

[TRANSLATION]

June 5, 2008

To Shareholders:

NOTICE OF CONVOCATION OF
THE 109th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

Notice is hereby given that the 109th Ordinary General Meeting of Shareholders of the Company (the "Meeting") will be held as described below. You are cordially invited to attend the Meeting.

If you are unable to attend the Meeting in person, please review the following "Reference Materials of Ordinary General Meeting of Shareholders" as well as the "Business Report for the 109th Fiscal Year" enclosed herewith and send us the enclosed voting form by return mail, indicating your votes for or against the propositions and affixing your seal impression thereon, or vote through the Internet website (<http://www.web54.net>), so that such voting form or Internet voting should arrive at the Company by 17:30 of June 24 (Tuesday), 2008.

Yours very truly,

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

By: /s/ Carlos Ghosn
Carlos Ghosn
President and Director
2 Takara-cho, Kanagawa-ku,
Yokohama-shi, Kanagawa

PARTICULARS

1. Date and Time of the Meeting:
Wednesday, June 25, 2008 at 10:00 a.m.
(The reception desk will open at 8:30 a.m.)
2. Place of the Meeting:
“National Convention Hall of Yokohama” of Pacifico Yokohama
1-1, Minatomirai 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 Statements for the 109th Fiscal Year (April 1, 2007 to March 31, 2008), and the result of audit thereon by Independent Auditors and Board of Statutory Auditors.
- 2: Report on the Non-Consolidated Financial Statements for the 109th Fiscal Year (April 1, 2007 to March 31, 2008).

Matters to be resolved:

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| Item 1: | Appropriation of Retained Earnings for the 109 th Fiscal Year |
| Item 2: | Delegation to the Board of Directors in deciding the Terms and Conditions of the Issuance of Shinkabu-Yoyakuken (stock acquisition right) without Consideration as Stock Options to Employees of the Company and Directors and Employees of its Affiliates |
| Item 3: | Election of Two (2) Statutory Auditors |
| Item 4: | Payment of Bonuses to the Directors |
| Item 5: | Revision of the Remuneration for Directors |

4. Remarks on exercising Voting Right through the voting form or Internet voting:
In case voting is exercised more than once through both the enclosed voting form and Internet voting, the Internet voting is deemed a valid voting. Further, in case the Internet voting is exercised more than once, the final exercise of the Internet voting is deemed a valid voting.

When attending the Meeting in person, please present the enclosed voting form to the receptionist at the Meeting. If you vote through the Internet website, please use the code and password for Exercising Voting Right printed on the voting form, and vote in accordance with the guidance on the screen.

Revision of the Reference Materials of Ordinary General Meeting of Shareholders, Business Report, Consolidated / Non-Consolidated Financial Statements will be notified on the Internet website (<http://www.nissan-global.com/JP/IR/>).

Your cooperation is requested with respect to the questions and answers session in the Meeting as follows:

- We will take questions from shareholders attending the shareholders meeting. Any shareholder who wishes to ask questions is requested to receive in advance by 10.00 a.m. a ticket which will be distributed near the entrance to the hall for the shareholders meeting.
- In response to shareholders' request to have an opportunity to learn more about the Company we are hosting a shareholder event for shareholders living in Tokyo and neighboring areas at our Oppama plant on June 22, 2008. The Oppama event will be a unique opportunity to encourage dialogue with senior management and to raise questions about the Company. At the shareholders meeting, we will address some of the questions raised from the Oppama event.
- The order in which shareholders will ask questions at the shareholders meeting will be determined by random selection before the start of the Q&A session. This process will provide a more fair opportunity for shareholders to ask questions than the "first come first serve" process we have used in the past.
- When the proposed Items have been fully deliberated, the questions and answers session may be closed even though not all the persons who hold tickets have asked questions. Shareholders who do not get to ask questions by the close of the questions and answers session will be asked to submit their questions to the Company at the close of the meeting. A written answer will be sent to each shareholder who submits a question.

Please also be advised that a reception will be organized after the Meeting. We are pleased to have an opportunity to meet with many of our shareholders at during and after the shareholders' Meeting and to have an opportunity of direct talks between you, shareholders, and our management people. It is appreciated if you could also attend the reception following the Meeting and give us your frank opinions.

