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(Securities Code 7974)
June 5, 2014

To Shareholders with Voting Rights:

Satoru Iwata
Director and President
Nintendo Co., Ltd.
11-1 Hokotate-cho, Kamitoba,
Minami-ku, Kyoto, Japan

NOTICE OF THE 74TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 74th Annual General Meeting of Shareholders of Nintendo Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter), and cast your vote by 5 p.m. on Thursday, June 26, 2014 Japan time.

- 1. Date and Time:** Friday, June 27, 2014 at 10 a.m. Japan time (reception will open at 9 a.m.)
- 2. Place:** Seventh floor conference room in the Development Center of the Company, located at 2-1 Minamimatsuda-cho, Higashikujyo, Minami-ku, Kyoto, Japan

The venue is different from the previous year. Please refer to the map of the venue where the General Meeting of Shareholders will be held at the end of this document to arrive at the correct location.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2013 - March 31, 2014) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2013 - March 31, 2014)

Proposals to be resolved:

- Proposal No. 1:** Distribution of Surplus
Proposal No. 2: Partial Amendment to Articles of Incorporation
Proposal No. 3: Election of Ten Directors

Exercise of Voting Rights in Writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5 p.m. on Thursday, June 26, 2014 Japan time.

Exercise of Voting Rights via the Internet

To vote via the Internet, please visit the Company's designated voting website (<http://www.web54.net>)* and vote for or against the proposals by 5 p.m. on Thursday, June 26, 2014 Japan time, after confirming the "Instructions for Voting via the Internet" on page 29.

If you vote both in writing on the Voting Rights Exercise Form and via the Company's designated voting website on the Internet, only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.

Notes:

- 1) Any updates to the Appendix and the Reference Materials for the General Meeting of Shareholders, will be posted on the Company's website at the following URL: <http://www.nintendo.co.jp/ir/en/index.html>
- 2) As the Notes to the Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are posted on the Company's website (<http://www.nintendo.co.jp/ir/en/index.html>) pursuant to provisions of laws and regulations as well as Article 16 of the Articles of Incorporation, they are not presented in the Appendix. Moreover, the Notes to the Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements posted on the Company's website, in addition to documents presented in the Appendix, were included in the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Auditors and Accounting Auditor when they prepared the Board of Auditors' Audit Report and Accounting Auditor's Audit Report, respectively.
- 3) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the Company's Development Center on the day of the meeting for confirmation (reception will open at 9 a.m.).
- 4) Please be advised that non-shareholders (e.g., proxies or accompanying persons who are not shareholders) are not allowed to participate in the General Meeting of Shareholders.
- 5) After the close of the General Meeting of Shareholders, in lieu of sending a written notice of voting results to shareholders, these results will be posted on the Company's website at the following URL: <http://www.nintendo.co.jp/ir/en/index.html>
- 6) For those of you who are not able to attend the meeting, a summary of questions and answers addressed in the meeting will be posted on the Company's website at a later date for your reference at the following URL: <http://www.nintendo.co.jp/ir/en/index.html>

* This website is in Japanese only.

Business Report

(April 1, 2013 - March 31, 2014)

1. Overview of the Company Group

(1) Business Progress and Results

The Company group continues to pursue its basic strategy of “Gaming Population Expansion” by offering compelling products that anyone can enjoy, regardless of age, gender or gaming experience.

During the fiscal year ended March 31, 2014, for “Nintendo 3DS (3DS, 3DS XL and 2DS)”, “Pokémon X/Pokémon Y,” simultaneously released globally in October last year, marked 12.26 million units in sales, while “Animal Crossing: New Leaf,” released in Japan in the previous fiscal year and in June last year in the United States and Europe, marked 3.80 million units (7.66 million units on a cumulative basis) in worldwide sales. In addition, key first-party titles such as “Luigi’s Mansion: Dark Moon,” “The Legend of Zelda: A Link Between Worlds” and “Mario & Luigi: Dream Team” showed steady sales, with each title selling more than two million units. Moreover, there have also been hit titles from third-party publishers. As a result, the global sales of the “Nintendo 3DS” hardware and software reached 12.24 million and 67.89 million units, respectively.

With respect to “Wii U,” while five key first-party titles such as “Super Mario 3D World,” “New Super Mario Bros. U” and “New Super Luigi U” became million-seller titles, the “Wii U” business as a whole showed slow growth. The global sales of the “Wii U” hardware and software reached only 2.72 million and 18.86 million units, respectively.

Regarding “Nintendo DS (DS, DS Lite, DSi and DSi XL),” the global sales of its hardware and software were 0.13 million and 10.29 million units, respectively. Also, the sales of the “Wii” hardware and software were 1.22 million and 26.16 million units, respectively.

Net sales decreased by 10% year-on-year to 571.7 billion yen (of which overseas sales were 394.7 billion yen or 69.0% of the total sales). The “Wii U” hardware still has a negative impact on the Company group’s profits owing mainly to its markdown in the United States and Europe, and unit sales of software, which has high profit margins, did not grow sufficiently, leading to a gross profit of 163.2 billion yen. Consequently, total selling, general and administrative expenses exceeded gross profit, resulting in an operating loss of 46.4 billion yen (compared to operating loss of 36.4 billion yen in the previous fiscal year). Also, due to the depreciation of the yen compared with the end of the last fiscal year, exchange gains totaled 39.2 billion yen, leading to an ordinary income of 6.0 billion yen (compared to an ordinary income of 10.4 billion yen in the previous fiscal year). On the other hand, mainly due to the balance of deferred tax assets reduced in relation to the losses carried over in the United States, there was a net loss of 23.2 billion yen (compared to net income of 7.0 billion yen in the previous fiscal year).

(2) Financing and Capital Investments

No company of the Company group obtained financing, including share issuances, for the fiscal year ended March 31, 2014. The Company group made capital investments in the total amount of 38,529 million yen. The main investments were for research and development, and the construction of the Development Center.

(3) Issues to be Addressed

In the belief that the true value of entertainment lies in individuality, Nintendo continues to provide unique products and services by positioning as its core management strategy the dedicated video game platform business of hardware and software integration, in which Nintendo can best leverage its strengths. In addition, by introducing Nintendo Network IDs and taking advantage of smart devices, for example, Nintendo strives to strengthen its efforts to build a strong long-term relationship with its consumers and expand the market of its own platforms.

For “Nintendo 3DS,” the installed base has reached a level sufficient to expand software sales. By continuing to release key titles throughout the next fiscal year, too, Nintendo will strive to generate robust profits from the “Nintendo 3DS” platform business.

Regarding “Wii U,” Nintendo will focus on efforts to stimulate the platform. By making such efforts

as proposing software that takes advantage of the “Wii U GamePad,” utilizing its built-in functionality as a NFC reader/writer, and adding “Nintendo DS” Virtual Console titles to the “Wii U” software lineup, Nintendo will seek to enrich the value of the “Wii U GamePad,” the most important differentiator of “Wii U,” and as a result expand the sales of the “Wii U” platform. Nintendo also plans to proactively work on its digital distribution business through the “Nintendo eShop.”

