

HONDA MOTOR CO LTD  
Form 6-K  
June 01, 2016  
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No.1-7628

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 6-K**  
**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE MONTH OF MAY 2016

COMMISSION FILE NUMBER: 1-07628

**HONDA GIKEN KOGYO KABUSHIKI KAISHA**

(Name of registrant)

**HONDA MOTOR CO., LTD.**

(Translation of registrant's name into English)

**1-1, Minami-Aoyama 2-chome, Minato-ku, Tokyo 107-8556, Japan**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):



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**Exhibit 1:**

PRACHINBURI, Thailand (12 May, 2016) - Honda Automobile (Thailand) Co., Ltd. (HATC) held the opening ceremony for its new plant located at Rojana Industrial Park in Prachinburi province. The all-new plant, equipped with Honda's highly-efficient and environmentally-responsible production technologies, will serve to enhance Honda's capability to deliver quality products for customers in Thailand and worldwide. The plant also will help strengthen the company's role as one of Honda's important automobile production hubs.

**Exhibit 2:**

On May 13, 2016, Honda Motor Co., Ltd. (the Company) announced its consolidated financial results for the fiscal fourth quarter and the fiscal year ended March 31, 2016.

**Exhibit 3:**

On May 13, 2016, the Company announced the financial impact of product warranty (quality related) expenses for the Company and its consolidated subsidiaries related to an agreement reached between the U.S. National Highway Traffic Safety Administration (NHTSA) and our supplier on May 4, 2016.

**Exhibit 4:**

On May 13, 2016, the Company announced differences that arose between its consolidated forecast (announced on January 29, 2016) as well as its unconsolidated forecast (announced on November 4, 2015) and the Company's actual financial results for the fiscal year ended March 31, 2016.

**Exhibit 5:**

The Board of Directors of the Company, at its meeting held on May 17, 2016, resolved to convene the Company's 92nd ordinary general meeting of shareholders as indicated.

**Exhibit 6:**

The English translation of Report of Independent Directors/Auditors of the Company.

**Exhibit 7:**

Notice of Convocation of the 92nd Ordinary General Meeting of Shareholders of the Company has been uploaded on May 27, 2016 to the Company's website shown below.

[http://world.honda.com/investors/stock\\_bond/meeting/](http://world.honda.com/investors/stock_bond/meeting/)

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HONDA GIKEN KOGYO KABUSHIKI  
KAISHA  
(HONDA MOTOR CO., LTD.)

/s/ Shinji Suzuki  
Shinji Suzuki  
General Manager  
Finance Division  
Honda Motor Co., Ltd.

Date: June 1, 2016

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**Honda Holds Opening Ceremony for New Prachinburi Plant**

**Highly-efficient Environmentally-responsible New Auto Plant**

**PRACHINBURI, Thailand (12 May, 2016)** - Honda Automobile (Thailand) Co., Ltd. (HATC) held the opening ceremony for its new plant located at Rojana Industrial Park in Prachinburi province. The all-new plant, equipped with Honda's highly-efficient and environmentally-responsible production technologies, will serve to enhance Honda's capability to deliver quality products for customers in Thailand and worldwide. The plant also will help strengthen the company's role as one of Honda's important automobile production hubs.

<Profile of Prachinburi Plant, Honda Automobile (Thailand) Co., Ltd.>

Location: Rojana Industrial Park, Prachinburi province, Thailand  
Area size: 134 rai (approximately 214,000 m<sup>2</sup>)  
Investment: 17.15 billion Thai Bahts  
Production capacity: 120,000 units per year  
Number of associates: Approximately 1,400 (as of May 12, 2016)  
For details, please refer to the website of Honda Motor Co., Ltd.

<http://world.honda.com/news/2016/c160512eng.html>

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[English Summary]

**May 13, 2016**

**HONDA MOTOR CO., LTD. REPORTS**

**CONSOLIDATED FINANCIAL RESULTS**

**FOR THE FISCAL FOURTH QUARTER AND**

**THE FISCAL YEAR ENDED MARCH 31, 2016**

Tokyo, May 13, 2016 Honda Motor Co., Ltd. today announced its consolidated financial results for the fiscal fourth quarter and the fiscal year ended March 31, 2016.

**Fourth Quarter Results**

Honda's consolidated loss for the period attributable to owners of the parent for the fiscal fourth quarter ended March 31, 2016 totaled JPY 93.4 billion (USD 829 million), a decrease of JPY 175.3 billion (USD 1,556 million) from the same period last year. Loss per share attributable to owners of the parent for the quarter amounted to JPY 51.85 (USD 0.46), a decrease of JPY 97.3 (USD 0.86) from earnings per share attributable to owners of the parent for the quarter amounted to JPY 45.45 for the corresponding period last year. One Honda American Depository Share represents one common share.

Consolidated sales revenue for the quarter amounted to JPY 3,657.8 billion (USD 32,463 million), an increase of 4.8% from the same period last year, due primarily to increased revenue in automobile and financial services business operations, despite decreased revenue from unfavorable foreign currency translation effects.

Consolidated operating loss for the quarter amounted to JPY 63.8 billion (USD 566 million), a decrease of JPY 149.9 billion (USD 1,331 million) from the same period last year, due primarily to increased SG&A expenses, including quality related expenses and unfavorable foreign currency effects, despite an increase in profit attributable to increased sales revenue and model mix, as well as continuing cost reduction efforts.

Share of profit of investments accounted for using the equity method for the quarter amounted to JPY 8.3 billion (USD 74 million) for the quarter, a decrease of 53.3% from the corresponding period last year.

Consolidated loss before income taxes for the quarter totaled JPY 58.7 billion (USD 521 million), a decrease of JPY 166.3 billion (USD 1,476 million) from the corresponding period last year.

**Table of Contents***Business Segment***Motorcycle Business**

For the three months ended March 31, 2015 and 2016

	Honda Group Unit Sales				Consolidated Unit Sales				Unit (Thousands)
	Three months ended	Three months ended	Change	%	Three months ended	Three months ended	Change	%	
	Mar. 31, 2015	Mar. 31, 2016			Mar. 31, 2015	Mar. 31, 2016			
<b>Motorcycle business</b>	4,307	<b>4,173</b>	-134	-3.1	2,777	<b>2,633</b>	-144	-5.2	
Japan	52	<b>42</b>	-10	-19.2	52	<b>42</b>	-10	-19.2	
North America	85	<b>89</b>	4	4.7	85	<b>89</b>	4	4.7	
Europe	52	<b>57</b>	5	9.6	52	<b>57</b>	5	9.6	
Asia	3,732	<b>3,743</b>	11	0.3	2,202	<b>2,203</b>	1	0.0	
Other Regions	386	<b>242</b>	-144	-37.3	386	<b>242</b>	-144	-37.3	

Note: Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates and joint ventures accounted for using the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated sales revenue to external customers, which consists of unit sales of completed products of Honda and its consolidated subsidiaries.

With respect to Honda's sales for the fiscal fourth quarter by business segment, in motorcycle business operations, sales revenue from sales to external customers decreased by 15.0%, to JPY 437.2 billion (USD 3,880 million) from the same period last year due mainly to decreased in consolidated unit sales, as well as unfavorable foreign currency translation effects. Operating profit totaled JPY 27.6 billion (USD 245 million), a decrease of 48.2% from the same period last year, due primarily to decrease in sales volume and model mix as well as unfavorable foreign currency effects, despite continuing cost reduction efforts.

**Automobile Business**

For the three months ended March 31, 2015 and 2016

	Honda Group Unit Sales				Consolidated Unit Sales				Unit (Thousands)
	Three months ended	Three months ended	Change	%	Three months ended	Three months ended	Change	%	
	Mar. 31, 2015	Mar. 31, 2016			Mar. 31, 2015	Mar. 31, 2016			
<b>Automobile business</b>	1,069	<b>1,229</b>	160	15.0	881	<b>980</b>	99	11.2	
Japan	221	<b>202</b>	-19	-8.6	198	<b>184</b>	-14	-7.1	
North America	393	<b>493</b>	100	25.4	393	<b>493</b>	100	25.4	
Europe	43	<b>55</b>	12	27.9	43	<b>55</b>	12	27.9	
Asia	344	<b>420</b>	76	22.1	179	<b>189</b>	10	5.6	
Other Regions	68	<b>59</b>	-9	-13.2	68	<b>59</b>	-9	-13.2	

Note: Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates and joint ventures accounted for using the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated sales revenue to external customers, which consists of unit sales of completed products of Honda and its consolidated subsidiaries. Certain sales of automobiles that are financed with residual value type auto loans by our Japanese finance subsidiaries and sold through our consolidated subsidiaries are accounted for as operating leases in conformity with IFRS and are not included in consolidated sales revenue to the external customers in our Automobile business. Accordingly, they are not included in Consolidated Unit Sales, but are included in Honda Group Unit Sales of our Automobile business.

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In automobile business operations, sales revenue from sales to external customers increased by 10.0%, to JPY 2,675.3 billion (USD 23,743 million) from the same period last year due mainly to increased consolidated unit sales, despite decreased revenue from unfavorable foreign currency translation effects. Honda reported an operating loss of JPY 114.7 billion (USD 1,018 million), a decline of JPY 96.6 billion from the same period last year, due primarily to increased SG&A expenses, including quality related expenses and unfavorable foreign currency effects, despite an increase in sales volume and model mix, as well as continuing cost reduction efforts.



**Table of Contents****Financial Services Business**

Sales revenue from customers in the financial services business operations increased by 1.0%, to JPY 455.3 billion (USD 4,041 million) from the same period last year, due mainly to an increase in revenue from operating leases, despite decreased revenue from unfavorable foreign currency translation effects. Operating profit decreased by 19.6% to JPY 43.5 billion (USD 387 million) from the same period last year due mainly to increased SG&A expenses, as well as unfavorable foreign currency effects.

**Power Product and Other Businesses**

For the three months ended March 31, 2015 and 2016

	Unit (Thousands)			
	Honda Group Unit Sales/		Consolidated Unit Sales	
	Three months ended Mar. 31, 2015	Three months ended Mar. 31, 2016	Change	%
<b>Power product business</b>	2,022	<b>1,955</b>	-67	-3.3
Japan	102	<b>101</b>	-1	-1.0
North America	1,009	<b>1,006</b>	-3	-0.3
Europe	462	<b>413</b>	-49	-10.6
Asia	319	<b>319</b>	0	0.0
Other Regions	130	<b>116</b>	-14	-10.8

Note1: Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates and joint ventures accounted for using the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated sales revenue to external customers, which consists of unit sales of completed products of Honda and its consolidated subsidiaries. In power product business, there is no discrepancy between Honda Group Unit Sales and Consolidated Unit Sales for the three months ended March 31, 2015 and 2016, since no affiliates and joint ventures accounted for using the equity method were involved in the sale of Honda power products.

Note2: Aircrafts and aircraft engines which began deliveries in December 2015 are included in the power products and other businesses segment.

Sales revenue from sales to external customers in power product and other businesses decreased by 4.3%, to JPY 89.9 billion (USD 798 million) from the same period last year, due mainly to a decreased revenue from unfavorable foreign currency translation effects. Honda reported an operating loss of JPY 20.2 billion (USD 180 million), a decline of JPY 16.8 billion (USD 150 million) from the same period last year, due mainly to an increase in operating costs and expenses in other businesses.

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### *Geographical Information*

With respect to Honda's sales for the fiscal fourth quarter by geographic segment, in Japan, sales revenue from domestic and export sales amounted to JPY 997.2 billion (USD 8,850 million), a decrease of 1.7% from the same period last year due mainly to decreased revenue in automobile and financial services business operations. Honda reported an operating loss of JPY 180.4 billion (USD 1,602 million), a decrease of JPY 189.0 billion (USD 1,678 million) from the same period last year, due mainly to an increase in SG&A expenses, including quality related expenses, as well as decreased in profit attributable to decreased sales revenue and model mix, despite continuing cost reduction efforts.

In North America, sales revenue increased by 14.0%, to JPY 2,102.6 billion (USD 18,660 million) from the same period last year due mainly to increased revenue in automobile and financial services business operations, despite decreased revenue from unfavorable foreign currency translation effects. Operating profit totaled JPY 26.4 billion (USD 235 million), an increase of JPY 34.1 billion (USD 303 million) from the same period last year due mainly to an increase in profit attributable to increased sales revenue and model mix, despite increased SG&A expenses, including quality related expenses, as well as unfavorable foreign currency effects.

In Europe, sales revenue increased by 27.2%, to JPY 229.7 billion (USD 2,039 million) from the same period last year due mainly to increased revenue in automobile and motorcycle business operations, despite decreased revenue from unfavorable foreign currency translation effects. Operating profit totaled JPY 21.8 billion (USD 194 million), an increase of JPY 38.0 billion (USD 337 million) from the same period last year due mainly to an increase in profit attributable to increased sales revenue and model mix.

In Asia, sales revenue decreased by 8.2%, to JPY 841.1 billion (USD 7,465 million) from the same period last year mainly due to decreased revenue from unfavorable foreign currency translation effects, despite increased revenue in automobile business operations. Operating profit decreased by 8.3%, to JPY 65.7 billion (USD 583 million) from the same period last year due mainly to increased in SG&A expenses as well as unfavorable foreign currency effects, despite continuing cost reduction efforts and an increase in profit attributable to increased sales revenue and model mix.

In Other regions, which includes South America, the Middle/Near East, Africa and Oceania, sales revenue decreased by 28.9%, to JPY 163.4 billion (USD 1,451 million) from the same period last year mainly due to decreased revenue in motorcycle business operations as well as unfavorable foreign currency translation effects, despite increased revenue in automobile business operations. Honda reported an operating loss of JPY 19.7 billion (USD 175 million), a decrease of JPY 27.5 billion (USD 244 million) from the same period last year mainly due to an increase in SG&A expenses and decreased profit attributable to decreased sales revenue and model mix, as well as unfavorable foreign currency effects, despite continuing cost reduction efforts.

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Explanatory note:

United States dollar amounts have been translated from yen solely for the convenience of the reader at the rate of JPY 112.68=USD 1, the mean of the telegraphic transfer selling exchange rate and the telegraphic transfer buying exchange rate prevailing on the Tokyo foreign exchange market on March 31, 2016.

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### **Fiscal Year Results**

Honda's consolidated profit for the period attributable to owners of the parent for the fiscal year ended March 31, 2016 totaled JPY 344.5 billion, a decrease of 32.4% from the previous fiscal year. Earnings per share attributable to owners of the parent for the year amounted to JPY 191.16, a decrease of JPY 91.5 from JPY 282.66 for the previous fiscal year.

Consolidated sales revenue for the year amounted to JPY 14,601.1 billion, an increase of 9.6% from the previous fiscal year, due primarily to increased revenue in automobile and financial services business operations, despite decreased revenue from unfavorable foreign currency translation effects.

