

[TRANSLATION]

June 3, 2021

To Shareholders:

**NOTICE OF CONVOCATION OF**  
**THE 122<sup>nd</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 122<sup>nd</sup> Ordinary General Meeting of Shareholders of the Company (the "Meeting") will be held as described in the attached "Particulars".

Please review the "Reference Materials of Ordinary General Meeting of Shareholders" enclosed herewith and then 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 (<https://www.web54.net>), so that such voting form or Internet voting should arrive at the Company by 17:30 of June 21 (Monday), 2021.

Yours very truly,

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

Makoto Uchida  
Representative executive officer, president and CEO

## PARTICULARS

### 1. Date and Time of the Meeting:

Tuesday, June 22, 2021 at 10:00 a.m.

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

Please also be advised that **a reception, souvenir and something to drink will not be prepared**. We sincerely apologize for any disappointment or inconvenience caused and thank you in advance for your understanding.

### 2. Place of the Meeting:

NISSAN MOTOR CO., LTD Global Headquarters

1-1, Takashima 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 Documentation for the 122<sup>nd</sup> Fiscal Year (April 1, 2020 to March 31, 2021), and the result of the audit thereon by the Independent Auditors and the Audit Committee.
- 2: Report on the Non-Consolidated Financial Documentation for the 122<sup>nd</sup> Fiscal Year (April 1, 2020 to March 31, 2021)

Matters to be resolved:

<Company Proposal>

Item 1: Election of twelve (12) Directors due to Expiration of Terms of All Directors

<Shareholder's Proposal>

Item 2: Amendment to the Articles of Incorporation: Disclosure of the contents of the most important contracts, etc. for management purposes

The outline of the Shareholder's Proposal (Item No. 2) is as described in the "Reference Materials of Ordinary General Meeting of Shareholders" below, but the Board of Directors of the Company is against the Shareholder's Proposal (Item No. 2). If you are a shareholder who agrees with the opinion of the Board of Directors, please exercise your voting right to vote "against" the Shareholder's Proposal (Item No. 2).

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

- The following items are published on the Internet website (<https://www.nissan-global.com/EN/IR/>) pursuant to the relevant laws and Article 15 of the Articles of Incorporation of the Company. Accordingly, these items are not included in the Attached Document.
  - (1) "Status of Independent Auditors" and "Business Management Systems, Processes and Internal Controls" of Business Report
  - (2) "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" of Consolidated Financial Documentation
  - (3) "Non-Consolidated Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" of Non-Consolidated Financial Documentation

- 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.
- If you do not indicate your approval or disapproval for any of the proposals, we will treat it as your approval for the Company's proposal (Item No. 1) and your disapproval for the Shareholder's Proposal (Item No. 2).
- In cases of exercise of voting rights through a substitute, it is required to submit s 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 122<sup>nd</sup> 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 the 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 (<https://www.nissan-global.com/EN/IR/>).
- ◎ To prevent shareholders from being infected with the COVID-19, the Meeting will be held at a much smaller scale than usual. Also, the seats at the venue will be spaced apart and the number of seats available is expected to be around 400. Therefore, there is a possibility that you may not be able to enter the venue if it becomes full.
- ◎ Please bring and wear a mask when you come to the venue. If you feel unwell, we may ask the staff to refrain from entering the venue. We will prepare an alcoholic disinfectant for shareholders near the reception desk.
- ◎ A video of the proceeding of the Meeting will be distributed on the Internet website (<https://www.nissan-global.com/EN/IR/>). After the Meeting, a video recording of the proceeding of the Meeting will be distributed on the Internet website (<https://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. Questions will be taken in numerical order from ticket holding shareholders.
  - Tickets will be distributed from reception start time (9:00 a.m.) to meeting start time (10:00 a.m.).
  - The question and answers session may be closed even though not all the persons who hold tickets have asked their questions.
- ◎ For the convenience of shareholders who do not come to the Meeting, we accept inquiries about our company at the address below.  
[AGSM2021@mail.nissan.co.jp](mailto:AGSM2021@mail.nissan.co.jp)  
Matters of high interest to shareholders will be taken up at the Meeting.  
※Please note that we cannot make individual responses.

[TRANSLATION]

## Reference Materials of Ordinary General Meeting of Shareholders

### Agenda and Matters for Reference:

<Company Proposal>

#### Item 1: Election of twelve (12) Directors due to Expiration of Terms of All Directors

The term of office for all of the current twelve (12) Directors will expire at the closing of this Meeting. Accordingly, it is proposed that twelve (12) Directors be elected in accordance with the decision of Nomination Committee of the Company.

The candidates for Directors are as follows:

No.		Name	Current Responsibility at the Company	Record of attendance at the Board of Directors Meeting
1	Reappointment Outside Independent	Yasushi Kimura	Chair Member of Nomination Committee Member of Audit Committee	100% (13/13)
2	Reappointment	Jean-Dominique Senard	Vice-chair Member of Nomination Committee	100% (13/13)
3	Reappointment Outside Independent	Masakazu Toyoda	Lead independent outside director Chair of Nomination Committee Member of Audit Committee	100% (13/13)
4	Reappointment Outside Independent	Keiko Ihara	Chair of Compensation Committee Member of Nomination Committee	100% (13/13)
5	Reappointment Outside Independent	Motoo Nagai	Chair of Audit Committee Member of Nomination Committee Member of Compensation Committee	100% (13/13)
6	Reappointment Outside Independent	Bernard Delmas	Member of Compensation Committee	100% (13/13)
7	Reappointment Outside Independent	Andrew House	Member of Nomination Committee	100% (13/13)
8	Reappointment Outside Independent	Jenifer Rogers	Member of Compensation Committee Member of Audit Committee	100% (13/13)
9	Reappointment	Pierre Fleuriot	Member of Audit Committee	100% (13/13)
10	Reappointment	Makoto Uchida	Representative executive officer, president and CEO	100% (13/13)
11	Reappointment	Ashwani Gupta	Representative executive officer, Chief Operating Officer / Chief Performance Officer	100% (13/13)
12	Reappointment	Hideyuki Sakamoto	Executive officer, Executive Vice President	100% (13/13)

## <Composition of Board of Directors>

Our Board of Directors decides the basic direction of management by taking a variety of perspectives into account and plays the role of supervising the executive officers. The member of the Board of Directors are diverse in nationality and gender, and also has different expertise which as a whole we aim to facilitate lively discussions and swift decision-making. In order to create an environment where discussions in board meetings are led by independent outside directors, these directors constitute a majority of the board, with one of them serving as board chair. After February 2020, the Board of Directors consists of twelve directors, seven of whom are outside directors.

		グローバル マネジメント Global management	自動車業界 Automobile Industry	政府機関 Government	法務/リスク マネジメント Legal/Risk Management	ガバナンス Governance	財務/会計 Finance/ Accounting	CSR	製品/技術 Product/ Technology	セールス/ マーケティング Sales/ Marketing
1	木村 康 Yasushi Kimura	○				○	○		○	○
2	ジャン ドミニク スナール Jean Dominique Senard	○	○			○	○	○		
3	豊田 正和 Masakazu Toyoda	○		○	○	○		○		
4	井原 慶子 Keiko Ihara	○	○			○			○	○
5	永井 素夫 Motoo Nagai	○			○	○	○	○		
6	デルマス ベルナル Bernard Delmas	○	○			○			○	○
7	アンドリュー ハウス Andrew House	○				○	○		○	○
8	ジェニファー ロジャーズ Jenifer Rogers	○			○	○	○	○		
9	ピエール フルーリオ Pierre Fleuriot	○		○	○	○	○			
10	内田 誠 Makoto Uchida	○	○		○		○		○	
11	アシュワニ グプタ Ashwani Gupta	○	○				○		○	○
12	坂本 秀行 Hideyuki Sakamoto	○	○		○	○			○	