Moreover, by redefining entertainment as something that improves people’s Quality of Life (QOL) in enjoyable ways, Nintendo will deploy a new platform business that improves people’s QOL in enjoyable ways in a field that is different from that of dedicated video game systems. The first theme will be health, and Nintendo plans to capitalize on being an entertainment company in devising a unique approach of its own.

In addition, Nintendo will utilize its abundance of character IP more actively, providing its IP with more exposure in places other than video games, while achieving a certain level of profit from its licensing business.

The Company group will continue to make progress with these efforts with the support and encouragement of the shareholders.

(4) Trends in Assets and Income

(In millions of yen*)

Item	The 71st fiscal year ended March 31, 2011	The 72nd fiscal year ended March 31, 2012	The 73rd fiscal year ended March 31, 2013	The 74th fiscal year ended March 31, 2014 (Consolidated fiscal year under review)
Net sales	1,014,345	647,652	635,422	571,726
Operating income (loss)	171,076	(37,320)	(36,410)	(46,425)
Ordinary income (loss)	128,101	(60,863)	10,482	6,086
Net income (loss)	77,621	(43,204)	7,099	(23,222)
Net income (loss) per share	¥606.99	(¥337.86)	¥55.52	(¥183.59)
Total assets	1,634,297	1,368,401	1,447,878	1,306,410
Total net assets	1,281,861	1,191,025	1,227,520	1,118,438
Capital adequacy ratio	78.4%	87.0%	84.8%	85.6%
Net assets per share	¥10,022.26	¥9,313.15	¥9,598.22	¥9,447.00

(Note) Net income (loss) per share is calculated using the average number of outstanding shares for the fiscal year (excluding treasury shares). Also, net assets per share are calculated using the number of outstanding shares as of the end of the fiscal year (excluding treasury shares).

* Except per share amounts.

(5) Material Subsidiaries

Company name	Capital	The Company's percentage of equity participation	Principal business
Nintendo of America Inc.	U.S. \$110 million	100%	Sales of electronic entertainment products
Nintendo of Europe GmbH	€30 million	100%	Sales of electronic entertainment products

(6) Principal Business

The Company group is mainly engaged in development, manufacturing and sales of electronic entertainment products. Its main products are as follows:

- Electronic Entertainment Products
Nintendo 3DS, Wii U
- Other
Playing cards, Karuta

(7) Principal Business Locations

- Offices
The Company
Head Office (Kyoto), Tokyo Branch Office, Osaka Branch Office, Uji Plant (Kyoto)
- Subsidiaries
Nintendo of America Inc. (United States), Nintendo of Europe GmbH (Germany)

(8) Employees

Number of employees	Increase from previous fiscal year-end
5,213	133

2. Status of Shares

- (1) Total number of shares authorized to be issued 400,000,000 shares
- (2) Total number of shares outstanding 141,669,000 shares
(including 23,294,719 shares of treasury stock)
- (3) Number of shareholders 55,160 persons
- (4) Major shareholders

Shareholder name	Number of shares	Shareholding ratio
	hundred shares	%
State Street Bank and Trust Company	134,339	11.35
JP Morgan Chase Bank 380072	115,734	9.78
The Bank of Kyoto, Ltd.	63,802	5.39
The Nomura Trust and Banking Co., Ltd. (The Bank of Tokyo-Mitsubishi UFJ, Ltd. Retiree Allowance Trust Account)	47,647	4.03
Japan Trustee Services Bank, Ltd. (Trust Account)	34,065	2.88
JP Morgan Chase Bank 380055	28,721	2.43
Katsuhito Yamauchi	28,041	2.37
The Master Trust Bank of Japan, Ltd. (Trust Account)	27,274	2.30
Banjo Yamauchi	19,778	1.67
Northern Trust Co. (AVFC) Account Non-treaty	14,143	1.20

- (Notes) 1. Treasury shares of the Company are excluded from the above table.
2. The Company's treasury shares were excluded in the calculation of the percentage of shares held.

3. Company Officers

(1) Directors and Auditors

Position	Name	Areas of responsibility within the Company	Significant concurrent positions
Director and President (Representative Director)	Satoru Iwata		Director and Chairman (CEO) of Nintendo of America Inc.
Senior Managing Director (Representative Director)	Genyo Takeda	General Manager, Integrated Research & Development Division	
Senior Managing Director (Representative Director)	Shigeru Miyamoto	General Manager, Entertainment Analysis & Development Division	
Managing Director	Tatsumi Kimishima	General Manager, Corporate Analysis & Administration Division General Manager, General Affairs Division	
Director	Kaoru Takemura	General Manager, Personnel Division	
Director	Shigeyuki Takahashi	General Manager, Finance Administration Division	
Director	Satoshi Yamato	General Manager, Marketing Division	
Director	Susumu Tanaka	General Manager, Licensing Division	
Director	Shinya Takahashi	General Manager, Software Planning & Development Division	
Director	Hirokazu Shinshi	General Manager, Manufacturing Division	
Full-Time Auditor	Minoru Ueda		Director, Mizutani Law and Patent Office; Visiting Professor, Graduate School of the Tokyo Institute of Technology
Full-Time Auditor	Ken Toyoda		
Auditor	Naoki Mizutani		
Auditor	Yoshimi Mitamura		
Auditor	Katsuhiro Umeyama		Director, Umeyama Certified Public Accountant Office; Representative Partner, Umeyama Certified Tax Accountant LLC; Outside Auditor, KURAUDIA Co., Ltd.; Inspector (part-time), Shiga University of Medical Science

- (Notes)
1. Auditors, Mr. Naoki Mizutani, Mr. Yoshimi Mitamura and Mr. Katsuhiro Umeyama, are Outside Auditors and Independent Officers as provided by Tokyo Stock Exchange, Inc.
 2. Auditor, Mr. Minoru Ueda, has years of experience in accounting through the Company's General Accounting & Control Department and has considerable financial and accounting knowledge.
 3. Auditor, Mr. Yoshimi Mitamura, has thorough knowledge of corporate taxation as a certified tax accountant and has considerable financial and accounting knowledge.
 4. Auditor, Mr. Katsuhiro Umeyama, has thorough knowledge of corporate accounting and taxation as a certified public and tax accountant and has considerable financial and accounting knowledge.
 5. No material conflict of interest exists between the Company and the aforementioned corporations where Auditors, Mr. Naoki Mizutani, Mr. Yoshimi Mitamura and Mr. Katsuhiro Umeyama, concurrently hold positions.
 6. Mr. Shigeyuki Takahashi, Mr. Satoshi Yamato, Mr. Susumu Tanaka, Mr. Shinya Takahashi and Mr. Hirokazu Shinshi were newly elected and appointed as Directors at the 73rd Annual General Meeting of Shareholders held on June 27, 2013.
 7. Mr. Yoshihiro Mori, Mr. Shinji Hatano, Mr. Masaharu Matsumoto and Mr. Eiichi Suzuki retired from the office of Director upon expiration of their terms of office as of the adjournment of the 73rd Annual General Meeting of Shareholders held on June 27, 2013.
 8. Mr. Satoru Iwata, Director, assumed the position of Director and Chairman (CEO) of Nintendo of America Inc. on June 27, 2013.
 9. Mr. Tatsumi Kimishima, Director, assumed the position of Managing Director on June 27, 2013. He had served concurrently as Director and Chairman (CEO) of Nintendo of America Inc. but resigned from the position of Chairman (CEO) on June 27, 2013.
 10. The area of responsibility of Mr. Shinya Takahashi, Director, changed to "General Manager of Software Planning & Development Division, and in charge of Development Administration & Support Division" as of April 1, 2014.