Consolidated operating profit for the year amounted to JPY 503.3 billion, a decrease of 24.9% from the previous fiscal year, due primarily to increased SG&A expenses, including quality related expenses as well as unfavorable foreign currency translation effects, despite an increase in profit attributable to increased sales revenue and model mix, as well as continuing cost reduction efforts.

Share of profit of investments accounted for using the equity method for the year amounted to JPY 126.0 billion, an increase of 31.1% from the previous fiscal year.

Consolidated profit before income taxes for the year totaled JPY 635.4 billion, a decrease of 21.2% from the previous fiscal year.

Honda has been conducting market-based measures in relation to airbag inflators mainly in North America and Japan. This is related to the problem where the internal pressure of the inflator rises abnormally at the time of airbag deployment on the driver's side and passenger's side, causing damage to the container and spraying metal fragments inside of the cars. We have been continuing to focus on the satisfaction and safety of our customers and make every effort to replace those airbag inflators affected by market-based measures as quickly as possible.

Provisions made for the above warranty programs issued are JPY 436.0 billion during the fiscal year ended March 31, 2016. This includes the financial impact from the amendment of the Consent Order issued by the U.S. National Highway Traffic Safety Administration (NHTSA) in November 2015, which is based on an agreement with our supplier in May 2016.

**Table of Contents***Business Segment***Motorcycle Business**

For the years ended March 31, 2015 and 2016

	Honda Group Unit Sales				Consolidated Unit Sales				Unit (Thousands)
	Year ended	Year ended	Change	%	Year ended	Year ended	Change	%	
	Mar. 31, 2015	Mar. 31, 2016			Mar. 31, 2015	Mar. 31, 2016			
<b>Motorcycle business</b>	17,592	<b>17,055</b>	-537	-3.1	10,725	<b>10,572</b>	-153	-1.4	
Japan	199	<b>180</b>	-19	-9.5	199	<b>180</b>	-19	-9.5	
North America	286	<b>308</b>	22	7.7	286	<b>308</b>	22	7.7	
Europe	191	<b>204</b>	13	6.8	191	<b>204</b>	13	6.8	
Asia	15,345	<b>15,133</b>	-212	-1.4	8,478	<b>8,650</b>	172	2.0	
Other Regions	1,571	<b>1,230</b>	-341	-21.7	1,571	<b>1,230</b>	-341	-21.7	

Note: Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates and joint ventures accounted for using the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated sales revenue to external customers, which consists of unit sales of completed products of Honda and its consolidated subsidiaries.

With respect to Honda's sales for the fiscal year by business segment, in motorcycle business operations, sales revenue from sales to external customers decreased by 2.2%, to JPY 1,805.4 billion from the previous fiscal year, due mainly to decreased revenue from unfavorable foreign currency translation effects. Operating profit totaled JPY 181.7 billion, a decrease of 5.4% from the previous fiscal year, due primarily to unfavorable foreign currency effects, despite continuing cost reduction efforts.

**Automobile Business**

For the years ended March 31, 2015 and 2016

	Honda Group Unit Sales				Consolidated Unit Sales				Unit (Thousands)
	Year ended	Year ended	Change	%	Year ended	Year ended	Change	%	
	Mar. 31, 2015	Mar. 31, 2016			Mar. 31, 2015	Mar. 31, 2016			
<b>Automobile business</b>	4,367	<b>4,743</b>	376	8.6	3,513	<b>3,636</b>	123	3.5	
Japan	761	<b>668</b>	-93	-12.2	696	<b>614</b>	-82	-11.8	
North America	1,750	<b>1,929</b>	179	10.2	1,750	<b>1,929</b>	179	10.2	
Europe	161	<b>172</b>	11	6.8	161	<b>172</b>	11	6.8	
Asia	1,426	<b>1,723</b>	297	20.8	637	<b>670</b>	33	5.2	
Other Regions	269	<b>251</b>	-18	-6.7	269	<b>251</b>	-18	-6.7	

Note: Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates and joint ventures accounted for using the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated sales revenue to external customers, which consists of unit sales of completed products of Honda and its consolidated subsidiaries. Certain sales of automobiles that are financed with residual value type auto loans by our Japanese finance subsidiaries and sold through our consolidated subsidiaries are accounted for as operating leases in conformity with IFRS and are not included in consolidated sales revenue to the external customers in our Automobile business. Accordingly, they are not included in Consolidated Unit Sales, but are included in Honda Group Unit Sales of our Automobile business.

In automobile business operations, sales revenue from sales to external customers increased by 10.6%, to JPY 10,625.4 billion from the previous fiscal year due mainly to an increase in consolidated unit sales, despite decreased revenue from unfavorable foreign currency translation effects. Operating profit totaled JPY 153.3 billion, a decrease of 45.2% from the previous fiscal year, due primarily to an increase in SG&A expenses, including quality related expenses and unfavorable foreign currency effects, despite increased in sales volume and model mix as well as

continuing cost reduction efforts.

**Table of Contents****Financial Services Business**

Sales revenue from customers in the financial services business operations increased by 18.0%, to JPY 1,835.6 billion from the previous fiscal year due mainly to an increase in revenue from operating leases and sales of returned lease vehicles, despite decreased revenue from unfavorable foreign currency translation effects. Operating profit decreased by 1.6% to JPY 199.3 billion from the previous fiscal year due mainly to increased SG&A expenses.

**Power Product and Other Businesses**

For the years ended March 31, 2015 and 2016

	Honda Group Unit Sales/ Consolidated Unit Sales		Unit (Thousands)	
	Year ended	Year ended	Change	%
	Mar. 31, 2015	Mar. 31, 2016		
<b>Power product business</b>	5,983	<b>5,965</b>	-18	-0.3
Japan	338	<b>363</b>	25	7.4
North America	2,705	<b>2,811</b>	106	3.9
Europe	1,091	<b>1,008</b>	-83	-7.6
Asia	1,382	<b>1,349</b>	-33	-2.4
Other Regions	467	<b>434</b>	-33	-7.1

Note1: Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates and joint ventures accounted for using the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated sales revenue to external customers, which consists of unit sales of completed products of Honda and its consolidated subsidiaries. In power product business, there is no discrepancy between Honda Group Unit Sales and Consolidated Unit Sales for the year ended March 31, 2015 and 2016, since no affiliates and joint ventures accounted for using the equity method were involved in the sale of Honda power products.

Note2: Aircrafts and aircraft engines which began deliveries in December 2015 are included in the power products and other businesses segment.

Sales revenue from sales to external customers in power product and other businesses increased 3.8%, to JPY 334.7 billion from the previous fiscal year, due mainly to increased sales revenue in other businesses, despite decreased revenue from unfavorable foreign currency translation effects. Honda reported an operating loss of JPY 31.1 billion, a decline of JPY 27.2 billion from the previous fiscal year, due mainly to an increase in operating costs and expenses in other businesses.

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*Geographical Information*

With respect to Honda's sales for the fiscal year by geographic segment, in Japan, sales revenue from domestic and export sales amounted to JPY 3,928.5 billion basically unchanged from the previous fiscal year, due mainly to increased revenue in financial services business operations, despite decreased revenue in automobile business operations. Honda reported an operating loss of JPY 98.7 billion, a decrease of JPY 308.8 billion from the previous fiscal year, due mainly to an increase in SG&A expenses, including quality related expenses, as well as decreased profit attributable to decreased sales revenue and model mix, despite favorable foreign currency effects.

In North America, sales revenue increased by 18.6%, to JPY 8,537.0 billion from the previous fiscal year due mainly to increased revenue in automobile and financial services business operations, despite unfavorable foreign currency translation effects. Operating profit totaled JPY 210.8 billion, an increase of 16.2% from the previous fiscal year due mainly to an increase in profit attributable to increased sales revenue and model mix, despite increased SG&A expenses, including quality related expenses, as well as unfavorable foreign currency effects.

In Europe, sales revenue increased by 7.2%, to JPY 776.0 billion from the previous fiscal year due mainly to increased revenue in automobile business operations, despite decreased revenue from unfavorable foreign currency translation effects. Operating profit totaled JPY 18.7 billion, an increase of JPY 41.3 billion from the previous fiscal year due mainly to increase in sales volume profit attributable to increased sales revenue and model mix, despite an increased SG&A expenses as well as unfavorable foreign currency effects.

In Asia, sales revenue increased by 6.2%, to JPY 3,535.3 billion from the previous fiscal year mainly due to increased revenue in automobile and motorcycle business operations, despite decreased revenue from unfavorable foreign currency translation effects. Operating profit increased by 20.3%, to JPY 335.5 billion from the previous fiscal year due mainly to continuing cost reduction efforts, an increase in profit attributable to increased sales revenue and model mix, and favorable foreign currency effects, despite increased SG&A expenses.

In Other regions, which includes South America, the Middle/Near East, Africa and Oceania, sales revenue decreased by 14.9%, to JPY 808.6 billion from the previous fiscal year mainly due to decreased revenue in motorcycle business operations as well as unfavorable foreign currency translation effects, despite increased revenue in automobile business operations. Honda reported an operating loss of JPY 8.3 billion, a decrease of JPY 48.4 billion from the previous fiscal year mainly due to increased SG&A expenses as well as unfavorable foreign currency effects, despite continuing cost reduction efforts.



**Table of Contents****Forecasts for the Fiscal Year Ending March 31, 2017**

In regard to the forecasts of the financial results for the fiscal year ending March 31, 2017, Honda projects consolidated results to be as shown below:

**Fiscal year ending March 31, 2017**

	Yen (billions)	Changes from FY2016
Sales revenue	13,750.0	-5.8%
Operating profit	600.0	+19.2%
Profit before income taxes	705.0	+10.9%
Profit for the year attributable to owners of the parent	390.0	+13.2%
	<b>Yen</b>	
Earnings per share attributable to owners of the parent Basic and diluted	216.39	

Note: The forecasts are based on the assumption that the average exchange rates for the Japanese yen to the U.S. dollar will be JPY 105 for the full year ending March 31, 2017.

The reasons for the increases or decreases in the forecasts of the operating profit, and profit before income taxes for the fiscal year ending March 31, 2017 from the previous year are as follows.

	Yen (billions)
Revenue, model mix, etc.	+49.6
Cost reduction, the effect of raw material cost fluctuations, etc.	+113.0
SG&A expenses	+291.0
R&D expenses	-54.0
Currency effect	-303.0
Operating profit compared with fiscal year 2016	+96.6
Share of profit of investments accounted for using the equity method	+3.9
Finance income and finance costs	-31.0
Profit before income taxes compared with fiscal year 2016	+69.5

This announcement contains forward-looking statements as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based on management's assumptions and beliefs taking into account information currently available to it. Therefore, please be advised that the actual results of the Company could differ materially from those described in these forward-looking statements as a result of numerous factors, including general economic conditions in the principal markets of the Company, its consolidated subsidiaries and its affiliates accounted for by the equity-method, and fluctuation of foreign exchange rates, as well as other factors detailed from time to time.

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**Consolidated Statements of Financial Position for the Fiscal Year Ended March 31, 2016**

Total assets decreased by JPY 196.5 billion, to JPY 18,229.2 billion from March 31, 2015, mainly due to a decrease in Receivables from financial services as well as foreign currency translation effects, despite an increase in Cash and cash equivalents and Equipment on operating lease. Total liabilities increased by JPY 154.4 billion, to JPY 11,197.5 billion from March 31, 2015, mainly due to increased Provisions, despite foreign currency translation effects. Total equity decreased by JPY 351.0 billion, to JPY 7,031.7 billion from March 31, 2015 due mainly to foreign currency translation effects, despite increased in Retained earnings.

**Table of Contents****Consolidated Statements of Cash Flow for the Fiscal Year Ended March 31, 2016**

Consolidated cash and cash equivalents on March 31, 2016 increased by JPY 285.7 billion from March 31, 2015, to JPY 1,757.4 billion. The reasons for the increases or decreases for each cash flow activity, when compared with the previous fiscal year, are as follows:

*Cash flow from operating activities*

Net cash provided by operating activities amounted to JPY 1,390.9 billion for the fiscal year ended March 31, 2016. Cash inflows from operating activities increased by JPY 370.5 billion compared with the previous fiscal year due mainly to an increase in cash received from customers, despite increased payments for parts and raw materials.

*Cash flow from investing activities*

Net cash used in investing activities amounted to JPY 875.0 billion. Cash outflows from investing activities increased by JPY 34.5 billion compared with the previous fiscal year, due mainly to an increase in acquisition of financial asset.

*Cash flow from financing activities*

Net cash used in financing activities amounted to JPY 95.2 billion. Cash outflows from financing activities increased by JPY 107.7 billion compared with the previous fiscal year, due mainly to a decrease in proceeds of financing liabilities.

*Supplemental information for cash flows*

	<b>FY2015</b>	<b>FY2016</b>
	<b>Year-end</b>	<b>Year-end</b>
Equity attributable to owners of the parent ratio (%)	38.6	37.1
Equity attributable to owners of the parent ratio on a market price basis (%)	38.2	30.5
Repayment period (years)	6.6	4.7
Interest coverage ratio	12.4	16.1

- Equity attributable to owners of the parent ratio: Equity attributable to owners of the parent / total assets
  - Equity attributable to owners of the parent ratio on a market price basis: issued common stock stated at market price / total assets
  - Repayment period: interest bearing debt / cash flows from operating activities
  - Interest coverage ratio: (cash flows from operating activities + interest paid) / interest paid
- Explanatory notes:

1. All figures are calculated based on the information included in the consolidated financial statements.
2. The issued common stock stated at market price is calculated based on issued shares of Honda's common stock minus treasury stock.

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3. Cash flows from operating activities are obtained from the consolidated statement of cash flows.
  
4. Interest bearing debt represents Honda's outstanding debts with interest payments, which are included on the consolidated statements of financial position.

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**Profit Redistribution Policy and Dividend per Share of Common Stock for the fiscal years 2016 and 2017**

The Company strives to carry out its operations worldwide from a global perspective and to increase its corporate value. With respect to the redistribution of profits to its shareholders, which we consider to be one of the most important management issues, the Company's basic policy for dividends is to make distributions after taking into account its long-term consolidated earnings performance.

The Company may also acquire its own shares at a timing that it deems optimal, with the goal of improving efficiency of the Company's capital structure and implementing a flexible capital policy. The present goal is to maintain a shareholders return ratio (i.e. the ratio of the total of the dividend payment and the repurchase of the Company's own shares to consolidated profit for the year attributable to owners of the parent) of approximately 30%. Retained earnings will be allocated toward financing R&D activities that are essential for the future growth of the Company and capital expenditures and investment programs that will expand its operations for the purpose of improving business results and strengthening the Company's financial condition.

