

[TRANSLATION]

June 3, 2009

To Shareholders:

**NOTICE OF CONVOCATION OF
THE 110th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 110th 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" as well as the "Business Report for the 110th Fiscal Year" enclosed herewith. Please send us the enclosed voting form by return mail, indicating your votes for or against the resolutions stated in the "Particulars" in the section "Matters to be resolved." Please affix your seal impression on the voting form. 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 22 (Monday), 2009.

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:

Tuesday, June 23, 2009 at 10:00 a.m.

The reception desk will open at 8:30 a.m.

Please be informed that the reception after the Meeting which has been held in the past will not be organized this year in consideration of current business environment. Your understanding will be highly appreciated.

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 110th Fiscal Year (April 1, 2008 to March 31, 2009), and the result of audit thereon by Independent Auditors and Board of Statutory Auditors.

2: Report on the Non-Consolidated Financial Statements for the 110th Fiscal Year (April 1, 2008 to March 31, 2009).

Matters to be resolved:

Item 1: Amendment to the Articles of Incorporation

Item 2: Election of Nine (9) Directors due to Expiration of Terms of All Directors

4. Remarks on exercising voting right through the voting form or Internet voting:

In case voting right 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 question and answers session in the Meeting as follows:

- Any shareholder who wishes to ask questions must have a ticket. The ticket will be distributed from 8:30 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 the questions the shareholder wishes to ask at the Meeting 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 your questions on the Internet website.

At the Meeting, we will seek to address questions commonly raised by shareholders.

17-1, Ginza 6-Chome, Chuo-ku, Tokyo 104-8023

IR Department, NISSAN MOTOR CO., LTD.

Fax. 03-5565-2110

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

- We will first take questions from selected shareholders who have sent questions to the Company prior to the Meeting and who have received a ticket on the Meeting date in accordance with the above. Then, questions will be taken at random from other ticket holding shareholders.
- When the proposed Items have been fully deliberated, 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 the questions.

[TRANSLATION]

Reference Materials of Ordinary General Meeting of Shareholders

Agenda and Matters for Reference:

Item 1: Amendment to the Articles of Incorporation

(1) The contents of the proposal and the reason therefor
 Pursuant to the enforcement of the “Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities.” (Law No. 88 of 2004) on January 5, 2009, all stocks issued by listed companies have been changed to book-entry stocks (the so-called electronic share certificate system). Consequently, it is hereby proposed that several relevant provisions of the current Articles of Incorporation that presuppose the existence of share certificates be deleted and that other necessary amendments to be executed (Article 7, 9(2), 10, 11(3) and 12 thereof). It is also proposed that the Articles of Incorporation are amended to include two new Supplementary Articles to set forth provisional measures relating to the register of lost share certificates.

(2) Proposed Amendments

The proposed amendments to the Articles of Incorporation are as follows:

(The underlined portions are to be amended)

Current	As amended
<u>(Issuance of Share Certificates)</u> <u>Article 7: The Company shall issue certificates of shares.</u>	(Deleted)
(Acquisition of Own Shares) Article <u>8</u> : (No Change)	(Acquisition of Own Shares) Article <u>7</u> : (No Change)
(Number of Shares Consisting One Unit, <u>and no issuance of share certificate less than One Unit</u>) Article <u>9</u> : (No Change) <u>2. The Company does not issue any share certificates representing less than One Unit notwithstanding the provision of Article 7; except for the special treatment described in the Share Handling Regulations.</u>	(Number of Shares Consisting One Unit) Article <u>8</u> : (No Change) (Deleted)

<p>(Rights of holding less than shares One Unit)</p> <p>Article <u>10</u>: The holder of shares less than One Unit (<u>including beneficial shareholders</u>) shall not be entitled to exercise the rights of shareholders in connection with such below-unit shares other than those rights listed below:</p> <ol style="list-style-type: none"> 1. The rights stipulated in Article 189.2 2. The right to make a claim in accordance with Article 166.1 3. The right to subscribe for new shares or new Shinkabu Yoyakuken in proportion to the number of the shares owned by the said shareholder 	<p>(Rights of holding less than shares One Unit)</p> <p>Article <u>9</u>: The holder of shares less than One Unit shall not be entitled to exercise the rights of shareholders in connection with such below-unit shares other than those rights listed below:</p> <ol style="list-style-type: none"> 1. The rights stipulated in Article 189.2 2. The right to make a claim in accordance with Article 166.1 3. The right to subscribe for new shares or new Shinkabu Yoyakuken in proportion to the number of the shares owned by the said shareholder
<p>(Agent to Administrate Shareholder Register)</p> <p>Article <u>11</u>: (No Change)</p> <ol style="list-style-type: none"> 2. (No Change) 3. Preparation and register of the register of shareholders (<u>including the register of beneficial shareholders</u>), register of Shinkabu Yoyakuken <u>and the register of lost share certificates of the Company</u> as well as other administration of the register of shareholders, register of Shinkabu Yoyakuken <u>and the register of lost share certificates of the Company</u> shall be handled by the agent to administrate shareholder register and shall not be handled by the Company. 	<p>(Agent to Administrate Shareholder Register)</p> <p>Article <u>10</u>: (No Change)</p> <ol style="list-style-type: none"> 2. (No Change) 3. Preparation and register of the register of shareholders <u>and</u> register of Shinkabu Yoyakuken as well as other administration of the register of shareholders <u>and</u> register of Shinkabu Yoyakuken shall be handled by the agent to administrate shareholder register and shall not be handled by the Company.
<p>Article <u>12</u> to Article <u>40</u> (No Change)</p>	<p>Article <u>11</u> to Article <u>39</u> (No Change)</p>
<p><u>(New)</u></p>	<p><u>(Supplementary Articles)</u></p> <p><u>Article 1: Preparation and register of the register of lost share certificates of the Company as well as other administration of the register of lost share certificates of the Company shall be handled by the agent to administrate shareholder register and shall not be handled by the Company.</u></p> <p><u>Article 2: The previous and this Article shall be effective until January 5, 2010, and shall be eliminated automatically on January 6, 2010.</u></p>