(2) Compensation to Directors and Auditors

1) Policy for the determination of compensation for Directors and Auditors

An upper limit on compensation for each Director and Auditor is determined by a resolution of the General Meeting of Shareholders.

Compensation for Directors consists of base compensation, which is a fixed component of compensation, and variable compensation, which is a performance-based component of compensation designed to raise incentives for higher performance. The fixed component of compensation is determined by the Board of Directors in accordance with the position and responsibility of each Director. The variable component of compensation is calculated using a formula that uses operating income on a consolidated basis as a benchmark and is determined by the Board of Directors based on points corresponding to each Director's position.

As a result of consultation among Auditors, compensation for Auditors consists only of fixed compensation in view of the fact that Auditors are in an independent position that is not affected by the financial performance of the Company.

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|--------------|------------|--|
| 2) Directors | 14 persons | 227 million yen |
| Auditors | 5 persons | 81 million yen (of which 17 million yen is paid to three Outside Auditors) |

- (Notes)
1. At the 67th Annual General Meeting of Shareholders on June 28, 2007, a resolution was adopted to establish an upper limit on compensation to Directors of 500 million yen per year as a fixed compensation limit and up to 0.2% of consolidated operating income of the relevant business year as a performance-based variable compensation limit. The variable compensation pertaining to this business year was nil, due to consolidated operating loss being recorded.
 2. Compensation to Directors does not include portions of their remuneration or bonuses as employees.
 3. At the 66th Annual General Meeting of Shareholders on June 29, 2006, a resolution was adopted to establish an upper limit on compensation to Auditors of 100 million yen per year.

(3) Outside Officers

Title	Name	Main activities
Auditor	Naoki Mizutani	Participated in 11 of the 12 meetings of the Board of Directors and in 12 of the 13 meetings of the Board of Auditors during the fiscal year ended March 31, 2014; as necessary, provided expert opinions mainly as an attorney-at-law and patent attorney.
Auditor	Yoshimi Mitamura	Participated in 11 of the 12 meetings of the Board of Directors and in 12 of the 13 meetings of the Board of Auditors during the fiscal year ended March 31, 2014; as necessary, provided expert opinions mainly as a certified tax accountant.
Auditor	Katsuhiro Umeyama	Participated in all 12 meetings of the Board of Directors and all 13 meetings of the Board of Auditors during the fiscal year ended March 31, 2014; as necessary, provided expert opinions mainly as a certified public and tax accountant.

4. Accounting Auditor

(1) Accounting Auditor's Name

PricewaterhouseCoopers Kyoto

(2) Accounting Auditor's Compensation, etc.

1) Accounting Auditor's compensation, etc., for the fiscal year ended March 31, 2014

PricewaterhouseCoopers Kyoto 84 million yen

(Note) Under the audit agreement between the Company and its Accounting Auditor, compensation for audits pursuant to the Corporation Law and audits pursuant to Financial Instruments and Exchange Law are not strictly separated, and otherwise cannot be separated. Consequently, the above amount reflects total compensation.

2) Cash and other profits payable by the Company or its subsidiaries to Accounting Auditor

PricewaterhouseCoopers Kyoto 108 million yen

(Note) The Company's overseas subsidiaries are audited by audit corporations (including those with comparable qualifications abroad) other than the Company's Accounting Auditor.

(3) Description of Non-Audit Services

The Company entrusts advisory services concerning internal controls over financial reporting, which are services other than the services set forth in Article 2, Paragraph 1, of the Certified Public Accountants Act (non-audit services), and pays fees to the Accounting Auditor in relation to such services.

(4) Policy Regarding Determination of Termination or Nonrenewal of Appointment of Accounting Auditors

In the event that the Accounting Auditor is deemed to have met any of the grounds set forth in the clauses of Article 340, Paragraph 1, of the Corporation Law or comparable grounds, and the Board of Auditors determines that its termination or nonrenewal of appointment is appropriate, it will request the Board of Directors to include on the agenda of a General Meeting of Shareholders a proposal to terminate or not to reappoint the Accounting Auditor, in accordance with the Regulations of the Board of Auditors.

5. Company's Systems and Policies

(1) System to ensure that Directors' execution of duties complies with the laws and regulations, the Articles of Incorporation, and any other systems to ensure proper execution of business

- 1) System to ensure that Directors' and employees' execution of duties complies with the law and the Articles of Incorporation
 - The Company has established a legal compliance program, has designed and distributed a compliance manual, and otherwise has implemented measures for promotion of compliance through establishment of a Compliance Committee.
 - The Company has established a whistleblowing policy ("Compliance Hotline") for early discovery and correction of illegal conduct.
 - In addition to regular audits by Auditors, the Internal Auditing Department regularly evaluates whether the operation of internal controls and financial reporting process of each division and department are appropriate and effective through internal audits, and proposes and suggests measures to make improvements, etc.
 - 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.
- 2) System for storage and management of information related to Directors' execution of duties
 - 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 based on internal regulations.
- 3) Regulations or any other systems for management of risk of loss
 - As a general rule, each division and department manages risks pertaining to work within its jurisdiction. The Internal Auditing Department monitors the risk management system of each division and department, and proposes and advises on policies for improvement, etc. Further, the Compliance Committee proposes thorough compliance efforts at each division and department.
- 4) System to ensure that Directors' execution of duties is efficient
 - 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 all Directors with titles, are held twice a month generally, to make prompt and efficient decisions.
 - Internal regulations set forth allocation of duties and authority, and ensure organized and efficient operation of business.
- 5) System to ensure proper business execution within the Company group
 - The system seeks to ensure not only the subsidiary's proper business execution but also proper business execution within the Company group as a whole.
 - Major subsidiaries have established internal auditing divisions or departments, and each subsidiary promotes internal controls in accordance with its size and the circumstances of its region such as laws and regulations to ensure proper business execution.
 - Within the Company group as a whole, the responsible divisions and departments of the Company identify and manage such matters as the management status of the respective subsidiaries they are in charge of pursuant to internal regulations, and subsidiaries are required to obtain the Company's prior approval for consequential matters. Furthermore, in addition to audits by the Company's Board of Auditors and Accounting Auditors, the Internal Auditing Department conducts audits with respect to subsidiaries as necessary and ensures proper execution of work through guidance and cooperation on internal controls.
 - Under the umbrella of the Global Compliance Conference, which comprises the President of the Company and top management, etc., of major subsidiaries, the person in charge of compliance at each company regularly holds meetings, and strengthens and promotes legal compliance for the Company group as a whole.

- 6) System to ensure that Auditors' audits are effective
 - The Company has established a special organization for the purpose of supporting and assisting Auditors' work (Office of Auditors). The staff for such organization is selected with Auditors' agreement, and handles audit-related work under the Auditors' direction.
 - The President regularly holds meetings with the Auditors, and provides them with timely reports regarding the matters designated by law. Also, in addition to the submission of reports on internal audits conducted by the Internal Auditing Department, reports are conducted by other key employees, etc. as necessary.
 - Auditors attend the meetings of the Board of Directors, and participate in important committees and meetings that are deemed necessary.
- 7) System to ensure fairness and reliability of financial reporting
 - In order to ensure the fairness and reliability of financial reporting, the Company implements internal controls for financial reporting which it has developed in an appropriate manner in compliance with laws and regulations such as the Financial Instruments and Exchange Act. The Company also assesses implementation of these internal controls, checks their validity on an ongoing basis and takes necessary measures to improve them.