The Company plans to distribute year-end cash dividends of JPY 22 per share for the year ended March 31, 2016. As a result, total cash dividends for the year ended March 31, 2016, together with the first quarter cash dividends of JPY 22, the second quarter cash dividends of JPY 22 and the third quarter cash dividends of JPY 22, are planned to be JPY 88 per share.

Also, please note that the year-end cash dividends for the year ended March 31, 2016 is a matter to be resolved at the ordinary general meeting of shareholders.

The Company expects to distribute quarterly cash dividends of JPY 22 per share for each quarter for the year ending March 31, 2017. As a result, total cash dividends for the year ending March 31, 2017 are expected to be JPY 88 per share.

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### **Management Policy**

Honda's business activities are based on fundamental corporate philosophies known as "Respect for the Individual" and "The Three Joys." "Respect for the Individual" defines Honda's relationship with its associates, business partners and society. It is based on sharing a commitment to initiative, equality and mutual trust among people. It is Honda's belief that everyone who comes into contact with Honda's activities will gain a sense of satisfaction through the experience of buying, selling or creating Honda's products and services. This philosophy is expressed as "The Three Joys." With these corporate philosophies as the foundation, Honda's business is guided by the following Company Principle:

Maintaining a global viewpoint, we are dedicated to supplying products of the highest quality at a reasonable price for worldwide customer satisfaction. Honda actively works to share a sense of satisfaction with all of its customers as well as its shareholders, and to continue improving its corporate value.

### **Medium- and Long-term Management Strategy and Management Target: Preparing for the Future**

Honda aims to achieve global growth by further encouraging and strengthening innovation as well as creating quality products that please the customers and exceed their expectations. Honda will focus all its energies on the tasks set out below as it pursues the vision toward 2020 of providing good products to customers with speed, affordability and low CO2 emissions.

#### **1. Product Quality**

Honda will strive to improve its product quality by verification within each development, purchasing, production, sales and service department, along with integrated verification through coordination among those departments.

#### **2. Research and Development**

Honda will continue to be innovative in advanced technology and products, aiming to create and introduce new value-added products to quickly respond to specific needs in various markets around the world, in addition to its efforts to develop the most effective safety and environmental technologies, which includes the spread of electric-powered motor technology. Honda will also continue its efforts to conduct research on experimental technologies for the future.

#### **3. Production Efficiency**

Honda will strengthen its production systems at its global production bases and supply high-quality products flexibly and efficiently, with the aim of meeting the needs of its customers in each region. In addition, Honda will work to reduce the environmental burden of its production bases while establishing production technologies to promote the global spread of electric-powered motor technology. Honda will work at improving its global supply chain by devising more effective business continuity plans in order to respond to various risks including but not limited to natural disasters.

#### **4. Sales Efficiency**

Honda will remain proactive in its efforts to expand product lines and the innovative use of IT to show its continued commitment to different customers throughout the world by upgrading its sales and service structure.

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### **5. Safety Technologies**

Honda is working to develop safety technologies that enhance accident prediction and prevention, technologies to help reduce the risk of injuries to passengers and pedestrians from car accidents and technologies that enhance compatibility between large and small vehicles, as well as expand its lineup of products incorporating such technologies. In addition, Honda will promote research and development to commercialize automated driving. Honda will reinforce and continue to advance its contribution to traffic safety in Japan and motorized societies abroad. Honda also intends to remain active in a variety of traffic safety programs, including advanced driving and motorcycling training programs provided by local dealerships.

### **6. The Environment**

Honda will step up its efforts to create better, cleaner and more fuel-efficient engine technologies and to further improve recyclables throughout its product lines as well as further promote the development of fuel cells.

With the long-term goal of reducing total CO2 emissions by 50% compared to year 2000 levels by 2050, Honda has set an interim target to reduce CO2 emissions from its global products by 30% by 2020. Honda will strengthen its efforts to realize reductions in CO2 emissions through its entire corporate activities including its supply chain. Furthermore, Honda will strengthen its efforts in advancing technologies in the area of total energy management, to reduce CO2 emissions related to mobility and people's everyday lives.

### **7. Continuing to Enhance Honda's Social Reputation and Communication with the Community**

In addition to continuing to provide products incorporating Honda's advanced safety and environmental technologies, Honda will continue striving to enhance its social reputation by, among other things, strengthening its corporate governance, compliance and risk management as well as participating in community activities and making philanthropic contributions.

Through these company-wide activities, Honda will strive to be a company that its shareholders, investors, customers and society want it to exist.

## **Basic Rationale for Selection of Accounting Standards**

The Company adopted IFRS for the Company's consolidated financial statements from the year ended March 31, 2015 which have been included in the annual securities report (to be submitted to the Financial Services Agency of Japan) and Form 20-F (to be submitted to the U.S. Securities and Exchange Commission), aiming at improving comparability of financial information across international capital markets as well as standardization of financial information and enhancing efficiency of financial reporting of the Company and its consolidated subsidiaries.

**Table of Contents****Consolidated Financial Summary**

For the three months and the years ended March 31, 2015 and 2016

## Financial Highlights

	Yen (millions)			
	Three months ended	Three months ended	Year ended	Year ended
	Mar. 31, 2015	Mar. 31, 2016	Mar. 31, 2015	Mar. 31, 2016
Sales revenue	3,491,515	<b>3,657,889</b>	13,328,099	<b>14,601,151</b>
Operating profit (loss)	86,098	<b>(63,831)</b>	670,603	<b>503,376</b>
Profit (loss) before income taxes	107,659	<b>(58,706)</b>	806,237	<b>635,450</b>
Profit (loss) for the period attributable to owners of the parent	81,905	<b>(93,444)</b>	509,435	<b>344,531</b>

	Yen			
	Three months ended	Three months ended	Year ended	Year ended
	Mar. 31, 2015	Mar. 31, 2016	Mar. 31, 2015	Mar. 31, 2016
Earnings (loss) per share attributable to owners of the parent				
Basic and diluted	45.45	<b>(51.85)</b>	282.66	<b>191.16</b>

	U.S. Dollar (millions)	
	Three months ended	Year ended
	Mar. 31, 2016	Mar. 31, 2016
Sales revenue	<b>32,463</b>	<b>129,581</b>
Operating profit (loss)	<b>(566)</b>	<b>4,467</b>
Profit (loss) before income taxes	<b>(521)</b>	<b>5,639</b>
Profit (loss) for the period attributable to owners of the parent	<b>(829)</b>	<b>3,058</b>

	U.S. Dollar	
	Three months ended	Year ended
	Mar. 31, 2016	Mar. 31, 2016
Earnings (loss) per share attributable to owners of the parent		
Basic and diluted	<b>(0.46)</b>	<b>1.70</b>



**Table of Contents****[1] Consolidated Statements of Financial Position**

	Yen (millions)	
	Mar. 31, 2015	Mar. 31, 2016
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	1,471,730	1,757,456
Trade receivables	820,681	826,714
Receivables from financial services	2,098,951	1,926,014
Other financial assets	92,708	103,035
Inventories	1,498,312	1,313,292
Other current assets	313,758	315,115
<b>Total current assets</b>	<b>6,296,140</b>	<b>6,241,626</b>
Non-current assets:		
Investments accounted for using the equity method	614,975	593,002
Receivables from financial services	3,584,654	3,082,054
Other financial assets	350,579	335,203
Equipment on operating leases	3,335,367	3,678,111
Property, plant and equipment	3,189,511	3,139,564
Intangible assets	759,535	824,939
Deferred tax assets	138,069	180,828
Other non-current assets	157,007	153,967
<b>Total non-current assets</b>	<b>12,129,697</b>	<b>11,987,668</b>
<b>Total assets</b>	<b>18,425,837</b>	<b>18,229,294</b>
<b>Liabilities and Equity</b>		
Current liabilities:		
Trade payables	1,157,738	1,128,041
Financing liabilities	2,833,563	2,789,620
Accrued expenses	377,372	384,614
Other financial liabilities	109,715	89,809
Income taxes payable	53,654	45,872
Provisions	294,281	513,232
Other current liabilities	474,731	519,163
<b>Total current liabilities</b>	<b>5,301,054</b>	<b>5,470,351</b>
Non-current liabilities:		
Financing liabilities	3,926,276	3,736,628
Other financial liabilities	61,147	47,755
Retirement benefit liabilities	592,724	660,279
Provisions	182,661	264,978
Deferred tax liabilities	744,410	789,830
Other non-current liabilities	234,744	227,685
<b>Total non-current liabilities</b>	<b>5,741,962</b>	<b>5,727,155</b>
<b>Total liabilities</b>	<b>11,043,016</b>	<b>11,197,506</b>

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Equity:		
Common stock	86,067	<b>86,067</b>
Capital surplus	171,118	<b>171,118</b>
Treasury stock	(26,165)	<b>(26,178)</b>
Retained earnings	6,083,573	<b>6,194,311</b>
Other components of equity	794,034	<b>336,115</b>
Equity attributable to owners of the parent	7,108,627	<b>6,761,433</b>
Non-controlling interests	274,194	<b>270,355</b>
Total equity	7,382,821	<b>7,031,788</b>
Total liabilities and equity	18,425,837	<b>18,229,294</b>

**Table of Contents****[2] Consolidated Statements of Income and Consolidated Statements of Comprehensive Income****Consolidated Statements of Income**

For the three months ended March 31, 2015 and 2016

	Yen (millions)	
	Three months ended Mar. 31, 2015	Three months ended Mar. 31, 2016
Sales revenue	3,491,515	<b>3,657,889</b>
Operating costs and expenses:		
Cost of sales	(2,704,575)	<b>(2,828,442)</b>
Selling, general and administrative	(535,509)	<b>(698,152)</b>
Research and development	(165,333)	<b>(195,126)</b>
Total operating costs and expenses	(3,405,417)	<b>(3,721,720)</b>
Operating profit (loss)	86,098	<b>(63,831)</b>
Share of profit of investments accounted for using the equity method	17,954	<b>8,390</b>
Finance income and finance costs:		
Interest income	7,408	<b>7,156</b>
Interest expense	(3,530)	<b>(4,608)</b>
Other, net	(271)	<b>(5,813)</b>
Total finance income and finance costs	3,607	<b>(3,265)</b>
Profit (loss) before income taxes	107,659	<b>(58,706)</b>
Income tax expense	(14,324)	<b>(20,274)</b>
Profit (loss) for the period	93,335	<b>(78,980)</b>
Profit (loss) for the period attributable to:		
Owners of the parent	81,905	<b>(93,444)</b>
Non-controlling interests	11,430	<b>14,464</b>
		<b>Yen</b>
Earnings (loss) per share attributable to owners of the parent		
Basic and diluted	45.45	<b>(51.85)</b>

**Table of Contents****Consolidated Statements of Comprehensive Income**

For the three months ended March 31, 2015 and 2016

	Yen (millions)	
	Three months ended	Three months ended
	Mar. 31, 2015	Mar. 31, 2016
Profit (loss) for the period	93,335	<b>(78,980)</b>
Other comprehensive income, net of tax:		
Items that will not be reclassified to profit or loss		
Remeasurements of defined benefit plans	(95,124)	<b>(70,709)</b>
Net changes in revaluation of financial assets measured at fair value through other comprehensive income	6,796	<b>(13,494)</b>
Share of other comprehensive income of investments accounted for using the equity method	(568)	<b>(955)</b>
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translating foreign operations	(124,482)	<b>(244,618)</b>
Share of other comprehensive income of investments accounted for using the equity method	8,758	<b>(18,139)</b>
Total other comprehensive income, net of tax	(204,620)	<b>(347,915)</b>
Comprehensive income for the period	(111,285)	<b>(426,895)</b>
Comprehensive income for the period attributable to:		
Owners of the parent	(118,124)	<b>(436,212)</b>
Non-controlling interests	6,839	<b>9,317</b>

**Table of Contents****Consolidated Statements of Income**

For the years ended March 31, 2015 and 2016

	Yen (millions)	
	Year ended Mar. 31, 2015	Year ended Mar. 31, 2016
Sales revenue	13,328,099	<b>14,601,151</b>
Operating costs and expenses:		
Cost of sales	(10,330,784)	<b>(11,332,399)</b>
Selling, general and administrative	(1,720,550)	<b>(2,108,874)</b>
Research and development	(606,162)	<b>(656,502)</b>
Total operating costs and expenses	(12,657,496)	<b>(14,097,775)</b>
Operating profit	670,603	<b>503,376</b>
Share of profit of investments accounted for using the equity method	96,097	<b>126,001</b>
Finance income and finance costs:		
Interest income	27,037	<b>28,468</b>
Interest expense	(18,194)	<b>(18,146)</b>
Other, net	30,694	<b>(4,249)</b>
Total finance income and finance costs	39,537	<b>6,073</b>
Profit before income taxes	806,237	<b>635,450</b>
Income tax expense	(245,139)	<b>(229,092)</b>
Profit for the year	561,098	<b>406,358</b>
Profit for the year attributable to:		
Owners of the parent	509,435	<b>344,531</b>
Non-controlling interests	51,663	<b>61,827</b>
	<b>Yen</b>	
Earnings per share attributable to owners of the parent		
Basic and diluted	282.66	<b>191.16</b>

**Table of Contents****Consolidated Statements of Comprehensive Income**

For the years ended March 31, 2015 and 2016

	Yen (millions)	
	Year ended Mar. 31, 2015	Year ended Mar. 31, 2016
Profit for the year	561,098	<b>406,358</b>
Other comprehensive income, net of tax:		
Items that will not be reclassified to profit or loss		
Remeasurements of defined benefit plans	(101,286)	<b>(70,709)</b>
Net changes in revaluation of financial assets measured at fair value through other comprehensive income	24,007	<b>(15,797)</b>
Share of other comprehensive income of investments accounted for using the equity method	(714)	<b>(1,274)</b>
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translating foreign operations	465,776	<b>(430,152)</b>
Share of other comprehensive income of investments accounted for using the equity method	57,356	<b>(36,591)</b>
Total other comprehensive income, net of tax	445,139	<b>(554,523)</b>
Comprehensive income for the year	1,006,237	<b>(148,165)</b>
Comprehensive income for the year attributable to:		
Owners of the parent	931,709	<b>(188,580)</b>
Non-controlling interests	74,528	<b>40,415</b>