[TRANSLATION]

Reference Materials of Ordinary General Meeting of Shareholders

Agenda and Matters for Reference:

Item 1: Appropriation of Retained Earnings for the 109th Fiscal Year

In this 109th fiscal year, the Company paid an interim dividend in an amount of twenty (20) yen per share. In addition, it is proposed to pay a year-end dividend in an amount of twenty (20) yen per share, which represents an increase of three (3) yen compared with the year-end dividend of the previous year.

As a result, the total amount of dividends for this 109th fiscal year, including the interim dividend, will reach forty (40) yen per share, which represents an increase of six (6) yen compared with the previous year.

<Matters relevant to year-end dividend for 109th fiscal year>

(1) Matters relevant to distribution of year-end dividends to shareholders and its total cash amount
twenty (20) yen per a common share of the Company

Total cash amount is 87,671,625,960 yen

(2) Effective date of distribution of year-end dividend

June 26, 2008

Item 2: Delegation to the Board of Directors in deciding the Terms and Conditions of Issuance of Shinkabu-Yoyakuken (stock acquisition right) without Consideration as Stock Options to Employees of the Company and Directors and Employees of its Affiliates

Pursuant to Articles 236, 238 and 239 of the Company Law, it is proposed that the terms and conditions for application to acquire Shinkabu-Yoyakuken to be issued as stock option to employees of the Company and directors and employees of its affiliates be decided by the resolution of the Board of Directors.

1. The reason for soliciting the application to acquire Shinkabu-Yoyakuken with favorable conditions
It is proposed that the Shinkabu-Yoyakuken be issued without consideration to employees of the Company and directors and employees of its affiliates so as to further encourage them for the improvement of the consolidated performance of the Company.

2. The contents and the maximum number of Shinkabu-Yoyakuken to be issued

(1) Maximum number of Shinkabu-Yoyakuken to be issued

Maximum number of Shinkabu-Yoyakuken to be issued is one hundred eighty thousand (80,000) units as specified in the item (3) hereunder.

(2) Each Shinkabu-Yoyakuken is to be issued without consideration.

(3) Contents of Shinkabu-Yoyakuken to be issued:

① Type and number of shares to be issued upon exercise of Shinkabu-Yoyakuken

Type of shares to be issued upon exercise of Shinkabu-Yoyakuken is a common stock of the Company. Number of shares to be issued per one (1) unit of Shinkabu-Yoyakuken (the “Granted Number of Shares”) is one hundred (100) shares of common stock of the Company.

However, in case of split of common stocks (including allotment of common stock of the Company with no value, the same being applied hereinafter to the split of common stock) or consolidation of its common stock subsequent to the date of resolution at the Shareholders’ Meeting (the “Resolution Date”), the Granted Number of Shares may be adjusted by the following formula, and such adjustment shall omit fractions below one (1) share.

$$\begin{array}{l} \text{Granted Number of} \\ \text{Shares after adjustment} \end{array} = \begin{array}{l} \text{Granted Number of} \\ \text{Shares before adjustment} \end{array} \times \text{Ratio of split or consolidation}$$

Further to the foregoing, in an event requiring adjustment of the Granted Number of Shares subsequent to the Resolution Date, it may be adjusted to reasonable extent.

② Value of assets to be paid upon exercise of Shinkabu-Yoyakuken

The Value of assets to be paid upon exercise of each Shinkabu-Yoyakuken is calculated by multiplying a payable price per share issued upon exercise of Shinkabu-Yoyakuken (the “Exercise Price”) by the Granted Number of Shares.

The initial Exercise Price shall be the amount calculated by multiplying the average of the closing prices (in regular transaction) of one (1) share of common stock of the Company at the Tokyo Stock Exchange for certain period preceding the Allotment Date by a particular number (which shall be determined by the Board of Directors, provided that such number shall not be less than 1.025), (fraction below one (1) Yen shall be rounded up). However, the decision of the Board of Directors shall provide that, in the event such amount is less than the closing price on the Allotment Date (in case there is no transaction on the Allotment Date, closing price on a regular transaction date

immediately preceding to such date), then such closing price on the Allotment Date or such preceding date shall be the Exercise Price.

In the event that the Company splits or consolidates its common stock subsequent to the Allotment Date, the Exercise Price is adjusted by the following formula, and any fraction below one (1) Yen resulting from such adjustment shall be rounded up.

