

Independent Directors/Auditors (ID/A) Notification Form

1. Basic information

Company Name	Honda Motor Co., Ltd.	Code	7267
Submission Date	2026/6/3	(Scheduled) Revision Date	2026/6/26
Reason for Submitting ID/A Notification	To discuss the relevant agenda of electing outside directors at an Ordinary General Meeting of Shareholders.		
<input checked="" type="checkbox"/> All persons who satisfy the qualifications of ID/A are designated as ID/As (*1)			

2. Information on Independence of ID/As and Outside Officers

#	Name	Outside Director/ Company Auditor	ID/A	Attributes (*2-3)												Details of Change	Consent of the Officer		
				a	b	c	d	e	f	g	h	i	j	k	l			N/A	
1	Kunihiko Sakai	Outside Director	○														○		Yes
2	Fumiya Kokubu	Outside Director	○														△		Yes
3	Yoichiro Ogawa	Outside Director	○														△		Yes
4	Kazuhiro Higashi	Outside Director	○														△	△	Yes
5	Ryoko Nagata	Outside Director	○															○	Yes
6	Mika Agatsuma	Outside Director	○															△	Yes

3. Explanation of the Attributes of the ID/As and the Reasons for their Appointment

#	Explanation of the Attributes (*4)	Reasons for Appointment (*5)
1		<p>Mr. Kunihiko Sakai has high expertise and abundant experience as a legal affairs specialist having served as Public Prosecutor and a lawyer, including posts of Superintending Prosecutor at High Public Prosecutors' Offices from July 2014 to March 2017. The Company appoints him as a Director because he is an exceptional person with both superior character and insight, in order for him to continue to assume a role in overseeing the entire business management of the Company with a broad perspective from an objective and highly sophisticated viewpoint.</p> <p>The Company expects Mr. Kunihiko Sakai to contribute to strengthening the supervisory function of the Company's management. He is also expected to fulfill a role in strengthening the transparency and objectivity of the process of selecting candidates for Directors, as well as strengthening the audit function, as a member of the Nominating Committee and the Audit Committee.</p> <p>There are no personal relationships, business relationships, or other relationships which apply to the matters described in the "Criteria for Independence of Outside Directors" between the Company and Mr. Kunihiko Sakai. The Company judges there is no risk of conflicts of interest with general shareholders and accordingly he is specified as an independent director.</p>
2	<p>Marubeni Corporation, where Mr. Fumiya Kokubu served as Chairman of the Board until March 2025, the Company and their respective consolidated subsidiaries have business relationships. However, the amount of transactions between them in the fiscal year ended March 31, 2026 is less than 1% of the consolidated sales revenue of the Company and the other party.</p> <p>Mr. Fumiya Kokubu fulfills the "Honda Motor Co., Ltd. Criteria for Independence of Outside Directors."</p>	<p>Mr. Fumiya Kokubu held positions of President and CEO, and Chairman of the Board of Marubeni Corporation from April 2013 to March 2025, and has abundant experience and deep insight regarding corporate management. The Company appoints him as a Director because he is an exceptional person with both superior character and insight, in order for him to continue to assume a role in overseeing the entire business management of the Company with a broad perspective from an objective and highly sophisticated viewpoint.</p> <p>The Company expects Mr. Fumiya Kokubu to contribute to strengthening the supervisory function of the Company's management, as the Chairperson of the Board of Directors. He is also expected to fulfill a role in strengthening the transparency and objectivity of the process of selecting candidates for Directors and the process of determining the remuneration of Directors and Executive Officers, as the Chairperson of the Nominating Committee and a Member of the Compensation Committee.</p> <p>There are no personal relationships, business relationships, or other relationships which apply to the matters described in the "Honda Motor Co., Ltd. Criteria for Independence of Outside Directors" between the Company and Mr. Fumiya Kokubu, including applicability of attributes as shown on the left column. The Company judges there is no risk of conflicts of interest with general shareholders and accordingly he is specified as an independent director.</p>
3	<p>Deloitte Tohatsu Group, where Mr. Yoichiro Ogawa served as CEO until May 2018, the Company and its consolidated subsidiaries have business relationships. However, he has had no relationship with Deloitte Tohatsu Group since October 2018, and the amount of transactions between them in the fiscal year ended March 31, 2026 is less than 1% of the consolidated sales revenue of the Company and the other party.</p> <p>Mr. Yoichiro Ogawa fulfills the "Honda Motor Co., Ltd. Criteria for Independence of Outside Directors."</p>	<p>Mr. Yoichiro Ogawa has high expertise and abundant experience as an accounting specialist having served as a Certified Public Accountant for many years, including posts of CEO of Deloitte Tohatsu Group from July 2015 to May 2018. The Company appoints him as a Director because he is an exceptional person with both superior character and insight, in order for him to continue to assume a role in overseeing the entire business management of the Company with a broad perspective from an objective and highly sophisticated viewpoint.</p> <p>The Company expects Mr. Yoichiro Ogawa to contribute to strengthening the supervisory function of the Company's management. He is also expected to fulfill a role in strengthening the audit function, as well as strengthening the transparency and objectivity of the process of determining the compensation of Directors and Executive Officers, as the Chairperson of the Audit Committee and a Member of the Compensation Committee.</p> <p>There are no personal relationships, business relationships, or other relationships which apply to the matters described in the "Honda Motor Co., Ltd. Criteria for Independence of Outside Directors" between the Company and Mr. Yoichiro Ogawa, including applicability of attributes as shown on the left column. The Company judges there is no risk of conflicts of interest with general shareholders and accordingly he is specified as an independent director.</p>