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	<p>Reappointment Independent &amp; Outside</p> <p>Yasushi Kimura (February 28, 1948)</p>	<p>Apr. 1970    Joined Nippon Oil Corporation  Jun. 2002    Director of Nippon Oil Corporation  Jun. 2007    Director, Senior Vice President of Nippon Oil Corporation  Apr. 2010    Director of JX Holdings, Inc.  Jul. 2010    Representative President of JX Nippon Oil &amp; Energy Corporation  May 2012    Chairman of Petroleum Association of Japan  Jun. 2012    Representative Chairman of the Board of JX Holdings, Inc., Representative Chairman of the Board of JX Nippon Oil &amp; Energy Corporation  Jun. 2014    Director of NIPPO Corporation  Vice Chairman of Japan Business Federation  Apr. 2017    Representative Chairman of JXTG Holdings, Inc.  Jun. 2018    Senior Executive Advisor of JXTG Holdings, Inc.  Jun. 2019    Outside Director of the Company (Current Position / two years in office)  Senior Corporate Advisor of JXTG Holdings, Inc. (Current: ENEOS Holdings, Inc.) (Current Position)  Outside Director of INPEX CORPORATION (Current Position)</p>	<p>4,300</p>
<p>1</p>	<p><b>【Current Responsibility at the Company】</b>  Chair, Member of Nomination Committee, Member of Audit Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>  100% (13/13) of Board of Directors Meeting  100% (9/9) of Nomination Committee  100% (13/13) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b>  Outside Director of INPEX CORPORATION</p> <p><b>【Reasons for the Nomination as Outside Director】</b>  Mr. Yasushi Kimura is proposed as a candidate for outside director due to experience serving as top management in a key industry in Japan. He also has wealth of experience and deep insight in corporate management and leadership experience in Japan Business Federation (Keidanren), as well as Chairman of Petroleum Association of Japan (PAJ). Nissan expected him to continuously contribute the Company through his Global management, Governance, and Sales/Marketing skills. Since his inauguration in June 2019, Mr. Kimura has supervised the companies' overall management providing an objective and broad perspective as the Chair of the Board of Directors, Member of the Nomination Committee, Member of the Audit Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as an outside director candidate for Nissan.</p> <p>* If elected, he will be re-appointed as Chair of the Board of Directors, Member of the Nomination Committee and Member of the Audit Committee at the Board of Directors meeting after the General Shareholders Meeting.  * JXTG Holdings, Inc. plans to change its corporate name to ENEOS Holdings Inc. with the resolution of its general shareholders meeting scheduled to be held on June 25, 2020.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	Reappointment  Jean-Dominique Senard (March 7, 1953)	Oct. 1996 Chief Financial Officer of Pechiney and a member of its Group Executive Council Mar. 2005 Chief Financial Officer of Michelin and a member of the Michelin Group Executive Council May 2007 Managing Partner of the Michelin Group May 2011 Managing General Partner of the Michelin Group May 2012 Chief Executive Officer of the Michelin Group Jan. 2019 Chairman of the Board of Directors of Renault (Current Position) Apr. 2019 Director of the Company (Current Position / one year and two months in office)	21,100
2	<p><b>【Current Responsibility at the Company】</b>            Vice-chair, Member of Nomination Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>            100% (13/13) of Board of Directors Meeting            100% (9/9) of Nomination Committee</p> <p><b>【Important Positions at Other Companies】</b>            Chairman of the Board of Directors of Renault</p> <p><b>【Reasons for the Nomination】</b>            Mr. Jean-Dominique Senard (Chair of the Board of Directors of Renault, our alliance partner) is proposed as a candidate for director due to his wealth of experience and deep insight in automotive industry and international management. Nissan expected him to continuously contribute the Company through his Global management, Automobile Industry, and Finance/Accounting skills. Since his inauguration in April 2019, he has supervised the Company's overall management as the Vice Chair of the Board of Directors, Member of Nomination Committee and contributed to Nissan's business development. Therefore, the Company nominates him as director candidate for Nissan.</p> <p>* If elected, he will be re-appointed as the Vice Chair of the Board of Directors and Member of Nomination Committee at the Board of Directors meeting after the General Shareholders Meeting.</p> <p>* Mr. Jean-Dominique Senard is Chairman of the Board of Directors of Renault. There is a broad automotive business alliance, including capital participation, between the Company and Renault.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	<p>Reappointment Independent &amp; Outside</p> <p>Masakazu Toyoda (June 28, 1949)</p>	<p>Apr. 1973    Joined Ministry of International Trade and Industry Aug. 2003    Director-General, Commerce and Information Policy Bureau of Ministry of Economy, Trade and Industry ("METP") Jul. 2006    Director General, Trade Policy Bureau of METI Jul. 2007    Vice-Minister for International Affairs of METI Aug. 2008    Secretary General of the Cabinet Secretariat's Strategic Headquarters for Space Policy Nov. 2008    Special Advisor to the Cabinet Jul. 2010    Chairman &amp; CEO of The Institute of Energy Economics, Japan (Current Position) Jun. 2011    Outside Statutory Auditor of Nitto Denko Corporation (Current Position) Mar. 2015    Outside Director of CANON ELECTRONICS INC. (Current Position) Jun. 2016    Outside Director (Audit and Supervisory Committee Member) of Murata Manufacturing Co., Ltd. Jun. 2018    Outside Director of the Company (Current Position / three years in office)</p>	5,600
3	<p><b>【Current Responsibility at the Company】</b> Lead independent outside director, Chair of Nomination Committee, Member of Audit Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b> 100% (13/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee 100% (13/13) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b> Chairman &amp; CEO of The Institute of Energy Economics, Japan Outside Statutory Auditor of Nitto Denko Corporation Outside Director of CANON ELECTRONICS INC.</p> <p><b>【Reasons for the Nomination as Outside Director】</b> Mr. Masakazu Toyoda is proposed as a candidate for outside director due to the prominent positions he has held, including Vice-Minister for International Affairs of METI, and Special Advisor to the Cabinet Secretariat. He has wealth of experience and deep insight in economics, international trade, energy and environment. Nissan expected him to continuously contribute the Company through his Global management, Government, and Governance skills. Since his inauguration in June 2018, Mr. Toyoda has supervised the companies' overall management providing an objective and broad perspective as the Lead independent outside director, Chair of the Nomination Committee, Member of the Audit Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as an outside director candidate for Nissan.</p> <p>* If elected, he will be re-appointed as Lead independent outside director, Chair of the Nomination Committee and Member of the Audit Committee at the Board of Directors meeting after the General Shareholders Meeting.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	Reappointment Independent & Outside  Keiko Ihara (July 4, 1973)	Jan. 2013 Fédération Internationale de l'Automobile (FIA) Asian representative for the Women in Motorsports Commission and female representative for the FIA Drivers Commission Apr. 2013 Special Guest Associate Professor at Keio University Graduate School of Media Design Apr. 2015 Member of Industrial Structure Council (Development Committee for 2020 and Beyond), Japan Ministry of Economy, Trade and Industry Jul. 2015 Member of Japan House Advisory Board, Japan Ministry of Foreign Affairs Sep. 2015 Guest Associate Professor at Keio University Graduate School of Media Design Jun. 2016 Outside Director of SOFT99 corporation (Current Position) Jun. 2018 Outside Director of the Company (Current Position / three years in office) Apr. 2020 Project Professor at Keio University Graduate School of Media Design (Current Position) Oct. 2020 Representative director of Future, Inc. (Current Position)	11,200
4	<p><b>【Current Responsibility at the Company】</b> Chair of Compensation Committee, Member of Nomination Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b> 100% (13/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee 100% (14/14) of Compensation Committee</p> <p><b>【Important Positions at Other Companies】</b> Outside Director of SOFT99 corporation Representative director of Future, Inc.</p> <p><b>【Reasons for the Nomination as Outside Director】</b> Ms. Keiko Ihara is proposed as a candidate for outside director due to her wealth of experience and deep insight in the auto industry as an international female racing driver, being many years involved with domestic and global auto makers including technology development and popularization of eco-friendly car and MaaS research at University research institute. Also, Ms. Ihara has an extensive business experience leading organizational governance and talent development in international organization. Nissan expected her to continuously contribute the Company through her Global management, Automobile Industry, and Governance skills. Since her inauguration in June 2018, Ms. Ihara has supervised the companies' overall management providing an objective and broad perspective as the Chair of the Compensation Committee, Member of the Nomination Committee, and she has fulfilled the duties of outside director. Therefore, the Company nominates her as an outside director candidate for Nissan.</p> <p>* The officially registered name of Ms. Keiko Ihara is Ms. Keiko Motojima. * If elected, she will be re-appointed as Chair of the Compensation Committee and Member of the Nomination Committee at the Board of Directors meeting after the General Shareholders Meeting.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	<p>Reappointment Independent &amp; Outside</p> <p>Motoo Nagai (March 4, 1954)</p>	<p>Apr. 1977    Joined The Industrial Bank of Japan Ltd. Apr. 2005    Corporate Officer of Mizuho Corporate Bank, Ltd. Apr. 2007    Managing Executive Officer of Mizuho Corporate Bank, Ltd. Apr. 2011    Deputy President (Executive Officer) of Mizuho Trust &amp; Banking Co., Ltd. Jun. 2011    Deputy President (Executive Officer and Director) of Mizuho Trust &amp; Banking Co., Ltd. Apr. 2014    Advisor of Mizuho Trust &amp; Banking Co., Ltd. Jun. 2014    Outside Statutory Auditor of the Company, Outside Statutory Auditor of Organo Corporation Jun. 2015    Outside Director of Organo Corporation (Current position), Outside Statutory Auditor of Nisshin Seifun Group Inc. Jun. 2019    Outside Director of the Company (Current Position / two years in office) Outside Director of Nisshin Seifun Group Inc. (Current Position).</p>	<p>18,800</p>
5		<p><b>【Current Responsibility at the Company】</b> Chair of Audit Committee, Member of Nomination Committee, Member of Compensation Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b> 100% (13/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee 100% (14/14) of Compensation Committee 100% (13/13) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b> Outside Director of Organo Corporation Outside Director of Nisshin Seifun Group Inc.</p> <p><b>【Reasons for the Nomination as Outside Director】</b> Mr. Motoo Nagai is proposed as a candidate for outside director due to his wealth of experience and deep insight on risk management gained through executive leadership positions in institutions including Mizuho Corporate Bank and Mizuho Trust &amp; Banking Co. Nissan expected him to continuously contribute the Company through his Global management, Legal/Risk Management, and Governance skills. Since his inauguration as full-time Statutory Auditor since 2014, Mr. Nagai has wealth of management experience in Nissan and from June 2019, he has supervised the companies' overall management providing an objective and broad perspective as the Chair of the Audit Committee, Member of the Nomination Committee, Member of the Compensation Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as outside director candidate for Nissan.</p> <p>* If elected, he will be re-appointed as Chair of the Audit Committee, Member of the Nomination Committee and Member of the Compensation Committee at the Board of Directors meeting after the General Shareholders Meeting.</p>	

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	Reappointment Independent & Outside  Bernard Delmas (April 21, 1954)	May 1979    Joined Michelin Sep. 1995    President of Michelin Research Asia Sep. 2007    President and CEO of Nihon Michelin Tire Co., Ltd. President and CEO of Michelin Korea Tire Co., Ltd. Oct. 2009    Senior Vice President of Michelin Group Jun. 2015    Outside Director of Ichikoh Industries, Ltd. Nov. 2015    Chairman of the Board of Nihon Michelin Tire Co., Ltd. Nov. 2016    Chairman of Nihon Michelin Tire Co., Ltd. Feb. 2018    Senior Advisor of Michelin Group (Current Position) Jun. 2019    Outside Director of the Company (Current Position / two years in office)	2,100
6	<p><b>【Current Responsibility at the Company】</b>            Member of Compensation Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>            100% (13/13) of Board of Directors Meeting            100% (14/14) of Compensation Committee</p> <p><b>【Important Positions at Other Companies】</b>            Senior Advisor of Michelin Group</p> <p><b>【Reasons for the Nomination as Outside Director】</b>            Mr. Bernard Delmas is proposed as a candidate for outside director due to his extensive international experience in the automotive industry. He has wealth of experience and deep insight in management of R&amp;D, business planning, and managing the cross-functional organization. Nissan expected him to continuously contribute the Company through his Global management, Automobile Industry, and Product/Technology skills. Since his inauguration in June 2019, Mr. Delmas has supervised the companies' overall management providing an objective and broad perspective as the Member of the Compensation Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as outside director candidate for Nissan.</p> <p>* If elected, he will be re-appointed as the Member of the Compensation Committee at the Board of Directors meeting after the General Shareholders Meeting.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	Reappointment Independent & Outside  Andrew House (January 23, 1965)	Oct. 1990    Joined Sony Corporation Oct. 2005    Group Executive and Chief Marketing Officer of Sony Corporation Sep. 2011    Group Executive, President and Global CEO of Sony Computer Entertainment Apr. 2016    EVP, President and Global CEO of Sony Interactive Entertainment Oct. 2017    EVP and Chairman of Sony Interactive Entertainment Apr. 2018    Strategic Advisor of Intelity (Current Position) Oct. 2018    Executive Mentor of Merryck & Co., Ltd. (Current Position) Jun. 2019    Outside Director of the Company (Current Position / two years in office) May 2021    Outside Director of Nordic Entertainment Group (Current Position)	0
7	<p><b>【Current Responsibility at the Company】</b> Member of Nomination Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b> 100% (13/13) of Board of Directors Meeting 100% (9/9) of Nomination Committee</p> <p><b>【Important Positions at Other Companies】</b> Outside Director of Nordic Entertainment Group</p> <p><b>【Reasons for the Nomination as Outside Director】</b> Mr. Andrew House is proposed as a candidate for outside director due to his wealth of experience and deep insight in international business management, understanding of customer needs and consumer products, and emerging technologies through key roles in global companies. Having worked both inside and outside Japan, he has a strong cross-cultural perspective. Nissan expected him to continuously contribute the Company through his Global management, Product/Technology, and Sales/Marketing skills. Since his inauguration in June 2019, he has supervised the companies' overall management providing an objective and broad perspective as the Member of the Nomination Committee and he has fulfilled the duties of outside director. Therefore, the Company nominates him as an outside director candidate for Nissan.</p> <p>* If elected, he will be re-appointed as the Member of the Audit Committee at the Board of Directors meeting after the General Shareholders Meeting.</p> <p>* If elected, he will be re-appointed as the Member of the Nomination Committee at the Board of Directors meeting after the General Shareholders Meeting.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	<p>Reappointment Independent &amp; Outside</p> <p>Jenifer Rogers (June 22, 1963)</p>	<p>Sep. 1989    Joined Haight Gardner Poor &amp; Havens Dec. 1990    Registered as Attorney at Law admitted in New York Feb. 1991    Joined The Industrial Bank of Japan Ltd. Dec. 1994    Joined Merrill Lynch Japan Securities Co., Ltd. Nov. 2000    Merrill Lynch Europe Plc Jul. 2006    Bank of America Merrill Lynch (Hong Kong) Nov. 2012    General Counsel Asia of Asurion Japan Holdings G.K. (Current Position) Jun. 2015    Outside Director of Mitsui &amp; Co., Ltd. (Current position) Jun. 2018    Outside Director of Kawasaki Heavy Industries, Ltd. (Current position) Jun. 2019    Outside Director of the Company (Current Position / two years in office) Jan. 2021    President of The American Chamber of Commerce in Japan (Current position)</p>	5,600
8	<p><b>【Current Responsibility at the Company】</b> Member of Compensation Committee, Member of Audit Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b> 100% (13/13) of Board of Directors Meeting 100% (14/14) of Compensation Committee 100% (13/13) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b> General Counsel Asia of Asurion Japan Holdings G.K. Outside Director of Mitsui &amp; Co., Ltd. Outside Director of Kawasaki Heavy Industries, Ltd. President of The American Chamber of Commerce in Japan</p> <p><b>【Reasons for the Nomination as Outside Director】</b> Ms. Jenifer Rogers is proposed as a candidate for outside director due to her wealth of experience and deep insight in legal, compliance and risk management expertise. She comes with solid board experience at globally-operating Japanese corporations, and experience as an in-house lawyer and head of a range of legal functions in international financial institutions. Nissan expected her to continuously contribute the Company through her Global management, Legal/Risk Management, and Governance skills. Since her inauguration in June 2019, she has supervised the companies' overall management providing an objective and broad perspective as the Member of the Compensation Committee, Member of Audit Committee and she has fulfilled the duties of outside director. Therefore, the Company nominates her as an outside director candidate for Nissan.</p> <p>* If elected, she will be re-appointed as the Member of the Compensation Committee and Member of Audit Committee at the Board of Directors meeting after the General Shareholders Meeting.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	<p>Reappointment</p> <p>Pierre Fleuriot (January 31, 1954)</p>	<p>Jun. 1981 Financial auditor of Inspecteur des finances</p> <p>Sep. 1985 Advisor to the chairman and head of market research of the French market authority of Commission des Opérations de Bourse</p> <p>Jan. 1991 General Manager of the French market authority of Commission des Opérations de Bourse</p> <p>Sep. 1997 ABN AMRO France</p> <p>Nov. 2009 Chief Executive Officer of Credit Suisse France</p> <p>Apr. 2016 Chairman of PCF Conseil &amp; Investissement (France) (Current Position)</p> <p>Jun. 2018 Lead Independent Director of Renault (Current Position)</p> <p>Feb. 2020 Director of the Company (Current Position / four months in office)</p>	0
9	<p><b>【Current Responsibility at the Company】</b> Member of Audit Committee</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b> 100% (13/13) of Board of Directors Meeting 100% (13/13) of Audit Committee</p> <p><b>【Important Positions at Other Companies】</b> Lead Independent Director of Renault</p> <p><b>【Reasons for the Nomination】</b> Mr. Pierre Fleuriot (Lead independent outside director of Renault, our alliance partner) is proposed as a candidate for director as he is expected to provide the board with his wealth of experience and deep insight in his substantial risk management experience. Mr. Fleuriot has served as general manager of the French market authority (Commission des Opérations de Bourse), among other prominent management roles in the banking sector. Nissan expected him to continuously contribute the Company through his Global management, Government, and Finance/Accounting Management skills. Since his inauguration in February 2020, he has supervised the Company's overall management as the Member of Audit Committee and contributed to the enhancement of the governance. Therefore, the Company nominates him as director candidate for Nissan.</p> <p>* If elected, he will be re-appointed as the Member of Audit Committee at the Board of Directors meeting after the General Shareholders Meeting.</p> <p>* Mr. Pierre Fleuriot is Lead independent outside director of Renault. There is a broad automotive business alliance, including capital participation, between the Company and Renault.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
	<p>Reappointment</p> <p>Makoto Uchida (July 20, 1966)</p>	<p>Apr. 1991    Joined Nissho Iwai Corporation  Oct. 2003    Joined the Company  Apr. 2014    Program Director of the Company  Nov. 2016    Corporate Vice President of the Company  Apr. 2018    Senior Vice President of the Company,  Director, President of Dongfeng Motor Co., Ltd.  ("DFL")  Dec. 2019    Representative Executive Officer, President and Chief  Executive Officer of the Company (Current Position)  Director of DFL (Current Position)  Feb. 2020    Director of the Company (Current Position / one year  and four months in office)</p>	<p>34,700</p>
10	<p><b>【Current Responsibility at the Company】</b>  Representative Executive Officer, President and CEO</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>  100% (13/13) of Board of Directors Meeting</p> <p><b>【Important Positions at Other Companies】</b>  Director of DFL</p> <p><b>【Reasons for the Nomination】</b>  Mr. Makoto Uchida is proposed as a candidate for director, responsible for leading and delivering the Company's global mid-term and long-term business strategy, including the Alliance as Representative Executive Officer, President and CEO of Nissan Motor Co., Ltd. Nissan expected him to continuously contribute the Company through his Global management, Automobile Industry, and Sales/Marketing skills. The Company nominates him as a director candidate to enhance decision-making and supervising effectiveness of the Board of Directors.</p> <p>* If elected, he will be re-appointed as the Representative Executive Officer at the Board of Directors meeting after the General Shareholders Meeting.</p>		

