

[Translation]

February 23, 2016

To: Shareholders of Honda Motor Co., Ltd.

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

Notice Concerning Management Changes

The Board of Directors of Honda Motor Co., Ltd. (the “Company”), at its meeting held on February 23, 2016, has decided on changes in its Operating Officers as of April 1, 2016 and its Directors as of June 2016. Those changes in its Directors as of June 2016 are subject to approval at the General Meeting of Shareholders of the Company scheduled to be held in June 2016 and/or decision at the meeting of the Board of Directors to be held immediately thereafter.

Particulars

1. Planned Changes in Directors

<As of June 2016>

Changes in Representative Director

| Name | New Title | Current Title |
|----------------|-------------------------------------------------------------------------------|------------------|
| Seiji Kuraishi | Executive Vice President, Executive Officer and Representative Director | Managing Officer |

Mr. Seiji Kuraishi is to become a Senior Managing Officer in April 1, 2016.

Mr. Seiji Kuraishi is also one of the candidates (along with those mentioned hereafter) to be newly appointed Directors, subject to approval at the General Meeting of Shareholders scheduled to be held in June 2016.

Representative Directors to retire

| Name | Current Title |
|----------------|-------------------------------------------------------------------------|
| Fumihiko Ike | Chairman and Representative Director |
| Tetsuo Iwamura | Executive Vice President, Executive Officer and Representative Director |

Directors (not including Representative Director) to be newly appointed

| Name | New Title | Current Title and background |
|-------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Takashi Sekiguchi | Managing Officer and Director | Managing Officer |
| Motoki Ozaki | Director | Director, Member of the Board, Member of the Audit Committee, NOMURA SECURITIES CO., LTD.; President and Representative Director, The Kao Foundation for Arts and Sciences; President, Kigyo Mecenat Kyogikai, Association for Corporate Support of the Arts; President, New National Theatre Foundation; Former Chairman of the Board, Kao Corporation |
| Kazuhiro Odaka | Operating Officer and Director | Operating Officer |

Mr. Motoki Ozaki is a candidate for the outside Director defined under the provision of the Companies Act.

Directors to retire

| Name | Current Title |
|------------------|--------------------------------------|
| Koichi Fukuo | Senior Managing Officer and Director |
| Masahiro Yoshida | Managing Officer and Director |
| Nobuo Kuroyanagi | Director |

Mr. Masahiro Yoshida is a candidate to be newly appointed a Corporate Auditor, subject to approval at the General Meeting of Shareholders scheduled to be held in June 2016.

2. Planned changes in Corporate Auditors

<As of June 2016>

Corporate Auditor to be newly appointed

| Name | New Title | Current Title |
|------------------|-------------------|-------------------------------|
| Masahiro Yoshida | Corporate Auditor | Managing Officer and Director |

Corporate Auditor to retire

| Name | Current Title |
|------------------|----------------------|
| Masaya Yamashita | Corporate Auditor |

3. Planned changes in Operating Officers

<As of April 1, 2016>

Operating Officers to change titles

| Name | New Title | Current Title |
|------------------|-------------------------|----------------------|
| Seiji Kuraishi | Senior Managing Officer | Managing Officer |
| Kohei Takeuchi | Senior Managing Officer | Managing Officer |
| Michimasa Fujino | Managing Officer | Operating Officer |

Operating Officers to be newly appointed

| Name | New Title | Current Title |
|--------------------|-------------------|--------------------------------------------------------------------------------------------------------------|
| Soichi Yamamoto | Operating Officer | General Manager, Sayama Automobile Plant, Saitama Factory, Automobile Production, Regional Operations(Japan) |
| Katsushi Inoue | Operating Officer | President and Chief Executive Officer, Honda Cars India Ltd. |
| Kimiyoshi Teratani | Operating Officer | President, Honda Cars Tokyo Chuo, Inc. |
| Asako Suzuki | Operating Officer | President, Dongfeng Honda Automobile Co., Ltd. |

<As of June 2016>

Officers to retire

| Name | Current Title |
|------------------|------------------------------------------------|
| Tetsuo Iwamura | Executive Vice President and Executive Officer |
| Sho Minekawa | Senior Managing Officer |
| Koichi Fukuo | Senior Managing Officer |
| Takuji Yamada | Senior Managing Officer |
| Ko Katayama | Managing Officer |
| Masahiro Yoshida | Managing Officer |
| Chitoshi Yokota | Managing Officer |

Mr. Masahiro Yoshida is a candidate to be newly appointed a Corporate Auditor, subject to approval at the General Meeting of Shareholders scheduled to be held in June 2016.

Mr. Chitoshi Yokota is expected to assume the office of President and Chief Executive Officer of Keihin Corporation as of June 2016.

Seiji KURAISHI

Date of Birth: July 10, 1958 (57 years old)

Professional Experience:

| | | |
|-----------------|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| April | 1982 | Joined Honda Motor Co., Ltd. |
| October | 2002 | President, Honda Malaysia Sdn. Bhd. |
| April | 2005 | General Manager, Product Planning and Marketing Office, Automobile Operations, Honda Motor Co., Ltd. |
| April | 2007 | Vice President, Honda Motor (China) Investment Co., Ltd. |
| June | 2007 | Operating Officer, Honda Motor Co., Ltd. |
| January | 2008 | President, Dongfeng Honda Automobile Co., Ltd. |
| April | 2010 | Chief Operating Officer, Regional Operations (China), Honda Motor Co., Ltd.; President, Honda Motor (China) Investment Co., Ltd. |
| June | 2010 | Director, Honda Motor Co., Ltd. |
| April | 2011 | Operating Officer and Director, Honda Motor Co., Ltd. |
| June | 2011 | Operating Officer, Honda Motor Co., Ltd. |
| November | 2013 | President, Honda Motor Technology (China) Co., Ltd. |
| April | 2014 | Managing Officer, Honda Motor Co., Ltd. |

*Current responsibilities in boldface