**Table of Contents****[3] Consolidated Statements of Changes in Equity**

	Yen (millions)					Total	Non-controlling interests	Total equity
	Common stock	Capital surplus	Treasury stock	Retained earnings	Other components of equity			
Balance as of April 1, 2014	86,067	171,117	(26,149)	5,831,140	273,359	6,335,534	223,394	6,558,928
Comprehensive income for the year								
Profit for the year				509,435		509,435	51,663	561,098
Other comprehensive income, net of tax					422,274	422,274	22,865	445,139
Total comprehensive income for the year				509,435	422,274	931,709	74,528	1,006,237
Reclassification to retained earnings				(98,401)	98,401			
Transactions with owners and other								
Dividends paid				(158,601)		(158,601)	(21,566)	(180,167)
Purchases of treasury stock			(17)			(17)		(17)
Disposal of treasury stock			1			1		1
Equity transactions and others		1				1	(2,162)	(2,161)
Total transactions with owners and other		1	(16)	(158,601)		(158,616)	(23,728)	(182,344)
Balance as of March 31, 2015	86,067	171,118	(26,165)	6,083,573	794,034	7,108,627	274,194	7,382,821
Comprehensive income for the year								
Profit for the year				344,531		344,531	61,827	406,358
Other comprehensive income, net of tax					(533,111)	(533,111)	(21,412)	(554,523)
Total comprehensive income for the year				344,531	(533,111)	(188,580)	40,415	(148,165)
Reclassification to retained earnings				(75,192)	75,192			
Transactions with owners and other								
Dividends paid				(158,601)		(158,601)	(40,525)	(199,126)
Purchases of treasury stock			(14)			(14)		(14)
Disposal of treasury stock			1			1		1
Equity transactions and others							(3,729)	(3,729)
Total transactions with owners and other			(13)	(158,601)		(158,614)	(44,254)	(202,868)
Balance as of March 31, 2016	86,067	171,118	(26,178)	6,194,311	336,115	6,761,433	270,355	7,031,788

**Table of Contents****[4] Consolidated Statements of Cash Flows**

	Yen (millions)	
	Year ended Mar. 31, 2015	Year ended Mar. 31, 2016
Cash flows from operating activities:		
Profit before income taxes	806,237	<b>635,450</b>
Depreciation, amortization and impairment losses excluding equipment on operating leases	625,229	<b>660,714</b>
Share of profit of investments accounted for using the equity method	(96,097)	<b>(126,001)</b>
Finance income and finance costs, net	(41,941)	<b>(982)</b>
Interest income and interest costs from financial services, net	(172,275)	<b>(151,374)</b>
Changes in assets and liabilities		
Trade receivables	(45,839)	<b>(88,173)</b>
Inventories	(56,285)	<b>66,405</b>
Trade payables	22,246	<b>105,189</b>
Accrued expenses	8,865	<b>32,151</b>
Provisions and retirement benefit liabilities	107,324	<b>329,391</b>
Receivables from financial services	316,962	<b>354,353</b>
Equipment on operating leases	(535,165)	<b>(558,826)</b>
Other assets and liabilities	45,255	<b>20,765</b>
Other, net	(12,931)	<b>4,851</b>
Dividends received	114,501	<b>105,477</b>
Interest received	236,344	<b>233,873</b>
Interest paid	(89,804)	<b>(92,355)</b>
Income taxes paid, net of refunds	(212,222)	<b>(139,913)</b>
<b>Net cash provided by (used in) operating activities</b>	<b>1,020,404</b>	<b>1,390,995</b>
Cash flows from investing activities:		
Payments for additions to property, plant and equipment	(648,205)	<b>(635,176)</b>
Payments for additions to and internally developed intangible assets	(234,915)	<b>(236,783)</b>
Proceeds from sales of property, plant and equipment and intangible assets	33,243	<b>25,617</b>
Payments for acquisitions of investments accounted for using the equity method	(1,971)	<b>(3,238)</b>
Proceeds from sales of investments accounted for using the equity method		<b>3,237</b>
Payments for acquisitions of other financial assets	(108,873)	<b>(173,761)</b>
Proceeds from sales and redemptions of other financial assets	119,897	<b>145,414</b>
Other, net	328	<b>(387)</b>
<b>Net cash provided by (used in) investing activities</b>	<b>(840,496)</b>	<b>(875,077)</b>
Cash flows from financing activities:		
Proceeds from short-term financing liabilities	8,731,773	<b>8,302,231</b>
Repayments of short-term financing liabilities	(8,602,054)	<b>(8,708,320)</b>
Proceeds from long-term financing liabilities	1,505,732	<b>1,826,991</b>
Repayments of long-term financing liabilities	(1,389,121)	<b>(1,267,290)</b>
Dividends paid to owners of the parent	(158,601)	<b>(158,601)</b>
Dividends paid to non-controlling interests	(21,513)	<b>(40,331)</b>
Purchases and sales of treasury stock, net	(16)	<b>(13)</b>
Other, net	(53,712)	<b>(49,966)</b>
<b>Net cash provided by (used in) financing activities</b>	<b>12,488</b>	<b>(95,299)</b>
Effect of exchange rate changes on cash and cash equivalents	85,750	<b>(134,893)</b>
<b>Net change in cash and cash equivalents</b>	<b>278,146</b>	<b>285,726</b>
Cash and cash equivalents at beginning of year	1,193,584	<b>1,471,730</b>
<b>Cash and cash equivalents at end of year</b>	<b>1,471,730</b>	<b>1,757,456</b>





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**[5] Assumptions for Going Concern**

None

**[6] Significant Accounting Policies:**

1. Consolidated subsidiaries

Number of consolidated subsidiaries: 368

Corporate names of principal consolidated subsidiaries:

American Honda Motor Co., Inc., Honda of America Mfg., Inc., Honda Canada Inc.,

Honda R&D Co., Ltd., American Honda Finance Corporation.

2. Affiliated companies

Number of affiliated companies: 83

Corporate names of major affiliated companies accounted for under the equity method:

Guangqi Honda Automobile Co., Ltd., Dongfeng Honda Automobile Co., Ltd., P.T. Astra Honda Motor

3. Changes of consolidated subsidiaries and affiliated companies

Consolidated subsidiaries:

Newly formed consolidated subsidiaries: 10

Reduced through reorganization: 14

Affiliated companies:

Newly formed affiliated companies: 1

Reduced through reorganization: 3

4. The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ( IFRS ).

5. The average exchange rates for the three months ended March 31, 2016 was JPY 115.48 = USD 1. The average exchange rates for the same period last year was JPY 119.09 = USD 1. The average exchange rates for the fiscal year ended March 31, 2016 was JPY 120.14 = USD 1 as compared with JPY 109.93 = USD 1 for the previous fiscal year.

6.

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United States dollar amounts have been translated from yen solely for the convenience of the reader at the rate of JPY 112.68 = USD 1, the mean of the telegraphic transfer selling exchange rate and the telegraphic transfer buying exchange rate prevailing on the Tokyo foreign exchange market on March 31, 2016.

7. Honda's common stock-to-ADS exchange ratio is one share of common stock to one ADS.

**Table of Contents****[7] Segment Information**

Honda has four reportable segments: Motorcycle business, Automobile business, Financial services business and Power product and other businesses, which are based on Honda's organizational structure and characteristics of products and services. Operating segments are defined as the components of Honda for which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The accounting policies used for these reportable segments are consistent with the accounting policies used in the Company's consolidated financial statements.

Principal products and services, and functions of each segment are as follows:

Segment	Principal products and services	Functions
Motorcycle Business	Motorcycles, all-terrain vehicles (ATVs) and relevant parts	Research & Development, Manufacturing, and Sales and related services
Automobile Business	Automobiles and relevant parts	Research & Development, Manufacturing, and Sales and related services
Financial Services Business	Financial services	Retail loan and lease related to Honda products, and Others
Power Product and Other Businesses	Power products and relevant parts, and others	Research & Development, Manufacturing Sales and related services, and Others

**1. Segment information based on products and services**

For the three months ended March 31, 2015

	Yen (millions)				Segment Total	Reconciling Items	Consolidated
	Motorcycle Business	Automobile Business	Financial Services Business	Power Product and Other Businesses			
Sales revenue:							
External customers	514,631	2,431,955	450,992	93,937	3,491,515		3,491,515
Intersegment		52,979	2,491	5,235	60,705	(60,705)	
Total	514,631	2,484,934	453,483	99,172	3,552,220	(60,705)	3,491,515
Segment profit (loss)	53,373	(18,066)	54,179	(3,388)	86,098		86,098

For the three months ended March 31, 2016

	Yen (millions)				Segment Total	Reconciling Items	Consolidated
	Motorcycle Business	Automobile Business	Financial Services Business	Power Product and Other Businesses			
Sales revenue:							
External customers	437,253	2,675,374	455,337	89,925	3,657,889		3,657,889
Intersegment		46,129	4,495	3,766	54,390	(54,390)	
Total	437,253	2,721,503	459,832	93,691	3,712,279	(54,390)	3,657,889
Segment profit (loss)	27,628	(114,738)	43,555	(20,276)	(63,831)		(63,831)



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As of and for the year ended March 31, 2015

	Motorcycle Business	Automobile Business	Financial Services Business	Yen (millions) Power Product and Other Businesses	Segment Total	Reconciling Items	Consolidated
Sales revenue:							
External customers	1,846,666	9,603,335	1,555,550	322,548	13,328,099		13,328,099
Intersegment		154,536	12,363	24,362	191,261	(191,261)	
Total	1,846,666	9,757,871	1,567,913	346,910	13,519,360	(191,261)	13,328,099
Segment profit (loss)	192,154	279,756	202,574	(3,881)	670,603		670,603
Segment assets	1,489,703	7,653,645	9,318,545	334,858	18,796,751	(370,914)	18,425,837
Depreciation and amortization	70,881	525,522	484,526	12,061	1,092,990		1,092,990
Capital expenditures	87,762	791,626	1,685,245	14,588	2,579,221		2,579,221

**As of and for the year ended March 31, 2016**

	Motorcycle Business	Automobile Business	Financial Services Business	Yen (millions) Power Product and Other Businesses	Segment Total	Reconciling Items	Consolidated
Sales revenue:							
External customers	<b>1,805,429</b>	<b>10,625,405</b>	<b>1,835,605</b>	<b>334,712</b>	<b>14,601,151</b>		<b>14,601,151</b>
Intersegment		<b>142,280</b>	<b>14,095</b>	<b>17,532</b>	<b>173,907</b>	<b>(173,907)</b>	
Total	<b>1,805,429</b>	<b>10,767,685</b>	<b>1,849,700</b>	<b>352,244</b>	<b>14,775,058</b>	<b>(173,907)</b>	<b>14,601,151</b>
Segment profit (loss)	<b>181,773</b>	<b>153,366</b>	<b>199,358</b>	<b>(31,121)</b>	<b>503,376</b>		<b>503,376</b>
Segment assets	<b>1,412,404</b>	<b>7,493,086</b>	<b>9,071,874</b>	<b>333,586</b>	<b>18,310,950</b>	<b>(81,656)</b>	<b>18,229,294</b>
Depreciation and amortization	<b>76,267</b>	<b>564,631</b>	<b>622,874</b>	<b>13,770</b>	<b>1,277,542</b>		<b>1,277,542</b>
Capital expenditures	<b>73,541</b>	<b>796,209</b>	<b>1,972,647</b>	<b>18,251</b>	<b>2,860,648</b>		<b>2,860,648</b>

Explanatory notes:

1. Intersegment sales revenues are generally made at values that approximate arm's-length prices.
2. Unallocated corporate assets, included in reconciling items, amounted to JPY 345,266 million as of March 31, 2015 and JPY 451,387 million as of March 31, 2016 respectively, which consist primarily of cash and cash equivalents and financial assets measured at fair value through other comprehensive income.

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In addition to the disclosure required by IFRS, Honda provides the following supplemental information in order to provide financial statements users with useful information:

**2. Supplemental geographical information based on the location of the Company and its subsidiaries**

For the three months ended March 31, 2015

	Yen (millions)						Reconciling	Consolidated
	Japan	North America	Europe	Asia	Other Regions	Total	Items	
Sales revenue:								
External customers	580,614	1,769,153	167,644	744,749	229,355	3,491,515		3,491,515
Inter-geographic areas	434,166	75,078	13,016	171,720	470	694,450	(694,450)	
Total	1,014,780	1,844,231	180,660	916,469	229,825	4,185,965	(694,450)	3,491,515
Operating profit (loss)	8,585	(7,649)	(16,137)	71,674	7,790	64,263	21,835	86,098

For the three months ended March 31, 2016

	Yen (millions)						Reconciling	Consolidated
	Japan	North America	Europe	Asia	Other Regions	Total	Items	
Sales revenue:								
External customers	559,558	1,990,033	213,880	731,388	163,030	3,657,889		3,657,889
Inter-geographic areas	437,672	112,576	15,914	109,735	450	676,347	(676,347)	
Total	997,230	2,102,609	229,794	841,123	163,480	4,334,236	(676,347)	3,657,889
Operating profit (loss)	(180,480)	26,468	21,874	65,701	(19,736)	(86,173)	22,342	(63,831)

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As of and for the year ended March 31, 2015

	Yen (millions)							
	Japan	North America	Europe	Asia	Other Regions	Total	Reconciling Items	Consolidated
Sales revenue:								
External customers	2,137,844	6,870,388	656,195	2,716,529	947,143	13,328,099		13,328,099
Inter-geographic areas	1,793,123	330,475	67,729	612,015	3,199	2,806,541	(2,806,541)	
<b>Total</b>	<b>3,930,967</b>	<b>7,200,863</b>	<b>723,924</b>	<b>3,328,544</b>	<b>950,342</b>	<b>16,134,640</b>	<b>(2,806,541)</b>	<b>13,328,099</b>
<b>Operating profit (loss)</b>	<b>210,171</b>	<b>181,525</b>	<b>(22,615)</b>	<b>278,855</b>	<b>40,167</b>	<b>688,103</b>	<b>(17,500)</b>	<b>670,603</b>
Assets								
Non-current assets other than financial instruments and deferred tax assets	4,231,472	10,454,542	667,945	2,526,914	677,831	18,558,704	(132,867)	18,425,837
	2,279,156	4,084,678	120,217	760,642	196,727	7,441,420		7,441,420

As of and for the year ended March 31, 2016

	Yen (millions)							
	Japan	North America	Europe	Asia	Other Regions	Total	Reconciling Items	Consolidated
Sales revenue:								
External customers	2,022,931	8,123,655	693,255	2,955,690	805,620	14,601,151		14,601,151
Inter-geographic areas	1,905,654	413,427	82,782	579,683	3,032	2,984,578	(2,984,578)	
<b>Total</b>	<b>3,928,585</b>	<b>8,537,082</b>	<b>776,037</b>	<b>3,535,373</b>	<b>808,652</b>	<b>17,585,729</b>	<b>(2,984,578)</b>	<b>14,601,151</b>
<b>Operating profit (loss)</b>	<b>(98,714)</b>	<b>210,862</b>	<b>18,747</b>	<b>335,508</b>	<b>(8,322)</b>	<b>458,081</b>	<b>45,295</b>	<b>503,376</b>
Assets								
Non-current assets other than financial instruments and deferred tax assets	4,258,071	10,240,942	719,561	2,467,481	603,754	18,289,809	(60,515)	18,229,294
	2,426,439	4,364,808	118,992	713,968	172,374	7,796,581		7,796,581

Explanatory notes:

- Major countries or regions in each geographic area:

North America	United States, Canada, Mexico
Europe	United Kingdom, Germany, France, Belgium, Russia
Asia	Thailand, Indonesia, China, India, Vietnam
Other Regions	Brazil, Australia

- Sales revenues between geographic areas are generally made at values that approximate arm's-length prices.



