Notice of Amendment of the Presentation of Consolidated Financial Results for the Fiscal Year Ended March 31, 2015

Honda Motor Co., Ltd. (the "Company") released on its website today the amendment of the presentation of consolidated financial results for the year ended March 31, 2015 released on April 28, 2015 to recognize the effects of subsequent events.

Particular

1. Subsequent Events

The Company and its consolidated subsidiaries have been conducting market-based measures in relation to airbag inflators, such as product recalls and a Safety Improvement Campaign. Due to factors arising since May 2015 such as an expansion of the scope of these market-based measures based on an agreement between our supplier and the U.S. National Highway Traffic Safety Administration, a change has arisen in the estimate relating to product warranty expenses as announced on June 12, 2015. The Company recognized the effects of the subsequent events in its consolidated financial results.

2. Amendment

Please refer to the <u>underlined</u> items of attached documents for the details of the amendment.



FY15 Financial Results



Honda Motor Co., Ltd.

April 28, 2015

S660 (Japan)



Topics

- FY15 Consolidated Financial Results (U.S. GAAP)
- FY16 Consolidated Financial Forecast (IFRS)
- Dividend

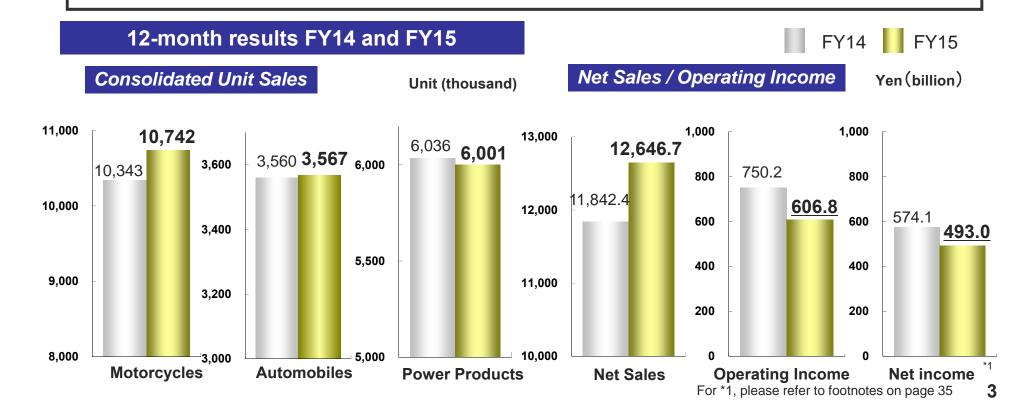
Tetsuo Iwamura Executive Vice President



Outline of FY15 Results Summary (Consolidated)

(Results Summary)

Strong sales growth in Asia, cost down effects and positive currency effects were more than offset by lower unit sales in Japan due to severe market conditions, higher SG&A expenses, including quality related costs, as well as other factors, leading to a decline in operating income to 606.8 billion yen.

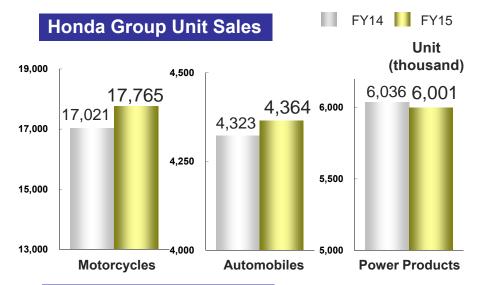


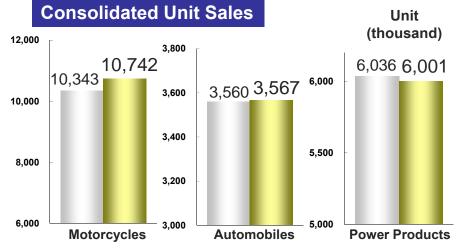


FY15 Unit Sales Results

Hondo Group	12	−Month Resu	lts
Honda Group Unit Sales (thousand)	FY14	FY15	Change
Motorcycles	17,021	17,765	+ 4.4%
Automobiles	4,323	4,364	+ 0.9%
Power Products	6,036	6,001	- 0.6%

Connelidated	12-Month Results			
Consolidated Unit Sales (thousand)	FY14	FY15	Change	
Motorcycles	10,343	10,742	+ 3.9%	
Automobiles	3,560	3,567	+ 0.2%	
Power Products	6,036	6,001	- 0.6%	





Honda Group Unit Sales

-Increase in motorcycle unit sales in India, Indonesia and Vietnam more than offset decreases in S. America, Thailand -Increase in automobile unit sales due to the positive impact of new model introductions in Indonesia, India and China, which more than offset the negative impact of severe market conditions in Japan and Thailand

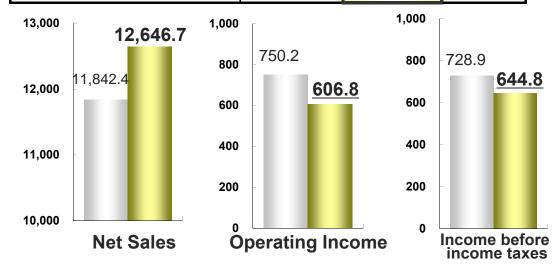


FY15 Financial Results (consolidated)

Financial Results	12 Months			
Yen (billion)	FY14	FY15	Change	
Net sales	11,842.4	12,646.7	+ 6.8%	
Operating income	750.2	606.8	<u>- 19.1</u> %	
Operating margin	6.3%	4.8%	<u>- 1.5</u> pt	
Income before income taxes	728.9	644.8	<u>- 11.5</u> %	
Equity in income of affiliates	132.4	126.5	- 4.5%	
Net income *1	574.1	493.0	<u>- 14.1</u> %	
EPS (Yen) *2	318.54	273.54	- 45.00	

Average Rates (Yen)

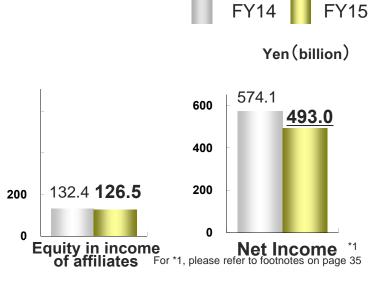
US Dollar	100	110	Yen down by 10 yen
Euro	136	139	Yen down by 3 yen



(Financial Summary)

- -Revenue increased by 6.8% mainly due to increased revenue from motorcycle business operations, as well as favorable foreign currency translation effects.
- -Operating income decreased by 19.1% due to an increase in SG&A expenses, including quality related costs, as well as the negative impact on income from volume and model mix despite a cost reduction contribution and positive favorable foreign currency effects.

For *1 and *2, please refer to footnotes on page 35





FY16 Financial Forecast (Consolidated)

Yen (billion)

	FY15 Results	FY16 Forecast	FY16 Forecast (Reference)	Cha	nge
	U.S. GAAP	IFRS	U.S. GAAP	Amount	%
Sales revenue Note 1	12,646.7	14,500.0	13,850.0	+ 1,203.2	+ 9.5%
Operating profits	<u>606.8</u>	685.0	660.0	+ 53.1	<u>+ 8.8</u> %
(as a percentage of sales revenue)	4.8%	4.7%	4.8%	=	
Share of profit from investments accounted for using the equity method Note 2	_	135.0	_	-	-
Profit before income taxes	<u>644.8</u>	805.0	650.0	<u>+ 5.1</u>	<u>+ 0.8</u> %
Equity in income of affiliates	126.5	_	140.0	+ 13.4	+ 10.6%
Profit for year attributable to owners of the parent Note 3	<u>493.0</u>	525.0	525.0	+ 31.9	<u>+ 6.5</u> %
EPS (Yen)	<u>273.54</u>	291.30	291.30	<u>+ 17</u>	<u>7.76</u>
Average Rates (Yen)					
US Dollar (Yen)	110	115	115		own by en
Euro (Yen)	139	125	125	Yen (up by yen

Honda's forecast for the year ending March 31, 2016 is based on IFRS.