(2) Basic policy regarding the Company's control

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, it is likely 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 tender or acquisition 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 with due care and prudent management.

Specifically, in addition to evaluating the offer with outside experts and negotiating with the party making the offer, the Company will establish a task force to decide on whether any specific defensive measures are necessary. 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.

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 Amounts and numbers of shares in this Business Report are rounded down to the nearest unit, while ratios and other figures are rounded off to the nearest unit.

# Consolidated Financial Statements

(April 1, 2013 - March 31, 2014)

## Consolidated Balance Sheet

(As of March 31, 2014)

(In millions of yen)

| Description                          | Amount           | Description                                                  | Amount           |
|--------------------------------------|------------------|--------------------------------------------------------------|------------------|
| <b>(Assets)</b>                      |                  | <b>(Liabilities)</b>                                         |                  |
| <b>Current assets</b>                | <b>1,024,136</b> | <b>Current liabilities</b>                                   | <b>155,652</b>   |
| Cash and deposits                    | 474,297          | Notes and accounts payable-trade                             | 47,665           |
| Notes and accounts receivable-trade  | 28,754           | Income taxes payable                                         | 14,803           |
| Short-term investment securities     | 320,918          | Provision for bonuses                                        | 2,183            |
| Inventories                          | 160,801          | Other                                                        | 90,999           |
| Deferred tax assets                  | 17,637           |                                                              |                  |
| Other                                | 21,841           | <b>Noncurrent liabilities</b>                                | <b>32,318</b>    |
| Allowance for doubtful accounts      | (114)            | Net defined benefit liability                                | 18,558           |
|                                      |                  | Other                                                        | 13,760           |
| <b>Noncurrent assets</b>             | <b>282,274</b>   |                                                              |                  |
| <b>Property, plant and equipment</b> | <b>94,190</b>    | <b>Total liabilities</b>                                     | <b>187,971</b>   |
| Buildings and structures             | 26,340           |                                                              |                  |
| Machinery, equipment and vehicles    | 1,620            | <b>(Net assets)</b>                                          |                  |
| Tools, furniture and fixtures        | 4,249            | <b>Shareholders' equity</b>                                  | <b>1,128,927</b> |
| Land                                 | 42,859           | <b>Capital stock</b>                                         | <b>10,065</b>    |
| Construction in progress             | 19,120           | <b>Capital surplus</b>                                       | <b>11,734</b>    |
|                                      |                  | <b>Retained earnings</b>                                     | <b>1,378,085</b> |
| <b>Intangible assets</b>             | <b>12,467</b>    | <b>Treasury stock</b>                                        | <b>(270,958)</b> |
| Software                             | 10,559           |                                                              |                  |
| Other                                | 1,908            | <b>Accumulated other comprehensive income</b>                | <b>(10,645)</b>  |
| <b>Investments and other assets</b>  | <b>175,616</b>   | <b>Valuation difference on available-for-sale securities</b> | <b>13,628</b>    |
| Investment securities                | 122,885          | <b>Foreign currency translation adjustment</b>               | <b>(24,274)</b>  |
| Deferred tax assets                  | 34,214           |                                                              |                  |
| Net defined benefit asset            | 4,746            | <b>Minority interests</b>                                    | <b>157</b>       |
| Other                                | 13,769           |                                                              |                  |
| Allowance for doubtful accounts      | (0)              | <b>Total net assets</b>                                      | <b>1,118,438</b> |
|                                      |                  |                                                              |                  |
| <b>Total assets</b>                  | <b>1,306,410</b> | <b>Total liabilities and net assets</b>                      | <b>1,306,410</b> |

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

## Consolidated Statement of Income

(April 1, 2013 - March 31, 2014)

(In millions of yen)

| Description                                              | Amount |                 |
|----------------------------------------------------------|--------|-----------------|
| Net sales                                                |        | 571,726         |
| Cost of sales                                            |        | 408,506         |
| <b>Gross profit</b>                                      |        | <b>163,219</b>  |
| Selling, general and administrative expenses             |        | 209,645         |
| <b>Operating income (loss)</b>                           |        | <b>(46,425)</b> |
| Non-operating income                                     |        |                 |
| Interest income                                          | 5,279  |                 |
| Foreign exchange gains                                   | 39,287 |                 |
| Other                                                    | 8,570  | 53,136          |
| Non-operating expenses                                   |        |                 |
| Sales discounts                                          | 440    |                 |
| Other                                                    | 184    | 624             |
| <b>Ordinary income</b>                                   |        | <b>6,086</b>    |
| Extraordinary income                                     |        |                 |
| Gains on sales of noncurrent assets                      | 3,502  |                 |
| Reversal of loss on litigation                           | 1,420  | 4,922           |
| Extraordinary loss                                       |        |                 |
| Loss on disposal of noncurrent assets                    | 79     | 79              |
| <b>Income before income taxes and minority interests</b> |        | <b>10,929</b>   |
| Income taxes-current                                     | 16,781 |                 |
| Income taxes-deferred                                    | 17,350 | 34,132          |
| <b>Income (loss) before minority interests</b>           |        | <b>(23,202)</b> |
| Minority interests in income                             |        | 20              |
| <b>Net income (loss)</b>                                 |        | <b>(23,222)</b> |

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

## Consolidated Statement of Changes in Net Assets

(April 1, 2013 - March 31, 2014)

(In millions of yen)

|                                                      | Shareholders' equity |                 |                   |                |                            |
|------------------------------------------------------|----------------------|-----------------|-------------------|----------------|----------------------------|
|                                                      | Capital stock        | Capital surplus | Retained earnings | Treasury stock | Total shareholders' equity |
| Balance as of April 1, 2013                          | 10,065               | 11,734          | 1,414,095         | (156,692)      | 1,279,203                  |
| Changes of items during the period                   |                      |                 |                   |                |                            |
| Dividends from surplus                               | —                    | —               | (12,787)          | —              | (12,787)                   |
| Net income (loss)                                    | —                    | —               | (23,222)          | —              | (23,222)                   |
| Purchase of treasury stock                           | —                    | —               | —                 | (114,266)      | (114,266)                  |
| Disposal of treasury stock                           | —                    | 0               | —                 | 0              | 0                          |
| Net changes of items other than shareholders' equity | —                    | —               | —                 | —              | —                          |
| Total changes of items during the period             | —                    | 0               | (36,010)          | (114,266)      | (150,276)                  |
| Balance as of March 31, 2014                         | 10,065               | 11,734          | 1,378,085         | (270,958)      | 1,128,927                  |