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3. Unallocated corporate assets, included in reconciling items, amounted to JPY 345,266 million as of March 31, 2015 and JPY 451,387 million as of March 31, 2016 respectively, which consist primarily of cash and cash equivalents and financial assets measured at fair value through other comprehensive income.

### [8] Information about per common share

Equity per share attributable to owners of the parent as of March 31, 2015 and 2016 are calculated based on the following information.

	2015	2016
Equity attributable to owners of the parent (millions of yen)	7,108,627	<b>6,761,433</b>
The number of shares outstanding at the end of the period (excluding treasury stock) (shares)	1,802,286,926	<b>1,802,283,519</b>
Equity per share attributable to owners of the parent (yen)	3,944.23	<b>3,751.59</b>

Earnings per share attributable to owners of the parent for the years ended March 31, 2015 and 2016 are calculated based on the following information. There were no potentially dilutive common shares outstanding for the years ended March 31, 2015 and 2016.

	2015	2016
Profit for the year attributable to owners of the parent (millions of yen)	509,435	<b>344,531</b>
Weighted average number of common shares outstanding, basic (shares)	1,802,289,321	<b>1,802,285,138</b>
Basic earnings per share attributable to owners of the parent (yen)	282.66	<b>191.16</b>

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### **[9] Other**

#### **1. Loss related to airbag inflators**

The Company and its consolidated subsidiaries have been conducting market-based measures in relation to airbag inflators. Honda recognizes a provision for specific warranty costs when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. There is a possibility that Honda will need to recognize additional provisions when new evidence related to product recalls arise, however, it is not possible for Honda to reasonably estimate the amount and timing of potential future losses as of the date of this report.

In North America, various class actions related to the above mentioned product recalls and SIC have been filed against Honda since October 2014. The plaintiffs have claimed for properly functioning airbag inflators, compensation of economic losses including for incurred costs and the decline in the value of vehicles, as well as punitive damages. Most of the cases in the United States were transferred to the United States District Court for the Southern District of Florida and consolidated into a multi-district litigation.

Regarding the above matter, Honda did not recognize a provision for loss contingencies because the conditions for a provision have not been met as of the date of this report. Also, it is not possible for Honda to reasonably estimate the amount and timing of potential future losses as of the date of this report because there is uncertainty regarding the period when these lawsuits will be concluded.

#### **2. Transfer pricing tax refund**

In May 2015, the lawsuit related to transfer pricing involving the Company's foreign transactions with certain consolidated subsidiaries in Brazil was concluded, and it was ruled that the Company shall receive a tax refund plus interest in Japan. As a result, income tax expense decreased by JPY 19,145 million for the year ended March 31, 2016.

#### **3. Impairment loss on investments accounted for using the equity method**

The Company recognized impairment losses on certain investments accounted for using the equity method because there is objective evidence of impairment from declines in quoted market values. The amount of the impairment losses is a JPY 22,244 million for the fiscal year ended March 31, 2015 and a JPY 28,887 million for the fiscal year ended March 31, 2016, respectively. The impairment losses are included in share of profit of investments accounted for using the equity method in the consolidated statement of income.

#### **4. Income taxes**

On March 29, 2016, the National Diet of Japan approved amendments to existing income tax laws. Upon the change in the laws, the statutory income tax rate in Japan was changed to approximately 30% for fiscal years beginning on or after April 1, 2016. Thus, the Company and its Japanese subsidiaries re-measured deferred tax assets and liabilities as of the enactment date based on the new tax rates to be applied in the fiscal years in which temporary differences are expected to be recovered or settled. The impact for the year ended March 31, 2016 is not material.

### **[10] Significant Subsequent Events**

None

**Table of Contents****[1] Unconsolidated Balance Sheets**

	Yen (millions)	
	Mar. 31, 2015	Mar. 31, 2016
<b>Assets</b>		
Current assets		
Cash and bank deposits	54,297	<b>89,569</b>
Accounts receivable	479,309	<b>475,026</b>
Securities	160,000	<b>258,900</b>
Finished goods	138,923	<b>83,108</b>
Work in process	40,270	<b>36,679</b>
Raw materials and supplies	31,207	<b>32,061</b>
Prepaid expenses	11,996	<b>13,484</b>
Deferred income taxes	84,026	<b>98,448</b>
Others	154,861	<b>150,536</b>
Allowance for doubtful accounts	(859)	<b>(4,302)</b>
<b>Total current assets</b>	<b>1,154,033</b>	<b>1,233,512</b>
Fixed assets		
Tangible fixed assets		
Buildings	276,009	<b>269,080</b>
Structures	38,859	<b>43,997</b>
Machinery and equipment	138,711	<b>143,806</b>
Vehicles	5,598	<b>6,424</b>
Tools, furniture and fixtures	24,776	<b>20,433</b>
Land	347,082	<b>351,581</b>
Lease assets	2,432	<b>3,032</b>
Construction in progress	15,929	<b>13,914</b>
<b>Total tangible fixed assets</b>	<b>849,399</b>	<b>852,271</b>
Intangible assets		
Software	72,053	<b>75,034</b>
Lease assets	11	<b>7</b>
Others	2,501	<b>2,459</b>
<b>Total intangible assets</b>	<b>74,566</b>	<b>77,502</b>
Investments and other assets		
Investment securities	125,565	<b>98,920</b>
Investment securities subsidiaries and affiliates	389,081	<b>388,837</b>
Investments in capital of subsidiaries and affiliates	93,476	<b>93,475</b>
Long-term loans receivable	2,441	<b>1,632</b>
Deferred income taxes	59,062	<b>66,104</b>
Others	21,340	<b>17,410</b>
Allowance for doubtful accounts	(1,513)	<b>(1,390)</b>
<b>Total investments and other assets</b>	<b>689,454</b>	<b>664,989</b>
<b>Total fixed assets</b>	<b>1,613,421</b>	<b>1,594,763</b>
<b>Total assets</b>	<b>2,767,455</b>	<b>2,828,275</b>



**Table of Contents****[1] Unconsolidated Balance Sheets continued**

	Yen (millions)	
	Mar. 31, 2015	Mar. 31, 2016
<b>Liabilities</b>		
Current liabilities		
Notes payable trade	357	<b>99</b>
Electronically recorded obligations-operating	14,012	<b>34,055</b>
Accounts payable	234,550	<b>232,860</b>
Short-term loans payable	30,718	<b>24,832</b>
Lease debt	950	<b>1,171</b>
Other payables	105,241	<b>139,368</b>
Accrued expenses	75,002	<b>82,642</b>
Income taxes payable	3,086	<b>123</b>
Advances received	6,290	<b>5,876</b>
Deposits received	3,451	<b>3,674</b>
Deferred revenue	61	<b>53</b>
Current portion of accrued product warranty	65,467	<b>205,699</b>
Accrued employees bonuses	29,416	<b>28,263</b>
Accrued directors bonuses	278	<b>313</b>
Accrued operating officers bonuses	421	<b>404</b>
Others	2,333	<b>4,645</b>
<b>Total current liabilities</b>	<b>571,639</b>	<b>764,085</b>
Non-current liabilities		
Long-term loans payable	80	<b>57</b>
Lease debt	1,694	<b>2,145</b>
Accrued product warranty	30,499	<b>58,902</b>
Accrued employees retirement benefits	169,206	<b>133,644</b>
Others	9,813	<b>7,793</b>
<b>Total non-current liabilities</b>	<b>211,294</b>	<b>202,543</b>
<b>Total liabilities</b>	<b>782,933</b>	<b>966,628</b>
Total net assets		
Stockholders equity		
Common stock	86,067	<b>86,067</b>
Capital surplus		
Capital reserve	170,313	<b>170,313</b>
Other capital surplus	0	<b>1</b>
<b>Total capital surplus</b>	<b>170,314</b>	<b>170,314</b>
Retained earnings		
Legal reserves	21,516	<b>21,516</b>
Other retained earnings		
General reserve	1,322,300	<b>1,428,300</b>
Reserve for special depreciation	1,077	<b>802</b>
Reserve for reduction of acquisition cost of fixed assets	16,715	<b>17,037</b>
Earnings to be carried forward	331,232	<b>118,496</b>
<b>Total retained earnings</b>	<b>1,692,842</b>	<b>1,586,153</b>

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Treasury stock	(26,263)	<b>(26,276)</b>
Total stockholders' equity	1,922,960	<b>1,816,258</b>
Difference of appreciation and conversion		
Net unrealized gains on securities	61,560	<b>45,389</b>
Total difference of appreciation and conversion	61,560	<b>45,389</b>
Total net assets	1,984,521	<b>1,861,647</b>
Total liabilities and net assets	2,767,455	<b>2,828,275</b>

**Table of Contents****[2] Unconsolidated Statements of Income**

	Yen (millions)	
	Year ended Mar. 31, 2015	Year ended Mar. 31, 2016
Net sales	3,331,187	<b>3,303,606</b>
Cost of sales	2,154,246	<b>2,195,729</b>
<b>Gross profit</b>	<b>1,176,940</b>	<b>1,107,876</b>
Selling, general and administrative expenses	1,080,597	<b>1,299,297</b>
<b>Operating income (loss)</b>	<b>96,343</b>	<b>(191,421)</b>
Non-operating income		
Interest and dividend income	217,933	<b>243,055</b>
Foreign exchange profit	20,579	
Others	30,727	<b>30,083</b>
<b>Total non-operating income</b>	<b>269,240</b>	<b>273,138</b>
Non-operating expenses		
Interest expense	76	<b>75</b>
Depreciation	10,319	<b>10,807</b>
Expenses for rental assets	4,664	<b>4,397</b>
Foreign exchange loss		<b>2,245</b>
Others	2,890	<b>3,369</b>
<b>Total non-operating expenses</b>	<b>17,951</b>	<b>20,895</b>
<b>Ordinary income</b>	<b>347,632</b>	<b>60,822</b>
Extraordinary income		
Gain on sales of non-current assets	474	<b>583</b>
Gain on sales of investment securities	4,138	<b>1,453</b>
Gain on liquidation of subsidiaries and affiliates	2,885	
Settlement received	8,233	<b>896</b>
Interest on refund of income taxes and other		<b>5,836</b>
Others	1,147	<b>377</b>
<b>Total extraordinary income</b>	<b>16,879</b>	<b>9,147</b>
Extraordinary losses		
Loss on disposal of fixed assets	3,077	<b>5,519</b>
Loss on devaluation of investment securities subsidiaries and affiliates	29,771	<b>135</b>
Others	164	<b>604</b>
<b>Total extraordinary losses</b>	<b>33,013</b>	<b>6,259</b>
<b>Income before income taxes</b>	<b>331,498</b>	<b>63,710</b>
Income taxes-current	40,038	<b>37,635</b>
Income taxes for prior periods		<b>(13,308)</b>

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Income taxes-deferred	26,772	<b>(12,529)</b>
Total income tax	66,811	<b>11,798</b>
Net income	264,686	<b>51,912</b>



**Table of Contents****[3] Unconsolidated Statement of Changes in Net Assets**

	Yen (millions)								
	Capital surplus				Stockholders equity		Retained earnings		
	Common stock	Legal capital surplus	Other capital surplus	Total capital surplus	Legal reserves	General reserve	Other retained earnings Reserve for special depreciation	Reserve for reduction entry	
Balance at March 31, 2014	86,067	170,313	0	170,314	21,516	1,256,300	985	16,025	
Cumulative effects of changes in accounting policies									
Restated balance	86,067	170,313	0	170,314	21,516	1,256,300	985	16,025	
Changes of items during the period									
Provision of general reserve						66,000			
Provision of reserve for special depreciation							760		
Reversal of reserve for special depreciation							(668)		
Provision of reserve for reduction entry									921
Reversal of reserve for reduction entry									(231)
Dividends from surplus									
Net income									
Purchase of treasury stock									
Disposal of treasury stock			0	0					
Net changes of items other than shareholders equity									
Total changes of items during the period			0	0		66,000	92	689	
Balance at March 31, 2015	86,067	170,313	0	170,314	21,516	1,322,300	1,077	16,715	

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	Stockholders equity			Valuation and translation adjustments			
	Retained earnings		Treasury stock	Total stockholders equity	Valuation difference on available-for-sale security	Total valuation and translation adjustments	Total net assets
	Other retained earnings Retained earnings brought forward	Total retained earnings					
Balance at March 31, 2014	325,301	1,620,128	(26,247)	1,850,263	44,945	44,945	1,895,208
Cumulative effects of changes in accounting policies	(33,372)	(33,372)		(33,372)			(33,372)
Restated balance	291,929	1,586,756	(26,247)	1,816,891	44,945	44,945	1,861,836
Changes of items during the period							
Provision of general reserve	(66,000)						
Provision of reserve for special depreciation	(760)						
Reversal of reserve for special depreciation	668						
Provision of reserve for reduction entry	(921)						
Reversal of reserve for reduction entry	231						
Dividends from surplus	(158,601)	(158,601)		(158,601)			(158,601)
Net income	264,686	264,686		264,686			264,686
Purchase of treasury stock			(16)	(16)			(16)
Disposal of treasury stock			0	1			1
Net changes of items other than shareholders equity					16,615	16,615	16,615
Total changes of items during the period	39,303	106,085	(15)	106,069	16,615	16,615	122,684
Balance at March 31, 2015	331,232	1,692,842	(26,263)	1,922,960	61,560	61,560	1,984,521

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	Yen (millions)								
	Capital surplus				Stockholders equity		Retained earnings		
	Common stock	Legal capital surplus	Other capital surplus	Total capital surplus	Legal reserves	General reserve	Other retained earnings Reserve for special depreciation	Reserve for reduction entry	
Balance at March 31, 2015	86,067	170,313	0	170,314	21,516	1,322,300	1,077	16,715	
Cumulative effects of changes in accounting policies									
Restated balance	<b>86,067</b>	<b>170,313</b>	<b>0</b>	<b>170,314</b>	<b>21,516</b>	<b>1,322,300</b>	<b>1,077</b>	<b>16,715</b>	
Changes of items during the period									
Provision of general reserve						<b>106,000</b>			
Provision of reserve for special depreciation							<b>29</b>		
Reversal of reserve for special depreciation							<b>(304)</b>		
Provision of reserve for reduction entry									<b>549</b>
Reversal of reserve for reduction entry									<b>(227)</b>
Dividends from surplus									
Net income									
Purchase of treasury stock									
Disposal of treasury stock			<b>0</b>	<b>0</b>					
Net changes of items other than shareholder's equity									
Total changes of items during the period			<b>0</b>	<b>0</b>		<b>106,000</b>	<b>(274)</b>	<b>322</b>	
Balance at March 31, 2016	<b>86,067</b>	<b>170,313</b>	<b>1</b>	<b>170,314</b>	<b>21,516</b>	<b>1,428,300</b>	<b>802</b>	<b>17,037</b>	