- Note 1: "Net sales and other operating revenue" in U.S. GAAP is stated as "Sales revenue"
- Note 2: "Equity in income of affiliates" in U.S. GAAP is stated as "Share of profit of investments accounted for under the equity method"
- Note 3: "Net income attributable to Honda Motor Co., Ltd." in U.S. GAAP is stated as "Profit for the year attributable to owners of the parent"
- Note 4: "Basic net income attributable to Honda Motor Co., Ltd. Per common share" is stated as "Basic profit for the year attributable to owners of the parent per common share". *2



Dividend

(Yen)

Dividend per Share	FY14	FY15 Results (Projection)	Increase/ Decrease from FY14	FY16 (Expectation)	Increase/ Decrease from FY15
1 st Quarter End	20	22	+ 2	(22)	-
2 nd Quarter End	20	22	+ 2	(22)	-
3 rd Quarter End	20	22	+ 2	(22)	-
4 th Quarter End	22	(22)	-	(22)	-
Fiscal Year	82	(88)	(+6)	(88)	-



Topics

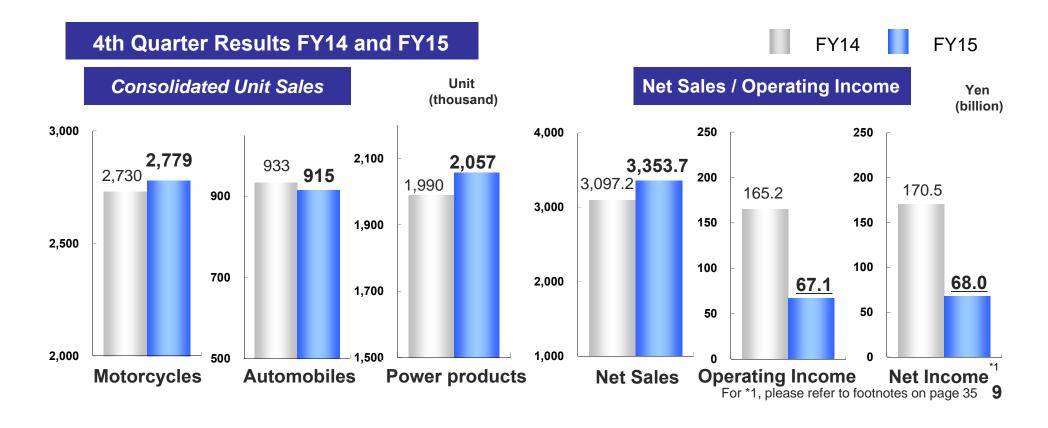
- FY15 Financial Results (U.S. GAAP)
 - 4th Quarter Financial Results
 - Net Sales and Other Operating Revenue
 - Change in Income before Income Taxes
 - Business & Geographical Segment Information
 - Equity in Income of Affiliates
 - Capital Expenditures
- FY16 Financial Forecast (IFRS)

Kohei Takeuchi Managing Officer and Director Chief Financial Officer



(Results Summary)

Strong sales growth in Asia and positive currency effects were more than offset by lower unit sales in Japan due to severe market conditions, higher SG&A expenses, including quality related costs, as well as other factors, leading to a decline in operating income to 67.1 billion yen.



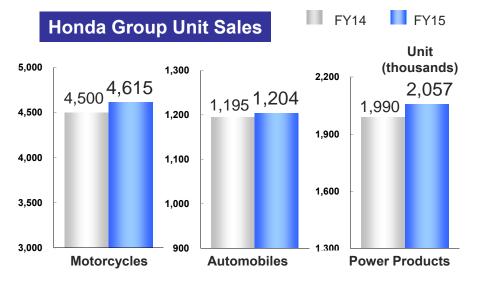


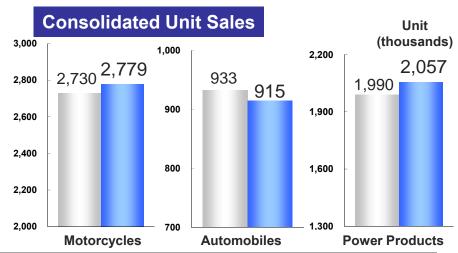
FY15 4th Quarter Unit Sales Results

Handa Cuarra	4Q Results (3 Months)				
Honda Group Unit Sales (Thousands)	FY14	FY15	Change		
Motorcycles	4,500	4,615	+ 2.6%		
Automobiles	1,195	1,204	+ 0.8%		
Power Products	1,990	2,057	+ 3.4%		

Handa Cuava	4Q Results (3 Months)			
Honda Group Unit Sales (Thousands)	t Sales FY14 FY15		Change	
lotorcycles	4,500	4,615	+ 2.6%	
utomobiles	1,195	1,204	+ 0.8%	
ower Products	1,990	2,057	+ 3.4%	

Consolidated	4Q Results (3 Months)				
Unit Sales (Thousands)	FY14	FY15	Change		
Motorcycles	2,730	2,779	+ 1.8%		
Automobiles	933	915	- 1.9%		
Power Products	1,990	2,057	+ 3.4%		





Honda Group Unit Sales

- Increase in motorcycle unit sales due to strong growth in Asia and elsewhere despite a decrease in South America.
- Increase in automobile unit sales due to higher sales in Asia and some other countries, while severe market conditions led to a decrease in Japan.



FY15 4th Quarter Financial Results (Consolidated)

Financial Results	4Q Results (3 Months)				
Yen (billion)	FY14	FY15	Change		
Net sales	3,097.2	3,353.7	+ 8.3%		
Operating income	165.2	<u>67.1</u>	<u>- 59.4</u> %		
Operating margin	5.3%	<u>2.0</u> %	<u>- 3.3</u> pt		
Income before income taxes	174.7	72.0	<u>- 58.8</u> %		
Equity in income of affiliates	37.3	36.6	- 1.9%		
Net income *1	170.5	<u>68.0</u>	<u>- 60.1</u> %		
EPS (Yen) *2	94.61	37.77	<u>- 56.84</u>		

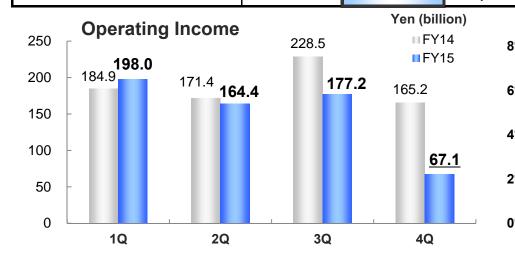
Average Rates (Yen)

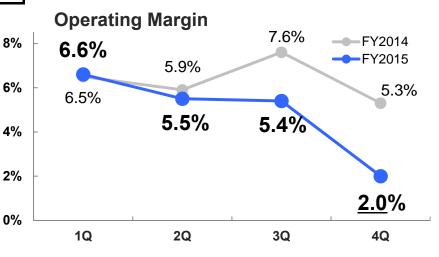
US Dollar	103	119	Yen down by 16 yen
Euro	141	134	Yen up by 7 yen

(Financial Summary)

- Net sales and other operating revenue increased by 8.3% mainly due to a sales increase in motorcycle business operations as well as the positive impact of foreign exchange effects, despite a sales decline in automobile business operations.
- -Operating income decreased by <u>59.4</u>% mostly due to a rise in SG&A expenses, including quality related costs, a decline in income associated with a negative impact on sales volume and model mix, as well as other factors, despite positive currency effects.

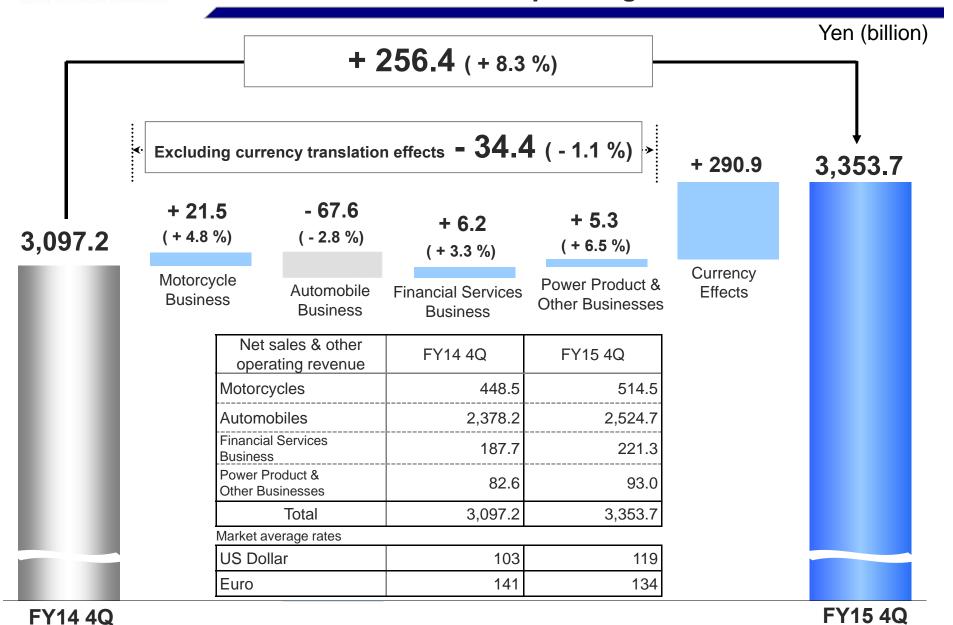
For *1 and *2, please refer to footnotes on page 35





