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(Securities Code 7974)  
June 5, 2013

**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 73RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 73rd 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 Wednesday, June 26, 2013 Japan time.

**1. Date and Time:** Thursday, June 27, 2013 at 10 a.m. Japan time

**2. Place:** Seventh floor conference room at the Company's head office, located at  
11-1 Hokotate-cho, Kamitoba, Minami-ku, Kyoto, Japan

**3. Meeting Agenda:**

**Matters to be reported:**

1. The Business Report, Consolidated Financial Statements for the Company's 73rd Fiscal Year (April 1, 2012 - March 31, 2013) 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 73rd Fiscal Year (April 1, 2012 - March 31, 2013)

**Proposals to be resolved:**

**Proposal No. 1:** Distribution of Surplus  
**Proposal No. 2:** 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 Wednesday, June 26, 2013 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 Wednesday, June 26, 2013 Japan time, after confirming the "Instructions for Voting via the Internet" on page 35.

If you vote both in writing on 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) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the Company's head office on the day of the meeting for confirmation.
- 3) 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.
- 4) 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>
- 5) 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>

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\* This website is in Japanese only.

## **Business Report**

(April 1, 2012 - March 31, 2013)

### **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, 2013, for the “Nintendo 3DS” hardware (3DS and 3DS XL), “Nintendo 3DS XL,” with screens approximately 1.9 times larger than those of “Nintendo 3DS,” was launched as a new size variation of “Nintendo 3DS.” As regards the “Nintendo 3DS” software, “New Super Mario Bros. 2” marked a total of 6.42 million units in worldwide sales. In addition, the combined total of the packaged and downloadable versions of “Animal Crossing: New Leaf,” a game released in Japan in November last year in which the player character becomes the mayor of a village and can enjoy customizing the village and communicating with other player characters, marked over three million units in sales in Japan alone. As a result, the “Nintendo 3DS” system established itself as the leading platform in Japan. As for the overseas markets, although evergreen titles such as “New Super Mario Bros. 2” and “Paper Mario: Sticker Star,” released in this fiscal year, and “SUPER MARIO 3D LAND” and “Mario Kart 7,” released in last fiscal year, became hit titles, they did not generate sufficient sales momentum. The global sales of the “Nintendo 3DS” hardware and software were 13.95 million units and 49.61 million units respectively.

Regarding “Nintendo DS” (DS, DS Lite, DSi and DSi XL), the latest titles from the Pokémon series, “Pokémon Black Version 2/Pokémon White Version 2,” reached a total of 7.81 million units in sales. However, the worldwide sales of the “Nintendo DS” hardware and software were only 2.35 million units and 33.38 million units respectively due to an accelerated generational change to “Nintendo 3DS” in the handheld device segment.

A new home console, “Wii U,” with which people can enjoy two-screen gameplay by utilizing a TV and the Wii U controller, “Wii U GamePad,” was launched as the successor of “Wii.” As for the “Wii U” software, “New Super Mario Bros. U” and “Nintendo Land,” both of which were released simultaneously with the “Wii U” hardware, sold 2.15 million units and 2.6 million units respectively. However, “Wii U” was not able to maintain the initial sales momentum after the beginning of 2013 due to a delay in the development of subsequent software titles. The worldwide sales of the “Wii U” hardware and software were 3.45 million units and 13.42 million units, respectively.

With respect to the “Wii” system, although “Mario Party 9” sold over one million units, the worldwide sales of the “Wii” hardware and software were 3.98 million units and 50.61 million units respectively, mainly due to few new title releases.

Net sales decreased by 1.9% year-on-year to 635.4 billion yen (of which overseas sales were 426.4 billion yen, or 67.1% of the total sales). Owing to the fact that the “Wii U” hardware sales have a negative impact on Nintendo’s profits, the operating loss was 36.4 billion yen (compared to operating loss of 37.3 billion yen in the previous fiscal year). As a result of exchange gains totaling 39.5 billion yen due to the depreciation of the yen, ordinary income was 10.4 billion yen (compared to ordinary loss of 60.8 billion yen in the previous fiscal year) and net income was 7 billion yen (compared to net loss of 43.2 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, 2013. The Company group made capital investments in the total amount of 15,429 million yen. The main investments were for research and development, and a new company building.

#### **(3) Issues to be Addressed**

In the field of home entertainment, Nintendo strives to create new and unique forms of

entertainment while maintaining a robust business structure, and places the highest priority on providing consumers with a “world of fun,” which is both innovative and entertaining with creative elements that have never been experienced.

For “Nintendo 3DS,” in order to set in the overseas markets the same trend as in the Japanese market, which delivered a solid performance in the fiscal year under review, we will aim to achieve further market expansion and create sufficient momentum for wide adoption of the platform in overseas markets by releasing key Nintendo titles, including “Animal Crossing: New Leaf,” a hit title which contributed to sales growth in Japan and is scheduled to be released in the U.S. and Europe in June 2013, and the latest titles from the Pokémon series, “Pokémon X Version/Pokémon Y Version,” scheduled to be released globally in October 2013. In Japan, we continuously strive to stimulate the market by releasing new titles such as “Tomodachi Collection,” launched in April 2013 as a sequel to the popular “Nintendo DS” version of “Tomodachi Collection.”

