

**【Cover】**

<b>【Document Submitted】</b>	Amendment to Securities Report (“Teisei-Yukashoken-Houkokusho”)
<b>【Article of the Applicable Law Requiring Submission of This Document】</b>	Article 24-2, Paragraph 1 of the Financial Instruments and Exchange Law
<b>【Filed to】</b>	Director, Kanto Local Finance Bureau
<b>【Date of Submission】</b>	May 14, 2019
<b>【Business Year】</b>	107th Fiscal Year (From April 1, 2005 To March 31, 2006)
<b>【Company Name】</b>	Nissan Jidosha Kabushiki-Kaisha
<b>【Company Name (in English)】</b>	Nissan Motor Co., Ltd.
<b>【Position and Name of Representative】</b>	Hiroto Saikawa, President
<b>【Location of Head Office】</b>	2, Takaracho, Kanagawa-ku, Yokohama-shi, Kanagawa
<b>【Phone No.】</b>	(045) 523-5523 (switchboard)
<b>【Contact for Communications】</b>	Chie Saito, Manager, Consolidation Accounting Group, Budget and Accounting Department
<b>【Nearest Contact】</b>	1-1, Takashima 1-chome, Nishi-ku, Yokohama-shi, Kanagawa
<b>【Phone No.】</b>	(045) 523-5523 (switchboard)
<b>【Contact for Communications】</b>	Chie Saito, Manager, Consolidation Accounting Group, Budget and Accounting Department
<b>【Place Where Available for Public Inspection】</b>	Tokyo Stock Exchange, Inc. 2-1, Nihonbashi Kabutocho, Chuo-ku, Tokyo

## **1 [Reason for filing of amendment to the Financial Information (Yukashoken-Hokokusho)]**

### **1. Background**

The Company has designed and implemented a thorough and comprehensive response to the discovery of (a) misconduct by its former Representative Director and Chairman, Carlos Ghosn, its former Representative Director, Greg Kelly and individuals who may have acted in concert with them and (b) other matters which may affect the accuracy of the Company's disclosure of director and statutory auditor compensation (collectively, the "Relevant Matters"). The response and accompanying investigations are comprehensive and have investigated all material compliance matters that have come to the attention of Nissan's Compliance Office. Based on results of the internal investigation the Company has prepared (a) accounting adjustments relating to the Relevant Matters that would be made in the fourth quarter of FY2018 (the "Q4 Accounting Adjustments") and (b) corrections of its prior disclosures of compensation in its Annual Securities Reports for FY2005 to FY2017 (the "Corrections of Compensation Disclosures"). Following their review by the Internal Evaluation Committee over Financial Reporting, a committee established by the Company and whose members include external accounting and legal professionals, on May 14, 2019 the Company approved its correction reports of the Annual Securities Reports for FY2005 to FY2017 at its Board of Directors after consideration of the results of the investigation. On the same date the Company (a) announced its full-year financial results of FY2018 that includes the Q4 Accounting Adjustments and (b) filed its correction reports regarding the Corrections of Compensation Disclosures with the Kanto Local Financial Bureau. The correction reports of the Annual Securities Reports for FY2013 to FY2017 are posted on the Japan FSA's electronic disclosure platform EDINET (<http://disclosure.edinet-fsa.go.jp/>) and the Company's corporate website (<https://www.nissan-global.com/EN/IR/LIBRARY/FR/>). The correction reports of the Annual Securities Reports of the Annual Securities Reports for FY2005 to FY2012, whose statutory public disclosure periods have expired, are posted on the Company's corporate website (<https://www.nissan-global.com/EN/IR/LIBRARY/FR/>). This Correction Report corrects information contained in the Company's Annual Securities Report for 107th Fiscal Year (from April 1, 2005 to March 31, 2006) filed as of June 28, 2006.

### **2. Overview**

Between FY2000 (ending in March 2001) and FY2002 (ending in March 2003), the Company implemented a share appreciation-based incentive compensation program using corporate bonds with warrants. After incentive awards were granted to certain Executives, the Company agreed to true up a portion of the tax burdens such Executives incurred upon the exercise of these awards. The amounts true up by the Company (including additional true ups for the tax burdens incurred by the applicable Executives arising from the Company's initial tax true ups) are deemed "Compensation received as the Company's Executive" during the fiscal year in which the applicable awards were exercised. However, such true-up amounts were not included in the Company's director compensation disclosures in the applicable Annual Securities Reports. The purpose of this Correction Report is to correct such disclosures.

## **2 [Amended Item]**

### **Part I Information on the Company**

#### **4. Corporate Information**

#### **6. Corporate governance**

(3) Compensation paid to directors and corporate auditors

**3 [Amended points]**

Note: Amended points are shown underlined.

Part I Information on the Company

4. Corporate Information

6. Corporate governance

(3) Compensation paid to directors and corporate auditors

(Pre-correction)

Compensation paid to Nissan's directors consists of a fixed amount of remuneration in cash and shares appreciation rights as resolved at the 104th shareholders' meeting held on June 19, 2003. The cash remuneration is limited to a maximum of ¥2.6 billion per annum as resolved at the 106th shareholders' meeting held on June 21, 2005 and the amount to be paid to each director determined based on the business results and reflecting the firm's global competitiveness.

On the other hand, the shares appreciation rights are given as motivation to the directors to stimulate continuous business development and an increase in the profitability of the Group. This incentive is linked to Nissan's medium- or long-term business results and is limited to the equivalent of 6 million shares of the Company's common stock per annum.

The remuneration paid to the corporate auditors is limited to a yearly amount of ¥120 million as resolved at the 106th shareholders' meeting held on June 21, 2005. This compensation is designed to promote stable and transparent auditing.

For the current fiscal year, the aggregate amount disbursed to the directors and corporate auditors was ¥2,527 million to eleven directors and ¥86 million to six corporate auditors. In addition, ¥390 million was paid through an appropriation of retained earnings as compensation to four directors, ¥624 million as retirement allowances to two directors and ¥88 million to two corporate auditors. In addition, shares appreciation rights equivalent to 4.8 million shares were granted to seven directors.

(Post-correction)

Compensation paid to Nissan's directors consists of a fixed amount of remuneration in cash and shares appreciation rights as resolved at the 104th shareholders' meeting held on June 19, 2003. The cash remuneration is limited to a maximum of ¥2.6 billion per annum as resolved at the 106th shareholders' meeting held on June 21, 2005 and the amount to be paid to each director determined based on the business results and reflecting the firm's global competitiveness.

On the other hand, the shares appreciation rights are given as motivation to the directors to stimulate continuous

business development and an increase in the profitability of the Group. This incentive is linked to Nissan's medium- or long-term business results and is limited to the equivalent of 6 million shares of the Company's common stock per annum.

The remuneration paid to the corporate auditors is limited to a yearly amount of ¥120 million as resolved at the 106th shareholders' meeting held on June 21, 2005. This compensation is designed to promote stable and transparent auditing.

For the current fiscal year, the aggregate amount disbursed to the directors and corporate auditors was ¥2,552 million to eleven directors and ¥120 million to six corporate auditors. In addition, ¥390 million was paid through an appropriation of retained earnings as compensation to four directors, ¥624 million as retirement allowances to two directors and ¥88 million to two corporate auditors. In addition, shares appreciation rights equivalent to 4.8 million shares were granted to seven directors.