

[Translation]

May 16, 2012

To: Shareholders of Honda Motor Co., Ltd.

From: Honda Motor Co., Ltd.
1-1, Minami-Aoyama 2-chome,
Minato-ku, 107-8556 Tokyo
Takanobu Ito
President and Representative Director

Notice Concerning Partial Amendments to Articles of Incorporation

The Board of Directors of Honda Motor Co., Ltd. (the “Company”), at its meeting held on May 16, 2012, resolved to propose a matter of “Amendments to Articles of Incorporation” as follows as an agenda item for the Company’s 88th ordinary general meeting of shareholders scheduled to be held on June 21, 2012.

Particulars

1. Reasons for Amendments

In order to prepare an environment in which Directors and Corporate Auditors will be able to fully exercise their expected roles and suitable personnel will be able to be invited, new articles were created to permit the Company to (i) exempt Directors and Corporate Auditors from their obligations within the extent prescribed under the Company Law, based on Article 426, Paragraph 1 of the Company Law and (ii) enter into agreements which limit the liabilities of Outside Directors and Outside Corporate Auditors from the beginning, based on Article 427, Paragraph 1 of the Company Law. At the same time, the article numbers of subsequent articles were renumbered as necessary. Each Corporate Auditor has consented to the submission of the resolution regarding the creation of Article 28 of the proposed amendments.

2. Contents of amendments

Portions of the existing Articles of Incorporation will be amended as follows:

(The underlines indicate the portions to be amended.)

Present Articles	Proposed Amendments
<p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>[Newly established]</p>	<p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p><u>(Exemption of Directors' Liabilities, etc.)</u></p> <p><u>Article 28. Pursuant to the provisions of Article 426, Paragraph 1 of the Company Law, the Company can, by a resolution of the Board of Directors, exempt Directors (including former Directors) that are set forth in Article 423, Paragraph 1 of the Company Law, from liability for damages to the extent permitted by laws and regulations.</u></p> <p><u>Pursuant to the provisions of Article 427, Paragraph 1 of the Company Law, the Company may execute agreements with Outside Directors which limit the liability for damages of such Outside Directors that is set forth in Article 423, Paragraph 1 of the Company Law; provided, however, that the maximum amount of the liability under such agreements shall be the minimum liability amount prescribed by the relevant laws or regulations.</u></p>

<p style="text-align: center;">Chapter V. Corporate Auditors and Board of Corporate Auditors</p> <p>Article <u>28</u>. [Provisions omitted]</p> <p>Article <u>33</u>.</p> <p>[Newly established]</p>	<p style="text-align: center;">Chapter V. Corporate Auditors and Board of Corporate Auditors</p> <p>Article <u>29</u>. [Same as at present]</p> <p>Article <u>34</u>.</p> <p><u>(Exemption of Corporate Auditors' Liabilities, etc.)</u></p> <p><u>Article 35. Pursuant to the provisions of Article 426, Paragraph 1 of the Company Law, the Company can, by a resolution of the Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) that are set forth in Article 423, Paragraph 1 of the Company Law, from liability for damages to the extent permitted by laws and regulations.</u></p> <p><u>Pursuant to the provisions of Article 427, Paragraph 1 of the Company Law, the Company may execute agreements with Outside Corporate Auditors which limit the liability for damages of such Outside Corporate Auditors that is set forth in Article 423, Paragraph 1 of the Company Law; provided, however, that the maximum amount of the liability under such agreements shall be the minimum liability amount prescribed by the relevant laws or regulations.</u></p>
<p style="text-align: center;">Chapter VI. Accounts</p> <p>Article <u>34</u>. [Provisions omitted]</p> <p>Article <u>37</u>.</p>	<p style="text-align: center;">Chapter VI. Accounts</p> <p>Article <u>36</u>. [Same as at present]</p> <p>Article <u>39</u>.</p>

3. Schedule

Scheduled date of the ordinary general meeting of shareholders for the purpose of the amendments to the Articles of Incorporation:

Thursday, June 21, 2012

Scheduled date when amendments to the Articles of Incorporation come into effect:

Thursday, June 21, 2012