

[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 88th Ordinary General Meeting of Shareholders**

The Board of Directors of Honda Motor Co., Ltd., (the “Company”), at its meeting held on May 16, 2012, resolved to convene the Company’s 88th ordinary general meeting of shareholders as follows.

#### **Particulars**

##### **1. Date and time**

10:00 a.m. on Thursday, June 21, 2012

##### **2. Place**

GRAND PACIFIC LE DAIBA  
Palais Royal on the first basement level  
2-6-1 Daiba, Minato-Ku, Tokyo

### **3. Agenda:**

#### **Matters to be reported:**

1. Report on the Business Report, Consolidated Balance Sheets and Consolidated Statements of Income for the 88th Fiscal Year (from April 1, 2011 to March 31, 2012);
2. Report on the results of the audit of the consolidated financial statements for the 88th Fiscal Year (from April 1, 2011 to March 31, 2012) by the independent auditors and the Board of Corporate Auditors.

#### **Matters to be resolved:**

##### **First Item:**

Distribution of Dividends

##### **Second Item:**

Partial Amendments to the Articles of Incorporation

##### **Third Item:**

Election of Twelve (12) Directors

##### **Fourth Item:**

Election of Two (2) Corporate Auditors