

[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

<b>Name</b>	<b>New Title</b>	<b>Current Title and background</b>
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

<b>Name</b>	<b>Current Title</b>
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

<b>Name</b>	<b>New Title</b>	<b>Current Title</b>
Masahiro Yoshida	Corporate Auditor	Managing Officer and Director

Corporate Auditor to retire

<b>Name</b>	<b>Current Title</b>
Masaya Yamashita	Corporate Auditor

### 3. Planned changes in Operating Officers

<As of April 1, 2016>

Operating Officers to change titles

<b>Name</b>	<b>New Title</b>	<b>Current Title</b>
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

<b>Name</b>	<b>New Title</b>	<b>Current Title</b>
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

<b>Name</b>	<b>Current Title</b>
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.
<b>April</b>	<b>2010</b>	<b>Chief Operating Officer, Regional Operations (China), Honda Motor Co., Ltd.;</b> <b>President, Honda Motor (China) Investment Co., Ltd.</b>
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.
<b>November</b>	<b>2013</b>	<b>President, Honda Motor Technology (China) Co., Ltd.</b>
<b>April</b>	<b>2014</b>	<b>Managing Officer, Honda Motor Co., Ltd.</b>

\*Current responsibilities in boldface