Corporate Governance Report

Last Update: June 30, 2021

Nintendo Co., Ltd.
Shuntaro Furukawa, Representative Director and President
Contact: Legal Department, 075-662-9600
Securities Code: 7974
https://www.nintendo.co.jp

The corporate governance of Nintendo Co., Ltd. (the "Company") is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Information

1. Basic Views

At Nintendo, we strive to maximize long-term, continuous corporate value while carefully considering the benefits for everyone we touch, including shareholders but also consumers, business partners, employees, local communities and other stakeholders. We are working to achieve a highly transparent and sound system of corporate governance, as well as improve our corporate ethics.

[Disclosure Based on the Principles of the Corporate Governance Code] New

[Principle 1-4 Cross-Shareholdings]
In addition to the purpose of pure investment, the Company holds listed shares to maintain or develop business alliances or business relationships when it is deemed to contribute to the improvement of the Company's corporate value over the mid- to long-term.
Cross-shareholdings are examined by the Board of Directors whether the holding is reasonable in light of the above policy upon confirming the purpose and rationality of holding shares per individual issuer. If the significance of holding these shares is deemed to have diminished as a result of the examination, the Company will consider selling the shares issue by issue and seek to reduce cross-shareholdings.
Voting rights attached to cross-shareholdings are exercised upon considering the operating results over a certain period and the impact on financial balances from a perspective of improving the corporate value of the investee over the mid- to long-term and approval or disapproval is determined on a per-proposal basis.

[Principle 1-7 Related Party Transactions]
Transactions with Directors in conflict of interest are stipulated in internal regulations to require approval by the Board of Directors pursuant to laws and regulations. Transactions with other related parties also require procedures stipulated in internal regulations. In addition, the Company conducts an annual survey of Directors, Executive Officers and the management teams of significant subsidiaries to confirm whether there are related party transactions.
[Principle 2-6 Roles of Corporate Pension Funds as Asset Owners]
In order to safely and efficiently manage the reserves in Corporate Pension Funds, the Company has drafted a basic policy and management guidelines which include investment targets and asset allocation ratios. In addition, the Asset Management Committee, which is composed of the heads of the finance and human resources divisions and other members who have thorough knowledge of asset management, monitors the performance of the investment manager and revises the policy and guidelines as necessary.

[Principle 3-1 Full Disclosure]

(1) The Company's Basic Management Policy, Basic Policy of Profit Distribution, and Targeted Management Index are disclosed on the Company's website for your reference.
https://www.nintendo.co.jp/ir/en/management/policy.html
In addition, the mid- to long-term management strategy and issues to be addressed are disclosed in Supplementary Information about Earnings Releases and Business Reports, etc., while regular IR events such as Financial Results Briefings are held to communicate information. All these materials are provided on the Company's website.
https://www.nintendo.co.jp/ir/en/index.html

(2) Please see the Corporate Governance page on the Company's website.
https://www.nintendo.co.jp/ir/en/management/governance.html

(3) Please refer to II. 1. "Disclosure of Policy on Determining Compensation Amounts and Calculation Methods" in [Director Compensation] and [Incentives] of this report.

(4) (Nomination Policies and Procedures)
The Company nominates candidates for Directors who are judged to be eligible as determined by a comprehensive assessment of their character, knowledge, and experience, regardless of gender, age, or nationality, based on election standards prepared with the consent of the Audit and Supervisory Committee.
Based on this policy, the President proposes a list of candidates to the Nomination and Advisory Committee, which deliberates and reports to the Board of Directors. The Board of Directors confirms the list, considering this report, and submits a proposal for election to the General Meeting of Shareholders.
Prior to making this decision, the Board of Directors obtains input from the Audit and Supervisory Committee on the eligibility of the Directors (excluding Directors who are Audit and Supervisory Committee Members), and regarding the candidates for Directors who are Audit and Supervisory Committee Members, the consent of the Audit and Supervisory Committee.

(Policies and Procedures for Dismissal)
In the case a Director is deemed to have difficulty in appropriately executing his/her duties or in the event of other circumstances that fall under the dismissal standards formulated with the consent of the Audit and Supervisory Committee, the Company will consider the dismissal of the Director.
Based on this policy, the President (or another Director in the case of the President) suggests dismissal of the Director to the Nomination Advisory Committee, which deliberates and reports to the Board of Directors. The Board of Directors then considers this report and submits a proposal for election to the General Meeting of Shareholders. Prior to making the decision on the dismissal of Directors (excluding Directors who are Audit and Supervisory Committee Members), the Board of Directors obtains input from the Audit and Supervisory Committee on whether the dismissal is reasonable.