For the “Wii U” system, there were some delays in software development that resulted in intervals between new software title releases at the early stage of this calendar year. Taking this into consideration, we plan to concentrate on proactively releasing key Nintendo titles from the second half of this year through next year in order to regain momentum for the platform. Nintendo strives to improve the sales by communicating the compelling nature of our hardware and software to as many people as possible through our new network service called “Miiverse,” which offers an environment where people can empathize with others and share their gaming experiences. We also strive to reduce costs to improve hardware profitability.

In addition to the above, to adapt to the changes in the environment surrounding the video game market, increase the number of sales opportunities and improve profitability, we will expand the digital business by way of distributing paid add-on content and packaged software content in a digital format. We also reorganized the development divisions to increase hardware and software development efficiency, and strive to strengthen medium and long-term competitiveness. Furthermore, in order to offer various software titles, we will increase joint development with outside software developers and build an environment, such as “Nintendo Web Framework,” which enables developers to create software for “Wii U” using web technology.

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 70th fiscal year ended March 31, 2010	The 71st fiscal year ended March 31, 2011	The 72nd fiscal year ended March 31, 2012	The 73rd fiscal year ended March 31, 2013
Net sales	1,434,365	1,014,345	647,652	635,422
Operating income (loss)	356,567	171,076	(37,320)	(36,410)
Ordinary income (loss)	364,324	128,101	(60,863)	10,482
Net income (loss)	228,635	77,621	(43,204)	7,099
Net income (loss) per share	¥1,787.84	¥606.99	(¥337.86)	¥55.52
Total assets	1,760,986	1,634,297	1,368,401	1,447,878
Total net assets	1,336,585	1,281,861	1,191,025	1,227,520
Capital adequacy ratio	75.9%	78.4%	87.0%	84.8%
Net assets per share	¥10,450.33	¥10,022.26	¥9,313.15	¥9,598.22

(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 DS, Nintendo 3DS, Wii, 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
5,080	152

## 2. Status of Shares

<b>(1) Total number of shares authorized to be issued</b>	400,000,000 shares
<b>(2) Total number of shares outstanding</b>	141,669,000 shares (including 13,792,295 shares of treasury stock)
<b>(3) Number of shareholders</b>	74,633 persons
<b>(4) Major shareholders</b>	

Shareholder name	Number of shares hundred shares	Shareholding ratio %
Hiroshi Yamauchi	141,650	11.08
State Street Bank and Trust Company	107,453	8.40
JP Morgan Chase Bank 380055	77,934	6.09
The Bank of Kyoto, Ltd.	63,802	4.99
Japan Trustee Services Bank, Ltd. (Trust Account)	47,844	3.74
The Nomura Trust and Banking Co., Ltd. (The Bank of Tokyo-Mitsubishi UFJ, Ltd. Retiree Allowance Trust Account)	47,647	3.73
The Master Trust Bank of Japan, Ltd. (Trust Account)	33,821	2.64
SSBT OD05 OMNIBUS ACCOUNT – TREATY CLIENTS	24,010	1.88
Northern Trust Co. (AVFC) Sub A/C American Clients	20,175	1.58
The Bank of New York Treaty JASDEC Account	12,952	1.01

(Notes) 1. The Company owns 137,922 hundred treasury shares, which are excluded from the major shareholders above.  
2. Treasury shares owned by the Company 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		
Senior Managing Director (Representative Director)	Yoshihiro Mori	General Manager, Corporate Analysis & Administration Division	
Senior Managing Director (Representative Director)	Shinji Hatano	General Manager, Marketing Division; General Manager, Licensing Division	
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	Masaharu Matsumoto	General Manager, Finance & Information Systems Division; General Manager, General Affairs Division	
Managing Director	Eiichi Suzuki	General Manager, International Division	
Director	Tatsumi Kimishima		Director and Chairman (CEO) of Nintendo of America Inc.
Director	Kaoru Takemura	General Manager, Personnel Division	
Full-Time Auditor	Minoru Ueda		
Full-Time Auditor	Ken Toyoda		
Auditor	Naoki Mizutani		Director, Mizutani Law and Patent Office; Visiting Professor, Graduate School of the Tokyo Institute of Technology; Visiting Professor, Senshu University School of Law
Auditor	Yoshimi Mitamura		Director, Yoshimi Mitamura Certified Tax Accountant Office
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 Group, Inc. and by Osaka Securities Exchange Co., Ltd.

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. Ken Toyoda, Mr. Yoshimi Mitamura and Mr. Katsuhiro Umeyama were newly elected and appointed as Auditors at the 72nd Annual General Meeting of Shareholders held on June 28, 2012.

7. Mr. Ichiro Nakaji resigned from the office of Auditor as of the adjournment of the 72nd Annual General Meeting of Shareholders held on June 28, 2012.

8. Mr. Yoshiro Kitano retired from the office of Outside Auditor upon expiration of his term of office as of the adjournment of the 72nd Annual General Meeting of Shareholders held on June 28, 2012.

9. The area of responsibility of Mr. Shinji Hatano, Senior Managing Director, changed from "General Manager, Marketing Division" to "General Manager, Marketing Division and General Manager, Licensing Division" as of July 16, 2012.

10. The area of responsibility of Mr. Genyo Takeda, Senior Managing Director, changed from "General Manager, Integrated Research & Development Division" to "General Manager, Integrated Research & Development Division" as of February 16, 2013. This is a new division that has the same English division name as a former division.

