 will be paid based on the calculation of multiplying the basic compensation by the target total achievement rate for the set of performance

indicators over the next three fiscal years between FY2020 and FY2022 and the performance-based cash incentive proportion set for each executive position. Of the following performance indicators, market share is based on the ratio of the number of vehicles sold by the Company to the number of vehicles in global demand, which the Company has calculated.

[Weighting for FY2020 performance-based incentive compensation for executive officers]

Performance indicator (Corporate objectives)	Evaluation weight
Operating profit margin*	1/3
Free cash flow in automotive business *	1/3
Market share/Net Revenue**	1/3

* In FY2022, targets are set based on the proportionate consolidation of the Chinese joint venture.

** In FY2022, net revenue performance indicator has been revised from market share to net revenue to focus on enhancing the quality of sales by improving net revenue per unit of major models, cost optimization and to contribute to steady growth in accordance with the Nissan NEXT plan. The total achievement rate of FY2020 and FY2021 have been calculated with not net revenue but market share.

FY2021 performance-based incentive compensation

Performance indicators that are especially material for the Company to achieve sustainable growth in the future have been set for the performance-based cash incentive granted in FY2021, and social value performance indicators have been set with the aim of creating both corporate value for the Company and social value. The performance-based cash incentive granted in FY2021 will be calculated by multiplying the basic compensation by the target total achievement rate for the set of performance indicators over the next three fiscal years between FY2021 and FY2023, and the performance-based cash incentive proportion set for each executive position.

[Weighting for FY2021 performance-based incentive compensation for executive officers]

Performance indicator (Corporate objectives)		Evaluation weight
Financial value indicators	Operating profit margin*	30%
	Free cash flow in automotive business*	30%
	Sales Volume (on a retail basis) /Net Revenue**	30%
Social value indicators	External evaluation on carbon neutrality (environment) (Note 1)	5%
	External evaluation on respect for human rights (social) (Note 2)	5%

* In FY2022, targets are set based on the proportionate consolidation of the Chinese joint venture.

** In FY2022, net revenue performance indicator has been revised from sales volume (on a retail basis) to net revenue to focus on enhancing the quality of sales by improving net revenue per unit of major models, cost optimization and to contribute to steady growth in accordance with the Nissan NEXT plan. The total achievement rate of FY2021 has been calculated with not net revenue but sales volume (on a retail basis).

Notes 1: The Company has set a target of maintaining until FY2023 the highest leadership level (A or A-) set in the climate change rankings of CDP, an international non-profit organization that requires companies and local governments to promote and disclose information on their efforts for climate change, water resources and forest conservation in response to requests from global institutional investors.

2: The Company scored 8.3 points last year as assessed by CHRB (Corporate Human Rights Benchmark), an international initiative on business and human rights that rates the world's leading companies on their human rights efforts, and has set a higher target compared to Japanese competitors. FY2021 was not subject to assessment by CHRB, so a third party conducted scoring

based on CHRB's assessment indicators. CHRB assessment methodology has been changed from 2022 and the Company was assessed by the new methodology in FY2022.

FY2022 performance-based incentive compensation

Performance indicators that are especially material for the Company to achieve sustainable growth in the future have been set for the performance-based cash incentive granted in FY2022 as same as FY2021 and social value performance indicators have been set with the aim of creating both corporate value for the Company and social value.

As an indicator for growth of the Company, net revenue has been set to focus on enhancing the quality of sales by improving net revenue per unit of major models, cost optimization and to contribute to steady growth in accordance with the Nissan NEXT plan.

The performance-based cash incentive granted in FY2022 will be calculated by multiplying the basic compensation by the target total achievement rate for the set of performance indicators over the next three fiscal years between FY2022 and FY2024, and the performance-based cash incentive proportion set for each executive position.

[Weighting for FY2022 performance-based incentive compensation for executive officers]

Performance indicator (Corporate objectives)		Evaluation weight
Financial value indicators	Operating profit margin	30%
	Free cash flow in automotive business*	30%
	Net Revenue**	30%
Social value indicators	External evaluation on carbon neutrality (environment) (Note 1)	5%
	External evaluation on respect for human rights (social) (Note 2)	5%

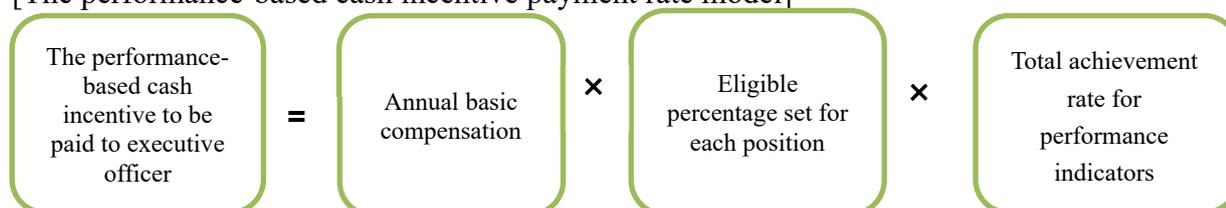
* In FY2022, targets are set based on the proportionate consolidation of the Chinese joint venture.

