

[Translation]

February 24, 2014

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 24, 2014, has decided on changes in its Operating Officers as of April 1, 2014 and June 2014 and has decided on a plan for changes in its Directors as of June 2014. Those changes in its Directors as of June 2014 are subject to approval at the General Meeting of Shareholders of the Company scheduled to be held in June 2014.

### Particulars

#### 1. Planned changes in Operating Officers (as of April 1, 2014)

Operating Officers to change titles

<b>Name</b>	<b>New Title</b>	<b>Current Title</b>
Koichi Fukuo	Senior Managing Officer	Managing Officer
Seiji Kuraishi	Managing Officer	Operating Officer
Toshiaki Mikoshiba	Managing Officer	Operating Officer
Yoshi Yamane	Managing Officer	Operating Officer
Takahiro Hachigo	Managing Officer	Operating Officer

Operating Officers to be newly appointed

<b>Name</b>	<b>Current Title</b>
Tetsuo Suzuki	Senior Managing Officer and Director of Honda R&D Co., Ltd. President and Representative Director of Honda Racing Corporation
Issao Mizoguchi	Senior Vice President and Director of Honda South America Ltda. President and Director of Moto Honda da Amazonia Ltda.
Toshihiro Mibe	Managing Officer of Honda R&D Co., Ltd.
Yusuke Hori	Director of Asian Honda Motor Co., Ltd
Tomomi Kosaka	Vice President and Director of Honda of America Mfg. Inc.

Noriaki Abe	General Manager of Overseas Operation Office No.2., Regional Operations (Asia and Oceania)
Toshiyuki Shimabara	General Manager of Motorcycle Production Planning Division, Motorcycle Operations
Yasuhide Mizuno	President of Dongfeng Honda Automobile Co., Ltd.

<As of June 2014>

Officers to retire

<b>Name</b>	<b>Title as of April 1, 2014</b>
Hidenobu Iwata	Senior Managing Officer
Manabu Nishimae	Managing Officer
Hiroshi Kobayashi	Managing Officer
Masahiro Takedagawa	Managing Officer
Katsushi Watanabe	Managing Officer
Hiroshi Sasamoto	Operating Officer
Hiroyuki Yamada	Operating Officer

Mr. Hiroshi Sasamoto is expected to assume the office of President and Representative Director of Yachiyo Industry Co., Ltd., and Mr. Hiroyuki Yamada is expected to assume the office of President and Representative Director of Honda Trading Corporation.

**2. Planned changes in Directors (as of June 2014)**

Directors to be newly appointed

<b>Name</b>	<b>New Title</b>	<b>Title as of April 1, 2014</b>	<b>Current Title</b>
Toshihiko Nonaka	Managing Officer and Director	Managing Officer	
Dr. Hideko Kunii	Director		Deputy President, Professor, Graduate School of Engineering Management and General Manager, Gender Equality Promotion Office, Shibaura Institute of Technology

Dr. Hideko Kunii is a candidate for the outside director defined under the provision of the Companies Act.

Directors to retire

<b>Name</b>	<b>Title as of April 1, 2014</b>
Kensaku Hogen	Director
Takeo Fukui	Director and Advisor

Mr. Takeo Fukui is to become an Advisor of the Company.