

[Translation]

February 19, 2021

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 Transition to a Company with Three Committees**

Honda Motor Co., Ltd. (the “Company”) hereby announces that its Board of Directors today resolved that the Company will transition from a company with an audit and supervisory committee to a company with three committees. The particulars of the personnel changes in its officers accompanying this transition have been disclosed separately in the announcement dated today titled “Notice Concerning Changes in Representatives, Directors and Officers.”

### **Particulars**

#### **1. Purpose of the Transition**

The Company has been striving to enhance corporate governance as one of the most important tasks for its management, based on the Company’s Fundamental Beliefs, in order to strengthen the trust of our shareholders/investors, customers and society and to seek sustainable growth and the enhancement of corporate value over the mid- to long-term, thereby becoming “a company that society wants to exist.”

In order to further strengthen the supervisory functions of management by realizing a clear separation between supervisory functions and executive functions, the Company has decided to transition to a company with three committees,\* a majority members of each committee are outside directors, and which allows the transfer of broad authority for business execution from the Board of Directors to executive officers, who assume clear legal responsibility.

(\* Three committees: nominating committee, audit committee, and compensation committee)

#### **2. Transition Schedule**

The Company is scheduled to transition to a company with three committees after receiving approval regarding the necessary amendments to the Articles of Incorporation at the 97th Ordinary General Meeting of Shareholders of the Company scheduled to be held in June 2021. The Company will make an announcement regarding the content of the amendments to the Articles of Incorporation to be proposed at the 97th Ordinary General Meeting of Shareholders of the Company when those details have been decided.