** In FY2022, net revenue performance indicator has been set to focus on enhancing the quality of sales by improving net revenue per unit of major models, cost optimization and to contribute to steady growth in accordance with the Nissan NEXT plan.

Notes 1: The Company has set a target of maintaining until FY2024 the highest leadership level (A or A-) set in the climate change rankings of CDP, an international non-profit organization that requires companies and local governments to promote and disclose information on their efforts for climate change, water resources and forest conservation in response to requests from global institutional investors.

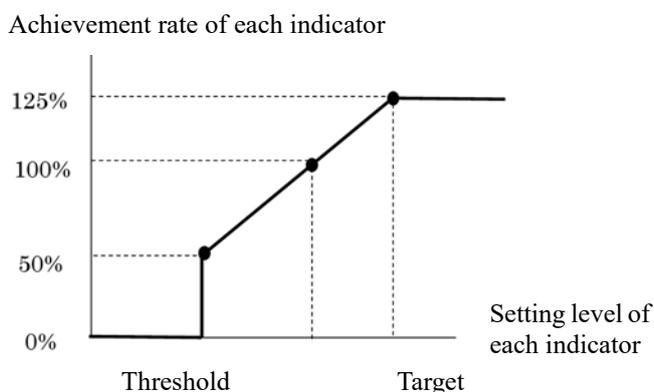
2: The Company scored 11.5 points in 2021 as assessed based on the indicators of CHRB (Corporate Human Rights Benchmark), an international initiative on business and human rights that rates the world's leading companies on their human rights efforts, and has set a higher target compared to Japanese competitors. In 2021, the assessment conducted by a third party based on the CHRB's assessment indicators. CHRB assessment methodology has been changed from 2022 and the Company was assessed by the new methodology in FY2022.

[The performance-based cash incentive payment rate model]



The total achievement rate is the sum of the values derived by multiplying the achievement rate for each performance indicator, which is calculated between the minimum "Threshold" (50% of achievement rate)

and the maximum "Aspiration" (125% of achievement rate), by each evaluation weight. In principle, if certain indicator falls short of 50% in terms of achievement rate, the achievement rate would be counted as zero (0%), and if certain indicator exceeds 125% of the achievement rate, the achievement rate would be 125%.



[Payment schedule for long-term incentive compensation]

Plan	Event	FY[N]	FY[N+1]	FY[N+2]	FY[N+3]
Performance -Based Cash incentive	Set targets for the next three years	Grant of right ★			
	Aggregate achievement rate of targets for each indicator every year	→			
	Payment based on total achievement rate for three years				Payment ◆
Restricted Stock Unit (RSUs)	Grant stock points	Grant of right ★			
	Vesting/ Delivery of Shares (every year for total three years starting FY[N+1])		1/3 rd of the stock points are vested	1/3 rd of the stock points are vested	1/3 rd of the stock points are vested

Policy for executive officer compensation upon separation

The Company has adopted a policy for executive officer compensation upon separation for executive officers who separate from the Company. The policy is intended to ensure that executive officers comply with non-competition and confidentiality obligations and other similar obligations for a certain period of time after separating from the Company and to support the appropriate transition of management. This policy is operated at the discretion of the Compensation Committee. The Compensation Committee may decide whether or not to pay such compensation at the time of separation and determine the amount based on the facts and circumstances at the time of separation of the executive officer in question.

(b) Total amount of compensation by position category of executives, total amount by compensation type, and the number of executives

(Unit: Millions of yen)

Position category of executives	Total amount of compensation	Breakdown of total amount of compensation						Number of executives
		Annual basic compensation	Performance-based compensation			Restricted Stock Unit (RSUs) (Non-cash compensation) (Notes 2)	Other compensation	
			Annual bonus (Notes 1)	Performance-based cash incentive (Notes 2)	Share Appreciation Rights (Notes 3)			
Directors (excluding independent outside directors)	18	18	—	—	—	—	—	1
Independent outside directors	171	171	—	—	—	—	—	7
Executive officers (Notes 5)	2,576	556	656	702	—	283	379 (Notes 4)	6

Notes:1. Annual bonus is presented based on an accrual for the current fiscal year because the performance evaluation for FY2022 has not been completed and the amount to be paid remains undecided. The difference between the actual amounts of the annual bonus for FY2021 performance and the amounts which were disclosed in the FY2021 business report was 9 million yen decreased. This amount is not included in the amount of annual bonus in the above table.