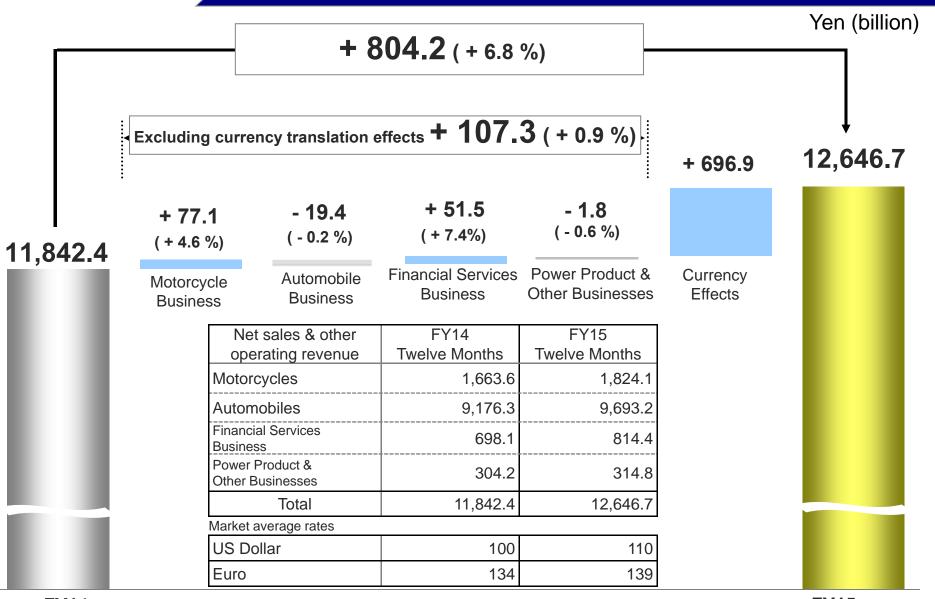


Net Sales and Other Operating Revenue <FY15 4th Qtr>





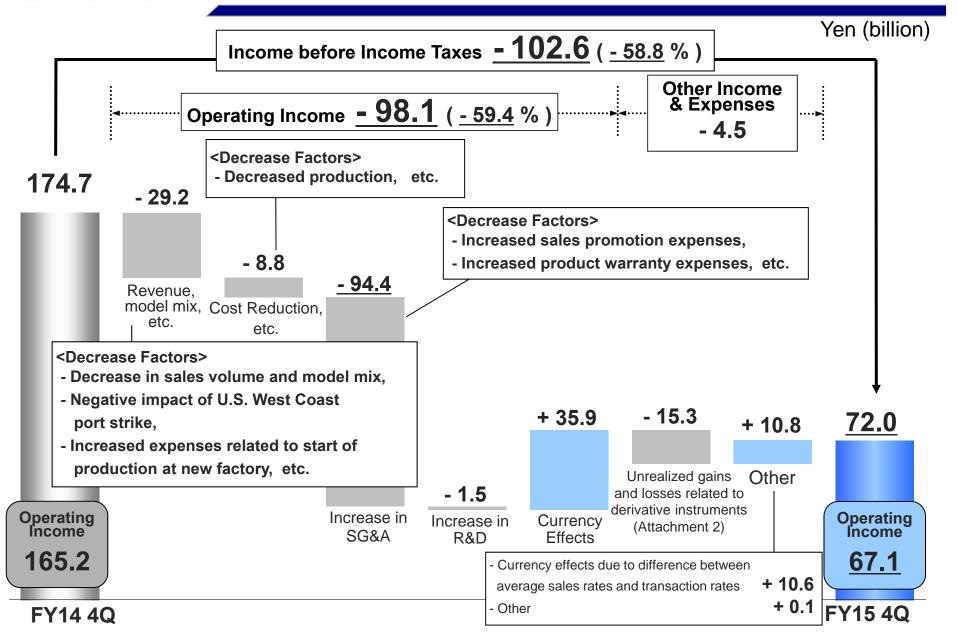
Net Sales and Other Operating Revenue <FY15 Twelve Months>



FY14 Twelve Months FY15 Twelve Months

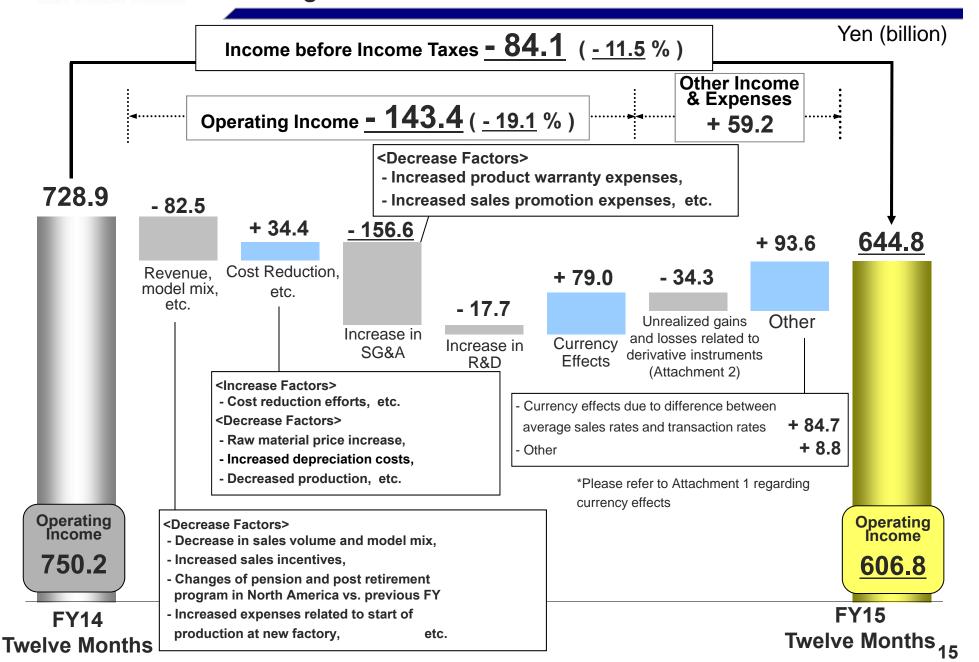


Change in Income before Income Taxes <FY15 4th Qtr>





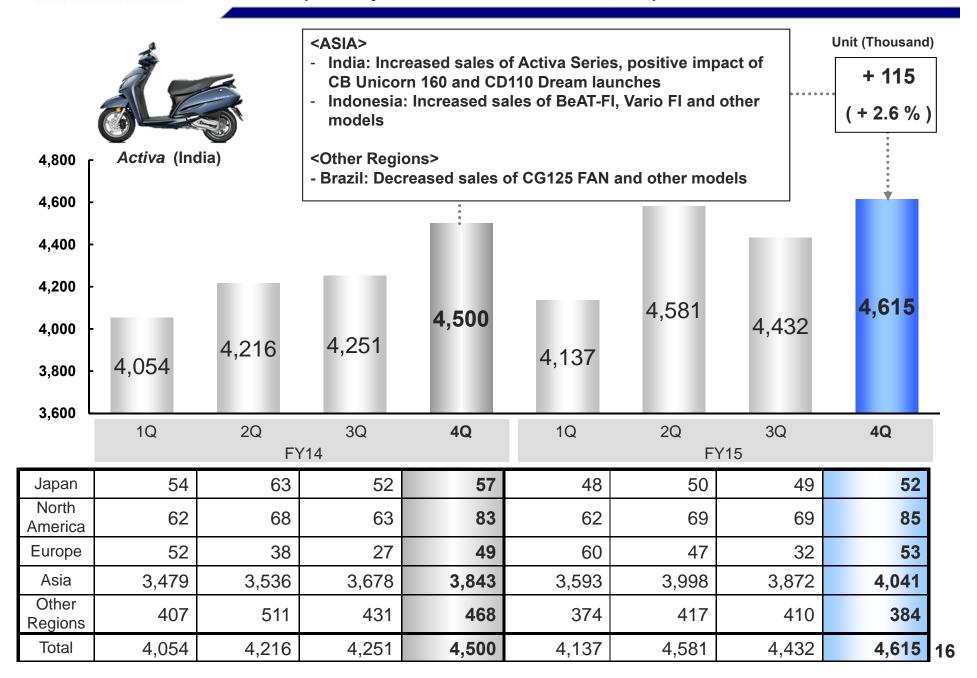
Change in Income before Income Taxes <FY15 Twelve Months>