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Owned
11	<p>Reappointment</p> <p>Ashwani Gupta (Sep. 15, 1970)</p>	<p>Apr. 2006    Joined Renault, GM of Renault India</p> <p>May 2008    Global Supplier Account Manager of Renault-Nissan Purchasing Organization</p> <p>Sep. 2009    Deputy General Manager of Renault-Nissan B.V.</p> <p>May 2011    Global Program Director of the Company</p> <p>Apr. 2014    VP of Renault</p> <p>Apr. 2017    Alliance SVP of Renault-Nissan</p> <p>Apr. 2018    Alliance SVP of Renault-Nissan-Mitsubishi</p> <p>Apr. 2019    COO of MITSUBISHI MOTORS CORPORATION (“MMC”)</p> <p>Jun. 2019    Representative Executive Officer, COO of MMC</p> <p>Dec. 2019    Representative Executive Officer, Chief Operating Officer / Chief Performance Officer of the Company (Current Position)</p> <p>                  Director of Dongfeng Motor Co., Ltd. (“DFL”) (Current Position)</p> <p>Feb. 2020    Director of the Company (Current Position / one year and four months in office)</p> <p>Sep. 2020    Chairman of the Board of Nissan North America, Inc. (“NNA”) (Current Position)</p>	4,100
<p><b>【Current Responsibility at the Company】</b>  Representative Executive Officer, Chief Operating Officer / Chief Performance Officer</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b>  100% (13/13) of Board of Directors Meeting</p> <p><b>【Important Positions at Other Companies】</b>  Director of DFL  Chairman of the Board of NNA</p> <p><b>【Reasons for the Nomination】</b>  Mr. Ashwani Gupta is proposed as a candidate for director, responsible for Nissan global operations driving sustainable mid-term and long-term business strategies as Representative Executive Officer, COO of Nissan Motor Co., Ltd. Nissan expected him to continuously contribute the Company through his Global management, Automobile Industry, and Sales/Marketing skills. The Company nominates him as a director candidate to enhance decision-making and supervising effectiveness of the Board of Directors.</p> <p>* If elected, he will be re-appointed as the Representative Executive Officer at the Board of Directors meeting after the General Shareholders Meeting.</p>			

No.	Name (Date of Birth)	Brief Personal Record	Number of Shares of the Company Owned
12	Hideyuki Sakamoto (April 15, 1956)	<p>Apr. 1980    Joined the Company</p> <p>Apr. 2005    Chief Vehicle Engineer of the Company</p> <p>Apr. 2008    Corporate Vice President of the Company</p> <p>Apr. 2012    Senior Vice President of the Company</p> <p>Apr. 2014    Executive Vice President of the Company, Product Engineering</p> <p>Jun. 2014    Director, Executive Vice President of the Company Product Engineering</p> <p>Jan. 2018    Director, Executive Vice President of the Company Manufacturing &amp; SCM Operations</p> <p>Aug. 2018    Chairman of the Board of AICHI MACHINE INDUSTRY CO., LTD. (Current Position)</p> <p>Sep. 2018    Chairman of the Board of JATCO Ltd. (Current Position) (To be resigned on June 25, 2021)</p> <p>Jun. 2019    Executive Officer, Executive Vice President of the Company, MFG &amp; SCM Operations (Current Position)</p> <p>                  Outside Director of MITSUBISHI MOTORS CORPORATION (“MMC”) (Current Position)</p> <p>Feb. 2020    Director of the Company (Current Position / one year four months in office)</p>	56,100
<p><b>【Current Responsibility at the Company】</b> Executive Officer, Executive Vice President</p> <p><b>【Record of attendance at the Board of Directors Meeting etc.】</b> 100% (13/13) of Board of Directors Meeting</p> <p><b>【Important Positions at Other Companies】</b> Chairman of the Board of Aichi Machine Industry Co., Ltd. Chairman of the Board of JATCO Ltd. (To be resigned on June 25, 2021) Outside Director of MMC</p> <p><b>【Reasons for the Nomination】</b> Mr. Hideyuki Sakamoto is proposed as a candidate for director, responsible for driving global business strategy from Monozukuri perspective having rich knowledge and experience in Research &amp; Development, Manufacturing as executive officer, EVP of Nissan Motor Co., Ltd. Nissan expected him to continuously contribute the Company through his Global management, Automobile Industry, and Product/Technology skills. The Company nominates him as a director candidate to enhance decision-making and supervising effectiveness of the Board of Directors. * If elected, he will be re-appointed as the Executive Officer at the Board of Directors after meeting after the General Shareholders Meeting.</p>			

Notes:

1. There are no special conflicts of interests between the Company and the director candidates other than Jean-Dominique Senard and Pierre Fleuriot.
2. The Company has transactions with the Institute of Energy Economics, Japan, which is chaired by Masakazu Toyoda, but the transaction amount is less than 1% of the consolidated sales of the Company and the Institute of Energy Economics, Japan.
3. Although Masakazu Toyoda has not been involved in corporate management, other than as an Outside Director or Outside Statutory Auditor, the Company believes he is qualified to fulfill the duties of an Outside Director for Nissan due to the reasons stated in page X.

4. The fact that a candidate for an outside director has been appointed as a director or an auditor of another company in the past five years, and that during his tenure of office, misconducts of business were carried out at that company.

NIPPO Corporation, of which Yasushi Kimura was a director from June 2014 to June 2017, was subjected to on-site inspections by the Japan Fair Trade Commission (JFTC) in August 2016 and February 2017 on suspicion of violating the Antimonopoly Act by engaging in (1) bid rigging for specific pavement construction projects ordered by the Tokyo Metropolitan Government and others, and (2) a nationwide price cartel for asphalt compounds from around 2011 to around 2015. With respect to (1) and (2), the company has been subject to administrative measures such as cease and desist orders under the Antimonopoly Law since 2018.

5. Outside Directors of the Company, Mr. Yasushi Kimura, Mr. Masakazu Toyoda, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Bernard Delmas, Mr. Andrew House, and Ms. Jenifer Rogers have entered into an agreement with the Company limiting their liability as prescribed in Article 423, Paragraph 1 of the Companies Act. Pursuant to each said agreement, the liability limit shall be 5 million yen or the statutory minimum, whichever is higher.
6. The Company has registered Mr. Yasushi Kimura, Mr. Masakazu Toyoda, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Bernard Delmas, Mr. Andrew House, and Ms. Jenifer Rogers as independent Directors to the Tokyo Stock Exchange.
7. The candidates are the current Directors of the Company. The Company has Directors and Officers liability insurance which covers the Directors, defined by article 430-3, paragraph 1 of the Companies Act. The insurance covers damages and defense costs etc. due to claims arising from acts or omissions of the insured in the company's defined role. The Company pays all insurance premiums. The candidates will be included as an insured under this insurance, if the reappointment is approved. The Company plans to renew the insurance policy, with the same terms and conditions, during the term.

<Shareholder's Proposal>

Item No. 2 is a proposal made by a shareholder. The detail of the Shareholder's Proposal and the reason for the Shareholder's Proposal have been transcribed without any change in content in accordance with the description in the form for exercising shareholder's right to make proposal submitted by the proposing shareholder, followed by the opinion of the Board of Directors on the Shareholder's Proposal.

The number of voting rights of the proposing shareholder (1 person) is 310 (0.000007% of voting rights).

Item 2: Amendment to the Articles of Incorporation: Disclosure of the contents of the most important contracts, etc. for management purposes

(1) Contents of proposal

The following article shall be newly established as Article 35 of the Articles of Incorporation.

"With respect to agreements on capital and business alliances concluded with shareholders who hold 1/3 or more of the voting rights of the Company, the details of such agreements shall be disclosed in the Company's official bulletin, etc. in as much detail as possible without harming the common profits of the Company's shareholders."

(2) Reason for proposal

The Company has a basic capital and business alliance agreement with Renault called the Restated Alliance Master Agreement (RAMA), but the Company has not officially disclosed any of the contents of this agreement, even though it is very important for the general shareholders. In the case of the Alliance with Renault, there are many events that suggest that the Company and Renault are not on an equal footing and that the Company and its general shareholders are economically disadvantaged, but the fact that RAMA has not been made public and the pros and cons of its contents have not been widely discussed among shareholders is another reason why the situation of such unequal Alliance has not been improved. I believe that it is necessary to disclose the contents of RAMA in the annual securities report, etc., and I propose (the establishment of this new article) to amend the Articles of Incorporation.

(3) Opinion of the Board of Directors

With regard to the concerns expressed in the reasons for the proposal, please let us reply as follows.

The Alliance is a strategic partnership which is unparalleled in the automotive industry, and one that will help us stay ahead in this ever-changing industry. The Alliance's business model is intended to maximize the assets and execution capabilities of each of its member companies, while respecting their corporate culture and history. Nissan is bound by a confidentiality obligation pursuant to the RAMA and is not in a position to disclose the terms and conditions of the RAMA.

In light of the above, the Board of Directors of Nissan is against this proposal to add such a provision in its Articles of Incorporation.

- End -

1. Business Report (From April 1, 2020 To March 31, 2021)

1. Business Review of Fiscal Year 2020

**(1) Operations and results**

Since the discovery of management misconduct conducted by the company's former chairman, the company worked promptly to strengthen its governance structure.