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	Stockholders equity			Valuation and translation adjustments		Total net assets	
	Retained earnings		Treasury stock	Total stock-holders equity	Valuation difference on available-for-sale security		Total valuation and translation adjustments
	Other retained earnings	Total retained earnings					
Balance at March 31, 2015	331,232	1,692,842	(26,263)	1,922,960	61,560	1,984,521	
Cumulative effects of changes in accounting policies							
Restated balance	<b>331,232</b>	<b>1,692,842</b>	<b>(26,263)</b>	<b>1,922,960</b>	<b>61,560</b>	<b>1,984,521</b>	
Changes of items during the period							
Provision of general reserve	<b>(106,000)</b>						
Provision of reserve for special depreciation	<b>(29)</b>						
Reversal of reserve for special depreciation	<b>304</b>						
Provision of reserve for reduction entry	<b>(549)</b>						
Reversal of reserve for reduction entry	<b>227</b>						
Dividends from surplus	<b>(158,601)</b>	<b>(158,601)</b>		<b>(158,601)</b>		<b>(158,601)</b>	
Net income	<b>51,912</b>	<b>51,912</b>		<b>51,912</b>		<b>51,912</b>	
Purchase of treasury stock			<b>(14)</b>	<b>(14)</b>		<b>(14)</b>	
Disposal of treasury stock			<b>0</b>	<b>1</b>		<b>1</b>	
Net changes of items other than shareholders equity					<b>(16,171)</b>	<b>(16,171)</b>	
Total changes of items during the period	<b>(212,736)</b>	<b>(106,688)</b>	<b>(13)</b>	<b>(106,702)</b>	<b>(16,171)</b>	<b>(122,873)</b>	
Balance at March 31, 2016	<b>118,496</b>	<b>1,586,153</b>	<b>(26,276)</b>	<b>1,816,258</b>	<b>45,389</b>	<b>1,861,647</b>	

**[4] Going Concern**

None

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This is an English summary of our Japanese language financial results submitted to the Tokyo Stock Exchange (TSE) on May 13, 2016. This English summary omits a summary of financial results that the TSE requires be disclosed in Japan and also omits other information that the Company Law of Japan requires be disclosed in the country.

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[Translation]

May 13, 2016

To: Shareholders of Honda Motor Co., Ltd.

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

**Notice Regarding Product Warranty (Quality Related) Expenses**

Honda Motor Co., Ltd. (the Company) announces the financial impact of product warranty (quality related) expenses for the Company and its consolidated subsidiaries related to an agreement reached between the U.S. National Highway Traffic Safety Administration (NHTSA) and our supplier on May 4, 2016.

The Company and its consolidated subsidiaries have been conducting market-based measures in relation to airbag inflators. Due to an amendment of the Consent Order issued by NHTSA on November 3, 2015 being agreed to between NHTSA and our supplier on May 4, 2016, a change arose in our estimate of product warranty (quality related) expenses. The financial impact from this amendment resulted in an approximately 267.0 billion yen adjustment to the consolidated financial results for the fiscal year ended March 31, 2016 and an approximately 103.0 billion yen adjustment to the unconsolidated financial results for the fiscal year ended March 31, 2016.

The impact of this event was not included in the assumptions underlying the forecast for the consolidated financial results (based on IFRS) for the fiscal year ending March 31, 2016, which was announced on January 29, 2016, nor the forecast for the unconsolidated financial results for the fiscal year ending March 31, 2016, which was announced on November 4, 2015. For details regarding the differences between the forecasts and the financial results, please refer to the separate announcement released by the Company today entitled Notice Concerning Differences between Forecasts and Actual Consolidated and Unconsolidated Financial Results for the Fiscal Year Ended March 31, 2016.

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[Translation]

May 13, 2016

To: Shareholders of Honda Motor Co., Ltd.

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

**Notice Concerning Differences between Forecasts and Actual Consolidated and****Unconsolidated Financial Results for the Fiscal Year Ended March 31, 2016**

Honda Motor Co., Ltd. (the Company) hereby announces differences that arose between its consolidated forecast (announced on January 29, 2016) as well as its unconsolidated forecast (announced on November 4, 2015) and the Company's actual financial results for the fiscal year ended March 31, 2016.

**Particulars**

Differences between Forecasts and Actual Financial Results for the Fiscal Year Ended March 31, 2016:

Consolidated Financial Results

(Millions of Yen, except basic earnings per share attributable to owners of the parent)

	Sales revenue	Operating profit	Profit before income taxes	Profit for the year attributable to owners of the parent	Basic earnings per share attributable to owners of the parent (Yen)
Forecast previously announced (A)	14,550,000	685,000	805,000	525,000	291.30
Results for the fiscal year ended March 31, 2016 (B)	14,601,151	503,376	635,450	344,531	191.16
Change (B-A)	51,151	-181,624	-169,550	-180,469	
Percentage change (%)	0.4	-26.5	-21.1	-34.4	
(Reference) Results for the fiscal year ended March 31, 2015	13,328,099	670,603	806,237	509,435	282.66

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## Unconsolidated Financial Results

(Millions of Yen, except net income per common share)

	Net sales	Operating income	Ordinary income	Net income	Net income per common share (Yen)
Forecast previously announced (A)	3,400,000	10,000	240,000	190,000	105.42
Results for the fiscal year ended March 31, 2016 (B)	3,303,606	-191,421	60,822	51,912	28.80
Change (B-A)	-96,393	-201,421	-179,177	-138,087	
Percentage change (%)	-2.8		-74.7	-72.7	
(Reference) Results for the fiscal year ended March 31, 2015	3,331,187	96,343	347,632	264,686	146.86

## Reason for Differences

*Differences between forecast and actual consolidated financial results for the fiscal year ended March 31, 2016*

Operating profit, profit before income taxes and profit for the year attributable to owners of the parents for the fiscal year ended March 31, 2016 were lower than their respective forecasts mainly due to increased SG&A expenses, including quality related costs related to airbag inflators, despite increased sales volume and model mix as well as favorable foreign currency effects.

*Differences between forecast and actual unconsolidated financial results for the fiscal year ended March 31, 2016*

Operating income, ordinary income, and net income for the fiscal year ended March 31, 2016 were lower than their respective forecasts mainly due to increased SG&A expenses, including quality related costs related to airbag inflators, as well as decreased sales volume and model mix, despite favorable foreign currency effects.



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[Translation]

May 17, 2016

To: Shareholders of Honda Motor Co., Ltd.

From: Honda Motor Co., Ltd.

1-1, Minami-Aoyama 2-chome,

Minato-ku, 107-8556 Tokyo

Takahiro Hachigo

President and Representative Director

**Notice Concerning 92nd Ordinary General Meeting of Shareholders**

The Board of Directors of Honda Motor Co., Ltd., (the Company), at its meeting held on May 17, 2016, resolved to convene the Company's 92nd ordinary general meeting of shareholders as follows.

**Particulars**

**1. Date and time**

10:00 a.m. on Thursday, June 16, 2016

(Reception desk is expected to open at 9:00 a.m.)

**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 92nd Fiscal Year (from April 1, 2015 to March 31, 2016); and

2. Report on the results of the audit of the consolidated financial statements for the 92nd Fiscal Year (from April 1, 2015 to March 31, 2016) by the independent auditors and the Board of Corporate Auditors.

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**Matters to be resolved:**

**First Item:**

Distribution of Dividends

**Second Item:**

Election of Thirteen (13) Directors

**Third Item:**

Election of Two (2) Corporate Auditors

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[Translation]

**REPORT OF INDEPENDENT DIRECTORS/CORPORATE AUDITORS**

**1. Basic Information**

Company Name: Honda Motor Co., Ltd.

Securities Code Number: 7267

Submission Date: May 27, 2016

Date of Change of Position (scheduled date): June 16, 2016

Reason for Submission of Report of Independent Directors/Corporate Auditors: The election of a new outside corporate director is included in the matters to be resolved at an Ordinary General Meeting of Shareholders.

The Company has selected all persons who are qualified to become independent directors/auditors as independent directors/auditors. (\*1): Yes

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**2. Matters related to Independence of Independent Directors/Auditors and Outside Directors/Outside Corporate Auditors**

No: 1

Name: Hideko Kunii

Outside Director/ Outside Corporate Auditor: Outside Director

Independent Director/Corporate Auditor: Yes

Attributes of Independent Directors/Corporate Auditors and Outside Directors/Outside Corporate Auditors (\*2, \*3)

<b>a</b>	<b>b</b>	<b>c</b>	<b>d</b>	<b>e</b>	<b>f</b>	<b>g</b>	<b>h</b>	<b>i</b>	<b>j</b>	<b>k</b>	<b>l</b>
No	No	No	No	No	No	No	No	No	No	No	No

Not Applicable: Yes

Details of Change of Position: N/A

Consent of the Said Person: Yes

No: 2

Name: Motoki Ozaki

Outside Director/ Outside Corporate Auditor: Outside Director

Independent Director/Corporate Auditor: Yes

Attributes of Independent Directors/Corporate Auditors and Outside Directors/Outside Corporate Auditors (\*2, \*3)

<b>a</b>	<b>b</b>	<b>c</b>	<b>d</b>	<b>e</b>	<b>f</b>	<b>g</b>	<b>h</b>	<b>i</b>	<b>j</b>	<b>k</b>	<b>l</b>
No	No	No	No	No	No	No	No	No	No	No	No

Not Applicable: Yes

Details of Change of Position: Newly Appointed

Consent of the Said Person: Yes

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No: 3

Name: Toshiaki Hiwatari

Outside Director/ Outside Corporate Auditor: Outside Corporate Auditor

Independent Director/Corporate Auditor: Yes

Attributes of Independent Directors/Corporate Auditors and Outside Directors/Outside Corporate Auditors (\*2, \*3)

<b>a</b>	<b>b</b>	<b>c</b>	<b>d</b>	<b>e</b>	<b>f</b>	<b>g</b>	<b>h</b>	<b>i</b>	<b>j</b>	<b>k</b>	<b>l</b>
No	No	No	No	No	No	No	No	No	No	No	No

Not Applicable: Yes

Details of Change of Position: N/A

Consent of the Said Person: Yes

No: 4

Name: Hideo Takaura

Outside Director/ Outside Corporate Auditor: Outside Corporate Auditor

Independent Director/Corporate Auditor: Yes

Characteristics of Independent Directors/Corporate Auditors and Outside Directors/Outside Corporate Auditors (\*2, \*3)

<b>a</b>	<b>b</b>	<b>c</b>	<b>d</b>	<b>e</b>	<b>f</b>	<b>g</b>	<b>h</b>	<b>i</b>	<b>j</b>	<b>k</b>	<b>l</b>
No	No	No	No	No	No	No	No	No	No	No	No

Not Applicable: Yes

Details of Change of Position: N/A

Consent of the Said Person: Yes

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No: 5

Name: Mayumi Tamura

Outside Director/ Outside Corporate Auditor: Outside Corporate Auditor

Independent Director/Corporate Auditor: Yes

Attributes of Independent Directors/Corporate Auditors and Outside Directors/Outside Corporate Auditors (\*2, \*3)

<b>a</b>	<b>b</b>	<b>c</b>	<b>d</b>	<b>e</b>	<b>f</b>	<b>g</b>	<b>h</b>	<b>i</b>	<b>j</b>	<b>k</b>	<b>l</b>
No	No	No	No	No	No	No	No	No	No	No	No

Not Applicable: Yes

Details of Change of Position: N/A

Consent of the Said Person: Yes

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**3. Explanation of the Characteristics of the Independent Directors/Auditors and the Reasons for the Appointment**

No: 1

Explanation of the applicability of attributes (\*4): N/A

Reasons for the Appointment of the Independent Director/Auditor (\*5):

Hideko Kunii has extensive experience and considerable knowledge regarding corporate activities and the software field in Japan as well as overseas and is active in the area of gender equality, and the Company wishes to receive her advice regarding the Company's operations from an objective, broad, and highly sophisticated perspective drawing on her experience and knowledge.

Hideko Kunii fulfills the Honda Motor Co., Ltd. Criteria for Independence of Outside Directors/Outside Corporate Auditors, and the Company's judgment is that no conflicts of interest will arise with the Company's general shareholders.

No: 2

Explanation of the applicability of attributes (\*4): N/A

Reasons for the Appointment of the Independent Director/Corporate Auditor (\*5):

Motoki Ozaki served as a corporate manager over many years at a major chemical manufacturer operating globally, and has extensive experience and considerable knowledge regarding corporate management, and the Company wishes to receive his advice regarding the Company's operations from an objective, broad, and highly sophisticated perspective, drawing on his experience and knowledge.

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Motoki Ozaki fulfills the Honda Motor Co., Ltd. Criteria for Independence of Outside Directors/Outside Corporate Auditors, and the Company's judgment is that no conflicts of interest will arise with the Company's general shareholders.

No: 3

Explanation of the applicability of attributes (\*4): N/A

Reasons for the Appointment of the Independent Director/Corporate Auditor (\*5):

Based on his extensive experience and considerable knowledge as a legal affairs specialist, the Company would like him to conduct auditing activities from a broad and sophisticated perspective.

Toshiaki Hiwatari fulfills the Honda Motor Co., Ltd. Criteria for Independence of Outside Directors/Outside Corporate Auditors, and the Company's judgment is that no conflicts of interest will arise with the Company's general shareholders.

No: 4

Explanation of the applicability of attributes (\*4): N/A

Reasons for the Appointment of the Independent Director/Corporate Auditor (\*5):

Based on his extensive experience and considerable knowledge as a certified public accountant, the Company would like him to conduct auditing activities from a broad and sophisticated perspective.



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Hideo Takaura fulfills the Honda Motor Co., Ltd. Criteria for Independence of Outside Directors/Outside Corporate Auditors, and the Company's judgment is that no conflicts of interest will arise with the Company's general shareholders.

No: 5

Explanation of the applicability of attributes (\*4): N/A

Reasons for the Appointment of the Independent Director/Corporate Auditor (\*5):

Based on her extensive experience and considerable knowledge regarding corporate management, the Company would like her to conduct auditing activities from a broad and sophisticated perspective.

Mayumi Tamura fulfills the Honda Motor Co., Ltd. Criteria for Independence of Outside Directors/Outside Corporate Auditors, and the Company's judgment is that no conflicts of interest will arise with the Company's general shareholders.