(5) The reasons for the appointment and dismissal of each Director are disclosed in the convocation notices of the General Meetings of Shareholders. The reasons for selection are disclosed in the Notice of the 76th Annual General Meeting of Shareholders.
https://www.nintendo.co.jp/ir/en/stock/meeting/index.html

[Supplementary Principle 4-1-1 Scope of Delegation to Management]
The Company has clarified in its internal regulations the standard for matters to be proposed at the Board of Directors meetings as those stipulated by laws, regulations and the Articles of Incorporation as well as other similar important matters along with standards for amounts, etc. depending on the item. In addition, item-specific standards for amounts, etc. are also established for matters other than the matters to be proposed at the Board of Directors meetings, and internal regulations have defined the decision-making authority for each position of the members of the Executive Management Committee, the management team and other management personnel.

[Principle 4-9 Independence Standards and Qualification for Independent Directors]
In addition to referring to the standards for independence of Independent Officers defined in the "Guidelines concerning Listed Company Compliance, etc." of Tokyo Stock Exchange, Inc., the Company appoints

Independent Outside Directors focusing on their ability to provide objective advice from a neutral position as well as excellent character, professional knowledge and experience.

[Supplementary Principle 4-11-1 Views on the Balance between Knowledge, Experience, and Skills of the Board as a Whole, and Diversity and Board Size]
The Board of Directors is to be composed of the optimal number of members necessary and reasonable in light of the business environment, and appoints Directors who have abundant experience in various fields while also taking diversity into account within an appropriate scope based on the election standards.

[Supplementary Principle 4-11-2 Concurrent Positions Held by Directors and Auditors]
Concurrent positions held by Directors are disclosed in the convocation notices of the General Meetings of Shareholders, etc., and posted on the Company's website every year.
https://www.nintendo.co.jp/ir/en/index.html
Currently, two Outside Directors concurrently serve as an Outside Director at other listed companies.

[Supplementary Principle 4-11-3 Analyzing and Evaluating the Effectiveness of the Board as a Whole]
The Company analyzes and evaluates the effectiveness of the Board of Directors once a year at fiscal year-end during the period from late March to May.
Analysis and evaluation is performed through questionnaires to all Directors which are collected and compiled by the secretariat of the Board of Directors to confirm the content of the analysis and evaluation.
Based on the results of the evaluation of the effectiveness of the Board of Directors for the previous fiscal year, the Company has determined that the Board of Directors is functioning effectively in all matters, including those related to the composition and operation of the Board of Directors and the provision of information to Outside Directors. The Company will determine matters that need to be addressed in the future through further evaluation of the Board of Directors.

[Supplementary Principle 4-14-2 Training Policy for Directors and Auditors]
After Outside Directors take office, the Company provides explanations on the business of the Company as needed, and strives to convey important management information and other necessary information.
For Directors from within the Company, opportunities to acquire necessary knowledge and information are provided via training on their roles and responsibilities as a company officer based on laws and regulations, etc. when they take office, and compliance-related internal education programs and external training sessions during their term.

[Principle 5-1 Policy for Constructive Dialogue with Shareholders]
In order to promote constructive dialogue with shareholders, the Company has established and initiated the following structures and measures.

- Under the supervision of the President, the division in charge of IR takes a central role in arranging individual meetings, etc., with shareholders attended by the President, Directors, or Executive Officers as necessary.
- The division in charge of IR cooperates with related internal divisions, gathers necessary information, and seeks to enhance dialogue.
- Shareholder feedback and concerns collected through dialogue are reported to the management team in a timely and appropriate manner.
- The Company restricts dialogue with shareholders during a designated quiet period before financial results are announced. Insider information is also appropriately managed pursuant to internal regulations.
- After financial results are announced for the second and third quarters and the full fiscal year, the Company holds Financial Results Briefings (conference calls) for institutional investors, etc. to explain the outline of the financial results and the future outlook, and conduct a Q&A session. A Corporate Management Policy Briefing is also held once a year.

2. Capital Structure

Foreign Shareholding Ratio	More than 30%

[Status of Major Shareholders] New

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	8,879,200	7.45
Custody Bank of Japan, Ltd. (Trust Account)	5,846,520	4.91
JP Morgan Chase Bank 380815	5,840,000	4.90
The Bank of Kyoto, Ltd.	4,880,200	4.10
The Nomura Trust and Banking Co., Ltd. (MUFG Bank, Ltd. Retiree Allowance Trust Account)	4,210,900	3.53
CITIBANK, N.A.-NY, AS DEPOSITARY BANK FOR DEPOSITARY SHARE HOLDERS	2,267,252	1.90
State Street Bank West Client – Treaty 505234	1,817,190	1.53
DeNA Co., Ltd.	1,759,400	1.48
Custody Bank of Japan, Ltd. (Trust Account 5)	1,754,900	1.47
State Street Bank and Trust Company 505103	1,610,535	1.35

Controlling Shareholder (except for Parent Company)	—
Parent Company	None

Supplementary Explanation New

The "Status of Major Shareholders" above is as of March 31, 2021.
The Company's 125,462 hundred treasury shares are excluded from the above table.
Furthermore, although the Statements of Large-Volume Holdings (Statement of Changes) which are available for public inspection states that shares of the Company are held as listed below, the "Status of Major Shareholders" is based on the Company's shareholder registry, as the Company could not confirm the actual number of shares held as of March 31, 2021.