In order to enhance the transparency of decisions and realize prompt and flexible business operations, the company separated operations from supervision/audit and transitioned to a three statutory-committee format, which was approved at the 120th Ordinary General Meeting of Shareholders in June of 2019. In addition, under the new management that started last December, the company moved towards regaining trust and restoring its performance. The company is committed to complying with all laws and regulations in its operations and fostering and ensuring compliance awareness.

In February 2020, the company filed a lawsuit against the company's former chairman for damages, and the first date of filing was held at the Yokohama District Court in November of 2020. This lawsuit is part of the company's basic policy to hold the former chairman accountable for damages suffered by the company resulting from the fraudulent acts. The company expects the court's decision to reveal the truth about the series of wrongful acts.

In fiscal year 2020, the COVID-19 pandemic spread globally and had a significant impact on work and lives. As the global auto industry reeled under the weight of the pandemic, Nissan's operations were also negatively affected. The company also experienced tremendous change in the business environment including the accelerated movement to carbon neutrality, the negative impact on production from natural disasters and semiconductor supply shortages, the presidential transition in the U.S. and the conclusion of the EU-UK Trade and Cooperation Agreement.

**Fiscal year 2020 business review**

In May of last year, the company announced the NISSAN NEXT business transformation plan, which covers the period through fiscal 2023. The plan sets to ensure steady and profitable growth, capitalize core competencies, enhance quality of sales, ensure financial discipline and restore "Nissan-ness." The company has been continuing with its efforts to achieve the plan.

NISSAN NEXT is not only intended for short-term performance recovery but also to build a strong foundation that will enable Nissan to compete effectively in the coming decades. Nissan is transforming into an organization with sufficient earnings capability through its products, the core of its business, in a challenging environment.

To bolster Nissan's fundamentals, the company has optimized, selected and concentrated its businesses and reviewed the management structure, while aiming for sustainable and stable growth under a leaner and more flexible organization.

In fiscal year 2020, new models launched included Kicks e-POWER and Note e-POWER in Japan, the company's home market, Rogue and Infiniti QX55 in North America, Magnite in India, and Navara/Frontier in Thailand and Latin America. All models were well received and contributed to sales and the company's profit recovery.

Last year, the Nissan Ariya was introduced, along with the new Nissan logo, which represents a new chapter for Nissan. In addition to the subsequently unveiled Z Proto, these products will pave the way for Nissan's sustainable growth.

The world is evolving faster than ever, with environmental and societal challenges on scales never seen before. Therefore, it is imperative for everyone to think not just about ourselves but the world we live in.

The company will continue striving to convince its stakeholders of the value and meaning of Nissan's efforts.

### **Fiscal year 2020 sales performance**

#### < Global >

In fiscal year 2020, global total industry volumes ("TIV") decreased 10.2 % to 76.98 million units. Nissan's sales in China remained at the same level as the previous year, while Nissan's sales in North America and Europe declined significantly. As a result, Nissan's global sales decreased 17.8% to 4.05 million units.

#### < Japan >

In Japan, TIV decreased 7.6% to 4.66 million units. The company received high praise for the all-new Rook, launched in March 2020, and the new Kicks, launched in June 2020. Both cars won the Good Design Award. In addition, the all-new Rook won the "Kei Car of the Year" award in the 2020-2021 Japan Car of the Year competition and the new Kicks won the RJC's "Technology of the Year" award. In December 2020, the all-new Note was launched and increased domestic sales with orders over 20,000 units, which was more than double the compact car's monthly sales target since its release. However, due to the COVID-19 pandemic and the transition period from the old model Note, Nissan's sales decreased 10.6% to 478 thousand units and market share decreased 0.3 percentage point to 10.3%.

#### < China >

In China, TIV decreased 3.6% to 23.43 million units. There were many challenges including the impact from the COVID-19 pandemic and declining passenger vehicle demand. Despite challenging market conditions, the Sylphy delivered outstanding sales performance and was the top-selling passenger vehicle. Nissan sold over 3.87 million units of Sylphy since it was first introduced in 2006 and is one of the strong contributors to Nissan's presence in the market. Although sales decreased 5.8% to 1.457 million, sales of the X-Trail, Sylphy and other models were also strong. Market share decreased 0.2 percentage point to 6.2%.

#### < North America >

In the U.S., TIV decreased 9.5% to 14.98 million units. Nissan's quality of sales is improving quarterly and starting to achieve substantial results. Sales of the all-new Rogue, which was introduced last October, remain strong and segment share is growing. The company introduced the all-new Frontier and Pathfinder, which should have a positive impact on the line-up.

For the fiscal year, Nissan's sales in the U.S. decreased 25.1% to 927 thousand units and market share decreased 1.3 percentage point to 6.2%. In Canada, Nissan's sales decreased 23.6% to 94 thousand units. Fiscal year 2020 marked the 60th anniversary of Nissan's operations in Mexico. Nissan enjoyed a market share of over 21% in the market and the NP300, Versa and March achieved their largest respective segment share. Nissan remains the market leader for eleven years in a row. For the fiscal year, Nissan's sales decreased 26.2% to 191 thousand units.

#### < Europe >

In Europe, including Russia, TIV decreased 16.2% to 16.02 million units. Nissan's sales decreased 24.8% to 391 thousand units due to the COVID-19 pandemic. Market share decreased 0.3 percentage point to 2.5%.

#### < Others >

In other markets, including Asia & Oceania, Africa, and Latin America, TIV decreased 12.5% to 15.39 million units. Nissan's sales decreased 27.5% to 513 thousand units due to the COVID-19 pandemic.

## **Fiscal year 2020 financial performance**

In fiscal year 2020, Nissan's consolidated net sales decreased by 20.4% from the previous year to 7,862.6 billion yen. Consolidated operating loss was 150.7 billion yen, a deterioration of 110.2 billion yen from the previous fiscal year, due to the significant impact of decreased sales resulting from the COVID-19 pandemic, particularly in the first quarter. From the second quarter onward, fixed cost reductions based on the NISSAN NEXT business transformation plan and the introduction of new models had a positive impact on business performance and the company achieved an operating profit of 8.1 billion yen in the second half.

Non-operating losses totaled 70.5 billion yen, a decrease of 155.0 billion yen from the prior year. Extraordinary losses totaled 118.1 billion yen, a decrease of 498.9 billion yen from the previous year, when restructuring costs and impairments were recorded. As a result, net loss attributable to owners of the parent was 448.7 billion yen.

Free cash flow for the automotive business was a negative 391.0 billion yen. As a result, net cash (cash on hand minus debt) in the automotive business was 636.0 billion yen at the end of the fiscal year.

In light of the business environment surrounding our company and the need to invest in sustainable growth for Nissan, we have decided to forgo the year-end dividend for fiscal 2020.

## **(2) Capital expenditures**

Capital expenditures on a consolidated basis for the fiscal year ended March 31, 2021, totaled 405.4 billion yen, which concentrated on the development of new products, safety and environmental technologies and efficiency improvements in production.

## **(3) Funding activities**

Nissan's top priority has been to secure liquidity on a global basis and to diversify its source of funding.

For the automobile division, Nissan funds through commercial paper, bond issuances, short-term loans and long-term loans to secure liquidity and funding stability.

For the sales finance division, Nissan executes securitization of auto loans/lease receivables, long-term loans, bond issuances, commercial paper and short-term loans to address its funding needs and secure liquidity.

Debt balance at the end of fiscal year 2020 was 7,599.2 billion yen.

In addition to regular fund-raising, the company raised a total of 1,227.1 billion yen with multiple financial institutions after April 2020 in response to funding demands associated with changes in the internal and external environment, including the impact from the COVID-19 pandemic. The company also issued USD denominated bonds in an aggregate amount of 8.0 billion dollars and EUR denominated bonds in an aggregate amount of 2.0 billion euros. The company continued to have access to approximately 2.2 trillion yen in unused committed lines as of March 31, 2021.

## **(4) Issues to be addressed**

### **Recent changes in the external environment**

Raw material price hikes, parts supply issues and the COVID-19 pandemic have had a major impact on the daily lives of people in all industries and over the world. The company will continue to respond to these recent changes in the external environment together with its suppliers, dealers and business partners.

## **Progress of NISSAN NEXT business transformation plan**

Nissan suffered from poor business performance and a weak business foundation due to an aging product portfolio and damaged brand. This was a result of its past overstretched growth strategy, which included the rapid expansion of business scale and poor quality of sales dependent on discounts.

Nissan is executing the NISSAN NEXT business transformation plan to restore solid business performance and build a strong foundation to ensure sustainable growth and value creation. This plan aims to improve the quality of business and build a stronger financial foundation by focusing on Nissan's core competencies based on business optimization and prioritization and focus. Concurrently, the company is restoring Nissan-ness to be relevant in the new era. Deeper collaboration with its Alliance partners is one of the essential factors. Nissan is working closely with Renault and Mitsubishi Motors under the new collaboration scheme, which the partners complement each other by leveraging each of its strengths; the purpose is to increase Nissan's competitive edge and profitability.

### **◆Optimization of production capacity**

By fiscal year 2023, the company is promoting efficiency by reducing production capacity by 20% compared to fiscal year 2018. The plan is progressing well, and the company expects a significant improvement in the profitability of its business operations.

### **◆Improving efficiency of the product lineup**

Similarly, by fiscal year 2023, Nissan will reduce the number of models by 20% compared to fiscal year 2018 and focus its resources on models that are globally attractive and competitive. The company is on track with the plan and will continue to introduce attractive and competitive models.

### **◆Reduction of fixed costs**

As a result of these measures, the reduction in fixed costs in fiscal year 2020 has significantly exceeded the initial plan to reduce fixed costs by 300 billion yen compared to fiscal year 2018. Nissan will continue to ensure and manage investments for future growth.

### **◆Prioritization and focus on core markets**

Nissan repositioned its strategy to achieve sustainable growth rather than volume by positioning Japan, China and North America as its core markets (major markets). In Japan, the company will strongly promote electrification in its home market and continue to be a leader in electric vehicles and advanced driver assistance technologies. The new Note e-POWER and Kicks e-POWER models launched in fiscal year 2020 have been well received. The company will continue to introduce attractive products such as the new crossover EV Nissan Ariya and X-trail. In North America, the company is working to improve the quality of its business by shifting to a more retail-focused business and strengthening its product offering in the SUV and pickup segments. With the Rogue, which has been launched, the company improved the quality of its sales and residual values. Nissan will continue to implement business improvements with the upcoming launches of the new Frontier and Pathfinder.

### **◆Aggressive launch of new vehicles, promotion of electrification and expansion of advanced driver assistance technologies**

Nissan's plan to launch 12 new attractive products in the 18 months since the launch of NISSAN NEXT is progressing well. The company will expand the range of EVs and e-POWER, based on the electric vehicles and advanced driver assistance technologies that the company has been working on for the past 10 years, and contribute to improving vehicle safety. By combining these technologies, the company will further develop its research and development, products, technologies and service innovations, and incorporate them into business strategies with a focus on global social issues.

## **Toward Future Growth**

The auto industry is undergoing a transformation including the shift to electrification and artificial intelligence. Social issues highlighted by SDGs are increasingly apparent. Companies are expected to not only generate profits but also contribute to a better society. This is a significant change.

### **◆Defining corporate purpose**

Nissan has defined its raison d'être, corporate purpose as "Driving Innovation to Enrich People's Lives." This purpose is at the heart of all its activities. All Nissan employees share the significance of the company's existence and aim to be a company that can create value while responding technologically and flexibly to a changing environment.

### **◆Business strategies and initiatives for SDGs**

Nissan will ensure its future growth by continuing to proactively invest resources in electrification and advanced driver assistance technologies, where the company has been the market leader, with the objective to develop a world of "Zero Emission" and "Zero Fatality." Nissan has set the goal to achieve carbon neutrality across the company's operations and the life cycle of its products by 2050. As part of this effort, by the early 2030s every all-new Nissan vehicle offering in key markets will be electrified.

Nissan will pursue further innovations in electrification and manufacturing technology to make progress on the company's carbon neutrality goal in the following strategic areas. The company will work on battery innovations including solid-state and related technologies to develop cost-competitive and more efficient electric vehicles and further develop Nissan's e-POWER electrified powertrains to achieve greater energy efficiency. The company will flexibly apply these technologies and products to meet the needs of each market.