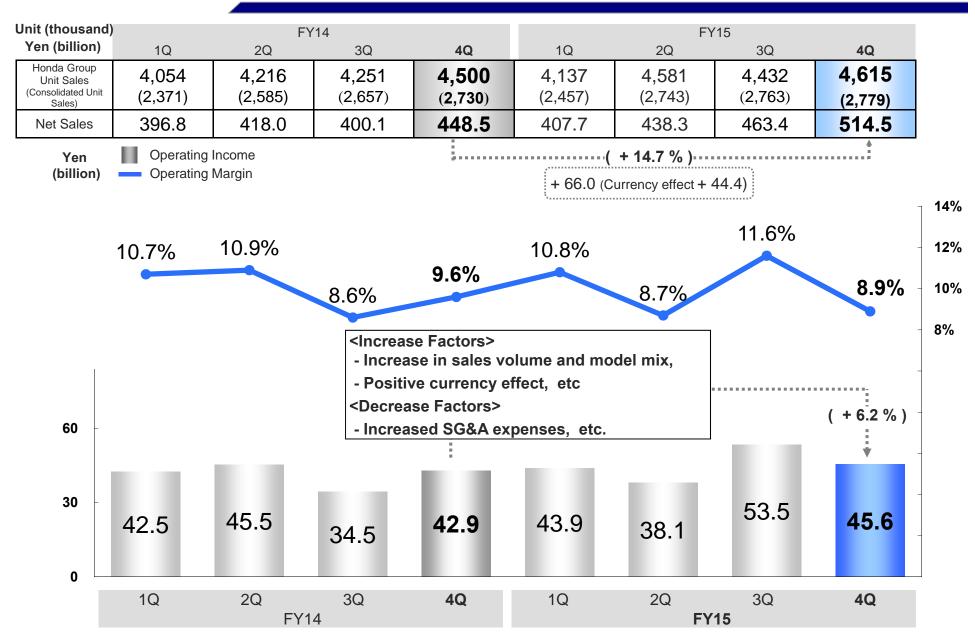
Motorcycle - Honda Group Unit Sales

(Motorcycles + All-Terrain Vehicles, etc.)



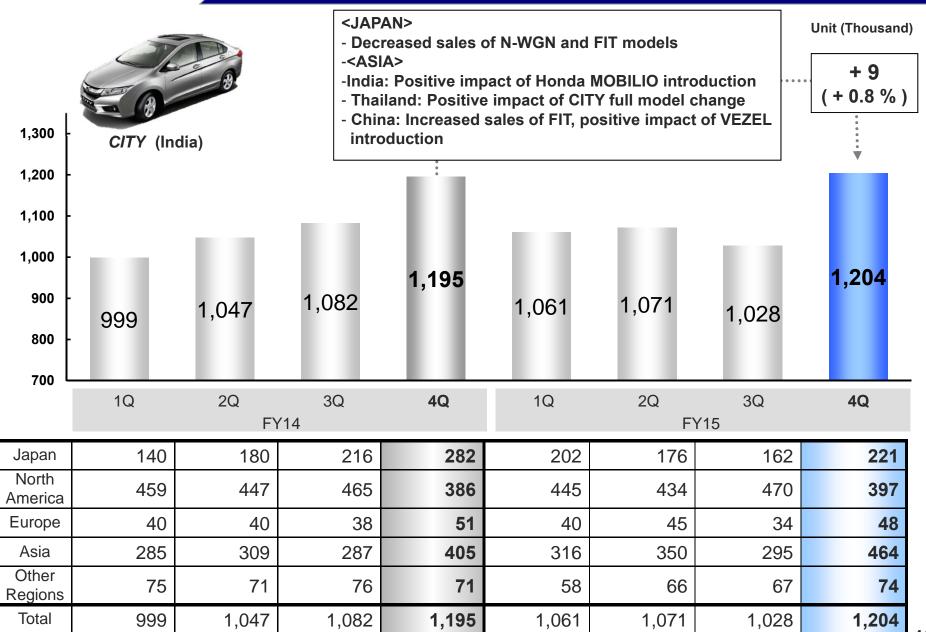


Motorcycle Business Net Sales/Operating Income (Margin)





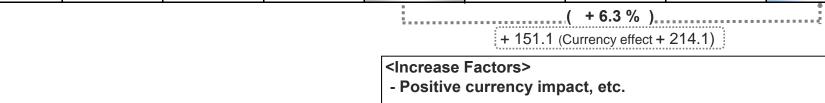
Automobiles - Honda Group Unit Sales

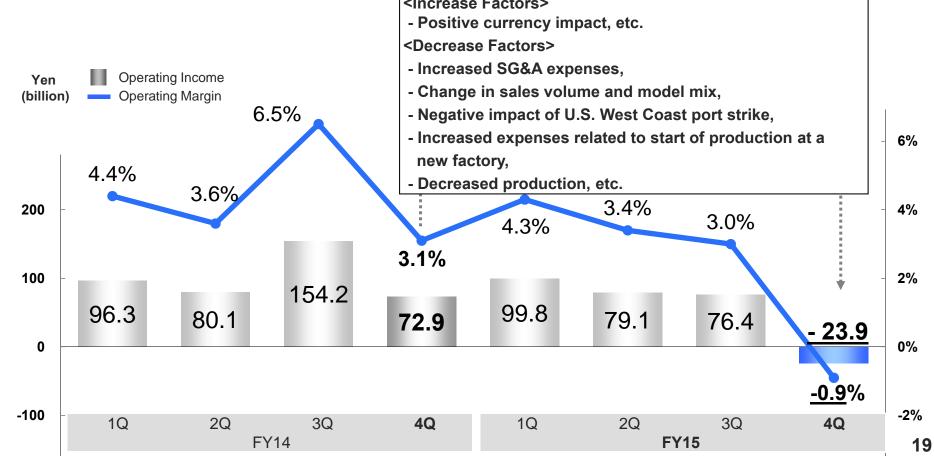




Automobile Business Net Sales/Operating Income (Margin)

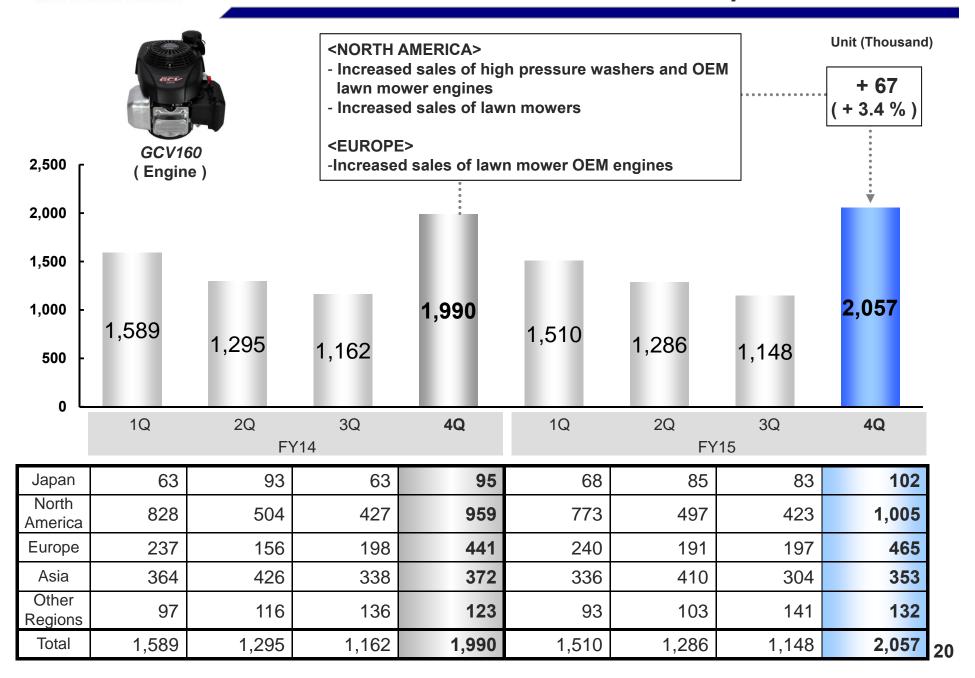
Unit (thousand)		FY	14		FY15			
Yen (billion)	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q
Honda Group Unit Sales (Consolidated Unit Sales)	999 (858)	1,047 (869)	1,082 (900)	1,195 (933)	1,061 (895)	1,071 (880)	1,028 (877)	1,204 (915)
Net Sales	2,200.9	2,233.1	2,377.7	2,383.0	2,323.7	2,316.4	2,549.1	2,534.1