## (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.

### 2) Directors 9 persons 232 million yen

Auditors 7 persons 79 million yen (of which 15 million yen is paid to four 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, 2013; as necessary, provided expert opinions mainly as an attorney-at-law and patent attorney.
Auditor	Yoshimi Mitamura	Participated in all 10 meetings of the Board of Directors and all 10 meetings of the Board of Auditors held since assuming office on June 28, 2012; as necessary, provided expert opinions mainly as an a certified tax accountant.
Auditor	Katsuhiro Umeyama	Participated in all 10 meetings of the Board of Directors and all 10 meetings of the Board of Auditors held since assuming office on June 28, 2012; as necessary, provided expert opinions mainly as an 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, 2013

PricewaterhouseCoopers Kyoto 83 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 105 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) 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 conducts audits to ensure that each division and department is properly and effectively operating its internal controls, and evaluates whether the financial reporting process is properly functioning in order to maintain reliability of financial reports.
  - 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 inspects 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 Representative Directors, are held three times 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
  - Each domestic subsidiary is strengthening its internal controls with the cooperation of the Company's division or department in charge, to ensure the subsidiary's proper business execution. Also, each overseas subsidiary has made a compliance manual in accordance with the circumstances of its region and laws and regulations, and material overseas subsidiaries have established internal auditing divisions to ensure proper business execution.
  - To undertake consequential matters, a subsidiary requires the Company's prior approval pursuant to internal regulations in order to ensure proper business execution by the Company group as a whole. 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 and ensures proper execution of work through guidance and cooperation for strengthening internal controls.
  - Under the umbrella of the Global Compliance Conference, which comprises the President of the Company and top management, etc., of material 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. Additionally, internal audit reports of the Internal Auditing Department are submitted to the Auditors.
  - Auditors participate in the meetings of the Board of Directors, and participate in important committee activities.
- 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, 2012 - March 31, 2013)

## Consolidated Balance Sheet

(As of March 31, 2013)

(In millions of yen)

Description	Amount	Description	Amount
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current assets</b>	<b>1,192,250</b>	<b>Current liabilities</b>	<b>194,475</b>
Cash and deposits	478,761	Notes and accounts payable-trade	107,045
Notes and accounts receivable-trade	45,873	Income taxes payable	3,563
Short-term investment securities	424,540	Provision for bonuses	2,131
Inventories	178,722	Other	81,735
Deferred income taxes	31,693		
Other	33,094	<b>Noncurrent liabilities</b>	<b>25,882</b>
Allowance for doubtful accounts	(434)	Provision for retirement benefits	16,593
<b>Noncurrent assets</b>	<b>255,628</b>	Other	9,288
<b>Property, plant and equipment</b>	<b>86,152</b>		
Buildings and structures	26,351	<b>Total liabilities</b>	<b>220,358</b>
Machinery, equipment and vehicles	8,054		
Tools, furniture and fixtures	5,309	<b>(Net assets)</b>	
Land	42,001	<b>Shareholders' equity</b>	<b>1,279,203</b>
Construction in progress	4,434	<b>Capital stock</b>	<b>10,065</b>
<b>Intangible assets</b>	<b>10,863</b>	<b>Capital surplus</b>	<b>11,734</b>
Software	8,276	<b>Retained earnings</b>	<b>1,414,095</b>
Other	2,586	<b>Treasury stock</b>	(156,692)
<b>Investments and other assets</b>	<b>158,612</b>		
Investment securities	109,634	<b>Other accumulated comprehensive income</b>	<b>(51,815)</b>
Deferred income taxes	37,690	<b>Valuation difference on available-for-sale securities</b>	<b>8,599</b>
Other	11,287	<b>Foreign currency translation adjustment</b>	<b>(60,414)</b>
Allowance for doubtful accounts	(0)		
		<b>Minority interests</b>	<b>131</b>
<b>Total assets</b>	<b>1,447,878</b>	<b>Total net assets</b>	<b>1,227,520</b>
		<b>Total liabilities and net assets</b>	<b>1,447,878</b>

## Consolidated Statement of Income

(April 1, 2012 - March 31, 2013)

(In millions of yen)

Description	Amount
Net sales	635,422
Cost of sales	495,068
<b>Gross profit</b>	<b>140,354</b>
Selling, general and administrative expenses	176,764
<b>Operating income (loss)</b>	<b>(36,410)</b>
Non-operating income	
Interest income	5,523
Foreign exchange gains	39,506
Other	3,455
	48,485
Non-operating expenses	
Sales discounts	555
Loss on redemption of securities	505
Loss on redemption of investment securities	319
Other	212
<b>Ordinary income</b>	<b>10,482</b>
Extraordinary income	
Gains on sales of noncurrent assets	10
Refund of income taxes for prior periods	2,947
	2,957
Extraordinary loss	
Loss on disposal of noncurrent assets	22
Soil removal expenses	380
Loss on litigation	2,840
<b>Income before income taxes and minority interests</b>	<b>3,243</b>
	<b>10,197</b>
Income taxes-current	(215)
Income taxes-deferred	3,244
<b>Income before minority interests</b>	<b>7,168</b>
Minority interests in income	68
<b>Net income</b>	<b>7,099</b>

## Consolidated Statement of Changes in Net Assets

(April 1, 2012 - March 31, 2013)

