

**NOTICE OF CONVOCATION OF  
THE 126<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 126<sup>th</sup> Ordinary General Meeting of Shareholders of the Company (the “Meeting”) will be held as described in the attached “Particulars”.

In convening the Meeting, the information that is the contents of the Reference Materials, 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.

➤ The Company's website

<https://www.nissan-global.com/EN/IR/STOCK/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 its 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

<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 the Company's Articles of Incorporation. The following matters are posted on the Company's website as “The 126<sup>th</sup> Ordinary General Meeting of Shareholders Other matters provided electronically (matters omitted from the delivery of the document)”. Said documents are part of the documents audited by the Audit Committee Members and the Accounting Auditor in preparing their respective audit reports.

(1) “Business Review of Fiscal Year 2024 (Principle business operation, Principle offices, facilities, and factories, Employee information)”, “Share Data (Total number of shares authorized to be issued, Total number of shares issued, Number of shareholders, Principal shareholders, Number of shares of the Company issued to Directors and Executive Offices during the fiscal year 2024)”, “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 Balance Sheet”, “Non-Consolidated Statement of Income”, “Non-Consolidated Statement of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” of Non-Consolidated Financial Documentation

(4) Copy of “Independent Auditors’ Report on Consolidated Financial Statements”, “Independent Auditors’ Report on Financial Statements” and “Audit Report of Audit Committee”

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

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

Yasushi Kimura  
Chair of the Board of Directors

## PARTICULARS

1. Date and Time of the Meeting:  
Tuesday, June 24, 2025 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 126<sup>th</sup> Fiscal Year (April 1, 2024 to March 31, 2025), 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 126<sup>th</sup> Fiscal Year (April 1, 2024 to March 31, 2025)Matters to be resolved:  
<Company Proposal>  
Item 1: Amendments to the Articles of Incorporation  
Item 2: Election of 12 Directors  
  
<Shareholder Proposal>  
Item 3: Partial revision of the provision of articles (Establishment of a new provision for consideration of the treatment of listed affiliates)  
Item 4: Partial revision of the provision of articles (Establishment of a new provision regarding determining a policy for dealing with listed affiliates that may be delisted)  
Item 5: Amendment to the Articles of Incorporation (Establishment of a “Zesei-yaku” to ensure proper shareholder meetings)  
Item 6: Amendment to the Articles of Incorporation regarding the Director Compensation  
Item 7: Regarding the implementation of year-end dividend

Although the agenda summary of the shareholder proposals (Item 3 through Item 7) is as set forth in the “Reference Materials of Ordinary General Meeting of Shareholders” below, the Company's Board of Directors opposes the shareholder proposals (Item 3 through Item 7). Shareholders who agree with the opinion of the Company's Board of Directors are requested to exercise their votes “AGAINST” the shareholder proposals (Item 3 through Item 7).

- If there is no indication of approval or disapproval for each agenda item, it would be treated as an indication of approval for the Company Proposals (Item 1 and Item 2) and disapproval for the shareholder proposals (Item 3 through Item 7).
- In addition, Item 3, Item 4, Item 5 and Item 6 that are the shareholder proposals are separate proposals from and are not counterproposals to Item 1, the Company's Proposal.
- **For Shareholders who plan to attend at the venue on the day of the Meeting**
  - (For shareholders who wish to ask questions) At the Meeting, the method of accepting questions will be a lottery system.
  - 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 staffs might be wearing masks.
  - 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**
  - The Company accepts inquiries about the purpose of the Meeting at the website below. Matters of interest to shareholders will be addressed at the Meeting. However, please note that all questions may not be answered.  
<https://www.soukai-portal.net>
  - \* Please enter the ID and Password as indicated on the voting form.  
You can also enter the above website by scanning the QR code on the voting form.
  - \* If you are unsure of the ID or Password, please contact the “Inquiries on how to use the voting website” on page 6.
  - The Meeting will be broadcast live on the Company's website. Please refer to page 5 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 Materials for the Meeting on page 7 onwards.

#### <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 there is no indication of approval or disapproval for each agenda item, it would be treated as an indication of approval for the Company Proposals (Item 1 and Item 2) and disapproval for the shareholder proposals (Item 3 through Item 7).

(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, June 23, 2025

➤ Exercise of voting rights via online voting

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, June 23, 2025

#### <Exercise on the day>

➤ Attendance on the day

Please bring the enclosed voting form and submit it to the Meeting 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, the Company 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, June 23, 2025

Although the agenda summary of the shareholder proposals (Item 3 through Item 7) is as set forth in the "Reference Materials of Ordinary General Meeting of Shareholders" below, the Company's Board of Directors opposes the shareholder proposals (Item 3 through Item 7). Shareholders who agree with the opinion of the Company's Board of Directors are requested to exercise their votes "AGAINST" the Shareholder Proposals (Item 3 through Item 7).

### ➤ Exercising voting rights through smartphones and tablet devices

By scanning the "QR code for login to the portal site of the Meeting", 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 Meeting" on the 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.)

#### 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 Meeting (<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, computer or other device to watch the meeting.

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

### 1. Live stream date and time

Tuesday, June 24, 2025, 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 ID and Password are unknown, please contact the dedicated number on the next page. For security reasons, the Company will confirm your identity and provide you with your ID & Password.
- For shareholders attending the meeting, please be aware that, while the Company considers 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.  
054-333-9211 (Reception hours: Tuesday, June 24, 2025, 9:30 a.m. until the end of the Meeting.)

## Reference Materials of Ordinary General Meeting of Shareholders

### Agenda and Matters for Reference:

#### <Company Proposal>

#### Item 1: Amendments to the Articles of Incorporation

##### 1. Reason for the Amendments

- (1) For the purpose of engaging in electric power generation, supply and sales, the Company proposes to add a new business item to the provision of Article 2 of the current Articles of Incorporation.
- (2) For the purpose of abolition of Vice Board Chair, the Company proposes to change the provision of Article 20 of the current Articles of Incorporation.

##### 2. Details of the Amendments

Details of the Amendments mentioned above are as follows:

(Underline indicates amended portions)

Current Articles	Proposed Amendments
(Objectives) Article 2: The objectives of the Company shall be to engage in the following businesses: 1.~13. (Omitted.) (Newly established) <u>14.</u> Any and all businesses incidental or relative to any of the preceding paragraphs.	(Objectives) Article 2: The objectives of the Company shall be to engage in the following businesses: 1.~13. (No change.) <u>14. Electric power generation, supply and sales</u> <u>15.</u> Any and all businesses incidental or relative to any of the preceding paragraphs.
(Board Chair <u>and Vice Board Chair</u> ) Article 20: One (1) Board Chair <u>and one (1) Vice Board Chair</u> shall be appointed from among Directors by a resolution of the Board of Directors.	(Board Chair) Article 20: One (1) Board Chair shall be appointed from among Directors by a resolution of the Board of Directors.

**Item 2: Election of 12 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 appoint 12 Directors.

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	100% (21/21)
2	Reappointment Outside Independent	Bernard Delmas	Lead independent outside director Member of Compensation Committee Member of Audit Committee	100% (21/21)
3	Reappointment Outside Independent	Keiko Ihara	Chair of Compensation Committee Member of Nomination Committee	100% (21/21)
4	Reappointment Outside Independent	Motoo Nagai	Chair of Audit Committee Member of Nomination Committee Member of Compensation Committee	100% (21/21)
5	Reappointment Outside Independent	Andrew House	Chair of Nomination Committee Member of Compensation Committee	100% (21/21)
6	Reappointment Outside Independent	Brenda Harvey	Member of Audit Committee	95% (20/21)
7	Reappointment Outside Independent	Teruo Asada	Member of Audit Committee	100% (18/18)
8	Reappointment Outside Independent	Mariko Tokuno	Member of Compensation Committee	100% (18/18)
9	Newly appointed	Valerie Landon	-	-
10	Newly appointed	Timothy Ryan	-	-
11	Newly appointed	Ivan Espinosa	Representative executive officer, President and CEO	-
12	Newly appointed	Eiichi Akashi	Executive officer, Chief Technology Officer	-

<Composition of Board of Directors>

Nissan's 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 are diverse in nationality, gender, and expertise, etc., and through the inclusion of these, the Company aims 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 12 Directors, of which 8 will be outside directors, 33.3% will be female (4 out of 12), and 50% will be non-Japanese (6 out of 12).

Board of Directors candidates' Skill Matrix

		Global Management	Corporate Strategy	Automobile Industry	Legal/Risk Management	Finance/Accounting	ESG	Product/Technology	Sales/Marketing	DX
1	Yasushi Kimura	○	○			○	○	○	○	
2	Bernard Delmas	○	○	○			○	○	○	
3	Keiko Ihara	○	○	○			○	○	○	○
4	Motoo Nagai	○	○	○	○	○	○			
5	Andrew House	○	○			○	○	○	○	○
6	Brenda Harvey	○	○				○	○	○	○
7	Teruo Asada	○	○		○	○	○			
8	Mariko Tokuno	○	○		○	○	○		○	
9	Valerie Landon	○	○		○	○	○			
10	Timothy Ryan	○	○		○	○	○			
11	Ivan Espinosa	○	○	○			○	○	○	○
12	Eiichi Akashi	○	○	○			○	○		○

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
1	<p>Reappointment Independent &amp; 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 &amp; 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 &amp; 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 / six years in office)  Senior Corporate Advisor of JXTG Holdings, Inc. (Current: ENEOS Holdings, Inc.)  Outside Director of INPEX CORPORATION  Jun. 2022    Honorary Executive Consultant of ENEOS Holdings, Inc.  (Current Position)</p>	<p>13,600</p>
<p><b>【Current Responsibility at the Company】</b>  Chair, Member of Nomination Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>  100% (21/21) of Board of Directors Meeting  100% (9/9) of Nomination Committee  100% (4/4) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b>  -</p> <p><b>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</b>  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, corporate strategy, 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 since June 2024 serving as the Chair of the Board of Directors, 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.  * If elected, he will be re-appointed as Chair of the Board of Directors, Member of the Nomination Committee 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
2	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 / six years in office)	2,100
	<p><b>【Current Responsibility at the Company】</b>            Lead independent outside director, Member of Compensation Committee, Member of Audit Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>            100% (21/21) of Board of Directors Meeting            100% (13/13) of Compensation Committee            100% (12/12) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b>            -</p> <p><b>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</b>            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&amp;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 from June 2023, as the Lead independent outside director and the Member of the Audit Committee as well, he has fulfilled the duties of outside director. Therefore, the Company nominates him as outside director candidate for Nissan.            * If elected, he will be re-appointed as Lead independent outside director, Member of the Compensation Committee, and Member of the Audit Committee 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 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 / seven 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)	25,400
3	<p><b>【Current Responsibility at the Company】</b> Chair of Compensation Committee, Member of Nomination Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b> 100% (21/21) of Board of Directors Meeting 100% (9/9) of Nomination Committee 100% (13/13) of Compensation Committee</p> <p><b>【Important Positions at Other Companies】</b> Outside Director of SOFT99 corporation Representative director of Future, Inc.</p> <p><b>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</b> 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, especially after June 2019, 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. * The officially registered name of Ms. Keiko Ihara is Ms. Keiko Motojima. * If elected, she will be re-appointed as Chair of the Compensation Committee and Member of the Nomination Committee 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
	<p>Reappointment Independent &amp; Outside</p> <p>Motoo Nagai (March 4, 1954)</p>	<p>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 &amp;  Banking Co., Ltd.  Jun. 2011    Deputy President (Executive Officer and Director) of  Mizuho Trust &amp; Banking Co., Ltd.  Apr. 2014    Advisor of Mizuho Trust &amp; Banking Co., Ltd.  Jun. 2014    Outside Statutory Auditor of the Company,  Outside Statutory Auditor of Organo Corporation  Jun. 2015    Outside Director of Organo Corporation  Outside Statutory Auditor of Nisshin Seifun Group Inc.  Jun. 2019    Outside Director of the Company  (Current Position / six years in office)  Outside Director of Nisshin Seifun Group Inc. (Current  Position)</p>	37,400
4	<p><b>【Current Responsibility at the Company】</b>  Chair of Audit Committee, Member of Nomination Committee, Member of Compensation Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>  100% (21/21) of Board of Directors Meeting  100% (9/9) of Nomination Committee  100% (13/13) of Compensation Committee  100% (12/12) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b>  Outside Director of Nisshin Seifun Group Inc.</p> <p><b>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</b>  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 &amp; 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.  * If elected, he will be re-appointed as Chair of the Audit Committee, Member of the Nomination Committee and Member of the Compensation Committee 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 Independent & Outside  Andrew House (January 23, 1965)	Oct. 1990    Joined Sony Corporation Oct. 2005    Group Executive and Chief Marketing Officer of Sony Corporation Sep. 2011    Group Executive, President and Global CEO of Sony Computer Entertainment Apr. 2016    EVP, President and Global CEO of Sony Interactive Entertainment Oct. 2017    EVP and Chairman of Sony Interactive Entertainment Apr. 2018    Strategic Advisor of Intelity (Current Position) Oct. 2018    Executive Mentor of Merryck & Co., Ltd. (Current: The ExCo Group) (Current Position) Jun. 2019    Outside Director of the Company (Current Position / six years in office) May 2021    Outside Director of Nordic Entertainment Group (Current: Viaplay Group) Mar. 2022    Outside Director of Dentsu Group Inc. (Current Position)	7,700
5	<p><b>【Current Responsibility at the Company】</b>            Chair of Nomination Committee, Member of Compensation Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>            100% (21/21) of Board of Directors Meeting            100% (9/9) of Nomination Committee            100% (13/13) of Compensation Committee</p> <p><b>【Important Positions at Other Companies】</b>            Outside Director of Dentsu Group Inc.</p> <p><b>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</b>            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, and he also has accumulated experience as an outside director and about committee activities at Japanese and overseas companies. Nissan expects him to continuously contribute to the Company through his global management, ESG, 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 from June 2023, as the Chair of the Nomination Committee and the Member of the Compensation 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 Nomination Committee and Member of the Compensation Committee 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
	Reappointed Independent & Outside  Brenda Harvey (November 22, 1965)	Jun. 1986    Joined International Business Machines Corporation (IBM) Sep. 2006    General Manager of Integrated Technology Services North America, Global Product Offering Management Aug. 2011    General Manager of Integrated Technology Services, Growth Markets Jul. 2014    General Manager of IBM US Public Sector Aug. 2017    Board Member of Plum Alley Investment Jan. 2020    Chairman and CEO of IBM Asia Pacific Jul. 2020    Board Member of Singapore International Chamber of Commerce Director (Current Position) Jan. 2022    General Manager of Technology IBM Financial Services Jan. 2023    General Manager of IBM Public Sector, Healthcare, and Federal Government Jun. 2023    Outside Director of the Company (Current Position / two years in office) Jan. 2024    Managing Director of IBM	10,600
6	<p><b>【Current Responsibility at the Company】</b>            Member of Audit Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>            95% (20/21) of Board of Directors Meeting            100% (12/12) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b>            -</p> <p><b>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</b>            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 and innovation through key roles in global companies. Having worked and lived in multiple countries, she has a strong cross-cultural perspective. Nissan expected her to continuously contribute to the Company through her global management, product/technology, and sales/marketing skills. Since her inauguration in June 2023, she has supervised the companies' overall management providing an objective and broad perspective as the Member of the Audit Committee and she has fulfilled the duties of outside director. Therefore, the Company nominates her as an outside director candidate for Nissan.            * If elected, she will be re-appointed as Member of the Audit Committee 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
	Reappointed Independent & Outside  Teruo Asada (October 13, 1948)	Apr. 1972    Joined Marubeni Corporation Apr. 2002    Executive Officer Apr. 2004    Managing Executive Officer Jun. 2005    Managing Executive Officer, Member of the Board Apr. 2006    Senior Managing Executive Officer, Member of the Board Apr. 2008    President and CEO, Member of the Board Apr. 2013    Chairman of the Board Apr. 2015    Vice Chairperson, Japan Association of Corporate Executives Apr. 2019    Member of the Board, Executive Advisor, Marubeni Corporation Jun. 2019    Executive Advisor Apr. 2021    Honorary Executive Advisor (Current Position) Jun. 2024    Outside Director of the Company (Current Position / one year in office)	2,300
7	<p><b>【Current Responsibility at the Company】</b>            Member of Audit Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>            100% (18/18) of Board of Directors Meeting            100% (8/8) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b>            -</p> <p><b>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</b>            Mr. Teruo Asada is proposed as a candidate for outside director due to his experience serving as top management in a Japanese general trading company. He also has a wealth of experience and deep insight in corporate management and finance, and leadership experience in Japan Business Federation as well as Japan Association of Corporate Executives. Having worked in multiple countries, he has a strong cross-cultural perspective. Nissan expected him to continuously contribute to the Company through his global management, corporate strategy, and finance/accounting skills. Since his inauguration in June 2024, he has supervised the companies' overall management providing an objective and broad perspective as the 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 Member of the Audit Committee 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
	<p>Reappointed Independent &amp; Outside</p> <p>Mariko Tokuno (October 6, 1954)</p>	<p>Apr. 1978    Joined The Bank of Tokyo (Currently MUFJ Bank, Ltd.)  Jan. 1994    Joined Louis Vuitton Japan K.K.  Apr. 2002    Senior Director, Sales Administration, Louis Vuitton Japan K.K.  Mar. 2004    Vice President, Tiffany &amp; CO. Japan Inc.  Aug. 2010    Representative Director, President, Christian Dior K.K.  Jun. 2013    Outside Director, Happinet Corporation  Sep. 2013    Representative Director, President and CEO, Ferragamo Japan K.K.  Jun. 2016    Outside Director, Mitsubishi Materials Corporation  Jun. 2017    Outside Director, Yamato Holdings Co., Ltd. (Current Position)  (Scheduled to retire on June 20, 2025)  Mar. 2022    Outside Director, Shiseido Company, Limited. (Current Position)  Jun. 2024    Outside Director of the Company  (Current Position / one year in office)</p>	7,000
8	<p><b>【Current Responsibility at the Company】</b>  Member of Compensation Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>  100% (18/18) of Board of Directors Meeting  90% (9/10) of Compensation Committee</p> <p><b>【Important Positions at Other Companies】</b>  Outside Director of Yamato Holdings Co., Ltd. (Scheduled to retire on June 20, 2025)  Outside Director of Shiseido Company, Limited.</p> <p><b>【Reasons for nomination as candidates for Outside Directors and summary of expected roles】</b>  Ms. Mariko Tokuno is proposed as a candidate for outside director due to her wealth of experience and deep insight on corporate management, brand, and marketing from a global perspective, gained through executive leadership positions in global prestige brand companies. She also has knowledge of corporate governance from her experience as an outside director and about committee activities at several Japanese companies. Nissan expected her to continuously contribute to the Company through her global management, sales/marketing, and ESG skills. Since her inauguration in June 2024, she has supervised the companies' overall management providing an objective and broad perspective as the Member of the Compensation Committee and she has fulfilled the duties of outside director. Therefore, the Company nominates her as an outside director candidate for Nissan.  * If elected, she will be re-appointed as Member of the Compensation Committee 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
9	<p>Newly Appointed</p> <p>Valerie Landon (August 17, 1962)</p>	<p>Sep. 1985 Engineer in logistics, Air France  May 1990 Investment Banker, Credit Suisse  Jun. 2009 Head of Investment Bank France, Belgium, Luxembourg, Credit Suisse  Feb. 2015 Vice-Chairman Investment Bank, Credit Suisse  Apr. 2016 Independent Board member, member of the audit committee and member of the commitments committee of Albioma  Nov. 2017 Independent Board member and member of the audit Committee of Forvia (Current Position)  Apr. 2021 CEO France and Belgium, Credit Suisse  Oct. 2024 Independent member of the audit committee of Apprentis d'Auteuil foundation</p>	0
<p><b>【Important Positions at Other Companies】</b>  Independent Board member of Forvia</p> <p><b>【Reasons for nomination as candidates for Directors】</b>  Ms. Valérie Landon is proposed as a candidate for director due to her wealth of experience and deep insight on corporate management, strategic and financial advisory from a global perspective, gained through executive leadership positions at investment banks. Having worked in multiple countries, she has a strong cross-cultural perspective. She also has knowledge of corporate governance, serving as an outside director and committee member for multiple European companies. Nissan expects her to contribute to the Company through her global management, corporate strategy, and finance/accounting skills. Therefore, the Company newly nominates her as a director candidate for Nissan.</p> <p>* If elected, she will be appointed as Member of the Audit Committee 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	<p>Newly Appointed</p> <p>Timothy Ryan (June 4, 1969)</p>	<p>Jun. 1992    Joined HSBC Sinopia Asset Management</p> <p>Mar. 2000    AXA Investment Manager: Global Head Quantitative Asset Management</p> <p>Jun. 2003    Regional Chief Investment Officer Japan and Asia, AXA Life Japan</p> <p>Jan. 2008    Chairman and CEO, Alliance Bernstein Japan</p> <p>Mar. 2012    Chairman and CEO, Alliance Bernstein EMEA</p> <p>Jan. 2017    Group Chief Investment Officer and Global Chief Executive Officer for Asset and Wealth Management, Generali Assicurazioni</p> <p>Apr. 2021    Global Chief Executive Officer for Asset and Wealth Management, Group BPCE Natixis</p>	0
<p><b>【Important Positions at Other Companies】</b> -</p> <p><b>【Reasons for nomination as candidates for Directors】</b> Mr. Timothy Ryan is proposed as a candidate for director due to his wealth of experience serving as top management in asset management companies, demonstrating rich experience and deep insight in corporate management and finance, and global leadership experience. Having worked in multiple countries, he has a strong cross-cultural perspective. Nissan expects him to contribute to the Company through his global management, corporate strategy, and finance/accounting skills. Therefore, the Company newly nominates him as a director candidate for Nissan. * If elected, he will be appointed as Member of the Nomination Committee 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
11	<p>Newly Appointed</p> <p>Ivan Espinosa (November 19, 1978)</p>	<p>May. 2001 Director, Adaptacion Int. de Medios, S.A</p> <p>Feb. 2003 Engineering Analyst, Jato Dynamics</p> <p>Oct. 2003 Product specialist, Product Planning Nissan Mexicana, S.A. De C. V.</p> <p>Jul. 2008 Marketing director and Regional product manager , Nissan Motor (Thailand) Co., Ltd.</p> <p>Apr. 2010 Director, Nissan Mexicana, S.A. De C. V.</p> <p>Apr. 2014 VP, Product Strategy &amp; Planning, Nissan International SA</p> <p>Apr. 2016 Program director of the Company</p> <p>Apr. 2017 VP of the Company</p> <p>Apr. 2018 Corporate Vice President of the Company</p> <p>Dec. 2019 Senior Vice President of the Company</p> <p>Apr. 2024 Chief Planning Officer of the Company</p> <p>Apr. 2025 Representative Executive Officer, President and Chief Executive Officer of the Company (Current Position) Director of Dongfeng Motor Co., Ltd. ("DFL") (Current Position)</p>	40,400
<p><b>【Current Responsibility at the Company】</b> Representative Executive Officer, President and CEO</p> <p><b>【Important Positions at Other Companies】</b> Director of DFL</p> <p><b>【Reasons for nomination as candidates for Directors】</b> Mr. Ivan Espinosa is proposed as a candidate for director, responsible for leading and delivering the Company's global mid-term and long-term business strategy, including Partnership activities as Representative Executive Officer, President and CEO of Nissan Motor Co., Ltd. Nissan expects him to contribute to the Company through his global management, corporate strategy, 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> <p>* 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
	Newly Appointed  Eiichi Akashi (February 14, 1966)	Apr. 1990 Joined the Company Apr. 2014 General manager, Vehicle Development Planning Department Apr. 2015 VP, Vehicle Engineering, Nissan North America, Inc. Apr. 2018 Corporate Vice President, Alliance Global VP Apr. 2024 President and CEO, NMKV Co., Ltd. Apr. 2025 Executive Officer, Chief Technology Officer (Current Position) Director of Dongfeng Motor Co., Ltd. ("DFL") (Current Position)	15,900
12	<p><b>【Current Responsibility at the Company】</b> Executive Officer, Chief Technology Officer</p> <p><b>【Important Positions at Other Companies】</b> Director of DFL</p> <p><b>【Reasons for nomination as candidates for Directors】</b> Mr. Eiichi Akashi is proposed as a candidate for director, responsible for driving global business strategy from a Monozukuri perspective having rich knowledge and experience in R&amp;D as executive officer, Chief Technology Officer of Nissan Motor Co., Ltd. Nissan expects him to contribute to the Company through his global management, corporate strategy, 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. *If elected, he will be re-appointed as the Executive Officer at the Board of Directors meeting after the General Shareholders Meeting.</p>		

Notes:

- There are no special conflicts of interests between the Company and the director candidates.
- Outside Directors of the Company, Mr. Yasushi Kimura, Mr. Bernard Delmas, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Andrew House, Ms. Brenda Harvey, Mr. Teruo Asada and Ms. Mariko Tokuno 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.
- The Company has registered Mr. Yasushi Kimura, Mr. Bernard Delmas, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Andrew House, Ms. Brenda Harvey, Mr. Teruo Asada, and Ms. Mariko Tokuno as Independent Directors to the Tokyo Stock Exchange.
- 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. Valerie Landon, Mr. Timothy Ryan, Mr. Ivan Espinosa, and Mr. Eiichi Akashi are elected as proposed, they 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.
- Regarding this proposal, a shareholder submitted a shareholder proposal as follows: not appointing the following director candidates—Mr. Yasushi Kimura, Mr. Motoo Nagai, and Ms. Keiko Ihara (not to reappoint them). However, since this shareholder proposal is construed as a statement of opposition to the Company's proposal, this shareholder proposal will not be treated as an independent item or agenda at this Meeting. Below, the Company will provide the content and reasons for the shareholder proposal, as well as the opinion of the Company's board of directors regarding this shareholder proposal. Please note that the content and reasons for the shareholder proposal was transcribed without substantive changes in accordance with the shareholder proposal exercise document submitted by the proposing shareholder. Following this, the opinion of the Company's board of directors regarding the shareholder proposal is also stated.
  - Contents of proposal

Opposition proposal regarding the appointment of directors proposed by the Company  
Do not appoint directors Mr. Yasushi Kimura, Mr. Motoo Nagai, and Ms. Keiko Ihara (not to be reappointed).
  - Reason for proposal

The Company's performance is in a disastrous situation, and for the fiscal year ending March 2025, among the nine domestic completed vehicle manufacturers, only Hino Motors and the Company are expected to be in the final deficit. As a result, its market capitalization has been surpassed

by Suzuki, SUBARU, and Isuzu Motors, falling to sixth place among the nine domestic completed vehicle manufacturers. Additionally, the PBR is extremely low at 0.20 times, ranking at the bottom among these nine companies at the time of the shareholder proposal.