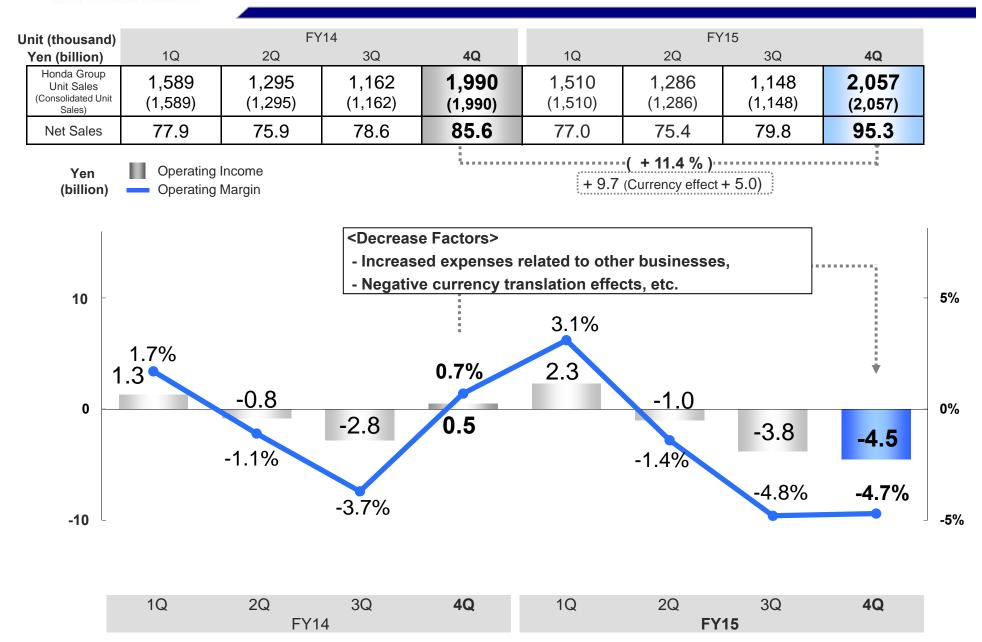


Power Products - Honda Group Unit Sales





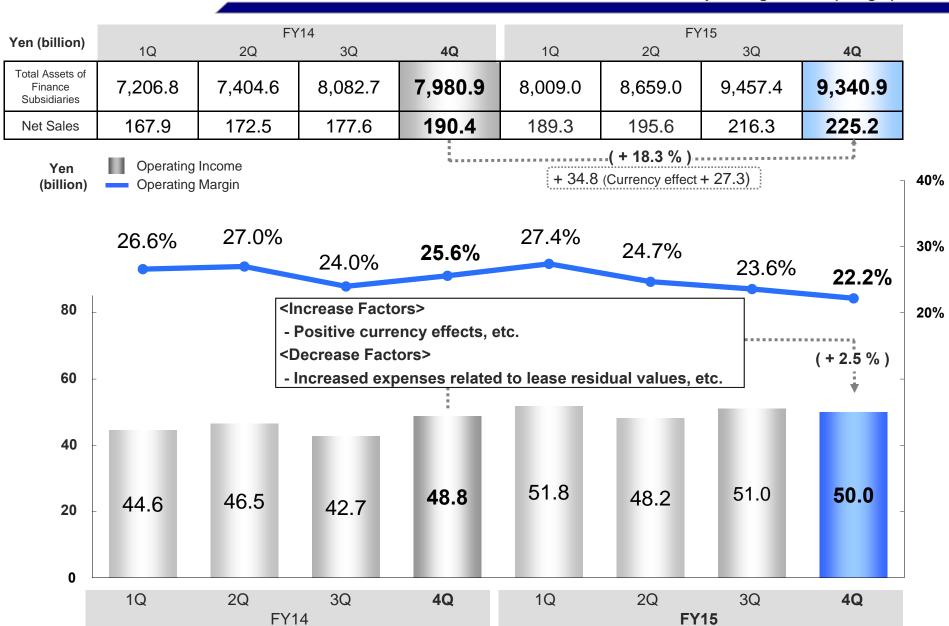
Power Product & Other Businesses Net Sales/Operating Income (Margin)





Financial Services Business

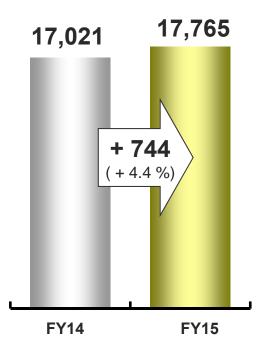
Total Assets/Net Sales/Operating Income (Margin)





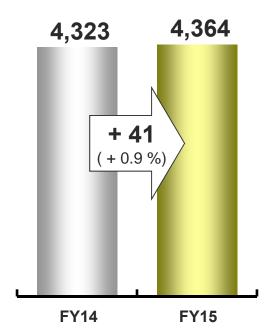
Honda Group Unit Sales < Twelve Months>





	FY14	FY15	Change
Japan	226	199	- 27
North America	276	285	+ 9
Europe	166	192	+ 26
Asia	14,536	15,504	+ 968
Other Regions	1,817	1,585	- 232
Total	17,021	17,765	+ 744

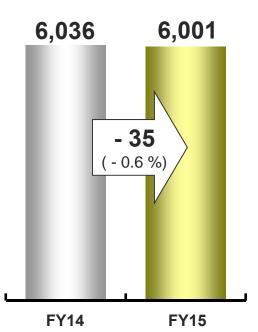
Automobiles



Change	FY15	FY14
- 57	761	818
- 11	1,746	1,757
- 2	167	169
+ 139	1,425	1,286
- 28	265	293
+ 41	4,364	4,323

Power (The Products

Unit (Thousand)



FY14	FY15	Change
314	338	+ 24
2,718	2,698	- 20
1,032	1,093	+ 61
1,500	1,403	- 97
472	469	- 3
6,036	6,001	- 35



Net Sales/Operating Income (Margin) by Business Segment <FY15 Twelve Months >

Motorcycle Business

Unit (thousand) **Twelve Months** Yen (billion) FY14 FY15 Honda Group 1,702.1 1,776.5 **Unit Sales** (Consolidated Unit (1,034.3)(1,074.2)Sales) **Net Sales** 1,824.1 1,663.6

Automobile Business

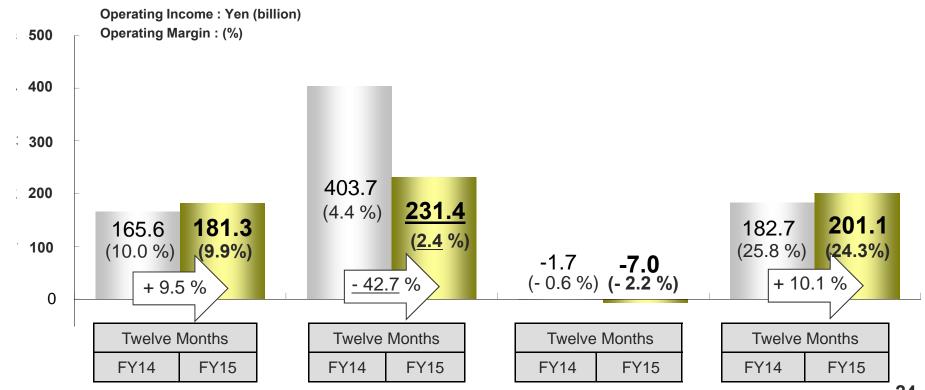
Twelve Months				
FY14	FY15			
432.3 (356.0)	436.4 (356.7)			
9,194.9	9,723.5			

Power Product & Other Businesses

Twelve Months				
FY14	FY1	5		
603		0.1		
(603.	(60	0.1)		
318	.1 32	7.6		

Financial Services
Business

Twelve Months				
FY14	FY15			
_				
(-)	(-)			
708.5	826.5			



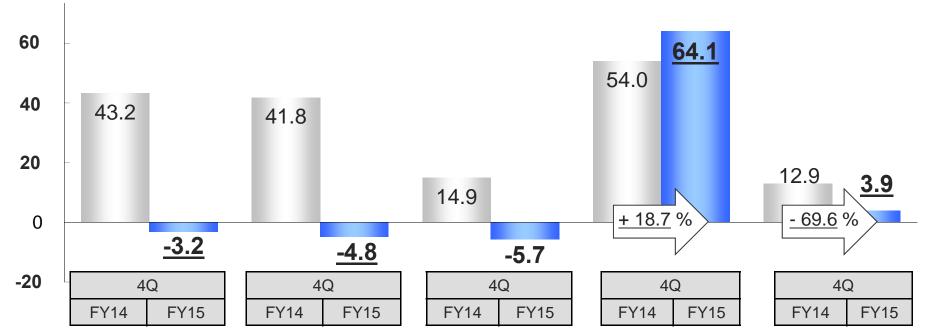


Net Sales/Operating Income (Margin) by Geographical Segment <FY15 4th Qtr>

Japan		North America			Europe			Asia		Other		
				_						Regions		
	4	Q	40	Q		40	Q		40	Q	4	.Q
Yen (billion)	FY14	FY15	FY14	FY15	FY	/14	FY15		FY14	FY15	FY14	FY15
Net Sales	1,109.1	1,020.1	1,405.3	1,658.0	24	44.0	196.9		748.2	933.1	260.3	252.0