2. This is the amount recorded as expenses in the current fiscal year. With respect to the RSUs granted in FY2020, a newly estimated amount of the RSUs that pertain to FY2020 was higher than the estimated amount of the RSU that was disclosed in the Company's FY2020 Business Report by 3 million yen. The amount presented in the above table is the total of the amount booked as expenses in FY2022 and the amount of such difference.

3. This notes the difference between (i) the total monetary amount received by the relevant directors or officers from the Company during FY2022 upon the exercise of such rights granted in previous fiscal years and (ii) the total fair value of such exercised rights as disclosed in the corresponding prior annual business reports based on then-current share prices. No such rights were exercised in FY2022.

4. This amount represents the sum of cash compensation such as the tax and the tax equalization benefit (247 million yen), housing allowance and other fringe benefits, etc. (132 million yen) paid to 3 executive officers, which were determined by the Compensation Committee in accordance with the Company's internal rules and other standards. In addition to the compensation listed in the table above, the Company provided fringe benefits of 7 million yen, which were confirmed as compensation of the Company during this fiscal year, as cash compensation to 1 former executive officer.

5. Executive officers who concurrently serve as director of the Company are included in the position category of executive officer. The company has paid each such executive officer the compensation for his or her service as executive officer only.

6. The amounts of the compensation, etc. paid to executives in foreign currency are noted in the amounts converted into yen using the yearly average exchange rate for convenience.

(c) Targets, achievements, payment rates of performance-based compensation

Results for FY22 annual bonus performance and LTI performance-based cash incentives

<Targets, achievements, payment rates, etc. for each performance indicator of annual bonuses for executive officers>

FY2022 Annual bonus

As stated above, the Company has launched a business transformation plan called "Nissan NEXT", and the level for the performance achievement for annual bonuses to be paid this fiscal year is based on the Company's performance projections set in "Nissan NEXT", after considering the impact of COVID-19, the semi-conductor shortage, raw materials price hike, forex impact, and other factors. The details of performance indicators and the reasons the Company selected each indicator are explained in the (Annual bonus) section.

- For this fiscal year, the Company continued to proceed with "Nissan NEXT", the Company has set targets for the operating profit and the operating profit margin to prioritize both profitability achievement and long-term business continuity. The result for operating profit was 377.1 billion yen and 3.6% operating profit margin. The results were overachieved, the achievement rate was assessed at 125% (on forecast basis).
- For free cash flow in the automotive business, the target level was set to be positive in FY2022. Based on the proportionate consolidation of its Chinese joint venture, the result was overachieved, the achievement rate was assessed at 125% achievement (on forecast basis).
- For quality, FY2022 target was comprised of elements of quality guarantee and customer satisfaction. The result was overachieved, the achievement rate was 125% (on forecast basis).
- For corporate culture, the Company has set the target based on yearly improvement of employee engagement/satisfaction and five prioritized key areas: enablement, ethics, leadership, corporate culture, and diversity equity and inclusion, which are measured and achieved in an employee survey conducted anonymously. The result was overachieved, the achievement rate was 125% (on forecast basis).

Accordingly, the overall achievement rate will be 125 % on the basis of forecasted performance results. The details of calculation method are explained in the (Annual bonus) section.

<Targets, achievements, payment rates, etc. for each performance indicator of performance-based cash incentive for executive officers>

Similar to the annual bonus process described above, the level for the performance targets for the performance-based cash incentive is based on objectives set in "Nissan NEXT", after considering the impact of COVID-19, the semi-conductor shortage, raw materials price hike, forex impact, and other factors. The FY2020 incentives will be paid in accordance with the target achievement rates for the three-fiscal-year period finishing in FY2022. The FY2021 incentives will be paid in accordance with the target achievement rates for the three-fiscal-year period finishing at the end of FY2023. The FY2022 incentives will be paid in accordance with the target achievement rates for the three-fiscal-year period finishing in FY2024. The details of performance indicators and the reasons the Company selected each indicator are explained above in detail in the [Overview of long-term incentive program] section.

Payment under this performance-based cash incentive is determined after all three years of the evaluation period have concluded and the results are finalized. The Company tracks performance in each year of the performance evaluation period, and the targets and performance results for this fiscal year are as described below.