|                                                      | Accumulated other comprehensive income                |                                         |                                              | Minority interests | Total net assets |
|------------------------------------------------------|-------------------------------------------------------|-----------------------------------------|----------------------------------------------|--------------------|------------------|
|                                                      | Valuation difference on available-for-sale securities | Foreign currency translation adjustment | Total accumulated other comprehensive income |                    |                  |
| Balance as of April 1, 2013                          | 8,599                                                 | (60,414)                                | (51,815)                                     | 131                | 1,227,520        |
| Changes of items during the period                   |                                                       |                                         |                                              |                    |                  |
| Dividends from surplus                               | —                                                     | —                                       | —                                            | —                  | (12,787)         |
| Net income (loss)                                    | —                                                     | —                                       | —                                            | —                  | (23,222)         |
| Purchase of treasury stock                           | —                                                     | —                                       | —                                            | —                  | (114,266)        |
| Disposal of treasury stock                           | —                                                     | —                                       | —                                            | —                  | 0                |
| Net changes of items other than shareholders' equity | 5,029                                                 | 36,140                                  | 41,169                                       | 25                 | 41,194           |
| Total changes of items during the period             | 5,029                                                 | 36,140                                  | 41,169                                       | 25                 | (109,081)        |
| Balance as of March 31, 2014                         | 13,628                                                | (24,274)                                | (10,645)                                     | 157                | 1,118,438        |

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

# **Non-Consolidated Financial Statements**

(April 1, 2013 - March 31, 2014)

## **Non-Consolidated Balance Sheet**

(As of March 31, 2014)

(In millions of yen)

| Description                                           | Amount         | Description                                                  | Amount           |
|-------------------------------------------------------|----------------|--------------------------------------------------------------|------------------|
| <b>(Assets)</b>                                       |                | <b>(Liabilities)</b>                                         |                  |
| <b>Current assets</b>                                 | <b>775,616</b> | <b>Current liabilities</b>                                   | <b>128,492</b>   |
| Cash and deposits                                     | 400,129        | Notes and accounts payable-trade                             | 43,587           |
| Notes and accounts receivable-trade                   | 29,739         | Accounts payable-other                                       | 35,324           |
| Short-term investment securities                      | 273,576        | Income taxes payable                                         | 14,493           |
| Inventories                                           | 35,368         | Advances received                                            | 4,595            |
| Deferred tax assets                                   | 24,723         | Provision for bonuses                                        | 2,099            |
| Other                                                 | 12,077         | Other                                                        | 28,392           |
| Allowance for doubtful accounts                       | (0)            | <b>Noncurrent liabilities</b>                                | <b>6,783</b>     |
|                                                       |                | Provision for retirement benefits                            | 3,926            |
|                                                       |                | Other                                                        | 2,857            |
| <b>Noncurrent assets</b>                              | <b>209,634</b> | <b>Total liabilities</b>                                     | <b>135,276</b>   |
| <b>Property, plant and equipment</b>                  | <b>67,372</b>  |                                                              |                  |
| Buildings                                             | 9,393          | <b>(Net assets)</b>                                          |                  |
| Tools, furniture and fixtures                         | 1,224          | <b>Shareholders' equity</b>                                  | <b>836,541</b>   |
| Land                                                  | 37,152         | <b>Capital stock</b>                                         | <b>10,065</b>    |
| Construction in progress                              | 19,052         | <b>Capital surplus</b>                                       | <b>11,734</b>    |
| Other                                                 | 549            | Legal capital surplus                                        | 11,584           |
|                                                       |                | Other capital surplus                                        | 150              |
| <b>Intangible assets</b>                              | <b>657</b>     | <b>Retained earnings</b>                                     | <b>1,085,699</b> |
| Software                                              | 536            | Legal retained earnings                                      | 2,516            |
| Other                                                 | 121            | Other retained earnings                                      | 1,083,182        |
| <b>Investments and other assets</b>                   | <b>141,603</b> | Reserve for advanced depreciation of noncurrent assets       | 31               |
| Investment securities                                 | 63,578         | General reserve                                              | 860,000          |
| Stocks of subsidiaries and affiliates                 | 26,974         | Retained earnings brought forward                            | 223,151          |
| Investments in capital of subsidiaries and affiliates | 10,419         | <b>Treasury stock</b>                                        | <b>(270,958)</b> |
| Deferred tax assets                                   | 30,808         | <b>Valuation and translation adjustments</b>                 | <b>13,432</b>    |
| Other                                                 | 10,174         | <b>Valuation difference on available-for-sale securities</b> | <b>13,432</b>    |
| Allowance for doubtful accounts                       | (351)          |                                                              |                  |
|                                                       |                | <b>Total net assets</b>                                      | <b>849,973</b>   |
|                                                       |                |                                                              |                  |
| <b>Total assets</b>                                   | <b>985,250</b> | <b>Total liabilities and net assets</b>                      | <b>985,250</b>   |

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

## Non-Consolidated Statement of Income

(April 1, 2013 - March 31, 2014)

(In millions of yen)

| Description                                                  | Amount |                 |
|--------------------------------------------------------------|--------|-----------------|
| Net sales                                                    |        | 448,175         |
| Cost of sales                                                |        | 348,996         |
| <b>Gross profit</b>                                          |        | <b>99,179</b>   |
| Selling, general and administrative expenses                 |        | 113,955         |
| <b>Operating income (loss)</b>                               |        | <b>(14,776)</b> |
| Non-operating income                                         |        |                 |
| Interest income                                              | 2,445  |                 |
| Interest on securities                                       | 1,810  |                 |
| Foreign exchange gains                                       | 43,176 |                 |
| Other                                                        | 4,731  | 52,163          |
| Non-operating expenses                                       |        |                 |
| Sales discount                                               | 457    |                 |
| Other                                                        | 107    | 564             |
| <b>Ordinary income</b>                                       |        | <b>36,822</b>   |
| Extraordinary income                                         |        |                 |
| Gain on sales of noncurrent assets                           | 3,499  |                 |
| Reversal of loss on litigation                               | 1,420  | 4,919           |
| Extraordinary loss                                           |        |                 |
| Loss on disposal of noncurrent assets                        | 71     |                 |
| Losses on valuation of stocks of subsidiaries and affiliates | 240    | 311             |
| <b>Income before income taxes</b>                            |        | <b>41,430</b>   |
| Income taxes-current                                         | 16,488 |                 |
| Income taxes-deferred                                        | 1,608  | 18,096          |
| <b>Net income</b>                                            |        | <b>23,333</b>   |

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.



