

(TRANSLATION)

June 15, 2017

To Our Shareholders,

**Notice of Resolutions passed by
the 93rd Ordinary General Meeting of Shareholders**

We hereby notify you that after the reports described below were heard, all the proposals were approved as briefly described below by the 93rd Ordinary General Meeting of Shareholders of the Company held today.

Yours sincerely,

Takahiro Hachigo
President and
Representative Director

Honda Motor Co., Ltd.
1-1, Minami-Aoyama 2-chome,
Minato-ku
Tokyo

Particulars

Matters reported:

1. The Business Report, consolidated financial statements and unconsolidated financial statements for the 93rd Fiscal Year (from April 1, 2016 to March 31, 2017)
2. The results of the audit of the consolidated financial statements for the 93rd Fiscal Year (from April 1, 2016 to March 31, 2017) by the independent auditors and the Board of Corporate Auditors

Matters resolved:

FIRST ITEM: Distribution of Dividends

The proposal was approved in its original form, and the year-end dividend for the fiscal year ended March 31, 2017 will be ¥24 per share of common stock.

SECOND ITEM: Partial Amendments to the Articles of Incorporation

The proposal was approved in its original form, and the main contents of the amendments are as follows:

- (1) Amendments in connection with the transition to the “Company with Audit and Supervisory Committee”
 - 1) To enable the Company to transition to the Company with Audit and Supervisory Committee, provisions were added regarding the abolishment of the Board of Corporate Auditors and the establishment of the Audit and Supervisory Committee. (Article 4 of Amendments)
 - 2) New provisions were established in connection with “Directors who are Audit and Supervisory Committee Members.” (Article 20, Paragraph 2, Article 21, Paragraph 2 and 3, and Article 27 of Amendments)
 - 3) Pursuant to the transition to the Company with Audit and Supervisory Committee, the total number of Directors, including Directors who are Audit and Supervisory Committee Members, were prescribed as a maximum of 20 (in which Directors who are Audit and Supervisory Committee Members were a maximum of 7). (Article 19 of Amendments)
 - 4) The title of Chapter 5 was changed from “Corporate Auditors and Board of Corporate Auditors” to “Audit and Supervisory Committee.” The provisions regarding “Board of Corporate Auditors” were replaced to those regarding “Audit and Supervisory Committee.” (Articles 30 and 31 of Amendments)
 - 5) New articles were established to enable the Board of Directors to delegate all or part of decisions on execution of important operations to a Director (excluding matters stipulated in the items of Article 399-13, Paragraph 5 of the Company Law) by its resolution. (Article 28 of Amendments)
 - 6) Pursuant to the transition to the Company with Audit and Supervisory Committee, articles or provisions related to Corporate Auditors were deleted. (Articles 29 through 31 and Articles 34 and 35 of the previous Articles of Incorporation)
 - 7) Supplementary provisions were newly established in connection with the deletion of Articles 35 of the previous Articles of Incorporation. (Supplementary Provisions in the Amendments)
 - 8) Other necessary amendments or changes in connection with the transition to the Company with Audit and Supervisory Committee were made.
- (2) Other overall amendments
Article numbers were reorganized to accommodate the newly established and deleted articles.

Please refer following website of the Company for the Article of Incorporation which has been amended:

http://world.honda.com/investors/stock_bond/regulations.html

THIRD ITEM: Election of Nine (9) Directors (Excluding Directors Who are Audit and Supervisory Committee Members)

The proposal was approved in its original form, and eight (8) Directors (excluding who are Audit and Supervisory Committee Members) were re-elected: Takahiro Hachigo, Seiji Kuraishi, Yoshiyuki Matsumoto, Yoshi Yamane, Kohei Takeuchi, Hideko Kunii, Motoki Ozaki, and Takanobu Ito. One Director was newly elected: Toshiaki Mikoshiba. They have all assumed their posts.

FOURTH ITEM: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

The proposal was approved in its original form, and five (5) Directors who are Audit and Supervisory Committee Members were newly elected: Masahiro Yoshida, Masafumi Suzuki, Toshiaki Hiwatari, Hideo Takaura, and Mayumi Tamura. They have all assumed their posts.

FIFTH ITEM: Determination of Amount of Remuneration for Directors (Excluding Directors Who are Audit and Supervisory Committee Members)

The proposal was approved in its original form, and the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) was determined as “no more than 1.16 billion yen per year (of which the remuneration for Outside Directors shall be no more than 34 million yen per year)”.

SIXTH ITEM: Determination of Amount of Remuneration for Directors Who are Audit and Supervisory Committee Members

The proposal was approved in its original form, and the amount of remuneration for Directors who are Audit and Supervisory Committee Members was determined as “no more than 270 million yen per year”.