

June 25, 2020

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 of Submission of Extraordinary Report Relating to Resolutions Passed  
and Results of Voting at the 96th Ordinary General Meeting of Shareholders**

Honda Motor Co., Ltd. (the “Company”) hereby notifies you as follows that it has submitted with the relevant Japanese authority an Extraordinary Report (the “Extraordinary Report”) on June 25, 2020 pursuant to the Financial Instruments and Exchange Law of Japan with respect to the resolutions passed and the results of voting at the 96th Ordinary General Meeting of Shareholders held on June 19, 2020 (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 19, 2020

(2) Details of the matter resolved:  
ITEM: Election of Eight (8) Directors (Excluding Directors who are Audit and Supervisory Committee Members)  
Eight (8) Directors (excluding who are Audit and Supervisory Committee Members) were elected: Messrs. Toshiaki Mikoshiba, Takahiro Hachigo, Seiji Kuraishi, Kohei Takeuchi, Toshihiro Mibe, Ms. Hiroko Koide, Messrs. Fumiya Kokubu and

Takanobu Ito.

- (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
<b>Item</b>					
Toshiaki Mikoshiba	13,500,822	1,333,610	18,322	90.82%	Approved
Takahiro Hachigo	14,358,884	475,548	18,322	96.59%	Approved
Seiji Kuraishi	14,366,092	468,339	18,322	96.64%	Approved
Kohei Takeuchi	14,343,864	490,566	18,322	96.49%	Approved
Toshihiro Mibe	14,368,865	465,566	18,322	96.65%	Approved
Hiroko Koide	14,827,771	24,484	506	99.74%	Approved
Fumiya Kokubu	14,707,620	144,632	506	98.93%	Approved
Takanobu Ito	14,297,926	536,505	18,322	96.18%	Approved

Notes:

- (i) The requirement for approval of each 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.