

[Translation]

May 15, 2015

To: Shareholders of Honda Motor Co., Ltd.

From: Honda Motor Co., Ltd.  
1-1, Minami-Aoyama 2-chome,  
Minato-ku, 107-8556 Tokyo  
Takanobu Ito  
President and Representative Director

### **Notice Concerning 91st Ordinary General Meeting of Shareholders**

The Board of Directors of Honda Motor Co., Ltd., (the “Company”), at its meeting held on May 15, 2015, resolved to convene the Company’s 91st ordinary general meeting of shareholders as follows.

#### **Particulars**

##### **1. Date and time**

10:00 a.m. on Wednesday, June 17, 2015

##### **2. Place**

GRAND PACIFIC LE DAIBA  
Palais Royal on the first basement level  
2-6-1 Daiba, Minato-Ku, Tokyo

##### **3. Agenda:**

##### **Matters to be reported:**

1. Report on the business report, consolidated financial statements and unconsolidated financial statements for the 91st Fiscal Year (from April 1, 2014 to March 31, 2015); and
2. Report on the results of the audit of the consolidated financial statements for the 91st Fiscal Year (from April 1, 2014 to March 31, 2015) by the independent auditors and the Board of Corporate Auditors.

**Matters to be resolved:**

**First Item:**

Distribution of Dividends

**Second Item:**

Election of Fourteen (14) Directors

**Third Item:**

Election of Two (2) Corporate Auditors