

[TRANSLATION]

May 31, 2016

To Shareholders:

**NOTICE OF CONVOCATION OF
THE 117th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 117th Ordinary General Meeting of Shareholders of the Company (the "Meeting") will be held as described in the attached "Particulars". You are cordially invited to attend the Meeting.

If you are unable to attend the Meeting in person, please review the "Reference Materials of Ordinary General Meeting of Shareholders" enclosed herewith. Please send us the enclosed voting form by return mail, indicating your votes for or against the proposals stated in the "Particulars" in the section "Matters to be resolved." Alternatively, 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 21 (Tuesday), 2016.

Yours very truly,

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

By: /s/ Carlos Ghosn

Carlos Ghosn

President and Chairman

PARTICULARS

1. Date and Time of the Meeting:

Wednesday, June 22, 2016 at 10:00 a.m.

The reception desk will open at 9:00 a.m.

Please arrive at the place of the Meeting in plenty of time to avoid the overcrowding at the reception desk.

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 117th Fiscal Year (April 1, 2015 to March 31, 2016), and the result of the audit thereon by the Independent Auditors and the Board of Statutory Auditors.
- 2: Report on the Non-Consolidated Financial Statements for the 117th Fiscal Year (April 1, 2015 to March 31, 2016).

Matters to be resolved:

- Item 1: Appropriation of Retained Earnings for the 117th Fiscal Year
- Item 2: Election of one (1) Statutory Auditor
- Item 3: Revision of the Remuneration for Statutory Auditors

4. Other items resolved in connection with convocation of the Shareholders Meeting

- The following items are published on the Internet website (<http://www.nissan-global.com/EN/IR/>) pursuant to the relevant laws and Article 16 of the Articles of Incorporation of the Company. Accordingly, these items are not included in the Attached Document.
 - (1) "4. Status of Independent Auditors" of Business Report
 - (2) "Consolidated Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements" of Consolidated Financial Statements
 - (3) "Statements of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" of Non-Consolidated Financial Statements
- In cases of voting rights exercised through both the enclosed voting form and Internet voting, only the Internet voting is deemed valid. Further, in cases of Internet voting exercised more than once, only the final exercise of the Internet voting is deemed valid.
- In cases of exercise of voting rights through a substitute, it is required to submit a power of attorney and a voting form of the shareholder as documents which certify the right of representation.

When attending the Meeting in person, please present the enclosed voting form to the receptionist at the Meeting. In support of our green initiative, please bring this "NOTICE OF CONVOCATION OF THE 117th ORDINARY GENERAL MEETING OF SHAREHOLDERS" to 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.

Shareholder's substitute is required to be a shareholder of the Company and to have voting rights at this meeting. In this case, please submit a power of attorney and the voting form of the shareholder as documents which certify the right of representation. Persons other than shareholders, such as non-shareholding substitute or companion, are not allowed to attend this meeting.

Any 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/EN/IR/>).

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

- Any shareholder who wishes to ask questions must have a ticket. Tickets will be distributed from 9:00 a.m. to 10:00 a.m. near the entrance to the hall for the Meeting.
- Prior to the Meeting, shareholders can notify the Company of questions the shareholders wish to ask by notifying those questions to the Company either in writing by returning the enclosed Questionnaire Form to the address specified below by mail or fax, or by posting questions on the Internet website. At the Meeting, we will seek to address questions commonly raised by shareholders.

1-1, Takashima 1-Chome, Nishi-ku, Yokohama-shi, Kanagawa 220-8686

IR Department, NISSAN MOTOR CO., LTD.

Fax. 045-523-5662

(<http://www.nissan-global.com/JP/IR/soukai.html>)
user name: nissan, password: EV

- Questions will be taken at random from ticket holding shareholders.
- Upon full deliberation, the question and answers session may be closed even though not all the persons who hold tickets have asked their questions. Ticket holding shareholders who do not get to ask questions by the close of the question 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 questions.

Please also be advised that a reception will be organized after the Meeting. We are pleased to have an opportunity of direct talks between shareholders and our senior management. It is highly appreciated if you could also attend the reception after the Meeting and give us your frank opinions. The shareholders that can join the reception will be limited to those that attend the Meeting.

[TRANSLATION]

Reference Materials of Ordinary General Meeting of Shareholders

Agenda and Matters for Reference:

Item 1: Appropriation of Retained Earnings for the 117th Fiscal Year

In this 117th fiscal year, the Company paid an interim dividend in an amount of twenty one (21) yen per share. In addition, it is proposed to pay a year-end dividend in an amount of twenty one (21) yen per share.

As a result, the total amount of dividends for this 117th fiscal year, including the interim dividend, will reach forty two (42) yen per share.

<Matters relevant to year-end dividend for 117th fiscal year>

- (1) Matters relevant to distribution of year-end dividends to shareholders and its total cash amount
Twenty one (21) yen per common stock of the Company
Total cash amount is 93,760,277,772 yen
- (2) Effective date of distribution of year-end dividend
June 23, 2016

Item 2: Election of one (1) Statutory Auditor

The term of office for Statutory Auditor Mr. Shigetoshi Andoh will expire at the closing of this Meeting. Accordingly, it is proposed that one (1) Statutory Auditor be elected.

The candidate for Statutory Auditor is as follows:

Name (Date of Birth)	Brief Personal Record, Responsibilities and Important Positions at Other Companies	Number of Shares of the Company Owned
Shigetoshi Andoh (Mar. 30, 1942)	Apr. 1964 Joined The Sanwa Bank, Ltd. Jun. 1990 Director Dec. 1993 Executive Director Jun. 1996 Senior Executive Director Jul. 1999 President of Toyo-Kogyo Co., Ltd. Jun. 2001 Executive Vice President of Nippon Shinpan Co., Ltd. Nov. 2002 Chairman of Nippon Shinpan Co., Ltd. Jun. 2004 Chairman of Hitachi Zosen Corp. Jun. 2012 Statutory Auditor of Nissan Motor Co., Ltd. (Current Position)	10,600

Notes:

1. There are no special conflicts of interests between the Company and the Statutory Auditor candidate.
2. Mr. Shigetoshi Andoh meets requirements for an outside Statutory Auditor candidate under Article 2, Item 16 of the Corporate Law.
3. The reason for nominating Mr. Shigetoshi Andoh as an outside Statutory Auditor

candidate is that he has sufficient experiences and a wide range of insight as a top executive.

4. Mr. Shigetoshi Andoh has years of experience of working for a financial institution, and have an extensive knowledge of finance and accounting.
5. Mr. Shigetoshi Andoh is currently outside Statutory Auditor of the Company and his responsibilities are stated on the page 14 of this "NOTICE OF CONVOCATION OF THE 117th ORDINARY GENERAL MEETING OF SHAREHOLDERS" and will have been an outside Statutory Auditor of the Company for four (4) years at the closing of this Meeting.
6. Mr. Shigetoshi Andoh has entered into an agreement with the Company limiting his liability as prescribed in Article 423, Paragraph 1 of the Corporate Law and, pursuant to the said agreement, the liability limit shall be 5 million yen or the statutory minimum, whichever is higher.
7. The Company has registered Mr. Shigetoshi Andoh as an independent Statutory Auditor to the Tokyo Stock Exchange.

