

HONDA MOTOR CO LTD  
Form 6-K  
July 08, 2014  
Table of Contents

# 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 JUNE 2014

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):



**Table of Contents**

Contents

**Exhibit 1:**

Honda Motor Co., Ltd., (the Company ) hereby notify you that after the reports described below were heard, all the proposals were approved as briefly described below by the 90th Ordinary General Meeting of Shareholders of the Company held on June 13, 2014.

**Exhibit 2:**

The Company hereby notifies you as follows that it has submitted with the relevant Japanese authority an Extraordinary Report on June 18, 2014 pursuant to the Financial Instruments and Exchange Law of Japan with respect to the resolutions passed and the results of voting at the 90th Ordinary General Meeting of Shareholders held on June 13, 2014.

**Exhibit 3:**

On June 20, 2014, the Company filed its Documents on Corporate Governance with the Tokyo Stock Exchange.

**Table of Contents**

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/ Kohei Takeuchi  
Kohei Takeuchi  
Operating Officer and Director  
Chief Financial Officer  
Honda Motor Co., Ltd.

Date: July 8, 2014

**Table of Contents**

(TRANSLATION)

June 13, 2014

To our shareholders,

**Notice of Resolutions passed by**

**the 90th Ordinary General Meeting of Shareholders**

We hereby notify you that after the reports described below were heard, all the proposals were approved as briefly described below by the 90th Ordinary General Meeting of Shareholders of the Company held today.

Yours sincerely,

Takanobu Ito  
President and  
Representative Director

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

**Table of Contents**

**Particulars**

**Matters reported:**

1. The Business Report, consolidated financial statements and unconsolidated financial statements for the 90th Fiscal Year (from April 1, 2013 to March 31, 2014)
2. The results of the audit of the consolidated financial statements for the 90th Fiscal Year (from April 1, 2013 to March 31, 2014) by the independent auditors and the Board of Corporate Auditors

**Matters resolved:**

**FIRST ITEM: Distribution of Dividends**

The proposal was approved in its original form, and the year-end dividend for the fiscal year under review will be ¥22 per share.

**SECOND ITEM: Election of Thirteen (13) Directors**

The proposal was approved in its original form, and 11 directors were re-elected: Fumihiko Ike, Takanobu Ito, Tetsuo Iwamura, Takashi Yamamoto, Yoshiharu Yamamoto, Masahiro Yoshida, Nobuo Kuroyanagi, Yuji Shiga, Kohei Takeuchi, Shinji Aoyama, and Noriya Kaihara. Two directors were newly elected: Toshihiko Nonaka and Hideko Kunii. They have all assumed their posts.

**Table of Contents**

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At the meeting of the Board of Directors following the Ordinary General Meeting of Shareholders, Representative Directors and directors with executive powers were elected, and they have assumed their posts.

As a result, the composition of the directors of the Company is as follows:

Chairman,

Representative Director

**Fumihiko Ike**

President, Chief Executive Officer and

Representative Director

**Takanobu Ito**

Executive Vice President,

Executive Officer and Representative Director

**Tetsuo Iwamura**

Risk Management Officer

Corporate Brand Officer

Chairman and Director of American Honda Motor Co., Inc.

Senior Managing Officer and Director

**Takashi Yamamoto**

Production Operation

Representative of Automobile Development, Purchasing and Production for Automobile Operations

Head of Automobile Production for Automobile Operations

President, Chief Executive Officer and Director of Honda Engineering Co., Ltd.

Senior Managing Officer and Director

**Yoshiharu Yamamoto**

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

Table of Contents

Chief Operating Officer for IT Operations

Managing Officer and Director

**Toshihiko Nonaka**

Chief Operating Officer for Automobile Operations



**Table of Contents**

Managing Officer and Director

**Masahiro Yoshida**

Chief Operating Officer for Business Support Operations

Compliance Officer

Director

**Nobuo Kuroyanagi**

(Outside Director)

Director

**Hideko Kunii**

(Outside Director)

Operating Officer and Director

**Yuji Shiga**

Chief Operating Officer for Power Product Operations

Operating Officer and Director

**Kohei Takeuchi**

Chief Operating Officer for Business Management Operations

Operating Officer and Director

**Shinji Aoyama**

Chief Operating Officer for Motorcycle Operations

Operating Officer and Director

**Noriya Kaihara**

Responsible for Quality

General Manager of Customer Service Operations

General Manager of Service Division for Automobile Operations

(Note)

1. Nobuo Kuroyanagi and Hideko Kunii are outside directors as provided for in Article 2, Item 15 of the Company Law.
2. Hideko Kunii has been designated by the Company as an Independent Director as provided for in the rule of the Tokyo Stock Exchange and registered with the Tokyo Stock Exchange.

