



May 20, 2025

<TRANSLATION>

Company Name	Nissan Motor Co., Ltd.
Code No.	7201
Inquiry	IR Department (TEL 045-523-5523)

Notice Regarding the Board of Directors' Opinion on Shareholder Proposals

Nissan Motor Co., Ltd. ("the Company") has received written notices of the exercise of shareholder proposal rights regarding the agenda items for the 126th Annual General Meeting of Shareholders scheduled to be held on June 24, 2025. However, at the Company's Board of Directors meeting held today, it was resolved to oppose the said proposal, and the Company hereby informs you as follows.

1. Content of the shareholder's proposals

Please refer to the attached documents.

2. Opinions of the Company's Board of Directors

Item 1: Partial revision of the provision of articles

(Establishment of a new provision for consideration of the treatment of listed affiliates)

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

The Company has been continuously discussing the governance of the entire group of the Company, including the holding policy of listed subsidiaries and listed affiliates, in order to enhance the corporate value while respecting the management independence of each company, and has also been seriously considering how to address concerns such as the risk of conflicts of interest with minority shareholders of listed subsidiaries and listed affiliates. In addition, in accordance with the purpose of the Corporate Governance Code, each of the Company's listed subsidiaries and listed affiliates has a system in which the ratio of independent outside directors to the total number of directors is at least one-third, and various measures have been taken to ensure the effectiveness of the governance system, ensuring the independence of management.

The significance of holding listed subsidiaries and listed affiliates based on the results of the above considerations, as well as the ideas and policies regarding group management, have been sufficiently and appropriately disclosed in the Corporate Governance Report, and the Company plans to continue to make such matters public in a timely and appropriate manner in the future.

The shareholder proposal seeks to uniformly and fixedly prescribe in the Articles of Incorporation, which determine the basic matters of the Company's organization, the consideration and disclosure of the treatment of listed subsidiaries and listed affiliates, a specific individual matter that should be decided by the Board of Directors based on the situation at any given time. Such a proposal goes beyond the scope of a typical article of incorporation and could hinder the flexible formulation and modification of policies in response to changes in the business environment and the execution of business operations and is therefore considered inappropriate.

In light of the above, its Board of Directors opposes this shareholder proposal.

Item 2: Partial revision of the provision of articles

(Establishment of a new provision regarding determining a policy for dealing with listed affiliates that may be delisted)

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

As stated in the opinion of Board of Directors on the Item 3 (Establishment of a new provision for consideration of the treatment of listed affiliates) above, the Company is continuously reviewing the governance of entire group of the Company, including the holding policy of listed subsidiaries and listed affiliates. With regard to Nissan Shatai Co., Ltd. (hereinafter referred to as "Nissan Shatai"), which the proposing shareholder pointed out, the Company verified the suitability of candidates appointed by the Board of Directors based on the deliberations and recommendations of the Nomination and Compensation Committee of Nissan Shatai to improve the company's medium- to long-term corporate value and shareholder value as officers of Nissan Shatai, and have exercised its voting rights as the parent company at Nissan Shatai's general shareholders' meeting, thereby respecting the independence of Nissan Shatai's management and striving not to harm the common interests of shareholders.

Nissan Shatai has also established a Nomination and Compensation Committee, the majority of which is made up of independent outside directors, and a Transaction Monitoring Committee, made up of independent outside directors and independent outside auditors, to deliberate on the content of negotiations for certain important transactions with the Company, and has taken measures to avoid conflicts of interest with minority shareholders.

As announced separately by Nissan Shatai, Nissan Shatai does not meet the listing maintenance criteria for the Tokyo Stock Exchange Standard Market as of March 2024 in terms of the tradable share ratio, but has formulated a plan to meet the listing maintenance criteria and disclosed its steady implementation, and the Company will continue to closely monitor the company's efforts in this regard. This shareholder proposal seeks to uniformly and fixedly prescribe in the Articles of Incorporation, which determine the basic matters of the Company's organization, a specific individual matters that should be decided by the Board of Directors based on the situation at any given time, such as consideration and disclosure of a policy for the treatment of listed subsidiaries and listed affiliates that are at risk of delisting. Such a proposal goes beyond the scope of a typical article of incorporation and could hinder the flexible formulation and modification of policies in response to changes in the business environment and the execution of business operations and is therefore considered inappropriate.

In light of the above, its Board of Directors opposes this shareholder proposal.