# Non-Consolidated Statement of Changes in Net Assets

(April 1, 2013 - March 31, 2014)

(In millions of yen)

|                                                                    | Shareholders' equity |                       |                       |                       |                         |                                                        |                 |                                   |                         |
|--------------------------------------------------------------------|----------------------|-----------------------|-----------------------|-----------------------|-------------------------|--------------------------------------------------------|-----------------|-----------------------------------|-------------------------|
|                                                                    | Capital stock        | Capital surplus       |                       |                       | Retained earnings       |                                                        |                 |                                   |                         |
|                                                                    |                      | Legal capital surplus | Other capital surplus | Total capital surplus | Legal retained earnings | Other retained earnings                                |                 |                                   | Total retained earnings |
|                                                                    |                      |                       |                       |                       |                         | Reserve for advanced depreciation of noncurrent assets | General reserve | Retained earnings brought forward |                         |
| Balance as of April 1, 2013                                        | 10,065               | 11,584                | 150                   | 11,734                | 2,516                   | 32                                                     | 860,000         | 212,603                           | 1,075,152               |
| Changes of items during the period                                 |                      |                       |                       |                       |                         |                                                        |                 |                                   |                         |
| Reversal of reserve for advanced depreciation of noncurrent assets | —                    | —                     | —                     | —                     | —                       | (1)                                                    | —               | 1                                 | —                       |
| Dividends from surplus                                             | —                    | —                     | —                     | —                     | —                       | —                                                      | —               | (12,787)                          | (12,787)                |
| Net income                                                         | —                    | —                     | —                     | —                     | —                       | —                                                      | —               | 23,333                            | 23,333                  |
| Purchase of treasury stock                                         | —                    | —                     | —                     | —                     | —                       | —                                                      | —               | —                                 | —                       |
| Disposal of treasury stock                                         | —                    | —                     | 0                     | 0                     | —                       | —                                                      | —               | —                                 | —                       |
| Net changes of items other than shareholders' equity               | —                    | —                     | —                     | —                     | —                       | —                                                      | —               | —                                 | —                       |
| Total changes of items during the period                           | —                    | —                     | 0                     | 0                     | —                       | (1)                                                    | —               | 10,547                            | 10,546                  |
| Balance as of March 31, 2014                                       | 10,065               | 11,584                | 150                   | 11,734                | 2,516                   | 31                                                     | 860,000         | 223,151                           | 1,085,699               |

|                                                                    | Shareholders' equity |                            | Valuation and translation adjustments                 |                                             | Total net assets |
|--------------------------------------------------------------------|----------------------|----------------------------|-------------------------------------------------------|---------------------------------------------|------------------|
|                                                                    | Treasury stock       | Total shareholders' equity | Valuation difference on available-for-sale securities | Total valuation and translation adjustments |                  |
| Balance as of April 1, 2013                                        | (156,692)            | 940,260                    | 8,609                                                 | 8,609                                       | 948,870          |
| Changes of items during the period                                 |                      |                            |                                                       |                                             |                  |
| Reversal of reserve for advanced depreciation of noncurrent assets | —                    | —                          | —                                                     | —                                           | —                |
| Dividends from surplus                                             | —                    | (12,787)                   | —                                                     | —                                           | (12,787)         |
| Net income                                                         | —                    | 23,333                     | —                                                     | —                                           | 23,333           |
| Purchase of treasury stock                                         | (114,266)            | (114,266)                  | —                                                     | —                                           | (114,266)        |
| Disposal of treasury stock                                         | 0                    | 0                          | —                                                     | —                                           | 0                |
| Net changes of items other than shareholders' equity               | —                    | —                          | 4,822                                                 | 4,822                                       | 4,822            |
| Total changes of items during the period                           | (114,266)            | (103,719)                  | 4,822                                                 | 4,822                                       | (98,896)         |
| Balance as of March 31, 2014                                       | (270,958)            | 836,541                    | 13,432                                                | 13,432                                      | 849,973          |

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

Independent Auditor's Report  
(English Translation)

May 12, 2014

To the Board of Directors  
Nintendo Co., Ltd.

PricewaterhouseCoopers Kyoto

Keiichiro Kagi, CPA  
Engagement Partner  
Toru Tamura, CPA  
Engagement Partner

We have audited, pursuant to Article 444, Paragraph 4 of the Corporation Law, the consolidated financial statements, which consist of the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements of Nintendo Co., Ltd. (hereinafter referred to as the "Company") for the fiscal year from April 1, 2013 to March 31, 2014.

Management's Responsibility for Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of consolidated financial statements in accordance with accounting standards generally accepted in Japan. This responsibility includes designing and operating internal controls, which management considers necessary for the preparation and fair presentation of consolidated financial statements that are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit, from an independent viewpoint. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit according to such plan to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected and applied depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. Although the purpose of the audit is not expressly to express an opinion on the effectiveness of the entity's internal control, in making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate for the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

Auditors' Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Nintendo Co., Ltd. and its consolidated subsidiaries as of March 31, 2014 and the consolidated result of their operations for the year then ended in conformity with accounting

principles generally accepted in Japan.

#### Relationship of Interest

We have no interests in or relationships with the Company which are required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

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#### *Notice to Readers:*

The original consolidated financial statements, which consist of the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements, are written in Japanese.

Independent Auditor's Report  
(English Translation)

May 12, 2014

To the Board of Directors  
Nintendo Co., Ltd.

PricewaterhouseCoopers Kyoto

Keiichiro Kagi, CPA  
Engagement Partner  
Toru Tamura, CPA  
Engagement Partner

We have audited, pursuant to Article 436, Paragraph 2-1 of the Corporation Law, the non-consolidated financial statements, which consist of the balance sheet, the statement of income, the statement of changes in net assets, the notes to the financial statements and the supplementary schedules thereof of Nintendo Co., Ltd. (hereinafter referred to as the "Company") for the 74th fiscal year from April 1, 2013 to March 31, 2014.

Management's Responsibility for Non-Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of non-consolidated financial statements and the accompanying supplemental schedules in accordance with accounting standards generally accepted in Japan. This responsibility includes designing and operating internal controls, which management considers necessary for the preparation and fair presentation of non-consolidated financial statements and accompanying supplemental schedules that are free from material misstatements, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these non-consolidated financial statements and the accompanying supplemental schedules from an independent viewpoint, based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit according to such plan to obtain reasonable assurance about whether the non-consolidated financial statements and the accompanying supplemental schedules are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the non-consolidated financial statements and the accompanying supplemental schedules. The procedures selected and applied depend on the auditors' judgment, including the assessment of the risks of material misstatement of the non-consolidated financial statements and the accompanying supplemental schedules, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the non-consolidated financial statements and the accompanying supplemental schedules in order to design audit procedures that are appropriate for the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the non-consolidated financial statements and the accompanying supplemental schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Auditors' Opinion

In our opinion, the financial statements and supplementary schedules thereof referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2014 and the result of its operation for the year then ended in conformity with accounting principles generally accepted in Japan.

## Relationship of Interest

We have no interests in or relationships with the Company which are required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

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## *Notice to Readers:*

The original non-consolidated financial statements, which consist of the balance sheet, the statement of income, the statement of changes in net assets, the notes to the financial statements and the supplementary schedules thereof, are written in Japanese.

## **Audit Report**

(English Translation)

Regarding the performance of duties by the Directors for the 74th fiscal year from April 1, 2013 to March 31, 2014, the Board of Auditors hereby submits its audit report, which has been prepared upon careful consideration based on the audit report prepared by each Auditor.

### 1. Summary of Auditing Methods by the Auditors and Board of Auditors

The Board of Auditors established auditing policies, allocation of duties, and other relevant matters, and received reports from each Auditor regarding his or her audits and results thereof, as well as received reports from the Directors, other relevant personnel and the Accounting Auditor regarding performance of their duties, and sought explanations as necessary.