(In millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance as of April 1, 2012	10,065	11,734	1,419,784	(156,682)	1,284,901
Changes of items during the fiscal year					
Dividends from surplus	–	–	(12,787)	–	(12,787)
Net income	–	–	7,099	–	7,099
Purchase of treasury stock	–	–	–	(10)	(10)
Disposal of treasury stock	–	(0)	–	0	0
Net changes of items other than shareholders' equity	–	–	–	–	–
Total changes of items during the fiscal year	–	(0)	(5,688)	(9)	(5,697)
Balance as of March 31, 2013	10,065	11,734	1,414,095	(156,692)	1,279,203

	Other accumulated comprehensive income			Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Total other accumulated comprehensive income		
Balance as of April 1, 2012	1,570	(95,528)	(93,957)	81	1,191,025
Changes of items during the fiscal year					
Dividends from surplus	–	–	–	–	(12,787)
Net income	–	–	–	–	7,099
Purchase of treasury stock	–	–	–	–	(10)
Disposal of treasury stock	–	–	–	–	0
Net changes of items other than shareholders' equity	7,028	35,113	42,142	50	42,192
Total changes of items during the fiscal year	7,028	35,113	42,142	50	36,495
Balance as of March 31, 2013	8,599	(60,414)	(51,815)	131	1,227,520

# Notes to the Consolidated Financial Statements

## [Notes to the Basis for Preparation of Consolidated Financial Statements]

1. Scope of consolidation	
Number of consolidated subsidiaries	28
Names of principal subsidiaries	Nintendo of America Inc. Nintendo of Europe GmbH Fukuei Co., Ltd.
Names of non-consolidated subsidiaries	
Reason for excluding from the scope of consolidation	The non-consolidated subsidiary is excluded from the scope of consolidation because it is a small-scale company and does not have a material impact on the consolidated financial statements with respect to total assets, net sales, net income or loss, retained earnings, etc.
2. Application of the equity method	
Number of equity-method affiliates	4
Name of the principal equity-method affiliate	The Pok��mon Company
Name of the non-consolidated subsidiaries not subject to the equity method	Fukuei Co., Ltd.
Name of the affiliate not subject to the equity method	Ape inc.
Reason for not applying the equity method	The non-consolidated subsidiary and affiliate not subject to the equity method are excluded from application of the equity method because the impact of each on net income or loss, retained earnings, etc., is negligible, and neither is material as a whole. With respect to equity-method-applied companies whose account closing dates differ from the consolidated account closing date, the financial statements of the companies, either based on their fiscal year or based on preliminary accounts closing, are incorporated.
Special notes with respect to application of the equity method	
3. Accounting standards	
(1) Standards and methods for valuation of important assets	
A. Securities	
1) Held-to-maturity debt securities	Amortized cost method (straight-line method)
2) Other securities	
- Securities with market quotations	
Stated at market based on the market price, etc., on the balance sheet date	
(Valuation difference is reported as a component of net assets. The cost of sales is calculated using the moving average method.)	
- Securities without market quotations	
Stated at cost using the moving-average method	
B. Derivatives	Stated at market
C. Inventories	Mainly stated at cost using the moving-average method (The figures shown in the balance sheet have been calculated by writing them down based on decline in profitability.)

(2) Depreciation method for important depreciable assets

1) Property, plant and equipment (excluding leased assets)

The declining-balance method is applied for the Company and its domestic consolidated subsidiaries, but certain tools, furniture and fixtures are subject to depreciation based on their economic useful lives. However, the straight-line method is applied for buildings, except for those accompanying facilities, acquired on April 1, 1998 or thereafter. Overseas consolidated subsidiaries are subject to the straight-line method based on the estimated economic useful lives.

Main economic useful lives are as follows:

Buildings and structures 3-60 years

2) Intangible assets (excluding leased assets)

The Company and its consolidated subsidiaries use the straight-line method. However, computer software for internal use is amortized by the straight-line method over the estimated internal useful life (principally five years).

3) Leased assets (Finance leases that are not deemed to transfer the ownership of the leased assets to the lessee)

The straight-line method with no residual value is applied, regarding the lease term as useful life.

(3) Important standards of accounting for reserves

1) Allowance for doubtful accounts

With respect to the Company and its domestic consolidated subsidiaries, doubtful debts allowance is provided based on the historical write-off rate for ordinary receivables, and the estimated amount of irrecoverable debt based on recoverability of individual cases for specified receivables such as doubtful accounts. With respect to overseas consolidated subsidiaries, doubtful debts allowance is provided based on the estimated amount of irrecoverable debt based on recoverability of individual cases for specified receivables such as doubtful accounts.

2) Provision for bonuses

The Company and certain of its consolidated subsidiaries provide reserve for bonuses based on the estimated bonuses to employees.

3) Provision for retirement benefits

The Company and certain of its consolidated subsidiaries provide reserve for employees' retirement benefits based on the estimated benefit obligation and plan assets as of this fiscal year-end.

Past service obligations and actuarial calculation differences are processed collectively in the accrued year.

For this consolidated fiscal year, because plan assets exceed retirement benefits in the Company's defined benefit corporate pension plan, the excess is recorded in "Other" in investments and other assets as prepaid pension cost.

(4) Standards of translation of important assets and liabilities denominated in foreign currencies into yen

Foreign currency monetary asset and liability are translated into yen based on the spot rate of exchange in the foreign exchange market on the balance sheet date, and the foreign exchange gains and losses from translation are recognized in income statement. Assets and liabilities of overseas consolidated subsidiaries, etc., are translated into yen based on the spot rate of exchange in the foreign exchange

market on the balance sheet date, while revenue and expenses are translated into yen based on the average rate of exchange for the fiscal term. The differences resulting from such translation are included in “Foreign currency translation adjustment” and “Minority interests” under net assets.

