

## NISSAN INTERNATIONAL FINANCE (NETHERLANDS) B.V.

### Incorporation and Status

Nissan International Finance (Netherlands) B.V. (“*NIF(NL)*”) was incorporated in The Netherlands as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) on 21st August, 1987. With effect from 1989, NIF(NL) became a wholly-owned direct subsidiary of Nissan Europe N.V., which in turn is wholly and directly owned by Nissan Motor Co., Ltd. (the “*Parent*” or “*Nissan*”). With effect from 28th June, 2001, Nissan purchased all issued shares of NIF(NL) from Nissan Europe N.V. Simultaneously with this purchase, Nissan made capital injections into NIF(NL). All of these transactions were made to further facilitate the global group finance function. With effect from 29th November, 2002, Nissan sold all issued shares of NIF(NL) to Nissan Motor Parts Center B.V. (“*NMPC*”), which in turn is ultimately owned by Nissan through Nissan Europe S.A.S. which has all issued shares of NMPC and is a wholly-owned direct subsidiary of Nissan.

### Purpose and Operations

NIF(NL) was established with two major objectives:-

- (i) to improve the financial efficiency of the Nissan Group by centrally controlling the raising and deployment of funds for the Parent’s subsidiaries and affiliates in Europe; and
- (ii) to supplement the financial operations of Nissan’s head office by directly approaching the European financial markets on its behalf and more effectively controlling foreign exchange and interest rate risks for the Nissan Group.

In order to achieve its objectives, NIF(NL) is authorised to raise funds by issuing negotiable obligations on the capital and money markets, as well as through direct borrowings, supported by a Keepwell Agreement entered into with the Parent. NIF(NL) in turn will lend the proceeds directly to Nissan production and sales subsidiaries in Europe. NIF(NL) is also empowered to redeploy and manage surplus funds generated by companies in the Nissan Group.

### Management

NIF(NL)’s Board of Managing Directors is constituted as follows:

Hitoshi Kawaguchi	Managing Director
Akio Kameyama	Managing Director
Akira Sato	Managing Director

Mr. Kawaguchi and Mr. Kameyama are employed by Nissan Europe S.A.S. incorporated in France, which is the Parent’s European headquarters, whilst Mr. Sato is employed on a full-time basis by the Parent.

The business address of Mr. Kawaguchi and Mr. Kameyama is Parc de Pissaloup, 13 avenue Jean d’Alembert, 78190 Trappes Cedex, France. The business address of Mr. Sato is 17-1, Ginza 6-chome, Chuo-ku, Tokyo, Japan.

## Capitalisation

The following table sets out the unaudited capitalisation of NIF(NL) as at 30th September, 2003 (except for the retained earnings, which are stated as at 30th June, 2003). Except as noted below, there has been no material change to the capitalisation of NIF(NL) since 30th September, 2003 other than changes in the level of NIF(NL)'s short term borrowing outstanding, which in the normal course of business may vary significantly from time to time.

**NISSAN INTERNATIONAL FINANCE (NETHERLANDS) B.V.**  
**CAPITALISATION**  
**Unaudited as at 30th September, 2003**

	<i>euro'000</i>
<b>Shareholders' Equity</b>	
Common Stock Authorised: euro 18,151,200	
Issued and paid up	13,613
Share premium reserve	17
Retained Earnings (as at 30th June, 2003)	<u>12,302</u>
<b>Total Shareholders' Equity</b>	<u>25,932</u>
<b>Long Term Debt</b>	
Long term Loans from credit institutions	0
Fixed Rate Loan	47,999
Euro Medium Term Note Programme	<u>112,049</u>
<b>Total Long Term Debt</b>	160,048
<b>Short-Term Debt</b>	
Current position long term loan	13,714
Current position long term notes	0
Short-term bank loans	0
Euro Commercial Paper	0
Group Loans Payable	<u>829,031</u>
<b>Total Short Term Debt</b>	<u>842,745</u>
<b>Total Debt</b>	<u>1,002,793</u>

- Notes: 1. Currency exchange rates are based on European Central Bank rates prevailing on 30th September, 2003 when euro 1.00 equalled U.S.\$ 1.1652 and JPY 128.80.
2. NIF(NL) has no cum warrants or convertible notes outstanding.

## Summary Financial Information

The following summary financial information was extracted without material adjustment from the audited financial statements of NIF(NL) for the years ended 31st December, 2002 and 2001 and from the unaudited interim financial statements of NIF(NL) for the six months ended 30th June, 2003.

### NISSAN INTERNATIONAL FINANCE (NETHERLANDS) B.V. PROFIT AND LOSS ACCOUNT

	Audited for years ended 31st December, 2002    2001 euro'000		Unaudited for six months ended 30th June, 2003 euro'000
<b>INTEREST INCOME:</b>			
Loans to group companies	29,338	31,175	12,582
Time deposits and other interest income	<u>2,515</u>	<u>2,419</u>	<u>10</u>
	31,853	33,594	12,592
<b>INTEREST EXPENSES:</b>			
Loans from group companies	20,549	18,199	5,181
Loans from credit institutions	0	2,439	1,696
Bonds and notes	<u>7,599</u>	<u>9,112</u>	<u>4,688</u>
	28,148	29,750	11,565
Margin	3,705	3,844	1,027
Foreign exchange profit	<u>(48)</u>	<u>254</u>	<u>(106)</u>
	3,657	4,098	921
<b>OPERATING EXPENSES:</b>			
Other operating expenses	<u>368</u>	<u>393</u>	<u>139</u>
<b>PROFIT BEFORE CORPORATE INCOME TAX</b>	3,289	3,705	782
Corporate income tax	<u>0</u>	<u>1,296</u>	<u>0</u>
<b>NET PROFIT AFTER CORPORATE INCOME TAX</b>	<u><u>3,289</u></u>	<u><u>2,409</u></u>	<u><u>782</u></u>

**NISSAN INTERNATIONAL FINANCE (NETHERLANDS) B.V.  
BALANCE SHEET**

	<b>Audited</b>		<b>Unaudited</b>
	<b>as at 31st December,</b>		<b>as at 30th June,</b>
	<b>2002</b>	<b>2001</b>	<b>2003</b>
<b>ASSETS</b>	<b>euro'000</b>		<b>euro'000</b>
<b>FIXED ASSETS</b>			
Financial fixed assets:			
Long-term investments:			
Loans to group companies	54,856	109,520	47,999
<b>CURRENT ASSETS</b>			
Short-term investments:			
Loans to group companies	868,233	1,326,461	560,421
Prepayments and accrued income	1,586	85	1,052
Cash at bank	118,448	104,196	108,588
	<u>1,043,123</u>	<u>1,540,262</u>	<u>718,060</u>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' EQUITY</b>			
Share capital paid up and called up	13,613	13,613	13,613
Share premium reserve	17	575,017	17
Retained earnings	11,521	18,232	12,302
	<u>25,151</u>	<u>606,862</u>	<u>25,932</u>
<b>LONG-TERM LIABILITIES</b>			
Credit institutions	54,856	68,570	34,285
Bonded debentures	124,497	161,173	114,256
	<u>179,353</u>	<u>229,743</u>	<u>148,541</u>
<b>SHORT-TERM LIABILITIES</b>			
Credit institutions	15,864	54,664	13,714
Group loans	814,751	640,914	523,351
Corporate income tax	5,564	5,564	5,564
Interest payable	1,238	2,456	729
Accrued expenses	1,202	59	229
	<u>838,619</u>	<u>703,657</u>	<u>543,587</u>
	<u>1,043,123</u>	<u>1,540,262</u>	<u>718,060</u>