**Table of Contents**

Also, at the meeting of the Board of Corporate Auditors following the Ordinary General Meeting of Shareholders, full-time Corporate Auditors were elected, and they have assumed their posts.

As a result, the composition of the Corporate Auditors of the Company is as follows:

Corporate Auditor (full-time)

**Masaya Yamashita**

Corporate Auditor (full-time)

**Kunio Endo**

Corporate Auditor

**Hirotake Abe**

(Outside Corporate Auditor)

Corporate Auditor

**Tomochika Iwashita**

(Outside Corporate Auditor)

Corporate Auditor

**Toshiaki Hiwatari**

(Outside Corporate Auditor)

(Note)

1. Corporate Auditors Hirotake Abe, Tomochika Iwashita and Toshiaki Hiwatari are outside corporate auditors as provided for in Article 2, Item 16 of the Company Law.
2. Both Hirotake Abe and Toshiaki Hiwatari have been designated by the Company as Independent Auditors as provided for in the rule of the Tokyo Stock Exchange and registered with the Tokyo Stock Exchange.

**Table of Contents**

The Company has introduced an operating officer system to strengthen operations in regions and local workplaces and implement quick and appropriate decisions. The composition of the operating officers of the Company after the Ordinary General Meeting of Shareholders is as follows:

President, Chief Executive Officer

**Takanobu Ito**

Executive Vice President and Executive Officer

**Tetsuo Iwamura**

Risk Management Officer

Corporate Brand Officer

Chairman and Director of American Honda Motor Co., Inc.

Senior Managing Officer

**Takashi Yamamoto**

Production Operation

Representative of Automobile Development, Purchasing and Production for Automobile Operations

Head of Automobile Production for Automobile Operations

President, Chief Executive Officer and Director of Honda Engineering Co., Ltd.

Senior Managing Officer

**Yoshiharu Yamamoto**

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

Chief Operating Officer for IT Operations

Senior Managing Officer

**Sho Minekawa**

Chief Operating Officer for Regional Operations (Japan)

Chief Officer of Honda Driving Safety Promotion Center

**Table of Contents**

Senior Managing Officer

**Koichi Fukuo**

Executive in Charge of Business Unit No. 1 for Automobile Operations

Managing Officer

**Toshihiko Nonaka**

Chief Operating Officer for Automobile Operations

Managing Officer

**Takuji Yamada**

Chief Operating Officer for Regional Operations (North America)

President and Director of Honda North America, Inc.

President and Chief Executive Officer of American Honda Motor Co., Inc.

Managing Officer

**Yoshiyuki Matsumoto**

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

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

President and CEO of Honda Motor India Private Ltd.

**Table of Contents**

Managing Officer

**Ko Katayama**

Executive in Charge of Production Strategy for Automobile Operations

Head of Supply Chain Management Supervisory Unit in Automobile Production for Automobile Operations

Managing Officer

**Masahiro Yoshida**

Chief Operating Officer for Business Support Operations

Compliance Officer

Managing Officer

**Chitoshi Yokota**

Representative of Automobile Development, Purchasing and Production (North America)

Executive Vice President and Director of Honda North America, Inc.

Managing Officer

**Seiji Kuraishi**

Chief Operating Officer for Regional Operations (China)

President of Honda Motor (China) Investment Co., Ltd.

President of Honda Motor Technology (China) Co., Ltd.

Managing Officer

**Toshiaki Mikoshiba**

Chief Operating Officer for Regional Operations (Europe Region)

President and Director of Honda Motor Europe Ltd.

Managing Officer

**Yoshi Yamane**

Representative of Automobile Development, Purchasing and Production (Japan)

Head of Automobile Production, Regional Operations (Japan)

Head of Production Supervisory Unit, Automobile Production, Regional Operations (Japan)

**Table of Contents**

Managing Officer

**Takahiro Hachigo**

Representative of Development, Purchasing and Production (China)

Vice President of Honda Motor (China) Investment Co., Ltd.