Item 3: Amendments to the Articles of Incorporation

(Establishment of a "Zesei-yaku" to ensure proper shareholder meetings)

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

In conducting the General Meeting of Shareholders, the chairman has the right to maintain order and organize the agenda pursuant to Article 315 of the Companies Act, and by appropriately exercising these powers, he or she has the responsibility to ensure that the meeting is conducted properly and smoothly.

The "Zesei-yaku" in this proposal is not a position based on laws and regulations such as the Companies Act, and the qualifications for this position are limited to certain individual shareholders, and the chairman must respect the opinions of such individual shareholders as a "Zesei-yaku."

However, with regard to such a "Zesei-yaku" it is not necessarily clear why the qualification requirements should be limited to individual shareholders in the first place, and it is difficult to expect an individual shareholder who is not an officer or employee of the Company to make appropriate advance preparations for the Company's General Shareholders Meeting. Furthermore, there is no institutional guarantee to guarantee the appropriateness of the activities of a "Zesei-yaku" such as the fact that the "Zesei-yaku" has no legal obligation to ensure the smooth and appropriate running of the General Shareholders Meeting. In light of these factors, it is unclear whether the "Zesei-yaku" will actually function

appropriately to reflect the general will of shareholders, and there is rather a risk that it will cause unnecessary confusion in the running of the General Shareholders Meeting.

At the Company's general shareholders' meeting every year, the chairman exercises the right to maintain order and organize the agenda appropriately. Specifically, the Company has been working on improvements based on the opinions and requests of shareholders, and in order to answer questions from as many shareholders as possible, the Company implemented measures such as accepting questions in advance, ensuring sufficient time for questions and answers to discuss the objectives of the general shareholders' meeting, and applying a transparent method for selecting shareholders who ask questions. The Company believes that by making continuous improvements in the future, the Company will continue to run better general shareholders' meetings.

In addition, every year, the chairperson of the Company's general shareholders' meeting appropriately handles procedural motions submitted by shareholders, such as by consulting with the shareholders in attendance on the spot. The Company believes that the role of "Zesei-yaku" in relation to this proposal can be achieved by each attending shareholder submitting a procedural motion as appropriate, and that there is no need for such an action in the first place.

In addition, Article 14-2, Paragraph 4 of the Articles of Incorporation in this proposal restricts the "Zesei-yaku"'s own shareholder proposal rights and freedom to transfer shares, and there is some doubt as to whether such a provision of the Articles of Incorporation can be deemed lawful under the Companies Act.

In light of the above, its Board of Directors opposes this shareholder proposal.

Item 4: Amendments to the Articles of Incorporation regarding the Director Compensation

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

The Company has adopted the most stringent institutional framework as a company with a nomination committee, and under the current system based on the provisions of the Companies Act, sufficient governance that takes into account shareholder interests is already in place regarding the determination of directors' compensation. In fact, in the Company, all members of the Compensation Committee are independent outside directors, and in accordance with the Companies Act, the level of directors' compensation, the composition of compensation, and the target setting for variable compensation are determined through appropriate deliberation. Additionally, when setting compensation, the Compensation Committee refers to global companies of similar business scale and complexity in business development, and trends in the compensation levels of benchmark companies are also considered, with the appropriateness confirmed each time by itself.

For the compensation of directors who do not concurrently serve as executive officers, including outside directors, the Company structures their compensation as fixed compensation only, consisting of basic compensation plus compensation reflecting each individual's role. Especially for outside directors, since they are expected to fulfill a supervisory function over the management team and independence is required, the above-mentioned compensation structure is recognized as standard. Linking outside directors' compensation to stock prices or business performance has raised concerns that it may weaken their supervisory function over the management team.

The compensation for directors who concurrently serve as executive officers is entirely treated as compensation for executive officers and consists of fixed compensation (basic compensation) and variable compensation. The variable compensation includes annual bonuses linked to the achievement of management targets set for a single fiscal year, as well as long-term incentive compensation comprising two types: performance-based cash plans (LTIP) and restricted stock units (RSU). Furthermore, the proportion of variable compensation in total compensation is set higher for executive officers in higher positions, thereby motivating them to achieve performance targets and enhance shareholder value. Additionally, starting from fiscal year 2024, we have revised the performance-based cash plan for executive officers to include Total Shareholder Return (TSR) as an indicator, aiming to further enhance shareholder value.

As outlined above, the compensation system for executive officers is designed to link compensation to

performance and stock prices, while the current compensation system for directors excludes linking compensation to performance and stock prices. However, as we continuously strive for improvement in response to changes in the external environment, incorporating uniform rules regarding directors' compensation into the Articles of Incorporation, which is the fundamental norm for determining the company's organizational and operational framework, may hinder compensation decisions and improvements tailored to specific circumstances at any given time, and we believe this is inappropriate.