Operating Income: Yen (billion)

Operating Margin: (%)



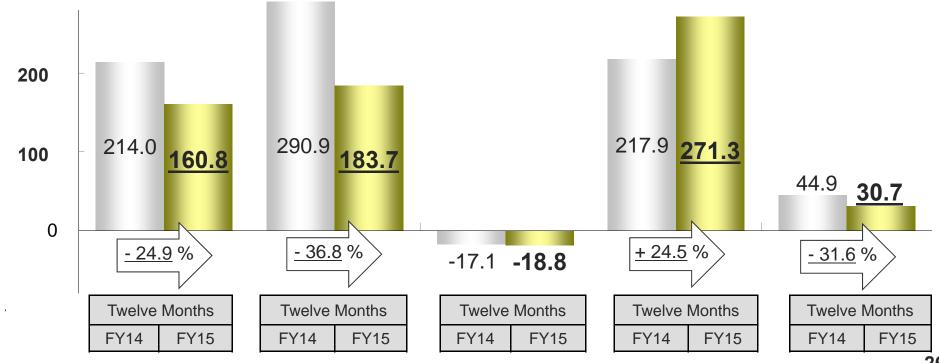


Net Sales/Operating Income (Margin) by Geographical Segment <FY15 Twelve Months>

North Other Japan Europe America Asia Regions **Twelve Months Twelve Months Twelve Months Twelve Months Twelve Months** Yen (billion) FY15 FY15 FY14 FY15 FY14 FY15 FY15 FY14 FY14 FY14 3,290.7 **Net Sales** 4,192.2 3,937.4 5,969.9 6,527.3 775.2 740.9 2,826.9 1,025.5 943.6

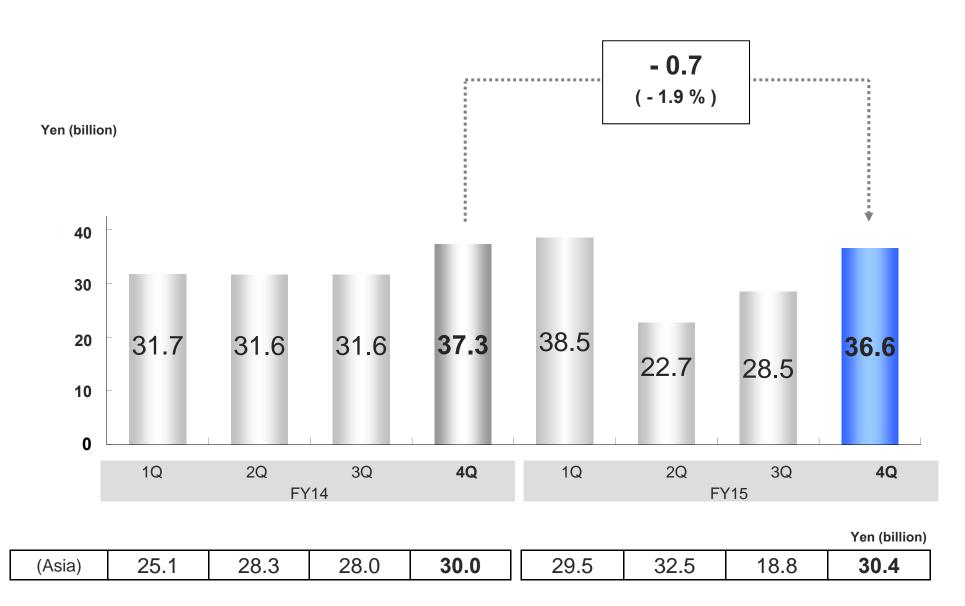
Operating Income: Yen (billion)

Operating Margin: (%)



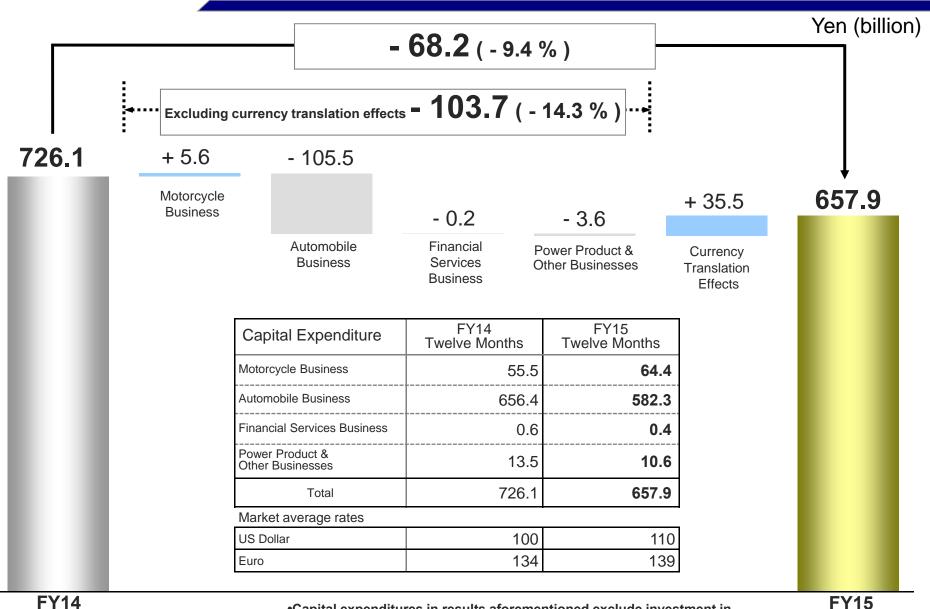


Change in Equity in Income of Affiliates





Consolidated Capital Expenditures <FY15 Twelve Months>



FY14
Twelve Months

FY15
Twelve Months

[•]Capital expenditures in results aforementioned exclude investment in operating leases, capital leases and intangible assets

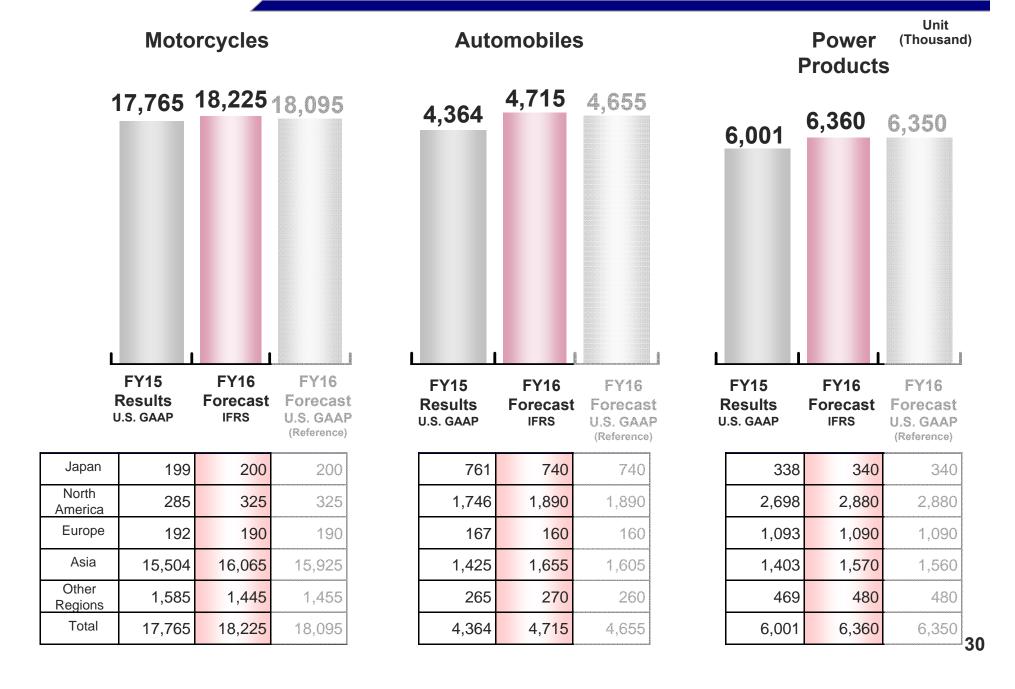


Topics

- FY15 Financial Results (U.S. GAAP)
 - 4th Quarter Financial Results
 - Net Sales and Other Operating Revenue
 - Change in Income before Income Taxes
 - Business & Geographical Segment Information
 - Equity in Income of Affiliates
 - Capital Expenditures
- FY16 Financial Forecast (IFRS)



