

Code no.: 7222
June 6, 2013

NISSAN SHATAI CO., LTD.
10-1 Amanuma, Hiratsuka, Kanagawa

Dear Shareholders:

90th Ordinary General Shareholders Meeting: Notice of Convocation

Notice is hereby given that the 90th Ordinary General Shareholders Meeting of the Company (the "Meeting") will be held as described below. You are cordially invited to attend the Meeting.

If you are unable to attend the Meeting in person, you may exercise your voting right in writing. After reviewing the Reference Materials for General Shareholders Meeting below and the enclosed 90th Shareholders' Report, please indicate your votes for or against the proposals on the enclosed voting form and return it to the Company so that it arrives no later than 5:30 p.m. on Tuesday, June 25, 2013.

Yours sincerely,

Yoshiaki Watanabe
President

Particulars

1. Date and Time

Wednesday, June 26, 2013, at 10:00 a.m.

2. Venue

Head Office Conference Room
Nissan Shatai Co., Ltd.
10-1 Amanuma, Hiratsuka, Kanagawa

3. Agenda Items

Matters to be reported:

1. Fiscal 2012 Business Report (April 1, 2012 to March 31, 2013), Consolidated Financial Statements, and Audit Reports by Accounting Auditor and the Board of Statutory Auditors
2. Fiscal 2012 Financial Statements (April 1, 2012 to March 31, 2013)

Matters to be resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of six Directors due to expiration of the terms of office for all Directors.
- Proposal 3: Election of one Statutory Auditor

- When attending the Meeting in person, please present the enclosed voting form at reception.
- If any revisions are made to the Reference Materials for General Shareholders Meeting, the Business Report, or the Consolidated or Nonconsolidated Financial Statements, amended versions will be posted on the corporate website:
<http://www.nissan-shatai.co.jp/IR/NEWS/>

Reference Materials for General Shareholders Meeting

Proposals and Matters for Reference

Proposal 1: Appropriation of Surplus

Taking into account business performance in this fiscal year and the Company policy of paying stable dividends on an ongoing basis, it is proposed to pay a year-end dividend as detailed below.

Including the interim dividend already paid, this will result in a total dividend for this fiscal year of 9 yen per share, the same amount paid for the previous fiscal year.

Details of Year-End Dividend

- (1) Distribution of year-end dividend to shareholders and total amount:
4.5 yen per share of common stock in the Company
Total amount: 665,711,960 yen
- (2) Effective date of distribution of surplus:
June 27, 2013

Proposal 2: Election of Six Directors due to expiration of the terms of office for all Directors.

Since all present directors will complete their terms of office at the closing of this Meeting, this proposal is for the election of six directors.

Candidates for director are as follows:

No.	Name (Date of Birth)	Brief Personal Record, Responsibilities, and Important Positions at Other Companies	Number of Shares of the Company Owned
1	Yoshiaki Watanabe (Sep. 5, 1952)	Apr. 1977: Joined Nissan Motor Co., Ltd. Apr. 2004: Regional VP, Plant Manager, Oppama Plant, Nissan Motor Co., Ltd. Apr. 2006: Senior Vice President, Nissan Motor Co., Ltd. Apr. 2009: Corporate Adviser, Nissan Shatai Co., Ltd. June 2009 Representative Director and President, Nissan Shatai Co., Ltd. (current position) Responsibilities at Nissan Shatai Co., Ltd.: Internal Audit Office. Key positions held concurrently:	15,000

		President, Nissan Shatai Kyushu Co., Ltd.	
2	Shuichi Otani (Apr. 9, 1954)	Apr. 1977: Joined Nissan Motor Co., Ltd. Apr. 2004: VP, Nissan Motor Co., Ltd. Apr. 2006: Corporate Vice President, Nissan Motor Co., Ltd. Apr. 2009 Senior Vice President, Nissan Shatai Co., Ltd. June 2009 Director and Senior Vice President, Nissan Shatai Co., Ltd. (current position) Responsibilities at Nissan Shatai Co., Ltd.: Overall supervision of General & Administration Div.; Corporate IT Promotion Dept. Key positions held concurrently: President, Nissan Shatai Computer Service Co., Ltd.	6,000
3	Masashi Mizunuma (Sep. 18, 1954)	Apr. 1978: Joined Nissan Motor Co., Ltd. Apr. 2007: General Manager, Global Production Engineering Center, Nissan Motor Co., Ltd. Apr. 2008: General Manager, Vehicle Production Engineering Dept., , Nissan Motor Co., Ltd. Apr. 2009: General Manager, Vehicle Production Engineering Control Dept., Nissan Motor Co., Ltd. Apr. 2011 Senior Vice President, Nissan Shatai Co., Ltd. June 2011 Director and Senior Vice President, Nissan Shatai Co., Ltd. (current position) Responsibilities at Nissan Shatai Co., Ltd.: Overall supervision of Production Div.; Safety and Environment Administration Dept.; Production Administration Dept.; Shonan Plant	3,000
4	Yuzo Sakita (Jul. 23, 1954)	Apr. 1980: Joined Nissan Motor Co., Ltd. Apr. 2004: Executive Vice President, Nissan Technical Center North America Inc. Apr. 2009: General Manager, LCV Development Dept., Nissan Shatai Co., Ltd. Aug. 2009: Corporate Vice President, Nissan Shatai Co., Ltd. Aug. 2009: General Manager, LCV Product Development Div.; General Manager, Monozukuri Dept.,	6,000