(5) Accounting treatment of consumption taxes, etc.

The tax exclusion method is applied.

**[Notes on changes in accounting policies]**

(Changes in accounting policies that are difficult to distinguish from changes in accounting estimates)

Since the fiscal year ended March 31, 2013, the Company and its domestic consolidated subsidiaries, following the revision of the Corporation Tax Act, have changed the depreciation method for property, plant and equipment acquired on and after April 1, 2012 in accordance with the method prescribed by the amended Corporation Tax Act. This change in accounting policy has an immaterial impact on operating loss, ordinary income and income before income taxes and minority interests for the fiscal year under review.

**[Notes to Consolidated Balance Sheet]**

1. Breakdown of inventories

Finished goods	165,137 million yen
Work in process	2,008 million yen
Raw materials and supplies	11,576 million yen
2. Accumulated depreciation of property, plant and equipment	67,835 million yen

**[Notes to Consolidated Statement of Income]**

The “refund of income taxes for prior periods” denotes U.S. withholding tax refunded in accordance with the U.S. tax system with regard to transactions between the Company and its U.S. subsidiary as a result of the downward adjustment to U.S. taxable income based on the bilateral APA (Advance Pricing Arrangement) in effect.

**[Notes to Consolidated Statements of Changes in Net Assets]**

1. Total number of outstanding shares as of this fiscal year-end

Common stock 141,669,000 shares

2. Dividends

(1) Dividend amount

Resolution	Type of stock	Total dividends (million yen)	Dividend per share (yen)	Record date	Effective date
General Meeting of Shareholders on June 28, 2012	Common stock	12,787	100	March 31, 2012	June 29, 2012

(2) Dividends whose record date is during this fiscal year, but whose effective date is after the end of this fiscal year

The following dividend on common stock is proposed as a resolution of the General Meeting of

Shareholders on June 27, 2013.

Total dividends	12,787 million yen
Dividend per share	100 yen
Record date	March 31, 2013
Effective date	June 28, 2013

Dividends will be paid from retained earnings.

#### **[Notes on Financial Instruments]**

##### **1. Status of Financial Instruments**

The Company invests in financial assets such as deposits that are highly secure.

Customer credit risk concerning notes and accounts receivable-trade is reduced by establishing or revising the transaction limit based on the assessment of the financial position and past record of the relevant customer. The risk regarding bonds included in short-term investment securities and investment securities is negligible, since they are mainly the bonds of correspondent financial institutions and other entities with strong credit that are held to maturity. These bonds are also subject to the risk of fluctuations in exchange rates and the risk of fluctuations in market price, which are continuously monitored through regular checks of current market values and financial positions of the issuers. Stocks included in investment securities are those of companies with which the Company group has business relations. Although they are subject to the risk of fluctuations in market price, the balance thereof bears little significance.

Notes and accounts payable-trade, as well as income taxes payable, are due within one year. Derivative transactions consist of forward exchange contracts, non-deliverable forward foreign exchange transactions and currency option transactions, that are mainly intended to reduce the risk of fluctuations in exchange rates associated with foreign currency deposits and trade receivables. These transactions are conducted solely within the limit of the balance of foreign currency deposits made available by the Finance Department, in the case of Nintendo, and the respective department in charge of financial affairs, in the case of its consolidated subsidiaries, subject to the approval of the Director and President or the Director in charge. Nintendo and its subsidiaries do not conduct speculative transactions.

2. Current Value, etc. of Financial Instruments.

The amounts posted on the consolidated balance sheet, the market values, and the differences thereof as of March 31, 2013 are as follows:

(In millions of yen)

	Consolidated balance sheet amount	Market value	Difference
Cash and deposits	478,761	478,761	—
Notes and accounts receivable-trade	45,873	45,873	—
Short-term investment securities and investment securities			
Held-to-maturity debt securities	368,232	368,237	5
Other securities	159,482	159,482	—
Total assets	1,052,349	1,052,355	5
Notes and accounts payable-trade	107,045	107,045	—
Income taxes payable	3,563	3,563	—
Total liabilities	110,608	110,608	—
Derivative transactions	26	26	—

(Notes) 1. Calculation method of the market value of financial instruments and securities & Derivative transactions

Cash and deposits, Notes and accounts receivable-trade, Notes and accounts payable-trade, and Income taxes payable:

Since the settlement periods for the foregoing are short, the market values thereof are essentially equal to the book values. Therefore, the corresponding book value is used as the market value.

Short-term investment securities and investment securities:

The share price on the exchange is used as the market value in the case of stocks, and the price presented by a correspondent financial institution is used in the case of bonds.

Derivative transactions:

The receivables and payables resulting from derivative transactions are indicated in net amounts. In the case that the net total is a payable, the amount is shown in [ ].

The price presented by the correspondent financial institution is used as the current value.

2. Non-listed stocks (consolidated balance sheet amount of 6,460 million yen) are not included in "Short-term investment securities and investment securities," since the identification of its market values is deemed extremely difficult, due to the absence of market values and the inability to estimate future cash flows.

**[Notes to per Share Information]**

Net assets per share 9,598.22 yen

Net income per share 55.52 yen

(Note) Amounts in the consolidated financial statements are rounded down to the nearest million yen.