FY16 Forecast: Honda Group Unit Sales



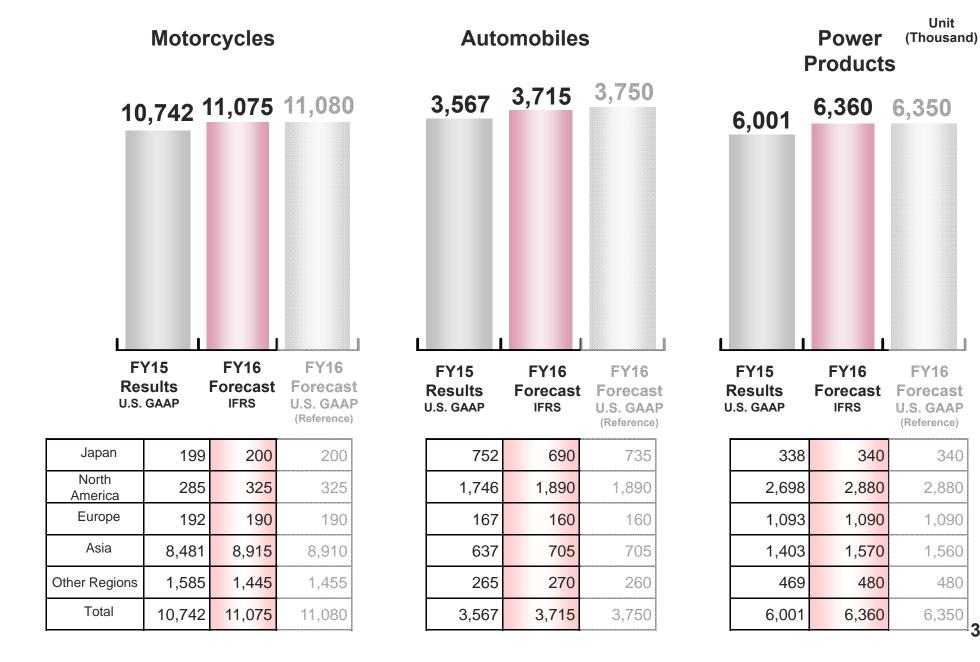


FY16 Forecast: Consolidated Unit Sales

Unit

340

480





FY16 Financial Forecast (Consolidated)

Yen (billion)

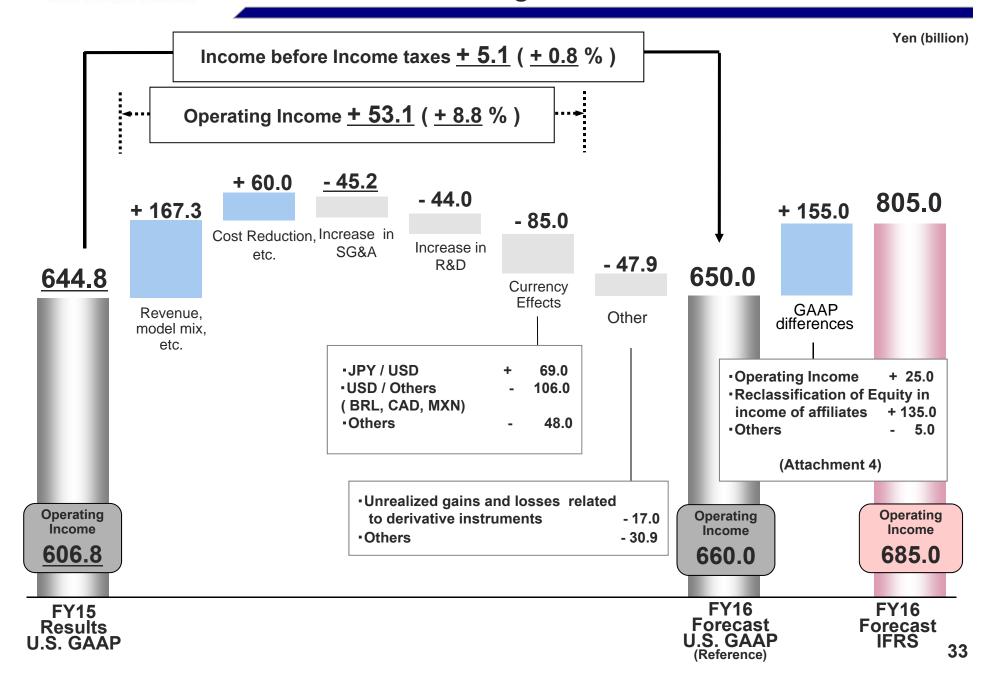
	FY15 Results	FY16 Forecast	FY16 Forecast (Reference)	Change		
	U.S. GAAP	IFRS	U.S. GAAP	Amount	%	
Sales revenue Note 1	12,646.7	14,500.0	13,850.0	+ 1,203.2	+ 9.5%	
Operating profits	<u>606.8</u>	685.0	660.0	+ 53.1	<u>+ 8.8</u> %	
(as a percentage of sales revenue)	<u>4.8</u> %	4.7%	4.8%	=		
Share of profit from investments accounted for using the equity method Note 2	_	135.0	_	-	-	
Profit before income taxes	<u>644.8</u>	805.0	650.0	<u>+ 5.1</u>	+ 0.8%	
Equity in income of affiliates	126.5	_	140.0	+ 13.4	+ 10.6%	
Profit for year attributable to owners of the parent Note 3	<u>493.0</u>	525.0	525.0	<u>+ 31.9</u>	<u>+ 6.5</u> %	
EPS (Yen)	273.54	291.30	291.30	<u>+ 17</u>	<u>7.76</u>	
Average Rates (Yen)						
US Dollar (Yen)	110	115	115		own by en	
Euro (Yen)	139	125	125	Yen up by 14 yen		

Honda's forecast for the year ending March 31, 2016 is based on IFRS.

- Note 1: "Net sales and other operating revenue" in U.S. GAAP is stated as "Sales revenue"
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- Note 4: "Basic net income attributable to Honda Motor Co., Ltd. Per common share" is stated as "Basic profit for the year attributable to owners of the parent per common share". *2



FY16 Forecast: Change in Income before Income Taxes





FY16 Forecast: Capital Expenditures, Depreciation and R&D

Yen (billion)

	FY15 Results	FY16 Forecast	FY16 Forecast (Reference)	Change (vs. FY15)
	U.S. GAAP	IFRS	U.S. 0	BAAP
Capital expenditures *	657.9	670.0	670.0	+ 12.0
Depreciation and amortization *	408.3	455.0	455.0	+ 46.6
Research and development expenditures **	662.6	720.0	710.0	+ 47.3

^{*} Capital expenditures as well as Depreciation and amortization in results and forecast aforementioned exclude investment in operating leases, capital leases and intangible assets

^{**} Research and development expenditures are research and development activity related costs incurred during the reporting period and are in conformity to "Research and development" on our Consolidated Statement of Income in accordance with U.S. GAAP. In accordance with IFRS, however, a portion of research and development expenditures is recognized as an intangible asset and amortized over its estimated useful life. As such, this amount is not in conformity to "Research and development" on our Consolidated Statement of Income

Caution with Respect to Forward-Looking Statements:

This slide contains forward-looking statements about the performance of Honda, which are based on management's assumptions and beliefs taking into account information currently available to it. Therefore, please be advised that Honda's actual results could differ materially from those described in these forward-looking statements as a result of numerous factors, including general economic conditions in Honda's principal markets and foreign exchange rates between the Japanese yen and the U.S. dollar, the Euro and other major currencies, as well as other factors detailed from time to time.

Accounting standards:

Our consolidated financial results for FY15 were prepared in conformity with U.S. Generally Accepted Accounting Principles and the Financial Forecast for FY16 was prepared in conformity with International Financial Reporting Standards.

Notice on the Factors for Increases and Decreases in Income:

With respect to the discussion above of the change in operating income, management has identified the factors set forth below and used what it believes to be a reasonable method to analyze the respective changes in such factors. Each of these factors is explained below. Management has analyzed changes in these factors at the levels of the Company and its material consolidated subsidiaries.