In addition, Nissan has already provided value beyond automobiles, such as battery reuse and V2H (Vehicle to Home), and will continue to focus on the development of battery eco-systems that contribute to distributed power generation using renewable energy. Furthermore, the company will promote innovations to improve production efficiency during vehicle assembly, such as the Nissan Intelligent Factory, to improve energy and material efficiency in production. Concurrently, the company will create an environment where people can work comfortably by using robots to help with tasks that are difficult for people to do. Nissan will accelerate the diversification of work styles by making factories where women and the elderly can also play an active role. These efforts to achieve carbon neutrality have begun and the company will continue to enhance its corporate value by contributing to sustainable growth and solving social issues.

In Japan, under "Electrify Japan = Blue Switch" action, Nissan has over 120 initiatives to solve local issues and realize a sustainable society by using electric vehicles as mobile storage batteries in collaboration with local governments and companies across the country. In addition, an "Agreement on Collaboration for Community Development Using New Mobility" was signed between three local governments, including Namie Town in Fukushima Prefecture, and several companies, including Nissan and 4R Energy. By using its strengths in electrification and autonomous driving technologies, Nissan will contribute to society by examining various social issues faced by local communities, such as disaster countermeasures.

Nissan will continue to develop its business while staying close to people, communities, and society. In addition, the company's technologies and products are fun. Nissan has always focused on people and pursued technologies and services for the people. Electrification is not only for the environment. Examples are e-POWER, which provides a new driving experience, and the new Nissan Ariya, which will be released soon and has the fun of driving and the appeal to excite people. Autonomous driving is also a technology for the people. The company believes that this is the DNA of Nissan; constantly offer new value to its customers, take on challenges, and achieve breakthroughs.

## (5) Financial Performance Highlights

(Billions of yen, except per share amounts)

	Fiscal Year 2017	Fiscal Year 2018	Fiscal Year 2019	Fiscal Year 2020
Net sales	11,951.2	11,574.2	9,878.9	7,862.6
Operating profit (loss)	574.8	318.2	(40.5)	(150.7)
Net income (loss) attributable to owners of parent	746.9	319.1	(671.2)	(448.7)
Net income (loss) per share <Yen>	190.96	81.59	(171.54)	(114.67)
Total assets	18,746.9 [18,739.9]	18,952.3	16,976.7	16,452.1
Net assets	5,688.7 [5,701.7]	5,623.5	4,424.8	4,339.8
Net assets per share <Yen>	1,377.05 [1,380.36]	1,355.18	1,038.95	1,007.80

Notes: 1. Net income (loss) 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. “*Partial Amendments to Accounting Standard for Tax Effect Accounting, etc.*” (Accounting Standards Board of Japan (ASBJ) Statement No. 28, February 16, 2018) and other standards have been applied from the beginning of the FY2018. [ ] indicates that Financial Performance Highlights in FY2017 adjusted by changes above.

**(6) Principal Group Companies**

Company Name Main Business	Location	Capital [millions]	% ratio of issued shares
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
NISSAN NETWORK HOLDINGS COMPANY LIMITED 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\$81	(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) LIMITED Manufacture / sale of vehicles and auto parts, Vehicle R&D, evaluation, certification	UK	£250	(100.0)
NISSAN MOTOR (GB) LIMITED Sales of vehicles and auto parts	UK	£136	(100.0)
NISSAN AUTOMOTIVE EUROPE Holding company for European subsidiaries and pan-European operational support	France	Euro1,626	(100.0)

Company Name Main Business	Location	Capital [millions]	% ratio of issued shares
Nissan International SA Management of European sales and manufacturing operations	Switzerland	Euro37	100.0
NISSAN MOTOR IBERICA SA Manufacture / sale of vehicles and auto parts	Spain	Euro20	(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)
Nissan Manufacturing RUS, Limited Liability Company Manufacture / sale of vehicles and auto parts	Russia	RUB 31,300	(100.0)
Nissan Motor Egypt S.A.E. Manufacture / sale of vehicles and auto parts	Egypt	E£3,544	(100.0)
Nissan (South Africa) Proprietary Limited 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\$7,115	(100.0)
Nissan Motor India Private Limited Sale of vehicles and auto parts	India	INR18,900	(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
PT Nissan Motor Indonesia Manufacture / sale of vehicles and auto parts	Indonesia	IDR 2,592,390	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)
Nissan Argentina S. A. Manufacture/sale of vehicles and auto parts	Argentina	ARS 26,594	(100.0)

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

- As for Nissan Motor Ibérica S.A., the capital decreased as a result of making up the deficit. Nissan Egypt Motor S.A.E., Nissan Motor Brasil Automoveis Ltda. and Nissan Motor Argentina S.A. increased their capital as a result of capital increase to strengthen their financial position.
- The Company maintains a tie-up contract for broad automotive business alliance including capital participation with Renault.
- The Company maintains an agreement with Renault and Daimler AG on a strategic cooperative relationship including capital participation. On May 5, 2021, Nissan decided to sell all of its shares in Daimler AG, and the sale of shares was completed. There will be no change in the business partnership between Nissan and Daimler after the sale of the shares, and there will be no impact from this sale.
- The Company maintains “Strategic Alliance Agreement” for broad automotive business alliance including capital participation with MITSUBISHI MOTORS CORPORATION.

## (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

### ① 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		

### ② 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	Decrease from the end of the previous year
131,461 (16,092)*	4,673

Note: Number of employees represents employee head count.

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

## 2.Share Data

(1) Total number of shares authorized to be issued	6,000,000,000
(2) Total number of shares to be issued	4,220,715,112
(3) Number of shareholders (a decrease of 2,934 compared with the previous fiscal year-end)	609,815

### (4) Principal Shareholders

Name of Shareholders	Number of shares [thousands]	% ratio of issued shares
Renault S.A.	1,831,837	43.7
The Master Trust Bank of Japan (Shintaku-guchi)	179,582	4.3
The Chase Manhattan Bank, N.A. London Special Account No. 1	142,757	3.4
Custody Bank of Japan (Shintaku-guchi)	111,148	2.7
Nippon Life Insurance	54,029	1.3
Custody Bank of Japan (Shintaku-guchi 9)	41,746	1.0
Custody Bank of Japan (Shintaku-guchi 5)	36,156	0.9
State Street Bank West Client - Treaty 505234	35,257	0.8
Custody Bank of Japan (Shintaku-guchi 6)	32,055	0.8
Custody Bank of Japan (Shintaku-guchi 1)	28,779	0.7

Notes: 1. % ratio of issued shares is calculated excluding treasury stock (28,437 thousand shares).

2.Daimspain, S.L., Daimspain DT, S.L. and Daimspain DAG, S.L. substantially holds 140,142 thousand shares of the Company, with an individual distribution of Daimspain, S.L. holding 100,505 thousand shares, Daimspain DAG, S.L. holding 25,808 thousand shares and Daimspain DT, S.L. holding 13,829 thousand shares although those shares are in custody of The Chase Manhattan Bank, N.A. London Special Account No. 1 on the shareholders' register.

(5) Number of shares of the Company issued to Directors and Executive Officers during the fiscal year 2020  
Not applicable.

In fiscal year 2020, the Company introduced the Restricted Stock Unit (RSU) Plan as a stock-based compensation plan, replacing the stock price-linked incentive receipt rights that were discontinued as of fiscal year 2019. Under this plan, the Company granted RSUs worth approximately 858,000 shares to seven executive officers during fiscal year 2020, but no shares were delivered during fiscal year 2020.

### 3.Directors and Executive Officers

#### (1) List of Directors and Executive Officers

##### ①Directors

Position	Name	Responsibility	Important Positions at Concurrent Companies
Outside Director #	Yasushi Kimura	Board Chair, Member of Nomination Committee, Member of Audit Committee	Outside director of INPEX CORPORATION
Director	Jean-Dominique Senard	Vice Board Chair, Member of Nomination Committee	Chairman of the Board of Directors of Renault*
Outside Director	Masakazu Toyoda	Lead Independent Outside Director, Chair of Nomination Committee, Member of Audit Committee	Chairman & CEO of the Institute of Energy Economics, Japan, Outside Statutory Auditor of Nitto Denko Corporation, Outside Director of Canon Electronics Inc.
Outside Director	Keiko Ihara	Chair of Compensation Committee, Member of Nomination Committee	Outside Director of SOFT99 corporation Representative Director of Future Inc.
Outside Director #	Motoo Nagai	Chair of Audit Committee, Member of Nomination Committee, Member of Compensation Committee	Outside Director of Organo Corporation, Outside Director of Nisshin Seifun Group Inc.
Outside Director #	Bernard Delmas	Member of Compensation Committee	Senior Advisor of Michelin Group
Outside Director #	Andrew House	Member of Nomination Committee	
Outside Director #	Jenifer Rogers	Member of Compensation Committee, Member of Audit Committee	General Counsel Asia of Asurion Japan Holdings G.K. Outside Director of Mitsui & Co., Ltd., Outside Director of Kawasaki Heavy Industries, Ltd. President of The American Chamber of Commerce in Japan
Director ##	Pierre Fleuriot	Member of Audit Committee	Lead Independent Director of Renault *
Director ##	Makoto Uchida		Director of Dongfeng Motor Co., Ltd*.
Director ##	Ashwani Gupta		Director of Dongfeng Motor Co., Ltd*. Chairman of the Board of Nissan North America, Inc.

Position	Name	Responsibility	Important Positions at Concurrent Companies
Director ##	Hideyuki Sakamoto		Chairman of Aichi Machine Industry Co., Ltd., Chairman of JATCO Ltd. (To be resigned on June 25, 2021) Outside Director of MITSUBISHI MOTORS CORPORATION*

Notes: 1. Each Outside Director Mr. Yasushi Kimura, Mr. Masakazu Toyoda, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Bernard Delmas, Mr. Andrew House and Ms. Jenifer Rogers is Independent Outside Director based on the regulation of Tokyo Stock Exchange.

2. Mr. Motoo Nagai, Chair of Audit Committee, Ms. Jenifer Rogers and Mr. Pierre Fleuriot, Member of Audit Committee, have years of experience of working for a financial institution, and have an extensive knowledge of finance, accounting and risk management. Mr. Yasushi Kimura, Member of Audit Committee, has years of experience of working for corporate management, and has an extensive knowledge of finance and accounting.

3. Nissan appointed Mr. Motoo Nagai as a full-time Audit Committee member. A full-time Audit Committee member is appointed to improve the auditing / supervision function of the Audit Committee, by his playing a leading role in discussions regarding audits as well as in collaboration with internal audit department and independent auditors, and by establishing a system in which he can efficiently collect and recognize information in a timely and appropriate manner through attendance at important internal meetings and to share information with other Audit Committee members for discussion and decision-making.

4. \* indicates the companies engaged in the same kind of business as the Company.

②Executive Officers

Position	Name	Responsibility	Important Positions at Concurrent Companies
Representative Executive Officer, President and Chief Executive Officer #	Makoto Uchida		Director of Dongfeng Motor Co., Ltd*
Representative Executive Officer, Chief Operating Officer / Chief Performance Officer #	Ashwani Gupta	Global Business Operations Planning Functions, Global Monozukuri Functions, Global Marketing and Sales Functions, Global Product Design, Planning & Development Functions, Regional Business Operations	Director of Dongfeng Motor Co., Ltd* Chairman of the Board of Nissan North America, Inc.
Executive Officer, Chief Quality Officer / Vice-Chief Performance Officer	Christian Vandenhende	Quality and Total Customer Satisfaction, Chief Vehicle Assessment Specialist, Global Aftersales, MC Americas, MC AMIEO (Africa, Middle East, India, Europe, Oceania) and MC Infiniti	
Executive Officer, Chief Financial Officer	Stephen Ma	Finance, Control, M&A, Tax & Customs, Global IS/IT	
Executive Officer, Executive Vice President #	Hideyuki Sakamoto	Manufacturing & SCM Operations	Chairman of Aichi Machine Industry Co., Ltd., Chairman of JATCO Ltd. (To be resigned on June 25, 2021) Outside Director of Mitsubishi Motors Corporation*
Executive Officer, Executive Vice President	Asako Hoshino	Brand Champion, Global Marketing and Sales, Global Customer Experience, Chairperson of Management Committee for Japan-ASEAN	Director of Dongfeng Motor Co., Ltd*
Executive Officer, Executive Vice President	Kunio Nakaguro	R&D	

Notes: 1. # indicates Executive Officer concurrently serve as a Director.

2. \* indicates the companies engaged in the same kind of business as the Company.