## Non-Consolidated Financial Statements

(April 1, 2012 - March 31, 2013)

### **Non-Consolidated Balance Sheet**

(As of March 31, 2013)

(In millions of yen)

Description	Amount	Description	Amount
<b>(Assets)</b>		<b>(Liabilities)</b>	
<b>Current assets</b>	<b>937,634</b>	<b>Current liabilities</b>	<b>167,296</b>
Cash and deposits	406,305	Notes payable-trade	1,629
Notes receivable-trade	5	Accounts payable-trade	99,985
Accounts receivable-trade	96,381	Accounts payable-other	15,929
Short-term investment securities	351,519	Income taxes payable	2,668
Inventories	31,529	Advances received	6,178
Deferred income taxes	33,594	Provision for bonuses	2,047
Other	18,299	Other	38,857
Allowance for doubtful accounts	(0)		<b>4,294</b>
<b>Noncurrent assets</b>	<b>182,828</b>	<b>Non-current liabilities</b>	
<b>Property, plant and equipment</b>	<b>58,991</b>	Provision for retirement benefits	3,860
Buildings	9,609	Other	434
Structures	258		
Machinery and equipment	6,282	<b>Total liabilities</b>	<b>171,591</b>
Vehicles	18		
Tools, furniture and fixtures	1,645	<b>(Net assets)</b>	
Land	36,820	<b>Shareholders' equity</b>	<b>940,260</b>
Construction in progress	4,357	<b>Capital stock</b>	<b>10,065</b>
<b>Intangible assets</b>	<b>748</b>	<b>Capital surplus</b>	<b>11,734</b>
Software	599	Legal capital surplus	11,584
Other	149	Other capital surplus	150
	<b>123,087</b>	<b>Retained earnings</b>	<b>1,075,152</b>
<b>Investments and other assets</b>		Legal retained earnings	2,516
Investment securities	56,478	Other retained earnings	1,072,636
Stocks of subsidiaries and affiliates	27,180	Reserve for advanced depreciation of noncurrent assets	32
Investments in capital of subsidiaries and affiliates	10,419	General reserve	860,000
Deferred income taxes	25,907	Retained earnings brought forward	212,603
Other	3,452		<b>(156,692)</b>
Allowance for doubtful accounts	(350)	<b>Treasury stock</b>	<b>8,609</b>
<b>Total assets</b>	<b>1,120,462</b>	<b>Valuation and translation adjustments</b>	<b>8,609</b>
		<b>Valuation difference on available-for-sale securities</b>	<b>8,609</b>
		<b>Total net assets</b>	<b>948,870</b>
		<b>Total liabilities and net assets</b>	<b>1,120,462</b>

## Non-Consolidated Statement of Income

(April 1, 2012 - March 31, 2013)

(In millions of yen)

Description	Amount
Net sales	607,696
Cost of sales	551,002
<b>Gross profit</b>	<b>56,694</b>
Selling, general and administrative expenses	92,553
<b>Operating income (loss)</b>	<b>(35,859)</b>
Non-operating income	
Interest income	1,804
Interest on securities	2,053
Foreign exchange gains	54,025
Other	2,443
	60,327
Non-operating expenses	
Sales discount	590
Loss on redemption of securities	505
Loss on redemption of investment securities	319
Other	14
<b>Ordinary income</b>	<b>23,038</b>
Extraordinary income	
Gain on sales of noncurrent assets	10
Gain on liquidation of subsidiaries and affiliates	71
Refund of income taxes for prior periods	2,947
	3,028
Extraordinary loss	
Loss on disposal of noncurrent assets	10
Losses on valuation of stocks of subsidiaries and affiliates	1,169
Soil removal expenses	380
Loss on litigation	2,840
<b>Income before income taxes</b>	<b>21,666</b>
Income taxes-current	3,409
Income taxes-deferred	4,228
<b>Net income</b>	<b>14,028</b>

## Non-Consolidated Statement of Changes in Net Assets

(April 1, 2012 - March 31, 2013)

(In millions of yen)

	Shareholders' equity								
	Capital stock	Capital surplus			Legal retained earnings	Retained earnings			Total retained earnings
		Legal capital surplus	Other capital surplus	Capital surplus		Reserve for advanced depreciation of noncurrent assets	General reserve	Other retained earnings	
Balance as of April 1, 2012	10,065	11,584	150	11,734	2,516	34	860,000	211,361	1,073,911
Changes of items during the fiscal year									
Reversal of reserve for advanced depreciation of noncurrent assets	–	–	–	–	–	(1)	–	1	–
Dividends from surplus	–	–	–	–	–	–	–	(12,787)	(12,787)
Net income	–	–	–	–	–	–	–	14,028	14,028
Purchase of treasury stock	–	–	–	–	–	–	–	–	–
Disposal of treasury stock	–	–	(0)	(0)	–	–	–	–	–
Net changes of items other than shareholders' equity	–	–	–	–	–	–	–	–	–
Total changes of items during the fiscal year	–	–	(0)	(0)	–	(1)	–	1,242	1,240
Balance as of March 31, 2013	10,065	11,584	150	11,734	2,516	32	860,000	212,603	1,075,152