This fact alone clearly indicates that the performance of our management team is unacceptable to shareholders, especially since the management has made a grievous error in judgment by only launching HEV (e-Power) in the markets of Europe and China, missing out on demand in the US. It is evident that the decision by management to not launch HEV in the US market, despite having the technology, represents an incomprehensible judgment, resulting in a loss of immense demand for HEVs and a reliance on incentives to compensate for their diminished product competitiveness, repeating past failures, which is unacceptable. The delay of the HEV US market launch until 2026 can only be seen as a "man-made disaster" by its management.

In particular, the capability of former CEO Makoto Uchida as an executive is extremely low, and the responsibility of the board of directors at that time for selecting such an individual as CEO is significant. In our case, as a company with a nomination committee, the responsibility regarding personnel matters is heavier among the nominated committee members of the board of directors. It is not enough for Mr. Uchida to resign as CEO; Those who appointed him as CEO must also take responsibility.

Among those who were members of the nomination committee at the time Mr. Uchida was appointed CEO in 2019, four remain as directors: Mr. Yasushi Kimura, Mr. Motoo Nagai, Ms. Keiko Ihara, and Mr. Jean-Dominique Senard, although Mr. Senard is scheduled to resign as a director in June of this year, I request that the remaining three persons be not reappointed as directors.

Moreover, given that poor sales and a dependence on incentives in the US market are the main reasons for the company's poor performance, it is difficult to comprehend that Jeremy Papin, who was the chair of the MC Americas, has been promoted to CFO, while Mr. Stephen Ma, who should share responsibility for performance failure, has moved to chair the MC China, both retaining their positions as executive officers and members of the Executive Committee in the new management structure, which is difficult to understand from the standpoint of rewarding and punishing. I also want to point out that there are significant doubts regarding the decision-making abilities of executives below the executive officer level for other directors who are proposing non-reappointment, as well as for the 33 board members proposing non-reappointment.

Considering that the board of directors, which made decisions about personnel matters for executives below the executive officer level, is also responsible for poor performance, those directors who made the erroneous decision to appoint Mr. Makoto Uchida as CEO and significantly damaged our company's performance and shareholder value should leave the company.

### (3) Opinion of the Board of Directors

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

The Company's Nominating Committee has the authority to determine the content of proposals regarding the appointment and dismissal of directors to be submitted at the general shareholders' meeting, to decide on the selection and dismissal of the representative executive officer proposed to the Board of Directors, as well as to develop and annually review the succession plan for the President and Chief Executive Officer.

Taking shareholders' opinions seriously, the Nomination Committee has carefully considered the reappointment of directors this time. Regarding the appointment of outside directors, the Nomination Committee decided to nominate candidates through appropriate procedures by itself. For the reappointment of incumbent directors, the Nomination Committee conducted individual evaluations based on factors such as balance on the skills matrix, attendance rate, and contribution level. After thorough deliberation by the Nomination Committee about the appropriateness, the Nomination Committee decided and reported this to the Board of Directors before proposing it at this Meeting.

As for the reasons for reappointment of each director, as stated above, Mr. Yasushi Kimura, Mr. Motoo Nagai, and Ms. Keiko Ihara utilized their respective expertise and extensive experience to contribute to the growth of the Company. The Nomination Committee believes their leadership will continue to be necessary moving forward.

Regarding the selection of former Representative Executive Officer Uchida, it is determined after researching internal and external candidates and discussing the required qualifications for the representative executive officer by the Nominating Committee. Since then, we have continuously examined the succession plan for the President and Chief Executive Officer, and in line with changes in the surrounding environment of the company, the transition of the representative executive officer was carried out in April 2025.

Furthermore, the Company's director composition was periodically refreshed, with three directors changing over the past two years. This time, four out of twelve directors will be replaced. In such circumstances, we believe ensuring the continuity and stability of the Board of Directors is of utmost importance.

In light of the above, its Board of Directors opposes this shareholder proposal.

## <Shareholder Proposal>

Item 3 through Item 7 are proposals made by shareholders.

The contents of the shareholder proposal and the reasons for proposal have been transcribed without any changes to the contents in the Shareholder Proposal Exercise Form submitted by the proposing shareholders, followed by the opinion of the Company's Board of Directors regarding the shareholder proposals.

Item 3 and Item 4 are proposals made by a shareholder.

Item 3 and Item 4 that are the shareholder proposals are separate proposals from and are not counterproposals to Item 1, the Company's Proposal.

Regarding the proposals 1 and 2 (hereinafter referred to as the "Articles of Incorporation Amendment Proposals"), if formal adjustments (including but not limited to corrections of article number discrepancies) to the chapters or articles described in the Articles of Incorporation Amendment Proposals become necessary due to the approval or rejection of the Articles of Incorporation Amendment Proposals and other proposals at this Annual General Meeting of Shareholders (including proposals submitted by the company), the articles related to the Articles of Incorporation Amendment Proposals shall be replaced with the articles after the necessary adjustments have been made. For detailed explanations of each shareholder proposal below, please refer to <https://stracap.jp/7201-NISSAN.pdf/> or the special site link at the top right of the Strategic Capital Inc. homepage at <https://stracap.jp/>. Note that the company figures described in each shareholder proposal are based on consolidated financial statements unless otherwise specified as (non-consolidated).

(Company Note) The above "proposals 1 and 2" refer to Item 3 and Item 4.

### **Item 3: Partial revision of the provision of articles**

**(Establishment of a new provision for consideration of the treatment of listed affiliates)**

#### **(1) Contents of shareholder proposal**

The following article will be added to the current Articles of Incorporation.

Chapter 8 Listed Affiliates (Consideration of the treatment of listed affiliates)

Article 35

For the Company's consolidated subsidiaries and equity method affiliates whose issued common stock is listed on a domestic securities market ("listed affiliates"), the Board of Directors of the Company shall quantitatively compare and consider at least once a year which of the following options will contribute to improving the shareholder value and enterprise value of the Company and each listed affiliate: making the Company a wholly owned subsidiary or merging with the Company, selling the shares of the listed affiliate held by the Company, or maintaining the status quo, and shall promptly disclose the results of such consideration through TDNet after such consideration is completed.

#### **(2) Reason for proposal**

The Company is facing a management crisis, with a PBR of 0.23 times at the end of the FY2024 and a credit rating at "junk" levels, structural reform is urgently needed. In addition, last year the Company received a recommendation against for violating the Subcontract Act, and management reforms are required to ensure compliance with laws and regulations.

However, with listed affiliates companies that are closely related to the business there is no guarantee that the structural and management reforms best for Nissan will also be best for the listed affiliated companies. Reforms must be undertaken while taking into consideration the risk of conflicts of interest with minority shareholders of the listed affiliates.

From the above perspective, it is necessary for the Company to reconsider whether holding shares of listed affiliates and exercising influence will contribute to the enhancement of shareholder value of the Company and its listed affiliates.

Therefore, we request that the Board examine what policy decisions and actions regarding the shares of listed affiliates would contribute to the corporate and shareholder value of the Company and its listed affiliates.

#### **(3) Opinion of the Board of Directors**

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

The Company has been continuously discussing the governance of the entire group of the Company, including the holding policy of listed subsidiaries and listed affiliates, in order to enhance the corporate value while respecting the management independence of each

company, and has also been seriously considering how to address concerns such as the risk of conflicts of interest with minority shareholders of listed subsidiaries and listed affiliates. In addition, in accordance with the purpose of the Corporate Governance Code, each of the Company's listed subsidiaries and listed affiliates has a system in which the ratio of independent outside directors to the total number of directors is at least one-third, and various measures have been taken to ensure the effectiveness of the governance system, ensuring the independence of management.

The significance of holding listed subsidiaries and listed affiliates based on the results of the above considerations, as well as the ideas and policies regarding group management, have been sufficiently and appropriately disclosed in the Corporate Governance Report, and the Company plans to continue to make such matters public in a timely and appropriate manner in the future.

The shareholder proposal seeks to uniformly and fixedly prescribe in the Articles of Incorporation, which determine the basic matters of the Company's organization, the consideration and disclosure of the treatment of listed subsidiaries and listed affiliates, a specific individual matter that should be decided by the Board of Directors based on the situation at any given time. Such a proposal goes beyond the scope of a typical article of incorporation and could hinder the flexible formulation and modification of policies in response to changes in the business environment and the execution of business operations and is therefore considered inappropriate.

In light of the above, its Board of Directors opposes this shareholder proposal.

#### **Item 4: Partial revision of the provision of articles**

##### **(Establishment of a new provision regarding determining a policy for dealing with listed affiliates that may be delisted)**

##### **(1) Contents of shareholder proposal**

The following article will be added to the current Articles of Incorporation.

(Determining a policy for dealing with listed affiliates at risk of delisting))

##### **Article 36**

If the common stock issued by a listed affiliate of the Company (including but not limited to Nissan Shatai Co., Ltd. (hereinafter referred to as "Nissan Shatai")) violates or is reasonably determined to be at risk of violating the listing maintenance criteria set by the stock exchange, the Company's Board of Directors will promptly determine a specific response policy to protect the interests of the Company and minority shareholders of the listed affiliate, including making the affiliate a wholly owned subsidiary or absorbing the listed affiliate, or selling the listed affiliate's shares held by the Company, and will disclose the policy through TDNet promptly after the decision.

##### **(2) Reason for proposal**

For Nissan, Nissan Shatai is effectively a Nissan plant and there is no point in being listed as an independent company. Moreover, due to the Company's shareholding, Nissan Shatai is in danger of being delisted, and as long as it remains listed, management must take into account the risk of conflicts of interest with Nissan Shatai.

From Nissan Shatai's perspective, it is still forced to provide JPY 89.1 B in deposits or loans to Nissan despite the fact that 72% of minority shareholders opposed the proposal at the AGM in 2022. Nissan Shatai also relies on the Company for 98% of its sales, but its profit margin is one of the lowest in the industry, and there is no choice but to assess that Nissan Shatai is being exploited by Nissan.

Therefore, to continue to maintain Nissan Shatai's listing would, in itself, be an act that would lower the Company's reputation as a global company.

Therefore, in order to protect the interests of the minority shareholders of Nissan Shatai, we request the Board determine a policy for dealing with Nissan Shatai.

##### **(3) Opinion of the Board of Directors**

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

As stated in the opinion of Board of Directors on the Item 3 (Establishment of a new provision for consideration of the treatment of listed affiliates) above, the Company is continuously reviewing the governance of entire group of the Company, including the holding policy of listed subsidiaries and listed affiliates. With regard to Nissan Shatai Co., Ltd. (hereinafter referred to as "Nissan Shatai"), which the proposing shareholder pointed out, the Company verified the suitability of candidates appointed by the Board of Directors based on the deliberations and recommendations of the Nomination and Compensation Committee of Nissan Shatai to improve the company's medium-to long-term corporate value and shareholder value as officers of Nissan Shatai, and have exercised its voting rights as the parent company at Nissan Shatai's general shareholders' meeting, thereby respecting the independence of Nissan Shatai's management and striving not to

harm the common interests of shareholders.

Nissan Shatai has also established a Nomination and Compensation Committee, the majority of which is made up of independent outside directors, and a Transaction Monitoring Committee, made up of independent outside directors and independent outside auditors, to deliberate on the content of negotiations for certain important transactions with the Company, and has taken measures to avoid conflicts of interest with minority shareholders.

As announced separately by Nissan Shatai, Nissan Shatai does not meet the listing maintenance criteria for the Tokyo Stock Exchange Standard Market as of March 2024 in terms of the tradable share ratio, but has formulated a plan to meet the listing maintenance criteria and disclosed its steady implementation, and the Company will continue to closely monitor the company's efforts in this regard. This shareholder proposal seeks to uniformly and fixedly prescribe in the Articles of Incorporation, which determine the basic matters of the Company's organization, a specific individual matters that should be decided by the Board of Directors based on the situation at any given time, such as consideration and disclosure of a policy for the treatment of listed subsidiaries and listed affiliates that are at risk of delisting. Such a proposal goes beyond the scope of a typical article of incorporation and could hinder the flexible formulation and modification of policies in response to changes in the business environment and the execution of business operations and is therefore considered inappropriate.

In light of the above, its Board of Directors opposes this shareholder proposal.

Item 5 is a proposal made by two shareholders.

Item 5 that is the shareholder proposal is a separate proposal from and is not a counterproposal to Item 1, the Company's Proposal.

## **Item 5: Amendments to the Articles of Incorporation**

### **(Establishment of a "Zesei-yaku" to ensure proper shareholder meetings)**

#### **(1) Contents of shareholder proposal**

Paragraph 2 shall be added to Article 14 of the Articles of Incorporation, and Article 14-2 of the Articles of Incorporation shall be newly established.

The items to be added and the specific contents of the new text are as follows.

Article 14

Paragraph 1:

(Omitted)~ act as chair of a General Meeting of Shareholders. (Omitted) one of the other Executive Officers shall act in his/her place (Omitted).

Paragraph 2:

The chairperson shall maintain the order of the General Meeting of Shareholders and organize the business of the meeting by respecting the opinions of Zesei-yaku at the General Meeting of Shareholders where the Zesei-yaku specified in the following article is present.

Article 14-2

Paragraph 1:

A Zesei-yaku may give his/her opinion to the chairperson at a general meeting of shareholders with regard to the decisions listed in the following items (i) to (iii). The remediator may also prepare and submit to the Company the documents listed in item (iv).

(i) Decision to end questions from shareholders

(ii) Decision on the approval or disapproval of proposals;

(iii) Decisions on appropriateness of responses to questions from shareholders;

(iv) the record of Zesei-yaku (Records of shareholders' meetings attended as a Zesei-yaku);

Paragraph 2:

The Company shall nominate and notify all shareholders of a Zesei-yaku from among the shareholders who satisfy the conditions set forth in the following paragraph and shall provide all shareholders with the facilities necessary and sufficient to exercise the power of the Zesei-yaku set forth in the preceding paragraph. In addition, documents set forth in item (iv) of the preceding paragraph that have been submitted by a Zesei-yaku within 14 days from the day following the shareholders meeting shall be subject to inspection and copying pursuant to Article 318 of the Companies Act by following a part of the minutes of the shareholders meeting.

Paragraph 3:

A Zesei-yaku shall be a person who satisfies all of the following conditions (no proxy is allowed.): shall be taken as the case may be.

(i) Individual shareholders holding 100 or more voting rights consecutively for one year or more at the record date of the general meeting

of shareholders

(ii) Individual shareholders who do not fall under any of the following categories of matters:

- A. Employees of the Company (including employees dispatched from temp agencies) and employees of important subcontractors (audit corporations, corporate lawyers, etc.)
- B. Officers of the Company (including former executives)
- C. Officers of affiliated companies (subsidiaries, important business partners, and major shareholders who owns more than 1%) (including former executives)
- D. A relative within the second degree of kinship of a person who falls under B or C above

(iii) An individual shareholder who has submitted to the Company a document to stand as a Zesei-yaku by the following deadline:

- A. Ordinary General Meeting of shareholders: Up to 21 days after the record date of Article 13
- B. Extraordinary General Meeting of Shareholders: 8 days prior to the date of extraordinary general meeting of shareholders

Paragraph 4:

A Zesei-yaku shall not take any of the actions listed in the following items:

- (i) Exercise of the right to propose proposals set forth in Articles 303 and 304 of the Companies Act
- (ii) Exercise of the right to ask questions at a shareholders meeting in the same manner as other shareholders
- (iii) An act of buying or selling (including gifts or receiving gifts) the Company's shares from the time of the candidate's candidacy for the position of Remediator until the date of the shareholders meeting.

Paragraph 5:

The Company may cancel the appointment of the Zesei-yaku by the end of the General Meeting of Shareholders if the Zesei-yaku commits any of the prohibited acts listed in the items of the preceding paragraph.

## **(2) Reason for proposal**

The position of "Zesei-yaku" required in this proposal is not a position stipulated in the Companies Act. It is a proposal for Nissan to establish its own voluntary position. Naturally, the Companies Act does not prohibit the creation of voluntary positions. With appropriate management of shareholders meetings, it is as legal as a board member (management side) has a secretariat.

The purpose of proposing the establishment of a new "Zesei-yaku" is to improve and correct the reality that the substance of Article 295 (Authority of Shareholders Meetings) and Article 314 (Accountability of Directors) of the Companies Act has been greatly lost.

First of all, proposals referred to as "Company Proposal" at past general meetings of shareholders is a proposal from the Board. The General Meeting of Shareholders and the Board of Directors are both part of the Company and the recognition that only one of the Directors and the Shareholders is identical to the Company differs from the content of the Companies Act. This statement of recognition that differs from the contents of the Companies Act is widely used not only by Nissan Motor but also by general shareholders meetings in Japan. Moreover, "Company Proposal" are often voted on without being questioned, and on the other hand, the few shareholder proposals that are passed are extremely rare.

In effect, it can be assumed that the Board of Directors has submitted a proposal after prior explanation and confirmation of approval to major shareholders. In other words, it is decided by the Board of Directors (The violation of Article 295, Paragraph 3 of Companies Act is suspected.) It is only a formality that goes through a general meeting of shareholders. The situation is that it is absurd to judge a decision by the volume of applause in the hall. In addition, inappropriate answers to questions are given.

I think it is reasonable for the Board of Directors to do its best to submit proposals that are likely to be approved by major shareholders. However, this does not justify the general shareholders meeting becoming a mere facade. Shareholders who are investors shall have the right to supervise and rectify based on the interpretation of the Companies Act as a whole. To exercise the right of supervision and correction in a sound manner and to check and prevent scandals involving directors, such as the "Ghosn Shock" that occurred in the past, we must prevent the general meeting of shareholders from becoming a mere facade and improve it. To this end, we propose the establishment of a new "Zesei-yaku."

So far, this is the reason for the proposal of "Zesei-yaku." For details of the "Zesei-yaku," I will explain at the General Meeting of Shareholders, with focus on each item of Article 14-2, Paragraph 1 of the Articles of Incorporation.

## **(3) Opinion of the Board of Directors**

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

In conducting the General Meeting of Shareholders, the chairman has the right to maintain order and organize the agenda pursuant to Article 315 of the Companies Act, and by appropriately exercising these powers, he or she has the responsibility to ensure that the meeting is conducted properly and smoothly.

The “Zesei-yaku” in this proposal is not a position based on laws and regulations such as the Companies Act, and the qualifications for this position are limited to certain individual shareholders, and the chairman must respect the opinions of such individual shareholders as a “Zesei-yaku.”

However, with regard to such a “Zesei-yaku” it is not necessarily clear why the qualification requirements should be limited to individual shareholders in the first place, and it is difficult to expect an individual shareholder who is not an officer or employee of the Company to make appropriate advance preparations for the Company's General Shareholders Meeting. Furthermore, there is no institutional guarantee to guarantee the appropriateness of the activities of a “Zesei-yaku” such as the fact that the “Zesei-yaku” has no legal obligation to ensure the smooth and appropriate running of the General Shareholders Meeting. In light of these factors, it is unclear whether the “Zesei-yaku” will actually function appropriately to reflect the general will of shareholders, and there is rather a risk that it will cause unnecessary confusion in the running of the General Shareholders Meeting.

At the Company’s general shareholders' meeting every year, the chairman exercises the right to maintain order and organize the agenda appropriately. Specifically, the Company has been working on improvements based on the opinions and requests of shareholders, and in order to answer questions from as many shareholders as possible, the Company implemented measures such as accepting questions in advance, ensuring sufficient time for questions and answers to discuss the objectives of the general shareholders' meeting, and applying a transparent method for selecting shareholders who ask questions. The Company believes that by making continuous improvements in the future, the Company will continue to run better general shareholders’ meetings.

In addition, every year, the chairperson of the Company’s general shareholders' meeting appropriately handles procedural motions submitted by shareholders, such as by consulting with the shareholders in attendance on the spot. The Company believes that the role of “Zesei-yaku” in relation to this proposal can be achieved by each attending shareholder submitting a procedural motion as appropriate, and that there is no need for such an action in the first place.

In addition, Article 14-2, Paragraph 4 of the Articles of Incorporation in this proposal restricts the “Zesei-yaku”’s own shareholder proposal rights and freedom to transfer shares, and there is some doubt as to whether such a provision of the Articles of Incorporation can be deemed lawful under the Companies Act.

In light of the above, its Board of Directors opposes this shareholder proposal.

Item 6 and Item 7 are proposals made by a shareholder.

Item 6 that is the shareholder proposal is a separate proposal from and is not a counterproposal to Item 1, the Company's Proposal.

## **Item 6: Amendments to the Articles of Incorporation regarding the Director Compensation**

### **(1) Contents of shareholder proposal**

I propose to add the following provisions to the Articles of Incorporation of the Company.

Article [X] (Compensation-linked system)

The compensation of Directors is determined with the approval of the general meeting of shareholders. However, if the Company’s stock price falls by 10% or more from the end of the previous fiscal year, the total amount of compensation for that fiscal year shall be automatically reduced by 20% or more.

### **(2) Reason for proposal**

Although the level of compensation has been partially reduced, it is still high, and it is not clearly guaranteed to be linked to stock prices or business performance. It is necessary to create a sense of responsibility and tension in the compensation system and to align interests with shareholders.

