

This document has been translated from Japanese original for reference purposes only.
In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Articles of Incorporation

(Last amendment: October 1, 2022)

Nintendo Co., Ltd.

CHAPTER I. GENERAL PROVISIONS

(Trade Name)

Article 1. The name of the Company shall be “Nintendo Kabushiki Kaisha,” and in English it shall be “Nintendo Co., Ltd.”

(Purpose)

Article 2. The purpose of the Company shall be to engage in the following businesses:

- (1) Manufacturing and sale of playing cards, etc.;
- (2) Manufacturing and sale of entertainment equipment, sporting equipment, sound equipment and vehicles;
- (3) Manufacturing and sale of office equipment and tools;
- (4) Manufacturing and sale of education materials, childcare products, household items and electric products;
- (5) Printing, publication, processing and sale of paper products;
- (6) Processing and sale of plastic, metallic and wooden products;
- (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;
- (9) Development, manufacturing and sale of medical devices and health devices
- (10) Development, manufacturing and sale of computer software
- (11) Information processing and providing services using computer networks, etc.;
- (12) Electrical communication business and development and sale of communication-related technology;
- (13) Radio broadcast and development and sale of radio-related technology;
- (14) Sale, lease, management and brokering of real property;
- (15) Financial services and sale and purchase of marketable securities;
- (16) Non-life insurance agency and life insurance offering;
- (17) Management of and investment in eating establishments, stores and entertainment sites;
- (18) Planning and production of sports, films and other cultural events;
- (19) Planning, manufacturing and sale of character-based products;
- (20) Licensing of intellectual property rights; and
- (21) All businesses incidental to any of the foregoing.

(Location of Head Office)

Article 3. The head office of the Company shall be located in Kyoto, Japan.

(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
- (3) Accounting Auditor.

(Method of Public Notices)

Article 5. The method of public notices of the Company shall be electronic public notices; provided, however, that if the Company is unable to issue an electronic public notice due to an accident or any other unavoidable reason, public notices of the Company shall be issued in Nihon Keizai Shimbun.

CHAPTER II. SHARES

(Total Number of Shares Authorized to be Issued)

Article 6. The total number of shares authorized to be issued by the Company shall be four billion (4,000,000,000) shares.

(Acquisition of Own Shares)

Article 7. The Company may, by resolution of the Board of Directors, acquire the Company's own shares pursuant to Article 165, Paragraph 2 of the Corporation Law.

(Number of Shares Constituting One Unit)

Article 8. The number of shares constituting one unit of stock shall be one hundred (100) shares.

(Rights with respect to Shares Constituting Less Than One Unit)

Article 9. A shareholder may not exercise rights with respect to shares constituting less than one unit other than those specified in the following sections:

- (1) Right specified in each item of Article 189, Paragraph 2 of the Corporation Law;

- (2) Right to make a request provided for in Article 166, Paragraph 1 of the Corporation Law;
- (3) Right to receive allotment of offered shares or stock acquisition rights in accordance with the number of shares held by the shareholder; and
- (4) Right to make a request provided for in the following article.

(Additional Purchase of Shares Constituting Less Than One Unit)

Article 10. A shareholder holding the Company's shares constituting less than one unit, in accordance with the provisions of the Share Handling Regulations, may request the Company to sell such amount of shares which will, when added together with that shareholder's existing shares constituting less than one unit, constitute one unit of stock.

(Transfer Agent)

Article 11. The Company shall appoint a transfer agent.

2. The transfer agent and its business office shall be designated by resolution of the Board of Directors and public notice thereof shall be issued by the Company.
3. Preparation and retention of the register of shareholders and the ledger of stock acquisition rights of the Company, and any other business with respect to the register of shareholders and the ledger of stock acquisition rights of the Company, shall be entrusted to the transfer agent and shall not be handled by the Company.

(Share Handling Regulations)

Article 12. The business, handling charges pertaining to shares and stock acquisition rights of the Company and method of exercising shareholder rights shall be governed by, in addition to laws and regulations or these Articles of Incorporation, the Share Handling Regulations established by the Board of Directors.

(Record Date)

Article 13. The record date for voting rights at the Annual General Meeting of Shareholders of the Company shall be March 31 of each year.

2. Notwithstanding the foregoing, whenever necessary, in accordance with resolution of the Board of Directors and upon giving prior public notice, the Company may determine an ad hoc record date.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

(Convocation of General Meeting of Shareholders)

Article 14. The Annual General Meeting of Shareholders of the Company shall be convened in June of each year, and an Extraordinary General Meeting of Shareholders of the Company shall be convened when necessary.

2. The General Meeting of Shareholders of the Company shall be convened at the location of head office or environs.

(Convocator and Chairperson of the General Meeting of Shareholders)

Article 15. The President and Director shall convene the General Meeting of Shareholders and act as the chairperson thereof, unless otherwise provided by laws and regulations.

2. In the event that the President and Director is unable to act, another Director, determined in accordance with an order of succession previously determined by resolution of the Board of Directors, shall act in place of the President and Director.