FY2020 performance-based incentive compensation

Results and achievement rates of indicators for FY2022, the third fiscal year of FY2020 performance-based cash incentive, are as follows:

- For operating profit margin, to proceed with "Nissan NEXT", the Company has set the target to prioritize long-term business continuity. Based on the proportionate consolidation of its Chinese joint venture, the result was 4.1% and the achievement rate was 125 % (on forecast basis).
- For free cash flow in the automotive business, the target level was set to be positive cash flow. Based on the proportionate consolidation of its Chinese joint venture, the result was overachieved, and the achievement rate was 125% (on forecast basis).
- For net revenue, the target level was set based on the performance outlook. The result was 10,596.7 billion and overachieved, the achievement rate was 125 % (on forecast basis) .

Accordingly, the overall achievement rate will be 125 % on the basis of forecasted performance results.

FY2021 performance-based incentive compensation

Results and achievement rates of indicators for FY2022, the second fiscal year of FY2021 performance-based cash incentives, are as follows.

- For operating profit margin, to proceed with "Nissan NEXT", the Company has set the target to prioritize long-term business continuity. Based on the proportionate consolidation of its Chinese joint venture, the result was 4.1%, and the achievement rate was 125 % (on forecast basis).
- For free cash flow in the automotive business, the target level was set to be positive cash flow. Based on the proportionate consolidation of its Chinese joint venture, the result was overachieved, and the achievement rate was assessed at 125% (on forecast basis).
- For net revenue, the target level was set based on the performance outlook. The result was 10,596.7 billion and overachieved, the achievement rate was 125 % (on forecast basis) .
- For carbon neutrality (environment), the Company has set a target of maintaining until FY2023 the highest leadership level (A or A-) set in the climate change rankings of CDP, an international non-profit organization that requires companies and local governments to promote and disclose information on their efforts for climate change, water resources and forest conservation in response to requests from global institutional investors. The Company obtained level "A-", and the achievement rate was 100 % (on forecast basis).
- For human rights (social), the Company scored 8.3 points in 2020 as assessed by CHRB, an international initiative on business and human rights that rates the world's leading companies on their human rights efforts and has set a higher target compared to Japanese competitors. As the result, achievement rate was 100 % (on forecast basis).

Accordingly, the overall achievement rate will be 123 % on the basis of forecasted performance results.

FY2022 performance-based incentive compensation

Results and achievement rates of indicators for FY2022, the first fiscal year of FY2022 performance-based cash incentives, are as follows.

- For operating profit margin, to proceed with "Nissan NEXT", the Company has set the target to prioritize long-term business continuity. The result was 3.6% and the achievement rate was 125 % (on forecast basis).
- For free cash flow in the automotive business, the target level was set to be positive cash flow. Based on the proportionate consolidation of its Chinese joint venture, the result was overachieved, and the achievement rate was assessed at 125% (on forecast basis).
- For net revenue, the target level was set based on the performance outlook. The result was 10,596.7 billion and the achievement rate was 125 % (on forecast basis) .
- For carbon neutrality (environment), the Company has set a target of maintaining until FY2024 the highest leadership level (A or A-) set in the climate change rankings of CDP, an international non-profit organization that requires companies and local governments to promote and disclose information on their efforts for climate change, water resources and forest conservation in response to requests from global institutional investors. The Company obtained level "A-", and the achievement rate was 100 % (on forecast basis).

- For human rights (social), the Company scored 11.5 points in 2021 as assessed based on the indicators of CHRB, an international initiative on business and human rights that rates the world's leading companies on their human rights efforts and has set a higher target compared to Japanese competitors. As the result, achievement rate was 100 % (on forecast basis). Accordingly, the overall achievement rate will be 123 % on the basis of forecasted performance results.