Item 3: Revision of the Remuneration for Statutory Auditors

The current remuneration for Statutory Auditors approved at the 106th Ordinary General Meeting of Shareholders on June 21, 2005, which is in aggregate up to one hundred twenty million (120,000,000) yen per annum.

In order to retain and attract the best talent and having regard to remuneration at other similar Japanese companies with global operation of a similar nature, it is proposed that for the future aggregated amount of remuneration authorized for Statutory Auditors be changed to two hundred twenty million (220,000,000) yen per annum. Upon approval of Item 2, the number of Statutory Auditors will be four (4).

- End -

Attached Documents

1. Business Report (From April 1, 2015 To March 31, 2016)

1. Business Review of Fiscal Year 2015

(1) Operations and results

In fiscal year 2015, Nissan Motor Company was able to improve the efficiency of its business, towards the operating profit margin objective in the mid-term business plan, Nissan Power 88, and to establish future sustainable growth.

Fiscal Year 2015 business review

The Company maintained its global new product offensive. In Japan, Nissan launched the hybrid version of the X-Trail. In China, Nissan launched Lannia, geared towards younger consumers, while the China-specific Venucia brand launched the T70 compact SUV. In the United States, Nissan launched the eighth-generation Maxima, and the Titan pick-up truck. In Europe, Infiniti introduced the new Q30 active compact.

Infiniti unveiled the new Q60 sports coupe at the 2016 North American International Auto Show in January 2016. Datsun introduced the GO-cross concept in October 2015.

The Company worked continuously on its zero-emissions goals, introducing an all-electric Nissan LEAF with a new 30 kilowatt battery. The more powerful battery delivers more than a 20% extension to driving range for the best-selling electric car.

The Company also built a world-class R&D function, leapt forward in its plan to deliver autonomous drive and connected vehicles as major pillars of technology, and repositioned and reinforced "Nissan as a technology powerhouse". This included its ambitions in autonomous drive systems. The Renault-Nissan Alliance will adopt autonomous drive technologies in core models in Japan, the United States, Europe and China markets by 2020. This year the first model with "Pilot Drive 1.0", a feature allowing cars to drive autonomously in a single lane on highways, will be introduced in Japan.

Fiscal Year 2015 sales performance

Global industry volumes increased by 2.1% to 87.15 million units. Nissan's global sales amounted to 5.423 million units, a 2.0% increase year-on-year.

In Japan, total industry volume (TIV) decreased 6.8% to 4.94 million units. Nissan's sales decreased 8.1% to 573,000 units and market share decrease 0.2 percentage points to 11.6%.

In China, TIV increased 6.0% to 23.68 million units. Nissan's sales increased 6.3% to 1.250 million units and the Company maintained market share at 5.3%.

In the United States, TIV increased 5.2% to 17.60 million units. Nissan's sales increased 8.4% to 1.517 million units and market share increased 0.2 percentage points to 8.6%. In Mexico, sales increased 15.3% to 358,000 units and the Company maintained its "number one" market share with 25.7%.

In Europe excluding Russia, TIV increased 8.7% to 16.86 million units. Nissan's sales increased 9.4% to 637,000 units and the Company maintained market share at 3.8%.

In Russia, TIV decreased 32.4% to 1.54 million units. Nissan's sales decreased 32.6% to 116,000 units and the Company maintained market share at 7.6%.

In other markets, including Asia & Oceania, Africa, and Latin America, TIV decreased 4.8% to 19.19 million units. Nissan's sales decreased 5.9% to 835,000 units.

Fiscal Year 2015 financial performance

Consolidated net revenues increased 7.2% to 12.1895 trillion yen. Consolidated operating profit totaled 793.3 billion yen, yielding a 6.5% operating margin. Net income attributable to owners of parent was 523.8 billion yen, resulting in a net margin of 4.3%.

Nissan achieved a positive free cash flow of 481.2 billion yen. Net automotive debt continued to be in a net cash position, finishing the year with 1.5029 trillion yen.

At the Ordinary General Meeting of Shareholders in June, the Company will propose a 21-yen-per-share yearend dividend for shareholders, resulting in a full-year dividend of 42 yen per share.

(2) Capital Investment

Capital investment on a consolidated basis in fiscal year 2015 ended March 31, 2016, totaled 479.0 billion yen, concentrated on development of new products, safety and environmental technology and on efficiency improvement of the production system.

(3) Funding activities

With regard to funding, Nissan's top priority has been to secure liquidity on global basis and to diversify funding source.

For automobile division, Nissan funded through commercial paper, short term loans, and long term loans in order to secure liquidity and funding stability.

For sales finance division, Nissan executed securitization of auto loan / lease receivables, long term loans, bond issuance, commercial paper and short term loans in order to address increased funding needs from business expansion, and to match maturity of liabilities with maturity of assets.

(4) Outlook for the Fiscal Year 2016

Fiscal year 2016 is an exceptionally important year for the Company. It is the final year of its mid-term business plan, Nissan Power 88, and a year to establish a foundation for future sustainable growth.

In fiscal year 2016, the Company will strengthen its global product line-up and launch competitive and attractive models for our customers under the Nissan, Infiniti and Datsun brands.

As "Nissan as a technology powerhouse", the Company will further strengthen its advantage in electrification and vehicle intelligence technologies to propose attractive solutions in zero-emission, autonomous driving and connected vehicle fields. Its forthcoming technologies will profoundly change future mobility and integration with the surrounding society. With this "Intelligent Mobility" vision, Nissan will focus actively to remain at the forefront of this technological transformation in the automotive industry.

To accelerate the Company's progress in fiscal year 2016 and beyond, Nissan will further leverage the power of the Alliance. The Alliance is strengthening synergies in four core divisions - Engineering, Manufacturing Engineering & Supply Chain Management, Purchasing, and Human Resources - which were converged in 2014, and launching new convergence projects to boost efficiency and revenue.

(5) Financial Performance Highlights

(Billions of yen, except per share amounts)

	Fiscal Year 2012	Fiscal Year 2013	Fiscal Year 2014	Fiscal Year 2015
Net sales	8,737.3	10,482.5	11,375.2	12,189.5
Net income attributable to owners of parent	341.1	389.0	457.6	523.8
Net income per share <Yen>	81.39	92.82	109.15	125.00
Total assets	12,442.3	14,703.4	17,045.7	17,373.6
Net assets	4,036.0	4,671.5	5,247.3	5,140.7
Net assets per share <Yen>	890.38	1,035.06	1,152.83	1,132.61

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

2. Effective from fiscal year 2013, accounting policies have been changed due to the revision of the accounting standards. The Financial Performance for fiscal year 2012 are adjusted by changes above.