Moreover, under the Companies Act, the compensation for directors in a company with a nomination committee is legally determined by the Compensation Committee. The legality of this proposal, which aims to restrict or alter the decision-making authority and content of the Compensation Committee, remains questionable.

In light of the above, its company's Board of Directors opposes this proposal.

Item 5: Regarding the implementation of year-end dividends

The Company's Board of Directors opposes this shareholder proposal for the following reasons.

Nissan aims to enhance shareholder returns and improve capital efficiency while striving to achieve sustainable business expansion and maintaining financial soundness to realize medium- and long-term growth as part of the Company's shareholder return policy. Decisions regarding dividends take into comprehensive consideration factors such as operating profit, net income, free cash flow from the automobile business, and net cash in the automobile business.

Regarding the fiscal year ending March 2025, the Company recorded a net loss of 670.9 billion yen for the current fiscal year. Moreover, free cash flow from the automobile business stood at minus 242.8 billion yen. Accordingly, on April 24, 2025, in the Company's "Notice Regarding Dividends of Surplus", the Company announced the decision to forgo year-end dividends for the fiscal year ending March 2025.

In the performance outlook for fiscal year 2026 announced on May 13, 2025, due to the uncertainty of the environment caused by U.S. tariff policies, operating profit and net income attributable to parent company shareholders remain undecided. Therefore, we believe it is appropriate to focus on implementing Nissan's management restructuring plan "Re:Nissan" improving business performance, and taking measures centered on cash preservation.

In light of the above, its Board of Directors opposes this shareholder proposal.

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Appendix: Contents of the shareholder's proposal

The contents of the shareholder proposal and the reasons for proposal have been transcribed without any changes to the contents in the Shareholder Proposal Exercise Form submitted by the proposing shareholders.

Item 1 and Item 2 are proposals made by Strategic Capital, Inc.

Regarding the proposals 1 and 2 (hereinafter referred to as the “Articles of Incorporation Amendment Proposals”), if formal adjustments (including but not limited to corrections of article number discrepancies) to the chapters or articles described in the Articles of Incorporation Amendment Proposals become necessary due to the approval or rejection of the Articles of Incorporation Amendment Proposals and other proposals at this Annual General Meeting of Shareholders (including proposals submitted by the company), the articles related to the Articles of Incorporation Amendment Proposals shall be replaced with the articles after the necessary adjustments have been made. For detailed explanations of each shareholder proposal below, please refer to <https://stracap.jp/7201-NISSAN.pdf/> or the special site link at the top right of the Strategic Capital Inc. homepage at <https://stracap.jp/>. Note that the company figures described in each shareholder proposal are based on consolidated financial statements unless otherwise specified as (non-consolidated).

(Company Note) The above “proposals 1 and 2” refer to Item 1 and Item 2.

Item 1: Partial revision of the provision of articles

(Establishment of a new provision for consideration of the treatment of listed affiliates)

(1) Contents of shareholder proposal

The following article will be added to the current Articles of Incorporation.

Chapter 8 Listed Affiliates

(Consideration of the treatment of listed affiliates)

Article 35

For the Company's consolidated subsidiaries and equity method affiliates whose issued common stock is listed on a domestic securities market (“listed affiliates”), the Board of Directors of the Company shall quantitatively compare and consider at least once a year which of the following options will contribute to improving the shareholder value and enterprise value of the Company and each listed affiliate: making the Company a wholly owned subsidiary or merging with the Company, selling the shares of the listed affiliate held by the Company, or maintaining the status quo, and shall promptly disclose the results of such consideration through TDNet after such consideration is completed.

(2) Reason for proposal

The Company is facing a management crisis, with a PBR of 0.23 times at the end of the FY2024 and a credit rating at “junk” levels, structural reform is urgently needed. In addition, last year the Company received a recommendation against for violating the Subcontract Act, and management reforms are required to ensure compliance with laws and regulations.

However, with listed affiliates companies that are closely related to the business there is no guarantee that the structural and management reforms best for Nissan will also be best for the listed affiliated companies. Reforms must be undertaken while taking into consideration the risk of conflicts of interest with minority shareholders of the listed affiliates.

From the above perspective, it is necessary for the Company to reconsider whether holding shares of listed affiliates and exercising influence will contribute to the enhancement of shareholder value of the Company and its

listed affiliates.