(6) Information on Outside Directors

Name	Attendance Rate / Principal Activities	
Yasushi Kimura	Board of Directors Meeting 13 / 13 (100%) Nomination Committee 9 / 9 (100%) Audit Committee 12 / 12 (100%)	Nissan expected him to supervise management as a Board Chair, a Member of the Nomination Committee and Member of Audit Committee. Based on his abundant experience and knowledge of corporate management, he made recommendations from an objective and broad perspective on overall management of the Company and accomplished his role through his skill and know-how.
Masakazu Toyoda	Board of Directors Meeting 13 / 13 (100%) Nomination Committee 9 / 9 (100%) Audit Committee 12 / 12 (100%)	Nissan expected him to supervise management as Lead Independent director, Chair of Nomination Committee and Member of Audit Committee. Based on his abundant experience and knowledge of economics, international trade, energy and environment, he made recommendations from an objective and broad perspective on overall management of the Company and accomplished his role through his skill and know-how.
Keiko Ihara	Board of Directors Meeting 13 / 13 (100%) Nomination Committee 9 / 9 (100%) Compensation Committee 12 / 12 (100%)	Nissan expected her to supervise management as Chair of Compensation Committee and Member of Nomination Committee. Based on her abundant experience and knowledge of the auto industry, she made recommendations from an objective and broad perspective on overall management of the Company and accomplished her role through her skill and know-how.
Motoo Nagai	Board of Directors Meeting 13 / 13 (100%) Nomination Committee 9 / 9 (100%) Compensation Committee 12 / 12 (100%) Audit Committee 12 / 12 (100%)	Nissan expected him to supervise management as Chair of Audit Committee, Member of Nomination Committee and Member of Compensation Committee. Based on his abundant experience and knowledge of finance/accounting and risk management, he made recommendations from an objective and broad perspective on overall management of the Company and accomplished his role through his skill and know-how.
Bernard Delmas	Board of Directors Meeting 13 / 13 (100%) Compensation Committee 12 / 12 (100%)	Nissan expected him to supervise management as a Member of the Compensation Committee. Based on his abundant experience and knowledge of international management in the auto industry, he made recommendations from an objective and broad perspective on overall management of the Company and accomplished his role through his skill and know-how.

Name	Attendance Rate / Principal Activities	
Andrew House	Board of Directors Meeting 13 / 13 (100%) Nomination Committee 9 / 9 (100%)	Nissan expected him to supervise management as a Member of the Nomination Committee. Based on his abundant experience and knowledge of international business management in other industries, he made recommendations from an objective and broad perspective on overall management of the Company and accomplished his role through his skill and know-how.
Jenifer Rogers	Board of Directors Meeting 13 / 13 (100%) Compensation Committee 12 / 12 (100%) Audit Committee 12 / 12 (100%)	Nissan expected her to supervise management as a Member of the Compensation Committee and Member of Audit Committee. Based on her abundant experience and knowledge of legal, compliance and risk management, she made recommendations from an objective and broad perspective on overall management of the Company and accomplished her role through her skill and know-how.

Note: Important positions at concurrent companies of each Outside Director are mentioned in “(1) List of Directors and Executive Officers i) Directors”. There are no special relations between the Company and other entities at which Outside Directors hold important positions concurrently.

Consolidated Balance Sheet
(As of March 31, 2023)

(in millions of yen)

Accounts	Amount
Assets	
Current assets	
Cash on hand and in banks	1,798,475
Trade notes and accounts receivable, and contract assets	585,639
Sales finance receivables	6,480,605
Securities	215,912
Merchandise and finished goods	941,687
Work in process	90,314
Raw materials and supplies	671,175
Other	730,629
Allowance for doubtful accounts	(146,225)
Total current assets	11,368,211
Fixed assets	
Property, plant and equipment	
Buildings and structures, net	625,495
Machinery, equipment and vehicles, net	2,619,773
Land	580,651
Construction in progress	157,648
Other, net	385,714
Total property, plant and equipment	4,369,281
Intangible fixed assets	172,477
Investments and other assets	
Investment securities	1,176,832
Long-term loans receivable	12,680
Net defined benefit assets	56,106
Deferred tax assets	192,191
Other	252,368
Allowance for doubtful accounts	(7,314)
Total investments and other assets	1,682,863
Total fixed assets	6,224,621
Deferred assets	
Bond issuance costs	5,749
Total deferred assets	5,749
Total assets	17,598,581

(in millions of yen)

Accounts	Amount
Liabilities	
Current liabilities	
Trade notes and accounts payable	1,912,151
Short-term borrowings	1,101,978
Current portion of long-term borrowings	1,085,256
Commercial papers	88,000
Current portion of bonds	556,367
Lease obligations	50,061
Accrued expenses	979,369
Accrued warranty costs	99,425
Other	896,719
Total current liabilities	6,769,326
Long-term liabilities	
Bonds	2,058,096
Long-term borrowings	2,013,251
Lease obligations	86,054
Deferred tax liabilities	299,256
Accrued warranty costs	115,544
Net defined benefit liability	184,851
Other	457,063
Total long-term liabilities	5,214,115
Total liabilities	11,983,441
Net assets	
Shareholders' equity	
Common stock	605,814
Capital surplus	811,209
Retained earnings	4,047,870
Treasury stock	(136,172)
Total shareholders' equity	5,328,721
Accumulated other comprehensive income	
Unrealized holding gain and loss on securities	2,893
Unrealized gain and loss from hedging instruments	(3,346)
Adjustment for revaluation of the accounts of the consolidated subsidiaries based on general price level accounting	(51,079)
Translation adjustments	(111,694)
Remeasurements of defined benefit plans	(30,846)
Total accumulated other comprehensive income	(194,072)
Share subscription rights	273
Non-controlling interests	480,218
Total net assets	5,615,140
Total liabilities and net assets	17,598,581

