



May 18, 2016

Name of listed company: Nintendo Co., Ltd.  
Representative: Tatsumi Kimishima, Director and President  
(TSE First Section Stock Code: 7974)  
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## **Notice Regarding Partial Amendment to Articles of Incorporation**

Nintendo Co., Ltd. (the “Company”) announces that the board of directors meeting held on May 18, 2016 resolved to propose a partial amendment to its Articles of Incorporation at the 76th Annual General Meeting of Shareholders to be held on June 29, 2016.

### **1. Reason for Amendment**

- (1) As separately disclosed in the Notice Regarding Transition to a Company with Audit and Supervisory Committee and Introduction of Executive Officer System dated April 27, 2016, the Company decided to transition to a Company with Audit and Supervisory Committee with the view to strengthening the audit and supervisory functions of the Board of Directors and further promoting corporate governance. The Company will therefore make amendments required to transition to a Company with Audit and Supervisory Committee, including newly establishing the Articles regarding Audit and Supervisory Committee and Directors who are the members of the Committee and deleting the Articles regarding Auditors and the Board of Auditors.
- (2) The Company will add and change the purposes of the Company in preparation for business diversification.
- (3) In conjunction with the renewal of the business execution system, the Company will limit the Executive Directors which its Board of Directors may appoint to President and Director, Chairman and Director, and Executive Vice Presidents and Directors.
- (4) The Company will make other necessary changes, such as modifying some words and expressions and revising the numbering of the Articles in connection with additions and deletions of the Articles.

### **2. Details of Amendment**

The details of the amendment are shown in the attachment.

### **3. Schedule of Amendment**

Date of amendment (Annual General Meeting of Shareholders): June 29, 2016 (Scheduled)  
Effective date of amendment: June 29, 2016 (Scheduled)

(The amended parts are underlined.)

Current Articles	Proposed Amendment
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS
Article 1. (Omitted)	Article 1. (Unchanged)
(Purpose)	(Purpose)
Article 2. The purpose of the Company shall be to engage in the following businesses:	Article 2. The purpose of the Company shall be to engage in the following businesses:
(1) Manufacturing and sale of playing cards, etc.;	(1) Manufacturing and sale of playing cards, etc.;
(2) Manufacturing and sale of entertainment equipment, sporting equipment, sound equipment and vehicles;	(2) Manufacturing and sale of entertainment equipment, sporting equipment, sound equipment and vehicles;
(3) Manufacturing and sale of office equipment and tools;	(3) Manufacturing and sale of office equipment and tools;
(4) Manufacturing and sale of education materials, childcare products, household items and electric products;	(4) Manufacturing and sale of education materials, childcare products, household items and electric products;
(5) Printing, publication, processing and sale of paper products;	(5) Printing, publication, processing and sale of paper products;
(6) Processing and sale of plastic, metallic and wooden products;	(6) Processing and sale of plastic, metallic and wooden products;
(7) Production, manufacturing and sale of contents such as games, images and music;	(7) Production, manufacturing and sale of contents such as games, images and music;
(8) Development, manufacturing and sale of electrical appliances and devices related to the contents set forth in the previous clause;	(8) Development, manufacturing and sale of electrical appliances and devices related to the contents set forth in the previous clause;
(New)	<u>(9) Development, manufacturing and sale of medical devices and health devices</u>
(New)	<u>(10) Development, manufacturing and sale of computer software</u>
<u>(9) Information processing and providing services using computer networks, etc.;</u>	<u>(11) Information processing and providing services using computer networks, etc.;</u>
<u>(10) Electrical communication business and development and sale of communication-related technology;</u>	<u>(12) Electrical communication business and development and sale of communication-related technology;</u>
<u>(11) Radio broadcast and development and sale of radio-related technology;</u>	<u>(13) Radio broadcast and development and sale of radio-related technology;</u>
<u>(12) Sale, lease, management and brokering of real property;</u>	<u>(14) Sale, lease, management and brokering of real property;</u>
<u>(13) Financial services and sale and purchase of marketable securities;</u>	<u>(15) Financial services and sale and purchase of marketable securities;</u>
<u>(14) Non-life insurance agency and life insurance offering;</u>	<u>(16) Non-life insurance agency and life insurance offering;</u>
<u>(15) Management of and investment in <u>restaurants, dining halls, cafes</u>, stores and entertainment sites;</u>	<u>(17) Management of and investment in <u>eating establishments</u>, stores and entertainment sites;</u>
<u>(16) Planning and production of sports, films and other cultural events;</u>	<u>(18) Planning and production of sports, films and other cultural events;</u>
<u>(17) Planning, manufacturing and sale of character-based products;</u>	<u>(19) Planning, manufacturing and sale of character-based products;</u>
<u>(18) <u>Licensing use or reproduction of copyrighted works;</u></u>	(Deleted)
<u>(19) <u>Licensing use of trademarks; and</u></u>	(Deleted)
(New)	<u>(20) <u>Licensing of intellectual property rights; and</u></u>
<u>(20) All businesses incidental to any of the foregoing.</u>	<u>(21) All businesses incidental to any of the foregoing.</u>
Article 3. (Omitted)	Article 3. (Unchanged)

(Organizations)

Article 4. The Company shall have the following organizations in addition to General Meeting of Shareholders and Directors:

- (1) Board of Directors;
- (2) Auditors;
- (3) Board of Auditors; and
- (4) Accounting Auditor.

