

[Translation]
February 8, 2024

To: Shareholders of Honda Motor Co., Ltd.
From: Honda Motor Co., Ltd.
1-1, Minami-Aoyama 2-chome,
Minato-ku, Tokyo, 107-8556
Toshihiro Mibe
Director, President and Representative Executive Officer

**Notice Concerning Acquisition and Cancellation of the Company's Own Shares
(Acquisition of the Company's own shares pursuant to the Articles of Incorporation of the Company
pursuant to Article 459, Paragraph 1 of the Company Law, and Cancellation of the Company's Own
Shares pursuant to Article 178 of that law)**

The Board of Directors of Honda Motor Co., Ltd. (the "Company"), at its meeting held on February 8, 2024, resolved that the Company will acquire its own shares pursuant to Article 459, Paragraph 1 of the Company Law, and Article 36 of the Company's Articles of Incorporation and cancel its own shares pursuant to Article 178 of that law.

Particulars

1. Reason for acquisition and cancellation of own shares
The Company will acquire and cancel its own shares for the purpose, among others, of improving efficiency of its capital structure and implementing a flexible capital strategy.
2. Details of the acquisition
 - (1) Class of shares to be acquired:
Shares of common stock
 - (2) Total number of shares to be acquired:
Up to 34,000,000 shares (0.7 % of total number of issued shares (excluding treasury stock))
 - (3) Total amount of shares to be acquired:
Up to 50 billion yen
 - (4) Period of the acquisition:
Starting on March 1, 2024 and ending on April 30, 2024
 - (5) Method of the acquisition:
Market purchases on the Tokyo Stock Exchange
 1. Purchases through the Tokyo Stock Exchange Trading Network Off-Auction Own Share Repurchase Trading System (ToSTNeT-3)
 2. Market purchases based on a discretionary trading contract regarding acquisition of own shares
3. Details of the cancellation
 - (1) Class of shares to be cancelled:
Shares of common stock
 - (2) Total number of shares to be cancelled:
154,285,290 shares (2.8% of total number of issued shares)

(3) Scheduled date of the cancellation:

February 29, 2024

(4) Total number of shares issued after the cancellation:

5,280,000,000 shares

Reference: The Company's treasury stock held as of December 31, 2023

Total number of issued shares (excluding treasury stock): 4,849,762,771 shares

Total number of treasury stock: 584,522,519 shares