(6) Principal Group Companies

Company Name Main Business	Location	Capital [millions]	% ratio of issued shares
Calsonic Kansei Corporation Manufacture / sale of auto parts	Saitama Prefecture	¥41,456	40.7
JATCO Ltd. Manufacture / sale of auto parts	Shizuoka Prefecture	¥29,935	75.0
Nissan Financial Services Co., Ltd. Financing wholesale, retail sales and leasing vehicles	Chiba Prefecture	¥16,388	100.0
Aichi Machine Industry Co., Ltd. Manufacture / sale of auto parts	Aichi Prefecture	¥8,518	100.0
Nissan Shatai Co., Ltd. Manufacture / sale of vehicles and auto parts	Kanagawa Prefecture	¥7,905	(43.1)
Nissan Group Finance Co., Ltd. Financial service for group companies	Kanagawa Prefecture	¥90	(100.0)
Nissan Kohki Co., Ltd. Manufacture / sale of auto parts	Kanagawa Prefecture	¥2,020	97.7
Automotive Energy Supply Corporation Manufacture / R&D / sale of auto parts	Kanagawa Prefecture	¥2,345	51.0

Company Name Main Business	Location	Capital [millions]	% ratio of issued shares
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)
Kanagawa Nissan Motor Co., Ltd. Sale of vehicles and auto parts	Kanagawa Prefecture	¥90	(100.0)
Nissan Motor Sales Co., Ltd. Sale of vehicles and auto parts	Tokyo	¥480	100.0
Nissan North America, Inc. Headquarters for North American operations, Manufacture / sale of vehicles and auto parts	USA	US\$1,792	100.0
Nissan Motor Acceptance Corporation Financing wholesale, retail sales and leasing vehicles	USA	US\$500	(100.0)
Nissan Canada, Inc. Sales of vehicles and auto parts, Financing wholesale, retail sales and leasing vehicles	Canada	CAN\$72	(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	UK	£250	(100.0)
Nissan Motor (GB) Ltd. Sales of vehicles and auto parts	UK	£136	(100.0)
Nissan Europe S.A.S. Holding company for European subsidiaries and pan-European operational support	France	Euro1,626	(100.0)
Nissan International, S.A. Management of European sales and manufacturing operations	Switzerland	Euro37	(100.0)
Nissan Motor Ibérica, S.A. Manufacture / sale of vehicles and auto parts	Spain	Euro726	(99.8)
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	THB1,944	75.0

Company Name Main Business	Location	Capital [millions]	% ratio of issued shares
Nissan Manufacturing RUS LLC. Manufacture / sale of vehicles and auto parts	Russia	RUB5,300	(100.0)
Nissan Motor Egypt S.A.E. Manufacture / sale of vehicles and auto parts	Egypt	E£399	(100.0)
Nissan South Africa (Pty) Ltd. Manufacture / sale of vehicles and auto parts	South Africa	ZAR3	(100.0)
Nissan Do Brasil Automoveis Ltda. Manufacture / sale of vehicles and auto parts	Brazil	R\$5,070	(100.0)
Nissan Motor India Private Limited. Sale of vehicles and auto parts	India	INR10,300	(100.0)
Renault Nissan Automotive India Private Limited Manufacture / sale of vehicles and auto parts	India	INR57,732	70.0
Nissan (China) Investment Co., Ltd. Managing business in China and selling automobiles	China	CNY8,476	100.0
P.T. Nissan Motor Indonesia Manufacture / sale of vehicles and auto parts	Indonesia	IDR 974,600	75.0
Nissan Chile SpA Sale of vehicles and auto parts	Chile	CLP24,269	100.0
Nissan Otomotiv Anonim Sirketi Sale of vehicles and auto parts	Turkey	TRY106	(100.0)

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

2. Capital of Nissan Do Brasil Automoveis Ltda. is increased by capital injection to reinforce their finance condition.
3. Nissan Otomotiv Anonim Sirketi was established to strengthen the Company's sales base in Turkey.
4. The Company maintains a tie-up contract for broad automotive business alliance including capital participation with Renault.
5. The Company maintains an agreement with Renault and Daimler AG on a strategic cooperative relationship including equity participation.

(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 services to support sales activities of the above businesses.

(8) Principal Offices, Facilities and Factories

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		

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	Increase from the end of the previous year
152,421 (19,007)*	3,033

Note: Number of employees represents employee head count.

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

(10) Major Lenders

	Amount of outstanding loan [Billions of yen]
Mizuho Bank, Ltd.	745.8
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	360.7
Sumitomo Mitsui Banking Corporation	314.6
Sumitomo Mitsui Trust Bank, Ltd.	306.7
Mitsubishi UFJ Trust and Banking Corporation	195.3
Development Bank of Japan, Inc,	114.5

(11) Significant Event Subsequent to the Balance Sheet Date

Improper conduct in fuel consumption testing on products manufactured by Mitsubishi Motors Corporation

On April 20, 2016, Mitsubishi Motors Corporation (MMC) announced that in connection with the certification process for the mini-cars manufactured by MMC, MMC found that with respect to the fuel consumption testing data submitted to the Ministry of Land, Infrastructure, Transport and Tourism, MMC conducted testing improperly to present better fuel consumption rates than the actual rates. In response, the Company suspended sales of the Mitsubishi-sourced DAYZ and DAYZ Roox series of mini-cars on the same day.

Investment and Strategic Alliance with Mitsubishi Motors Corporation

On May 12, 2016, the Company resolved that (i) it enters into the Basic Agreement with MMC to negotiate for formation of a strategic alliance between the Company and MMC and (ii) it will acquire new shares of MMC in form of a third party allotment (the "New Share Issuance") as follows:

Detail of investment alliance

MMC will issue 506,620,577 common shares to the Company and the Company will acquire such shares in form of a third party allotment subject to the conditions to be set forth in the Alliance Agreement, which will be entered into by both parties. Such shares amount to 34.0% of the total voting rights on a post-issuance basis and 34.0% of the total issued shares on a post-issuance basis. Following the New Share Issuance, the Company will become the Top Shareholder of MMC. The acquisition price will be 237,362 million yen in total (468.52 yen per share).

Detail of strategic alliance

The Company and MMC agreed to form a strategic alliance in the following areas. Both parties will discuss details of the alliance.

- Management exchange between the two companies
- Cross sharing of engineering assets.
- Mini development will continue
- Collaboration in ASEAN region
- Powertrain sharing: ICE and eV
- Production facility utilization
- Purchasing synergies
- Financial services and after sales

2. Share Data

(1) Total number of shares authorized to be issued 6,000,000,000

(2) Total number of shares to be issued 4,494,715,112

Note: Due to the cancellation of treasury stock on March 31, 2016, total number of shares to be issued decreased by 26,000,000 shares from the previous fiscal year-end.