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{1}{\text{Ratio of split or consolidation}}$$

In the event that the Company issues new shares of common stocks or disposes of its treasury stocks at less than the then current market price thereof subsequent to the Allotment Date (excluding sale of its treasury stocks pursuant to Article 194 of Company Law (request of sale of shares less than one unit by a shareholder holding shares less than one unit), conversion of convertible bonds into common stocks, exercise of Shinkabu-Yoyakuken for issuance of common stocks (including Shinkabu-Yoyakuken attached to bonds)), then the Exercise Price shall be adjusted by the following formula, and any fraction below one (1) Yen resulting from such adjustment shall be rounded up:

$$\text{Exercise Price after adjustment} = \text{Exercise Price before adjustment} \times \frac{\text{Number of shares already issued} + \frac{\text{Number of shares newly issued} \times \text{Amount paid per share}}{\text{Current market price per share}}}{\text{Number of shares already issued} + \text{Number of shares newly issued}}$$

In the above formula, the Number of shares already issued is calculated by deducting the number of the Company's treasury stocks from the total number of the issued common stock of the Company; provided that, in the event that the Company disposes of its treasury stocks, the Number of shares newly issued is replaced by the Number of its treasury stocks.

Further to the foregoing, in an event requiring adjustment of the Exercise Price, such as free allotment of class shares to shareholders holding the Company's common stocks and other events, subsequent to the Allotment Date, then the Exercise Price is adjusted to the reasonable extent considering the terms and conditions of such allotment and others.

- ③ Period during which Shinkabu-Yoyakuken may be exercised (the "Exercise Period")
The Board of Directors will determine the Exercise Period within a range of ten (10)

years from the Allotment Date.

- ④ Conditions for the exercise of Shinkabu-Yoyakuken
 - Each Shinkabu-Yoyakuken may not be partially exercised.
 - Other conditions of exercise shall be determined by the Board of Directors.
- ⑤ Increase of the common stock and the capital surplus as a result of issuance of shares upon the exercise of Shinkabu-Yoyakuken
 - The increase of the common stock as a result of issuance of shares upon exercise of Shinkabu-Yoyakuken shall be a half of the maximum amount of common capital increase calculated in accordance with Paragraph 1 of Article 40 of the Corporate Accounting Regulation and fraction below one (1) yen shall be rounded up.
 - The increase of the capital surplus as a result of issuance of shares upon exercise of Shinkabu-Yoyakuken shall be calculated by deducting the increased common stock described above from the maximum amount of common capital increase described above.
- ⑥ Restriction of Acquisition of Shinkabu-Yoyakuken through transfer

The grantee may not transfer any Shinkabu-Yoyakuken to others without the approval of the Board of Directors.
- ⑦ Acquisition of Shinkabu-Yoyakuken by the Company

In the event that the items i, ii and iii described below are resolved at the Shareholders' Meeting (by the resolution of Board of Directors, in case there is no need of Shareholders' Meeting), the Company may acquire the issued Shinkabu-Yoyakuken without consideration on the date designated by the Board of Directors.

 - i. Agreement of merger with dissolving the Company.
 - ii. Agreement or Plan of corporate divestiture with spinning business off from the Company.
 - iii. Agreement of stock exchange or Plan of incorporative stock transfer to make the Company a wholly-owned subsidiary of another company.
- ⑧ In the event of merger (only the case where the Company is dissolved), absorption type corporate divestiture, incorporative type corporate divestiture, stock exchange, or incorporating stock transfer of the Company (collectively "Reorganization"), the Company provides, according to the conditions stated below, Shinkabu Yoyakuken of those companies stipulated in Article 236.1.8 (collectively "Reorganizing Company") to those holders of Shinkabu-Yoyakuken of the Company which remains unexercised at the time of Reorganization's becoming effective. In this event, the remained and un-exercised Shinkabu-Yoyakuken shall be extinguished, provided that such issuance of new Shinkabu-Yoyakuken by the Reorganizing Company is set forth in an agreement for

absorption type merger, an agreement for incorporative type merger, an agreement for absorption type corporate divestiture, a plan for incorporative type corporate divestiture, an agreement for stock exchange, or a plan for incorporating stock transfer

- i The number of Shinkabu-Yoyakuken issued and allotted by the Reorganizing Company

Same number of new Shinkabu-Yoyakuken as that of the remaining Shinkabu-Yoyakuken owned by the holder of the Company's Shinkabu-Yoyakuken

- ii Type of shares to be issued upon exercise of new Shinkabu-Yoyakuken
Common stocks of the Reorganizing Company