(Measures for Electronic Provision, etc.)

Article 16. The Company shall, when convening a General Meeting of Shareholders, take measures for electronic provision of information contained in the reference documents, etc. for the General Meeting of Shareholders.

2. Among the matters to be provided through measures for electronic provision of, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.

(Method of Adopting Resolutions)

Article 17. Except as otherwise provided by laws and regulations or by these Articles of Incorporation, all resolutions of a General Meeting of Shareholders shall be adopted by a majority of voting rights of the shareholders in attendance entitled to exercise voting rights.

2. Resolutions provided for in Article 309, Paragraph 2 of the Corporation Law may be adopted by two-thirds (2/3) or more of the 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.

(Exercise of Voting Rights by Proxy)

Article 18. A shareholder may exercise his/her voting rights by authorizing one (1) other shareholder with voting rights of the Company as his/her proxy.

2. A shareholder or his/her proxy shall submit to the Company a document evidencing his/her authority of representation for each General Meeting of Shareholders.

(Minutes of the General Meeting of Shareholders)

Article 19. The substance of the proceedings at a General Meeting of Shareholders, the results thereof, and any other matters stipulated by laws and regulations shall be entered or recorded in the minutes.

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. Resolutions for the election of Directors 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.
3. Resolutions for the election of Directors shall not be made by cumulative voting.

(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.
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 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) Chairperson and Director, and one or more Executive Vice Presidents and Directors from among the Directors (excluding Directors who are Audit and Supervisory Committee Members) by resolution.

(Convocator and Chairperson of Board of Directors)

Article 24. The President and Director shall convene the meetings of the Board of Directors and act as the chairperson thereof, unless otherwise provided by laws and regulations.

2. In the event that the President and Director is unable to act, another Director, determined in accordance with an order of succession previously determined by resolution of the Board of Directors, shall convene the meeting of the Board of Directors and act as the chairperson thereof.

(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.

(Resolutions of the Board of Directors)

Article 26. Resolutions of the Board of Directors shall be adopted by a majority vote of the Directors present, who constitute in number more than half the total number of Directors entitled to vote for the resolutions.

2. When requirements provided for in Article 370 of the Corporation Law are satisfied, resolutions of the Board of Directors shall be deemed to have been adopted.

(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.

(Board of Directors Regulations)

Article 29. The matters concerning the Board of Directors shall be governed by, in addition to laws and regulations or these Articles of Incorporation, the Board of Directors Regulations established by the Board of Directors.

(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.

(Executive Advisers and Corporate Advisers)

Article 31. The Company may have one or more Executive Advisers and Corporate Advisers, as necessary.

2. Election and compensation of, and the other matters regarding the Executive Advisers and Corporate Advisers shall be determined by the Board of Directors.

(Agreement on Limitation of Liabilities of Outside Directors)

Article 32. Pursuant to Article 427, Paragraph 1 of the Corporation Law, the Company may enter into an agreement with Outside Directors which limits their liabilities specified by Article 423, Paragraph 1 of the Corporation Law; provided, however, that the limitation of liabilities based on the agreement shall be the amount provided by laws and regulations.

CHAPTER V. 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.

CHAPTER VI. ACCOUNTING AUDITOR

(Election of Accounting Auditor)

Article 38. Accounting Auditor shall be elected at the General Meetings of Shareholders.

(Term of Office of Accounting Auditor)

Article 39. The term of office of Accounting Auditor 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 their election.

2. Where no resolution to the contrary is adopted at the Annual General Meeting of Shareholders described in the previous paragraph, the Accounting Auditor shall be deemed to have been reappointed.

CHAPTER VII. ACCOUNTS

(Business Year)

Article 40. The business year of the Company shall be one (1) year commencing on April 1 of each year and ending on March 31 of the following year.

(Year-end Dividends)

Article 41. The Company shall pay year-end dividends to the shareholders or registered pledgers whose names are listed or recorded in the most recent register of shareholders as of March 31 of each year.

(Interim Dividends)

Article 42. The Company may, by resolution of the Board of Directors, pay interim dividends to the shareholders or registered pledgers whose names are listed or recorded in the most recent register of shareholders as of September 30 of each year.

(Expiration Period for Distribution of Surplus, etc.)

Article 43. If distribution of surplus is not claimed within three (3) years from the date of commencement of payment thereof, the Company shall be relieved of the obligation to make such payment.

2. No interest shall accrue on unpaid dividends.

Additional Provision

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

Article 1. 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.

(Transitional Measures regarding Measures for Electronic Provision, etc.)

Article 2. The amendment to Article 16 of the Articles of Incorporation shall come into effect on September 1, 2022 (hereinafter the “Effective Date”), which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).

2. Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation (Disclosure via the Internet of the Reference Documents, etc. for the General Meeting of Shareholders and the Deemed Provision of Information) of the Articles of Incorporation prior to amendment shall remain in force with respect to a General Meeting of Shareholders to be held on a date within six (6) months from the Effective Date.
3. This article shall be deleted after the lapse of six (6) months from the Effective Date or the lapse of three (3) months from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.