(3) Number of shareholders 247,279

(an increase of 30,551 compared with the previous fiscal year-end)

(4) Principal Shareholders

	Number of shares [thousands]	% ratio of issued shares
Renault S.A.	1,950,753	43.7
Japan Trustee Services Bank Ltd. (Trust)	149,643	3.4
The Chase Manhattan Bank, N.A. London Special Account No. 1	145,143	3.3
The Master Trust Bank of Japan Ltd. (Trust)	114,676	2.6
State Street Bank And Trust Company	100,736	2.3
Japan Trustee Services Bank Ltd. (Trust 9)	76,547	1.7
Nippon Life Insurance Company	54,029	1.2
JP Morgan Chase Bank 385632	42,020	0.9
Moxley and Co LLC	39,479	0.9
The Bank of New York Mellon S/NV 10	37,431	0.8

Notes:1. % ratio of issued shares is calculated excluding treasury stock (29,940 thousand shares).

2. Daimspain, S.L., which is the Daimler AG's wholly-owned subsidiary, substantially holds 140,142 thousand shares of the Company although they are in custody of The Chase Manhattan Bank, N.A. London. Special Account No. 1 on the shareholders' register.

3. Directors and Statutory Auditors

(1) List of Directors and Statutory Auditors

Officer	Responsibilities and Important Positions at Concurrent Companies
President and CEO	
Carlos Ghosn	President, Chairman and Chief Executive Officer of Renault*, President and Chairman of Renault-Nissan B.V., Chairman of the Board of Alliance Rostec Auto B.V., Chairman of the Board of AVTOVAZ*
Directors	
Hiroto Saikawa	CCO Director of Renault*, Director of Renault-Nissan B.V., Director of Dongfeng Motor Co., Ltd.*
Greg Kelly	
Hideyuki Sakamoto	Product Engineering
Fumiaki Matsumoto	MFG & SCM Operations Chairman of Aichi Machine Industry Co., Ltd., Chairman of JATCO Ltd.
Kimiyasu Nakamura#	TCSX (Total Customer Satisfaction Function)
Toshiyuki Shiga	Chairman and CEO, Member of the Board of Innovation Network Corporation of Japan
Jean-Baptiste Duzan	
Bernard Rey	
Statutory Auditors (Full Time)	
Hidetoshi Imazu	
Toshiyuki Nakamura	
Motoo Nagai	Outside Director of Organo Corporation Outside Statutory Auditor of Nisshin Seifun Group Inc.
Statutory Auditor	
Shigetoshi Andoh	

Notes:1. # indicates a representative director.

2. Mr. Hiroto Saikawa will assume office as Chairman of Japan Automobile Manufacturers Association, Inc. on May 19, 2016.
3. Mr. Jean-Baptiste Duzan is outside director.
4. Mr. Toshiyuki Nakamura, Mr. Motoo Nagai and Mr. Shigetoshi Andoh are outside statutory auditors.
5. Mr. Jean-Baptiste Duzan, Mr. Toshiyuki Nakamura and Mr. Shigetoshi Andoh are independent director/statutory auditors based on the regulation of Tokyo Stock Exchange.

6. Statutory Auditors Mr. Toshiyuki Nakamura, Mr. Motoo Nagai and Mr. Shigetoshi Andoh have years of experience of working for a financial institution, and have an extensive knowledge of finance and accounting.
7. # indicates Director newly elected at the 116th Ordinary General Meeting of Shareholders, held on June 23, 2015.
8. * indicates the companies engaged in the same kind of business as the Company.
9. In addition to the above, during the fiscal year (Fiscal Year 2015), the following Director retired from the Company.

Position at Time of Leaving	Name	Responsibilities and Important Positions at Time of Leaving	Date of Leaving
Director	Mitsuhiko Yamashita		June 23, 2015 (expired)

10. On April 1, 2016, certain responsibilities of the Directors were changed. The system of Directors after the change is as follows :

Officer	Responsibilities
President and CEO Carlos Ghosn	
Directors	
Hiroto Saikawa	CCO
Greg Kelly	
Hideyuki Sakamoto	Product Engineering
Fumiaki Matsumoto	MFG & SCM Operations
Kimiyasu Nakamura	MC-Japan / A&O (Japan, Asia, Oceania Business) TCSX (Total Customer Satisfaction Function)
Toshiyuki Shiga	
Jean-Baptiste Duzan	
Bernard Rey	
Statutory Auditors (Full Time)	
Hidetoshi Imazu	
Toshiyuki Nakamura	
Motoo Nagai	
Statutory Auditor	
Shigetoshi Andoh	

Note: # indicates a representative director.

(2) Outline of agreement limiting directors'/statutory auditors' liability

Each of Director Mr. Jean-Baptiste Duzan, Statutory Auditor Mr. Hidetoshi Imazu, Mr. Toshiyuki Nakamura, Mr. Motoo Nagai and Mr. Shigetoshi Andoh has entered into an agreement with the Company limiting his liability under Article 423, Paragraph 1 of the Corporate Law, and pursuant to said agreement the liability shall be limited to 5 million yen or the statutory minimum liability amount, whichever is higher.

(3) Amount of Compensation Paid to Directors and Statutory Auditors

Directors - 10 members 1,537 million yen (including 2 million yen paid to one Outside Director)

Statutory Auditors - 4 members 104 million yen (including 74 million yen paid to three Outside Statutory Auditors)

Notes:1. The above numbers of Directors includes one (1) Director who retired at the closing of the 116th Ordinary General Meeting of Shareholders held on June 23, 2015.

2. In addition to the above, the Company granted three (3) Directors (excluding Outside Director) Share Appreciation Rights ("SAR") equivalent 793,000 common shares of the Company in the aggregate. The fair value of SAR calculated by the share price on March 31, 2016, is 136.3 yen per share, and the total amount is 108 million yen.

(4) Information on Outside Officers

Principal Activities

	Principal Activities
Jean-Baptiste Duzan, Director	He attended at all of Board of Directors' Meetings and has spoken as necessary.
Toshiyuki Nakamura, Statutory Auditor	He attended at all of Board of Directors' Meetings and all of Statutory Auditors' Meetings. At Board of Directors' Meetings, he has spoken as necessary.
Motoo Nagai, Statutory Auditor	He attended at all of Board of Directors' Meetings and all of Statutory Auditors' Meetings. At Board of Directors' Meetings, he has spoken as necessary.
Shigetoshi Andoh, Statutory Auditor	He attended at all of Board of Directors' Meetings and all of Statutory Auditors' Meetings. At Board of Directors' Meetings, he has spoken as necessary.

Mr. Motoo Nagai is Outside Director of Organo Corporation and Outside Statutory Auditor of Nisshin Seifun Group Inc. There are no special relations between the Company and each company.

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 execution and management of business activities by the directors

Nissan has a Board of Directors, which decides material business activities of the Company and oversees the activities of the individual directors. In addition, statutory auditors who comprise the board of auditors audit the activities of the directors.

Nissan's Board of Directors is relatively small, so it is structured with a transparent and logical system of delegation is implemented, by which the authority to perform business activities are properly delegated to corporate officers and other employees.

Nissan uses a proven system of Executive Committee 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.

For review and discussion of the regional and specific business area operations, Nissan utilizes management committees.

In order to promote cross functional activities, cross functional teams – CFTs – are organized. CFTs detect problems and challenge and propose solutions to line organizations.