	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, 2012	(156,682)	939,029	1,615	1,615	940,644
Changes of items during the fiscal year					
Reversal of reserve for advanced depreciation of noncurrent assets	–	–	–	–	–
Dividends from surplus	–	(12,787)	–	–	(12,787)
Net income	–	14,028	–	–	14,028
Purchase of treasury stock	(10)	(10)	–	–	(10)
Disposal of treasury stock	0	0	–	–	0
Net changes of items other than shareholders' equity	–	–	6,994	6,994	6,994
Total changes of items during the fiscal year	(9)	1,231	6,994	6,994	8,226
Balance as of March 31, 2013	(156,692)	940,260	8,609	8,609	948,870

## Notes to Non-Consolidated Financial Statements

### [Notes to Significant Accounting Policies]

#### 1. Standards and methods of valuation of assets

##### (1) Securities

1) Held-to-maturity debt securities      Amortized cost method (by straight-line method)

2) Stocks of subsidiaries and affiliates      Stated at cost using the moving-average method

3) Other securities

###### - Securities with market quotations

    Stated at market based on the market price, etc., on the balance sheet date

    (Valuation difference is reported as a component of net assets. The cost of sales is calculated using the moving average method.)

###### - Securities without market quotations

    Stated at cost using the moving-average method

(2) Derivatives      Stated at market

(3) Inventories      Mainly stated at cost using the moving-average method

    (The figures shown in the balance sheet have been calculated by writing them down based on decline in profitability)

#### 2. Depreciation method for noncurrent assets

##### (1) Property, plant and equipment (excluding leased assets)

    Declining-balance method

    (Certain tools, furniture and fixtures are subject to depreciation based on their economic useful lives)

    However, the straight-line method is applied for buildings, except for those accompanying facilities, acquired on April 1, 1998 or thereafter.

    Main economic useful lives are as follows:

        Buildings      3-50 years

##### (2) Intangible assets (excluding leased assets)

    Straight-line method

    However, computer software for internal use is amortized by the straight-line method over the estimated internal useful life (principally five years).

##### (3) Leased assets

    Finance leases that are not deemed to transfer the ownership of the leased assets to the lessee are depreciated by the straight-line method with no residual value, regarding the lease term as useful life.

#### 3. Standards of accounting for reserves

##### (1) Allowance for doubtful accounts

    Doubtful debts allowance is provided based on the historical write-off rate for ordinary receivables, and the estimated amount of irrecoverable debt is recorded based on recoverability of individual cases for specified receivables such as doubtful accounts.

(2) Provision for bonuses

Provision for bonuses is provided based on the estimated bonuses to employees.

(3) Provision for retirement benefits

Provision for retirement benefits is provided based on the estimated benefit obligation and plan assets as of this fiscal year-end.

Past service obligations and actuarial calculation differences are processed collectively in the accrued year.

For this fiscal year, because plan assets exceed retirement benefits in the defined benefit corporate pension plan, the excess is recorded in “Other” in investments and other assets as prepaid pension cost.

4. Standards of translation of assets and liabilities denominated in foreign currencies into yen

Foreign currency monetary assets and liabilities are translated into yen based on the spot rate of exchange in the foreign exchange market on the balance sheet date, and the foreign exchange gains and losses from translation are recognized in income statement.

5. Accounting treatment of consumption taxes, etc.

The tax exclusion method is applied.

**[Notes on changes in accounting policies]**

(Changes in accounting policies that are difficult to distinguish from changes in accounting estimates)

Since the fiscal year ended March 31, 2013, the Company and its domestic consolidated subsidiaries, following the revision of the Corporation Tax Act, have changed the depreciation method for property, plant and equipment acquired on and after April 1, 2012 in accordance with the method prescribed by the amended Corporation Tax Act. This change in accounting policy has an immaterial impact on operating loss, ordinary income, and income before income taxes and minority interests for the fiscal year under review.

**[Notes to Non-Consolidated Balance Sheet]**

1. Breakdown of inventories

Finished goods	20,227 million yen
Work in process	1,993 million yen
Raw materials and supplies	9,308 million yen

2. Accumulated depreciation of property, plant and equipment 47,346 million yen

3. Guarantee liability

Guarantee of payment of real property rent	
NES Merchandising, Inc.	976 million yen

4. Monetary receivables from and payables to affiliates

Short-term monetary asset	86,234 million yen
Long-term monetary asset	350 million yen
Short-term monetary liability	2,060 million yen

**[Notes to Non-Consolidated Statement of Income]**

1. Transactions with affiliates

Net sales	396,966 million yen
Other operating transactions	28,600 million yen
Transactions other than operating transactions	373 million yen

2. The “refund of income taxes for prior periods” denotes U.S. withholding tax refunded in accordance with the U.S. tax system with regard to transactions between the Company and its U.S. subsidiary as a result of the downward adjustment to U.S. taxable income based on the bilateral APA (Advance Pricing Arrangement) in effect.

**[Notes to Non-Consolidated Statement of Changes in Net Assets]**

Number of treasury shares as of the fiscal year-end

Common stock 13,792,295 shares

**[Notes to Tax Effect Accounting]**

The main contributing factors to the deferred tax assets are research and development expenses, accounts payable-other, accrued expenses and loss carried forward in tax accounting. The amount of valuation allowances deducted from the deferred tax assets was 4,976 million yen.

**[Notes to Transactions with Affiliates]**

Affiliates, etc.

