

[Translation]

February 21, 2012

To: Shareholders of Honda Motor Co., Ltd.

From: Honda Motor Co., Ltd.

1-1, Minami-Aoyama 2-chome,

Minato-ku, Tokyo, 107-8556

Takanobu Ito

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 21, 2012 has decided on changes of Operating Officers as of April 1, 2012 and has decided a plan for changes to its management as of late June 2012. Those changes as of late June 2012 are subject to approval at the General Meeting of Shareholders of the Company scheduled to be held in late June 2012 and/or decision at the meeting of the Board of Directors to be held immediately thereafter.

### Particulars

#### 1. Planned changes in Operating Officers (as of April 1, 2012)

##### Operating Officers to change titles

Name	New Title	Current Title
Tetsuo Iwamura	Executive Vice President and Executive Officer	Senior Managing Officer
Takashi Yamamoto	Senior Managing Officer	Managing Officer
Hidenobu Iwata	Senior Managing Officer	Managing Officer
Yoshiharu Yamamoto	Senior Managing Officer and Director	Managing Officer and Director
Takuji Yamada	Managing Officer and Director	Operating Officer and Director
Masahiro Takedagawa	Managing Officer	Operating Officer
Yoshiyuki Matsumoto	Managing Officer	Operating Officer
Ko Katayama	Managing Officer	Operating Officer

Operating Officers to be newly appointed

Name	Current Title
Naoto Matsui	General Manager of Purchasing Division 2 in Purchasing Operations
Mitsugu Matsukawa	General Manager of Hamamatsu Factory of Production Operations
Shinji Aoyama	General Manager of Motorcycle Business Planning Office for Motorcycle Operations

**2. Planned changes in Representative Director, Directors and Corporate Auditors (as of late June 2012)**

**Planned changes in Directors (as of late June 2012)**

Directors to be newly appointed

Name	New Title	Title as of April 1, 2012
Tetsuo Iwamura	Executive Vice President, Executive Officer and Representative Director	Executive Vice President and Executive Officer
Takashi Yamamoto	Senior Managing Officer and Director	Senior Managing Officer
Yuji Shiga	Operating Officer and Director	Operating Officer

Directors to retire

Name	New Title	Title as of April 1, 2012
Koichi Kondo		Chairman and Representative Director
Akio Hamada		Executive Vice President, Executive Officer and Representative Director
Takuji Yamada	Managing Officer	Managing Officer and Director

**Planned changes in Corporate Auditors (as of late June 2012)**

Corporate Auditors to be newly appointed

Name	Present Post/Previous Post
Masaya Yamashita	Managing Officer
Toshiaki Hiwatari	Former Prosecutor General Attorney-at-law Advisor of TMI Associates

Mr. Toshiaki Hiwatari is expected to be an outside corporate auditor as provided for in the Company Law.

Corporate Auditors to retire

Name	Present Post
Toru Onda	Corporate Auditor
Fumihiko Saito	Corporate Auditor

**Planned change in Operating Officer (as of late June 2012)**

Operating Officer to retire

Name	Current Title
Takashi Nagai	Operating Officer

Mr. Takashi Nagai is expected to take office as President and Representative Director of Honda Logistics Inc.

## Tetsuo IWAMURA

Date of Birth: May 30, 1951 (60 years old)

### Professional Experience:

April	1978	Joined Honda Motor Co., Ltd.
June	1999	General Manager of Overseas Operation Office No.1 for Regional Operations (the Americas), Honda Motor Co., Ltd.
April	2000	Chief Operating Officer for Parts Operations, Honda Motor Co., Ltd.
June	2000	Director, Honda Motor Co., Ltd.
April	2003	Chief Operating Officer for Regional Operations (Latin America), Honda Motor Co., Ltd. President and Director of Honda South America Ltda. President and Director of Moto Honda da Amazonia Ltda. President and Director of Honda Automoveis do Brazil Ltda.
June	2006	Managing Director, Honda Motor Co., Ltd.
April	2007	Chief Operating Officer for Regional Operations (North America), Honda Motor Co., Ltd. <b>President and Director of Honda North America, Inc.</b> <b>President and Director of American Honda Motor Co., Inc.</b>
June	2008	Senior Managing Director, Honda Motor Co., Ltd.
April	2011	Senior Managing Officer and Director, Honda Motor Co., Ltd.
June	2011	<b>Senior Managing Officer, Honda Motor Co., Ltd.</b>

\*Current responsibilities in boldface

Number of shares held: 20,900 shares