		<p>LCV Business Div., Nissan Motor Co., Ltd. (positions held concurrently)</p> <p>Apr. 2012 Senior Vice President, Nissan Shatai Co., Ltd.</p> <p>June 2012: Director and Senior Vice President, Nissan Shatai Co., Ltd. (current position)</p> <p>Responsibilities at Nissan Shatai Co., Ltd.: Overall supervision of Development Div.; Product Development Administration Dept.; Body Development Dept.; Vehicle Evaluation & Test Dept.; General Manager, Corporate Quality Assurance Div.</p>	
5	Toshikatsu Hamaji (Nov. 7, 1957)	<p>Apr. 1981: Joined Nissan Shatai Co., Ltd.</p> <p>Apr. 2006: General Manager, Corporate Plan Promotion Office, Corporate Management Dept., Nissan Shatai Co., Ltd.; Senior Manager, Affiliate Management Dept., Nissan Motor Co., Ltd. (positions held concurrently)</p> <p>Apr. 2008: Senior General Manager; General Manager, Corporate Management Dept., Nissan Shatai Co., Ltd.</p> <p>Apr. 2010: Corporate Vice President, Nissan Shatai</p> <p>June 2012: Director and Corporate Vice President, Nissan Shatai (current position)</p> <p>Responsibilities at Nissan Shatai Co., Ltd: Corporate Management Dept.; Finance Dept.; Vehicle Cost Management Dept.; Conversion Business Promotion Dept.</p> <p>Key positions held concurrently: Director, Nissan Shatai Manufacturing Co., Ltd.; Statutory Auditor, Auto Works Kyoto Co., Ltd.</p>	4,000

6	Yoshiyuki Oki (Apr. 27, 1961)	<p>Apr. 1984: Joined Kanagawa Chuo Kotsu Co., Ltd.</p> <p>June 2006: General Manager, Business Development Dept., Kanachu</p> <p>June 2008: Director; General Manager, Business Development Dept., Kanagawa Chuo Kotsu Co., Ltd.</p> <p>June 2009: Director; General Manager, Business Dept., Kanagawa Chuo Kotsu Co., Ltd.</p> <p>May 2010: Director; General Manager, Business Planning Dept., Kanagawa Chuo Kotsu Co., Ltd. (current position)</p> <p>June 2011: Statutory Auditor, Nissan Shatai Co., Ltd</p> <p>June 2012: Director, Nissan Shatai Co., Ltd (current position)</p> <p>Key positions held concurrently: Director; General Manager, Business Planning Dept., Kanagawa Chuo Kotsu Co., Ltd.</p>	2,000
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Notes:

1. There are no special interests between the Company and the director candidates.
2. Mr. Oki is a candidate for an outside director post.
3. Mr. Oki is proposed as a candidate because he offers valuable opinions in his current role as an outside director for the Company and has a wealth of management experience and wide-ranging knowledge, which are deemed to make him suitable for an outside director post.
4. Mr. Oki is currently serving as an outside director for the Company, and his term of office will be one year at the closing of this Meeting.
5. If Mr. Oki is elected in accordance with the proposal, he will continue to be an independent director as stipulated by Tokyo Stock Exchange, Inc.
6. Article 31, Paragraph 2 of the Company's Articles of Incorporation permits the Company to enter into contracts with outside directors limiting their liability for damages vis-à-vis the Company to a certain level so that such directors can fully exercise their abilities to fulfil the roles expected of them. The Company has entered into such a contract with Mr. Oki based on these provisions, and this contract will be renewed if he is reelected. The details of this contract are as follows:
 - (1) If outside directors become liable for damages to the Company due to neglect of their duties, such liability shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.

- (2) The limit of liability described in the above paragraph shall apply only in cases where the outside director concerned is without knowledge and not grossly negligent in performing his/her duties liable for damages.

Proposal 3: Election of One Statutory Auditor

At the closing of this Meeting, Statutory Auditor Toshio Koyama will resign from office. Accordingly, this proposal is for the election of one statutory auditor to fill the vacancy.

The Board of Statutory Auditors has agreed to this proposal.

The candidate for statutory auditor is as follows:

No.	Name (Date of Birth)	Brief Personal Record, Responsibilities, and Important Positions at Other Companies	Number of Shares of the Company Owned
1	Msahiko Otsuka (Jul. 16, 1953)	Apr. 1978: Joined Nissan Motor Co., Ltd. Apr. 2002: Cost reduction Promotion Office, Nissan Motor Co., Ltd. Apr. 2005: Vice President; JATCO Ltd. Apr. 2007: President, Automotive Energy Supply Corporation Oct. 2010: Corporate adviser, Automotive Energy Supply Corporation (current position)	0

Notes:

1. There are no special interests between the Company and the statutory auditor candidate.
2. Mr. Otsuka is a candidate for outside statutory auditor post.
3. Mr. Otsuka is proposed as a candidate because he has a wealth of management experience and wide-ranging knowledge, which are deemed to make him suitable as an outside statutory auditor.
4. Article 39, Paragraph 2 of the Company's Articles of Incorporation permits the Company to enter into contracts with outside statutory auditors limiting their liability for damages vis-à-vis the Company to a certain level so that such auditors can fully exercise their abilities to fulfil the roles expected of them. If Mr. Otsuka is elected in accordance with the proposal, the Company will also enter into such a contract with him. The details of this contract is as follows:
 - (1) If outside statutory auditors become liable for damages to the Company due to neglect of their duties, such liability shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.

- (2) The limit of liability described in the above paragraph shall apply only in cases where the outside statutory auditor concerned is without knowledge and not grossly negligent in performing his/her duties related to the claimed.