Article 5. - Article 19. (Omitted)

#### CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

(Number of Directors)

Article 20. The number of Directors of the Company shall not exceed fifteen (15).

(New)

(Election of Directors)

Article 21. Directors shall be elected at the General Meetings of Shareholders.

2. (Omitted)
3. (Omitted)

(Term of Office of Directors)

Article 22. The term of office of a Director shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within one (1) year from his/her election to office.

(New)

2. The term of office of a Director elected to fill a vacancy or to increase the number of Directors shall be the same as the remaining term of office of the other Directors in office at that time.

(New)

(Organizations)

Article 4. The Company shall have the following organizations in addition to General Meeting of Shareholders and Directors:

- (1) Board of Directors;
- (2) Audit and Supervisory Committee; and  
(Deleted)
- (3) Accounting Auditor.

Article 5. - Article 19. (Unchanged)

#### CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

(Number of Directors)

Article 20. The number of Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members) shall not exceed fifteen (15).

2. The number of Directors who are Audit and Supervisory Committee Members shall not exceed five (5).

(Election of Directors)

Article 21. Directors shall be elected at the General Meetings of Shareholders by distinguishing Directors who are Audit and Supervisory Committee Members and other Directors.

2. (Unchanged)
3. (Unchanged)

(Term of Office of Directors)

Article 22. The term of office of a Director (excluding Directors who are Audit and Supervisory Committee Members) shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within one (1) year from his/her election to office.

2. The term of office of a Director who is an Audit and Supervisory Committee Member shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within two (2) years from his/her election to office.

(Deleted)

3. The term of office of a Director who is an Audit and Supervisory Committee Member and elected to fill a vacancy caused by retirement of a Director who is an Audit and Supervisory Committee Member prior to the expiry of his/her term of office shall be the same as the remaining term of office of the retired Director who is an Audit and Supervisory Committee Member.

(Representative Directors and Executive Directors)

Article 23. The Board of Directors shall appoint by resolution Representative Directors.

2. The Board of Directors shall appoint one (1) President and Director, and may appoint one (1) Chairman and Director, and one or more Executive Vice Presidents and Directors, Senior Managing Directors and Managing Directors by resolution.

Article 24. (Omitted)

(Notice of Convocation of the Board of Directors)

Article 25. Notice of convocation of a meeting of the Board of Directors shall be sent to each Director and Auditor at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.

2. When the consent of all Directors and Auditors is obtained, a meeting of the Board of Directors may be held without following the procedures for convening a meeting.

Article 26. (Omitted)

(New)

(Minutes of the Board of Directors)

Article 27. The substance of the proceedings at a meeting of the Board of Directors, the results thereof and the other matters provided by laws and regulations shall be entered or recorded in the minutes, and the Directors and Auditors present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.

Article 28. (Omitted)

(Compensation etc. to Directors)

Article 29. The amounts of compensation, etc., payable to Directors shall be determined by resolution of the General Meeting of Shareholders.

Article 30. - Article 31. (Omitted)

(Representative Directors and Executive Directors)

Article 23. The Board of Directors shall appoint by resolution Representative Directors from among the Directors (excluding Directors who are Audit and Supervisory Committee Members).

2. The Board of Directors shall appoint one (1) President and Director, and may appoint one (1) Chairman and Director and one or more Executive Vice Presidents from among the Directors (excluding Directors who are Audit and Supervisory Committee Members) by resolution.

Article 24. (Unchanged)

(Notice of Convocation of the Board of Directors)

Article 25. Notice of convocation of a meeting of the Board of Directors shall be sent to each Director at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.

2. When the consent of all Directors is obtained, a meeting of the Board of Directors may be held without following the procedures for convening a meeting.

Article 26. (Unchanged)

(Delegation of Decisions of Execution of Important Operations)

Article 27. Pursuant to Article 399-13, Paragraph 6 of the Corporation Law, the Company may delegate all or part of decisions of execution of important operations (excluding matters listed in items of Article 399-13, Paragraph 5 of the Corporation Law) to Directors.

(Minutes of the Board of Directors)

Article 28. The substance of the proceedings at a meeting of the Board of Directors, the results thereof and the other matters provided by laws and regulations shall be entered or recorded in the minutes, and the Directors present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.