Vice President of Honda Motor Technology (China) Co., Ltd.

Operating Officer

**Takashi Sekiguchi**

Executive in Charge of Business Unit No.2 for Automobile Operations

Operating Officer

**Michimasa Fujino**

President and Director of Honda Aircraft Company, LLC.

Operating Officer

**Soichiro Takizawa**

Representative of Development, Purchasing and Production (Europe Region)

Executive Vice President and Director of Honda Motor Europe Ltd.

Managing Director of Honda of the U.K. Manufacturing Ltd.

Operating Officer

**Yuji Shiga**

Chief Operating Officer for Power Product Operations

Operating Officer

**Kohei Takeuchi**

Chief Operating Officer for Business Management Operations

Operating Officer

**Naoto Matsui**



Chief Operating Officer for Purchasing Operations

Head of Purchasing Supervisory Unit in Automobile Production for Automobile Operations

**Table of Contents**

Operating Officer

**Mitsugu Matsukawa**

Head of Drivetrain Business Unit, Automobile Production, Automobile Operations

Operating Officer

**Shinji Aoyama**

Chief Operating Officer for Motorcycle Operations

Operating Officer

**Noriya Kaihara**

Responsible for Quality

General Manager of Customer Service Operations

General Manager of Service Division for Automobile Operations

Operating Officer

**Tetsuo Suzuki**

Representative of Motorcycle Development, Purchasing and Production, Motorcycle Operations

Operating Officer

**Issao Mizoguchi**

Chief Operating Officer for Regional Operations (Latin America)

President and Director of Honda South America Ltda.

President and Director of Honda Automoveis do Brazil Ltda.

President and Director of Moto Honda da Amazonia Ltda.

Operating Officer

**Toshihiro Mibe**

Executive in Charge of Powertrain Business, Automobile Operations

Head of Powertrain Production Supervisory Unit, Automobile Production, Automobile Operations

Operating Officer

**Yusuke Hori**

Head of Regional Unit (Africa and the Middle East)

Operating Officer

**Tomomi Kosaka**

Executive Vice President and Director of Honda North America, Inc.

President and Director of Honda of America Mfg., Inc.

**Table of Contents**

Operating Officer

**Noriaki Abe**

Chief Operating Officer for Regional Operations (Asia & Oceania)

President and Director of Asian Honda Motor Co., Ltd.

President and Director of Honda Automobile (Thailand) Co., Ltd.

Operating Officer

**Toshiyuki Shimabara**

Executive in Charge of Motorcycle Production for Motorcycle Operations

General Manager of Kumamoto Factory for Motorcycle Operations

Executive in Charge of Power Product Production for Power Product Operations

Operating Officer

**Yasuhide Mizuno**

President of Guangqi Honda Automobile Co., Ltd.

**Table of Contents**

June 18, 2014

To: Shareholders of Honda Motor Co., Ltd.

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

**Notice of Submission of Extraordinary Report Relating to Resolutions**

**Passed and Results of Voting at the 90th Ordinary General Meeting of Shareholders**

Honda Motor Co., Ltd. (the Company ) hereby notifies you as follows that it has submitted with the relevant Japanese authority an Extraordinary Report (the Extraordinary Report ) on June 18, 2014 pursuant to the Financial Instruments and Exchange Law of Japan with respect to the resolutions passed and the results of voting at the 90th Ordinary General Meeting of Shareholders held on June 13, 2014 (the General Shareholders Meeting ).

**Particulars**

1. Reason for Submitting the Extraordinary Report

The Company has submitted the Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance concerning Disclosure of Corporate Affairs, etc. to report on matters resolved and the results of voting at the General Shareholders Meeting.

2. Details of the Extraordinary Report

(1) Date on which the General Shareholders Meeting was held:  
June 13, 2014

(2) Details of the matters resolved:  
First Item: Distribution of Dividends

(i) Conditions and Total Value of Dividend Assets Allocated to Shareholders  
JPY 22 per share of common stock

Total value of JPY 39,650,406,312

(ii) Effective Date of Distribution of Dividends

June 16, 2014

Second Item: Election of Thirteen (13) Directors

Thirteen (13) directors, namely Fumihiko Ike, Takanobu Ito, Tetsuo Iwamura, Takashi Yamamoto, Yoshiharu Yamamoto, Toshihiko Nonaka, Masahiro Yoshida, Nobuo Kuroyanagi, Hideko Kunii, Yuji Shiga, Kohei Takeuchi, Shinji Aoyama and Noriya Kaihara, were elected.

