

[Translation]

February 19, 2019

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 Changes in Directors and Officers

The Board of Directors of Honda Motor Co., Ltd. (the “Company”), at its meeting held on February 19, 2019, hereby announces that it has decided on a change in title of one of its Directors effective as of April 1, 2019 and changes in its Operating Officers effective as of April 1, 2019 and as of the date of the Ordinary General Meeting of Shareholders to be held in June 2019, and that it has made an internal decision regarding candidates for Directors to be elected at the Ordinary General Meeting of Shareholders to be held in June 2019.

The changes in Directors effective as of the date of the Ordinary General Meeting of Shareholders to be held in June 2019 shall be formally determined at such Ordinary General Meeting of Shareholders and at a meeting of the Board of Directors to be held immediately thereafter.

Particulars

1. Planned Personnel Changes in Directors

<As of April 1, 2019>

Director to change title

Name	New Title	Current Title
Toshiaki Mikoshiba	Chairman and Director	Senior Managing Director

<As of the date of the Ordinary General Meeting of Shareholders to be held in June 2019>

Candidate for Director to be newly appointed

(Excluding Directors who are Audit and Supervisory Committee Members)

Name	New Title	Current Title
Hiroko Koide	Director	Outside Director, Mitsubishi Electric Corporation Director, Vicela Japan Co., Ltd.

Ms. Hiroko Koide is a candidate for Outside Director as defined under the provisions of the Enforcement Regulations of the Companies Act of Japan.

Candidate for Director to be newly appointed (Audit and Supervisory Committee Member)

Name	New Title	Current Title
Kunihiko Sakai	Director, Audit and Supervisory Committee Member	Advisor Attorney, TMI Associates Audit and Supervisory Board Member (Outside), Furukawa Electric Co., Ltd.

Mr. Kunihiko Sakai is a candidate for Outside Director as defined under the provisions of the Enforcement Regulations of the Companies Act of Japan.

Directors to retire

Name	Current Title
Yoshiyuki Matsumoto	Senior Managing Director
Hideko Kunii	Director
Toshiaki Hiwatari	Director, Audit and Supervisory Committee Member

Ms. Hideko Kunii and Mr. Toshiaki Hiwatari are Outside Directors as defined under the provisions of the Companies Act of Japan.

2. Planned Personnel Changes in Operating Officers

<As of April 1, 2019>

Operating Officers to change titles

Name	New Title	Current Title
Mitsugu Matsukawa	Managing Officer	Operating Officer
Noriaki Abe	Managing Officer	Operating Officer
Yasuhide Mizuno	Managing Officer	Operating Officer

Operating Officers to be newly appointed

Name	New Title	Current Title
Yoshishige Nomura	Operating Officer	Managing Director, Honda R&D Co., Ltd. Chief Operating Officer, Motorcycle R&D Center President and Representative Director, Honda Racing Corporation
Yoshikado Nakao	Operating Officer	Executive in Charge of Purchasing, Purchasing Operations
Hiroshi Tokutake	Operating Officer	General Manager, Yorii Automobile Plant, Saitama Factory, Production Operations
Taro Kobayashi	Operating Officer	Head, Regional Unit (Africa and the Middle East)
Jiro Morisawa	Operating Officer	Vice Chief Officer, Business Management Operations General Manager, Accounting Division, Business Management Operations

<As of the date of the Ordinary General Meeting of Shareholders to be held in June 2019>

Operating Officers to retire

Name	Current Title
Soichiro Takizawa	Managing Officer
Naoto Matsui	Operating Officer
Tetsuo Suzuki	Operating Officer

<For Reference>

Composition of Directors and Operating Officers as of April 1, 2019 and as of the date of the Ordinary General Meeting of Shareholders to be held in June 2019

1. Directors

Name	As of April 1, 2019	As of date of Ordinary General Meeting of Shareholders to be held in June 2019
Toshiaki Mikoshiba	Chairman and Director* ¹	Chairman and Director
Takahiro Hachigo	President and Representative Director	President and Representative Director
Seiji Kuraishi	Executive Vice President and Representative Director	Executive Vice President and Representative Director
Yoshiyuki Matsumoto	Senior Managing Director	-
Yoshi Yamane	Senior Managing Director	Senior Managing Director
Kohei Takeuchi	Senior Managing Director	Senior Managing Director
Hideko Kunii	Director* ²	-
Motoki Ozaki	Director* ²	Director* ²
Hiroko Koide	-	Director* ^{2,3}
Takanobu Ito	Director and Advisor	Director and Advisor
Masahiro Yoshida	Director, Audit and Supervisory Committee Member	Director, Audit and Supervisory Committee Member
Masafumi Suzuki	Director, Audit and Supervisory Committee Member	Director, Audit and Supervisory Committee Member
Toshiaki Hiwatari	Director,* ² Audit and Supervisory Committee Member	-
Hideo Takaura	Director,* ² Audit and Supervisory Committee Member	Director,* ² Audit and Supervisory Committee Member
Mayumi Tamura	Director,* ² Audit and Supervisory Committee Member	Director,* ² Audit and Supervisory Committee Member
Kunihiko Sakai	-	Director,* ^{2,3} Audit and Supervisory Committee Member

*¹ To change title

*² Outside Directors

*³ To be newly appointed

2. Operating Officers

Name	As of April 1, 2019	As of date of Ordinary General Meeting of Shareholders to be held in June 2019
Takashi Sekiguchi	Managing Officer	Managing Officer
Soichiro Takizawa	Managing Officer	-
Michimasa Fujino	Managing Officer	Managing Officer
Shinji Aoyama	Managing Officer	Managing Officer
Noriya Kaihara	Managing Officer	Managing Officer
Toshihiro Mibe	Managing Officer	Managing Officer

Mitsugu Matsukawa	Managing Officer* ¹	Managing Officer
Noriaki Abe	Managing Officer* ¹	Managing Officer
Yasuhide Mizuno	Managing Officer* ¹	Managing Officer
Naoto Matsui	Operating Officer	-
Tetsuo Suzuki	Operating Officer	-
Issao Mizoguchi	Operating Officer	Operating Officer
Yusuke Hori	Operating Officer	Operating Officer
Tomomi Kosaka	Operating Officer	Operating Officer
Toshiyuki Shimabara	Operating Officer	Operating Officer
Kazuhiro Odaka	Operating Officer	Operating Officer
Masayuki Igarashi	Operating Officer	Operating Officer
Hiroyuki Kachi	Operating Officer	Operating Officer
Soichi Yamamoto	Operating Officer	Operating Officer
Katsushi Inoue	Operating Officer	Operating Officer
Kimiyoshi Teratani	Operating Officer	Operating Officer
Asako Suzuki	Operating Officer	Operating Officer
Katsuhisa Okuda	Operating Officer	Operating Officer
Katsuhide Moriyama	Operating Officer	Operating Officer
Keiji Ohtsu	Operating Officer	Operating Officer
Yoshishige Nomura	Operating Officer* ²	Operating Officer
Yoshikado Nakao	Operating Officer* ²	Operating Officer
Hiroshi Tokutake	Operating Officer* ²	Operating Officer
Taro Kobayashi	Operating Officer* ²	Operating Officer
Jiro Morisawa	Operating Officer* ²	Operating Officer

*¹ To change titles

*² To be newly appointed