(In millions of yen)

Type	Name of company, etc.	Percentage of voting rights, etc., held (or held of the Company)	Relationship with affiliate	Transaction details	Transaction amount	Description	Fiscal year-end balance
Subsidiary	Nintendo of America Inc.	Directly holds 100%	Sales of the Company products; officer with concurrent positions	Sales of the Company products (*)	236,997	Accounts receivable-trade	44,821
Subsidiary	Nintendo of Europe GmbH	Directly holds 100%	Sales of the Company products	Sales of the Company products (*)	142,302	Accounts receivable-trade	38,231

Transaction terms and policies regarding determination of transaction terms

(\*) Terms of product sales are the same as those available generally and upon consideration of the market price.

**[Notes to Per Share Information]**

Net assets per share	7,420.20 yen
Net income per share	109.70 yen

(Note) Amounts in the non-consolidated financial statements are rounded down to the nearest million yen.

Independent Auditor's Report  
(English Translation)

May 10, 2013

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 of Japan, 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, 2012 to March 31, 2013.

**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, 2013 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 Accountant Law 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 10, 2013

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 of Japan, 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 73rd fiscal year from April 1, 2012 to March 31, 2013.

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, 2013 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 Accountant Law 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 73rd fiscal year from April 1, 2012 to March 31, 2013, 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 17, 2013

Board of Auditors, Nintendo Co., Ltd.

Full-Time Auditor	Minoru Ueda
Full-Time Auditor	Ken Toyoda
Auditor	Naoki Mizutani
Auditor	Yoshimi Mitamura
Auditor	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, 2013 would be 30 yen per share of common stock; however, as the Company had previously announced that the minimum annual dividend per share of common stock is 100 yen regardless of profit levels, the Company hereby proposes the following shareholder returns:

(1) Matters concerning allotment of property dividends to shareholders and the total amount

100 yen per share of common stock, for a total of 12,787,670,500 yen

(2) Effective date of distribution of surplus

June 28, 2013

## Proposal No. 2: Election of Ten Directors

The terms of office of nine Directors: Satoru Iwata, Yoshihiro Mori, Shinji Hatano, Genyo Takeda, Shigeru Miyamoto, Masaharu Matsumoto, Eiichi Suzuki, Tatsumi Kimishima and Kaoru Takemura, 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 (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Satoru Iwata (December 6, 1959)	June 2000 Appointed as Director (to present) General Manager, Corporate Planning Division May 2002 Appointed as Director and President (to present) Appointed as Representative Director (to present)		6,200 shares
2	Genyo Takeda (March 7, 1949)	July 1972 Joined the Company December 1980 General Manager, Research & Development Department No. 3 June 2000 Appointed as Director (to present) General Manager, Integrated Research & Development Division May 2002 Appointed as Senior Managing Director (to present) Appointed as Representative Director (to present) February 2013 General Manager, Integrated Research & Development Division* (to present)		200 shares
3	Shigeru Miyamoto (November 16, 1952)	April 1977 Joined the Company February 1996 General Manager, Entertainment Analysis & Development Department June 2000 Appointed as Director (to present) General Manager, Entertainment Analysis & Development Division (to present) May 2002 Appointed as Senior Managing Director (to present) Appointed as Representative Director (to present)		100 shares
4	Tatsumi Kimishima (April 21, 1950)	December 2000 Appointed as Representative Director of The Pokémon Company January 2002 Appointed as Director and President of Nintendo of America Inc. June 2002 Appointed as Director of the Company (to present) May 2006 Appointed as Director and Chairman (CEO) of Nintendo of America Inc. (to present) [Significant concurrent positions] Director and Chairman (CEO) of Nintendo of America Inc.		200 shares
5	Kaoru Takemura (January 11, 1946)	June 1973 Joined the Company July 1998 General Manager, Personnel Department June 2005 Appointed as Director (to present) General Manager, Personnel Division (to present)		1,036 shares
6	* Shigeyuki Takahashi (March 31, 1954)	September 2003 General Manager, Legal Office, Compliance Department, UFJ Bank Limited January 2006 Joined the Company November 2007 Appointed as Executive Vice President of Nintendo of America Inc. April 2013 General Manager, Finance Department (to present)		200 shares

\* This is a new division that has the same English division name as a former division mentioned above.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	* Satoshi Yamato (December 10, 1957)	April 1980 Joined the Company October 1999 General Manager, Software Planning & Development Department, Licensing Division February 2004 General Manager, Sales Planning & Strategy Department, Marketing Division (to present) April 2010 General Manager, Customer Service Office, Marketing Division (to present) July 2012 Deputy General Manager, Marketing Division (to present)		200 shares
8	* Susumu Tanaka (March 11, 1953)	April 1976 Joined the Company February 1999 General Manager, International Business Department July 2002 General Manager, Licensing Department (to present) July 2012 Deputy General Manager, Licensing Division (to present)		200 shares
9	* Shinya Takahashi (November 9, 1963)	April 1989 Joined the Company January 2009 General Manager, Software Planning & Development Department (to present) and General Manager, Software Development & Design Department July 2012 Deputy General Manager, Software Planning & Development Division (to present)		100 shares
10	* Hirokazu Shinshi (March 14, 1966)	April 1986 Joined the Company May 2010 General Manager, Production Planning & Coordination Office, Manufacturing Division (to present) January 2012 Deputy General Manager, Manufacturing Division (to present)		200 shares

(Notes) 1. Candidates marked with an asterisk are new candidates.

2. No material conflict of interest exists between the Company and any of the above ten candidates for Directors.

### **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 Wednesday, June 26, 2013 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)