### **(3) Opinion of the Board of Directors**

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

The Company has adopted the most stringent institutional framework as a company with a nomination committee, and under the current system based on the provisions of the Companies Act, sufficient governance that takes into account shareholder interests is already in place regarding the determination of directors' compensation. In fact, in the Company, all members of the Compensation Committee are independent outside directors, and in accordance with the Companies Act, the level of directors' compensation, the composition of compensation, and the target setting for variable compensation are determined through appropriate deliberation. Additionally, when setting compensation, the Compensation Committee refers to global companies of similar business scale and complexity in business development, and trends in the compensation levels of benchmark companies are also considered, with the appropriateness confirmed each time by itself.

For the compensation of directors who do not concurrently serve as executive officers, including outside directors, the Company structures their compensation as fixed compensation only, consisting of basic compensation plus compensation reflecting each individual's role. Especially for outside directors, since they are expected to fulfill a supervisory function over the management team and independence is required, the above-mentioned compensation structure is recognized as standard. Linking outside directors' compensation to stock prices or business performance has raised concerns that it may weaken their supervisory function over the management team.

The compensation for directors who concurrently serve as executive officers is entirely treated as compensation for executive officers and consists of fixed compensation (basic compensation) and variable compensation. The variable compensation includes annual bonuses linked to the achievement of management targets set for a single fiscal year, as well as long-term incentive compensation comprising two types: performance-based cash plans (LTIP) and restricted stock units (RSU). Furthermore, the proportion of variable compensation in total compensation is set higher for executive officers in higher positions, thereby motivating them to achieve performance targets and enhance shareholder value. Additionally, starting from fiscal year 2024, we have revised the performance-based cash plan for executive officers to include Total Shareholder Return (TSR) as an indicator, aiming to further enhance shareholder value.

As outlined above, the compensation system for executive officers is designed to link compensation to performance and stock prices, while the current compensation system for directors excludes linking compensation to performance and stock prices. However, as we continuously strive for improvement in response to changes in the external environment, incorporating uniform rules regarding directors' compensation into the Articles of Incorporation, which is the fundamental norm for determining the company's organizational and operational framework, may hinder compensation decisions and improvements tailored to specific circumstances at any given time, and we believe this is inappropriate.

Moreover, under the Companies Act, the compensation for directors in a company with a nomination committee is legally determined by the Compensation Committee. The legality of this proposal, which aims to restrict or alter the decision-making authority and content of the Compensation Committee, remains questionable.

In light of the above, its company's Board of Directors opposes this proposal.

## **Item 7: Regarding the implementation of year-end dividends**

### **(1) Contents of shareholder proposal**

At the end of fiscal year 2024, I request the implementation of a dividend of 20 yen per common share, as well as the prompt presentation of a policy regarding interim dividends.

### **(2) Reason for proposal**

Under the current situation of continued non-payment of dividends, sincere profit returns to shareholders are not being fulfilled. The interim dividend remains undecided, and in order to restore trust, it is necessary to clarify the policy for profit returns to shareholders.

### **(3) Opinion of the Board of Directors**

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

The Company aims to enhance shareholder returns and improve capital efficiency while striving to achieve sustainable business expansion and maintaining financial soundness to realize medium- and long-term growth as part of the Company's shareholder return policy. Decisions regarding dividends take into comprehensive consideration factors such as operating profit, net income, free cash flow from the automobile business, and net cash in the automobile business.

Regarding the fiscal year ending March 2025, the Company recorded a net loss of 670.9 billion yen for the current fiscal year. Moreover, free cash flow from the automobile business stood at minus 242.8 billion yen. Accordingly, on April 24, 2025, in the Company's "Notice Regarding Dividends of Surplus", the Company announced the decision to forgo year-end dividends for the fiscal year ending March 2025.

In the performance outlook for fiscal year 2026 announced on May 13, 2025, due to the uncertainty of the environment caused by U.S. tariff policies, operating profit and net income attributable to parent company shareholders remain undecided. Therefore, we believe it is appropriate to focus on implementing Nissan's management restructuring plan "Re:Nissan" improving business performance, and taking measures centered on cash preservation.

In light of the above, its Board of Directors opposes this shareholder proposal.

- End -

## **Business Report (From April 1, 2024 to March 31, 2025)**

### **1. Business Review of Fiscal Year 2024**

#### **(1) Operations and results**

The Company submitted a corrective action report to the Japan Fair Trade Commission (“JFTC”) on March 5, 2025, in relation to the recommendation received from the commission on March 7, 2024 based on violations of the Japanese subcontract act (“Subcontract Act”).

The Company has taken the recommendation very seriously and implemented various improvement and corrective measures, including revising and reforming its companywide processes and organizations.

As part of the establishment of regulatory compliance management system, the Company has revised and reformed its companywide processes and organizations, including establishment of a department responsible for the Subcontract Act to strengthen internal controls, creation of an external window (hotline) to receive inquiries and reports from business partners, and establishment of the Partnership Transformation Office directly under the President/CEO to directly gather feedback from business partners. Furthermore, the Company has enhanced the compliance awareness and knowledge by conducting educational programs and events to raise employee compliance awareness. Going forward, the Company will continue its efforts to regain the trust of its business partners and work together as a company to promote fair transaction.

During the current year, the automotive industry continued to face a challenging environment, affected by intensified competition, volatile exchange rate, and inflation. Especially in the U.S. market, both industry-wide inventory and sales incentive amongst concerns of 25% import tariffs from Mexico were on the rise. The Chinese market continued to see an increase in sales competition and a prolonged fast pacing shift to new energy vehicles, such as plug-in hybrid and battery electric vehicles.

#### **Fiscal year 2024 business review**

The fiscal year 2024 has been challenging due to a tough market environment combined with Nissan unique issues.

Sales plans have consistently fallen short of expectation, and fixed costs, particularly general administrative expenses, have increased. Additionally, variable costs have risen due to inflation and compensation expenses for business partners. Furthermore, the deterioration of the model mix, increased incentives to address inventory reduction and competitive pressures, have also squeezed profits. In regions like the U.S., lack of electrified vehicles to meet changing customer needs in a timely manner remains a significant challenge.

Given this background, the Company has planned and implemented “Turnaround” initiatives from last November as urgent measures to rebuild a “lean and resilient business structure” that can flexibly and swiftly adapt to future changes in the business environment, and have been making progress since then.

The Company has formulated a new Nissan recovery plan, “Re:Nissan,” in May 2025 under a fresh focus with new management transformed in April 2025, reassessing its targets and conducting a comprehensive review of key initiatives, introducing further measures to ensure a strong recovery.

With “Re:Nissan” the Company targets a total cost savings of 500 billion yen versus fiscal year 2024 actuals in fixed and variable cost savings. These savings will establish a framework to secure operating profitability and free cash flow in the automotive business by fiscal year 2026.

#### **Fiscal year 2024 sales performance**

##### **<Global>**

In fiscal year 2024, global total industry volumes (“TIV”) increased 3.3% to 83.7 million units. As a result, despite facing a tough environment including multiple political changes, uncertainty about the future, and rising raw material and energy prices, Nissan’s global retail sales decreased 2.8% to 3.35 million units. Excluding China, unit sales was at the same level as the previous year with sales volume supported by North America, where new vehicles were launched.

##### **<Japan>**

In Japan, TIV increased 1.0% to 4.58 million units. Although its combined sales of the Dayz and Roox increased 3.9% year-on-year, and the Serena and Note/Note Aura became the best-selling minivans/compact cars in FY2024, respectively, Nissan’s retail sales decreased 4.8% to 461 thousand units and market share decreased 0.6 percentage points to 10.1%.

#### <China>

In China, TIV increased 1.6% to 25.14 million units. Total demand for local brands in China showed strong growth, increasing 23% year-on-year, while the segment in which global manufacturers including the Company participate decreased 21.2% year-on-year. Among these, Sylphy was the best-selling model in the ICE passenger car segment. Nissan's retail sales decreased 12.2% to 697 thousand units and market share decreased 0.4 percentage points to 2.8%. The impact of the decrease in TIV was smaller than that of global manufacturers.

#### <North America>

In North America, TIV increased 3.0% to 19.36 million units. The newly launched Kicks, Murano, Armada and Infiniti QX80 models driven sales. In addition, strong sales in Mexico and Canada remained strong. The Company's retail sales in the U.S. increased 2.5% to 938 thousand units and market share remained the same at 5.9%. In addition, in North America excluding the U.S., retail sales increased 5.3% to 365 thousand units.

#### <Europe>

In Europe, TIV increased 4.7% to 17.12 million units. Although sales of Qashqai, which had a minor change in the 2nd quarter, increased 2% year-on-year and sale of Juke was increased 12% year-on-year, the Company's retail sales decreased 2.9% to 351 thousand units and market share decreased 0.1 percentage points to 2.0%.

#### <Others>

In other markets, including Asia, Oceania, Africa and Latin America, TIV increased 4.8% to 21.1 million units. Sales in Brazil were strong, increasing 13% year-on-year to 87 thousand units, however faced various difficulties in Argentina, Chile and Peru, resulting in a decrease in sales volume compared to the previous year. Nissan's retail sales decreased 1.2% to 535 thousand units.

### **Fiscal year 2024 financial performance**

In fiscal year 2024, Nissan's consolidated net sales decreased by 0.4% from the previous year to 12,633.2 billion yen. Consolidated operating profit was 698 billion yen, representing an operating profit margin of 0.6%. Net loss attributable to owners of the parent company was 670.9 billion yen, resulting in decrease net sales and profit.

Free cash flow for the automotive business was negative totaled 242.8 billion yen. As a result, net cash (cash on hand excluding debt) for the automotive business was 1,498.4 billion yen at the end of the fiscal year.

Given its business situation and the need to invest in sustainable growth for the Company, the Company plans to forgo the year-end dividend for fiscal year 2024. The Company sincerely apologizes to its shareholders and ask for your understanding.

### **(2) Capital expenditures**

Capital expenditures on a consolidated basis in fiscal year 2024 ended March 31, 2025, totaled 577.3 billion yen, concentrated on development of new products, electrification, autonomous driving, new mobility services, safety and environmental technology and improvement of the efficiency of the production system.

### **(3) Funding activities**

The Company's top priority for funding activities is to secure liquidity at a global level and to diversify its funding sources. As a result, debt balance for the Company at the end of March 2025 was 8,099.9 billion yen.

To secure liquidity while maintaining stable funding for the automobile segment in fiscal year 2024, the Company secured funding through loans and issued commercial paper. When considering funding, the Company evaluates its available options such as loans from financial institutions and issuances of commercial paper or bonds, whether Japanese yen or foreign currency denominated, and selects the funding option or options that it believes is optimal based on a variety of factors. In fiscal year 2025, the automobile segment has 708.3 billion yen in debt maturities. However, as the segment held 2,159.8 billion yen in cash and cash equivalents as of March 31, 2025, the Company believes there is sufficient liquidity for the auto segment.

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

In addition, for both the automobile and sales finance segments, the Company has commitment lines available from major global banks that may be utilized in the event of unexpected funding needs. As of March 31, 2025, these unused commitment lines, including asset-backed commercial paper facilities for the sales finance segment, totaled 2,112.5 billion yen.

With its funding activities and available commitment lines, we believe there is sufficient liquidity available for the Company.

#### **(4) Issues to be addressed**

##### **Shifts in external environment**

The business environment is in a state of continuous change, shaped by new regulations, geopolitical risks, rapid fluctuations in exchange rates, rising prices of raw materials and energy, and varying tariff policies.

The ongoing wave of electrification in major global markets is influenced by constantly shifting external factors. Regulations and policies concerning electric vehicles are evolving in each country. In Europe and the U.S., the pace of electrification is slowing, prompting a reevaluation of hybrid vehicles. In the U.S., this landscape has been significantly impacted by the current administration's tariff policies.

This situation requires Nissan to adopt a flexible and optimal strategy tailored to each market.

The Company is currently evaluating the effects of tariff policies and exploring measures to mitigate their impact. To ensure continued operation and growth in China, The Company plans to leverage its existing strengths and implement reforms with urgency. Additionally, the company aims to utilize its assets in China to advance the development and launch of rapidly expanding NEV vehicles while considering the export of these vehicles as part of its business expansion strategy.

As the automotive industry continues to evolve, The Company will adapt to changes in the external environment while fostering strong, trusting relationships with suppliers, dealers, and other business partners.

##### **Nissan's business strategy**

The new management of the Company is carefully reassessing its targets and has conducted a comprehensive review of key initiatives, introducing further measures to ensure a strong recovery, in response to the challenging performance and rising variable costs, compounded by an uncertain environment in fiscal year 2024. The Nissan recovery plan "Re:Nissan," announced on May 13, 2025, is an action-based recovery plan - grounded in reality and driven by determined actions to reduce costs, redefine our strategy, and reinforce partnerships. With "Re:Nissan" the Company will secure operating profitability and free cash flow in the automotive business by fiscal year 2026.

##### **Reduce variable cost:**

Aim to reduce variable costs by 250 billion yen by fiscal year 2026 (compared to fiscal year 2024 actuals).

- Accelerating engineering and cost efficiency:

A dedicated cross-functional transformation office under Chief Total delivered Cost (TdC) Officer staffed by around 300 experts, has been established and is empowered to make cost decisions. Additionally, with the swift implementation of a shortened development process to advanced and post-FY26 product development, the Company will temporarily reassign 3,000 employees involved in development to focus on cost reduction initiatives without any delays in product launches.

##### **Reduce fixed cost:**

Aim to reduce fixed costs by 250 billion yen by fiscal year 2026 (compared to fiscal year 2024 actuals).

- Restructuring manufacturing and refining efficiency

The Company will consolidate its vehicle production plants from 17 to 10, and streamline its powertrain plants by fiscal year 2027. With these initiatives, the Company will reduce fixed costs through acceleration of job reformation, work shift adjustments, and capital expenditure reductions. Cancelling the planned Lithium Iron Phosphate battery plant in Kyushu and integration of the production lines at the Thailand plant are part of this initiative.

- Reduction of workforce

The Company aims to reduce its workforce by a total of 20,000 employees between fiscal years 2024 and 2027. This workforce reduction globally covers direct/ indirect roles and contractual roles in manufacturing, SG&A and R&D functions. Additionally, the Company will implement further measures under SG&A, including expanding the scope of shared services and identifying efficiencies in marketing.

- Revamping development

The Company is revamping its development processes by reducing engineering costs, complexity, and improving development speed. Through various initiatives such as rationalizing global R&D facilities and allocating work to competitive locations, the Company aims to reduce the workforce's average cost per hour by 20%.

The Company will reduce parts complexity by 70%, while the integration and optimization of platforms will decrease the number of platforms from 13 to 7 by fiscal year 2035. Furthermore, the Company will advance its efforts to significantly shorten the development lead time of the first vehicle to 37 months and subsequent family vehicles to 30 months.

### **Redefine market and product strategies:**

The Company is reshaping its product strategy to be more market-focused and more brand-oriented. Commitment to innovation will accelerate, bringing exciting advancements to valued customers. It will be centered around signature Nissan models that deliver strong nameplates which represent the heartbeat of Nissan globally, volume-driving models that will be the key drivers of the Company's performance and growth.

The market-specific approach will be positioning the U.S., Japan, China and Europe, Middle East and Mexico as key markets and adopt a customized approach to other markets. The Company will utilize China and Mexico as export hubs, and leverage partnerships with the Renault Group and partners from China to further diversify offerings.

### **Reinforce partnerships:**

The Company will collaborate with partners to deliver models that complement its portfolio and meet unique market needs. Projects with alliance partners, Renault Group and Mitsubishi Motors, will be continued, such as OEM supply projects. Additionally, the Company will, together with Mitsubishi Motors, maintain collaboration with Honda in the framework of a strategic partnership for vehicle intelligence and electrification.

### **Nissan's sustainability strategy**

The automotive industry is experiencing significant transformation as it seeks new forms of service and mobility in response to social issues such as climate change, evolving customer awareness, and the rapid advancement of AI technology. To achieve sustainable growth amid these changes, Nissan must address the entire value chain.

Under Nissan's long-term vision, "Nissan Ambition 2030," the Company aims to address challenges on sustainability issues and create value for society through its business activities.

### **Nissan Green Program 2030 (NGP2030):**

The Nissan Green Program (NGP), established in 2002 to support our environmental philosophy of "a symbiosis of people, vehicles, and nature," is evolving through its mid-term environmental action plans. NGP2030 highlights "climate change," "resource dependence," and "air quality and water" as key challenges. In response, Nissan is committed to three key initiatives: limiting global temperature rise within 1.5 degrees Celsius to achieve carbon neutrality, transitioning to a circular economy, and reducing its impact on nature and ecosystems.

### **Nissan Social Program 2030 (NSP2030):**

NSP2030 is a structured action plan that promotes the Company's social initiatives through six key pillars: "Safety," "Quality," "Responsible sourcing," "Intellectual property," "Communities," and "Power of employees." With a people-centric approach, the Company aims to achieve sustainable growth alongside its employees, communities, partners, and society, ultimately striving to create a better world for future generations.

### **Improving management indicators**

Nissan's share price closed at 378.70, a -37.7% year-on-year decline as of the end of March 2025. The PBR is around 0.27 times.

In March 2024, the company acquired 2.5% of the total outstanding shares, which were fully canceled in April, and the company acquired another 5% of the outstanding shares in September 2024, which were fully canceled in October, resulting in a shareholder return of 139.3 billion yen. The Company is committed to enhancing shareholder returns and capital efficiency, as well as continuously improving its financial performance and maintaining financial flexibility for future growth.

“Re:Nissan” clarifies the necessary steps to recover performance and establishes clear timelines following a comprehensive review of the Company's current situation. Although the targets are ambitious, the strategies and actions are well-defined. The Company remains committed to the steady implementation of this plan to recover performance.

The road to recovery is certainly challenging, however the Company aims to achieve growth through strong products and customer satisfaction. Based on the Company's corporate purpose of “Driving innovation to enrich people's lives” and on the Company's DNA, the Company will unite its efforts across the organization to provide innovative vehicles and services, delivering exciting products to its customers with unwavering passion. The Company recognizes the important role it plays in society and is dedicated to providing value to all stakeholders through initiatives that pave the way for mobility and beyond.

The Company greatly appreciates the continued support from its stakeholders.

## (5) Financial Performance Highlights

(Billions of yen, except per share amounts)

	Fiscal Year 2021	Fiscal Year 2022	Fiscal Year 2023	Fiscal Year 2024
Net sales	8,424.6	10,596.7	12,685.7	12,633.2
Operating income	247.3	377.1	568.7	69.8
Net income (loss) attributable to owners of parent	215.5	221.9	426.6	(670.9)
Net income (loss) per share <Yen>	55.07	56.67	110.47	(187.08)
Total assets	16,371.5	17,598.6	19,855.2	19,024.1
Net assets	5,029.6	5,615.1	6,470.5	5,445.3
Net assets per share <Yen>	1,170.17	1,310.74	1,599.28	1,419.78

Note: 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 the Company has cross-shareholdings with several shareholders such as Renault.

## (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	50.0
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 Co., Ltd. Business management of the domestic sales network, as well as holding, leasing and entrusted management of real estate	Kanagawa Prefecture	¥90	(100.0)
Nissan Kanagawa Hanbai Co., Ltd. Sale of vehicles and auto parts	Kanagawa Prefecture	¥90	(100.0)
Nissan North America, Inc. Headquarters for North American operations Manufacture/sale of vehicles and auto parts	USA	US\$0	100.0

Company name main business	Location	Capital [millions]	% ratio of issued shares
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) Ltd. Manufacture/sale of vehicles and auto parts, Vehicle R&D, evaluation, certification, warranty management	UK	£250	(100.0)
Nissan Motor (GB) Ltd. 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
Nissan International S.A. Support of operation in Europe	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£ 4,801	(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 Pvt. Ltd. Sale of vehicles and auto parts	India	INR 18,900	(100.0)
Renault Nissan Automotive India Pvt. Ltd. Manufacture/sale of vehicles and auto parts	India	INR 57,732	(51.0)
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. The Company maintains a tie-up contract for broad automotive business alliance including capital participation with Renault.  
3. The Company maintains an agreement with Renault and Mercedes-Benz Group AG on a strategic cooperative relationship including capital participation.  
4. 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
132,790 (16,031)*	790

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 issued	3,713,998,612
(3) Number of shareholders (an increase of 63,106 compared with the previous fiscal year-end)	642,232
(4) Principal shareholders	

Name of shareholders	Number of shares [thousands]	% ratio of issued shares
NATIXIS SA AS TRUSTEE FOR FIDUCIE NEWTON 701910	693,124	18.8
Renault S.A.	633,107	17.1
The Master Trust Bank of Japan (Shintaku-guchi)	260,612	7.1
J.P. MORGAN SE – Luxembourg BRANCH 381648	126,313	3.4
BNY GCM CLIENT ACCOUNT JPRD AC ISG (FE-AC)	82,561	2.2
Custody Bank of Japan (Shintaku-guchi)	49,702	1.3
STATE STREET BANK AND TRUST COMPANY 505001	48,125	1.3
CGML PB CLIENT ACCOUNT/COLLATERAL	39,644	1.1
MAN INTERNATIONAL ICVC – MAN GLG JAPAN COREALPHA FUND	39,545	1.1
MOXLEY & CO LLC	38,598	1.0

Notes: 1. % ratio of issued shares is calculated excluding treasury stock (18,727 thousand 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 J.P. MORGAN SE - LUXEMBOURG BRANCH 381648 on the shareholders' register. In addition, Daimspain DT, S.L. substantially holds 13,829 thousand shares of the Company in the custody of J.P. MORGAN SE - LUXEMBOURG BRANCH 381621, and the total of these accounts are 140,142 thousand shares.

3. Although the shares are registered in the name of NATIXIS SA AS TRUSTEE FOR FIDUCIE NEWTON 701910 in the shareholders' register, all of these shares are effectively held by Renault S.A. The total number of shares including Renault S.A. is 1,326,231 thousand shares.

### (5) Number of shares of the Company issued to Directors and Executive Officers during the fiscal year 2024

In fiscal year 2024, the Company delivered 429,377 shares of common stock of the Company to five 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	
Director	Jean-Dominique Senard	Vice Board Chair, Member of Nomination Committee	Chairman of the Board of Directors of Renault*
Outside Director	Bernard Delmas	Lead Independent outside director, Member of Compensation Committee Member of Audit Committee	
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 Nisshin Seifun Group Inc.
Outside Director	Andrew House	Chair of Nomination Committee, Member of Compensation Committee	Outside Director of Dentsu Group Inc.
Outside Director	Brenda Harvey	Member of Audit Committee	
Outside Director	# Teruo Asada	Member of Audit Committee	
Outside Director	# Mariko Tokuno	Member of Compensation Committee	Outside Director of Yamato Holdings Co., Ltd. (Resigned on June 2025) Outside Director of Shiseido Company, Limited.
Director	Pierre Fleuriot	Member of Audit Committee	Lead Independent Director of Renault * Director and Chairman of the Governance, Appointments and Remuneration Committee of the Casablanca Stock Exchange Director and Chairman of the Risk Committee of Bank of America Securities Europe SA
Director	Makoto Uchida		Director of Dongfeng Motor Co., Ltd.*
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. Bernard Delmas, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Andrew House, Ms. Brenda Harvey, Mr. Teruo Asada and Ms. Mariko Tokuno are eight Independent director based on the regulation of the Tokyo Stock Exchange.
2. Mr. Motoo Nagai, Chair of Audit Committee, 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, Mr. Teruo Asada, Member of Audit Committee, have years of experience in corporate management and an extensive knowledge of finance and accounting.
3. The Company 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 Director newly elected at the 125th Ordinary General Meeting of Shareholders, held on June 25, 2024.
5. \* 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.*
Executive Officer, Executive Vice President Chief Brand & Customer Officer Chairperson, Management Committee for Japan/ASEAN	Asako Hoshino	Brand Champion, Global M&S/Customer Experience/AS, Connected Car Service, Global INFINITI, MC Japan-ASEAN	Director of Dongfeng Motor Co., Ltd.*
Executive Officer, Executive Vice President Chief Technology Officer	Kunio Nakaguro	R&D	
Executive Officer, Executive Vice President Chief Monozukuri Officer	# Hideyuki Sakamoto	Manufacturing & SCM, Purchasing, AFL	Chairman of Aichi Machine Industry Co., Ltd., Outside Director of Mitsubishi Motors Corporation*
Executive Officer, Chief Financial Officer	Stephen Ma	Finance, Control, M&A, Tax & Customs, Investor Relations, Global IS/IT, Partnership operations & performance	President of Dongfeng Motor Co., Ltd.*

- 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 was terminated on March 10, 2025. 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. However, compensation is not provided in cases of willful misconduct or gross negligence, fines and penalties. The fulfillment 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 January 1, 2025, responsibilities of Executive Officer were changed as below

Position	Name	Responsibility
Executive Officer, Chairperson of Management Committee for China of China	Stephen Ma	MC China

5. Mr. Makoto Uchida, Ms. Asako Hoshino, Mr. Kunio Nakaguro and Mr. Hideyuki Sakamoto were stepped down from the Company on March 31, 2024.
6. The following Executive Office were appointed on April 1, 2025

Position	Name	Responsibility	Important Positions at Concurrent Companies
Representative Executive Officer	Ivan Espinosa		Director of Dongfeng Motor Co., Ltd.*
Executive Officer, Chief Technology Officer	Eiichi Akashi	R&D	Director of Dongfeng Motor Co., Ltd.*
Executive Officer, Chief Monozukuri Officer	Teiji Hirata	Manufacturing, SCM	

Position	Name	Responsibility	Important Positions at Concurrent Companies
Executive Officer, Chief Financial Officer	Jeremie Papin	Finance, Control, M&A, Tax & Customs, Investor Relations, Global IS/IT	

Note: \* indicates the companies engaged in the same kind of business as the Company.