- Sumitomo Mitsui Trust Asset Management Co., Ltd. and its joint holders
  Statement of large-volume holdings on December 7, 2020 Holdings: 67,619 hundred shares (5.14%)
- Capital Research and Management Company
  Statement of changes on June 22, 2020 Holdings: 65,282 hundred shares (4.96%)
- MUFG Bank, Ltd. and its joint holders
  Statement of changes on April 16, 2018 Holdings: 95,109 hundred shares (6.71%)
- BlackRock Japan Co., Ltd. and its joint holders
  Statement of large-volume holdings on March 22, 2017 Holdings: 73,172 hundred shares (5.17%)

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange First Section
Fiscal Year-End	March
Type of Business	Other Products
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	More than 1 trillion yen

Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 10 to less than 50

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

—

5. Other Special Circumstances Which May Have Material Impact on Corporate Governance

—

II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Oversight in Management

1. Organizational Composition and Operation

Organization Form	Company with an Audit and Supervisory Committee

[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	20
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	President
Number of Directors New	10
Appointment of Outside Directors	Yes
Number of Outside Directors New	4
Number of Independent Outside Directors New	3

Outside Directors' Relationship with the Company (1) New

Name	Attribute	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	K
Chris Meledandri	From another company								○			
Katsuhiro Umeyama	Certified public accountant											
Masao Yamazaki	Certified tax accountant											
Asa Shinkawa	Attorney-at-law											

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;
"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;
"▲"when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries
b. Executive or non-executive director of a parent company of the Company
c. Executive of a fellow subsidiary company of the Company
d. A party whose major client or supplier is the Company or an executive thereof
e. Major client or supplier of the listed company or an executive thereof
f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/auditor
g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
i. Executive of a company, between which and the Company outside directors/auditors are mutually appointed (the director himself/herself only)
j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)
k. Other

Outside Directors' Relationship with the Company (2) New

Name	Membership on Audit and Supervisory Committee	Designation as Independent Officer	Supplementary Explanation of Relationship	Reasons of Appointment
Chris Meledandri	—	○	Illumination Entertainment, which Mr. Meledandri represents, and the Company are both involved in a project to produce a Super Mario animated film. However, there are no present or future plans to transfer funds or permit the use of intellectual property rights between Illumination Entertainment and the Company group for this project, nor is there a business relationship between Mr. Meledrandri and the Company in which he is influenced by our intentions or we are influenced by his intentions.	Mr. Chris Meledandri, founder of Illumination Entertainment, has gained extensive experience creating films as a producer. We request his election as a new Outside Director with the expectation that he will provide valuable advice, while appropriately supervising our company's management from an objective perspective, based on his broad experience and insight gained as a CEO and in the field of entertainment.
Katsuhiro Umeyama	○	○	—	Mr. Katsuhiro Umeyama has thorough knowledge of corporate accounting as a certified public accountant and corporate taxation as a certified tax accountant. The Company has elected him based on the judgment that he will contribute to ensuring the proper decision-making of the Board of Directors of the

Name	Membership on Audit and Supervisory Committee	Designation as Independent Officer	Supplementary Explanation of Relationship	Reasons of Appointment
				Company and enriching the audit and supervisory system of the Company by utilizing his extensive experience and broad insight in corporate management of the Company. As Mr. Katsuhiro Umeyama satisfies standards for independence, etc. stipulated by the Tokyo Stock Exchange, the Company appointed him as an Independent Officer.
Masao Yamazaki	○	○	—	Mr. Masao Yamazaki has successively served as a tax office district director and has thorough knowledge of corporate taxation as a certified tax accountant. The Company has elected him based on the judgment that he will contribute to ensuring the proper decision-making of the Board of Directors of the Company and enriching the audit and supervisory system of the Company by utilizing his extensive experience and broad insight in corporate management of the Company. As Mr. Masao Yamazaki satisfies standards for independence, etc. stipulated by the Tokyo Stock Exchange, the Company appointed him as an Independent Officer.
Asa Shinkawa	○	—	—	Ms. Asa Shinkawa has thorough knowledge of corporate legal affairs as an attorney-at-law. The Company has elected her based on the judgment that she will contribute to ensuring the proper decision-making of the Board of Directors of the

Name	Membership on Audit and Supervisory Committee	Designation as Independent Officer	Supplementary Explanation of Relationship	Reasons of Appointment
				Company and enriching the audit and supervisory system of the Company by utilizing her extensive experience and broad insight in corporate management of the Company. Although Ms. Asa Shinkawa satisfies standards for independence, etc. stipulated by the Tokyo Stock Exchange, the Company will not file a notification of her as an Independent Officer.