Nissan implements an objective and transparent Delegation of Authority procedure for the purpose of speeding up and clarifying the decision making processes as well as ensuring consistent decisions.

Nissan 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 directors' and employees' activities with laws and articles of association

Nissan implements a "Global Code of Conduct", which explains acceptable behaviors of all employees working at Nissan group companies worldwide and promotes their understanding of our rules of conduct.

In order to ensure rigorous and strict compliance with the code of conduct, Nissan and its group companies offer educational programs such as an e-learning system.

With regard to members of the Board of Directors as well as corporate officers of Nissan, Nissan establishes a "Guidance for Directors and Corporate Officers regarding Compliance", which explains the acceptable behaviors of the members of the Board of Directors and the corporate officers.

Nissan stands firm and takes appropriate actions against anti-social forces or groups. If any director, officer or employee is approached by such forces or groups, the said individual shall promptly report such matter to his/her superiors and applicable committee, and shall follow their instructions.

If any director, officer or employee encounters, directly or indirectly, any actual or threatened illegal or criminal action such as fraud or blackmail during the course of business activities, the

said individual shall act resolutely against it, and he/she shall promptly report such matter to his/her superiors and specific committee, and shall follow their instructions.

For the purpose of monitoring and ensuring compliance with the code of conduct, Nissan establishes a “Global Compliance Committee”.

Nissan implements a hotline system by which the employees are able to submit, via an internal hotline or an external hotline, their opinions, questions and requests freely and directly to Nissan management, and importantly, to report incidents which they believe to be a violation of the code of conduct and company and/or local laws.

Nissan is committed to continually implementing relevant company rules. Examples include “Global Rules for the Prevention of Insider Trading” and the “Rules for the Protection of Personal Information”. The Company continually offers education programs to employees as part of its program to promote the understanding and compliance with such corporate rules.

Nissan 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 Law together with its related rules and standards.

Nissan has established a department specialized in internal audit for the purpose of regularly monitoring Nissan and group companies’ business and their compliance with laws, articles of associations and corporate ethics.

The Company’s activities relating to the Nissan-Renault Alliance, including operational functions under common-management, are subject to direction, supervision and oversight by the Company’s Board of Directors, Executive Committee and relevant officers. Decision-making occurs by the Company’s Board of Directors, officers or employees in accordance with the Company’s Delegation of Authority, and as otherwise necessary to comply with legal and regulatory requirements.

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

Nissan minimizes the possibility of occurrence of risks and, if they occur, mitigate the magnitude of losses by sensing such risks as early as possible and implementing appropriate countermeasures. In order to achieve such objective, Nissan and its group companies implement the “Global Risk Management Policy”.

Management of material company-wide risks are assigned primarily to the members of the Risk Management Committee, who are responsible to monitor, manage and implement necessary measures such as preparing relevant risk management manuals.

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.

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

Nissan prepares full and accurate minutes of meetings of the Board of Directors of Nissan in accordance with laws and the board regulations and ensures they are retained and managed in a secure environment.

In performing business activities by various divisions and departments, matters to be decided pursuant to Delegation of Authority are decided by either electronic system or written documents, and are stored and retained either electronically or in writing.

While the departments in charge are responsible for proper and strict retention and management of such information, directors, statutory auditors and others of Nissan have access to any records as required for the purpose of performing their business activities.

Nissan has enacted an “Information Security Policy” and a “Global Records Management Policy” to enhance proper and strict retention and management of information and to prevent improper use of information and unintended disclosure of such information. Furthermore, Nissan has an Information Security Committee, which is engaged in overall management of information security in Nissan and makes decisions on information security matters.

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

- i) Systems to ensure efficient execution and management of business activities by directors of the group companies

Nissan establishes various management committees which are trans-group organizations in order to ensure proper, efficient and consistent group management.

In management committee meetings, Nissan 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.

The group companies implement an objective and transparent Delegation of Authority procedures.

- ii) Systems to ensure compliance of activities of directors and employees of the group companies to laws and articles of association

Group companies implement each company's code of conduct in line with the Global Code of Conduct and establish a compliance committee and ensure full compliance with all laws and our corporate code of conduct. The Global Compliance Committee regularly monitors these companies and works to ensure further strict compliance with laws, articles of association and 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 Nissan directly their opinions, questions, and requests.

The internal audit department of Nissan periodically carries out local audits on the business of group companies for the purpose of monitoring and confirming legal compliance, relevant articles of association as well as management of business risks. Major group companies establish their own internal audit departments and perform internal audits under the supervision of Nissan's internal audit department.

Nissan's statutory auditors and group companies' statutory auditors have periodic meetings to share information and exchange opinions for the purpose of ensuring effective auditing of group companies.

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, the size, nature of the business, and materiality of such group companies.

- iii) Rules and systems for proper management of risk and loss of the group companies

The group companies implement the Global Risk Management Policy.

Management of risks related to the group companies, which could affect the business of the entire group is assigned primarily to the members of the Risk Management Committee, who are responsible to monitor, manage and implement necessary measures.

Concerning the management of the other risks related to the group companies, each group

company is responsible for the same and will evaluate, prepare and implement the necessary measures to minimize such risks.

iv) Systems for directors of the group companies to report business activities to Nissan

Nissan 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 i) through iii) above and (ii) relations and cooperation between each function of Nissan and the corresponding function of the other group companies.

(6) Organization of employee(s) supporting Nissan's statutory auditors, systems showing their independence from Nissan's directors, and systems to ensure effectiveness of Nissan's statutory auditors' instruction to them

Nissan has an auditors office to support the activities of Nissan's statutory auditors. Dedicated manager(s) is assigned and performs his/her duties under the supervision and responsibility of the statutory auditors.

The statutory auditors make appraisal of dedicated manager's performance, and his/her move to another department and his/her disciplinary action are subject to prior approval of the board of auditors.

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

i) Systems for Nissan's directors and employees to report business issues to Nissan's statutory auditors

Nissan's statutory auditors 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 and employees make reports in accordance with the annual audit plan. When Nissan's directors and employees detect any incident which could have a materially negative impact on Nissan, they are required to immediately report such incidents to Nissan's statutory auditors.

In addition, Nissan's directors and employees are required to make an ad-hoc report to Nissan's statutory auditors regarding the situation of business activities when so requested.

The internal audit department periodically reports to Nissan's statutory auditors its internal audit plan and the results of the internal audits performed.

ii) Systems for directors, statutory auditors and employees of the group companies and those who received a report from the group companies to report business issues to Nissan's statutory auditors

Nissan's statutory auditors and group companies' statutory auditors have periodic meetings 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 Nissan's statutory auditors.

Directors and employees of the group companies promptly make a report to Nissan's statutory auditors regarding the situation of business activities when so requested by Nissan's statutory auditors.