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

### i. Activities of the Board of Directors

The majority of the Company's Board of Directors (8 out of 12 directors) is composed of independent outside directors, and the Chairman is also an independent outside director. The Board of Directors makes decisions on important matters related to the management of the Group in accordance with laws, regulations, and the Regulation of the Board of Directors.

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

#### 1. Regular agenda:

- Annual Business Plan, Business report, Quarterly Financial results, AGSM convocation notice
- Internal control and Risk management report, Corporate Governance report approval
- Sustainability related report (Issuance of Integrated report, Sustainability data book)
- IR activity report, etc.

#### 2. Key Agenda Items in FY24:

- Implementation of the Turnaround plan and report on progress
  - Conducted discussions on fundamental business restructuring to recover and stabilize its business. Discussions focused on the rapid implementation of "lean and strong business structure."
- Sign (and cancellation) of MOU with Honda regarding consideration of business integration
  - To build the strategic partnership for the era of automotive intelligence and electrification, continued discussions were held regarding the business integration with Honda. Although we finally decided to discontinue discussion and consideration of business integration after various discussions on the increasingly changing market outlook, our management measures, and other issues, confirmed that we will continue to consider collaboration in areas where the mutual strengths can complement each other.
- Replacement of Representative Executive Officer and Change in Executive Officer line-up
  - For the replacement of the Representative Executive Officer, based on the request for management reform in light of the rapid changes in the business environment, a candidate was selected in accordance with the previous succession process of the Nomination Committee, and the Board of Directors confirmed that the candidate is a suitable leader for the next generation, and approved the appointment.

In addition, regular meetings with outside directors chaired by the lead independent director are held to discuss a wide range of issues related to the Company's corporate governance and business matters. As cooperation between outside directors and external parties, meetings are held to exchange opinions with institutional investors and external auditors. Also, the Company conducted training sessions for newly appointed outside directors and visits to the Company's business sites during the fiscal year.

### ii. Activities of the each committee

#### <Nomination Committee>

The Board of Directors appoints the committee chair from an Independent director and appoints 5 committee members, four 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 126th Ordinary General Shareholders meeting
- Discussed the President and Chief Executive Officer's succession plan process

**<Compensation Committee>**

All five 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:

- Set 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 FY2024.

**<Audit Committee>**

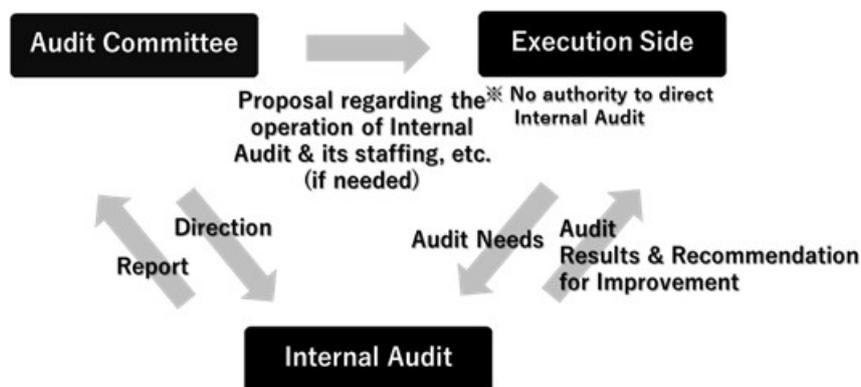
The Chair is an Independent director, and 4 out of 5 members are Independent directors. As part of audits on business execution including the organization and operation of Nissan’s internal control systems, the Audit Committee receives reports from executive officers, corporate officers, and employees 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, having secured the internal audit department’s very high independence of the execution side as follows, and periodically receives reports from the internal audit department 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.

**Framework to secure the independent of the internal audit department**

Item	Framework
Authority to direct	The Audit Committee only has the authority to direct the internal audit Department
Personnel move & evaluation of the head of internal audit dept.	Approval by the Audit Committee is required for the transfer of, and the Audit Committee evaluates the head of the internal audit department. (The execution side is neither able to evaluate or to transfer him/her.)
Budget (including Payment)	The annual budget of internal audit department is approved by the Audit Committee, and a system is established so that the internal audit department can make payments under the budget without going through the execution side’s approval procedures.

**Relationship among Audit Committee, Internal Audit and Execution Side**



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.

In addition, the Audit Committee audits the validity of the evaluation process and of the identified issues to be addressed based on the evaluation results of the annual evaluation of the effectiveness of the Board of Directors, reports its audit results to the Board of Directors, and appropriately conducts monitoring so that such evaluation can be made appropriately and be meaningful to improve the effectiveness of the Board of Directors.

The Audit Committee set the following as key audit items for this fiscal year, deliberated each item at the meetings repeatedly, and made recommendations to the execution side as needed. Furthermore, the Audit Committee has the head of the internal audit department as well as the independent auditors attend the meetings as observer and share with them timely the Company's business situation and challenges recognized through the discussion of each meeting agenda so that each can utilize them in its respective audits. And, to enhance the discussion of each agenda further, the Audit Committee requests its opinions from its respective viewpoint as necessary.

Key Audit Item	Points of Discussion
Monitoring of the business execution status of the executive officers, etc.	<ul style="list-style-type: none"> <li>• The progress of the mid-term business plan “The Arc” (The Audit Committee confirmed the status of sales and the cash flow in each region as well as the status of the initiatives to address major business challenges such as the improvement of the sales quality aiming at the optimization of the inventories and the incentives, etc., and provided advices to the execution side as necessary to encourage further consideration.)</li> <li>• The contents of the Turnaround plan and the progress of the measures partially implemented based on the plan (Considering the expected reaction of stakeholders, the Audit Committee advised and encouraged the execution side for further consideration, from the perspectives of the appropriateness of the risk scenarios, the feasibility of the future cost reductions and financing, and the importance of partner strategy, etc.)</li> </ul>
Monitoring of the operational status of the internal control system and the risk management system	<ul style="list-style-type: none"> <li>• The handling of the integrated risk management system and of newly recognized high risk items considering the environment surrounding the Company</li> <li>• Thorough compliance with the Subcontract Act, and efforts to ensure proper transactions and strengthen relationship with suppliers</li> <li>• The structural enhancement of the compliance division and the status of the activities to enhance internal awareness regarding compliance</li> <li>• The activities concerning cybersecurity (the contents of the maturity self-assessment and the progress of the mid-term plan based on the 3<sup>rd</sup> party assessment)</li> <li>• Recommendations on improvements to speed-up and increase the efficiency of decision-making of the execution side (the reduction and the strict management of the number of meetings involving the management, and the expansion of the delegation of authorities, etc.) and the execution side’s responses to the Audit Committee’s recommendations</li> </ul>
Confirmation of the status of the internal audit department	<ul style="list-style-type: none"> <li>• Significant audit findings and the execution of recommended improvements based thereon (The internal audit department’s following-up to encourage the steady execution thereof by the execution side.)</li> <li>• The internal audit department’s initiatives to further enhance the operation aiming at an “insight generator” and to integrate cooperation and close communication as a “global one team”</li> <li>• Support for the 2<sup>nd</sup> line (Support for compliance with the revised J-SOX standards, etc.)</li> <li>• Initiatives to promote Digital Transformation (the efficient operation of the audit management system, the utilization of big data in audits)</li> </ul>
Measures to enhance the internal control as the Company’s group	<ul style="list-style-type: none"> <li>• The integrated management of all group companies in Japan and overseas for further group governance enhancement.</li> <li>• The collaboration between Nissan’s internal audit department and major domestic and overseas group companies’ internal audit section including the unification of the audits standards within the group companies, etc.</li> </ul>

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 continuously 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

- In addition to the receipt of the reports on the quarterly review for this fiscal year from the independent auditors, the Audit Committee exchanged opinions with them on the Key Audit Matters (KAM) such as the impairment of the fixed assets in the automotive business, etc., as well as the latest regulatory trends for audits.

### On-site Audits and Collaboration with the Company Group's Statutory Auditors

- Audit Committee members conducted on-site audits on the Company's sites/plants and major domestic and overseas subsidiaries (2 sites and 21 subsidiaries), and Audit Committee received reports on the results of major on-site audits.
- The Audit Committee held semi-annual conferences with major domestic 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 P R	M A Y	J U N	J U L	A U G	S E P	O C T	N O V	D E C	J A N	F E B	M A R	
Key Audit Item	Monitoring of Business Execution Status	•	•	•	•	•	•	•	•	•	•	•	•	
	Monitoring of the Operational Status of the Internal Control System and the Risk Management System	Overall Internal Control	•	•	•	•			•		•	•		
		Integrated Risk Management System			•			•						
		Subcontract Act	•	•				•	•		•			•
		Compliance				•				•	•			
		Cybersecurity			•			•			•			
		Decision Making Speed up and Efficiency						•					•	•
	Confirmation to Activity Status of Internal Audit Department	•	•	•	•	•	•	•	•	•	•	•	•	•
	Internal Control Enhancement for the Company Group	•		•	•	•	•	•	•	•	•	•	•	•
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. Bernard Delmas, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Andrew House, Ms. Brenda Harvey, Mr. Teruo Asada and Ms. Mariko Tokuno 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.

#### 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

#### i. 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 to determine elements of compensation for each director and executive officer of the Company as provided by the Companies Act. The Company's basic policy is executive compensation must be designed to motivate the Company's directors and executive officers to maximize value for the stakeholders, such as its customers, shareholders, the local communities in which the Company operates, and its 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 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 the Company's customers, shareholders, the local communities in which the Company operates, and its 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 an environment 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 the compensation program for each director and executive officer in accordance with the above basic policy. The Compensation Committee determines the contents of compensation for each director and executive officer for the current fiscal year after appropriate deliberations. 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.

## **Major revisions made during the current business year**

The major revisions in executive compensation for the fiscal year under review are as follows.

Item		Contents of revision
Composition ratio of compensation		The proportion of long-term incentives was increased.
Annual bonus	Structure of objective	For executive officers other than the CEO, specific functional objectives were added for the function they lead. .
FY2022/FY2023 performance-based cash incentives	Social value indicator	The index was changed from respect for human rights index, which was set as a performance indicator until FY2023, to the DEI (Diversity Equity and Inclusion) index.
FY2024 performance-based cash incentive	Target setting	The setting of single-year targets for each of the three fiscal years was changed to targets for the end of the three fiscal years only.
	Social value indicator	In addition to increasing the evaluation weight, the performance indicators are set to CO2 emission reduction rate for the environmental field and the DEI index for the social field.
	Shareholder indicator	Total shareholder return (TSR) was newly added.

## **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 including major automotive companies with which it competes with. For other executive officers, the reference comprises Japanese companies listed on Japanese stock exchanges and also includes major automotive companies with which it competes with.

## **Composition of compensation**

### a. 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 independent outside director. Directors who do not 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.

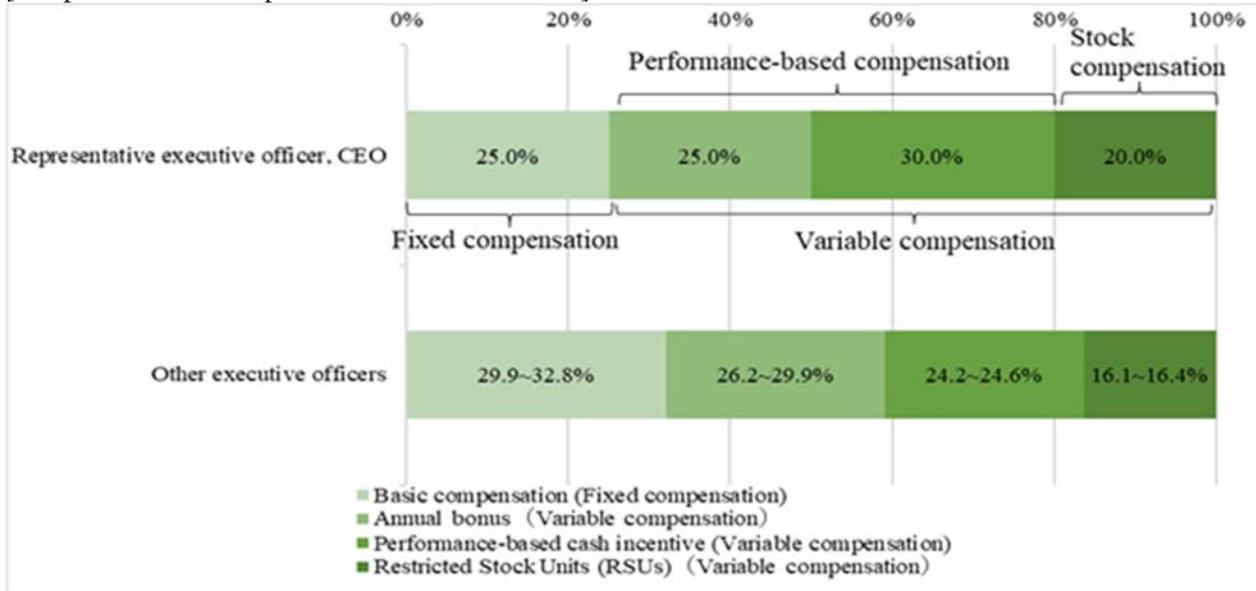
### b. Executive officers

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 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 high-ranking 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 rate of compensation for this fiscal year. The compensation level and the composition rate of compensation are revised from time to time depending on trends in compensation levels for compensation benchmark companies.

[Composition rate of compensation for executive officers]



Note: 1. This rate is calculated based on the FY2024 theoretical variable compensation as the total achievement rate is 100%.  
 2. This rate includes executive officers who retired on March 31, 2025.

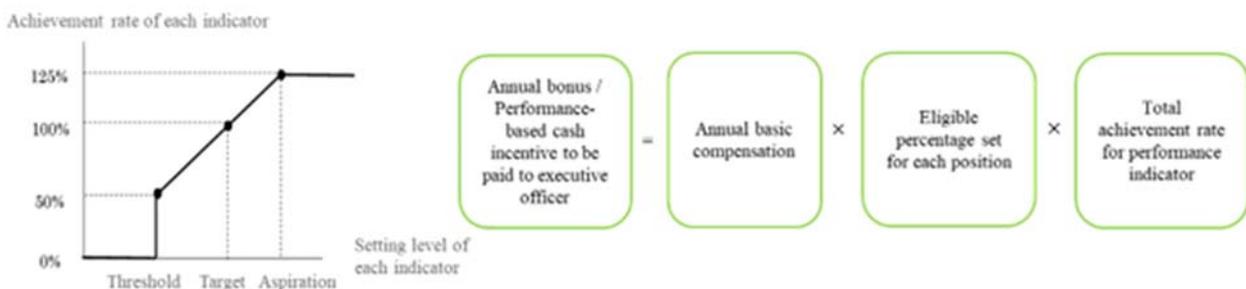
**Basic compensation**

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. 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 are also considered to determine each executive officer's basic compensation.

**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, sustainable growth and profitability for the Company. This "long-term incentive compensation" consists of both a non-performance-linked compensation "restricted stock units (RSUs)" element and a "performance-based cash incentive" element 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 and mid-to long-term business performance objectives, and to enhance the shareholder value.

[Annual bonus and performance-based cash incentive payment rate model and calculation method]



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 a certain indicator falls short of 50% in terms of achievement rate, the achievement rate would be counted as zero (0%), and if a certain indicator exceeds 125% of the achievement rate, the achievement rate would be 125%.

## **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 determined for each executive position and the total achievement rate for performance indicators that are defined for sustainable growth.

For CEO, the annual bonus is weighted as 100% to the achievement of the corporate objectives. For other executive officers, 70% of their annual bonus is linked to the achievement of corporate objectives, while 30% is linked to the achievement of individual functional objectives for their specific area of responsibility. (hereinafter referred to as “specific objectives”).

The details of performance indicators and the reasons the Company selected each indicator are explained in the [iii. Targets, achievements, payment rates of performance-based compensation] section.

## **Long-term incentive program**

The Company's long-term incentive program consists of two compensation elements: “Restricted Stock Units (RSUs)” and “performance-based cash incentive”. The “Restricted Stock Units (RSUs)” are 40% and the “performance-based cash incentive” are 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.

[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
- (4) encourage long-term retention of its key talents

[Overview of the 2 compensation elements of the 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. Delivery is 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). After vesting the shares are delivered to the executives. Restricted Stock Units (RSUs) are 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 over the three fiscal years from the date of grant is limited to a maximum of approximately 567 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

The performance-based cash incentives will be calculated by multiplying the basic compensation by the target total achievement rate for over the three fiscal years starting from the grant year, and the performance-based cash incentive proportion set for each executive position.

The details of performance indicators and the reasons the Company selected each indicator are explained in the [iii. Targets, achievements, payment rates of performance-based compensation] section.

[Long-term incentive payment schedule]

For FY2022 and FY2023 performance-based cash incentives, the achievement rate of targets for each indicator is aggregated every year and the compensation is paid based on the total achievement rate for the fiscal three years. For the FY2024 performance-based cash incentive, the method is changed to aggregate the achievement rate of targets for the third fiscal year.

Plan		Event	FY[N]	FY[N+1]	FY[N+2]	FY[N+3]
Performance-based cash incentives	Granted in FY2022/ FY2023	Set targets for each fiscal year for the next three years	Grant of right			
		Aggregate achievement rate of targets for each indicator every year		Aggregate achievement rate	Aggregate achievement rate	Aggregate achievement rate
		Payment based on total achievement rate for three years				Payment
	Granted in FY2024	Set targets for FY[N+2]	Grant of right			
		Aggregate achievement rate of targets for each indicator at FY[N+2]				Aggregate achievement rate
		Payment based on total achievement rate at FY[N+2]				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 <sup>rd</sup> of the stock points are vested	1/3 <sup>rd</sup> of the stock points are vested	1/3 <sup>rd</sup> 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.

ii. Total amount of compensation by position category of executives, total amount by compensation type, and the number of executives

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	Performance-based cash incentive	Share Appreciation Rights (Notes 1)			
Directors (excluding independent outside directors)	18	18	—	—	—	—	1	
Independent outside directors	179	179	—	—	—	—	8	
Executive officers (Notes 3)	1,659	415	66	100	—	61 1,017 (Notes 4,5)	5 (Notes 6)	

- Notes:
1. This notes the difference between (i) the total monetary amount received by the relevant directors or officers from the Company during FY2024 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 FY2024.
  2. This is the amount recorded as expenses in the current fiscal year. This amount reflects the deduction of the compensation expenses that had been estimated to vest for the period after a former executive officer retired from his position as an executive officer on March 31, 2025.
  3. 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.
  4. This amount represents the sum of (i) the amount of compensation paid to four executive officers (who left from their positions as executive officers on March 31, 2025) following their departure (in an amount of 646 million yen) and (ii) cash compensation such as the tax and the tax equalization benefit (238 million yen), housing allowance and other fringe benefits, etc. (133 million yen) paid to two executive officers including one executive officer who left on March 31, 2025 which were, in each case, determined by the Compensation Committee in accordance with the Company's internal rules and other standards.
  5. Separately from the compensation listed in the table above, the Company provided fringe benefits of 9 million yen, which were confirmed as compensation of the Company during this fiscal year, as cash compensation to one former executive officer.
  6. Includes four persons who left from their roles as executive officers on March 31, 2025.
  7. 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.

iii. Targets, achievements, payment rates of performance-based compensation

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

FY2024 annual bonus

The six performance indicators that are listed in the table below were set as the corporate objectives. These performance indicators are critical to achieving the first year of “The Arc”. FY2024 targets and results for annual bonuses are as follows.

Performance indicator (Corporate objectives)	Evaluation weight	Reason for selecting the indicator	Evaluation method	Target value	Actual value	Achievement rate
Operating profit	20%	To achieve sustainable growth and improve the profitability and efficiency of the business	Evaluated based on the achievement rate of targets for the current fiscal year	610 billion yen (Notes 2)	69.8 billion yen	0%
Operating profit margin	20%			4.5% (Notes 2)	0.6%	0%
Free cash flow in the automotive business	20%			(Notes 3)	Below the target value	0%
Sales volume (on retail basis) (Note 1)	20%			3,725 k units (Notes 2)	3,346 k units	0%
Quality	10%	To improve quality assurance and customer satisfaction		(Notes 4)	Exceeded the target value	10%
Corporate culture	10%	To foster a corporate culture that empowers people to reach and achieve their full potential		(Notes 5)	Below the target value	0%
Overall achievement rate						10%

- Notes: 1. Include sales volume in Chinese market.  
 2. Based on FY24 outlook announced at financial results announcement on May 9, 2024.  
 3. Based on business plans.  
 4. Based on internal objectives for product quality.  
 5. Based on year over year improvement for the Global employee survey scores consisting of six indicators including Employee Engagement/Satisfaction.

For executive officers other than the CEO, the achievement rate of the specific objectives ranged from 0% to 100%.

Accordingly, the payment rate for FY2024 annual bonus for the CEO was 10% and the payment rate for executive officers other than the CEO ranged from 7% to 37%.

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

The performance-based cash incentives are calculated by multiplying the basic compensation by the target total achievement rate at the end of the three fiscal years starting from the grant year, and the performance-based cash incentive proportion set for each executive position. Payment under this performance-based cash incentive is determined after all three years of the evaluation period have concluded and the results are finalized.

### FY2024 results for FY2022/FY2023 performance-based cash incentives

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.

Performance indicator (Corporate objectives)		Evaluation weight	Reason for selecting the indicator	Evaluation method	Target value	Actual value	Achievement rate
Financial value indicators	Operating profit margin	30%	To achieve sustainable growth and improve the profitability and efficiency of the business	Evaluated based on the achievement rate of single-year targets for each of the three fiscal years	4.5% (Notes 3)	0.6%	0%
	Free cash flow in the automotive business	30%			(Note 4)	Below the target value	0%
	Net revenue	30%			13,701 billion yen (Notes 3)	12,633.2 billion yen	0%
Social value indicators	Carbon neutrality (environment) (Notes 1)	5%	To improve its mid- to long-term corporate and social value		A-	A	5% (Notes 1)
	DEI Index (social) (Notes 2)	5%			(Notes 2)	Below the target value	4%
Overall achievement rate							9%

- Notes:
1. External evaluation on carbon neutrality. The achievement rate was reduced to 100% based on the management decision.
  2. In FY2024, due to changes in the methodology and availability of results from the evaluating agency, the social value indicator has been changed from respect for human rights index which was set as a performance indicator until FY2023. The new index is DEI (Global employee survey scores related to DEI). The targets were set to achieve global benchmark levels in the future based on the Global employee survey scores related to DEI.
  3. Based on FY24 outlook announced at financial results announcement on May 9, 2024.
  4. Based on business plans.