[Audit and Supervisory Committee]

Committee Composition and Attributes of Chairperson

	Total Committee Members	Full-time Members	Inside Directors	Outside Directors	Chairperson
Audit and Supervisory Committee	4	1	1	3	Inside Director

Appointment of Directors and/or Staff to Support the Audit and Supervisory Committee	Appointed

Matters Related to the Independence of Such Directors and/or Staff from Executive Directors

The Audit and Supervisory Committee Office has been established to assist the duties of the Audit and Supervisory Committee, and one dedicated staff member has been assigned. In order to ensure the independence of this staff member, the appointment and transfer of this staff member will be made with the consent of the Audit and Supervisory Committee.

Cooperation Among Audit and Supervisory Committee, Accounting Auditors and Internal Audit Departments

The Audit and Supervisory Committee cooperates with the Accounting Auditor by observing physical inventories at the fiscal year-end or receiving reports and observing accounting audits of major subsidiaries, etc., and regularly receiving explanations on the accounting audit plan and the results of accounting audits. In addition, the Audit and Supervisory Committee exchanges information and opinions as necessary, and cooperates with the internal auditing division by receiving timely reports on the results of internal audits conducted by the Internal Auditing Department and regularly exchanging opinions.

[Voluntary Establishment of Nomination/Compensation Committee]

Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Compensation Committee	Established

Committee's Name, Composition, and Attributes of Chairperson

	Committee Corresponding to Nomination Committee	Committee Corresponding to Compensation Committee
Committee's Name	Nomination Advisory Committee	Nomination Advisory Committee
All Committee Members	5	5
Full-time Members	0	0
Inside Directors	2	2
Outside Directors	3	3
Outside Experts	0	0
Other	0	0
Chairperson	Outside Director	Outside Director

Supplementary Explanation

The Nomination Advisory Committee was established on January 30, 2020 to further enhance our corporate governance system by increasing objectivity and transparency related to the nomination and compensation process of Directors. Outside Directors constitute the principal membership of the Nomination Advisory Committee.
In response to inquiries from the Board of Directors, the Committee deliberates on matters related to the nomination and compensation of Directors and reports to the Board.
The Nomination Advisory Committee is composed of the Representative Director and President and all Directors serving on the Audit and Supervisory Committee. The Committee Chairperson is decided by Committee resolution from among the Outside Directors.

[Independent Officers]

Number of Independent Officers New	3

Matters relating to Independent Officers New

All four Outside Directors of the Company satisfy the standards for independent officers stipulated by the Tokyo Stock Exchange. The Company appointed three of them as Independent Officers.

[Incentives]

Implementation Status of Measures Involving the Provision of Incentives to Directors	Introduction of Performance-based Compensation

Supplementary Explanation New

The performance-based compensation for each Director uses consolidated operating profit as a benchmark for the purpose of raising his or her commitment to enhancing the Company's performance and is calculated using a formula based on points corresponding to each Director's position.

(Calculation formula)

$$\text{The performance-based compensation for each Director} = \frac{\text{Consolidated operating profit} \times 0.2\% \times \text{Each Director's points}}{\text{Total points for all Directors}}$$

* Please refer to the most recent securities report (Japanese Only) for the number of points corresponding to each Director's position, etc.
* There is no performance-based compensation for Outside Directors or Directors who are Audit and Supervisory Committee Members.
* The upper limit of the vested amount stipulated in Article 34, Paragraph 1 (iii) (a) (1) of the Corporation Tax Act for the current fiscal year is 800 million yen.
  Thereby, the upper limit of performance-based compensation is 800 million yen.
* Please refer to "Disclosure of Policy on Determining Compensation Amounts and Calculation Methods" in [Director Compensation] for the Company's policy on determining individual compensation, etc. for Directors.