Item 2: Election of Nine (9) Directors due to Expiration of Terms of All Directors

The term of office for all of the current nine (9) Directors will expire at the closing of this General Meeting of Shareholders. Accordingly, it is proposed that nine (9) Directors be elected.

The candidates for Directors 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	Carlos Ghosn (Mar. 9, 1954)	Oct. 1996 Joined Renault Jun. 1999 Director of Nissan Motor Co., Ltd. Jun. 2000 President Jun. 2003 Co-Chairman and President Jun. 2008 to date President and Chairman Feb. 2002 to date Director of Alcoa, Inc. Apr. 2005 to date President and Chief Executive Officer of Renault President and Chairman of the Management Board of Renault-Nissan B.V. May 2009 to date Chairman of the Board of Directors of Renault	3,077,700
2	Toshiyuki Shiga (Sept. 16, 1953)	Apr. 1976 Joined Nissan Motor Co., Ltd. Apr. 2000 Senior Vice President (Officer) Apr. 2005 to date Chief Operating Officer (Officer) Jun. 2005 to date Director	48,600
3	Colin Dodge (Sept. 1, 1955)	Dec. 1984 Joined Nissan Motor Manufacturing (UK) Ltd. ("NMUK") Jan. 2000 Executive Vice President Apr. 2003 President of NMUK and Senior Vice President of Nissan Europe S.A.S Apr. 2007 Senior Vice President (Officer) of Nissan Motor Co., Ltd. Apr. 2009 to date Executive Vice President (Officer) Apr. 2009 to date President of Nisan International SA	2,400
4	Hiroto Saikawa (Nov. 14, 1953)	Apr. 1977 Joined Nissan Motor Co., Ltd. Apr. 2003 Senior Vice President (Officer) Apr. 2005 to date Executive Vice President (Officer) Jun. 2005 to date Director May 2006 to date Director of Renault	3,800
5	Mitsuhiko Yamashita (Apr. 17, 1953)	Apr. 1979 Joined Nissan Motor Co., Ltd. Apr. 2004 Senior Vice President (Officer) Apr. 2005 to date Executive Vice President (Officer) Jun. 2005 to date Director	51,700

6	Carlos Tavares (Aug.14, 1958)	Oct. 1981 Apr. 2004 Dec. 2004 Apr. 2005 to date Jun. 2005 to date Feb. 2009 to date	Joined Renault Joined Nissan Motor Co., Ltd. VP (Officer) Executive Vice President (Officer) Director President of Nissan North America Inc.	1,000
7	Hidetoshi Imazu (May 15, 1949)	Apr. 1972 Apr. 2002 Apr. 2007 to date Jun. 2007 to date	Joined Nissan Motor Co., Ltd. Senior Vice President (Officer) Executive Vice President (Officer) Director	44,200
8	Jean-Baptiste Duzan (Sep. 7, 1946)	Sep. 1982 Jan. 1992 to date	Joined Renault Senior Vice President	0
9	Katsumi Nakamura (Jun. 23, 1953)	Apr. 1978 Apr. 2001 Jul. 2003 May 2008 to date	Joined Nissan Motor Co., Ltd. Senior Vice President (Officer) President of Dongfeng Motor Co., Ltd. Executive Vice President of Renault	9,600

Notes:

1. Mr. Carlos Ghosn is Chairman of the Board of Directors of Renault, President and Chief Executive Officer of Renault. There is broad automotive business alliance, including capital participation, between the Company and Renault.
2. There are no special conflicts of interests between the Company and other director candidates.
3. The director candidates other than Mr. Colin Dodge, Mr. Jean-Baptiste Duzan and Mr. Katsumi Nakamura are currently Directors of the Company. Their positions and assignments in the Company are referred to in the page 13 of the "Business Report for the 110th Fiscal Year" enclosed herewith.
4. Mr. Jean-Baptiste Duzan meets requirements for an outside director candidate under Article 2, Item 15 of the Company Law.
5. The reason for nominating Mr. Jean-Baptiste Duzan as an outside director candidate is to create synergy of the alliance between the Company and Renault.
6. Mr. Jean-Baptiste Duzan has entered 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.

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