Accordingly, the payment rate for FY2022 performance-based cash incentive was 76% based on the achievement rate during the three-year evaluation period.

### FY2024 performance-based incentive

The targets of FY2024 performance-based cash incentive for each indicator are detailed in the table below. In FY2024, the Company adopted a shareholder indicator and increased its social value indicators in order to improve shareholder and corporate value over the mid- to long-term and to further prioritize sustainability goals.

Performance indicator (Corporate objective)		Evaluation weight	Reason for selecting the indicator	Evaluation method	Target value at the end of FY26
Financial value indicators	Operating profit margin	40%	To achieve sustainable growth and improve the profitability and efficiency of the business	Evaluated based on the achievement rate of targets for the end of third fiscal year only.	6.0% (Notes 1)
	Net revenue	20%			(Notes 2)
Shareholder indicator	Total shareholder return (TSR)	20%	To improve medium- to long-term shareholder value and corporate value		(Notes 3)
Social value indicators	CO2 emission reduction rate (environment)	10%			(Notes 4)
	DEI index (social)	10%	(Notes 5)		

- Notes:
1. Based on the mid-term business plan externally announced on March 25, 2024.
  2. Target to be set to achieve goals outlined in the mid-term plan.
  3. Target(s) to be set for the Company TSR during the evaluation period to be equal to or exceed 1) Tokyo Stock Exchange Stock Price Index (TOPIX) growth rate, 2) global competitors, and 3) Japanese competitors.
  4. Target(s) to be set to achieve future CO2 emission reduction plans outlined in the mid-term environmental action plan - "Nissan Green Program (NGP)."
  5. Target(s) to be set to raise DEI-related Global employee survey scores to global benchmark levels in the future.



Name	Attendance Rate / Principal Activities	
Andrew House	Board of Directors Meeting 21/21 (100%) Nomination Committee 9/9 (100%) Compensation Committee 13/13(100%)	Nissan expected him to supervise management as Chair of Nomination Committee and Member of Compensation 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.
Brenda Harvey	Board of Directors Meeting 20/21 (95%) Audit Committee 12/12 (100%)	Nissan expected her to supervise management as Member of Audit Committee. Based on her abundant experience and knowledge of international business management in the IT 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.
Teruo Asada	Board of Directors Meeting 18/18 (100%) Audit Committee 8/8 (100%)	Nissan expected him to supervise management as 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.
Mariko Tokuno	Board of Directors Meeting 18/18 (100%) Compensation Committee 9/10 (90%)	Nissan expected her to supervise management as Member of Compensation Committee. Based on her abundant experience and knowledge of corporate management, brand and marketing, 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.

## 4. Status of Independent Auditors

### (1) Name of independent auditors

Ernst & Young ShinNihon LLC

### (2) Fees paid to the independent auditors regarding the current business year

- i. Fees paid to the independent auditors regarding the current business year and the reason for the Audit Committee to have agreed to fees, etc. to the independent auditors

569 million yen

The Audit Committee has reached a conclusion that remuneration & etc. of the independent auditors was appropriate and thus, agreed as specified in Article 399, Paragraph 1 of the Companies Act. To reach the conclusion, the Audit Committee reviewed details of an audit plan prepared by the independent auditors, the status of their performance of duties in the previous fiscal year and calculation basis and logics for estimation of the remuneration by scrutinizing necessary documents and reports from relevant inside departments, the independent auditors and interviews with them.

- ii. Fees for audits of the financial statements and other assurance services to be paid by the Company and subsidiaries to the independent auditors

989 million yen

- Notes:
1. Because the audit engagement contract between the Company and the independent auditors does not separately specify the fees for i) audits required by the Companies Act and ii) audits required by the Financial Instruments and Exchange Act, the total fees for those audits have been disclosed.
  2. The company paid the fees to the independent auditor for a comfort letter on issuance of bonds and so forth that are not the services defined in Article 2, Paragraph 1 of the Certified Public Accountants Law of Japan.

- iii. All the overseas subsidiaries included in “(6) Principal Group Companies” in “1. Business Review of the Fiscal Year 2024” are audited by audit firms other than Ernst & Young ShinNihon LLC.

### (3) Policy concerning the decision to dismiss or to deny reappointment of independent auditors

- i. Policy for decision of dismissal

- The Audit Committee dismisses an independent auditor upon the unanimous consent of all members of the Audit Committee in the case where such independent auditor is recognized to fall under any of the Items in Article 340, Paragraph 1 of the Companies Act and the Audit Committee decides that the independent auditor in question should be promptly dismissed. In such a case, the members of the Audit Committee designated by the Audit Committee will report the dismissal of the independent auditor in question and the reason for such dismissal at the first general meeting of shareholders called after such dismissal.
- The Audit Committee determines the content of proposals regarding the dismissal of an independent auditor to be submitted to the general meeting of shareholders in the case where it is expected that implementation of appropriate audit may be seriously affected by independent Auditor’s actions; namely, where such independent Auditor is recognized to fall under any of the Items in Article 340, Paragraph 1 of the Companies Act and other matters that may affect the audit of financial statements or other items that may affect the audit of financial statements or other items.

- ii. Policy for decision of non-reappointment

- The Audit Committee determines the content of proposals regarding the non-reappointment of an independent auditor to be submitted to the general meeting of shareholders in the case where the Audit Committee, given the status of the independent auditor’s performance of duties, decides that it is reasonable to change the independent auditor to another independent auditor who is more capable, in terms of independence, expertise, quality review system and audit capability to cover the Company’s global business operation.

## 5. Business Management Systems, Processes and Internal Controls

- Systems to ensure compliance of directors' activities to laws and articles of associations, and other systems to ensure proper and legitimate business activities

The Board of Directors of Nissan determined Nissan's systems and policies to ensure appropriate management and execution of Nissan and its group companies' business, which is outlined below.

### (1) Systems to ensure efficient and management of business activities by the Executive Officers

- A. The Company chooses to be a company with three statutory committees as its legal organizational structure and its Board of Directors shall decide on basic management policies and important matters set forth under the law, articles of incorporation and the regulations of the Board of Directors.
- B. The Company's Board of Directors delegates a great portion of its power to decide on business activities (excluding matters exclusive to the Board of Directors under law) to its Executive Officers, in order to carry out effective and flexible management.
- C. The Company uses a proven system of an Executive Committee, in which Executive Officer President and Chief Executive Officer is a chair, where key issues such as business strategies, important transactions and investments are reviewed and discussed, as well as other committee meetings where operational business issues are reviewed and discussed.
- D. For review and discussion of the regional and specific business area operations, the Company utilizes Management Committees.
- E. One of the methods of the management is cross-functionality. Among others, Cross-functional teams – CFTs – address problems and challenge. CFTs are powerful management tools, developed within Nissan, that reach across the functions and organizations.
- F. The Company implements an objective and transparent Delegation of Authority procedure which establishes the authority and responsibility of each Executive Officer and employee, for the purpose of speeding up and clarifying the decision-making processes as well as ensuring consistent decisions.
- G. The Company ensures the efficient and effective management of its business by determining and sharing management policy and business direction through establishment of the mid-term management plan and the annual business plan.

### (2) Systems to ensure compliance of Executive Officers' and employees' activities with Laws and articles of association

- A. The Company implements the "Global Code of Conduct," which explains acceptable behaviors of all employees working at the group companies of the Company worldwide and promotes understanding of its rules of conduct.
- B. In order to ensure rigorous and strict compliance with the code of conduct, the Company and its group companies offer educational programs such as an e-learning system.
- C. With regard to members of the Board of Directors as well as Executive Officers, etc. of the Company, the Company shall establish "Guidance for Directors, Executive Officers, etc. ," which explains the acceptable behaviors of the members of the Board of Directors and Executive Officers.
- D. The Company stands firm and take appropriate actions against anti-social forces or groups. If any Director, corporate officer or employee is approached by such forces or groups, the said individual shall promptly report such matter to his/her superiors and specific committee and shall follow their instructions.
- E. All Directors, corporate officers and employees are encouraged to use good conduct, and to neither directly nor indirectly, be involved in any fraud blackmail or other improper or criminal conduct. In cases of becoming aware of any such impropriety or illegal activity, or the risk thereof, in addition to acting resolutely against it, he/she shall promptly report such matter to his/her respective superiors and specific committee and shall follow their instructions.
- F. For the purpose of monitoring and ensuring compliance with the code of conduct, the Company establishes the Global Compliance Committee. The compliance topics detected by the Global Compliance Committee, which are related to Executive Officers of the Global Head Quarters and the chair of the Management Committee are directly reported to the Audit Committee.
- G. The Company implements a hotline system with internal and external points of contact, by which the employees are able to submit their opinions, questions and requests, as well as report an act that may be suspected as a violation of

compliance, freely and directly to the Company's management. The Company has established the system where, as for the matters with concerns of involvement of the management such as Executive Officers, etc., related Executive Officers, etc. are unable to obtain knowledge of the whistleblower or the details of the report by making the Audit Committee the reporting body.

- H. The Company is committed to continually implementing relevant company rules. The Company continually offers education programs to employees as part of its program to promote the understanding and compliance with such corporate rules.
- I. The Company is committed to improve and enhance the internal control systems to ensure accuracy and reliability of its financial reports in accordance with the Financial Instruments and Exchange Act together with its related rules and standards. This is accomplished through adherence to J-SOX testing, review, and reporting protocols (required under the Financial Instruments and Exchange Act). The Company designs and effectively operates processes. Further the Company addresses identified accounting and internal control findings.
- J. The Board of Directors appoints Outside Directors that has independence (Independent director) for the majority of its members and for its chair and shall focus on supervising the status of execution of duties by Executive Officers by taking a number of measures such as periodically receive reports from Executive Officers, periodically hold meetings only with the Independent directors, establish a lead Independent director, enhance the secretariat's personnel and function, and secure independency and further, shall receive assessment from a third party evaluation organization in respect to its functionality once every three years.
- K. The Audit Committee appoints Independent director for a majority of its member and as its chair and also appoint adequately qualified and able Director and shall perform audit of Executive Officers' status of business execution. In addition, the Audit Committee shall appropriately audit the effectiveness with regard to the monitoring function of the Board of Directors on an ongoing basis.
- L. The Company shall establish a department under the Audit Committee specialized in internal audit for the purpose of regularly auditing group companies' business and their observance of processes, policies, laws, and other matters as appropriate. Regional internal audit departments have been established to perform internal audits under the supervision of Nissan's global internal audit department.
- M. The Audit Committee shall, as necessary, cooperate with the Nomination Committee and the Compensation Committee.
- N. Considering the possibilities of conflict of interest between Renault, other major shareholders or Mitsubishi Motors Corporation, which is one of the other parties of the Alliance, and the Company, Representative Executive Officer must not concurrently serve as a Director, Executive Officer, or any other officer or other positions of Renault, other major shareholders or Mitsubishi Motors Corporation and the subsidiaries and affiliates thereof. If an Executive Officer concurrently serves in such position upon assuming the office of Representative Executive Officer of the Company, he/she and the Company shall promptly take necessary measures to leave such position at the other company.
- O. If a Director has held the position of Director, Executive Officer or other positions with a title at Renault, other shareholders or Mitsubishi Motors Corporation or its subsidiaries and affiliates thereof, such Director shall not participate in the deliberation and resolution of an agenda raised at the Company's meeting of Board of Directors that may cause a conflict of interest between the company in which the Director has held a position and the Company.
- P. The Company's activities relating to the Nissan-Renault- Mitsubishi Motors Corporation Alliance are subject to direction, supervision and oversight by the Company's Board of Directors, Executive Committee and relevant Executive Officers, etc. Decision-making occurs by the Company's Board of Directors, Executive Officers or employees in accordance with the Company's Delegation of Authority, and as otherwise necessary to comply with legal and regulatory requirements and also in consideration of the possibility of conflict of interest between the Company and Renault or the Company and MITSUBISHI MOTORS CORPORATION.
- Q. Upon newly establishing or changing the organization internally, the Company shall not adopt a structure where the authority is divided in a way which may possibly inhibit the check function of the legal, accounting, financial and other managerial departments.

### **(3) Rules and systems for proper management of risk and loss**

- A. The Company minimizes the possibility of occurrences of risk and, if they occur, mitigates the magnitude of losses by sensing such risks as early as possible and implementing appropriate countermeasures. In order to achieve such objectives, the Company and its Group companies implement the "Global Risk Management Policy."

- B. Management of material company-wide risks is assigned primarily to the members of the Risk Management Committee, who are responsible to implement necessary measures such as preparing relevant risk management manual.
- C. Concerning the management of other specific business risks beyond those supervised directly by the Risk Management Committee, they are handled by each manager in the business function who will evaluate, prepare and implement the necessary measures to minimize such risks.
- D. The internal audit department of the Company on behalf of the Audit Committee shall conduct auditing activities pursuant to the relevant audit standards in order to provide assurance on the state of internal controls pursuant to a risk based methodology and consulting when appropriate.

**(4) Systems to ensure accurate records and the retention of information of Executive Officers' execution of business**

- A. The Company preserves and appropriately manages the documents and other information relating to Executive Officers' execution of business.
- B. Results of all corporate decisions made by various divisions and department pursuant to Delegation of Authority are preserved and retained either electronically or in writing.
- C. While the departments in charge are responsible for proper and strict retention and management of such information, in particular, for materials related to important management councils, Directors and Executive Officers and other employees of the Company have access to any records within a reasonable range as required for the purpose of performing their business activities.
- D. The Company has enacted a policy about the creation, use, management of information to enhance proper and strict retention and management of information and to prevent improper use of information and unintended disclosure of such information. Furthermore, the Company has established an Information Security Committee, which is engaged in overall management of information security in the Company and makes decisions on information security matters.

**(5) Systems to ensure proper and legitimate business activities of the group companies**

- A. Systems to ensure the efficient execution and management of business activities by Directors of the group companies
  - a. The Company establishes various Management Committees which are trans-group organizations in order to ensure proper, efficient and consistent Group management.
  - b. In management committee meetings, the Company provides group companies with important information and shares with them management policies; this ensures that the business decisions of all group companies are made efficiently and effectively.
  - c. The group companies implement an objective and transparent Delegation of Authority procedures in cooperation with the Company.
- B. Systems to ensure compliance of activities of Directors and employees of the group companies to laws and regulations and articles of association
  - a. Group companies implement each company's code of conduct in line with the Global Code of Conduct, establish a compliance committee and ensure full compliance with all laws and its corporate code of conduct. The Global Compliance Committee regularly monitors these companies and works to ensure further strict compliance with laws, the articles of association and the corporate behavior. In addition, group companies implement a hotline system which ensures that employees are able to directly communicate to the group company or to the Company directly their opinions, questions and requests.
  - b. The internal audit department of the Company carries out audits on the business of group companies for the purpose of evaluating and improving the effectiveness of risk management control and governance processes.
  - c. The Company's Audit Committee and group companies' Statutory Auditors shall have periodic meetings to share information and exchange opinion for the purpose of ensuring effective auditing of the group companies.
  - d. In particular, the scope and frequency of internal audits and other monitoring activities on the business of the group companies may vary reasonably because of, for example, risk identified as well as the size, nature of the business, and materiality of such group companies.
- C. Rules and systems for proper management of risk and loss of the group companies
  - a. The group companies implement the Global Risk Management Policy.

- b. Management of risks related to the group companies that might have an impact on the entire Group is assigned mainly to the members of the Risk Management Committee, who are responsible to implement specific measures.
- c. Concerning the management of other risks related to the group companies, each group company is responsible to monitor, manage and implement the necessary measures to minimize such risks.
- D. Systems for Directors of the group companies to report business activities to the Company

The Company requests the group companies to report and endeavors to maintain certain important business matters of the group companies, through multiple routes, including, (i) the systems stated in A. through C. above and (ii) relations and cooperation between each function of the Company and the corresponding function of the other group companies.

**(6) Directors and employees supporting the Company's Audit Committee, systems showing the Directors and employees' independence from the Company's Executive Officers, and systems to ensure effectiveness of the Company's Audit Committee's instruction to Directors and employees**

- A. The Company has Audit Committee secretariat as an organization to support the activities of the Company's Audit Committee. The required number of staff members shall be assigned to the Audit Committee secretariat and they carry out their duties under the direction of the Audit Committee member.
- B. The evaluation of staff members in the Audit Committee secretariat shall be discussed among the Audit Committee members, and consent of the Audit Committee is necessary for personnel changes and disciplinary actions.

**(7) Systems to report business issues to the Company's Audit Committee and systems to ensure to prevent disadvantageous treatment of those who made such report**

- A. Systems for the Company's board members (excluding Audit Committee members), Executive Officers and employees to report business issues to the Company's Audit Committee
  - a. The Company's Audit Committee determine their annual audit plan and perform their audit activities in accordance with that plan. The annual audit plan includes schedules of reports by various divisions. Directors (excluding Audit Committee members), Executive Officers and employees make reports in accordance with the annual audit plan.
  - b. When the Company's Directors (excluding Audit Committee members), Executive Officers and employees detect any incident which could have a materially negative impact on Nissan's business performance or reputation or are believed to be non-compliant with the global code of conduct or other standard for conduct, they are required to report such incidents to Nissan's Audit Committee.
  - c. In addition, the Company's Directors (excluding Audit Committee members), Executive Officers and employees are required to make an ad-hoc report to the Company's Audit Committee regarding the situation of business activities when so requested.
  - d. The internal audit department reports on an on-going basis to the Company's Audit Committee matters such as its risk based internal audit plan and audit findings identified through the internal audits performed.
- B. Systems for Directors, Statutory Auditors, other officers and employees of the group companies and those who received a report from the group companies to report business issues to the Company's Audit Committee
  - a. The Company's Audit Committee shall have periodic meetings of group companies' statutory auditors to share information and exchange opinions for the purpose of ensuring effective auditing of group companies and group companies' Statutory Auditors report the matters which could affect the entire group and other matters to the Company's Audit Committee.
  - b. Directors and employees of the group companies shall promptly make a report to the Company's Audit Committee regarding the situation of business activities when so requested by the Company's Audit Committee.
  - c. The Company's Directors (excluding Audit Committee members), Executive Officers and employees (including, those in the internal audit department), as stated in A. of this Section, shall report to the Company's Audit Committee the business activities of each group company reported through the systems mentioned in Section v) above.
- C. Systems to ensure to prevent disadvantageous treatment of those who made a report as stated in A. and B. above on the basis of making such report.

The Company prohibits disadvantageous treatment of those who made a report as stated in (1) and (2) above on the basis of making such report. The Company takes the necessary measures to protect those who made such report and takes strict actions, including, disciplinary actions, against Directors and employees of the Company and its group companies who gave disadvantageous treatment to those who made such report.

**(8) Policy for payment of expenses or debt with respect to the Company's Audit Committee members' execution of their duties, including the procedures of advancement or reimbursement of expenses**

In accordance with Companies Act, the Company promptly makes advance payment of expenses or makes payment of debt with regard to the Company's Audit Committee members' execution of their duties if so requested by the Audit Committee except where it proves that the expense or debt relating to such request is not necessary for the execution of the duties of the Audit Committee member. Every year the Company establishes a budget with regard to the Company's Audit Committee members' execution of their duties for the amounts deemed necessary.

**(9) Systems to ensure effective and valid auditing by the Company's Audit Committee**

- a. The Company's Audit Committee enhances its independence by appointing Independent directors for the majority of its members and for its chair. Further, in order to ensure that the audit by the Audit Committee is being carried out effectively, the Audit Committee appoints one or more full-time member of the Audit Committee.
- b. The Audit Committee shall, as necessary, cooperate with the internal audit department and accounting auditor upon conducting the Audit Committee's audits. The Audit Committee shall take charge of the department for internal audit and instruct the internal audit department with regard to auditing. The internal audit department obtains approval from the Audit Committee regarding basic policy of the internal audit and, annual plans, budgets and personnel plans for internal audits, and will report to the Audit Committee the status of the performance of duties and any findings therefrom on an ongoing basis. Approval of the Audit Committee shall be obtained for appointment/removal and performance assessment (including discipline) of persons responsible for the internal audit department.
- c. The Audit Committee shall have meetings periodically or upon request from the Audit Committee with Executive Officers (including the President and Chief Executive Officer) and exchange views and opinions.
- d. Audit Committee members may attend important meetings, etc. and state his/her opinions and further, may view documents giving approval and other important documents and may request, as necessary, explanations and reports from Executive Officers and employees.
- e. The Audit Committee shall, as necessary, cooperate with the Nomination Committee and the Compensation Committee if necessary, such as by exchanging information and opinions mutually.

- Outline of operation status of systems to ensure proper and legitimate business activities

The outline of operation status of the aforementioned systems is stated as follows. The Board of Directors fully commits to continually monitor and review implementation of the systems and policies, update and improve them whenever necessary. For this purpose, the Board of Directors appoints a executive officer who are in charge of the internal control system, and internal control committee chaired by such executive officer is held to continuously understand the execution and improvement status of the internal control system.

**(1) Systems to ensure efficient execution and management of business activities by the directors**

- The Board of Directors, consisting of twelve members (including eight outside directors), decides material business activities of the Company such as matters concerning basic policies for the management of the Group based on the Articles of incorporation and Regulations of the Board of Directors, and oversees the activities of executive officers. It held 21 meetings in the fiscal year. While the authority regarding business operations is delegated largely to executives, Board of Directors received reports from executive officers at the Board of Directors meeting (6 out of 21 meetings) held in the fiscal year to ensure appropriate monitoring of business operation.
- The Company has established Executive Committee and other committees where important matters and daily operations were reviewed and discussed, in order to ensure an efficient and effective management.
- Delegation of Authority procedure has been established for the purpose of speeding up and clarifying the decision making processes as well as ensuring consistent decisions. Such Delegation of Authority procedures are regularly and, as necessary, reviewed and updated in order to ensure transparent, prompt and effective decision making.