Recipients of Stock Options	

Supplementary Explanation

—

[Director Compensation]

Disclosure of Individual Directors' Compensation	Selected Directors

Supplementary Explanation New

Total amount of Director's compensation in the fiscal year ended March 31, 2021 (Million yen)

	Total amount of Director's compensation	Fixed compensation	Performance-based compensation	Other compensation
Directors who are not Audit and Supervisory Committee Members (5 persons)	946	186	760	—
Directors who are Audit and Supervisory Committee Members (5 persons)	61	61	—	—

Total amount of consolidated compensation, etc., for each Director of the Company
Amounts of compensation, etc., are disclosed only for Directors whose total consolidated compensation, etc. is 100 million yen or more, applying to the following Directors in the previous fiscal year.

Representative Director and President	Shuntaro Furukawa	318 million yen
Representative Director and Fellow	Shigeru Miyamoto	252 million yen
Director and Senior Managing Executive Officer	Shinya Takahashi	192 million yen

Policy on Determining Compensation Amounts and Calculation Methods	Established

Disclosure of Policy on Determining Compensation Amounts and Calculation Methods New

With regard to the total compensation for Directors of the Company, upper limits for Directors who are not Audit and Supervisory Committee Members and those for Directors who are Audit and Supervisory Committee Members are determined separately by resolution of the General Meeting of Shareholders.
Compensation for Directors (excluding Audit and Supervisory Committee Members) consists of a fixed compensation (regular fixed salary) and a performance-based compensation (profit-linked salary) designed to raise incentives for higher performance. However, compensation for Outside Directors consists solely of fixed compensation, in view of their position providing supervision and advice on management, without engaging in the execution of operations.
The amount of fixed compensation to individual Directors is decided by the Representative Director and President, under authority delegated by the Board of Directors, based on each Director's position and responsibilities, including whether or not he or she engages in the execution of operations, within the compensation limits established by resolution of the General Meeting of Shareholders. Fixed compensation is paid in the same amount monthly.
The performance-based compensation is calculated using a formula that uses consolidated operating profit as a benchmark and is determined by the Board of Directors based on points corresponding to each Director's position. It is paid at a designated time each year.
The Company has not established a rule regarding the relative proportions of fixed compensation and performance-based compensation.
Compensation for Directors (Audit and Supervisory Committee Members) consists only of fixed compensation in view of the fact that they are in the position of engaging in audit and supervision duties independently from Directors who execute operations. Individual compensation amounts are determined through discussion between Audit and Supervisory Committee Members, and paid in the same amount monthly.
The Company has established a system in which matters related to compensation to Directors are deliberated at a non-mandatory Nomination Advisory Committee, mainly consisting of Outside Directors, and reported to the Board of Directors.

[Supporting System for Outside Directors] New

- The Company has no department dedicated to assisting Outside Directors who are not Audit and Supervisory Committee Members, but those Outside Directors are supported as needed by the staff of the secretariat of the Board of Directors or other staff. Outside Directors who are Audit and Supervisory Committee Members are supported by the Audit and Supervisory Committee Office staff.
- Outline of structure for conveying information to Outside Directors

Outside Directors have regular meetings with the President as well as receive prior explanations on the proposals to be submitted to the Board of Directors as necessary, as a framework to convey important management information to Outside Directors.
In addition, Outside Directors who are Audit and Supervisory Committee Members are requested to attend audit report meetings where the Accounting Auditor reports on audit results, and at Audit and Supervisory Committee meetings held monthly as a general rule, the full-time Audit and Supervisory Committee Members explain them the content and results of operational audits conducted in that month, and the Internal Auditing Department gives them timely reports on internal audit results.

[Retired Presidents/CEOs]

Information on retired presidents/CEOs holding advisory positions

Name	Job title/ position	Responsibilities	Employment terms (Full/part time, with/without compensation, etc.)	Date when former role as president/ CEO ended	Term
Tatsumi Kimishima	Executive Adviser	Provide advice to the Company on management, etc.	Part time With compensation	June 28, 2018	1 year

Number of retired presidents/CEOs holding advisory positions	1

Others

—

2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Compensation Decisions (Overview of Current Corporate Governance System) New

The Company transitioned to a Company with an Audit and Supervisory Committee via a resolution at the 76th Annual General Meeting of Shareholders held on June 29, 2016, and at the same time, introduced the Executive Officer System.

The Board of Directors consists of ten Directors (including four who are Audit and Supervisory Committee Members), including four Outside Directors (including three who are Audit and Supervisory Committee Members). All the Outside Directors satisfy the standards for independent officers stipulated by Tokyo Stock Exchange, Inc.
To drive the management activities, in addition to the meetings of the Board of Directors held monthly as a general rule, meetings of the Executive Management Committee, which consists of Representative Directors and Directors who concurrently serve as Executive Officers with special titles, are held twice a month generally to make prompt and efficient decisions. Furthermore, Executive Officers appointed by the Board of Directors every year perform their respective duties under the President's supervision and instructions.
Furthermore, as a non-mandatory advisory body to the Board of Directors, the Nomination Advisory Committee, which consists of the Representative Director and President and all Directors serving on the Audit and Supervisory Committee, deliberates on matters related to the nomination and compensation of Directors and reports to the Board of Directors.