Therefore, we request that the Board examine what policy decisions and actions regarding the shares of listed affiliates would contribute to the corporate and shareholder value of the Company and its listed affiliates.

Item 2: Partial revision of the provision of articles

(Establishment of a new provision regarding determining a policy for dealing with listed affiliates that may be delisted)

(1) Contents of shareholder proposal

The following article will be added to the current Articles of Incorporation.

(Determining a policy for dealing with listed affiliates at risk of delisting))

Article 36

If the common stock issued by a listed affiliate of the Company (including but not limited to Nissan Shatai Co., Ltd. (hereinafter referred to as "Nissan Shatai") violates or is reasonably determined to be at risk of violating the listing maintenance criteria set by the stock exchange, the Company's Board of Directors will promptly determine a specific response policy to protect the interests of the Company and minority shareholders of the listed affiliate, including making the affiliate a wholly owned subsidiary or absorbing the listed affiliate, or selling the listed affiliate's shares held by the Company, and will disclose the policy through TDNet promptly after the decision.

(2) Reason for proposal

For Nissan, Nissan Shatai is effectively a Nissan plant and there is no point in being listed as an independent company. Moreover, due to the Company's shareholding, Nissan Shatai is in danger of being delisted, and as long as it remains listed, management must take into account the risk of conflicts of interest with Nissan Shatai.

From Nissan Shatai's perspective, it is still forced to provide JPY 89.1 B in deposits or loans to Nissan despite the fact that 72% of minority shareholders opposed the proposal at the AGM in 2022. Nissan Shatai also relies on the Company for 98% of its sales, but its profit margin is one of the lowest in the industry, and there is no choice but to assess that Nissan Shatai is being exploited by Nissan.

Therefore, to continue to maintain Nissan Shatai's listing would, in itself, be an act that would lower the Company's reputation as a global company.

Therefore, in order to protect the interests of the minority shareholders of Nissan Shatai, we request the Board determine a policy for dealing with Nissan Shatai.

Item 3 is a proposal made by two individual shareholders.

Item 3: Amendments to the Articles of Incorporation

(Establishment of a "Zesei-yaku" to ensure proper shareholder meetings)

(1) Contents of shareholder proposal

Paragraph 2 shall be added to Article 14 of the Articles of Incorporation, and Article 14-2 of the Articles of Incorporation shall be newly established.

The items to be added and the specific contents of the new text are as follows.

Article 14

Paragraph 1:

(Omitted)~ act as chair of a General Meeting of Shareholders. (Omitted) one of the other Executive Officers shall act in his/her place (Omitted).

Paragraph 2:

The chairperson shall maintain the order of the General Meeting of Shareholders and organize the business of the meeting by respecting the opinions of Zesei-yaku at the General Meeting of Shareholders where the Zesei-yaku

specified in the following article is present.

Article 14-2

Paragraph 1:

A Zesei-yaku may give his/her opinion to the chairperson at a general meeting of shareholders with regard to the decisions listed in the following items (i) to (iii). The remediator may also prepare and submit to the Company the documents listed in item (iv).

- (i) Decision to end questions from shareholders
- (ii) Decision on the approval or disapproval of proposals;
- (iii) Decisions on appropriateness of responses to questions from shareholders;
- (iv) the record of Zesei-yaku (Records of shareholders' meetings attended as a Zesei-yaku);

Paragraph 2:

The Company shall nominate and notify all shareholders of a Zesei-yaku from among the shareholders who satisfy the conditions set forth in the following paragraph and shall provide all shareholders with the facilities necessary and sufficient to exercise the power of the Zesei-yaku set forth in the preceding paragraph. In addition, documents set forth in item (iv) of the preceding paragraph that have been submitted by a Zesei-yaku within 14 days from the day following the shareholders meeting shall be subject to inspection and copying pursuant to Article 318 of the Companies Act by following a part of the minutes of the shareholders meeting.

Paragraph 3:

A Zesei-yaku shall be a person who satisfies all of the following conditions (no proxy is allowed.): shall be taken as the case may be.