**Table of Contents**

- (3) Number of affirmative votes, negative votes and abstentions in respect of the matters for resolution described above, results of voting and requirements for the approval of such matters for resolution:

<b>Proposals</b>	<b>Number of affirmative votes</b>	<b>Number of negative votes</b>	<b>Number of abstentions</b>	<b>Ratio of affirmative votes (%)</b>	<b>Approved/disapproved</b>
<b>First Item</b>	13,878,484	207,355	23,297	94.46	Approved
<b>Second Item</b>					
Fumihiko Ike	13,562,653	517,993	37,293	92.26	Approved
Takanobu Ito	13,895,884	184,762	37,293	94.52	Approved
Tetsuo Iwamura	13,856,567	182,701	78,669	94.26	Approved
Takashi Yamamoto	13,835,040	204,227	78,669	94.11	Approved
Yoshiharu Yamamoto	13,835,061	204,207	78,669	94.11	Approved
Toshihiko Nonaka	13,800,452	238,815	78,669	93.87	Approved
Masahiro Yoshida	13,834,911	221,002	62,025	94.11	Approved
Nobuo Kuroyanagi	13,176,390	910,291	31,260	89.63	Approved
Hideko Kunii	14,049,854	50,139	17,951	95.57	Approved
Yuji Shiga	13,835,077	204,191	78,669	94.11	Approved
Kohei Takeuchi	13,835,069	204,199	78,669	94.11	Approved
Shinji Aoyama	13,835,015	204,253	78,669	94.11	Approved
Noriya Kaihara	13,834,935	204,333	78,669	94.11	Approved

Notes:

- (i) The requirements for approval of each matter for resolution are as follows:
- For the First Item of the proposals, a majority vote of the shareholders entitled to vote and present at the General Shareholders Meeting
  - For the Second Item of the proposals, a majority vote of the shareholders present at the General Shareholders Meeting who hold shares representing in aggregate not less than one-third (1/3) of the voting rights of all shareholders entitled to vote
- (ii) The ratio of affirmative votes is the ratio of the aggregate of the number of voting rights exercised prior to the General Shareholders Meeting and the number of votes by the shareholders present at the General Shareholders Meeting, through which approval was able to be ascertained for each of the proposals, against the aggregate of the number of voting rights exercised prior to the General Shareholders Meeting and the number of voting rights of all the shareholders present at the General Shareholders Meeting.

**Table of Contents**

- (4) Reasons for not including certain number of votes by shareholders present at the meeting in the number of votes mentioned above

The aggregate number of (a) the voting rights exercised prior to the General Shareholders Meeting and (b) the votes by shareholders present at the General Shareholders Meeting, through which approval or disapproval was able to be ascertained for each of the proposals, was sufficient to meet the approval requirements and therefore the matters were duly resolved under the Company Law. Accordingly, the number of votes by the shareholders present at the General Shareholders Meeting, but for which approval, disapproval or abstention for each proposal could not be confirmed, were not included in the numbers of affirmative votes/negative votes/abstentions mentioned in paragraph (3) above.



**Table of Contents**

CORPORATE GOVERNANCE

HONDA MOTOR CO., LTD.

Last updated: June 20, 2014

Honda Motor Co., Ltd.

Takanobu Ito

Contact and telephone number: Legal Division

Telephone: 03-3423-1111 (main number)

Securities code number: 7267

<http://www.honda.co.jp>

The status of corporate governance at Honda Motor Co., Ltd. (hereinafter, Honda, the Company) is as follows.

**I. Basic Approach to Corporate Governance, and Capital Composition, Corporate Attributes and Other Basic Information**

**1. Basic Approach**

Honda considers the enhancement of its corporate governance structures to be an important management issue and engages in a program of associated initiatives, in keeping with its fundamental corporate philosophy, to increase the level of trust of shareholders, investors, customers and the general public so that it can be a company that society wants to exist.