Each Auditor complied with the auditing standards of the Auditors established by the Board of Auditors, followed the auditing policies, allocation of duties, and other relevant matters, communicated with the Internal Auditing Department, other employees, and any other relevant personnel, and made efforts to prepare the environment for information collection and audit, as well as participated in meetings of the Board of Directors and other important meetings, received reports from the Directors, employees and other relevant personnel regarding performance of their duties, sought explanations as necessary, examined important authorized documents and associated information, and studied the operations and financial positions at the head office and principal business offices. In addition, with respect to the system for ensuring that the performance of duties by the Directors as stated in the Business Report conforms to the related laws and regulations and Articles of Incorporation, and the system prepared based on the contents of the resolutions of the Board of Directors and such resolutions regarding preparation of the system stipulated in Article 100, Paragraphs 1 and 3, of the Ordinance for Enforcement of the Corporation Law (internal controls system), we received regular reports from Directors, employees and other relevant personnel regarding the development and the operation of the system, requested explanations as needed and expressed opinions.

We examined the details of the basic policies pursuant to Item 1 and measures pursuant to Article 118, Item 3 of the Ordinance for Enforcement of the Corporation Law set forth in the business report, based on the careful consideration that took place during meetings of the Board of Directors and others. With respect to subsidiaries, we communicated and exchanged information with Directors, Auditors and other relevant personnel of the subsidiaries, and received business reports from subsidiaries as necessary. Based on the above methods, we examined the business report and supporting schedules related to the relevant fiscal year.

Furthermore, we monitored and verified whether the Accounting Auditor maintained its independence and implemented appropriate audits, as well as received reports from the Accounting Auditor regarding the performance of its duties and sought explanations as necessary. In addition, we received notice from the Accounting Auditor that “the system for ensuring that duties are performed properly” (matters set forth in each item of Article 131 of the Ordinance for Corporate Accounting) had been prepared in accordance with the Product Quality Management Standards Regarding Audits (issued by the Business Accounting Deliberation Council (BACD) on October 28, 2005) and other relevant standards, and sought explanations as necessary. Based on the above methods, we examined the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and non-consolidated notes) and the supplementary schedules, as well as consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets and consolidated notes) related to the relevant fiscal year.

## 2. Results of Audit

### (1) Results of Audit of Business Report and Other Relevant Documents

1. In our opinion, the business report and the supplementary schedules are in accordance with the related laws and regulations, and Articles of Incorporation, and fairly represent the Company's condition.
2. We have found no evidence of wrongful action or material violation of related laws and regulations, nor of any violation with respect to the Articles of Incorporation, related to performance of duties by the Directors.
3. In our opinion, the contents of the resolutions of the Board of Directors related to the internal controls system are fair and reasonable. In addition, we have found no matters on which to remark regarding the description in the Business Report and the performance of duties by the Directors related to such internal controls system.
4. We have found no matters to point out with respect to financial affairs of the Company and basic policy regarding the Company's control as described in the Business Report.

### (2) Results of Audit of Non-Consolidated Financial Statements and Supplementary Schedules

In our opinion, the methods and results employed and rendered by PricewaterhouseCoopers Kyoto are fair and reasonable.

### (3) Results of Audit of Consolidated Financial Statements

In our opinion, the methods and results employed and rendered by PricewaterhouseCoopers Kyoto are fair and reasonable.

May 16, 2014

Board of Auditors, Nintendo Co., Ltd.

Full-Time Auditor  
Full-Time Auditor  
Auditor  
Auditor  
Auditor

Minoru Ueda  
Ken Toyoda  
Naoki Mizutani  
Yoshimi Mitamura  
Katsuhiro Umeyama

(Note) Auditors, Mr. Naoki Mizutani, Mr. Yoshimi Mitamura and Mr. Katsuhiro Umeyama are Outside Auditors as stipulated in Article 2, Item 16 and Article 335, Paragraph 3 of the Corporation Law.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Distribution of Surplus

The Company's basic policy is to use retained earnings toward research and development, capital investments, etc., necessary for the Company's growth. It is also part of this policy to maintain the Company's financial soundness in order to respond to the future management environment and prevail over challenging competition, and to pay out dividends, as a form of direct returns to shareholders, upon considering the Company's profit level for the fiscal year.

Specifically, the Company's annual dividend is (i) 33% of the consolidated operating income, used as the base dividend amount, divided by the number of shares outstanding (excluding treasury shares held as of the fiscal year-end), or (ii) an amount necessary to achieve a 50% consolidated payout ratio, whichever is greater (in either case, rounded up to the nearest 10 yen per share).

Based on this basic policy, the year-end dividend per share for the fiscal year ended March 31, 2014 would be zero yen per share of common stock; however, in consideration of the payment history of dividend per share over the past two years, the Company hereby proposes the following shareholder returns:

- (1) Matters concerning allotment of dividends to shareholders and the total amount  
100 yen per share of common stock, for a total of 11,837,428,100 yen
- (2) Effective date of distribution of surplus  
June 30, 2014



## Proposal No. 2: Partial Amendment to Articles of Incorporation

### 1. Reason for Amendment

To create an environment in which the Outside Director to be appointed will be able to fully perform his expected role and the Company will be able to continuously secure suitable personnel as its Outside Directors and Outside Auditors, the Company will newly establish the Articles that will enable it to enter into an agreement with Outside Directors and Outside Auditors which limit their liabilities to the extent permitted by laws and regulations, and accordingly, the numbers of certain existing Articles will be changed.

With respect to the establishment of Article 31 (Agreement on Limitation of Liabilities of Outside Directors), the consent of all Auditors has been obtained.

### 2. Details of Amendment

The details of the amendment are as follows.

(The amended parts are underlined.)

| Current Articles                                                                       | Proposed Amendment                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS<br>Article 20. - Article 30.<br>(Omitted) | CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS<br>Article 20. - Article 30.<br>(Same as the current articles)                                                                                                                                                                                                                                                                                                                                            |
| (Newly established)                                                                    | <u>(Agreement on Limitation of Liabilities of Outside Directors)</u><br><u>Article 31.</u> Pursuant to Article 427, Paragraph 1 of the Corporation Law, the Company may enter into an agreement with Outside Directors which limits their liabilities specified by Article 423, Paragraph 1 of the Corporation Law; provided, however, that the limitation of liabilities based on the agreement shall be the amount provided by laws and regulations. |
| CHAPTER V. AUDITORS AND BOARD OF AUDITORS<br>Article 31. - Article 39.<br>(Omitted)    | CHAPTER V. AUDITORS AND BOARD OF AUDITORS<br>Article 32. - Article 40.<br>(Same as the current articles)                                                                                                                                                                                                                                                                                                                                               |
| (Newly established)                                                                    | <u>(Agreement on Limitation of Liabilities of Outside Auditors)</u><br><u>Article 41.</u> Pursuant to Article 427, Paragraph 1 of the Corporation Law, the Company may enter into an agreement with Outside Auditors which limits their liabilities specified by Article 423, Paragraph 1 of the Corporation Law; provided, however, that the limitation of liabilities based on the agreement shall be the amount provided by laws and regulations.   |
| Article 40. - Article 45.<br>(Omitted)                                                 | Article 42. - Article 47.<br>(Same as the current articles)                                                                                                                                                                                                                                                                                                                                                                                            |

### Proposal No. 3: Election of Ten Directors

The terms of office of ten Directors: Satoru Iwata, Genyo Takeda, Shigeru Miyamoto, Tatsumi Kimishima, Kaoru Takemura, Shigeyuki Takahashi, Satoshi Yamato, Susumu Tanaka, Shinya Takahashi and Hirokazu Shinshi, will expire at the conclusion of this year's General Meeting of Shareholders. Accordingly, the election of ten Directors is proposed.