Consolidated Statement of Income
(From April 1, 2022 To March 31, 2023)

(in millions of yen)

Accounts	Amount
Net sales	10,596,695
Cost of sales	8,882,846
Gross profit	1,713,849
Selling, general and administrative expenses	1,336,740
Operating income	377,109
Non-operating income	
Interest income	39,276
Dividends income	83
Equity in earnings of affiliates	171,275
Derivative gain	43,392
Miscellaneous income	26,564
Total non-operating income	280,590
Non-operating expenses	
Interest expense	63,045
Exchange loss	51,948
Miscellaneous expenses	27,263
Total non-operating expenses	142,256
Ordinary income	515,443
Special gains	
Gain on sales of fixed assets	22,992
Reversal of compensation for suppliers and others	8,193
Other	7,680
Total special gains	38,865
Special losses	
Loss on sales of fixed assets	5,793
Loss on disposal of fixed assets	15,115
Impairment loss	8,615
Loss on sales of shares of subsidiaries and affiliates	45,620
Loss on transfer of receivables	40,806
Compensation for suppliers and others	21,151
Other	14,772
Total special losses	151,872
Income before income taxes	402,436
Income taxes-current	196,619
Income taxes-deferred	(35,382)
Total income taxes	161,237
Net income	241,199
Net income attributable to non-controlling interests	19,299
Net income attributable to owners of parent	221,900

Non-Consolidated Balance Sheet
(As of March 31, 2023)

		(in millions of yen)
Accounts	Amount	
Assets		
Current assets		
Cash on hand and in banks		459,748
Trade accounts receivable		308,806
Finished goods		135,047
Work in process		37,525
Raw materials and supplies		277,243
Prepaid expenses		29,764
Short-term loans receivable from subsidiaries and affiliates		943,605
Accounts receivable - other		175,476
Other		85,998
Allowance for doubtful accounts		(28,340)
Total current assets		2,424,874
Fixed assets		
Property, plant and equipment		
Buildings		220,226
Structures		27,543
Machinery and equipment		223,974
Vehicles		7,619
Tools, furniture and fixtures		138,959
Land		125,594
Construction in progress		18,748
Total property, plant and equipment		762,665
Intangible fixed assets		80,474
Investments and other assets		
Investment securities		30,212
Investments in subsidiaries and affiliates		2,158,171
Long-term loans receivable from subsidiaries and affiliates		40,000
Deferred tax assets		158,391
Other		37,056
Allowance for doubtful accounts		(419)
Total investments and other assets		2,423,413
Total fixed assets		3,266,553
Deferred assets		
Bond issuance costs		5,428
Total deferred assets		5,428
Total assets		5,696,856

		(in millions of yen)
Accounts	Amount	
Liabilities		
Current liabilities		
Electronically recorded obligations - operating		342,401
Trade accounts payable		605,594
Short-term borrowings		78,704
Current portion of long-term borrowings		73,858
Current portion of bonds		287,600
Lease obligations		33,681
Accounts payable-other		47,888
Accrued expenses		374,597
Income taxes payable		8,142
Contract liabilities		5,060
Advances received		7,034
Deposits received		57,958
Accrued warranty costs		22,707
Other		43,129
Total current liabilities		<u>1,988,359</u>
Long-term liabilities		
Bonds		1,317,525
Long-term borrowings		236,000
Lease obligations		30,464
Accrued warranty costs		45,577
Accrued retirement benefits		42,963
Provision for loss on business of subsidiaries and affiliates		3,055
Other		14,788
Total long-term liabilities		<u>1,690,374</u>
Total liabilities		<u>3,678,734</u>
Net assets		
Shareholders' equity		
Common stock		605,813
Capital surplus		
Legal capital surplus		804,470
Total capital surplus		<u>804,470</u>
Retained earnings		
Legal reserve		53,838
Other retained earnings		
Reserve for reduction of replacement cost of specified properties		53,367
Reserve for special depreciation		3
Unappropriated retained earnings		547,265
Total retained earnings		<u>654,475</u>
Treasury stock		(25,373)
Total shareholders' equity		<u>2,039,385</u>
Valuation, translation adjustments and others		
Unrealized holding gain and loss on securities		3,148
Unrealized gain and loss from hedging instruments		(24,411)
Total valuation, translation adjustments and others		<u>(21,263)</u>
Total net assets		<u>2,018,121</u>
Total liabilities and net assets		<u>5,696,856</u>