- iii The number of shares of the Reorganizing Company to be issued upon exercise of new Shinkabu-Yoyakuken

It will be determined in the same manner as is described in ① above after taking into consideration conditions of the Reorganization

- iv Value of assets to be paid upon exercise of new Shinkabu-Yoyakuken

The Value of assets to be paid upon exercise of each new Shinkabu-Yoyakuken is calculated by multiplying a payable price per share issued upon exercise of Shinkabu-Yoyakuken, which is to be determined by adjusting the Exercise Prices in ② above after taking into consideration conditions of the Reorganization, by the number of shares to be issued upon exercise of the new Shinkabu-Yoyakuken to be determined in accordance with iii above.

- v Period during which new Shinkabu-Yoyakuken may be exercised

New Shinkabu-Yoyakuken may be exercised for the period from either the first day of the Exercise Period stated in ③ above or the effective date of the Reorganization, whichever is later, until the last day of the Exercise Period stated in ③.

- vi Increase of the common stock and the capital surplus as a result of issuance of shares upon the exercise of new Shinkabu-Yoyakuken

It shall be determined in the same manner as is described in ⑤ above.

- vii Restriction of Acquisition of Shinkabu-Yoyakuken through transfer

The grantee may not transfer any new Shinkabu-Yoyakuken to others without the approval of the Board of Directors of the Reorganizing Company.

- viii Acquisition of Shinkabu-Yoyakuken

It shall be determined in the same manner as is described in ⑦ above.

- ⑨ In the event that the shares to be issued upon exercise of Shinkabu-Yoyakuken includes fraction share less than one (1) share, such fraction share shall be ignored.

Item 3: Election of Two (2) Statutory Auditors

Statutory Auditor Mr. Hisayoshi Kojima will resign from the office at the closing of this Ordinary General Meeting of Shareholders, and the term of office for Statutory Auditor Mr. Haruo Murakami will expire at the closing of this General Meeting of Shareholders. Accordingly, it is proposed that two (2) Statutory Auditors be elected.

The candidates for Statutory Auditors are as follows:

No.	Name (Date of Birth)	Brief Personal Record and Representative Positions at Other Companies			Number of Shares of the Company Owned
1	Masahiko Aoki (Oct. 14, 1944)	Jul.	1969	Joined Nissan Motor Co., Ltd.	32,600
		Jun.	1998	Director	
		Jun.	1999	Senior Vice President (Officer)	
		Apr.	2002	President of Nissan Koei Co., Ltd. (currently, Nissan Creative Services Co., Ltd.)	
		Apr.	2008 to date	Director and Adviser	
2	Takemoto Ohto (Jan. 3, 1945)	Apr.	1968	Joined Nippon Reizo Co., Ltd. (currently, Nichirei Corp.)	2,000
		Jun.	1997	Director and General Manager (Personnel and secretariat Dept.)	
		Jun.	2001	Representative Director and Chairman	
		Jun.	2007 to date	Adviser	

- Note:
1. There is no special conflict-of-interest between the Company and the said candidates.
 2. Mr. Takemoto Ohto meets the requirements as an outside Statutory Auditor.
 3. The reason for nominating Mr. Takemoto Ohto as an outside Statutory Auditor is that he has sufficient experiences and a wide range of insight as a top executive.
 6. Mr. Takemoto Ohto will enter into an agreement with the Company limiting his liability as prescribed in Article 423, Paragraph 1 of the Company Law and, pursuant to the said agreement, the liability limit shall be 5,000,000 yen or the statutory minimum, whichever is higher.

Item 4: Payment of Bonuses to the Directors

In consideration of the financial results of the 109th fiscal years, it is proposed to pay a bonus of an amount of 390,000,000 yen to nine (9) directors who are in the office at the end of the fiscal 109th.

Item 5: Revision of the Remuneration for Directors

The current amount of maximum annual compensation (not including bonus) for directors was approved to

be 2,600,000,000 yen per year and in item #4 the bonus being proposed to shareholders is 390,000,000 yen for the 109th fiscal year.

In order to be consistent with the change in law, it is proposed that for the future the aggregated amount of remuneration (compensation and bonus) authorized for Directors be changed to 2,990,000,000 yen per year (including 30,000,000 yen per year for outside Directors) which equals the present maximum total remuneration for the Directors.

The current number of Directors is ten (10) (including one (1) outside Director).

- End -