Nissan's directors and employees (including, those in the internal audit department), as stated in i) of this Section, report to Nissan's statutory auditors business activities of each group company reported through the systems mentioned in Section (5) above.

iii) Systems to ensure to prevent disadvantageous treatment of those who made a report as stated in i) and ii) above on the basis of making such report

Nissan prohibits disadvantageous treatment of those who made a report as stated in i) and ii) above on the basis of making such report. Nissan takes the necessary measures to protect those who made such report and takes strict actions, including, disciplinary actions, against directors and employees of Nissan 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 Nissan's statutory auditors' execution of their duties, including the procedures of advancement or reimbursement of expenses

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

(9) System to ensure effective and valid auditing by Nissan's statutory auditors

At least 50% of Nissan's statutory auditors are external auditors to ensure effective and independent auditing. The statutory auditors hold periodical meetings in order to exchange and share information and their respective opinions. Ad-hoc meetings are also held whenever deemed necessary.

The statutory auditors have periodical meetings with representative directors (including the President) and exchange views and opinions.

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 director or directors who are in charge of the internal control system, and all related departments closely cooperate under the said director(s) in order to improve the internal control system.

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

- The Board of Directors, consisting of nine members (including one outside director) decides material business activities of the company and oversees the activities of the individual directors. It held 14 meetings in the fiscal year. 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.
- The Board of Directors is compact, enabling effective and flexible management, with authority regarding operations clearly entrusted to corporate officers and employees. 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 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 Global Compliance Committee held three meetings in the fiscal year, two of which were attended by the regional compliance officers.
- To promote thorough understanding of compliance among all employees worldwide and to facilitate sound business practices, the Company employs a variety of internal reporting mechanisms. Besides Japan, Internal reporting systems have also been established at Nissan's global sites in appropriate forms that take into account local culture and laws.
- The Company institutes global training to foster employee respect for compliance measures and the Code of Conduct.
- The Company has the global internal audit function, an independent group, to handle internal auditing tasks. Under the control of the Chief Internal Audit Officer, audit teams set up in each region carry out efficient, effective auditing of the Company's activities on a group-wide and global basis. Audits are conducted based on the audit plans, which have been approved by the Chief Competitive Officer Meeting, and the audit results are reported to the relevant corporate officers related to the audits. The audit results are regularly reported to the Statutory Auditors. Global Audit Committee where all regions reported recent audit results was held twice in the fiscal year.

(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, groupwide basis. In order to respond to changes in its business environment, the Company has set up a department in charge of risk management that carries out annual interviews of corporate officers, carefully investigating various potential risks and revising the Company's "risk map" in line with impact, frequency and control level. The Risk Management Committee 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 once in the fiscal year.
- 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, 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) Organization of employee(s) supporting Nissan's statutory auditors, systems showing their independence from Nissan's directors, and systems to ensure effectiveness of Nissan's statutory auditors' instruction to them**
- The Company has established Auditors' Office to support the activities of the statutory auditors, to which 2 dedicated managers who are independent from the supervision of the directors are assigned.
 - The performance appraisal of the employees dedicated to Auditors' Office are made by the statutory auditors and their move to another department and their disciplinary action are subject to prior approval of the Board of Statutory Auditors.
- (7) Systems to report business issues to Nissan's statutory auditors and systems to ensure to prevent disadvantageous treatment of those who made such report**
- The statutory auditors receive reports on the business matters of the Company and its group companies from the directors, corporate officers and employees in accordance with the annual audit plan and as necessary.
 - The statutory auditors regularly receive reports on the audit results on the business of the Company and its group companies from the internal audit department.
 - The statutory auditors and group companies' statutory auditors have periodic meetings to share information and exchange opinions and group companies' statutory auditors report their annual audit plans and the progress of important audit items (3 meetings were held in the fiscal year). In addition, the statutory auditors regularly visit major group companies where they exchange opinions with the statutory auditors of such group companies and receive reports from the president and corporate officers of such group companies.
 - Global Code of Conduct provides that the employees who suspect that a violation of the Code of Conduct has occurred are obligated to report it as soon as possible, and such employees shall be protected from retaliation. The Company promotes the employees' understanding of the rule.
- (8) Policy for payment of expenses or debt with respect to Nissan's statutory auditors' execution of their duties, including the procedures of advancement or reimbursement of expenses**
- The Company budgets the amounts deemed necessary based on the annual audit plan for the expenses with regard to the statutory auditors' execution of their duties and pays the same.
- (9) System to ensure effective and valid auditing by Nissan's statutory auditors**
- The Board of the Statutory Auditors holds meetings regularly and as necessary in accordance with Regulations of the Board of Statutory Auditors. In addition, the statutory auditors hold ad-hoc meetings in order to exchange and share their respective opinions.

- The statutory auditors have periodical meetings with the representative directors (including the President) to exchange views and opinions.

2. Consolidated Balance Sheet
(As of March 31, 2016)

(in millions of yen)

Accounts	Amount
Assets	
Current assets	
Cash on hand and in banks	918,771
Trade notes and accounts receivable	837,704
Sales finance receivables	6,653,237
Securities	73,384
Merchandise and finished goods	857,818
Work in process	86,313
Raw materials and supplies	330,435
Deferred tax assets	251,689
Other	825,080
Allowance for doubtful accounts	(86,858)
Total current assets	10,747,573
Fixed assets	
Property, plant and equipment	
Buildings and structures, net	645,945
Machinery, equipment and vehicles, net	3,182,514
Land	625,152
Construction in progress	196,718
Other, net	566,573
Total property, plant and equipment	5,216,902
Intangible fixed assets	130,877
Investments and other assets	
Investment securities	893,688
Long-term loans receivable	7,747
Net defined benefit assets	4,691
Deferred tax assets	187,106
Other	186,962
Allowance for doubtful accounts	(1,903)
Total investments and other assets	1,278,291
Total fixed assets	6,626,070
Total assets	17,373,643

(in millions of yen)

Accounts	Amount
Liabilities	
Current liabilities	
Trade notes and accounts payable	1,479,689
Short-term borrowings	1,037,271
Current portion of long-term borrowings	1,350,894
Commercial papers	499,875
Current portion of bonds	357,998
Lease obligations	14,916
Accrued expenses	981,989
Deferred tax liabilities	51
Accrued warranty costs	106,536
Other	934,968
Total current liabilities	<u>6,764,187</u>
Long-term liabilities	
Bonds	969,987
Long-term borrowings	2,755,896
Lease obligations	14,460
Deferred tax liabilities	691,809
Accrued warranty costs	138,107
Net defined benefit liability	424,123
Other	474,329
Total long-term liabilities	<u>5,468,711</u>
Total liabilities	<u>12,232,898</u>
Net assets	
Shareholders' equity	
Common stock	605,814
Capital surplus	805,646
Retained earnings	4,150,740
Treasury stock	(148,684)
Total shareholders' equity	<u>5,413,516</u>
Accumulated other comprehensive income	
Unrealized holding gain and loss on securities	64,030
Unrealized gain and loss from hedging instruments	(4,486)
Adjustment for revaluation of the accounts of the consolidated subsidiaries based on general price level accounting	(13,945)
Translation adjustments	(582,363)
Remeasurements of defined benefit plans	(155,487)
Total accumulated other comprehensive income	<u>(692,251)</u>
Share subscription rights	502
Non-controlling interests	<u>418,978</u>
Total net assets	<u>5,140,745</u>
Total liabilities and net assets	<u>17,373,643</u>