Non-Consolidated Statement of Income
(From April 1, 2022 To March 31, 2023)

(in millions of yen)	
Accounts	Amount
Net sales	3,240,618
Cost of sales	3,121,587
Gross profit	119,031
Selling, general and administrative expenses	357,251
Operating loss	(238,220)
Non-operating income	
Interest income	23,873
Dividends income	596,173
Guarantee commission received	10,712
Derivative gain	50,817
Reversal of allowance for doubtful accounts	11,871
Other	2,405
Total non-operating income	695,853
Non-operating expenses	
Interest expense	55,848
Exchange loss	65,243
Provision of allowance for doubtful accounts	3,073
Other	9,130
Total non-operating expenses	133,296
Ordinary income	324,336
Special gains	
Gain on sales of fixed assets	129
Gain on sales of shares of subsidiaries and affiliates	263
Gain on sales of investment securities	24
Other	25
Total special gains	442
Special losses	
Loss on sales of fixed assets	457
Loss on disposal of fixed assets	9,719
Loss on valuation of shares of subsidiaries and affiliates	8,293
Provision for loss on business of subsidiaries and affiliates	2,560
Compensation for suppliers and others	21,151
Loss on valuation of inventories	5,859
Other	392
Total special losses	48,433
Profit before income taxes	276,345
Income taxes-current	20,181
Income taxes-deferred	(12,132)
Total income taxes	8,048
Net income	268,296

Copy of Independent Auditors' Report on Consolidated Financial Statements

Independent Auditor's Report

May 18, 2023

The Board of Directors
Nissan Motor Co., Ltd.

Tokyo, Japan

Designated Engagement Partner	
Certified Public Accountant	Koki Ito
Designated Engagement Partner	
Certified Public Accountant	Masanori Enomoto
Designated Engagement Partner	
Certified Public Accountant	Takayuki Ando
Designated Engagement Partner	
Certified Public Accountant	Masao Yamamoto

Opinion

Pursuant to Article 444, Section 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets, and notes to the consolidated financial statements of Nissan Motor Co., Ltd (the "Company") applicable to the fiscal year from April 1, 2022 through March 31, 2023.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position and results of operations of the Nissan Group (the "Group"), which consisted of the Company and its consolidated subsidiaries, applicable to the fiscal year ended March 31, 2023 in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the information included in the Group's business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit Committee is responsible for overseeing the duties of executive officers and directors in designing and operating the Group's reporting process of the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Management's and the Audit Committee's Responsibilities for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for overseeing the duties of executive officers and directors in designing and operating the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion from an independent standpoint. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Conflicts of Interest

We have no interest in the Company and its consolidated subsidiaries which should be disclosed in accordance with the Certified Public Accountants Act.

Copy of Independent Auditors' Report on Financial Statements

Independent Auditor's Report

May 18, 2023

The Board of Directors
Nissan Motor Co., Ltd.

Tokyo, Japan

Designated Engagement Partner Certified Public Accountant	Koki Ito
Designated Engagement Partner Certified Public Accountant	Masanori Enomoto
Designated Engagement Partner Certified Public Accountant	Takayuki Ando
Designated Engagement Partner Certified Public Accountant	Masao Yamamoto

Opinion

Pursuant to Article 436, Section 2, Paragraph 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets, notes to the financial statements and the related supplementary schedules (the "Financial Statements") of Nissan Motor Co., Ltd (the "Company") applicable to the 124th fiscal year from April 1, 2022 through March 31, 2023.

In our opinion, the accompanying Financial Statements present fairly, in all material respects, the financial position and results of operations of Nissan Motor Co., Ltd. applicable to the 124th fiscal year ended March 31, 2023 in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the information included in the entity's business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit Committee is responsible for overseeing the duties of executive officers and directors in designing and operating the entity's reporting process of the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Management's and the Audit Committee's Responsibilities for the Financial Statements

Management is responsible for the preparation and fair presentation of the Financial Statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation of the Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the entity's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for overseeing the duties of executive officers and directors in designing and operating a financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion from an independent standpoint. Misstatements can arise from fraud or error and are considered material if individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the Financial Statements is not expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the Financial Statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Conflicts of Interest

We have no interest in the Company which should be disclosed in accordance with the Certified Public Accountants Act.