The Audit and Supervisory Committee consists of one full-time internal Director and three Outside Directors. The Audit and Supervisory Committee Members attend meetings of the Board of Directors and other important meetings, inspect important documents, have regular meetings with the President and hold monthly meetings of the Audit and Supervisory Committee as a general rule to exchange audit opinions. Furthermore, the full-time Audit and Supervisory Committee Member conducts onsite auditing for each division of the Company, etc., based on the annual audit plan.

With respect to internal auditing, the Internal Auditing Department, under the direct supervision of the President, conducts internal auditing from a fair and unbiased perspective independent from business divisions, and works on the promotion and improvement of internal control including that of subsidiaries and affiliates.
The Accounting Auditor cooperates closely with the Audit and Supervisory Committee and the Internal Auditing Department, reports the audit plan and audit results, as well as exchanges information and opinion as necessary throughout the fiscal year, in order to ensure effective and efficient accounting audits.

3. Reasons for Adoption of Current Corporate Governance System New

The Company aims to strengthen the supervisory functions of the Board of Directors and further promote corporate governance of the Company by becoming a Company with an Audit and Supervisory Committee. The Company has also introduced the Executive Officer System for the purpose of clarifying the responsibility for the execution of operations, and establishing a more flexible management structure which can appropriately and swiftly respond to the rapidly changing business environment. The foregoing will be enabled through separating the management decision-making and supervisory functions from the execution of operations as well as by accelerating the delegation of authority to execute operations. Furthermore, to increase objectivity and transparency related to the nomination and compensation of Directors, the Nomination Advisory Committee was established and is composed principally of Outside Directors. As a general rule, the Company appoints Directors from within the Company who have thorough knowledge of its distinctive software-driven hardware and software platform business in the field of entertainment. In addition, the Company's Outside Directors are appointed so that they provide valuable advice and appropriate supervision, etc. from an objective perspective on the Company's management based on their extensive experience and knowledge in the fields of their expertise.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Vitalize General Shareholder Meetings and Streamline Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Shareholder Meeting	As a general rule, the Company dispatches the convocation notice three weeks prior to the General Meeting of Shareholders, which is ahead of the statutory deadline.
Allowing Electronic Exercise of Voting Rights	The Company has adopted a system for exercising voting rights via the Internet, etc. from the 67th Annual General Meeting of Shareholders held on June 28, 2007.
Measures to Improve the Voting Environment of Institutional Investors Such as Participation in Electronic Voting Platform	The Company participates in the voting platform for institutional investors.
Providing Convocation Notices (Summary) in English	The convocation notice in English is provided on the Company's website (https://www.nintendo.co.jp/ir/en/index.html) and on the voting platform for institutional investors.
Other	Before dispatch, the convocation notice is provided on the Company's website in Japanese and English. In addition, videos and slides are used for the business report and the Q&A session at the General Meeting of Shareholders to facilitate shareholders' understanding. A summary of the Q&A session is promptly posted on the Company's website as a means to widely disperse information.

2. IR Activities

	Supplementary Explanations	Explanation by Representative
Preparation and Publication of Disclosure Policy	The Company strives for the fair, timely and appropriate disclosure of information based on the Financial Instruments and Exchange Act and other laws and regulations as well as the Company's internal regulations.	
Regular Investor Briefings for Analysts and Institutional Investors	After financial results are announced for the 2nd and 3rd quarter, and full fiscal year, the Company holds Financial Results Briefings (conference calls) attended by	Yes

	management in addition to holding a Corporate Management Policy Briefing attended by the President once a year.	
Posting of IR Materials on Website	Financial information and other timely disclosure materials, the management policy, financial data, stock information, information on IR events, annual reports, etc. are posted on the Company's website (https://www.nintendo.co.jp/ir/en/index.html).	
Establishment of Department and/or Manager in Charge of IR	The IR Group is established in the General Affairs Department.	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The Company's Management Vision and the Compliance Code of Conduct stipulate that it shall strive to have reliable and trustworthy business practices that broadly contribute to society in addition to fulfilling the fiduciary obligations to shareholders.
Implementation of Environmental Activities, CSR Activities etc.	As one of its corporate responsibilities, the Company is actively working on protecting the global environment to make a better environment to be passed on to future generations. The Company also focuses on social contribution activities that take advantage of the characteristics of the Company's products and business activities and engages as a member of society in activities tailored to unique regional characteristics. The Company prepares CSR Reports on the details of these activities, which are posted on the Company's website (https://www.nintendo.co.jp/csr/en/index.html).
Development of Policies on Information Provision to Stakeholders	The Company strives toward the fair, timely and appropriate disclosure of information to shareholders, investors, and all stakeholders based on the Company's disclosure policy.

IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and the Progress of System Development New

In order to work toward the development, maintenance, and refinement of a sound management system, as well as to ensure proper business execution within the Company group as a whole, the Company undertakes the promotion and improvement of internal controls as described below.

(1) System to ensure that the Company's Directors and employees execute their duties in compliance with the laws and regulations and the Articles of Incorporation

By establishing an Audit and Supervisory Committee, which consists of a majority of Outside Directors, the Company aims to strengthen the supervisory functions of the Board of Directors and further promote corporate governance of the Company. Furthermore, the Company has established a compliance program (legal risk management policy) to define normative systems for compliance and has designed a compliance manual and otherwise implemented measures for promotion of compliance through establishment of a Compliance Committee in order to ensure that Directors' and employees' execution of duties complies with the laws and regulations and the Articles of Incorporation. In addition, the Company has established a whistleblowing policy ("Compliance Hotline") for early discovery and correction of illegal conduct.

In addition to regular audits by the Audit and Supervisory Committee, the Internal Auditing Department, under the direct supervision of the President, audits the business activities of each department and evaluates the effectiveness of internal controls related to financial reporting, and also proposes and suggests measures to make improvements, etc.

(2) System for storage and management of information related to the execution of duties of the Company's

Directors

The Company records information related to Directors' execution of duties as minutes of meetings of the Board of Directors, Executive Management Committee and other important meetings, as well as documents such as action memos (including electronic records). Each such record is stored and managed for an appropriate retention period, respectively, based on internal regulations.

(3) Regulations or any other systems of the Company for management of risk of loss

As a general rule, each division and department manages risks pertaining to work within its jurisdiction. Furthermore, the Internal Auditing Department monitors the risk management system of each division and department, and proposes and advises on policies for improvement, etc. Further, under the Compliance Committee, thorough compliance efforts are promoted at each division and department. In addition, the Company has established the Information Security Committee to ensure information security and also a Product Safety Committee and other structures to guarantee product safety, prevent the occurrence of product accidents and ensure prompt response in the event of an accident.

(4) System to ensure proper business execution within the Company group

The system seeks to ensure proper business execution within the Company group as a whole by ensuring proper business execution by each subsidiary.

The Company has established internal regulations applicable to its subsidiaries mainly to ensure efficient risk management and business operation by the subsidiaries. Pursuant to the regulations, the General Managers of the Company's responsible divisions identify and manage matters such as the management status of the respective subsidiaries they are in charge of, obtaining information therefrom as necessary, and subsidiaries are required to obtain the Company's prior approval for significant matters.

Furthermore, in addition to audits by the Company's Accounting Auditor, the Audit and Supervisory Committee also conducts audits with respect to subsidiaries as necessary. The Internal Auditing Department likewise conducts audits with respect to subsidiaries as needed in addition to providing guidance and cooperation on internal controls. Major subsidiaries have established internal auditing divisions or departments, and each subsidiary is promoting the establishment of internal control systems suitable to the size of the subsidiary and the law in the region where the subsidiary is located, with the cooperation of relevant divisions and departments of the Company.

In addition to providing guidance and cooperation on compliance to each subsidiary as needed, the Company has established a whistleblowing system at major subsidiaries to render it possible to provide information directly to the Company in order to enhance and promote the compliance of the Company group as a whole. Under the umbrella of the Global Compliance Conference, which comprises top management and other members of the Company and its major subsidiaries, the person in charge of compliance at each company regularly holds meetings.

(5) System to ensure that the execution of duties of the Company's Audit and Supervisory Committee is effective

・ Matters related to employees to assist duties of the Company's Audit and Supervisory Committee

The Company has established a special organization, the Audit and Supervisory Committee Office, to assist the duties of the Audit and Supervisory Committee, and the Office has dedicated staff members who work to assist the duties of the Audit and Supervisory Committee under the direction of the Committee.

Employees in the Audit and Supervisory Committee Office are selected and transferred with the agreement of the Audit and Supervisory Committee to ensure independence of such employees and effectiveness of the direction of the Committee to such employees.

・ System for reporting to the Company's Audit and Supervisory Committee

The President of the Company regularly holds meetings with the Company's Audit and Supervisory Committee Members, and provides timely reports regarding the matters designated by law. The Company's Internal Auditing Department reports internal audit results to the Company's Audit and Supervisory Committee in a timely manner and, furthermore, the Company's Directors and other employees report to the Audit and Supervisory Committee as needed matters reported by a Director or another employee of a subsidiary or matters concerning execution of the Company's or a subsidiary's business.