The candidates are as follows:

| No. | Name<br>(Date of birth)                 | Past experience, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                            | Number of<br>shares of the<br>Company held |
|-----|-----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 1   | Satoru Iwata<br>(December 6, 1959)      | June 2000 Appointed as Director (to present)<br>May 2002 Appointed as Director and President (to present)<br>Appointed as Representative Director (to present)<br>June 2013 Director and Chairman (CEO) of Nintendo of America Inc. (to present)<br>[Significant concurrent positions]<br>Director and Chairman (CEO) of Nintendo of America Inc.                                                                                | 6,700<br>shares                            |
| 2   | Genyo Takeda<br>(March 7, 1949)         | July 1972 Joined the Company<br>June 2000 Appointed as Director (to present)<br>May 2002 Appointed as Senior Managing Director (to present)<br>Appointed as Representative Director (to present)<br>February 2013 General Manager, Integrated Research & Development Division (to present)                                                                                                                                       | 200<br>shares                              |
| 3   | Shigeru Miyamoto<br>(November 16, 1952) | April 1977 Joined the Company<br>June 2000 Appointed as Director (to present)<br>General Manager, Entertainment Analysis & Development Division (to present)<br>May 2002 Appointed as Senior Managing Director (to present)<br>Appointed as Representative Director (to present)                                                                                                                                                 | 100<br>shares                              |
| 4   | Tatsumi Kimishima<br>(April 21, 1950)   | January 2002 Appointed as Director of Nintendo of America Inc. (to present)<br>June 2002 Appointed as Director of the Company (to present)<br>May 2006 Appointed as Director and Chairman (CEO) of Nintendo of America Inc.<br>June 2013 Appointed as Managing Director (to present)<br>General Manager, Corporate Analysis & Administration Division (to present) and<br>General Manager, General Affairs Division (to present) | 200<br>shares                              |
| 5   | Shigeyuki Takahashi<br>(March 31, 1954) | September 2003 General Manager, Legal Office, Compliance & Legal Division, UFJ Bank Limited<br>January 2006 Joined the Company<br>November 2007 Appointed as Executive Vice President of Nintendo of America Inc.<br>June 2013 Appointed as Director (to present)<br>General Manager, Finance Administration Division (to present)                                                                                               | 200<br>shares                              |

| No. | Name<br>(Date of birth)                 | Past experience, positions, responsibilities,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                | Number of<br>shares of the<br>Company held |
|-----|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 6   | Satoshi Yamato<br>(December 10, 1957)   | April 1980      Joined the Company<br>July 2012      Deputy General Manager, Marketing Division<br>June 2013      Appointed as Director (to present)<br>General Manager, Marketing Division (to present)                                                                                                                                                                                                                                                                                             | 200<br>shares                              |
| 7   | Susumu Tanaka<br>(March 11, 1953)       | April 1976      Joined the Company<br>July 2012      Deputy General Manager, Licensing Division<br>June 2013      Appointed as Director (to present)<br>General Manager, Licensing Division (to present)                                                                                                                                                                                                                                                                                             | 200<br>shares                              |
| 8   | Shinya Takahashi<br>(November 9, 1963)  | April 1989      Joined the Company<br>July 2012      Deputy General Manager, Software Planning &<br>Development Division<br>June 2013      Appointed as Director (to present)<br>General Manager, Software Planning & Development<br>Division (to present)<br>April 2014      In charge of Development Administration & Support<br>Division (to present)                                                                                                                                             | 100<br>shares                              |
| 9   | Hirokazu Shinshi<br>(March 14, 1966)    | April 1986      Joined the Company<br>January 2012      Deputy General Manager, Manufacturing Division<br>June 2013      Appointed as Director (to present)<br>General Manager, Manufacturing Division (to present)                                                                                                                                                                                                                                                                                  | 200<br>shares                              |
| 10  | * Naoki Mizutani<br>(December 22, 1950) | April 1979      Registered as attorney-at-law<br>May 1989      Registered as patent attorney<br>June 1989      Opened Mizutani Law and Patent Office<br>April 2003      Visiting Professor, Graduate School of the Tokyo Institute<br>of Technology (to present)<br>June 2003      Appointed as Auditor of the Company (to present)<br>[Significant concurrent positions]<br>Director, Mizutani Law and Patent Office<br>Visiting Professor, Graduate School of the Tokyo Institute<br>of Technology | 0<br>shares                                |

- (Notes)
1. The candidate marked with an asterisk is a new candidate.
  2. No material conflict of interest exists between the Company and any of the candidates for Directors.
  3. Mr. Naoki Mizutani is a candidate for Outside Director, who satisfies the requirements for Independent Officer as provided by Tokyo Stock Exchange, Inc.
  4. Although Mr. Naoki Mizutani has no experience of being involved in corporate management, he has practiced as an attorney-at-law and patent attorney for many years in corporate legal affairs related to the intellectual property field, which is deeply connected with the Company's business. He is thus expected to be capable of objectively ensuring the effectiveness of decision-making by the Board of Directors of the Company and giving advice on the Company's management in general by making the most of his extensive experience and broad knowledge in the management of the Company. His election is proposed also based on the judgment that he is capable of properly fulfilling supervisory functions with respect to business execution as Outside Director and enhancing corporate governance of the Company, based on his experience of having properly conducted audits as the Company's Outside Auditor.
  5. Mr. Naoki Mizutani is currently an Outside Auditor of the Company. He will have served 11 years as Outside Auditor as of the conclusion of this year's General Meeting of Shareholders. If the proposal to elect him as Director is approved at said General Meeting of Shareholders, he shall resign as Auditor of the Company at the conclusion of the General Meeting of Shareholders.
  6. If Mr. Naoki Mizutani is elected and appointed to Director, conditional upon the approval and adoption of Proposal No. 2 as is, the Company plans to conclude an agreement with him to limit his liability prescribed in Article 423, Paragraph 1, of the Corporation Law to the amount

stipulated by laws and regulations pursuant to the provisions of the Articles of Incorporation and Article 427, Paragraph 1, of the Corporation Law.

### **Instructions for Voting via the Internet**

If you exercise your voting rights via the Internet, please read the following before you exercise your rights.

- 1) If you vote via the Internet, you may cast your vote only through the Company's designated voting website: <http://www.web54.net>. Please note that a special site for mobile phones is not provided.
- 2) When voting via the Internet, you will need your voting rights exercise code and password, displayed on the right-hand side of the Voting Rights Exercise Form.
- 3) When voting via the Internet, please vote for or against the proposals by 5 p.m. on Thursday, June 26, 2014 Japan time, which is the day before the General Meeting of Shareholders.
- 4) If you exercise your voting rights more than once via the Internet, the last choice made will be taken as the effective choice.
- 5) Please understand that the shareholder is solely responsible for any expenses incurred while accessing the voting website.

#### **Inquiries Regarding Voting via the Internet**

Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Web Support

Dedicated Line: Toll-free 0120 (65) 2031 (Japan only)

Business Hours: 9 a.m. ~ 9 p.m. (Japan time)