**4. Supplemental Explanation:**

The Company has established its Criteria for Independence of Outside Directors/Outside Corporate Auditors as follows.

<Honda Motor Co., Ltd. Criteria for Independence of Outside Directors/Outside Corporate Auditors>

The Company's board of directors will determine that an outside director/outside corporate auditor is sufficiently independent from the Company if it determines that the said outside director/outside corporate auditor satisfies the requirements set forth below:

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1. He/She is not, and has never been a person who executes the business of the Company group or a person from the Company group. Also, no family member, close relative, etc. (\*1) of him/her has ever been a person who executes the business of the Company group during the last five years.
  
2. He/She is not, and has never been, any of the following during the last five years:
  - 1) a person who executes the business of a large shareholder (\*2) of the Company;
  
  - 2) a person who executes the business of (i) a major customer (\*3) of the Company, or (ii) a company of which the Company is a major customer;
  
  - 3) a person who executes the business of a major lender of the Company group (\*4);
  
  - 4) a person who belongs to an audit organization that conducts statutory audits for the Company;
  
  - 5) a person who receives a large amount (\*5) of money, etc. from the Company, other than remuneration paid to directors and corporate auditors of the Company;
  
  - 6) a person who executes the business of an entity whose outside director/outside corporate auditor is also a person who executes the business of the Company; or
  
  - 7) a person who executes the business of an organization which is receiving a large amount of donation or grant from the Company (\*6).
  
3. No family member, close relative, etc. of the outside director/outside corporate auditor currently falls under any of items 1) through 7) in paragraph 2 above.

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4. The total number of years of office of the outside director/outside corporate auditor does not exceed 8 years.

[End]

Established on May 15, 2015

Notes

\*1 A family member, close relative, etc. means a spouse of an outside director/outside corporate auditor, a first or second degree relative, or any other relative who lives in the same place as the outside director/outside corporate auditor

\*2 A large shareholder means a person who is one of the top 10 shareholders in terms of shareholding as of the end of a fiscal year.

\*3 A major customer means a customer of the Company where the annual amount of transactions between the customer and the Company exceeds 2% of the consolidated sales revenue of the Company or the said customer.

\*4 A major lender means a financial institution from which the Company group borrows, where the aggregate amount of such borrowings exceeds 2% of the amount of consolidated total assets of the Company or the financial institution as at the end of a fiscal year.

\*5 A person receives a large amount if he/she receives consideration from the Company in excess of 10 million per year.

\*6 An organization which is receiving a large amount of donations or grants from the Company means an organization which receives a donation or grant from the Company in excess of 10 million yen per year.

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u1 If, among the outside directors/outside corporate auditors, all of them who satisfy the qualifications which are required to become an independent director/corporate auditor are notified as independent directors/corporate auditors, please check the box.

u2 Matters to check regarding characteristics of the Independent Directors/Corporate Auditors and Outside Directors/Outside Corporate Auditors:

- a. person who executes business of the listed company or its subsidiary;
- b. directors who are not executive personnel or accounting advisors of the listed company or its subsidiary (where outside corporate auditors are appointed as independent auditors);
- c. directors who are executive personnel or non-executive personnel of a parent company of the listed company;
- d. corporate auditors of a parent company of the listed company (where outside corporate auditors are appointed as independent auditors);
- e. person who executes business of a fellow subsidiary of the listed company;
- f. party for which the listed company is a major customer or a person who executes its business;
- g. listed company's major customer or a person who executes its business;
- h. consultant, accounting professional, or legal professional who receives a large amount of money or other financial asset other than remuneration for directorship/corporate auditorship from the listed company;

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- i. listed company's major shareholder (where the said major shareholder is a company, a person who executed its business);
- j. person who executes the business of a customer of the listed company (where any of items f, g and h do not apply to such customer) (this item only applies to the independent directors/corporate auditors himself/herself)
- k. person who executes the business of an entity whose outside director/outside corporate auditor is also a person who executes the business of the listed company (this item only applies to the independent directors/corporate auditors himself/herself)
- l. person who executes the business of an entity to whom the listed company makes donations (this item only applies to the independent directors/corporate auditors himself/herself)

Please note that expressions used in each of items a to l above are abbreviations of words used in items which are stipulated in the rules of the stock exchange.

u3 If any of the items above apply to the independent directors/corporate auditors himself/herself now or recently, please mark with a  and, if any of the items above applied to the independent directors/auditors himself/herself in the past, please mark with a . If any of the items above apply to a family member or a close relative now or recently, please mark with a  and, if any of the items above applied to any of them in the past, please mark with a .

u4 If any of the items a to l above apply, please provide an explanation (summary).

u5 Please write down the reasons for appointing the independent director/corporate auditor.

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**Notice of Convocation of the 92nd Ordinary General Meeting of Shareholders**

**Reference Materials for the General Meeting of Shareholders**

**Business Report for the 92nd Fiscal Year**

**Consolidated Financial Statements**

**Audit Report**

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[Translation]

May 30, 2016

To Stockholders:

**Notice of Convocation of the 92nd**

**Ordinary General Meeting of Shareholders**

Dear Stockholders:

We would like to express our condolences for the victims of the recent Kumamoto Earthquake and heartfelt sympathy for all of those affected and offer our prayers for a swift recovery.

You are hereby notified that the 92nd Ordinary General Meeting of Shareholders will be held as stated below. You are respectfully requested to attend the meeting.

Please note that, if you do not plan to attend the meeting, you may exercise your voting rights by mail or via the Internet. We request that you exercise your voting rights after examining the reference materials for the general meeting of shareholders mentioned below.

Vote by mail: Please indicate whether you are in favor of, or opposed to, the proposals on the enclosed voting right exercise form, and then send the voting right exercise form to us so that is received no later than 6:00 p.m. on Wednesday, June 15, 2016.

Yours faithfully,

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

Takahiro Hachigo  
President and Representative Director

**Particulars**

**Time and Date** 10:00 a.m. on June 16, 2016 (Thursday)  
**Place** GRAND PACIFIC LE DAIBA  
Palais Royal on the first basement level, at 2-6-1 Daiba, Minato-ku, Tokyo

**Agenda**

**Matters to be reported**

1. Report on the Business Report, Consolidated Financial Statements and Unconsolidated Financial Statements for the 92nd Fiscal Year (from April 1, 2015 to March 31, 2016);
2. Report on the results of the audit of the consolidated financial statements for the 92nd Fiscal Year (from April 1, 2015 to March 31, 2016) by the independent auditors and the Board of Corporate Auditors.

**Matters to be resolved**

**First Item**

Distribution of Dividends

**Second Item**

Election of Thirteen (13) Directors

**Third Item**

Election of Two (2) Corporate Auditors



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**Notes:**

- (1) If there is no indication of approval or disapproval on a voting right exercise form in relation to any matter proposed to be resolved, it will be treated as a vote of approval for such matter.
- (2) If voting rights are exercised through indications on the voting right exercise form and, in addition, through voting via the Internet and, therefore, voting rights are exercised more than once, the votes submitted via the Internet will be regarded as the effective votes.
- (3) If voting rights are exercised more than once via the Internet, the last votes submitted via the Internet will be regarded as the effective votes.
- (4) If you wish to exercise your voting rights by proxy, one other shareholder holding a voting right of the Company may attend the meeting as proxy. In this case, please submit a document that certifies your power of representation, such as a letter of attorney, to the Company (a person who is not a shareholder, such as a proxy who is not a shareholder and an accompanying person of a shareholder, may not attend the meeting).

\* If you wish to exercise your voting rights via the Internet, please enter your vote for or against each of the proposals from the following voting rights exercise website.

<http://www.web54.net/>

\* Details regarding these agenda items are contained in the Business Report for the 92nd Fiscal Year, which is appended to this Notice of Convocation.

\* If any revision is made to the reference materials for the general meeting of shareholders or the attached materials, the revision will be posted on the Company's website.

Japanese <http://www.honda.co.jp/investors/> English <http://world.honda.com/investors/>

Request: We request that when arriving at the meeting you present the voting right exercise form enclosed herewith to the meeting hall receptionist.

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**REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS**

**FIRST ITEM Distribution of Dividends**

The Company strives to carry out its operations worldwide from a global perspective and to increase its corporate value. With respect to the redistribution of profits to its shareholders, which we consider to be one of the most important management issues, the Company's basic policy for dividends is to make distributions after taking into account its long-term consolidated earnings performance. The Company may also acquire its own shares at a timing that it deems optimal, with the goal of improving efficiency of the Company's capital structure and implementing a flexible capital structure policy.

Retained earnings will be allocated toward financing R&D activities that are essential for the future growth of the Company and capital expenditures and investment programs that will expand its operations for the purpose of improving business results and strengthening the Company's financial condition.

Regarding the year-end dividends for the fiscal year under review, the following conditions are proposed:

**1 Conditions and Total Value of Dividend Assets Allocated to Stockholders**

**JPY 22 per share of common stock**

**Total value of JPY 39,650,237,418**

**2 Effective Date of Distribution of Dividends**

**June 17, 2016**

As a result, annual dividends including cash dividends paid at the end of the first, second and third quarters will be JPY 88 per share.

**Table of Contents****SECOND ITEM Election of Thirteen (13) Directors**

The term of office of each of the fourteen (14) current Directors is due to expire at the close of this meeting. It is proposed that the following thirteen (13) Directors including two (2) Outside Directors be elected at this meeting. The names and particulars of the candidates for the position of Director are provided below.

<b>Candidate number</b>	<b>Name</b>	<b>Current position</b>	<b>Responsibilities</b>	<b>Attendance record of the Board of Directors</b>
1	Reappointment Takahiro Hachigo	President, Chief Executive Officer and Representative Director		7/7
2	Reappointment Yoshiyuki Matsumoto	Senior Managing Officer and Director	Supervising Director of F1 Project	7/7
3	Reappointment Yoshi Yamane	Senior Managing Officer and Director	Chief Operating Officer for Production Operations	7/7
4	New appointment Seiji Kuraishi	Senior Managing Officer		Not applicable as the candidate is to be newly appointed as Director.
5	Reappointment Kohei Takeuchi	Senior Managing Officer and Director	Chief Operating Officer for Business Management Operations  Chief Officer for Honda Driving Safety Promotion Center	10/10
6	New appointment Takashi Sekiguchi	Managing Officer	Chief Operating Officer for Automobile Operations  Executive in Charge of Sales Strategy for Automobile Operations	Not applicable as the candidate is to be newly appointed as Director.
7	Reappointment Hideko Kunii Outside Independent Director	Director		10/10
8	New appointment Motoki Ozaki Outside Independent Director			Not applicable as the candidate is to be newly appointed as Director.
9	Reappointment Takanobu Ito	Director and Advisor		10/10
10	Reappointment Shinji Aoyama	Operating Officer and Director	Chief Operating Officer for Motorcycle Operations	10/10
11	Reappointment Noriya Kaihara	Operating Officer and Director	Chief Operating Officer for Customer First Operations  Chief Quality Officer	10/10
12	New appointment Kazuhiro Odaka	Operating Officer		

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				Chief Operating Officer for Business Support Operations	Not applicable as the candidate is to be newly appointed as Director.
				Compliance Officer	
13	Reappointment	Masayuki Igarashi	Operating Officer and Director	Chief Operating Officer for Power Product Operations	7/7

Note: The attendance record of Takahiro Hachigo, Yoshiyuki Matsumoto, Yoshi Yamane and Masayuki Igarashi shows figures covering the meetings of the Board of Directors held after their assumptions of office on June 17, 2015.

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**1**                      **Takahiro Hachigo**                      Current position: President, Chief Executive Officer and Representative Director                      Reappointment

Date of birth	Number of shares of the Company held
May 19, 1959	29,200 shares
Special interest between the candidate and the Company	Attendance record of the Board of Directors
None	7/7

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1982	Joined Honda Motor Co., Ltd.	Sep. 2012	President and Director of Honda R&D Europe (U.K.) Ltd.
Apr. 2008	General Manager of Automobile Purchasing Division II for Purchasing Operations	Apr. 2013	Representative of Development, Purchasing and Production (China)
June 2008	Operating Officer of the Company	Apr. 2013	Vice President of Honda Motor (China) Investment Co., Ltd.
Apr. 2010	General Manager of Purchasing Division II for Purchasing Operations	Nov. 2013	Vice President of Honda Motor Technology (China) Co., Ltd.
Apr. 2011	General Manager of Suzuka Factory for Production Operations	Apr. 2014	Managing Officer of the Company

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Apr. 2012	Vice President and Director of Honda Motor Europe, Ltd.	Apr. 2015	Senior Managing Officer of the Company
Sep. 2012	Managing Officer of Honda R&D Co., Ltd.	June 2015	<b>President, Chief Executive Officer and Representative Director of the Company</b> (present)

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2                      **Yoshiyuki Matsumoto**                      Current position: Senior  
 Managing Officer and Director                      Reappointment  
 Responsibilities: Supervising  
 Director of F1 Project

Date of birth	Number of shares of the Company held
---------------	--------------------------------------

January 14, 1958

33,000 shares

Special interest between the candidate and the Company	Attendance record of the Board of Directors
---	---

None

7/7

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1981	Joined Honda Motor Co., Ltd.	Apr. 2013	President and Chief Executive Officer of Honda Motor India Private Ltd.
Apr. 2006	Responsible for Automobile Products for Automobile Operations	Apr. 2015	Senior Managing Officer of the Company
June 2006	Operating Officer of the Company	Apr. 2015	Chief Operating Officer for Automobile Operations
Apr. 2009	General Manager of Suzuka Factory for Production Operations	Apr. 2015	Executive in Charge of Quality Innovation for Automobile Operations
Apr. 2011	Executive in Charge of Business Unit No. 3 for Automobile Operations	June 2015	<b>Senior Managing Officer and Director of the Company</b> (present)
Apr. 2012	Managing Officer of the Company	Apr. 2016	<b>President, Chief Executive Officer and Representative Director of Honda R&amp;D Co., Ltd.</b> (present)
Apr. 2013		Apr. 2016	<b>Supervising Director of F1 Project</b> (present)

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Representative of Development, Purchasing and  
Production (Asia & Oceania)

Apr. 2013 Executive Vice President of Asian Honda Motor Co.,  
Ltd.

(Significant concurrent positions)

President, Chief Executive Officer and Representative Director of Honda R&D Co., Ltd.