Article 29. (Unchanged)

(Compensation etc. to Directors)

Article 30. The amounts of compensation, etc., payable to Directors shall be determined by resolution of the General Meeting of Shareholders by distinguishing Directors who are Audit and Supervisory Committee Members and other Directors.

Article 31. - Article 32. (Unchanged)

CHAPTER V. AUDITORS AND BOARD OF AUDITORS

(New)

(New)

(New)

(New)

(New)

(Number of Auditors)

Article 32. The number of Auditors of the Company shall not exceed five (5).

(Election of Auditors)

Article 33. Auditors shall be elected at the General Meetings of Shareholders.

2. Resolutions for the election of Auditors shall be adopted by a majority of voting rights of shareholders in attendance, who must hold in the aggregate one-third (1/3) or more of the total number of voting rights of shareholders entitled to exercise voting rights.

CHAPTER V. AUDIT AND SUPERVISORY COMMITTEE

(Full-Time Directors who are Audit and Supervisory Committee Members)

Article 33. The Audit and Supervisory Committee may appoint by resolution one or more Full-time Directors who are Audit and Supervisory Committee Members.

(Notice of Convocation of the Audit and Supervisory Committee)

Article 34. Notice of convocation of a meeting of the Audit and Supervisory Committee shall be sent to each Director who is an Audit and Supervisory Committee Member at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.

2. When the consent of all Directors who are Audit and Supervisory Committee Members is obtained, a meeting of the Audit and Supervisory Committee may be held without following the procedures for convening a meeting.

(Resolutions of the Audit and Supervisory Committee)

Article 35. Resolutions of the Audit and Supervisory Committee shall be adopted by a majority vote of the Directors who are Audit and Supervisory Committee Members present, who constitute in number more than half the total number of Directors who are Audit and Supervisory Committee Members and entitled to vote for the resolutions.

(Minutes of the Audit and Supervisory Committee)

Article 36. The substance of the proceedings at a meeting of the Audit and Supervisory Committee, the results thereof and the other matters provided by laws and regulations shall be entered or recorded in the minutes, and the Directors who are Audit and Supervisory Committee Members present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.

(Audit and Supervisory Committee Regulations)

Article 37. The matters concerning the Audit and Supervisory Committee shall be governed by, in addition to laws and regulations or these Articles of Incorporation, the Audit and Supervisory Committee Regulations established by the Audit and Supervisory Committee.

(Deleted)

(Deleted)

(Term of Office of Auditors)

(Deleted)

Article 34. The term of office of an Auditor shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within four (4) years from his/her election to office.

2. The term of office of an Auditor elected to fill a vacancy caused by retirement of an Auditor prior to the expiry of his/her term of office shall be the same as the remaining term of office of the retired Auditor.

(Full-Time Auditors)

(Deleted)

Article 35. The Board of Auditors shall appoint by resolution one or more Full-time Auditors.

(Notice of Convocation of the Board of Auditors)

(Deleted)

Article 36. Notice of convocation of a meeting of the Board of Auditors shall be sent to each Auditor at least three (3) days prior to the meeting; provided, however, that in the event of urgency, such period may be shortened.

2. When the consent of all Auditors is obtained, a meeting of the Board of Auditors may be held without following the procedures for convening a meeting.

(Resolutions of the Board of Auditors)

(Deleted)

Article 37. Except as otherwise provided by laws and regulations, resolutions of the Board of Auditors of the Company shall be adopted by a majority of the Auditors.

(Minutes of the Board of Auditors)

(Deleted)

Article 38. The substance of the proceedings at a meeting of the Board of Auditors, the results thereof and the other matters provided by laws and regulations shall be entered or recorded in the minutes, and the Auditors present shall inscribe their names and affix their seals thereon or put their electronic signatures thereon.

(Board of Auditors Regulations)

(Deleted)

Article 39. The matters concerning the Board of Auditors shall be governed by, in addition to laws and regulations or these Articles of Incorporation, the Board of Auditors Regulations established by the Board of Auditors.

(Compensation, etc.)

(Deleted)

Article 40. The amount of compensation, etc., payable to Auditors shall be determined by resolution of the General Meeting of Shareholders.

(Agreement on Limitation of Liabilities of Outside Auditors)

(Deleted)

Article 41. 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 42. - Article 47. (Omitted)

Article 38. - Article 43. (Unchanged)

(New)

Additional Provision

(Transitional Measures regarding Agreement on Limitation of Liabilities of Outside Auditors)

An agreement with Outside Auditors which limits their liabilities specified by Article 423, Paragraph 1 of the Corporation Law shall remain in force for the actions of Outside Auditors (including persons who were Outside Auditors) conducted before the conclusion of the 76th Annual General Meeting of Shareholders held on June 29, 2016.