Copy of Audit Report of Audit Committee

Audit Report

The Audit Committee of Nissan Motor Co., Ltd. (the “Company”) audited the performance of duties by “directors” and “executive officers” (as defined in the Companies Act) during the 124th fiscal year since founding (from April 1, 2022 to March 31, 2023) and hereby reports the auditing method and results thereof as follows:

1. Auditing method and details thereof

- ① The Audit Committee periodically received from directors and executive officers, employees, and other related persons, reports on the content of resolutions made by the Board of Directors regarding the matters as enumerated in (b) through (e) of Article 416, Paragraph 1, Item (i) of the Companies Act and the status of (i) the establishment of systems that have been developed in compliance of such resolutions (internal control systems) and (ii) the management thereof and, requested explanations regarding such reports as necessary and expressed our opinions.
- ② In accordance with the auditing policies and the assignment of the duties of each member of the Audit Committee and other related matters established by the Audit Committee, the Audit Committee, working closely with the internal audit department, attended important meetings, received from directors, executive officers, and other related persons reports on the matters regarding the performance of their duties, requested explanations regarding such reports as necessary, viewed important authorizing documents and associated information, and inspected into the state of activities and assets at the head office and principal business locations of the Company.
- ③ As for the Company’s subsidiaries, the Audit Committee has communicated and shared information with the directors, corporate statutory auditors and other related persons of these subsidiaries and, when necessary, received reports from the subsidiaries regarding their businesses, and visited their head offices and principal business offices to conduct interviews and other tasks. (Considering the situation that the spread of COVID-19 was slowing down, on-site visits were resumed.)
- ④ The Audit Committee monitored and examined whether the independent auditors maintained their independence and carried out audits in an appropriate manner. The Audit Committee received from the independent auditors reports on the status of the performance of their duties and requested explanations regarding those reports as necessary.
- ⑤ The Audit Committee also received notification from the independent auditors to the effect that “the structure for ensuring appropriate execution of the duties of the independent auditors” (as enumerated in each item of Article 131 of the Ordinance on Accounting of Companies) has been implemented according to the “Quality Control Standards for Audits” (stipulated on October 28, 2005, by Business Accounting Deliberation Council) and other relevant standards. The Audit Committee requested explanations of such notifications as necessary.

Based on the foregoing method, the Audit Committee examined the business report and its supplementary schedules, the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and explanatory notes to non-consolidated financial statements) and their supplementary schedules, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and explanatory notes to consolidated financial statements) for this fiscal year.

2. Audit Results

(1) Audit results on the business report

- ① In our opinion, the business report and the supplementary schedules accurately represent the Company’s condition in conformity with the applicable laws and regulations as well as the Articles of Incorporation of the Company.
- ② With regard to the performance of duties by directors and executive officers, we have found no evidence of material misconduct or material facts in violation of the applicable laws and regulations or the Articles of Incorporation of the Company.
- ③ In our opinion, the content of the resolutions of the Board of Directors regarding the internal control systems is appropriate. With respect to the internal control systems, we have not found anything significant to be pointed out regarding the content of the business report nor the performance of duties by directors and executive officers. Reflecting on nonconformities in the final vehicle inspection processes at vehicle manufacturing plants discovered in 2017 and 2018 as well as a series of material management misconduct of the former chairman and other representative director discovered in 2018, the Audit Committee has confirmed that the Company has been making efforts continuously to ensure thorough compliance and strengthen its corporate governance structure for prevention of recurrence and not to forget such incidents.
- ④ With respect to the internal control over financial reporting, the Audit Committee has received reports from executive officers and other relevant persons as well as Ernst & Young ShinNihon LLC, stating that no material weakness was found in connection therewith.

(2) Results of audit of the non-consolidated financial statements and supplementary schedules thereto

In our opinion, the methods and results of the audit employed and rendered by Ernst & Young ShinNihon LLC, the independent auditors, are fair and reasonable.

(3) Results of audit of the consolidated financial statements

In our opinion, the methods and results of the audit employed and rendered by Ernst & Young ShinNihon LLC, the independent auditors, are fair and reasonable.

May 19, 2023

Audit Committee, Nissan Motor Co., Ltd.

Motoo Nagai, Member of the Audit Committee (Full-time)

Yasushi Kimura, Member of the Audit Committee

Masakazu Toyoda, Member of the Audit Committee

Jenifer Rogers, Member of the Audit Committee

Pierre Fleuriot, Member of the Audit Committee

Notes: 1. Messrs. Motoo Nagai, Yasushi Kimura and Masakazu Toyoda, and Ms. Jenifer Rogers, the members of the Audit Committee, are "outside directors" as provided for in Article 2, Item 15 and Article 400, Paragraph 3 of the Companies Act.

2. If there are additional opinions of an audit committee member, the contents of such opinion will not be included in the document to be delivered to shareholders who have requested delivery of the document for printing convenience. The contents will be posted on the Company's website, etc. on the Internet as "The 124th Ordinary General Meeting of Shareholders Other matters provided electronically".

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