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**Yoshi Yamane**

Current position: Senior Managing Officer and Director

Reappointment

Responsibilities: Chief Operating Officer for Production Operations

Date of birth	Number of shares of the Company held
September 28, 1958	28,800 shares
Special interest between the candidate and the Company	Attendance record of the Board of Directors
None	7/7

**Resume, current position, responsibilities and significant concurrent positions**

Oct. 1985	Joined Honda Engineering Co., Ltd.	Apr. 2014	Head of Automobile Production for Regional Operations (Japan)
Apr. 2008	Large Project Leader of Corporate Project, Automobile Production Planning Office for Production Operations	Apr. 2014	Head of Production Supervisory Unit of Automobile Production for Regional Operations (Japan)
June 2008	Operating Officer of the Company	Apr. 2015	Senior Managing Officer of the Company
June 2008	Responsible for Production for Production Operations	Apr. 2015	Chief Production Officer
Apr. 2009	Responsible for Production for Regional Operations (China)	Apr. 2015	Representative of Automobile Development, Purchasing and Production for Automobile Operations
Sep. 2010	Vice President of Honda Motor (China) Investment Co., Ltd.	Apr. 2015	Head of Production for Automobile Operations
Apr. 2012	General Manager of Suzuka Factory for Production Operations	Apr. 2015	Representative of Automobile Development, Purchasing and Production (Europe Region)
Apr. 2013	Representative of Automobile Development, Purchasing and Production (Japan)	June 2015	<b>Senior Managing Officer and Director of the Company</b> (present)

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Apr. 2013	General Manager of Suzuka Factory of Automobile Production for Automobile Operations	Apr. 2016	<b>Chief Operating Officer for Production Operations</b> (present)
Apr. 2014	Managing Officer of the Company		

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**Seiji Kuraishi**

Current position: Senior

Managing Officer

New appointment

Date of birth	Number of shares of the Company held
July 10, 1958	29,400 shares
Special interest between the candidate and the Company	Attendance record of the Board of Directors
None	-

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1982	Joined Honda Motor Co., Ltd.	June 2010	Director of the Company
Oct. 2002	President and Director of Honda Malaysia Sdn Bhd	Apr. 2011	Operating Officer and Director of the Company
Apr. 2005	General Manager of Product Planning and Marketing Office for Automobile Operations	June 2011	Operating Officer of the Company (retired from the position as Director)
Apr. 2007	Vice President of Honda Motor (China) Investment Co., Ltd.	Nov. 2013	President of Honda Motor Technology (China) Co., Ltd.
June 2007	Operating Officer of the Company	Apr. 2014	Managing Officer of the Company
Jan. 2008	President of Dongfeng Honda Automobile Co., Ltd.	Apr. 2016	<b>Senior Managing Officer of the Company</b> (present)
Apr. 2010	Chief Operating Officer for Regional Operations (China) President of Honda Motor (China) Investment Co., Ltd.		

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**5 Kohei Takeuchi** Current position: Senior Managing Officer and Director Responsibilities: Chief Operating Officer for Business Management Operations, Chief Officer for Honda Driving Safety Promotion Center Reappointment

Date of birth	Number of shares of the Company held
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February 10, 1960

19,400 shares

Special interest between the candidate and the Company	Attendance record of the Board of Directors
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None

10/10

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1982	Joined Honda Motor Co., Ltd.	June 2013	Operating Officer and Director of the Company
Apr. 2010	General Manager of Accounting Division for Business Management Operations	Apr. 2015	Managing Officer and Director of the Company
Apr. 2011	Operating Officer of the Company	Apr. 2016	<b>Senior Managing Officer and Director of the Company</b> (present)
Apr. 2013	<b>Chief Operating Officer for Business Management Operations</b> (present)	Apr. 2016	<b>Chief Officer for Honda Driving Safety Promotion Center</b> (present)

**6 Takashi Sekiguchi** Current position: Managing Officer New appointment  
Responsibilities: Chief Operating Officer for Automobile Operations, Executive in Charge of Sales Strategy for Automobile Operations

Date of birth	Number of shares of the Company held
January 27, 1959	28,400 shares
Special interest between the candidate and the Company	Attendance record of the Board of Directors
None	-

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1982	Joined Honda Motor Co., Ltd.	Apr. 2011	President and Director of Honda Canada Inc.
Apr. 2005	President and Director of Honda Cars Philippines, Inc.	Apr. 2013	Executive in Charge of Business Unit No. 2 for Automobile Operations
Apr. 2007	General Manager of Product Planning and Marketing Office for Automobile Operations	Apr. 2015	<b>Managing Officer of the Company</b> (present)
Apr. 2008	Executive Vice President and Director of American Honda Motor Co., Inc.	Apr. 2015	<b>Executive in Charge of Sales Strategy for Automobile Operations</b> (present)
June 2008	Operating Officer of the Company	Apr. 2016	<b>Chief Operating Officer for Automobile Operations</b> (present)

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7	<b>Hideko Kunii</b>	Current position: Director	Reappointment
			Outside
			Independent Director

Date of birth	Number of shares of the Company held	Special interest between the candidate and the Company
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December 13, 1947

600 shares

None

Attendance record of the Board of Directors	Term of office as Director (as of the close of this Meeting)
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10/10

2 years

**Resume, current position, responsibilities and significant concurrent positions**

May 1982	Joined Ricoh Co., Ltd.	June 2011	<b>Vice Chairperson of Japan Information Technology Service Industry Association</b> (present)
June 2000	Corporate Vice President of Ricoh Co., Ltd.	Apr. 2012	<b>Professor, Graduate School of Engineering Management, Shibaura Institute of Technology</b> (present)
Oct. 2002	General Manager of Software Research & Development of Ricoh Co., Ltd.	Mar. 2013	End of tenure as Chairperson of Ricoh IT Solutions Co., Ltd.
June 2005	Corporate Senior Vice President of Ricoh Co., Ltd.	Mar. 2013	End of tenure as Associate Director of Ricoh Co., Ltd.
Apr. 2008	Chairperson of Ricoh Software Co., Ltd. (Current Ricoh IT Solutions Co., Ltd.)	Apr. 2013	<b>Deputy President, Shibaura Institute of Technology</b> (present)
Apr. 2009	Associate Director of Ricoh Co., Ltd.	Oct. 2013	<b>General Manager of Gender Equality Promotion Office, Shibaura Institute of Technology</b> (present)

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Jul. 2009	Chairperson of Ricoh IT Solutions Co., Ltd.	June 2014	<b>Director of the Company</b> (present)
Jul. 2009	<b>Outside Director of Innovation Network Corporation of Japan</b> (present)	June 2014	<b>Outside Director of Tokyo Electric Power Company, Incorporated</b> (present)
Aug. 2009	Member of Gender Equality Bureau Cabinet Office	June 2015	<b>Outside Director of Mitsubishi Chemical Holdings Corporation</b> (present)

(Significant concurrent positions)

Outside Director of Innovation Network Corporation of Japan, Vice Chairperson of Japan Information Technology Service Industry Association, Professor, Graduate School of Engineering Management, Shibaura Institute of Technology, Deputy President, Shibaura Institute of Technology, General Manager of Gender Equality Promotion Office, Shibaura Institute of Technology, Outside Director of Tokyo Electric Power Company, Incorporated, Outside Director of Mitsubishi Chemical Holdings Corporation

Notes: 1. Reasons for selection of candidate for position of Outside Director

Hideko Kunii has extensive experience and considerable knowledge regarding corporate activities and the software field in Japan as well as overseas and is active in the area of gender equality. She has been selected as a candidate for Outside Director to provide her advice from an objective, broad, and highly sophisticated perspective, drawing on her experience and knowledge.

2. Other matters related to the Outside Director candidate are as follows:

- (1) Hideko Kunii is a candidate for the position of Outside Director as defined in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Company Law.
- (2) Hideko Kunii fulfills the Honda Motor Co., Ltd. Criteria for Independence of Outside Directors/Outside Corporate Auditors. The Company has appointed her as an Independent Outside Director as stipulated by the rules of the Tokyo Stock Exchange, Inc. and reported her appointment to the Tokyo Stock Exchange. If she is re-elected, the Company plans to continue her appointment as Independent Outside Director.
- (3) Outline of contents of the limited liability contract with the candidate for the position of Outside Director  
Based on Article 427, Paragraph 1 of the Company Law and Article 28 of the Articles of Incorporation of the Company, the Company has entered into a contract with Hideko Kunii which limits her liabilities, in accordance with Article 423, Paragraph 1 of the Company Law, to the minimum liability amount that is stipulated in Article 425, Paragraph 1 of the Company Law. If she is re-elected, the Company plans to extend the term of her limited liability contract.

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**Motoki Ozaki**

New appointment

Outside

Independent Director

Date of birth

Number of shares of the Company held

June 6, 1949

0 shares

Special interest between the candidate  
and the Company

Attendance record of the Board of Directors

None

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**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1972	Joined Kao Corporation (formerly Kao Soap Co., Ltd.)	June 2004	Representative Director, President and Chief Executive Officer
Sep. 1981	Brand Manager, Marketing Planning	June 2012	Chairman of the Board
May 1990	President, Sales-Consumer Products, Hokkaido Region	June 2012	<b>President and Representative Director of The Kao Foundation for Arts and Sciences</b> (present)
Feb. 1996	Vice President, Personal Care	Mar. 2014	<b>President of Kigyo Mecenat Kyogikai, Association for Corporate Support of the Arts</b> (present)
Feb. 1998	Vice President, Baby and Feminine Care	Mar. 2014	Retired from Chairman of the Board of Kao Corporation
Apr. 2000	President, Prestige Cosmetics	June 2014	<b>President of New National Theatre Foundation</b> (present)
Apr. 2002	President, Global Fabric and Home Care	June 2015	<b>Outside Director of Nomura Securities Co., Ltd.</b> (present)



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June 2002 Board of Director, Executive Officer

(Significant concurrent positions)

President and Representative Director of The Kao Foundation for Arts and Sciences, President of Kigyo Mecenat Kyogikai, Association for Corporate Support of the Arts, President of New National Theatre Foundation, Outside Director of Nomura Securities Co., Ltd.

Notes: 1. Reasons for selection of candidate for position of Outside Director

Motoki Ozaki served as a corporate manager over many years at a major chemical manufacturer operating globally, and has extensive experience and considerable knowledge regarding corporate management. He has been selected as a candidate for Outside Director to provide his advice from an objective, broad, and highly sophisticated perspective, drawing on his experience and knowledge.

2. Other matters related to the Outside Director candidate are as follows:

- (1) Motoki Ozaki is a candidate for the position of Outside Director as defined in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Company Law.
- (2) Motoki Ozaki fulfills the Honda Motor Co., Ltd. Criteria for Independence of Outside Directors/Outside Corporate Auditors. If he is elected, the Company plans to appoint him as an Independent Outside Director as stipulated by the rules of the Tokyo Stock Exchange and report his appointment as Independent Outside Director to the Tokyo Stock Exchange.
- (3) Outline of contents of the limited liability contract with the candidate for the position of Outside Director  
If Motoki Ozaki is duly elected and assumes the position of Director, based on Article 427, Paragraph 1 of the Company Law and Article 28 of the Articles of Incorporation of the Company, the Company plans to enter into a contract with Motoki Ozaki which limits his liabilities, in accordance with Article 423, Paragraph 1 of the Company Law, to the minimum liability amount that is stipulated in Article 425, Paragraph 1 of the Company Law.

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**9 Takanobu Ito** Current position: Director and Advisor Reappointment

Date of birth	Number of shares of the Company held
August 29, 1953	36,500 shares
Special interest between the candidate and the Company	Attendance record of the Board of Directors
None	10/10

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1978	Joined Honda Motor Co., Ltd.	June 2005	Managing Officer of the Company
Apr. 1998	Executive Vice President of Honda R&D Americas, Inc.	Apr. 2007	Chief Operating Officer for Automobile Operations
June 2000	Director of the Company	June 2007	Senior Managing Director of the Company
June 2001	Senior Managing Director of Honda R&D Co., Ltd.	Apr. 2009	President and Director of Honda R&D Co., Ltd.
June 2003	Managing Director of the Company	June 2009	President and Representative Director of the Company
June 2003	Responsible for Motor Sports	Apr. 2011	President, Chief Executive Officer and Representative Director of the Company
June 2003	President and Director of Honda R&D Co., Ltd.	Apr. 2011	Chief Operating Officer for Automobile Operations
Apr. 2004	General Supervisor, Motor Sports	June 2015	<b>Director and Advisor of the Company (present)</b>
Apr. 2005	General Manager of Suzuka Factory for Production Operations		

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**Shinji Aoyama**

Current position: Operating Officer and  
Director Responsibilities: Chief Operating  
Officer for Motorcycle Operations

Reappointment

Date of birth	Number of shares of the Company held
December 25, 1963	15,600 shares
Special interest between the candidate and the Company	Attendance record of the Board of Directors
None	10/10

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1986	Joined Honda Motor Co., Ltd.	Apr. 2013	<b>Chief Operating Officer for Motorcycle Operations</b> (present)
Apr. 2011	General Manager of Motorcycle Business Planning Office for Motorcycle Operations	June 2013	<b>Operating Officer and Director of the Company</b> (present)
Apr. 2012	Operating Officer of the Company		

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**11**      **Noriya Kaihara**      Current position: Operating Officer and Director      Reappointment  
 Responsibilities: Chief Operating Officer for Customer First Operations, Chief Quality Officer

Date of birth	Number of shares of the Company held
August 4, 1961	11,900 shares
Special interest between the candidate and the Company	Attendance record of the Board of Directors
None	10/10

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1984	Joined Honda Motor Co., Ltd.	June 2013	<b>Operating Officer and Director of the Company</b> (present)
Apr. 2012	General Manager of Automobile Quality Assurance Division	Apr. 2014	Chief Operating Officer for Customer Service Operations
Apr. 2013	Operating Officer of the Company	Apr. 2014	Head of Service Supervisory Unit for Automobile Operations
Apr. 2013	<b>Chief Quality Officer</b> (present)	Apr. 2016	<b>Chief Operating Officer for Customer First Operations</b> (present)

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**Kazuhiro Odaka**

Current position: Operating Officer

Responsibilities: Chief Operating Officer for Business Support Operations, Compliance Officer

New appointment

Date of birth	Number of shares of the Company held
April 12, 1962	5,500 shares
Special interest between the candidate and the Company	Attendance record of the Board of Directors
None	-

**Resume, current position, responsibilities and significant concurrent positions**

Apr. 1985	Joined Honda Motor Co., Ltd.	Apr. 2016	<b>Chief Operating Officer for Business Support Operations</b> (present)
Apr. 2006	Vice President of American Honda Motor Co., Inc.	Apr. 2016	<b>Compliance Officer</b> (present)
Apr. 2010	General Manager of Associate Relations Division for Business Support Operations		
Apr. 2015	<b>Operating Officer of the Company</b> (present) Responsible for Human Resources and Associate Relations for Business Support Operations General Manager of Human Resources Division for Business Support Operations		

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13	<b>Masayuki Igarashi</b>	Current position: Operating Officer and Director Responsibilities: Chief Operating Officer for Power Product Operations	Reappointment
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Date of birth	
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