4	<p>The Company Group's aggregate amount of borrowings in the fiscal year ended March 31, 2026 from banks affiliated with Resona Holdings, Inc., where Mr. Kazuhiro Higashi served as Chairman and Director until June 2022, is less than 1% of the amount of consolidated total assets of the Company and the other party.</p> <p>Mr. Kazuhiro Higashi fulfills the "Honda Motor Co., Ltd. Criteria for Independence of Outside Directors."</p> <p>Although Resona Holdings, Inc.—where Mr. Kazuhiro Higashi served as Chairman of the Board until June 2022—and our company have been in a "mutual appointment of outside directors" relationship since June 2021, Mr. Fuminiko Ike, who is currently an outside director of Resona Holdings, Inc., stepped down as Representative Director and Chairman of our company in June 2016 and has not been involved in our company's management or business operations since then.</p>	<p>Mr. Kazuhiro Higashi held positions of President and Chairman of Resona Holdings, Inc. from April 2013 to June 2022, and has abundant experience and deep insight regarding corporate management. The Company appoints him as a Director because he is an exceptional person with both superior character and insight, in order for him to continue to assume a role in overseeing the entire business management of the Company with a broad perspective from an objective and highly sophisticated viewpoint.</p> <p>The Company expects Mr. Kazuhiro Higashi to contribute to strengthening the supervisory function of the Company's management. He is also expected to fulfill a role in strengthening the transparency and objectivity of the process of determining the remuneration of Directors and Executive Officers and the process of selecting candidates for Directors, as the Chairperson of the Compensation Committee and a Member of the Nominating Committee.</p> <p>There are no personal relationships, business relationships, or other relationships which apply to the matters described in the "Honda Motor Co., Ltd. Criteria for Independence of Outside Directors" between the Company and Mr. Kazuhiro Higashi, including applicability of attributes as shown on the left column. The Company judges there is no risk of conflicts of interest with general shareholders and accordingly he is specified as an independent director.</p>
5		<p>Ms. Ryoko Nagata held positions of Executive Officer and Audit & Supervisory Board Member of Japan Tobacco Inc. from June 2008 to March 2023, and has abundant experience and deep insight regarding new business strategies and audit. The Company appoints her as a Director because she is an exceptional person with both superior character and insight, in order for her to continue to assume a role in overseeing the entire business management of the Company with a broad perspective from an objective and highly sophisticated viewpoint.</p> <p>The Company expects Ms. Ryoko Nagata to contribute to strengthening the supervisory function of the Company's management. She is also expected to fulfill a role in strengthening the audit function, as a Member of the Audit Committee.</p> <p>There are no personal relationships, business relationships, or other relationships which apply to the matters described in the "Criteria for Independence of Outside Directors" between the Company and Ms. Ryoko Nagata. The Company judges there is no risk of conflicts of interest with general shareholders and accordingly she is specified as an independent director.</p>
6	<p>Until March 2024, Ms. Mika Agatsuma served as Managing Partner of IBM Japan, Ltd., a Japanese subsidiary of IBM Corporation, which has business relationships with the Company and its consolidated subsidiaries. However, the amount of transactions between them in the fiscal year ended March 31, 2026 is less than 1% of the consolidated sales revenue of the Company and the other party.</p> <p>Ms. Mika Agatsuma fulfills the "Honda Motor Co., Ltd. Criteria for Independence of Outside Directors."</p>	<p>Ms. Mika Agatsuma held a position of Managing Partner of IBM Japan, Ltd. from October 2022 until March 2024 and has abundant experience and deep insight regarding the area of IT. The Company appoints her as a Director because she is an exceptional person with both superior character and insight, in order for her to continue to assume a role in overseeing the entire business management of the Company with a broad perspective from an objective and highly sophisticated viewpoint.</p> <p>The Company expects Ms. Mika Agatsuma to contribute to strengthening the supervisory function of the Company's management. She is also expected to fulfill a role in strengthening the transparency and objectivity of the process of selecting candidates for Directors and the process of determining the remuneration of Directors and Executive Officers, as a member of the Nominating Committee and the Compensation Committee.</p> <p>There are no personal relationships, business relationships, or other relationships which apply to the matters described in the "Honda Motor Co., Ltd. Criteria for Independence of Outside Directors" between the Company and Ms. Mika Agatsuma, including applicability of attributes as shown on the left column. The Company judges there is no risk of conflicts of interest with general shareholders and accordingly she is specified as an independent director.</p>