## **(2) Systems to ensure compliance of directors' and employees' activities with laws and articles of association**

- Under the oversight of Global Compliance Committee, the Company has established regional compliance committees in each of the regions in which it operates to form a system for detecting and deterring illegal and unethical behaviors. The Company is working with all regions and bases of operation to ensure full awareness of compliance issues and engage in prevention of illegal activities. The regular Global Compliance Committees were held in July and December.
- To promote thorough understanding of compliance among all employees worldwide and to facilitate sound business practices, the Company has a globally integrated reporting system. The system, introduced under the name "SpeakUp," facilitates anonymous reporting and two-way confidential communication for employees and other stakeholders. Employees are encouraged to report violations of the Code of Conduct or other company rules and are protected from retaliation by Nissan's non-retaliation policy, which is a cornerstone of the Compliance Program.
- The Company provides global trainings to executives and employees to foster respects for compliance measures and the Code of Conduct.
- The Company has been making efforts to prevent recurrences related to the Company's nonconformities in the final vehicle inspection processes (kanken) at its plants in Japan. By April 2020, the implementation of all 93 planned recurrence prevention measures were completed and their operations continues. In particular, the Company has been continuously striving to strengthen the compliance by implementing measures to prevent the weathering of final vehicle inspection issues, such as creating open working environment by factory visit of executive committee members and raising compliance awareness by holding compliance events and conducting compliance education.
- The Company continues to improve and enhance its internal control systems to ensure financial reporting accuracy in accordance with the Financial Instruments and Exchange Act. This is accomplished through testing, reviews and reporting under J-SOX standards (required under the Financial Instruments and Exchange Act). Key control processes are well-documented so internal control effectiveness can be evaluated and thoroughly understood. The Company addresses all findings, both within J-SOX and other audit scope, that are identified by both internal and external auditors. The Central Global Controller's team reviews remediation progress and efforts with the regional accounting and finance teams on a regular basis. Quarterly, Steering Committees, chaired by the CE Control, are held with all regions that have open internal control issues. Additionally, the CFO also rotationally attends one Steering Committee session per quarter. This allows its global teams to understand issues faced elsewhere and be aware of any potential risks to their areas. This data sharing is one way the Company does not only focus on addressing known issues, but also takes proactive steps to prevent future problems from occurring. This activity is presented to the Chair of the Audit Committee.
- The Company has the global internal audit department, as an independent group to conduct internal auditing tasks under the Audit Committee. Regional audit teams are in each regional headquarters, and for sales finance, IT and monozukuri auditing which requires a higher level of expertise, global specialty audit leadership was set up to conduct related audits across the regions. Under the control of the Chief Internal Audit Officer (CIAO), all audits are carried out efficiently and consistently on a global basis. Audits are conducted based on the audit plans which were approved by the Audit Committee. Audit results are regularly reported to the Audit Committee and reported to the relevant department and corporate officers in a timely manner.
- The Company established the Board of Directors Office, where information is collected smoothly and appropriately so that directors can effectively fulfill their roles and responsibilities, and not only the Board of Directors meetings but also including independent directors meetings, necessary activities are carried out in order for directors to discuss a wide range of issues related to the Company's corporate governance and business matters from the viewpoint of supervising the execution. The Company conducted Board effectiveness evaluation utilizing external experts in order to ensure objectivity and transparency for a part of the evaluation process for this fiscal year and the overview of the evaluation results will be disclosed in the Corporate Governance Report. The Audit Committee audits the effectiveness of the Board of Directors appropriately and reports the results to the Board of Directors.

## **(3) Rules and systems for proper management of risk and loss**

- Based on Global Risk Management Policy, the Company carries out activities on a comprehensive, group wide basis. In order to respond to changes in its business environment, the Company has reviewed the risk management process as well as a department in charge of risk management carries out annual interviews of corporate officers/ each region's leader, each function which is in charge of risk management and alignment with Corporate Strategy Department. Carefully assessing various potential risks by reflecting region's feedback. The Company's "risk map" is revised by evaluating those risks' impact, likelihood, and control level quantitatively and qualitatively. The Corporate Risk Management Committee chaired by CEO makes decisions on risk issues that must be handled at the corporate level and designate "risk owners" to manage the risks. Under the leadership of these owners, the Company designs appropriate countermeasures. The Risk Management Committee was held two times in the fiscal year. The effectiveness of the process is confirmed by utilizing the expertise of internal audit.

In addition, we have enhanced its system to take comprehensive, prompt and coordinated responses when a crisis occurs by having a team in crisis management office for large scale earthquake.

- The group companies in Japan and overseas are strengthening communication in order to share basic processes and tools for risk management, as well as related information, throughout the group.

**(4) Systems to ensure accurate records and the retention of information of directors' execution of business**

- The Company shares its Information Security Policy with the group companies worldwide as a basis for reinforced information security, implementing via the Information Security Committee measures enhanced through the PDCA cycle. The Company reliably addresses issues by identifying internal and external information leaks as they occur worldwide and reinforces information security on a timely basis. To thoroughly educate and motivate employees to adhere to relevant policy, the Company institutes regular in-house educational programs. The Information Security Committee was held 3 times in the fiscal year.

**(5) Systems to ensure proper and legitimate business activities of the group companies**

- The Company receives reports from the group companies on certain important business matters of the group companies, through multiple routes such as various management committees, Global Compliance Committee, Internal audit activities on the business of the group companies, and monitoring of governing status through interactive communication with representative officers of each group company, and meetings between the Company's statutory auditors and group companies' statutory auditors, and relations/ cooperation between each function of the Company and the corresponding function of the other group companies.

**(6) Directors and employees supporting Nissan's Audit Committee, systems showing the directors and employees' independence from Nissan's executive officers, and systems to ensure effectiveness of Nissan's Audit Committee's instruction to directors and employees**

- Nissan has an Audit Committee secretariat as an organization to support the activities of the Audit Committee. The required number of dedicated staff members is assigned to the Audit Committee secretariat and they carry out their duties under the direction of the Audit Committee member.
- The evaluation of staff members in the Audit Committee secretariat is discussed among the Audit Committee members, and consent of the Audit Committee is necessary for personnel changes and disciplinary actions.

**(7) Systems to report business issues to Nissan's Audit Committee and systems to ensure to prevent disadvantageous treatment of those who made such report**

- As a 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.
- The Audit Committee periodically receives reports from the internal audit department on audit results regarding business execution of Nissan and its group companies.
- The Audit Committee receives reports from directors and executive officers of the group companies regarding business execution at the on-site audit periodically implemented by the Audit Committee. During such audit, the Audit Committee has a meeting with group companies' statutory auditors to share information and exchange opinions. In addition, the Audit Committee has been making efforts to strengthen Nissan's group governance by holding periodic meetings with group companies' statutory auditors to share information and exchange opinions, where group companies' statutory auditors report to Nissan's Audit Committee their annual audit plan and progress of key audit matters, etc., which facilitates mutual cooperation among the Audit Committee and group companies' statutory auditors. (Such meetings were held twice in this fiscal year.)
- The Global Code of Conducts and Global whistleblowing policy stipulate that employees who suspect that a violation of the Code of Conduct has occurred are obligated to report it as soon as possible and that employees are protected from retaliation, which is thoroughly informed among the employees.

**(8) Policy for payment of expenses or debt with respect to Nissan's Audit Committee members' execution of their duties, including the procedures of advancement or reimbursement of expenses**

- In accordance with Companies Act, Nissan promptly makes advance payment of expenses or makes payment of debt with regard to Nissan's Audit Committee members' execution of their duties if so requested by the Audit Committee members, except where it proves that the expense or debt relating to such request is not necessary for the execution of the duties of the Audit Committee member. Every year Nissan establishes a budget with regard to Nissan's Audit Committee members' execution of their duties for the amounts deemed necessary.

**(9) System to ensure effective and valid auditing by Nissan's Audit Committee**

- The Audit Committee enhances its independence by appointing an independent director for the majority of its members and for its chair. Further, in order to ensure that the audit by the Audit Committee is being carried out effectively, the Audit Committee appoints one full-time member of the Audit Committee.
- The Audit Committee, in conducting its audits, cooperates with the internal audit department and the accounting auditor in an appropriate manner. The Audit Committee supervises the internal audit department and gives them instruction regarding internal audit, while the internal audit department obtains approval from the Audit Committee regarding basic policy of the internal audit and, annual plans, budgets and personnel plans for internal audits, and reports to the Audit Committee the status of the performance of duties and any findings therefrom on an ongoing basis. Approval of the Audit Committee is obtained for appointment/removal and performance assessment (incl. discipline) of persons responsible for the internal audit department.
- Mr. Motoo Nagai, the Chair of the Audit Committee, has meetings with executive officers including the President and Chief Executive Officer periodically and exchanges opinions in various areas. Further, Mr. Nagai states his opinions at important meetings he attends, and reviews internal approval documents and other important documents and, when necessary, requests explanations or reports from executive officers and employees. Mr. Nagai shares his collected information with other members of the Audit Committee in a timely manner.
- The Audit Committee, as necessary, cooperates with the Nomination Committee and the Compensation Committee, among other things, by exchanging information and opinions mutually.

**1. Consolidated Balance Sheet**  
(As of March 31, 2025)

(in millions of yen)

Accounts	Amount
<b>Assets</b>	
<b>Current assets</b>	
Cash on hand and in banks	1,961,513
Trade notes and accounts receivable, and contract assets	577,877
Sales finance receivables	7,239,101
Securities	236,000
Merchandise and finished goods	1,004,235
Work in process	80,039
Raw materials and supplies	588,031
Other	783,046
Allowance for doubtful accounts	(146,375)
<b>Total current assets</b>	<b>12,323,467</b>
<b>Fixed assets</b>	
<b>Property, plant and equipment</b>	
Buildings and structures, net	617,430
Machinery, equipment and vehicles, net	2,731,897
Land	574,186
Construction in progress	211,367
Other, net	197,180
<b>Total property, plant and equipment</b>	<b>4,332,060</b>
Intangible fixed assets	216,554
<b>Investments and other assets</b>	
Investment securities	1,428,641
Long-term loans receivable	11,191
Net defined benefit assets	165,954
Deferred tax assets	163,618
Other	385,924
Allowance for doubtful accounts	(6,458)
<b>Total investments and other assets</b>	<b>2,148,870</b>
<b>Total fixed assets</b>	<b>6,697,484</b>
<b>Deferred assets</b>	
Bond issuance costs	3,109
<b>Total deferred assets</b>	<b>3,109</b>
<b>Total assets</b>	<b>19,024,060</b>

(in millions of yen)

Accounts	Amount
<b>Liabilities</b>	
Current liabilities	
Trade notes and accounts payable	2,070,387
Short-term borrowings	876,104
Current portion of long-term borrowings	1,881,691
Commercial papers	86,743
Current portion of bonds	771,205
Lease obligations	44,400
Accrued expenses	1,092,732
Accrued warranty costs	117,835
Other	1,129,093
Total current liabilities	8,070,190
Long-term liabilities	
Bonds	1,708,532
Long-term borrowings	2,661,356
Lease obligations	69,830
Deferred tax liabilities	230,872
Accrued warranty costs	147,920
Net defined benefit liability	164,516
Other	525,496
Total long-term liabilities	5,508,522
Total liabilities	13,578,712
<b>Net assets</b>	
Shareholders' equity	
Common stock	605,814
Capital surplus	825,756
Retained earnings	3,415,475
Treasury stock	(88,284)
Total shareholders' equity	4,758,761
Accumulated other comprehensive income	
Unrealized holding gain and loss on securities	1,563
Unrealized gain and loss from hedging instruments	(2,824)
Adjustment for revaluation of the accounts of the consolidated subsidiaries based on general price level accounting	(112,691)
Translation adjustments	314,407
Remeasurements of defined benefit plans	(972)
Total accumulated other comprehensive income	199,483
Share subscription rights	299
Non-controlling interests	486,805
Total net assets	5,445,348
Total liabilities and net assets	19,024,060

**2. Consolidated Statement of Income**  
(From April 1, 2024 To March 31, 2025)

	(in millions of yen)
Accounts	Amount
Net sales	12,633,214
Cost of sales	10,939,854
Gross profit	1,693,360
Selling, general and administrative expenses	1,623,562
Operating income	69,798
Non-operating income	
Interest income	53,803
Dividends income	689
Equity in earnings of affiliates	91,299
Derivative gain	82,805
Gain on net monetary position	45,160
Miscellaneous income	25,410
Total non-operating income	299,166
Non-operating expenses	
Interest expense	77,369
Exchange loss	49,040
Credit liquidation costs	18,138
Miscellaneous expenses	14,249
Total non-operating expenses	158,796
Ordinary income	210,168
Special gains	
Gain on sales of fixed assets	21,707
Other	1,078
Total special gains	22,785
Special losses	
Loss on sales of fixed assets	12,690
Loss on disposal of fixed assets	21,972
Impairment loss	494,935
Other	116,974
Total special losses	646,571
Loss before income taxes	(413,618)
Income taxes-current	265,142
Income taxes-deferred	(18,675)
Total income taxes	246,467
Net loss	(660,085)
Net income attributable to non-controlling interests	10,813
Net loss attributable to owners of parent	(670,898)

### 3. Consolidated Statement of Changes in Net Assets

(From April 1, 2024 To March 31, 2025)

(in millions of yen)

	Shareholders' equity					Accumulated other comprehensive income	
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity	Unrealized holding gain and loss on securities	Unrealized gain and loss from hedging instruments
Balance at the beginning of current period	605,814	826,151	4,285,508	(111,377)	5,606,096	3,500	13,159
Changes of items during the period							
Cash dividends paid			(56,104)		(56,104)		
Net loss attributable to owners of parent			(670,898)		(670,898)		
Purchase of treasury stock				(139,856)	(139,856)		
Disposal of treasury stock			(183)	20,101	19,918		
Cancellation of treasury stock			(142,848)	142,848			
Changes in affiliated companies' interests in its subsidiaries		(395)			(395)		
Net changes of items other than those in shareholders' equity						(1,937)	(15,983)
Total changes of items during the period		(395)	(870,033)	23,093	(847,335)	(1,937)	(15,983)
Balance at the end of current period	605,814	825,756	3,415,475	(88,284)	4,758,761	1,563	(2,824)

	Accumulated other comprehensive income				Share subscription rights	Non-controlling interests	Total net assets
	Adjustment for revaluation of the accounts of the consolidated subsidiaries based on general price level accounting	Translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income			
Balance at the beginning of current period	(103,135)	422,883	39,144	375,551	304	488,592	6,470,543
Changes of items during the period							
Cash dividends paid							(56,104)
Net loss attributable to owners of parent							(670,898)
Purchase of treasury stock							(139,856)
Disposal of treasury stock							19,918
Cancellation of treasury stock							—
Changes in affiliated companies' interests in its subsidiaries							(395)
Net changes of items other than those in shareholders' equity	(9,556)	(108,476)	(40,116)	(176,068)	(5)	(1,787)	(177,860)
Total changes of items during the period	(9,556)	(108,476)	(40,116)	(176,068)	(5)	(1,787)	(1,025,195)
Balance at the end of current period	(112,691)	314,407	(972)	199,483	299	486,805	5,445,348

(Reference information)

**Consolidated Statement of Comprehensive Income**  
(From April 1, 2024 To March 31, 2025)

(in millions of yen)	
Accounts	Amount
Net loss	(660,085)
Other comprehensive income	
Unrealized holding gain and loss on securities	(1,601)
Unrealized gain and loss from hedging instruments	(16,225)
Adjustment for revaluation of the accounts of the consolidated subsidiaries based on general price level accounting	(17,912)
Translation adjustments	(148,162)
Remeasurements of defined benefit plans	(28,382)
The amount related to equity method companies	50,765
Total other comprehensive income	(161,517)
Comprehensive income	(821,602)
(Breakdown of comprehensive income)	
Comprehensive income attributable to owners of parent	(846,966)
Comprehensive income attributable to non-controlling interests	25,364

## 4. Notes to Consolidated Financial Statements

### **Basis of Consolidated Financial Statements**

#### 1. Number of consolidated subsidiaries and companies accounted for by the equity method

- (1) Consolidated subsidiaries; 231 companies (Domestic 93, Overseas 138)
- Domestic Car Dealers and Parts Distributors
    - Nissan Kanagawa Hanbai Co., Ltd., Nissan Motor Sales Co., Ltd., Nissan Buhin Chuo Hanbai Co., Ltd. and 36 other companies
  - Domestic Vehicles and Parts Manufacturers
    - Nissan Shatai Co., Ltd., Aichi Machine Industry Co., Ltd., Jatco Ltd. and 9 other companies
  - Domestic Logistics and Services Companies
    - Nissan Trading Co., Ltd., Nissan Financial Services Co., Ltd., Nissan Motorsports & Customizing Co., Ltd. and 39 other companies
  - Overseas subsidiaries
    - Nissan North America, Inc., Nissan Automotive Europe, Nissan Motor Manufacturing (UK) Ltd., Nissan Mexicana, S.A. de C.V. and 134 other companies
- Unconsolidated subsidiaries; 2 companies (Domestic 1, Overseas 1)
- Domestic NC Service Co., Ltd.
  - Overseas Nissan Manufacturing Tanger Mediterranean

These unconsolidated subsidiaries are immaterial in terms of their total assets, sales, net income or loss, retained earnings and others, and do not have a significant impact on the consolidated financial statements.

- (2) Companies accounted for by the equity method; 35 companies
- Affiliates; 35 companies (Domestic 21, Overseas 14)
    - Renault S.A., Dongfeng Motor Co., Ltd., Mitsubishi Motors Corporation, Nissan Tokyo Sales Holdings Co., Ltd. and 31 other companies

Companies not accounted for by the equity method; 5 companies

- Subsidiaries; 2 companies
  - Nissan Manufacturing Tanger Mediterranean and 1 other company
- Affiliates; 3 companies
  - Sun Co., Ltd. and 2 other companies

These companies are not accounted for by the equity method, as their impact is not significant on the consolidated net income or loss, consolidated retained earnings or others.

- (3) Change in the scope of consolidation and equity method
- Number of companies newly included in the scope of consolidation; 3 companies (Jatco UK Ltd. and 2 other companies)
  - Number of companies excluded from the scope of consolidation; 5 companies (Kanagawa Nissan Motor Co., Ltd. and 4 other companies)
  - Number of companies ceased to be accounted for by the equity method; 4 companies (Nissan Auto Auction Hiroshima Co., Ltd. and 3 other companies)

The increases in the number of consolidated subsidiaries were mainly due to establishment of new companies and additional acquisitions of shares. The decreases were mainly due to liquidation, merger and sales of their shares.

#### 2. Fiscal period of consolidated subsidiaries

- (1) The fiscal year of the following consolidated subsidiaries is different from that of the Company (March 31)
- January 31 year end company: Yokohama Marinos Ltd.
  - June 30 year end company: Aprite (GB) Ltd.
  - September 30 year end company: Nissan Formula E Team S.A.S.
  - December 31 year end companies: Nissan Mexicana, S.A. de C.V., Dongfeng Nissan Auto Finance Co., Ltd. and 34 other overseas subsidiaries
- (2) With respect to Aprite (GB) Ltd. whose fiscal year end is June 30, Nissan Formula E Team S.A.S. whose fiscal year end is September 30, and Nissan Mexicana, S.A. de C.V. and 28 other companies whose fiscal year end is December 31, they close their books of account at March 31 for consolidation reporting purpose. With respect to Yokohama Marinos Ltd. whose fiscal year end is January 31, and Dongfeng Nissan Auto Finance Co., Ltd. and 6 other companies whose fiscal year end is December 31, the necessary adjustments were made in consolidation to reflect any significant transactions from February 1 to March 31 and January 1 to March 31.

### 3. Significant accounting policies

#### (1) Valuation methods for assets

##### ① Securities

Held-to-maturity securities:

Held-to-maturity securities are stated at amortized cost.

Other securities:

Marketable securities:

Marketable securities classified as other securities are carried at fair value with any changes in unrealized holding gain or loss, net of the applicable income taxes, directly included in net assets. Costs of securities sold is calculated by the moving average method.

Non-marketable securities:

Non-marketable securities classified as other securities are carried at cost determined by the moving average method.

Investments in limited liability partnerships and similar investments, defined as securities by Article 2, Section 2 of the Financial Instruments and Exchange Act, are recognized at the net amount corresponding to the owning portion under the equity method accounting based on the latest available financial statements of the partnerships.

##### ② Derivative financial instruments

Derivative financial instruments are stated at fair value.

##### ③ Inventories

Inventories are stated at cost determined by the first-in and first-out method (cost of inventories is written-down when their carrying amounts become unrecoverable).

#### (2) Depreciation of property, plant and equipment

Depreciation of self-owned property, plant and equipment is calculated principally by the straight-line method based on the estimated useful lives and the estimated residual value determined by the Company.

Depreciation of leased assets (including right-of-use assets) is calculated by the straight-line method based on either the estimated useful lives or the lease terms and the estimated residual value determined by the Company.

#### (3) Basis for significant reserves

##### ① Allowance for doubtful accounts

Allowance for doubtful accounts is provided based on past experience for ordinary receivables and on an estimate of the collectability of receivables from companies in financial difficulty. Some foreign subsidiaries and affiliates have adopted IFRS 9 or Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 326, and recognized impairment losses on financial assets using the expected credit loss model.

##### ② Accrued warranty costs

Accrued warranty costs are provided to cover the cost of all services anticipated to be incurred during the entire warranty period in accordance with the warranty contracts and based on past experience.

#### (4) Accounting for retirement benefits

For calculating the retirement benefit obligation, the benefit formula basis has been adopted for attributing projected benefits to periods.

Past service cost is being amortized as incurred by the straight-line method over periods which are shorter than the average remaining years of service of the eligible employees (principally 3 to 15 years).

Actuarial gain and loss are amortized in the year following the year in which actuarial gain and loss are recognized by the straight-line method over periods which are shorter than the average remaining years of service of the eligible employees (principally 6 to 24 years). Some foreign subsidiaries have adopted the corridor approach for actuarial gain and loss, and amortize them over the average remaining years of services of the eligible employees or the average life expectancy of the eligible employees.

Actuarial gain and loss and past service cost that are yet to be recognized as gain or loss are recorded as remeasurements of defined benefit plans presented in accumulated other comprehensive income of the net assets section, after being adjusted for tax effects.

#### (5) Reporting of significant revenue and expenses

Businesses of the Group are segmented into Automobile and Sales financing based on the features of products and services.

The Automobile business includes manufacturing and sales of vehicles and parts. The Sales financing business provides sales finance services and leasing to support the sales activities of the Automobile business.

Regarding the sales of vehicles and parts in the Automobile business, the Group usually recognizes revenue when products are delivered to customers, as control over products is considered to be transferred to customers when they can use and/or sell products at their own discretion. Transactions in which services are provided over a certain period of time primarily include paid extended warranties and maintenance services. Revenue is recognized over time in accordance with the progress of the performance obligation satisfied. Revenue is measured based on transaction price specified in a contract with customers, excluding the amounts collected on behalf of third parties such as tax authorities.

The Group provides incentives primarily to dealers, and these incentives are calculated based on total vehicle volume or vehicle unit sales of certain models sold by dealers during a specified period of time. The Group accrues these amounts as incentives upon the sale of vehicles using the "most likely amount method" and deducts them from revenue.

Payments for products received by customers are collected in accordance with the terms and conditions of relevant sales agreements and amounts of financing component included in the payments are not material.

In addition, product sales contracts with customers include warranty clauses to cover free replacement or repair needed to correct defects in materials or workmanship of all parts and components and the Group recognizes provisions for product warranties to meet these guarantees. The provisions for such warranty costs are booked as described above in (3) Basis for significant reserves.

Interest income from sales finance products in the Sales financing business is recognized at an amount equivalent to interest over the contractual period. Interest income from finance lease transactions is recognized over the lease term. Revenue from operating lease transactions is recognized by allocating the total of the lease payments over the lease term based on the contract.

(6) Foreign currency translation

① Foreign Currency Transactions

Monetary assets and liabilities denominated in currencies other than the functional currency are remeasured into their respective functional currencies at exchange rates in effect at the balance sheet date. The resulting translation differences are recognized as Exchange gain or loss.

② Translation of Foreign Currency Financial Statements

The Company's reporting currency is the Japanese yen and the functional currency of the majority of the Company's foreign subsidiaries is their local currency. As such, amounts included in the consolidated statements of income, comprehensive income, and changes in equity are translated using average exchange rates during each period. However, income and expenses of subsidiaries in hyperinflationary economies are translated at period-end exchange rates in accordance with the application of hyperinflationary accounting.

Assets and liabilities are translated at period-end exchange rates and resulting foreign currency translation adjustments are recorded in the consolidated balance sheets as a component of Accumulated other comprehensive income.

(7) Hedge accounting method

① Hedge accounting method

In principle, deferred hedge accounting is applied for derivative instruments under JGAAP.

If qualifies for specific conditions, the following exceptional hedge treatments can be applied.

- Hedged items for foreign currency denominated transactions can be booked directly using the forward contract rate, except for accounts receivables to which deferred hedge accounting is applied.
- For interest rate swap, if interest paid or received can be netted against the interest of underlying hedged interest bearing debt, there is no need for fair value evaluation.

Foreign subsidiaries and affiliates apply hedge accounting based on the risk of hedged items in accordance with IFRS or US GAAP.

② Hedging instruments and hedged items

- Hedging instruments.....Derivative transactions
- Hedged items.....Mainly receivables and payables denominated in foreign currencies and others

③ Hedging policy

Based on the internal risk management rules and authority regarding derivative transactions, expected risks such as fluctuations in foreign currency and interest rate are hedged within certain extent.