3. Effective April 1, 2021, responsibilities of Executive Officer were changed as below.

Position	Name	Responsibilities
Executive Officer, Chief Financial Officer	Stephen Ma	Finance, Control, M&A, Tax & Customs, Global IS/IT, Investor Relations

## (2) Activities of the Board of Directors and each committee

### ① Activities of the Board of Directors

The board of directors of the Company is chaired by independent outside directors, and 7 of the 12 directors are independent outside directors. Based on laws and the Regulations of the Board of Directors, the Board of Directors makes decisions on important matters related to the company's group management such as the draft agenda of general meeting of shareholders, members of each committee, business plans, and product strategies.

Board activities during this fiscal year are as follows

- Quarterly financial reports
- Regular reports of the business execution status and progress of NISSAN NEXT, the business structure reform plan
- Regular reports of activities related to internal control

In order to promote understanding of our business, we carry out various training programs for directors throughout the year, such as business briefings from executives, site visits, and lecture about corporate governance etc.

The board of directors also carried out discussion sessions between the independent outside directors and the independent auditors to exchange opinions about subjects such as Key Audit Matters (KAM) and companies' long-term value, twice in this fiscal year.

### ② Activities of the each committee

#### ● Nomination Committee

The Board of Directors appoints the committee chair from an independent outside director and appoints six committee members, five of whom are independent outside directors. The Nomination Committee has the authority to determine the content of the general shareholders meeting agenda concerning the appointment and dismissal of Directors. In addition, the committee has the authority to decide on the content of the Board of Directors meeting agenda concerning the appointment and dismissal of the Representative Executive Officer and the authority to formulate an appropriate succession plan regarding the President and Chief Executive Officer.

Committee activities during this fiscal year are as follows

- Discussed Representative Executive Officer's appointment proposal.
- Discussed director's appointment proposal to be submitted to 122<sup>nd</sup> Annual General Shareholders meeting.
- Discussed the President and Chief Executive Officer's succession plan process.

#### ● Compensation Committee

All four members of the Compensation Committee are Independent Outside Directors, including the Chair. The Compensation Committee has the statutory authority to determine the policy of individual compensation of the Company's directors and executive officers and the contents of individual compensation for directors and executive officers.

The Compensation Committee's activities during FY2020 included the following

- Confirming a policy for compensating directors and executive officers
- Selecting benchmark companies and discussing the level of compensation based on the benchmark results of these companies and the results of surveys conducted by external compensation consultants.

- Determining the aggregate and individual amounts of director and executive officer of compensation for FY2020.
- Selecting and implementing a new long term incentive compensation program.

● Audit Committee

The Chair is an independent outside director, and 4 out of 5 members are independent outside directors. As part of audits on business execution including the organization and operation of Nissan's internal control systems, the Audit Committee receives reports from executive officers, corporate officers and employees on their business execution for Nissan and its group companies, in accordance with the Audit Committee's annual audit plan and on an ad-hoc basis as necessary. In addition, the Chair has meetings with executive officers including the President and Chief Executive Officer periodically and exchanges opinions in various areas. Further, the Chair attends important meetings etc. to state his opinions, reviews internal approval documents and other important documents, and, when necessary, requests explanations or reports from executive officers and employees. The Chair shares his collected information with other members of the Audit Committee in a timely manner.

The Audit Committee, in conducting its audits, cooperates with the internal audit department and the independent auditors in an appropriate manner, making efforts to enhance the effectiveness of "tri-parties" audit. Under the leadership of the Audit Committee, collaboration among three parties is contributing to the enhancement of the effectiveness of internal control systems by sharing information on the issues pointed out by their respective audits and the status of their remediation in a timely manner. Further, the Audit Committee supervises the internal audit department, periodically receives reports from them on the progress and results of their internal audit activities conducted in accordance with their internal audit plan and, as necessary, gives them instructions regarding internal audit.

The Audit Committee is the contact point for whistleblowing with doubts regarding the involvement of management such as executive officers, and deals with whistleblowing by establishing a system where relevant executive officers cannot know the whistleblower and the content of whistleblowing.

Committee activities during this fiscal year include without limitation the following:

- Implementation of appropriate measures to seek responsibility for serious misconduct by former chairman and others and to recover damages, including the handling of the lawsuit filed against former chairman to claim damages
- Receipt of individual reports on the establishment and the operation status of the internal control system in the area of the risk management, cyber security, etc.
- Receipt of quarterly review result reports for the current fiscal year from the independent auditors
- Exchange of opinions with the independent auditors on the Key Audit Matters (KAM)
- Audit of the effectiveness of the supervisory function of the Board of Directors
- Audit visits to manufacturing plants and major domestic and overseas subsidiaries (1 plant and 16 subsidiaries: including audits by utilizing on-line measures).
- Conferences with statutory auditors of group companies to improve their audit quality (including conferences by utilizing on-line measures)

### (3) Outline of agreement limiting directors' liability

Each of Outside Director Mr. Yasushi Kimura, Mr. Masakazu Toyoda, Ms. Keiko Ihara, Mr. Motoo Nagai, Mr. Bernard Delmas, Mr. Andrew House and Ms. Jenifer Rogers has entered into an agreement with the Company limiting his liability under Article 423, Paragraph 1 of the Companies Act, and pursuant to said agreement the liability shall be limited to 5 million yen or the statutory minimum liability amount, whichever is higher.

### (4) Outline of contents of liability insurance policy for directors and officers

#### ① Scope of the insured

All directors, officers, corporate auditors, and employees in managerial roles, of the company and all of its subsidiaries (excluding Nissan Shatai).

#### ② Outline of the insurance

Compensation for damages and defense costs etc. due to claims arising from acts or omissions of the insured in the company's defined role. However, in order not to impair appropriateness for the execution of duties, the company takes measures not to cover compensation for criminal acts such as bribery and damages of intentional illegal acts. The company bears all insurance premiums.

### (5) Executive Compensation

< Policy and Methodology for Determining Executive Compensation Levels and Calculation method >

#### 1. How the Policy is Determined

The Compensation Committee sets a policy for the elements of individual compensation of the Company's directors and executive officers as provided by Companies Act.

#### 2. Basic Policy

The Company's policy is that its executive compensation must be designed to motivate the Company's executives to maximize value for our stakeholders, such as our customers, shareholders, the local communities in which the Company operates, and our employees. Based on this policy, the Compensation Committee applies the following principles to guide its decisions:

Governance and Oversight Responsibility	The Company seeks to further strengthen its corporate governance, compliance and corporate ethics. In that regard, the Company will appropriately monitor the compensation program to ensure it is both efficient and compliant.
Fairness and Transparency	Compensation decisions are equitably and consistently applied, regardless of race, gender, nationality or other attributions. The performance evaluation system and compensation programs shall be open, transparent and designed to treat individuals fairly.
Value-Creation and Accountability	The compensation program shall foster performance and actions that create long-term value for our stakeholders, such as our customers, shareholders, the local communities in which Company operates, and our employees.
Competitiveness	Compensation will be competitive as compared to the programs and pay levels offered by automotive companies and large global companies with whom the Company competes for talent.
Operational Effectiveness	An effective compensation program is one that is efficiently administered, easy for directors and executive officers to understand, cost efficient, and capable of being implemented globally.

Innovation and Adaptability	The Company operates its business globally in an environment where technologies and life are changing dramatically. To that end, the Company continuously adapts its compensation programs to the diversity of the talent market and business environment.
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3. Reasons for determining that the content of individual compensation, etc. for the current fiscal year is in line with the relevant policy

The Compensation Committee designs individual remuneration types in accordance with the above basic policy and determines the contents of individual compensation for directors and executive officers for the current fiscal year after appropriate deliberation. Therefore, it is judged that the content is in line with the basic policy.

#### <Contents of Compensation>

##### (Overall description)

In FY2020, we launched a business transformation plan called NISSAN NEXT establishing key goals and objectives through FY2023. While this four-year time period is key to our business recovery, it is important to note NISSAN NEXT is designed to bring about an enduring recovery that can withstand the challenges of the years to come.

We are aiming for sustained medium- and long-term growth of both the Company and our people. The executive compensation program has also been designed to support our business plan.

The financial targets of NISSAN NEXT have been set using performance measures that are key indicators of the company's return to growth. We will also evaluate whether the goals are achieved in a manner consistent with the NISSAN WAY, which is a critical element to the long-term growth of our people.

Once the NISSAN NEXT goals are achieved, we will set new targets to ensure future sustainable growth.

The Compensation Committee adopted a new long-term incentive program to replace the SAR program discontinued in FY2019. A restricted stock unit (RSU) is stock-based compensation effective in aligning the interests of our executives with those of shareholders and in promoting retention. The RSU program is used with the existing performance-based cash incentive, which was updated to reflect the goals of NISSAN NEXT. These two programs make up the FY2020 long-term compensation program and are further described below.

##### (Elements of Consideration for Compensation Levels)

The Company evaluates and considers benchmarks when setting compensation levels. The Company uses a benchmark reference group selected using commonly-accepted standards for compensation peer groups. The reference group includes companies of similar size and business complexity to NISSAN. The reference group covers global corporations and includes (but is not limited to) the major automotive companies with whom we compete.

##### (Composition of Compensation)

###### i. Directors

The compensation paid to the Company's Directors consists of (1) a basic compensation and (2) a fixed compensation that covers, depending on role, participating on committees, serving as a committee chair, and serving as a lead outside Director. Only Directors who also serve as executive officers are eligible for performance-based compensation, such as an annual bonus or long-term incentives. Executive officers who are also Directors do not receive additional compensation for their Director responsibilities.

###### ii. Executive Officers

The compensation paid to the Company's executive officers consists of (1) a fixed basic compensation and (2) an annual bonus and long-term incentive (i.e., collectively described as variable compensation). In addition,

executive officers who are on or have returned from an overseas assignment are entitled to certain allowances and benefits associated with their expatriation, consistent with company policy.

(Basic Compensation)

The basic compensation is determined by each Executive Officer’s skills, experiences responsibilities at the Company, and the Company’s performance, as well as reference to the results of benchmarking. Basic compensation for executive officers is reviewed each year. Increases to basic compensation reflect achievements and contributions in the prior year.

For executive officers, the basic compensation was reduced for a portion of the current fiscal year in consideration for the business situation created by COVID-19.

(Variable Compensation)

Variable compensation consists of an "annual bonus" paid according to annual business performance, and two types of long-term incentive compensation designed to motivate executives to take actions that enhance shareholder value and sustainable growth and profitability for the company. Long-term incentive compensation consists of both a grant of a non-performance-linked compensation “restricted stock units” (RSU)” and an award of a “performance-based cash incentive” that pays only when goals are achieved. As a result, the Company's executive officers’ performance-based variable compensation programs are designed to motivate management to achieve both annual performance objectives as well as medium- and long-term business performance objectives.

(Annual Bonus)

The annual bonus is paid after multiplying the basic compensation by an annual bonus target (expressed as a percentage of basic compensation) set for each executive position and the total achievement rate for a set of performance indicators that are defined for sustainable growth. For FY2020, we set six performance indicators that are listed in the table below. These performance indicators are of critical importance to the first year of the NISSAN NEXT plan.

The first year of NISSAN NEXT focuses on achieving an improved operating profit target level. As a result, the annual bonus program focuses on marginal profit, which is defined as revenue less variable costs. Sales incentives are also subtracted so most attention can be placed finding cost efficiencies in our business. Fixed costs are also an important element to achieving profit goals, however it is important to note that the fixed cost definition used in the annual bonus plan differs from the definition used for financial reporting purposes in order to put emphasis on highly controllable items.

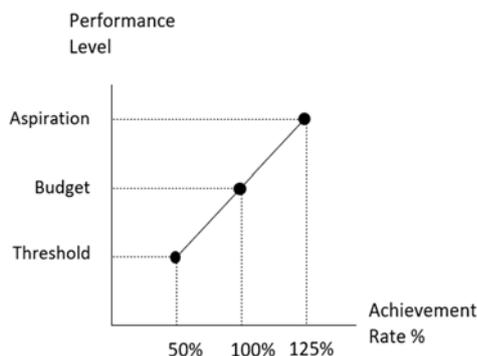
Healthy free cash flow in the automotive business is one of the most important indicators for our sustainable growth. For market share, this is based on the number of vehicles sold by the Company with respect to the number of vehicles in global demand, which we have calculated. For quality, we used an internal control target consisting of quality assurance and customer satisfaction measures. For employee engagement, the goals are based on review of external benchmarks from employee surveys at global companies.