4. Supplementary Explanation

<p>The Company has established its "Criteria for Independence of Outside Directors" as follows.</p> <p><Honda Motor Co., Ltd. Criteria for Independence of Outside Directors> The Company's board of directors will determine that an outside director is sufficiently independent from the Company if it determines that the said outside director satisfies the independence criteria</p> <ol style="list-style-type: none"> He/She is not, and has never been, any of the following during the last year: <ol style="list-style-type: none"> a person who executes the business (*1) of a large shareholder (*2) of the Company; a person who executes the business of (i) a major customer (*3) of the Company, or (ii) a company of which the Company is a major customer; a person who executes the business of a major lender (*4) of the Company Group; a person who executes the business of an audit corporation which conducts statutory audits for the Company or a person who handles the audit functions of the Company; a consultant, an accounting specialist, or a legal expert (or, if the person in question is a corporation, an association, or any other similar organization, then a person who executes the business of that corporation, etc.) who receives a large amount (*5) of money, etc. from the Company, other than remuneration paid to directors of the Company; No family member or close relative (*6) of the outside director currently falls or at any point of time during the last year fell under any of items 1) through 5) in paragraph 1 above. <p>Established on May 15, 2015 Partly amended on June 15, 2017 Partly amended on February 9, 2021</p>
<p>Notes</p> <p>*1 A "person who executes the business" means an executive director, an executive officer, or an important employee including operating officer.</p> <p>*2 A "large shareholder" means a shareholder who directly or indirectly holds shares representing 10% or more of the total number of voting rights of the Company as of the end of a fiscal year.</p> <p>*3 A "major customer" means a customer of the Company where the annual amount of transactions between the customer and the Company exceeds 2% of the consolidated sales revenue of the Company or the said customer.</p> <p>*4 A "major lender" means a financial institution from which the Company Group borrows, where the aggregate amount of such borrowings exceeds 2% of the amount of consolidated total assets of the Company or the financial institution as at the end of a fiscal year.</p> <p>*5 A person receives a "large amount" if he/she receives consideration from the Company in excess of 10 million yen per year.</p> <p>*6 A "family member or close relative" means a spouse or first or second degree relative of an outside director.</p>

- *1 Checklist of board member attributes
- An executive of the listed company or its subsidiary
- *2
- A director or accounting advisor who is not an executive of the listed company or its subsidiary. (limited to case of the outside company auditor)
 - A director or accounting advisor who is not an executive of the listed company's parent company
 - A company auditor of the listed company's parent company (limited to case of the outside company auditor)
 - An executive of the listed company's sister company
 - An entity or an executive of the entity for which the listed company is a major client
 - The listed company's major client or an executive of said client
 - A consulting firm, accounting firm, or legal firm which receives a large amount of money or other assets from the company, in addition to their remuneration as an officer
 - A major shareholder of the listed company (if the major shareholder is a legal entity, its executive)
 - An executive of a client of the listed company (excluding cases falling under f., g. or h.) (applies to outside officer him/herself only)
 - An executive of another company that holds cross-outside directorships/auditorships with the listed company (applies to outside officer him/herself only)
 - An executive of an entity receiving donations from the listed company (applies to outside officer him/herself only)
- Please note that the above notations of items a through l are summary of the wording of the items specified in the TSE's regulations.
Please use "○" when the outside officer presently falls or has recently fallen under the category; and "△" when they fell under the category in the past.
Please use "●" when a close relative of the outside officer presently falls or has recently fallen under the category; and "▲" when a close relative of them fell under the category in the past.
If any of the item a through l apply, please state to that effect and outline thereof.
- *4 Please state the reason for the appointment of the ID/A.
*5 If a situation arises in which the listed company is unable to secure at least one ID/A and one outside director, this will constitute a violation of
*6 the code of corporate conduct under the Securities Listing Regulations. In such case, please contact a Tokyo Stock Exchange listed company representative immediately.