3. Consolidated Statement of Income **(From April 1, 2015 To March 31, 2016)**

	(in millions of yen)
Accounts	Amount
Net sales	12,189,519
Cost of sales	9,796,998
Gross profit	2,392,521
Selling, general and administrative expenses	1,599,243
Operating income	793,278
Non-operating income	
Interest income	26,467
Dividends income	5,966
Equity in earnings of affiliates	122,524
Derivative income	37,683
Miscellaneous income	11,726
Total non-operating income	204,366
Non-operating expenses	
Interest expense	24,806
Exchange loss	96,452
Miscellaneous expenses	14,114
Total non-operating expenses	135,372
Ordinary income	862,272
Special gains	
Gain on sales of fixed assets	9,011
Gain on sales of investment securities	23,338
Insurance income	5,287
Other	4,762
Total special gains	42,398
Special losses	
Loss on sales of fixed assets	4,937
Loss on disposal of fixed assets	13,274
Impairment loss	42,087
Quality related costs	90,700
Other	20,738
Total special losses	171,736
Income before income taxes	732,934
Income taxes-current	149,920
Income taxes-deferred	30,221
Total income taxes	180,141
Net income	552,793
Net income attributable to non-controlling interests	28,952
Net income attributable to owners of parent	523,841

4. Non-Consolidated Balance Sheet
(As of March 31, 2016)

	(in millions of yen)
Accounts	Amount
Assets	
Current assets	
Cash on hand and in banks	238,148
Trade accounts receivable	514,322
Finished goods	67,798
Work in process	27,426
Raw materials and supplies	80,325
Prepaid expenses	23,999
Deferred tax assets	101,485
Short-term loans receivable from subsidiaries and affiliates	1,151,536
Other	197,257
Allowance for doubtful accounts	(18,687)
Total current assets	2,383,614
Fixed assets	
Property, plant and equipment	
Buildings	209,423
Structures	29,830
Machinery and equipment	131,522
Vehicles	12,457
Tools, furniture and fixtures	68,479
Land	127,232
Construction in progress	18,666
Total property, plant and equipment	597,613
Intangible fixed assets	63,861
Investments and other assets	
Investment securities	148,459
Investments in subsidiaries and affiliates	1,558,474
Long-term loans receivable from subsidiaries and affiliates	187,483
Other	22,257
Allowance for doubtful accounts	(152)
Total investments and other assets	1,916,522
Total fixed assets	2,577,998
Total assets	4,961,612

(in millions of yen)

Accounts	Amount
Liabilities	
Current liabilities	
Trade notes payable	15
Electronically recorded obligations - operating	197,240
Trade accounts payable	430,989
Short-term borrowings	385,041
Current portion of long-term borrowings	187,315
Commercial papers	125,000
Current portion of bonds	70,000
Lease obligations	12,000
Accounts payable-other	34,337
Accrued expenses	302,573
Income taxes payable	1,703
Deposits received	63,357
Accrued warranty costs	22,613
Other	32,815
Total current liabilities	1,865,002
Long-term liabilities	
Bonds	280,000
Long-term borrowings	107,908
Lease obligations	18,717
Deferred tax liabilities	41,688
Accrued warranty costs	45,008
Accrued retirement benefits	63,133
Other	49,169
Total long-term liabilities	605,625
Total liabilities	2,470,627
Net assets	
Shareholders' equity	
Common stock	605,813
Capital surplus	804,470
Retained earnings	
Legal reserve	53,838
Other retained earnings	
Reserve for reduction of replacement cost of specified properties	54,078
Reserve for special depreciation	24
Unappropriated retained earnings	955,404
Total retained earnings	1,063,347
Treasury stock	(31,424)
Total shareholders' equity	2,442,206
Valuation, translation adjustments and others	
Unrealized holding gain and loss on securities	49,368
Unrealized gain and loss from hedging instruments	(1,092)
Total valuation, translation adjustments and others	48,275
Share subscription rights	502
Total net assets	2,490,984
Total liabilities and net assets	4,961,612

5. Non-Consolidated Statement of Income
(From April 1, 2015 To March 31, 2016)

(in millions of yen)	
Accounts	Amount
Net sales	3,493,419
Cost of sales	2,985,914
Gross profit	507,505
Selling, general and administrative expenses	323,982
Operating income	183,522
Non-operating income	
Interest income	8,658
Dividends income	204,068
Derivative income	975
Other	25,778
Total non-operating income	239,481
Non-operating expenses	
Interest expense	8,342
Exchange loss	18,649
Other	7,211
Total non-operating expenses	34,204
Ordinary income	388,799
Special gains	
Gain on sales of fixed assets	66
Gain on sales of shares of subsidiaries and affiliates	23,025
Gain on reversal of share subscription rights	1,738
Other	354
Total special gains	25,185
Special losses	
Loss on sales of fixed assets	131
Loss on disposal of fixed assets	6,409
Impairment loss	11,913
Loss on valuation of shares of subsidiaries and affiliates	98,326
Quality related costs	37,780
Total special losses	154,560
Income before income taxes	259,424
Income taxes-current	4,471
Income taxes-deferred	3,943
Total income taxes	8,414
Net income	251,009

6. Copy of Independent Auditors' Report on Consolidated Financial Statements

Report of Independent Auditors

May 11, 2016

The Board of Directors
Nissan Motor Co., Ltd.

Ernst & Young ShinNihon LLC

Designated and Engagement Partner
Certified Public Accountant Yoji Murohashi

Designated and Engagement Partner
Certified Public Accountant Takeshi Hori

Designated and Engagement Partner
Certified Public Accountant Koji Fujima

Designated and Engagement Partner
Certified Public Accountant Masayuki Nakamura

Pursuant to Article 444, Section 4 of the Corporate Law, 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 the notes to consolidated financial statements of Nissan Motor Co., Ltd. (the "Company") applicable to the 117th fiscal year from April 1, 2015 through March 31, 2016.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the 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 and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the Nissan Group, which consisted of the Company and consolidated subsidiaries, applicable to the 117th fiscal year ended March 31, 2016 in conformity with accounting principles generally accepted in Japan.

Emphasis of Matter

We draw attention to "Significant subsequent events" in the accompanying consolidated financial statements, which described that the Company has suspended sales of DAYZ and DAYZ Roox series of mini-cars produced by Mitsubishi Motors Corporation (MMC) from April 20, 2016. This is a result of MMC's announcement about the homologation issue for applicable models on the same day. MMC acknowledges its responsibility for the issue and the Company intends to recharge the adverse impact to MMC. However, considering current uncertain situation for the adverse impact on the Company, it is difficult to reasonably estimate the effects on the Company's financial position, operating results and cash flows in the current fiscal year and onwards.

Our opinion is not qualified in respect of this matter.