[Executive Officer's Annual Bonus Weight]

Evaluation items	Performance Indicator	Evaluation weight
Corporate	Marginal Profit Minus Sales incentives	20%
	Fixed cost	20%
	Free Cash Flow of automotive business	20%
	Market share	20%
	Quality	15%
	Employee engagement	5%

[Annual bonus payment rate model]

The Performance Level ranges from “Threshold” (50% achievement of plan) to “Aspiration” (125% achievement of plan) with interpolation for achievement between Threshold, Budget, and Aspiration. If the performance level does not meet threshold, the achievement rate for the corresponding evaluation indicator is zero (0%). Threshold is the minimum level of performance, which must be achieved before an incentive is paid for the related performance indicator. The total achievement rate is the sum of the achievement rate for each performance indicator, calculated based on the set performance level, and then multiplied by each indicator weight. The calculation of the annual bonus is prepared prior to payment by multiplying the basic compensation by the annual bonus target set for each executive position, expressed as a percentage of basic compensation, and the total achievement rate.



(Long-term incentive program)

As described earlier, the Company's long-term incentive program consists of two compensation vehicles: Restricted Stock Unit (RSU) and Performance-Based Cash Incentive. RSUs represent 40% of the total award and the Performance-Based Cash Incentive represents 60% of the total award. The Performance-Based Cash Incentive uses a multi-year performance period to reward long-term value creation as opposed to short-term results, which are rewarded through the annual bonus. This award was intentionally designed to be 1.5 times larger than the RSU award so that it places a high degree of emphasis on NISSAN NEXT objectives.

[Purpose of introducing long-term incentive program]

The long-term incentive program is designed to support four main objectives: (1) promote the achievement of performance linked to NISSAN NEXT, particularly over the next three fiscal years; (2) align the interests of executives with those of shareholders, (3) motivate the creation of shareholder value, and (4) encourage long-term retention of our key talent.

[Overview of long-term incentive program]

A Restricted Stock Unit (RSU) award is a grant a predetermined number of Company's common stock delivered to the grantee at a later date, subject to continued employment and satisfactory performance during a period specified by the Company (hereinafter referred to as the "target period"). The target period is currently three years, and one-third of the rights vest on each of the three anniversaries of the award's grant date. Once vested, the shares are delivered to the grantee and are considered earned.

In the event of serious fraud or illegal activity by the executives, the Company may withhold delivery of vested shares and may request the return of shares that have already been delivered. This recoupment policy, also known as a Clawback Policy, is best practice and was implemented as part of the Company's efforts to improve corporate governance. This policy is included in the terms and conditions of the RSU award and is communicated to

executives who receive an award.

The indicators of our Performance-Based Cash Incentive have been selected because they are critical to achieving sustained growth in FY2020 and beyond. These indicators are operating profit, free cash flow of the automotive business, and market share. The achievement rate is calculated based on the set performance level (Range from Threshold level corresponding to 50% of Budget to the Aspiration level corresponding to 125% of budget) by each performance indicator weight. If the performance level does not meet Threshold, the achievement rate for the corresponding evaluation indicator is zero (0%). Threshold is the minimum level of performance, which must be achieved before an incentive is paid for the related performance indicator. The total achievement rate is the sum of the values resulting from multiplying the achievement rate for each performance indicator, weighted by business year, through close of FY2022. The Performance-Based Cash Incentive will be paid after multiplying the basic compensation by a Performance-Based Cash Incentive target (expressed as a percentage of basic compensation) set for each executive position and the target total achievement rate for a set of performance indicators over the next three business years up to FY2022.

[Weighting of long-term incentive compensation for executive officers]

Evaluation item	Performance Indicator	Evaluation weight
Corporate	Operating Profit	1/3
	Free cash flow of the automotive business	1/3
	Market share	1/3

[Long-term incentive payment schedule]



(Policy for Executive Officers Compensation upon Separation)

The Company has adopted a policy for Executive Officers Compensation upon separation for Executive Officers who separate from the Company. The policy is intended to ensure that Executive Officers comply with obligations such as non-competition and confidentiality for a certain period of time after resigning from the Company and to support the appropriate transition of management.

This policy is operated at the discretion of the Compensation Committee. The Compensation Committee may decide whether or not to pay at the time of resignation and determine the amount to be paid at the time of resignation based on the facts and circumstances at the time of resignation of Executive Officer.

<Total Amount Disclosure by Category of Executives, Total Amount Disclosure by Type of Remuneration and the Number of Executives>

(Millions of yen)

Category of Executives	Total Amount of Comp.	Breakdown of Total Amount of Comp.						Number of Executives
		Annual Basic Compensation	Annual bonus (Note1)	Performance-Based Cash Incentive (Note2)	Restricted Stock Unit (RSU) (Note2,3)	Share Appreciation Rights (the difference between the amount received upon exercise and the amount disclosed in a previous year) (Note4)	Other Comp.	
Directors (excluding Outside Directors)	18	18	—	—	—	—	—	1
Outside Directors	171	171	—	—	—	—	—	7
Executive Officers	1,502	442	374	111	214	—	361 Note5	8 Note6

Notes: 1. Annual bonus, as the variable compensation, is the amount recorded as an allowance for the current fiscal year because the performance evaluation for FY2020 has not been completed and the amount to be paid is undecided. The annual bonus for FY2019 performance was 17 million yen, which was paid in July 2020. This amount is not included in the amount of annual bonus in the above table.

2. This is the amount of accounting expenses processed in this fiscal year.

3. For RSUs (that are non-performance-linked compensation) given to executive officers in this fiscal year, the total number of shares to be delivered three years from the date of grant approximately up to 858 thousand shares.

4. This notes the difference between (i) the total monetary amount received by the relevant Executive from the Company during this fiscal year upon the exercise of SARs granted in previous fiscal years and (ii) the total fair value of such exercised SARs as disclosed in the corresponding prior annual securities reports based on then-current share prices.

5. This amount represents the sum of the tax & the tax equalization benefit, housing allowance, other fringe benefits, etc. of paid to 4 Executive Officers, which were determined by the Compensation Committee in accordance with the Company's policies and other standards.

6. Includes one person who resigned the Executive Officer in this fiscal year.

7. With respect to Executive Officers who concurrently serve as Director of the Company, it is counted as Executive Officer.

8. With respect to Executive Officers who concurrently serve as Director of the Company, the Company has only paid such individuals compensation for their services as Executive Officer.

9. With respect to the amounts of the compensation, etc. paid to Executives in foreign currency, the amounts disclosed in this table are the amounts converted into yen using the yearly average exchange rate.

<Targets, achievements, payment rates, for each evaluation index of annual bonuses for executive officers>

We set target objectives for annual bonuses at the beginning of FY2020 considering the Company's performance projections. Our projections were based on a thorough assessment of the business, NISSAN NEXT objectives, and other key factors such as the widespread impact of COVID-19. (The evaluation index is explained in detail in the (Annual Bonus) section)

With respect to (i) the index obtained by subtracting the sales incentive from the marginal profit amount (obtained by subtracting the variable cost from the revenue), (ii) the fixed cost and (iii) the free cash flows of the automotive business, the FY2020 targets were set considering the level of earnings necessary for the Company to achieve its target for FY2020 consolidated operating profits, which was minus ¥450 billion, and the target was achieved. The combined achievement rate was 115% for the above index (i)(ii) and (iii) compared to such FY2020 targets.

With respect to market share, the FY2020 target was set 5.73%, and the actual result was 5.3%, resulting in an achievement rate of 0%. With respect to quality, the FY2020 target was comprised of elements of quality assurance and customer satisfaction. The actual result is undecided, but the achievement rate on a prospective basis is 75%. With respect to employee engagement, the FY2020 target was set based on external benchmarks (based on employee survey results conducted by a cross-section of comparative global companies), and the result was about the same as the previous year, and the achievement rate was 50% or Threshold level (detailed explanation at [Annual bonus payment rate model]).

In response to the above, the overall achievement rate of the forecast-based performance targets on a weighted basis will be 84%. To calculate the actual results with respect to the three financial indexes, the Company has used figures that reflect the effects of exchange rate fluctuations. The actual amount of annual bonus is calculated by multiplying the basic compensation by the above-mentioned total weighted average achievement ratio and the annual bonus target, which varies based on the position of the Executive Officer.

<Targets, achievements, payment rates, for each evaluation index of Performance-Based Cash Incentive for executive officers>

We set target objectives for the Performance-Based Cash Incentive program based by selecting performance indicators critical to the success of NISSAN NEXT, similar to the annual bonuses process described above. The FY2020 Performance-Based Cash Incentive program provides rewards for the achievement of objectives over a three-year period ending in FY2022. (The evaluation index is explained in detail in the [Overview of long-term incentive program] section)

Payment under this program is determined after all three years of the performance period have concluded and the results are finalized, currently scheduled for FY2023. Because we track the performance achievement in each year of the performance period, we are disclosing the FY2020 targets and achievements as below.

With respect to operating profit, the FY2020 target was minus ¥450 billion, and the actual result was minus ¥150.7 billion. With respect to free cash flows in the automotive business, the FY2020 target was set considering the level of earnings necessary for the Company to achieve the FY2020 target of operating profit, and the actual result was minus ¥345.5 billion. With respect to market share, the FY2020 target was set 5.73%, and the actual result was 5.3%.

Based on the foregoing factors, the Company achieved a weighted average achievement ratio of 75%. To calculate the actual results with respect to the two financial indexes, the Company has used figures that reflect the effects of exchange rate fluctuations.





2. Consolidated Balance Sheet  
(As of March 31, 2021)

(in millions of yen)

Accounts	Amount
Assets	
Current assets	
Cash on hand and in banks	1,871,794
Trade notes and accounts receivable	518,451
Sales finance receivables	6,213,797
Securities	162,232
Merchandise and finished goods	647,583
Work in process	66,171
Raw materials and supplies	425,817
Other	624,347
Allowance for doubtful accounts	(180,533)
Total current assets	10,349,659
Fixed assets	
Property, plant and equipment	
Buildings and structures, net	590,016
Machinery, equipment and vehicles, net	2,704,640
Land	589,613
Construction in progress	228,101
Other, net	266,184
Total property, plant and equipment	4,378,554
Intangible fixed assets	121,221
Investments and other assets	
Investment securities	1,129,007
Long-term loans receivable	11,572
Net defined benefit assets	29,840
Deferred tax assets	162,298
Other	266,457
Allowance for doubtful accounts	(3,764)
Total investments and other assets	1,595,410
Total fixed assets	6,095,185
Deferred assets	
Bond issuance costs	7,224
Total deferred assets	7,224
Total assets	16,452,068

(in millions of yen)

Accounts	Amount
Liabilities	
Current liabilities	
Trade notes and accounts payable	1,501,972
Short-term borrowings	1,016,504
Current portion of long-term borrowings	1,721,797
Commercial papers	6,749
Current portion of bonds	514,893
Lease obligations	43,542
Accrued expenses	1,034,305
Accrued warranty costs	101,624
Other	784,996
Total current liabilities	6,726,382
Long-term liabilities	
Bonds	2,046,620
Long-term borrowings	2,173,677
Lease obligations	75,450
Deferred tax liabilities	264,301
Accrued warranty costs	102,303
Net defined benefit liability	257,521
Other	465,988
Total long-term liabilities	5,385,860
Total liabilities	12,112,242
Net assets	
Shareholders' equity	
Common stock	605,814
Capital surplus	817,071
Retained earnings	3,629,938
Treasury stock	(139,259)
Total shareholders' equity	4,913,564
Accumulated other comprehensive income	
Unrealized holding gain and loss on securities	61,902
Unrealized gain and loss from hedging instruments	(10,639)
Adjustment for revaluation of the accounts of the consolidated subsidiaries based on general price level accounting	(36,498)
Translation adjustments	(906,200)
Remeasurements of defined benefit plans	(77,536)
Total accumulated other comprehensive income	(968,971)
Non-controlling interests	395,233
Total net assets	4,339,826
Total liabilities and net assets	16,452,068

3. Consolidated Statement of income  
(From April 1, 2020 To March 31, 2021)

(in millions of yen)