- (1)"Foreign currency effects" consist of translation adjustments, which come from the translation of the currency of foreign subsidiaries' financial statements into Japanese Yen, and foreign currency adjustments, which result from foreign-currency-denominated sales, which, at the levels of the Company and those consolidated subsidiaries which have been analyzed, primarily relate to the following currencies: U.S. dollar, Canada dollar, Euro, GBP, BRL and Japanese Yen.
- (2) With respect to "cost reduction and effects of raw material cost fluctuations", management has analyzed cost reduction and effects of raw material cost fluctuations at the levels of the Company and its material foreign manufacturing subsidiaries in North America, Europe and other regions.
- (3) With respect to "changes in net sales and model mix", management has analyzed changes in sales volume and in the mix of product models sold in major markets which have resulted in increases/decreases in profit, as well as certain other reasons for increases/decreases in net sales and cost of sales.
- (4) With respect to "selling, general and administrative expenses", management has analyzed reasons for an increase/decrease in selling, general and administrative expenses from the previous fiscal year net of currency translation effects.
- (5) With respect to "research and development expenses", management has analyzed reasons for an increase/decrease in research and development expenses from the previous fiscal year net of currency translation effects.

EPS is calculated based on weighted average number of shares outstanding as shown below:

- Fiscal Year FY14: 1,802,294,000 (approx), FY15: 1,802,289,000 (approx) (page 5)
- 4th Quarter FY14: 1,802,291,000 (approx), FY15: 1,802,287,000 (approx) (page 11)

- Fiscal Year FY15: 1,802,289,000 (approx), FY16: 1,802,286,000 (approx) (pages 6 and 32)

^{*1} Net income attributable to Honda Motor Co., Ltd.

^{*2 : &}quot;Basic net income attributable to Honda Motor Co., Ltd. Per common share" in U.S. GAAP is stated as "Basic profit for the year attributable to owners of the parent per common share" in IFRS





- Currency Effects - (effects associated with sales transactions and translation effects)

			_			Yen (billion)
		FY15 4Q	Aver	age Rates	(Yen)	FY15 Twelve
			FY14 4Q	FY15 4Q	Change	Months
	JPY / USD	+ 20.1	103	119	Yen down by 16 yen	+ 43.1
	JPY / Euro	+ 0.1	141	134	Yen up by 7 yen	+ 1.6
	JPY / Others	+ 3.1			_	+ 5.5
	Transactions between other currencies	- 16.5	_		_	- 53.7
	erence of average rates *1 act on Operating income)	+ 6.8	*1:Impact of YoY difference of FOREX to be used for booking revenue of foreign currency transactions		- 3.6	
rates	erence between transaction *2 s and average sales rates act on Other income & expenses)	+ 10.6	*2:Impact of YoY d and hedge rates	+ 84.7		
	rency effect associated with s transactions	+ 17.4				+ 81.1
forei	ency effect from translation of gn financial statements act on Operating income) *3	+ 29.1	*3: Effect due to the difference of the rate used for translating Honda's overseas subsidiaries' financial statements denominated in foreign currencies into Japanese yen with the corresponding period of the fiscal year		+ 82.6	
Tot	tal	+ 46.5				+ 163.7



The Power of Dreams - Unrealized Gains and Losses Related to Derivative Instruments -

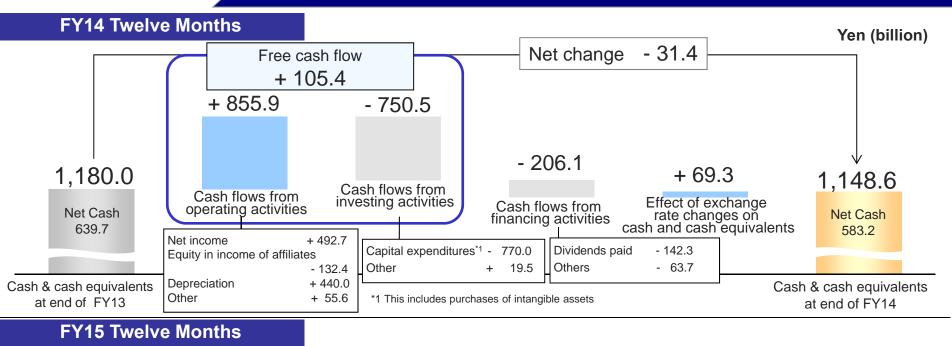
Yen (billion)

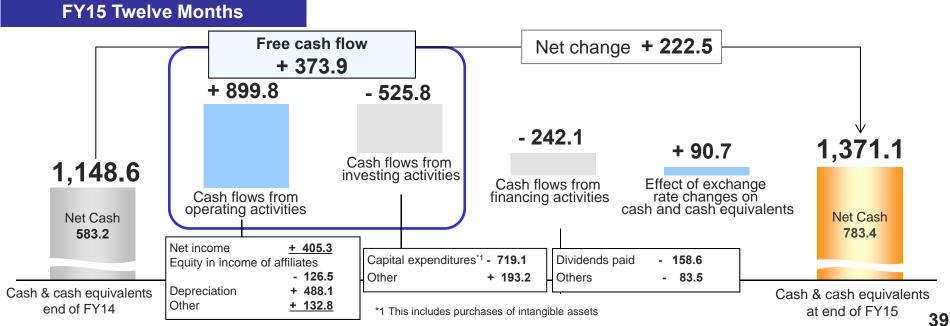
	4Q						
	FY14	FY15	Change				
Foreign currency forward	+ 11.4	+ 2.3	- 9.1				
Interest rate swap / Currency swap	+ 3.2	- 3.1	- 6.4				
Others	- 0.0	+ 0.2	+ 0.2				
Total	+ 14.7	- 0.6	- 15.3				

Twelve Months							
FY14	FY15	Change					
+ 49.6	+ 0.5	- 49.1					
- 10.2	+ 4.1	+ 14.3					
- 0.0	+ 0.3	+ 0.3					
+ 39.3	+ 4.9	- 34.3					



- Cash Flows of Non-financial Services Businesses -





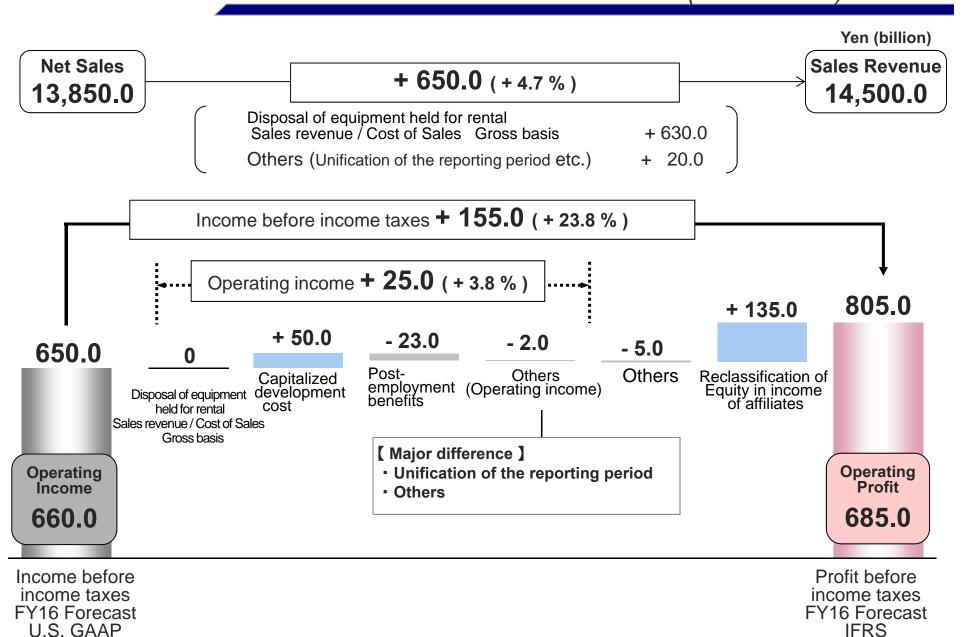


(Reference)

- Impact of Accounting Standard on FY16 Forecast

(Consolidated) -

(Attachment 4)





- FY15 Financial Results and FY16 Financial Forecast (Unconsolidated) -

Yen (Billion)

	FY14 Results	FY15 Results	Increase / Decrease from FY14	FY16 Forecast	Increase / Decrease from FY15
Net sales	3,488.3	3,331.1	- 4.5%	3,500.0	+ 5.1%
Operating income	125.6	96.3	- 23.3%	70.0	- 27.3%
Operating margin	3.6%	2.9%	- 0.7pt	2.0%	- 0.9pt
Ordinary income	345.9	347.6	+ 0.5%	325.0	- 6.5%
Net income	262.9	264.6	+ 0.7%	255.0	- 3.7%

Average Rates (Yen)

US Dollar	100	110	Yen down by 10 yen	115	Yen down by 5 yen
Euro	136	139	Yen down by 3 yen	125	Yen up by 14 yen