

This document is a translation from the Japanese original Notice of Resolutions passed by the 98th Ordinary General Meeting of Shareholders of Honda Motor Co., Ltd. prepared for the convenience of shareholders outside Japan. In case of any discrepancy between the translated document and the Japanese original, the latter shall prevail.

June 24, 2022

To: Shareholders of Honda Motor Co., Ltd.
From: Honda Motor Co., Ltd.
1-1, Minami-Aoyama 2-chome,
Minato-ku, Tokyo, 107-8556
Toshihiro Mibe
Director,
President and Representative Executive Officer

**Notice of Submission of Extraordinary Report Relating to Resolutions Passed
and Results of Voting at the 98th Ordinary General Meeting of Shareholders**

Honda Motor Co., Ltd. (hereinafter referred to as “the Company”) hereby notifies you as follows that it has submitted with the relevant Japanese authority an Extraordinary Report (the “Extraordinary Report”) on June 24, 2022 pursuant to the Financial Instruments and Exchange Law of Japan with respect to the resolutions passed and the results of voting at the 98th Ordinary General Meeting of Shareholders of the Company held on June 22, 2022 (the “General Shareholders’ Meeting”).

Particulars

1. Reason for Submitting the Extraordinary Report

The Company has submitted the Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance concerning Disclosure of Corporate Affairs, etc. to report on matter resolved and the results of voting at the General Shareholders’ Meeting.

2. Details of the Extraordinary Report

- (1) Date on which the General Shareholders’ Meeting was held:
June 22, 2022

(2) Details of the matter resolved:

ITEM: Election of Eleven (11) Directors

Eleven (11) Directors were elected: Messrs. Seiji Kuraishi, Toshihiro Mibe, Kohei Takeuchi, Shinji Aoyama, Ms. Asako Suzuki, Messrs. Masafumi Suzuki, Kunihiko Sakai, Fumiya Kokubu, Yoichiro Ogawa, Kazuhiro Higashi and Ms. Ryoko Nagata.

(3) Number of affirmative votes, negative votes and abstentions in respect of the matter for resolution described above, requirements for the approval of such matter for resolution and results of voting:

Proposals	Number of affirmative votes	Number of negative votes	Number of abstentions	Ratio of affirmative votes (%)	Approved/disapproved
ITEM Election of Eleven (11) Directors					
Seiji Kuraishi	13,834,223	1,243,938	97	91.39	Approved
Toshihiro Mibe	14,249,427	828,730	97	94.13	Approved
Kohei Takeuchi	14,231,521	806,000	40,725	94.02	Approved
Shinji Aoyama	14,604,125	433,410	40,725	96.48	Approved
Asako Suzuki	14,305,253	732,268	40,725	94.50	Approved
Masafumi Suzuki	14,270,504	767,017	40,725	94.27	Approved
Kunihiko Sakai	14,847,813	230,355	97	98.09	Approved
Fumiya Kokubu	14,145,343	932,816	97	93.45	Approved
Yoichiro Ogawa	15,000,832	77,341	97	99.10	Approved
Kazuhiro Higashi	14,837,344	240,826	97	98.02	Approved
Ryoko Nagata	15,003,130	75,044	97	99.11	Approved

Notes:

(i) The requirement for approval of matter for resolution is as follows:

A majority vote of the shareholders present at the General Shareholders' Meeting who hold shares representing in aggregate not less than one-third (1/3) of the voting rights of all shareholders entitled to vote.

(ii) The ratio of affirmative votes is the ratio of the aggregate of the number of voting rights exercised prior to the General Shareholders' Meeting and the number of votes by the shareholders present at the General Shareholders' Meeting, through which approval was able to be ascertained for each of the proposals, against the aggregate of the number of voting rights exercised prior to the General Shareholders' Meeting and the number of voting rights of all the shareholders present at the General Shareholders' Meeting.

- (4) Reasons for not including certain number of votes by shareholders present at the meeting in the number of votes mentioned above:

The aggregate number of (a) the voting rights exercised prior to the General Shareholders' Meeting and (b) the votes by shareholders present at the General Shareholders' Meeting, through which approval or disapproval was able to be ascertained for each of the proposals, was sufficient to meet the approval requirements and therefore the matter was duly resolved under the Companies Act. Accordingly, the numbers of votes by the shareholders present at the General Shareholders' Meeting, but for which approval, disapproval or abstention for each proposal could not be confirmed, were not included in the numbers of affirmative votes/negative votes/abstentions mentioned in paragraph (3) above.