Conflicts of Interest

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

7. Copy of Independent Auditors' Report on Financial Statements

Report of Independent Auditors

May 11, 2016

The Board of Directors
Nissan Motor Co., Ltd.

Ernst & Young ShinNihon LLC

Designated and Engagement Partner
Certified Public Accountant Yoji Murohashi

Designated and Engagement Partner
Certified Public Accountant Takeshi Hori

Designated and Engagement Partner
Certified Public Accountant Koji Fujima

Designated and Engagement Partner
Certified Public Accountant Masayuki Nakamura

Pursuant to Article 436, Section 2, Paragraph 1 of the Corporate Law, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets, the notes to financial statements and the related supplementary schedules of Nissan Motor Co., Ltd. (the "Company") applicable to the 117th fiscal year from April 1, 2015 through March 31, 2016.

Management's Responsibility for the Financial Statements and the Related Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the related supplementary schedules 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 and fair presentation of the financial statements and the related supplementary schedules that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements and the related supplementary schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the related supplementary schedules are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the related supplementary schedules. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements and the related supplementary schedules, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the financial statements and the related supplementary schedules in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the related supplementary schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements and the related supplementary schedules referred to above present fairly, in all material respects, the financial position and results of operations of Nissan Motor Co., Ltd. applicable to the 117th fiscal year ended March 31, 2016 in conformity with accounting principles generally accepted in Japan.

Emphasis of Matter

We draw attention to "Significant subsequent events" in the accompanying financial statements, which described that the Company has suspended sales of DAYZ and DAYZ Roox series of mini-cars produced by Mitsubishi Motors Corporation (MMC) from April 20, 2016. This is a result of MMC's announcement about the homologation issue for applicable models on the same day. MMC acknowledges its responsibility for the issue and the Company intends to recharge the adverse impact to MMC. However, considering current uncertain situation for the adverse impact on the Company, it is difficult to reasonably estimate the effects on the Company's financial position, operating results and cash flows in the current fiscal year and onwards.

Our opinion is not qualified in respect of this matter.

Conflicts of Interest

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

8. Copy of Audit Report of Board of Statutory Auditors

Audit Report

Regarding the performance of duties by directors for the 117th business year beginning April 1, 2015, and ending March 31, 2016, the Board of Statutory Auditors hereby submits its audit report, which has been prepared through discussions based on the audit reports prepared by the respective statutory auditors, as follows:

1. Methods and Contents of Audit by the Statutory Auditors and the Board of Statutory Auditors

- (1) The Board of Statutory Auditors determined, among other things, the auditing policies; received reports regarding the status of execution of audit and its results from each statutory auditor; received reports from directors, other relevant employees and independent auditors concerning the performance of their duties; and, when necessary, requested them to provide explanations.
- (2) In accordance with the statutory auditors' auditing standards specified by the Board of Statutory Auditors and in conformity with auditing policies, each statutory auditor ensured to communicate effectively with directors, employees in the internal audit division and other relevant employees; made efforts to collect necessary information and improve auditing environment, and conducted the audit by the following methods.
 - (i) Each statutory auditor attended the meetings of the Board of Directors and other important meetings; received reports from directors and relevant employees regarding the performance of their duties; requested them to provide explanations when necessary; examined important decision documents and associated information; and studied the operations and financial conditions at the head office as well as other principal offices and plants. As for the subsidiaries, the statutory auditors ensured to communicate effectively with directors, statutory auditors and other personnel of subsidiaries and to exchange information therewith, and, when necessary, received reports from the subsidiaries regarding their business.
 - (ii) The statutory auditors periodically received reports of the status of establishing and operating these systems from directors, employees and others, requested explanations as necessary, and expressed opinions concerning the contents of resolutions of the Board of Directors regarding the implementation of systems required to be implemented to ensure the proper operations of a corporate group comprising the company and its subsidiaries under Article 100, Paragraphs 1 and 3 of the Enforcement Regulations of the Corporate Law including a system to ensure that the performance of duties by directors is in compliance with the laws, regulations and the Articles of Incorporation, and the status of the system (internal control system) implemented according to such resolutions. With respect to internal control systems for preparing financial reports, the statutory auditors regularly received reports regarding status of implementation, evaluation and auditing of the internal control systems concerned from directors and relevant employees as well as Ernst & Young ShinNihon LLC, and requested them to provide explanations when necessary.
 - (iii) The statutory auditors monitored and verified whether the independent auditors were maintaining their independence and properly performing audits; received reports from the independent auditors on the performance of their duties; and, when necessary, requested them to provide explanations. The statutory auditors also received from the independent auditors a notice confirming that "the system to ensure proper performance of duties" (matters stipulated in each paragraph of Article 131 of Corporate Calculation Regulations) was properly implemented according to the "Standards on Quality Control for Audit" (October 28, 2005, Business Accounting Deliberation Council) and other relevant standards, and, when necessary, requested them to provide explanations.
 - (iv) Regarding the Financial Services Agency (FSA) s order given to ShinNihon on December 22, 2015 to improve its business operations, the Board of Statutory Auditors has received a report from ShinNihon which indicated that they submitted a business operation improvement plan to FSA on January 29, 2016. Called upon its necessity, the Statutory Auditors have requested explanation of the plan and results of self-assessment of its operations in the light of the disciplinary actions given to ShinNihon by FSA.

Based on the aforementioned methods, the statutory auditors examined the business report and 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 notes to non-consolidated financial statements) and supplementary schedules as well as consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets and notes to consolidated financial statements).

2. Audit Results

- (1) Audit results concerning business reports, etc.
 - (i) In our opinion, the business reports and supplementary schedules fairly represent the Company's conditions in accordance with the related laws and regulations, and the Articles of Incorporation.

- (ii) With regard to the performance of duties by the directors, we have found no evidence of wrongful action or material violation of related laws and regulations, nor of the Articles of Incorporation.
- (iii) In our opinion, resolutions of the meetings of the Board of Directors regarding the internal control system are fair and reasonable. Furthermore, we have found no matters to remark regarding the performance of duties by directors in relation to the internal control system.

In addition, we have received from directors and relevant employees as well as Ernst & Young ShinNihon LLC reports stating no material weakness was found in the internal control systems for preparing financial reports.

(2) Audit results concerning non-consolidated financial statements and supplementary schedules

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

(3) Audit results concerning consolidated financial statements

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

3. Significant subsequent event

At the Meeting of the Board of Directors held on the 12th of May 2016, the Company resolved that it enters into the Basic Agreement with Mitsubishi Motors Corporation (MMC) to negotiate for formation of a strategic alliance between the Company and MMC. This subsequent event has no influence on the opinions of the Board of Statutory Auditors.

May 13, 2016	Nissan Motor Co., Ltd.	The Board of Statutory Auditors
	Full-time Statutory Auditor	Hidetoshi Imazu
	Full-time Statutory Auditor (Outside Statutory Auditor)	Toshiyuki Nakamura
	Full-time Statutory Auditor (Outside Statutory Auditor)	Motoo Nagai
	Statutory Auditor (Outside Statutory Auditor)	Shigetoshi Andoh