An employee who reports to the Company's Audit and Supervisory Committee will not be treated unfavorably.

・ Other systems to ensure that audits by the Company's Audit and Supervisory Committee are effective

The Company's Audit and Supervisory Committee Members attend the meetings of the Board of Directors as well as participate in important committees and meetings that are deemed necessary in order to ensure that the audits conducted are effective. In the event that an Audit and Supervisory Committee Member requests the payment of costs and expenses in connection with the performance of his/her duties, the request is processed pursuant to relevant laws in accordance with internal regulations.

2. Basic Views on Eliminating Anti-Social Forces

The Company has a system to deal with antisocial forces that threaten social order and security at the company level, having appointed a responsible division for dealing with antisocial forces based on its commitment to taking a tough stance against such forces. The Company has also built a system to collaborate with police, attorneys and other outside expert organizations during ordinary times to prepare for emergencies.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted

Supplementary Explanation

The Company's Board of Directors believes that the decision of whether to accept another party's tender or other acquisition offer for the purpose of making large purchases of the Company's stock ultimately should be entrusted to its shareholders, given that the stock of the Company, which is a public company, is freely traded.

However, as it is possible that certain tender or acquisition offers may harm the Company's corporate value or the common interests of shareholders, depending on the intent of the offer, etc., the Company's Board of Directors maintains that such offers are inappropriate. As of now, any specific defensive measure in the event of a tender or acquisition offer has not yet officially been introduced, but the Company has already set up an internal system to deal with such an event. If a tender or acquisition offer is proposed, the Company will carefully judge its potential impact on its corporate value and the common interests of shareholders, and take appropriate measures as management's clear duty of diligence to all shareholders.

Specifically, in addition to evaluating the offer with outside experts and negotiating with the party making the offer, the Company will establish a group to determine whether specific defensive measures are necessary, decide their contents, and implement them. If the offer is deemed inimical to the Company's corporate value or the common interests of its shareholders, the defensive measures will be determined and implemented in accordance with relevant laws and regulations. The Company will continue to consider adoption of any defensive measures for these situations, giving due respect to laws, regulations and case law related to acquisitions, their interpretations by relevant authorities, etc.

2. Other Matters Concerning to Corporate Governance System

Internal structures for timely disclosure of the Company's corporate information are as follows.

(1) Basic Policy on Disclosure

The Company discloses corporate information in a fair, timely and appropriate manner based on the Company's disclosure policy. Internal regulations (Information Management Standards, Standards on Insider Trading Regulations and Internal Information Management, etc.) are established regarding information management, aiming to prevent insider trading.

(2) Internal Structures for Timely Disclosure

- The General Manager of the Corporate Analysis & Administration Division is assigned as the person responsible for handling of information defined in the Securities Listing Regulations to manage corporate information.
- In order to ensure the lawfulness, accuracy, and fairness of timely disclosure, the President and other Directors (excluding Directors who are Audit and Supervisory Committee Members) pass judgment on disclosure upon consulting with the Corporate Analysis & Administration Division, General Affairs Division and other related divisions as necessary.

(3) Internal Procedure for Timely Disclosure

- In the event a matter arises that is subject to timely disclosure, or it is clear that it will arise, the department responsible for the relevant information (in the case of information related to a subsidiary, the department that manages the subsidiary) reports to the person responsible for handling of information.
- The person responsible for handling of information, who is a member of the Corporate Analysis & Administration Division, cooperates with the department responsible for the relevant information, and investigates and confirms the necessity of timely disclosure.
- The Corporate Analysis & Administration Division conducts timely consultations or coordination with the General Affairs Division and other related divisions as necessary, and promptly reports the results of the investigation to the person responsible for handling of information.
- The President and other Directors determines whether or not to disclose the information reported by the person responsible for handling of information based on the regulations of the Tokyo Stock Exchange and related laws and regulations, prior to disclosure.

(4) Disclosure Method

Information that falls under the Securities Listing Regulations will be disclosed using the timely disclosure network provided by the Tokyo Stock Exchange in accordance with the said regulations. Furthermore, in addition to the disclosed information, the Company will actively post information deemed to be beneficial to stakeholders on the Company's website, such as supplementary explanations on financial results.

(5) Monitoring of Timely Disclosure System

The Internal Auditing Department, which is under the direct supervision of the President, regularly audits whether the timely disclosure system is properly and effectively maintained and operated, and makes proposals for improvement if issues are detected. In addition, the Audit and Supervisory Committee receives timely reports on the results of these audits from the Internal Auditing Department, and monitors whether disclosure information conveyed by the Directors, etc. is being disclosed in a timely manner.

System of Governance

