

[Translation]  
February 21, 2017

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 Transition to a Company with an Audit and Supervisory Committee**

The Board of Directors of Honda Motor Co., Ltd. (the “Company”), at its meeting held today, resolved to transition from being a “company with a board of corporate auditors” to being a “company with an audit and supervisory committee,” as follows.

Concerning management personnel affairs in connection with this matter, please see the separate disclosure made today, entitled “Notice Concerning Management Changes.”

#### **Particulars**

##### **Transition to a Company with an Audit and Supervisory Committee**

###### **(1) Purpose of the transition**

Based on its Fundamental Beliefs, the Company strives to enhance corporate governance in order to further strengthen the trust of its shareholders/investors, customers and society; seek sustainable growth and the enhancement of corporate value over the medium to long term; and in order that it becomes “a company that society wants to exist.” As such, corporate governance is one of the most important management issues.

In order to further strengthen the supervisory function of the Board of Directors and further enable faster decision-making, the Company decided to transition to being a company with an “audit and supervisory committee,” which is a committee composed of directors that allows increased segregation between the supervisory function and the execution of duties and further delegation of executive authority to directors from the board of directors.

###### **(2) Transition schedule**

The Company plans to transition to being a company with an audit and supervisory committee after obtaining approval for requisite amendments to the Articles of Incorporation at the 93rd Ordinary General Meeting of Shareholders, scheduled to be held in June 2017. An announcement will be made once the details of the amendments to the Company’s Articles of Incorporation, to be proposed at the 93rd Ordinary General Meeting of Shareholders, are determined.