④ Assessment of hedge effectiveness

An assessment of hedge effectiveness is required for foreign subsidiaries and affiliates reporting under IFRS or US GAAP, however, this can be omitted under JGAAP when the terms of hedged items are substantially same as those of hedging instruments.

(8) Amortization of goodwill

Goodwill is amortized over periods not exceeding 20 years determined based on their expected life.

However, immaterial differences are recognized as gain or loss in the year of acquisition.

Negative goodwill in consolidated subsidiaries and in companies accounted for by the equity method are recorded as gain in the year of acquisition.

(9) Adoption of group tax sharing system and consolidated taxation system

The Company and some of its domestic consolidated subsidiaries have adopted the group tax sharing system. In addition, some of its foreign consolidated subsidiaries have adopted the consolidated taxation system.

4. Changes in presentations

(Consolidated Statement of Income)

"Credit liquidation costs", which was included in "Miscellaneous expenses" under "Non-operating expenses" in the prior fiscal year, has been separately presented in the current fiscal year due to its increased financial materiality.

5. Accounting estimates

(1) Impairment loss on fixed assets

After grouping fixed assets based on various criteria, including business segments (automobiles and sales financing) and regional groupings that reflect business interdependencies, the Group determines whether there is any indication of impairment on business-use assets, and determines and measures the recognition of impairment losses. The Group reasonably estimates future cash flows and net realizable value in determining and measuring impairment losses and discount rates in measuring impairment losses.

The assumptions used to estimate future cash flows are based on the Company's business plan which is approved by the Management meeting. Based on the business plans that reflect turnaround actions, as well as the impact of investment for the future, future cash flows are estimated considering historical market share conditions and profit margins, regional market growth rates with reference to a third-party TIV forecast, relevant market trends including foreign exchange rates, and expected changes in the business environment. Given the high uncertainty regarding the visibility of U.S. tariffs, the Company has made estimates reflecting the impact of tariffs for the first quarter of the fiscal year ending March 31, 2026. Net realizable value is calculated based on the real estate appraisal value, etc. and other publicly available information. The discount rate is calculated based on the weighted average cost of capital, taking into account country risk and other factors in each country.

The balance of business-use assets of the automobile business in the consolidated financial statements for the fiscal year 2024 is ¥2,285,273 million. As a result of impairment testing in the current fiscal year for an asset group for which there was an indication of impairment due to conditions such as continuous operating losses, impairment loss of ¥464,367 million, ¥2,686 million and ¥27,882 million was recognized on business-use assets of the automobile business, sales finance business and on idle and other assets, respectively.

If market trends, the economic environment or preconditions for business plans change significantly in relation to the asset group, and the Company revises its estimates of future cash flows or net realizable value, then the Company may recognize or record new or additional impairment losses on fixed assets.

For further information on impairments of business-use assets incurred in the current year, refer to the Impairment loss section in the Notes to Consolidated Statements of Income.

(2) Deferred tax assets

In assessing the recoverability of deferred tax assets, future taxable income is reasonably estimated based on the Company's business plan which is approved by the aforementioned Management meeting for any future deductible temporary differences that remain after taking into account the reversal of future taxable temporary differences and feasible tax planning strategies. The net amount of deferred tax assets recorded in the consolidated financial statements for the fiscal year 2024 is ¥163,618 million.

If the aforementioned market trends, economic environment or preconditions for business plans change significantly, and the Company revises its estimates of future taxable income, then this may affect to the valuation of deferred tax assets.

(3) Allowance for doubtful accounts

An allowance for doubtful accounts is provided to recognize bad debt losses for sales finance receivables and automotive trade receivables, etc., based on an estimate of their collectability calculated based on past experience. When estimating the collectability of receivables, the Group evaluates the credit risk of customers and the value of assets pledged as collateral. In addition, if the credit risk of receivables changes due to changes in the external environment, such as the expectation of a significant deterioration in economic indicators, the Company will additionally take into consideration the relevant factors, if necessary. For example, the Group may need to increase the allowance or incur bad debt losses if estimates based on past experience differ materially from market value forecasts, perceived individual credit risk, or a deterioration in the value of pledged collateral.

Certain foreign subsidiaries and affiliates which apply International Financial Reporting Standards (IFRS) 9 or Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 326 recognize allowances for doubtful accounts based on financial asset impairment losses calculated using the expected credit loss model.

Under IFRS 9, expected credit loss is calculated after classifying financial assets into stages according to their credit risk, while under ASC 326, expected credit loss over the remaining life is calculated for all financial receivables without classifying them into stages. It is required to measure credit losses from future projected default events at the present value. Allowances under IFRS and ASC can increase or decrease based on the changes in assumptions that drive credit risk assessments, such as past experience, used car prices, and forecasts of macroeconomic factors, such as unemployment rates or inflation.

The allowance for doubtful accounts of the sales finance business recorded in the consolidated financial statements for the fiscal year 2024 is ¥135,320 million.

(4) Provision for residual value risk of leased vehicles

Subsidiaries, primarily in North America, estimate provisions for the residual value risk of leased vehicles to cover losses that arise when proceeds from leased vehicles that have been returned fall below the net book values of these assets at lease-end. Provision for loss on residual value of leased vehicles recorded in the machinery and equipment (net amount) of the consolidated financial statements for the fiscal year 2024 is ¥113,168 million.

Such provisions for residual value risk of leased vehicles are recognized as a change in estimate and their ending book value is further changed, leading to higher or lower depreciation amounts. The estimate of residual value is updated mainly based on the expected sale price of the leased vehicle and the expected return rate. Assessment of updated vehicle residual values is affected by many factors, including, but not limited to sales results for used cars, trends in returns of leased vehicles, new vehicle sales trends, supplies of used cars, customer preferences, marketing strategies, and general economic conditions. Leased vehicles may be impaired if used car market prices fall and impairment indicators exist and their recoverable amount is less than book value.

(5) Expenses for market measures such as recalls

The amount of estimated expenses for market measures, such as recalls, is recognized as accrued expenses other than accrued warranty costs when market measures based on notifications to government authorities are deemed to be necessary. In estimating expenses, the estimated accrual is calculated based on the number of applicable models on the markets, the expected implementation rates of market measures, the cost of market measures and other costs per unit. The expected implementation rates of market measures are estimated based on historical results by sales region, brand, and age of product portfolio. Service cost recorded in the consolidated financial statements for the fiscal year 2024 is ¥29,829 million.

The Company checks trends in market measures every quarter, and additional accrued expenses may be recorded or reversed if actual accruals differ from estimates due to an unexpected increase or decrease in the number of market measures.

## Notes to Consolidated Balance Sheet

### 1. Assets pledged as collateral

(1) Assets pledged as collateral		(in millions of yen)
	Sales finance receivables	2,881,158
	Machinery, equipment and vehicles, net	1,498,625
	Other in Investments and other assets	186

(2) Liabilities secured by the above collateral	Total	4,379,969
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		(in millions of yen)
	Short-term borrowings	716,305
	Long-term borrowings	2,031,481
	(including the current portion)	
	Total	2,747,786

### 2. Accumulated depreciation of property, plant and equipment

(in millions of yen)

6,376,194

(The above amount includes depreciation of leased assets in the amount of ¥155,286 million.)

### 3. Guarantees and others

(in millions of yen)

As guarantor of employees' housing loans from banks and others (for employees)	7,782
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### 4. Contingent liabilities

#### • Lawsuits related to misstatements in Annual Securities Reports (“Yukashoken-Houkokusho”)

As a consequence of misstatements in Annual Securities Reports for each fiscal year in the past, there are some ongoing domestic and foreign lawsuits.

The consolidated financial results may be affected by the progress of legal proceedings.

## Notes to Consolidated Statements of Income

### 1. Impairment loss

The Group assesses fixed asset impairment losses based on various criteria, including business segments (automobiles and sales financing) and regional groupings that reflect business interdependencies. In the current fiscal year, the groupings were partially revised based on the change in the complementary relationships. For certain areas of business, we have established individual asset groupings that better reflects future profitability of those assets by separating them from other CGUs.

In response to the significant updated future plan reflecting our current severe challenges and a competitive industry, the Group conducted impairment testing for asset groups for which there were indicators of impairment at the end of current consolidated fiscal year.

As a result of that analysis, the book value of automobile segment business assets and sales finance business assets were written down to their recoverable amount and an impairment loss of ¥464,367 million and ¥2,686 million were recorded as a special loss.

For North America, the recoverable amount is measured by the value in use, which is calculated by discounting future cash flows at discount rate of 10.23%. For South America, Europe and Japan, the recoverable amount is measured by net realizable value, which is calculated based on the real estate appraisal value, etc.

Usage	Type	Location	Amount (in millions of yen)
Business assets	Machinery, equipment and vehicles, and others	North America	237,558
Business assets	Machinery, equipment and vehicles, and others	South America	24,642
Business assets	Machinery, equipment and vehicles, and others	Europe	138,771
Business assets	Machinery, equipment and vehicles, and others	Japan	66,082
		Total	467,053

The Group determines whether an individual asset is impaired if the asset is considered idle or if it is to be disposed of.

Impairment losses were recognized on the following assets.

Usage	Type	Location	Amount (in millions of yen)
Idle assets	Machinery, equipment and vehicles, Construction in progress and others	Japan, North America, Asia and Other overseas countries (Total 27 locations)	6,958
Assets to be sold	Land and Buildings and structures	Japan (Total 24 location)	1,765
Assets to be disposed of	Machinery, equipment and vehicles, Buildings and structures and others	Japan and Other overseas countries (Total 11 locations)	19,159

### 2. Income taxes for global minimum tax

The income taxes-current includes an income taxes for global minimum tax of ¥8,718 million.

## Notes to Consolidated Statement of Changes in Net Assets

### 1. Shares issued and outstanding

Common stock 3,713,999 thousand shares

### 2. Dividends

#### (1) Dividends paid

Resolution	Type of shares	Total dividends (in millions of yen)	Dividends per share (yen)	Record date	Effective date
Annual general meeting of the shareholders on June 25, 2024	Common stock	56,104	15	March 31, 2024	June 26, 2024

(Note) Total dividends were obtained by deducting the amount corresponding to the equity of Renault shares held by the Company.

(2) Dividends, which the Record date was in the year ended March 31, 2025 and the effective date of which is in the year ending March 31, 2026.

Not applicable.

## Notes to Financial Instruments

### 1. Overview of financial instruments

The Group's cash is managed mainly through short-term deposits and short-term investments with insignificant risk for the purpose of efficient cash management at appropriate risk.

The financing has been diversified, such as bank loans, bond issues, commercial paper issues and securitization of assets, to reduce the exposure to liquidity risk.

The Group holds trade notes and accounts receivables from sales of products and collects such receivables in accordance with the terms and conditions of relevant sales agreements. The Group also holds trade payables with various payment dates based on the payment conditions from purchasing diverse parts, materials and services, required for development and manufacture of products.

The Group utilizes derivative financial instruments based on the internal "Policies and Procedures for Risk Management" mainly for the purposes of hedging its exposure to adverse fluctuations in foreign currency exchange rates on receivables and payables denominated in foreign currencies, interest rates on interest-bearing debt and market prices on commodity, but does not enter into such transactions for speculative purposes.

The sales finance business provides financial services to retail customers, such as auto loans and leases, and inventory financing, working capital loans, etc. to our dealers. Strict credit underwriting policies are followed before loans are advanced to the customers and dealers.

### 2. Fair Value of Financial Instruments

The following table indicates the carrying value in the consolidated balance sheets, the fair value and the unrealized gain (loss) as of March 31, 2025.

(in millions of yen)			
	Amount recorded in the consolidated balance sheets	Fair value	Difference
(1) Sales finance receivables (*2)	7,199,338		
Allowance for doubtful accounts (*3)	(137,347)		
Subtotal (*4)	7,061,991	7,000,705	(61,286)
(2) Investment securities (*5)	731,108	493,660	(237,448)
(3) Long-term loans receivable	11,191		
Allowance for doubtful accounts (*3)	(1,904)		
Subtotal	9,287	9,287	—
<b>Total assets</b>	<b>7,802,386</b>	<b>7,503,652</b>	<b>(298,734)</b>
(1) Bonds (*6)	2,479,737	2,415,857	63,880
(2) Long-term borrowings (*6)	4,543,047	4,505,533	37,514
(3) Lease obligations (*6)	114,230	112,804	1,426
<b>Total liabilities</b>	<b>7,137,014</b>	<b>7,034,194</b>	<b>102,820</b>
Derivative transactions (*7)	14,988	14,988	—

(\*1) Cash on hand and in banks, trade notes and accounts receivable, and contract assets, securities, trade notes and accounts payable, short term borrowings and commercial papers are omitted because they are cash or are settled within a short time and the fair value is almost equal to the book value.

(\*2) The amount recorded in the consolidated balance sheets for sales finance receivables is presented with the amount after deducting ¥39,763 million of deferred installments income and others.

(\*3) The allowance for doubtful accounts, which is individually reported as part of sales finance receivables and long-term loans receivable, is deducted.

(\*4) The difference between amount recorded in the consolidated balance sheets and fair value is mainly due to the discount rate.

(\*5) Unlisted stocks and investments in limited liability partnerships are not included in (2) Investment securities. The amounts of financial instruments recorded in the consolidated balance sheets are as follows:

(in millions of yen)	
Classification	Current fiscal year
Unlisted stocks	695,749
Investments in limited liability partnerships	1,784

(\*6) Bonds, long-term borrowings and lease obligations include the current portion of bonds, the current portion of long-term borrowings and lease obligations under current liabilities, respectively.

(\*7) Net receivables and payables, which were derived from derivative transactions, are presented in this footnote as netted amounts, and any item for which the total becomes a net liability is indicated in parentheses.

### 3. Fair Value of Financial Instruments by levels

The fair value of financial instruments is classified into the following three levels based on the observability and materiality of the inputs used to calculate fair value.

Level 1: Fair value derived from quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value derived from observable inputs that are not included in Level 1 inputs.

Level 3: Fair value derived from unobservable inputs.

When multiple inputs that have a significant impact on the fair value calculation are used, the fair value is classified at lower level category.

## (1) Financial instruments that are measured at fair value

(in millions of yen)

Classification	Fair Value			
	Level 1	Level 2	Level 3	Total
Investment securities				
Other securities				
Stock	1,142	—	—	1,142
Total assets	1,142	—	—	1,142
Derivative transactions (*1)	—	14,988	—	14,988

(\*1) Net receivables and payables, which were derived from derivative transactions, are presented in net amounts, and any item for which the total becomes a net liability is indicated in parentheses.

## (2) Financial instruments other than those measured at fair value

(in millions of yen)

Classification	Fair Value			
	Level 1	Level 2	Level 3	Total
(1) Sales finance receivables	—	—	7,000,705	7,000,705
(2) Investment securities				
Other securities				
Stock	492,518	—	—	492,518
(3) Long-term loans receivable	—	—	9,287	9,287
Total assets	492,518	—	7,009,992	7,502,510
(1) Bonds	—	2,415,857	—	2,415,857
(2) Long-term borrowings	—	4,505,533	—	4,505,533
(3) Lease obligations	—	112,804	—	112,804
Total liabilities	—	7,034,194	—	7,034,194

(Notes) Valuation techniques and inputs are as follows:

Investment securities

Fair value of listed stocks is based on prices on the stock exchange. They are classified in Level 1, because they are traded in an active market.

Derivative transactions

Calculation of fair value is based on quoted prices obtained from third parties or based on discounted cash flows with observable inputs such as interest rates and foreign exchange rates and is classified as Level 2 fair value.

Fair value of interest rate swaps is included in that of corresponding hedged long-term borrowings, as those interest rate swaps are treated as underlying transactions of hedged items.

Sales finance receivables

Fair value is calculated based on the discounted cash flows by collection period, using discount rates reflecting maturity and credit risk and is classified as Level 3 fair value.

Long-term loans receivable

Fair value is calculated based on the discounted cash flows of each individual loan, using discount rate which would be applicable for similar new loans and is classified as Level 3 fair value.

Bonds

Fair value of marketable bonds is based on the market prices, and that of non-marketable bonds is based on the present value estimated by discounting the total principal and interest, using discount rates reflecting the remaining term and credit risk observable in the market and is classified as Level 2 fair value.

Long-term borrowings and Lease obligations

Fair value is calculated based on the present value estimated by discounting the total principal and interest, using discount rates which would be applicable for similar new borrowings or lease transactions based on the observable inputs in the market and is classified as Level 2 fair value.

## Notes to Investment and Rental Property

### 1. The status of investment and rental property

The Company and certain consolidated subsidiaries own rental properties, mainly for vehicle and parts dealers, in Japan and overseas countries.

### 2. Fair value of investment and rental property

(in millions of yen)

Carrying value	Fair Value
98,046	116,832

(Note 1) Carrying value deducted accumulated depreciation and impairment loss from acquisition cost of fixed assets.

(Note 2) The fair value was mainly based on real-estate appraisal value which was calculated by external real-estate appraisers.

## Notes to Revenue Recognition

### 1. Information about breakdown of revenue from contracts with customers

(in millions of yen)

	Reportable segments		Total
	Automobile	Sales financing	
Japan	1,835,850	39,852	1,875,702
North America	5,637,966	89,852	5,727,818
of which USA	4,346,813	1,305	4,348,118
Europe	1,605,455	—	1,605,455
Asia	656,388	1,885	658,273
Other overseas countries	1,678,719	4,513	1,683,232
Revenue from contracts with customers	11,414,378	136,102	11,550,480
Revenue from the other sources	23,478	1,059,256	1,082,734
Sales to third parties	11,437,856	1,195,358	12,633,214

Note: Revenue from the other sources consists mainly of proceeds from interest, etc. based on Accounting Standards Board of Japan (ASBJ) Statement No. 10 "Accounting Standard for Financial Instruments" and lease revenue based on ASBJ Statement No. 13 "Accounting Standard for Lease Transactions." These include revenue recognized under International Financial Reporting Standards (IFRS) 9 "Financial Instruments" and IFRS 16 "Leases" as well as standards for financial instruments such as Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 310 "Receivables" and ASC 842 "Leases" that are adopted by foreign subsidiaries.

### 2. Basic information to understand revenue from contracts with customers

For details, please refer to "Notes to Consolidated Financial Statements 3. Significant accounting policies (5) Reporting of significant revenue and expenses".

### 3. Information to understand the amount of revenue in the current and subsequent fiscal years

#### (1) Contract assets and contract liabilities

Receivables from contracts with customers

(in millions of yen)

	Beginning of the current fiscal year	Ending of the current fiscal year
Trade notes	62,239	94,189
Accounts receivable	571,298	482,972
	633,537	577,161

Receivables from contracts with customers are included in "Trade notes and accounts receivable, and contract assets".

In addition, the balances of contract assets are immaterial.

Contract liabilities

(in millions of yen)

	Beginning of the current fiscal year	Ending of the current fiscal year
Contract liabilities	321,641	337,961

Contract liabilities are included in "Other" in "Current liabilities" and "Long-term liabilities". Contract liabilities mainly include advances for vehicles, paid extended warranties and maintenance services, which are reversed upon revenue recognition.

The amount of revenue recognized in the current fiscal year that was included in the contract liabilities balance at the beginning of the year is ¥152,127 million.

In addition, the amounts of revenue recognized in the current fiscal year from performance obligations satisfied (or partially satisfied) in previous years are immaterial.

(2) Transaction price allocated to the remaining performance obligations

The remaining performance obligations primarily consist of sales for vehicles and parts, and provision of paid extended warranties and maintenance services. The Group has excluded unsatisfied performance obligations for sales including vehicles and parts related to contracts that have an original expected duration of one year or less from this disclosure. The revenue expected to be recognized for each period is as follows:

(in millions of yen)	
	Current fiscal year
Due within one year	100,695
Due after one year but within five years	192,184
Due after five years	11,408
Total	304,287

**Notes to Amounts Per Share**

Net assets excluding share subscription rights and non-controlling interests per share	1,419.78 yen
Basic net loss per share	187.08 yen

**Notes to Significant Subsequent Events**

Not applicable.

**Other**

Not applicable.

Amounts less than one million yen are rounded off.

**5. Non-Consolidated Balance Sheet**  
(As of March 31, 2025)

	(in millions of yen)
Accounts	Amount
<b>Assets</b>	
<b>Current assets</b>	
Cash on hand and in banks	959,401
Trade accounts receivable	315,534
Finished goods	150,934
Work in process	36,539
Raw materials and supplies	226,208
Prepaid expenses	52,644
Short-term loans receivable from subsidiaries and affiliates	525,606
Accounts receivable - other	176,944
Other	79,580
Allowance for doubtful accounts	(76,245)
<b>Total current assets</b>	<b>2,447,149</b>
<b>Fixed assets</b>	
<b>Property, plant and equipment</b>	
Buildings	214,288
Structures	27,443
Machinery and equipment	198,141
Vehicles	6,937
Tools, furniture and fixtures	93,924
Land	125,592
Construction in progress	33,353
<b>Total property, plant and equipment</b>	<b>699,681</b>
Intangible fixed assets	96,612
<b>Investments and other assets</b>	
Investment securities	51,933
Investments in subsidiaries and affiliates	2,014,632
Long-term loans receivable from subsidiaries and affiliates	406
Deferred tax assets	223,481
Other	66,499
Allowance for doubtful accounts	(52)
<b>Total investments and other assets</b>	<b>2,356,900</b>
<b>Total fixed assets</b>	<b>3,153,194</b>
<b>Deferred assets</b>	
Bond issuance costs	2,783
<b>Total deferred assets</b>	<b>2,783</b>
<b>Total assets</b>	<b>5,603,127</b>

	(in millions of yen)
Accounts	Amount
Liabilities	
Current liabilities	
Electronically recorded obligations - operating	393,918
Trade accounts payable	545,716
Short-term borrowings	30,895
Current portion of long-term borrowings	10,000
Current portion of bonds	566,840
Lease obligations	11,391
Accounts payable - other	49,868
Accrued expenses	300,918
Income taxes payable	13,321
Contract liabilities	12,362
Advances received	290
Deposits received	46,624
Accrued warranty costs	34,639
Other	37,111
Total current liabilities	2,053,899
Long-term liabilities	
Bonds	879,160
Long-term borrowings	200,000
Lease obligations	16,332
Long-term income taxes payable	8,718
Accrued warranty costs	71,416
Accrued retirement benefits	16,905
Provision for loss on business of subsidiaries and affiliates	204,378
Other	9,300
Total long-term liabilities	1,406,212
Total liabilities	3,460,111
Net assets	
Shareholders' equity	
Common stock	605,813
Capital surplus	
Legal capital surplus	804,470
Total capital surplus	804,470
Retained earnings	
Legal reserve	53,838
Other retained earnings	
Reserve for reduction of replacement cost of specified properties	52,055
Reserve for special depreciation	7
Unappropriated retained earnings	630,669
Total retained earnings	736,571
Treasury stock	(7,957)
Total shareholders' equity	2,138,897
Valuation, translation adjustments and others	
Unrealized holding gain and loss on securities	782
Unrealized gain and loss from hedging instruments	3,335
Total valuation, translation adjustments and others	4,118
Total net assets	2,143,015
Total liabilities and net assets	5,603,127

**6. Non-Consolidated Statement of Income**

(From April 1, 2024 To March 31, 2025)

	(in millions of yen)
Accounts	Amount
Net sales	4,081,748
Cost of sales	3,721,391
Gross income	360,357
Selling, general and administrative expenses	340,433
Operating income	19,924
Non-operating income	
Interest income	33,730
Dividends income	577,789
Exchange gain	3,750
Guarantee commission received	12,946
Derivative gain	29,611
Reversal of allowance for doubtful accounts	255
Other	9,238
Total non-operating income	667,322
Non-operating expenses	
Interest expense	58,296
Provision of allowance for doubtful accounts	37,289
Other	7,734
Total non-operating expenses	103,320
Ordinary income	583,926
Special gains	
Gain on sales of fixed assets	33
Gain on sales of investment securities	110
Reversal of provision for loss on business of subsidiaries and affiliates	6,279
Other	1
Total special gains	6,424
Special losses	
Loss on sales of fixed assets	137
Loss on disposal of fixed assets	13,590
Impairment loss	63,062
Loss on sales of shares of subsidiaries and affiliates	1,192
Loss on valuation of shares of subsidiaries and affiliates	75,503
Provision for loss on business of subsidiaries and affiliates	203,902
Other	30,612
Total special losses	388,000
Profit before income taxes	202,351
Income taxes-current	61,147
Income taxes for global minimum tax	8,718
Income taxes-deferred	72,187
Total income taxes	142,053
Net income	60,298

## 7. Non-Consolidated Statement of Changes in Net Assets

(From April 1, 2024 To March 31, 2025)

(in millions of yen)

	Shareholders' equity							
	Common stock	Capital surplus		Legal reserve	Retained earnings			Total retained earnings
		Legal capital surplus	Total capital surplus		Other retained earnings			
					Reserve for reduction of replacement cost of specified properties	Reserve for special depreciation	Unappropriated retained earnings	
Balance at the beginning of current period	605,813	804,470	804,470	53,838	53,012	4	772,262	879,117
Changes of items during the period								
Cash dividends paid							(59,816)	(59,816)
Reversal of reserve for reduction of replacement cost of specified properties					(957)		957	—
Provision of reserve for special depreciation						5	(5)	—
Reversal of reserve for special depreciation						(1)	1	—
Net income							60,298	60,298
Purchases of treasury stock								
Disposal of treasury stock							(181)	(181)
Cancellation of treasury stock							(142,848)	(142,848)
Net changes of items other than those in shareholders' equity								
Total changes of items during the period					(957)	3	(141,593)	(142,547)
Balance at the end of current period	605,813	804,470	804,470	53,838	52,055	7	630,669	736,571

	Shareholders' equity		Valuation, translation adjustments and others			Total net assets
	Treasury stock	Total shareholders' equity	Unrealized holding gain and loss on securities	Unrealized gain and loss from hedging instruments	Total valuation, translation adjustments and others	
Balance at the beginning of current period	(13,382)	2,276,019	2,393	(46)	2,346	2,278,366
Changes of items during the period						
Cash dividends paid		(59,816)				(59,816)
Reversal of reserve for reduction of replacement cost of specified properties						—
Provision of reserve for special depreciation						—
Reversal of reserve for special depreciation						—
Net income		60,298				60,298
Purchases of treasury stock	(139,336)	(139,336)				(139,336)
Disposal of treasury stock	1,912	1,731				1,731
Cancellation of treasury stock	142,848	—				—
Net changes of items other than those in shareholders' equity			(1,610)	3,382	1,771	1,771
Total changes of items during the period	5,424	(137,123)	(1,610)	3,382	1,771	(135,351)
Balance at the end of current period	(7,957)	2,138,897	782	3,335	4,118	2,143,015

## **8. Notes to Non-Consolidated Financial Statements**

### **Significant Accounting Policies**

#### **1. Valuation methods for assets**

##### **(1) Securities**

###### **Held-to-maturity securities**

Held-to-maturity securities are stated at amortized cost (straight-line method).