Accounts	Amount
Net sales	7,862,572
Cost of sales	6,811,747
Gross profit	1,050,825
Selling, general and administrative expenses	1,201,476
Operating loss	(150,651)
Non-operating income	
Interest income	13,109
Dividends income	3,097
Exchange gain	42,428
Miscellaneous income	22,846
Total non-operating income	81,480
Non-operating expenses	
Interest expense	36,483
Equity in losses of affiliates	55,861
Derivative loss	34,158
Miscellaneous expenses	25,557
Total non-operating expenses	152,059
Ordinary loss	(221,230)
Special gains	
Gain on sales of fixed assets	19,032
Subsidy income and others	6,924
Other	980
Total special gains	26,936
Special losses	
Loss on sales of fixed assets	2,195
Loss on disposal of fixed assets	13,892
Impairment loss	9,109
Special addition to retirement benefits	57,466
Loss on shutdowns and others due to COVID-19	43,499
Other	18,879
Total special losses	145,040
Loss before income taxes	(339,334)
Income taxes-current	76,671
Income taxes-deferred	15,924
Total income taxes	92,595
Net loss	(431,929)
Net income attributable to non-controlling interests	16,768
Net loss attributable to owners of parent	(448,697)

4. Non-Consolidated Balance Sheet  
(As of March 31, 2021)

(in millions of yen)

Accounts	Amount
Assets	
Current assets	
Cash on hand and in banks	841,149
Trade accounts receivable	253,084
Finished goods	104,259
Work in process	20,437
Raw materials and supplies	138,495
Prepaid expenses	28,181
Short-term loans receivable from subsidiaries and affiliates	203,057
Accounts receivable - other	159,079
Other	38,498
Allowance for doubtful accounts	(45,404)
Total current assets	1,740,837
Fixed assets	
Property, plant and equipment	
Buildings	218,391
Structures	27,405
Machinery and equipment	175,794
Vehicles	6,875
Tools, furniture and fixtures	106,142
Land	126,216
Construction in progress	57,189
Total property, plant and equipment	718,015
Intangible fixed assets	73,697
Investments and other assets	
Investment securities	197,146
Investments in subsidiaries and affiliates	2,176,629
Long-term loans receivable from subsidiaries and affiliates	704,384
Deferred tax assets	46,297
Other	41,578
Allowance for doubtful accounts	(264)
Total investments and other assets	3,165,772
Total fixed assets	3,957,485
Deferred assets	
Bond issuance costs	7,224
Total deferred assets	7,224
Total assets	5,705,547

(in millions of yen)

Accounts	Amount
Liabilities	
Current liabilities	
Electronically recorded obligations - operating	292,986
Trade accounts payable	471,394
Short-term borrowings	746,334
Current portion of long-term borrowings	121,990
Current portion of bonds	47,048
Lease obligations	26,122
Accounts payable-other	29,299
Accrued expenses	281,038
Income taxes payable	385
Advances received	28,052
Deposits received	66,462
Accrued warranty costs	17,894
Other	12,297
Total current liabilities	2,141,304
Long-term liabilities	
Bonds	1,245,391
Long-term borrowings	141,990
Long-term borrowings from subsidiaries and affiliates	58,410
Lease obligations	23,210
Accrued warranty costs	29,750
Accrued retirement benefits	75,579
Provision for loss on business of subsidiaries and affiliates	10,600
Other	11,986
Total long-term liabilities	1,596,920
Total liabilities	3,738,224
Net assets	
Shareholders' equity	
Common stock	605,813
Capital surplus	
Legal capital surplus	804,470
Other capital surplus	184
Total capital surplus	804,654
Retained earnings	
Legal reserve	53,838
Other retained earnings	
Reserve for reduction of replacement cost of specified properties	53,815
Reserve for special depreciation	7
Unappropriated retained earnings	415,207
Total retained earnings	522,869
Treasury stock	(28,756)
Total shareholders' equity	1,904,581
Valuation, translation adjustments and others	
Unrealized holding gain and loss on securities	62,771
Unrealized gain and loss from hedging instruments	(30)
Total valuation, translation adjustments and others	62,741
Total net assets	1,967,322
Total liabilities and net assets	5,705,547

**5. Non-Consolidated Statement of Income**  
**(From April 1, 2020 To March 31, 2021)**

(in millions of yen)

Accounts	Amount
Net sales	2,489,676
Cost of sales	2,431,651
Gross profit	58,025
Selling, general and administrative expenses	321,754
Operating loss	(263,729)
Non-operating income	
Interest income	10,711
Dividends income	386,760
Guarantee commission received	18,336
Gain on valuation of derivatives	5,463
Reversal of allowance for doubtful accounts	601
Reversal of provision for loss on business of subsidiaries and affiliates	985
Other	1,681
Total non-operating income	424,539
Non-operating expenses	
Interest expense	35,780
Exchange loss	3,845
Provision of allowance for doubtful accounts	15,725
Other	6,423
Total non-operating expenses	61,775
Ordinary income	99,034
Special gains	
Gain on sales of fixed assets	481
Gain on sale of investment securities	98
Insurance income	320
Total special gains	901
Special losses	
Loss on sales of fixed assets	59
Loss on disposal of fixed assets	7,611
Impairment loss	942
Loss on valuation of shares of subsidiaries and affiliates	119,475
Loss on sales of shares of subsidiaries and affiliates	10,518
Provision for loss on business of subsidiaries and affiliates	10,600
Other	3,065
Total special losses	152,274
Loss before income taxes	(52,338)
Income taxes-current	10,730
Income taxes-deferred	9,560
Total income taxes	20,290
Net loss	(72,629)

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

### Independent Auditor's Report

May 14, 2021

The Board of Directors  
Nissan Motor Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Designated Engagement Partner Certified Public Accountant	Koki Ito
Designated Engagement Partner Certified Public Accountant	Koji Fujima
Designated Engagement Partner Certified Public Accountant	Masanori Enomoto
Designated Engagement Partner Certified Public Accountant	Masao Yamamoto

#### *Opinion*

Pursuant to Article 444, Section 4 of the Companies Act, 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 notes to the consolidated financial statements of Nissan Motor Co., Ltd (the "Company") applicable to the fiscal year from April 1, 2020 through March 31, 2021.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position and results of operations of the Nissan Group, which consisted of the Company and its consolidated subsidiaries, applicable to the fiscal year ended March 31, 2021 in accordance with accounting principles generally accepted in Japan.

#### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Management's and the Audit Committee's Responsibilities for the Consolidated Financial Statements*

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

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for monitoring the performance of duties of executive officers and directors in implementing and maintaining the Group's financial reporting process.

#### *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion from an independent standpoint. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### *Conflicts of Interest*

We have no interest in the Company and its consolidated subsidiaries which should be disclosed in accordance with the Certified Public Accountants Act.

## 7. Copy of Independent Auditors' Report on Financial Statements

### Independent Auditor's Report

May 14, 2021

The Board of Directors  
Nissan Motor Co., Ltd.

Ernst & Young ShinNihon LLC  
Tokyo, Japan

Designated Engagement Partner Certified Public Accountant	Koki Ito
Designated Engagement Partner Certified Public Accountant	Koji Fujima
Designated Engagement Partner Certified Public Accountant	Masanori Enomoto
Designated Engagement Partner Certified Public Accountant	Masao Yamamoto

#### *Opinion*

Pursuant to Article 436, Section 2, Paragraph 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets, notes to the financial statements and the related supplementary schedules (the "Financial Statements") of Nissan Motor Co., Ltd (the "Company") applicable to the 122nd fiscal year from April 1, 2020 through March 31, 2021.

In our opinion, the accompanying Financial Statements present fairly, in all material respects, the financial position and results of operations of Nissan Motor Co., Ltd. applicable to the 122nd fiscal year ended March 31, 2021 in accordance with accounting principles generally accepted in Japan.

#### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Management's and the Audit Committee's Responsibilities for the Financial Statements*

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

In preparing the Financial Statements, management is responsible for assessing the entity's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for monitoring the performance of duties of executive officers and directors in implementing and maintaining a financial reporting process.

#### *Auditor's Responsibilities for the Audit of the Financial Statements*

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion from an independent standpoint. Misstatements can arise from fraud or error and are considered material if individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- In making those risk assessments, we consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the purpose of the audit of the Financial Statements is not expressing an opinion on the effectiveness of the entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the Financial Statements in Japan, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### *Conflicts of Interest*

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

## 8. Copy of Independent Audit Report of Audit Committee

### **Audit Report**

The Audit Committee of Nissan Motor Co., Ltd. (the “Company”) audited the performance of duties by “directors” and “executive officers” (as defined in the Companies Act) during the 122nd fiscal year since founding (from April 1, 2020 to March 31, 2021) and hereby reports the auditing method and results thereof as follows:

1. Auditing method and details thereof

- ① The Audit Committee received from directors and executive officers, employees, and other related persons, reports on the content of resolutions made by the Board of Directors regarding the matters as enumerated in (b) through (e) of Article 416, Paragraph 1, Item (i) of the Companies Act and the status of (i) the establishment of systems that have been developed in compliance of such resolutions (internal control systems) and (ii) the management thereof and, when necessary, requested explanations regarding such reports and expressed our opinions.
- ② In accordance with the auditing policy and the assignment of the duties of each member of the Audit Committee and other related matters established by the Audit Committee, the Audit Committee, working closely with the internal audit department, attended important meetings, received from directors, executive officers, and other related persons, reports on the matters regarding the performance of their duties and, when necessary, requested explanations regarding such reports, inspected important authorizing documents and associated information, and made investigation into the state of activities and property at the head office and principal business offices of the Company.
- ③ As for the Company’s subsidiaries, the Audit Committee has communicated and shared information with the directors, corporate statutory auditors and other related persons of these subsidiaries and, when necessary, received reports from the subsidiaries regarding their businesses, and visited their head offices and principal business offices to conduct interviews and other tasks. Given the spread of COVID-19, such communication, etc. has been conducted by utilizing on-line measures.
- ④ The Audit Committee monitored and examined whether the independent auditors maintain their independence and carry out audits in an appropriate manner. The Audit Committee received from the independent auditors reports on the performance of their duties and, when necessary, requested explanations regarding those reports.
- ⑤ The Audit Committee also received notification from the independent auditors to the effect that “the structure for ensuring appropriate execution of the duties of the independent auditors” (as enumerated in each item of Article 131 of the Company Calculation Regulations) has been implemented according to the “Standards on Quality Control for Audit” (stipulated on October 28, 2005, by Business Accounting Deliberation Council) and other relevant standards. When necessary, the Audit Committee requested explanations of such notifications.

Based on the foregoing method, the Audit Committee reviewed the business report and its 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 their supplementary schedules, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to consolidated financial statements) for this fiscal year.

## 2. Audit Results

### (1) Audit results on the business report

- ① In our opinion, the business report and the supplementary schedules fairly represent the Company's condition in conformity with the applicable laws and regulations as well as the Articles of Incorporation of the Company.
- ② With regard to the execution of duties by directors and the executive officers, we have found no evidence of material misconduct or material facts in violation of the applicable laws and regulations or the Articles of Incorporation of the Company in the course of the execution of duties of directors and executive officers.
- ③ In our opinion, the content of the resolutions of the Board of Directors regarding the internal control systems is appropriate. With respect to the internal control systems, we have not found anything significant to be pointed out regarding the content of the business report nor the performance of duties by directors and executive officers. Reflecting on nonconformities in the final vehicle inspection processes at vehicle manufacturing plants discovered in 2017 and 2018 as well as a series of material management misconduct of the former chairman and other representative director discovered in 2018, the Audit Committee has confirmed that the Company has been making efforts continuously to ensure thorough compliance and strengthen its corporate governance structure for prevention of recurrence and memory fading.
- ④ With respect to the internal control over financial reporting, the Audit Committee has received reports from executive officers and other relevant persons as well as Ernst & Young ShinNihon LLC, stating that no material weakness was found in connection therewith.

### (2) Results of audit of the non-consolidated financial statements and supplementary schedules thereto

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

### (3) Results of audit of the consolidated financial statements

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

May 17, 2021

Audit Committee, Nissan Motor Co., Ltd.

Motoo Nagai, Member of the Audit Committee (Full-time)

Yasushi Kimura, Member of the Audit Committee

Masakazu Toyoda, Member of the Audit Committee

Jenifer Rogers, Member of the Audit Committee

Pierre Fleuriot, Member of the Audit Committee

Note : Messrs. Motoo Nagai, Yasushi Kimura and Masakazu Toyoda, and Ms. Jenifer Rogers, the members of the Audit Committee, are "outside directors" as provided for in Article 2, Item 15 and Article 400, Paragraph 3 of the Companies Act.