- (i) Individual shareholders holding 100 or more voting rights consecutively for one year or more at the record date of the general meeting of shareholders
- (ii) Individual shareholders who do not fall under any of the following categories of matters:
 - A. Employees of the Company (including employees dispatched from temp agencies) and employees of important subcontractors (audit corporations, corporate lawyers, etc.)
 - B. Officers of the Company (including former executives)
 - C. Officers of affiliated companies (subsidiaries, important business partners, and major shareholders who owns more than 1%) (including former executives)
 - D. A relative within the second degree of kinship of a person who falls under B or C above
- (iii) An individual shareholder who has submitted to the Company a document to stand as a Zesei-yaku by the following deadline:
 - A. Ordinary General Meeting of shareholders: Up to 21 days after the record date of Article 13
 - B. Extraordinary General Meeting of Shareholders: 8 days prior to the date of extraordinary general meeting of shareholders

Paragraph 4:

A Zesei-yaku shall not take any of the actions listed in the following items:

- (i) Exercise of the right to propose proposals set forth in Articles 303 and 304 of the Companies Act
- (ii) Exercise of the right to ask questions at a shareholders meeting in the same manner as other shareholders
- (iii) An act of buying or selling (including gifts or receiving gifts) the Company's shares from the time of the candidate's candidacy for the position of Remediator until the date of the shareholders meeting.

Paragraph 5:

The Company may cancel the appointment of the Zesei-yaku by the end of the General Meeting of Shareholders if the Zesei-yaku commits any of the prohibited acts listed in the items of the preceding paragraph.

(2) Reason for proposal

The position of "Zesei-yaku" required in this proposal is not a position stipulated in the Companies Act. It is a

proposal for Nissan to establish its own voluntary position. Naturally, the Companies Act does not prohibit the creation of voluntary positions. With appropriate management of shareholders meetings, it is as legal as a board member (management side) has a secretariat.

The purpose of proposing the establishment of a new “Zesei-yaku” is to improve and correct the reality that the substance of Article 295 (Authority of Shareholders Meetings) and Article 314 (Accountability of Directors) of the Companies Act has been greatly lost.

First of all, proposals referred to as “Company Proposal” at past general meetings of shareholders is a proposal from the Board. The General Meeting of Shareholders and the Board of Directors are both part of the Company and the recognition that only one of the Directors and the Shareholders is identical to the Company differs from the content of the Companies Act. This statement of recognition that differs from the contents of the Companies Act is widely used not only by Nissan Motor but also by general shareholders meetings in Japan. Moreover, “Company Proposal” are often voted on without being questioned, and on the other hand, the few shareholder proposals that are passed are extremely rare.

In effect, it can be assumed that the Board of Directors has submitted a proposal after prior explanation and confirmation of approval to major shareholders. In other words, it is decided by the Board of Directors (The violation of Article 295, Paragraph 3 of Companies Act is suspected.) It is only a formality that goes through a general meeting of shareholders. The situation is that it is absurd to judge a decision by the volume of applause in the hall. In addition, inappropriate answers to questions are given.

I think it is reasonable for the Board of Directors to do its best to submit proposals that are likely to be approved by major shareholders. However, this does not justify the general shareholders meeting becoming a mere facade. Shareholders who are investors shall have the right to supervise and rectify based on the interpretation of the Companies Act as a whole. To exercise the right of supervision and correction in a sound manner and to check and prevent scandals involving directors, such as the “Ghosn Shock” that occurred in the past, we must prevent the general meeting of shareholders from becoming a mere facade and improve it. To this end, we propose the establishment of a new “Zesei-yaku.”

So far, this is the reason for the proposal of “Zesei-yaku.” For details of the “Zesei-yaku,” I will explain at the General Meeting of Shareholders, with focus on each item of Article 14-2, Paragraph 1 of the Articles of Incorporation.

Item 4 and Item 5 are proposals made by a individual shareholder.

Item 4: Amendments to the Articles of Incorporation regarding the Director Compensation

(1) Contents of shareholder proposal

I propose to add the following provisions to the Articles of Incorporation of the Company.

Article [X] (Compensation-linked system)

The compensation of Directors is determined with the approval of the general meeting of shareholders. However, if the Company’s stock price falls by 10% or more from the end of the previous fiscal year, the total amount of compensation for that fiscal year shall be automatically reduced by 20% or more.

(2) Reason for proposal

Although the level of compensation has been partially reduced, it is still high, and it is not clearly guaranteed to be linked to stock prices or business performance. It is necessary to create a sense of responsibility and tension in the compensation system and to align interests with shareholders.

Item 5: Regarding the implementation of year-end dividends

(1) Contents of shareholder proposal

At the end of fiscal year 2024, I request the implementation of a dividend of 20 yen per common share, as well as

the prompt presentation of a policy regarding interim dividends.

(2) Reason for proposal

Under the current situation of continued non-payment of dividends, sincere profit returns to shareholders are not being fulfilled. The interim dividend remains undecided, and in order to restore trust, it is necessary to clarify the policy for profit returns to shareholders.

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