###### **Equity securities issued by subsidiaries and affiliates**

Equity securities issued by subsidiaries and affiliates are carried at cost determined by the moving average method.

###### **Other securities**

###### **① Marketable securities:**

Marketable securities classified as other securities are carried at fair value with any changes in unrealized holding gain or loss, net of the applicable income taxes, directly included in net assets. Cost of securities sold is calculated by the moving average method.

###### **② Non-marketable securities:**

Non-marketable securities classified as other securities are carried at cost determined by the moving average method. Investments in limited liability partnerships and similar investments, defined as securities by Article 2, Section 2 of the Financial Instruments and Exchange Act, are recognized at the net amount corresponding to the owning portion under the equity method based on the latest available financial statements of the partnerships.

##### **(2) Derivative financial instruments**

Derivative financial instruments are carried at fair value.

##### **(3) Inventories**

Inventories are stated at cost determined by the first-in and first-out method. (Cost of inventories is written-down when their carrying amounts become unrecoverable.)

#### **2. Depreciation and amortization of fixed assets**

##### **(1) Property, plant and equipment**

Depreciation of property, plant and equipment is calculated by the straight-line method based on the estimated useful lives and the estimated residual value determined by the Company.

##### **(2) Intangible fixed assets**

Amortization of intangible fixed assets is calculated by the straight-line method.

Amortization of software for internal use is calculated by the straight-line method over the estimated useful life (5 years).

##### **(3) Leased assets**

Depreciation of leased assets is calculated by the straight-line method based on either the estimated useful lives or the lease terms and the estimated residual value determined by the Company.

#### **3. Foreign currency translation**

Monetary assets and liabilities denominated in foreign currencies are translated into yen at the rates of exchange in effect at the balance sheet date, and differences arising from the translation are recognized as gain or loss.

#### **4. Basis for reserves**

##### **(1) Allowance for doubtful accounts**

Allowance for doubtful accounts is provided based on past experience for normal receivables and on an estimate of the collectability of receivables from companies in financial difficulty.

##### **(2) Accrued warranty costs**

Accrued warranty costs are provided to cover the cost of all services anticipated to be incurred during the entire warranty period in accordance with the warranty contracts and based on past experience.

##### **(3) Accrued retirement benefits**

Accrued retirement benefits or prepaid pension costs are recorded at an amount calculated based on the retirement benefit obligation and the fair value of the pension plan assets at the end of the current fiscal year.

For calculating the retirement benefit obligation, the benefit formula basis has been adopted for attributing projected benefits to periods.

Past service cost is being amortized as incurred by the straight-line method over periods which are shorter than the average remaining years of service of the eligible employees.

Actuarial gain and loss are amortized from the year following the year in which the gain and loss are recognized by the straight-line method over periods which are shorter than the average remaining years of service of the eligible employees.

##### **(4) Provision for loss on business of subsidiaries and affiliates**

Provision for loss on business of subsidiaries and affiliates is recorded in consideration of the financial condition of subsidiaries and affiliated companies.

## 5. Reporting of significant revenue and expenses

The Company's revenues are primarily from the sale of vehicles and parts. In addition, the Company recognizes royalty income from trademarks and technical know-how licensed to others for the manufacture and sale of products.

The Company generally recognizes revenue from the sale of vehicles and parts when the products are delivered based on terms agreed upon in contracts with customers. This is when legal title and the risk and rewards of ownership are transferred allowing the customer to dispose of the goods and the Company to request payment from the customer and is deemed to be the point at which control of the goods is transferred to the customer.

For domestic sales, vehicle sales are recognized when the vehicles are delivered to the destination agreed between the customers. Parts sales are recognized when the parts are shipped from the Company based on the application of alternative treatment allowed under paragraph 98 of "Implementation Guidance on Accounting Standard for Revenue Recognition".

The Company provides incentives primarily to dealers, and these incentives are calculated based on the total number of vehicles sold or the number of specific models sold by dealers during a specified period. The Company accrues these amounts as incentives upon the sale of vehicles using the "most likely amount method" and deducts them from revenue.

For export sales, revenues are primarily recognized when goods are loaded on the vessel.

Royalty income is primarily recognized based on the amount of the licensee's (majorly Company's subsidiaries and affiliates) revenue and at the time their revenue is recognized.

Revenue is measured based on the transaction price specified in contracts with customers, excluding the amounts collected on behalf of third parties such as tax authorities.

Payments for products received by customers are collected in accordance with the terms and conditions of the relevant sales agreements and the amount of financing component included in the payment is not material.

In addition, product sales contracts with customers include warranty clauses to cover free replacement or repair needed to correct defects in materials or workmanship of all parts and components and the Company recognizes provisions for product warranties to meet these guarantees. The provisions for such warranty costs are booked as described above in 4. Basis for reserves.

## 6. Other significant accounting policies

### (1) Hedge accounting method

#### ① Hedge accounting

In principle, deferred hedge accounting is applied for derivative instruments.

If qualifies for specific conditions under JGAAP, the following exceptional hedge treatments can be applied.

- Hedged items for foreign currency denominated transactions can be booked using the forward contract rate, except for accounts receivables to which deferred hedge accounting is applied.
- For interest rate swap, if interest paid or received can be netted against the interest of underlying hedged interest bearing debt, there is no need for fair value evaluation.

#### ② Hedging instruments and hedged items

- Hedging instruments.....Derivative transactions
- Hedged items.....Mainly receivables and payables denominated in foreign currencies and others

#### ③ Hedging policy

Based on the internal risk management rules and authority regarding derivative transactions, expected risks such as fluctuations in foreign exchange and interest rate are hedged within certain extent.

#### ④ Assessment of hedge effectiveness

The assessment of hedge effectiveness is omitted when the terms of hedged items are substantially same as those of hedging instruments.

### (2) Accounting for retirement benefit

The accounting methods of unrecognized actuarial gain and loss and unrecognized past service cost are different from those of the consolidated financial statements.

### (3) Adoption of group tax sharing system

The Company adopts the group tax sharing system.

## 7. Accounting estimates

### (1) Impairment loss on fixed assets

Comments are omitted, since the same contents are already described in the notes to the consolidated financial statements (5. Accounting estimates, (1) Impairment loss on fixed assets). In assessing whether to recognize impairment, the Company determined that it was necessary to recognize impairment loss on fixed assets for business-use. Impairment loss of ¥62,883 million and ¥179 million was recognized on property, plant and equipment and on intangible fixed assets. The total of property, plant and equipment and intangible fixed assets recorded in the Non-consolidated Financial Statements for the current fiscal year is ¥796,293 million.

### (2) Deferred tax assets

Comments are omitted since the same contents are already described in the notes to consolidated financial statements (5. Accounting estimates, (2) Deferred tax assets).

Deferred tax assets of ¥223,481 million is recorded in the current year's financial statements.

### (3) Expenses for market measures such as recalls

Comments are omitted, since the same contents are already described in the notes to consolidated financial statements (5. Accounting estimates (5) Expenses for market measures such as recalls).

Service costs of ¥19,645 million is recorded in the current year's financial statements.

## Notes to Non-Consolidated Balance Sheet

1. Accumulated depreciation of property, plant and equipment amounted to ¥1,496,445 million.

(The above amount includes depreciation of leased assets in the amount of ¥81,717 million.)

2. Guarantees and others

(1) Guarantees

(in millions of yen)

Guarantees	Balance of liabilities guaranteed	Description of liabilities guaranteed
Nissan Motor Manufacturing (UK) Ltd.	133,638	Guarantees for loans to invest in plant facilities etc.
Nissan Motor Acceptance Company LLC	119,616	Guarantees for loans for sales financing
Employees	* 7,420	Guarantees for employees' housing loans
Total	260,675	

\*Allowance for doubtful accounts is provided based on past experience.

(2) Keepwell Agreements

In addition to the above, the Company entered into keepwell agreements with the following financial subsidiaries and others to enhance their credit worthiness.

Their balances of liabilities at the end of March 2025 were as follows.

(in millions of yen)

Company name	Balance of liabilities
Nissan Motor Acceptance Company LLC	4,081,002
Nissan Financial Services Co., Ltd.	621,700
Nissan Financial Services Australia Pty. Ltd.	391,413
Nissan Canada, Inc.	360,222
Nissan Leasing (Thailand) Co., Ltd.	32,459
Nissan Financial Services New Zealand Pty. Ltd.	12,789
Total	5,499,586

3. Monetary receivables from and payables to subsidiaries and affiliates (except for separately disclosed)

(in millions of yen)

Short-term monetary receivables: 435,373

Short-term monetary payables: 434,745

Long-term monetary payables: 6,477

4. Contingent Liabilities

• Lawsuits related to misstatements in Annual Securities Reports (“Yukashoken-Houkokusho”)

As a consequence of misstatements in Annual Securities Reports for each fiscal year in the past, there are some ongoing lawsuits. The Non-consolidated financial results may be affected by the progress of legal proceedings.

## Notes to Non-Consolidated Statement of Income

### Transactions with subsidiaries and affiliates

Operating transactions with subsidiaries and affiliates	(in millions of yen)
Sales:	3,534,715
Operating expenses:	1,576,009
Transactions with subsidiaries and affiliates other than operating transactions:	645,405

## Notes to Non-Consolidated Statement of Changes in Net Assets

Treasury stock (as of March 31, 2025)	Common stock	18,727 thousand shares
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## Notes to Deferred Tax Assets and Liabilities

Deferred tax assets mainly consist of those deriving from loss on valuation of investment securities, carry forward foreign tax credit, etc., research and development expenses, accrued expenses, and provision for loss on business of subsidiaries and affiliates. Deferred tax liabilities mainly consist of those deriving from reserves under the Act on Special Measures Concerning Taxation. The valuation allowance provided against deferred tax assets amounted to ¥346,372 million.

The Company applies the group tax sharing system and accounts for and discloses corporate and local corporate income taxes, or tax-effect accounting in accordance with “*Practical Solution on the Accounting and Disclosure Under the Group Tax Sharing System*” (PITF No. 42, August 12, 2021).

## Notes to Revenue Recognition

For basic information to understand revenue recognition, refer to Notes to Non-Consolidated Financial Statements, Significant Accounting Policies 5. Reporting of significant revenue and expenses.

## Notes to Related Party Transactions

### 1. Subsidiaries, affiliates and others

(in millions of yen)

Attribute	Name	Percentage of voting right held by the company	Relation	Nature of transactions	Amount of the transactions	Account	Balance at the end of fiscal year
Subsidiary	Nissan North America, Inc.	Ownership	·Purchasing products manufactured by the Company	Sales	1,096,419	Trade accounts receivable	59,814
		Directly 100%		Lending	423,603	Long-term loans receivable from subsidiaries and affiliates	—
Subsidiary	Nissan Shatai Co., Ltd.	Ownership	·Consignment manufacturer	Purchase	327,693	Trade accounts payable	89,096
		Directly 50.01%				Other (Advance payments - trade)	15,702
						Accounts receivable - other	10,155
						Accrued expenses	2,249
Subsidiary	Nissan Assurance Holding Company N.V.	Ownership	· Holding investments in subsidiaries and affiliates	Dividend income	84,189	—	—
		Directly 100%					
Subsidiary	Nissan (China) Investment Co., Ltd.	Ownership	·Purchasing products manufactured by the Company	Dividend income	322,620	—	—
		Directly 100%	· Concurrent positions held by directors				
Subsidiary	Nissan Middle East FZE	Ownership	·Purchasing products manufactured by the Company	Sales	413,428	Trade accounts receivable	83,065
		Directly 100%		Dividend income	47,420		
Subsidiary	Nissan Motorsports & Customizing Co., Ltd.	Ownership	·Purchasing products manufactured by the Company	Dividend income	30,720	—	—
		Directly 100%					
Subsidiary	Nissan Finance Co., Ltd.	Ownership	·Lending and borrowing for the group loan provided for domestic subsidiaries	Borrowing	134,653	Short-term borrowings	30,895
		Directly 100%		Lending	—	Short-term loans receivable from subsidiaries and affiliates	181,500
Subsidiary	Nissan International Holding B.V.	Ownership	· Holding investments in subsidiaries and affiliates	Lending	4,015	Short-term loans receivable from subsidiaries and affiliates	190,418
		Directly 100%					
Subsidiary	Nissan Automotive Europe	Ownership	·Purchasing products manufactured by the Company	Lending	182,408	Short-term loans receivable from subsidiaries and affiliates	—
		Directly 100%					
Subsidiary	Nissan Motor Manufacturing (UK) Ltd.	Ownership	·Guarantees for borrowings related to capital expenditures	Guarantees	133,638	—	—
		Indirectly 100%					
Subsidiary	Nissan Motor Acceptance Company LLC	Ownership	·Providing guarantees for sales finance services for vehicles manufactured by the Company	Guarantees and others (Keepwell Agreements)	4,081,002	—	—
		Indirectly 100%					
Subsidiary	Nissan Financial Services Co., Ltd.	Ownership	·Sales of trade accounts receivables and providing guarantees for sales finance services for vehicles manufactured by the Company	Sales of trade accounts receivable	1,415,194	—	—
		Directly 100%		Guarantees and others (Keepwell Agreements)	621,700		
Subsidiary	Nissan Financial Services Australia Pty. Ltd.	Ownership	·Providing guarantees for sales finance services for vehicles manufactured by the Company	Guarantees and others (Keepwell Agreements)	391,413	—	—
		Indirectly 100%					

(in millions of yen)

Attribute	Name	Percentage of voting right held by the company	Relation	Nature of transactions	Amount of the transactions	Account	Balance at the end of fiscal year
Subsidiary	Nissan Canada, Inc.	Ownership Directly 90.91% Indirectly 9.09%	• Providing guarantees for sales finance services for vehicles manufactured by the Company	Guarantees and others (Keepwell Agreements)	360,222	—	—
Subsidiary	Nissan International S.A.	Ownership Directly 100%	• Holding investments in subsidiaries and affiliates	Acquisition of shares of subsidiaries and affiliates	63,418	—	—
Affiliate	Mitsubishi Motors Corporation	Ownership Directly 26.68%	• Consignment manufacturer • Concurrent positions held by directors	Purchase	9,947	Trade accounts payable	25,557
						Electronically recorded obligations - operating	64,378
						Other (Advance payments - trade)	174
						Accounts receivable - other	25,553
				Partial sale of equity interest	68,637	Accrued expenses —	26
						—	—

Terms and conditions of transactions and policies for deciding terms and conditions

- (1) Sales of products and parts are decided considering market prices and total costs.
- (2) Purchase of products is decided after investigation and negotiation considering bidding prices, existing prices and market prices of our products.  
Parts provided to subcontractors are offset against the purchase costs, and after negotiation, the amount is decided based on the price calculated using the cost.
- (3) The Company borrows from and lends to its group companies, and the interest rate is determined with reference to market rates.
- (4) Dividend income from subsidiaries in which the Company holds all voting rights is decided considering its financial condition.
- (5) The discount rate for sales of trade accounts receivables is determined with reference to market rates and the usance period of each dealer.
- (6) The acquisition price of shares of subsidiaries and affiliates is determined based on the share issuer's net assets with the fair value of its assets owned reflected.
- (7) The selling price of equity interest is determined by referencing the market price.

Others

- (1) Borrowings from Nissan Finance Co., Ltd. are related to the CMS (Cash Management System). The amount of the transactions represents the average balance during the period.
- (2) The Company provides guarantees for the borrowings of its subsidiaries.  
In addition, the Company provides keepwell agreements as a part of these guarantees in order to supplement their credit.  
Nissan Motor Acceptance Company LLC guarantee amount includes ¥119,616 million of guarantee.

## 2. Directors and individual major shareholders

(in millions of yen)

Attribute (*1)	Name	Percentage of voting right held by Directors and individual major shareholders	Relation (*1)	Nature of transactions	Amount of the transactions	Account	Balance at the end of fiscal year
Director	Makoto Uchida	Directly 0.009%	Representative Executive Officer, President and Chief Executive Officer	Disposition of Treasury Stock as remuneration in kind (*2)	107	—	—
Officer	Stephen Ma	Directly 0.007%	Executive Officer, Chief Financial Officer	Disposition of Treasury Stock as remuneration in kind (*2)	48	—	—
Director	Hideyuki Sakamoto	Directly 0.004%	Executive Officer, Executive Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	28	—	—
Officer	Kunio Nakaguro	Directly 0.001%	Executive Officer, Executive Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	24	—	—
Officer	Asako Hoshino	Directly 0.004%	Executive Officer, Executive Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	24	—	—
Officer equivalent	Jeremie Papin	Directly 0.002%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	27	—	—
Officer equivalent	Guillaume Cartier	Directly 0.000%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	24	—	—
Officer equivalent	Rakesh Kochhar	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	23	—	—
Officer equivalent	Ivan Espinosa	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	22	—	—
Officer equivalent	Alfonso Albaisa	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	21	—	—
Officer equivalent	Leon Dorssers	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	19	—	—
Officer equivalent	Jose Roman	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	16	—	—
Officer equivalent	Takashi Hata	Directly 0.002%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	15	—	—
Officer equivalent	Junichi Endo	Directly 0.002%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	13	—	—
Officer equivalent	Takao Asami	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	12	—	—
Officer equivalent	Joji Tagawa	Directly 0.004%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	11	—	—

(in millions of yen)

Attribute (*1)	Name	Percentage of voting right held by Directors and individual major shareholders	Relation (*1)	Nature of transactions	Amount of the transactions	Account	Balance at the end of fiscal year
Officer equivalent	Hideaki Watanabe	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	11	—	—
Officer equivalent	Shohei Yamazaki	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	11	—	—
Officer equivalent	Toshihiro Hirai	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	11	—	—
Officer equivalent	Hiroki Hasegawa	Directly 0.001%	Senior Vice President	Disposition of Treasury Stock as remuneration in kind (*2)	10	—	—

(\*1) The Attribute and the Relation are described based on the attribute and the relation existing at the time the transactions occurred.

(\*2) The disposition of the treasury stock is performed as remuneration in kind under the Restricted Stock Unit system.

The stock price for the disposition of the treasury stock is determined based on the ending stock price as of June 24, 2024 (one business day before the resolution made by the Board Meeting for the disposition of the treasury stock) on the Tokyo Stock Exchange.

### Notes to Amounts Per Share

Net assets per share	579.93 yen
Basic earnings per share	15.84 yen

### Notes to Significant Subsequent Events

Not applicable.

### Other

Not applicable.

Amounts less than one million yen are omitted.

(For Translation Purposes Only)

## Independent Auditor's Report

May 16, 2025

The Board of Directors  
Nissan Motor Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Designated Engagement Partner Certified Public Accountant	Masayuki Nakamura
Designated Engagement Partner Certified Public Accountant	Makoto Matsumura
Designated Engagement Partner Certified Public Accountant	Hiroshi Minagawa
Designated Engagement Partner Certified Public Accountant	Taiga Matsumoto

### *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, 2024 through March 31, 2025.

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, 2025 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review 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 communicate with them all relationships, other matters that may reasonably be thought to bear on our independence, and where applicable, measures taken to eliminate inhibiting factors or apply safeguards to reduce them to an acceptable level.

#### *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.

(For Translation Purposes Only)

## Independent Auditor's Report

May 16, 2025

The Board of Directors  
Nissan Motor Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Designated Engagement Partner Certified Public Accountant	Masayuki Nakamura
Designated Engagement Partner Certified Public Accountant	Makoto Matsumura
Designated Engagement Partner Certified Public Accountant	Hiroshi Minagawa
Designated Engagement Partner Certified Public Accountant	Taiga Matsumoto

### *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 126th fiscal year from April 1, 2024 through March 31, 2025.

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 126th fiscal year ended March 31, 2025 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 communicate with them all relationships, other matters that may reasonably be thought to bear on our independence, and where applicable, measures taken to eliminate inhibiting factors or apply safeguards to reduce them to an acceptable level.

#### *Conflicts of Interest*

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

[Translation]

## 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 126th fiscal year since founding (from April 1, 2024 to March 31, 2025) 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.
- 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” (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.

Meanwhile, based on a recommendation from the Japan Fair Trade Commission (“JFTC”) which the Company received on March 7, 2024 for violation of “the Act against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors”, a corrective action report was submitted to the JFTC on March 5, 2025. Before its submission, the Audit Committee confirmed that a management system for regulatory compliance has been established to prevent recurrence and that efforts have been being made to enhance employees' awareness and knowledge of compliance, based on the results of an internal investigation conducted under the supervision of the Audit Committee to determine the causes of the violation.

- 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, 2025

Audit Committee, Nissan Motor Co., Ltd.

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

Bernard Delmas, Member of the Audit Committee

Brenda Harvey, Member of the Audit Committee

Teruo Asada, Member of the Audit Committee

Pierre Fleuriot, Member of the Audit Committee

Note: Messrs. Motoo Nagai, , and Bernard Delmas, and Ms. Brenda Harvey, and Teruo Asada 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.

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