**Table of Contents**

Honda will continue to strive to realize robust and highly transparent management, by conducting accurate release and disclosure of corporate information, including the timely and accurate release and disclosure of quarterly financial results and management policies, to increase the level of trust and understanding of shareholders and investors, customers and the general public.

**2. Capital Composition****Percentage of shares held by foreign investors: 30% or more****Principal Shareholders**

<b>Name or Designation</b>	<b>Number of Shares Held (thousands)</b>	<b>Percentage of Total Shares Issued (%)</b>
Japan Trustee Services Bank, Ltd. (Trust Account)	117,059	6.46
The Master Trust Bank of Japan, Ltd. (Trust Account)	85,359	4.71
Moxley & Co. LLC	55,964	3.09
Meiji Yasuda Life Insurance Company	51,199	2.83
Tokio Marine & Nichido Fire Insurance Co., Ltd.	42,553	2.35
State Street Bank and Trust Company 505223	40,472	2.23
JPMorgan Chase Bank 380072	37,288	2.06
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	36,686	2.03
Nippon Life Insurance Company	30,883	1.70
Mitsui Sumitomo Insurance Company, Limited	25,739	1.42

**Existence of controlling shareholders (excluding the parent company):**

**Table of Contents**

**Existence of a parent company:** None

**Supplementary explanation:**

**3. Corporate Attributes**

**Stock Exchange Listings and market classification:** Tokyo Stock Exchange, First Section

**Annual closing of accounts:** March

**Industry classification:** Transportation equipment

**Number of employees (on a consolidated basis) on the closing date of previous fiscal year:** 1,000 or more

**Net sales (consolidated) in the previous fiscal year:** ¥1 trillion (1,000,000,000,000) or more

**Number of consolidated subsidiaries on the closing date of the previous fiscal year:** 300 or more

**4. Guidelines for Measures for Protection of Minority Shareholders when Conducting Transactions, Etc., with Controlling Shareholders**

**5. Other Special Situations That Might Have a Major Influence on Corporate Governance**

The Company has two subsidiaries that are listed companies. The Company respects the independence of these listed companies and other subsidiaries.

**Table of Contents**

**II. Overview of Management Supervisory Organization Related to Decision Making, Execution and Supervision and Other Corporate Governance Systems**

**1. Matters Related to Governance Units and Their Operation, Etc.**

Form of governance organization: Company with corporate auditors

**Information on Directors**

Number of directors specified in the Articles of Incorporation: 15

Term of directors specified in the Articles of Incorporation: 1 year

Chairperson of the Board of Directors: Chairman

Current number of directors: 13

Appointment of outside directors: Appointed

Number of outside directors: 2

Number of directors specified as independent directors: 1

**Relationship with the Company (1)**

Name : Nobuo Kuroyanagi

Affiliation : From another company

Relationship with the Company : d/h \*1

Name : Hideko Kunii

Affiliation : Scholar

Relationship with the Company : h \*1

**Table of Contents**

**\*1: Options for Categories of Relationship with the Company**

- a. From the parent company
- b. From another affiliate company
- c. Principal Company shareholder
- d. Also holds concurrent position of outside director and/or outside corporate auditor of another company
- e. Executive officer and director, executive officer, etc., of another company
- f. Spouse, relative within the third degree of consanguinity, or a person of similar status of an executive officer and director, executive officer, etc., of the Company or of a related business that has a special relationship with the Company
- g. Person with some financial interest relationship with the Company, including receipt of remuneration as a director of the parent or a subsidiary of the Company
- h. Person who has concluded a limitation of liability contract with the Company
- i. Other

**Relationship with the Company (2)**

Name : Nobuo Kuroyanagi

Status as independent director : No

Supplementary explanation of applicable items :

Outside director Nobuo Kuroyanagi held the position of director and chairman of The Bank of Tokyo-Mitsubishi UFJ, Ltd. until March 2012. The Company has transactions with The Bank of Tokyo-Mitsubishi UFJ, including deposits, foreign and domestic exchange, etc.

**Table of Contents**

Reasons for the selection of this outside director (In the case a director is specified as an independent director, include information on the reasons for selection as an independent director) :

Based on his abundant experience and considerable knowledge regarding corporate management, the Company wishes to receive his advice regarding the Company's operations from an objective and highly sophisticated perspective.

There are no special conflicts of interest between the Company and Nobuo Kuroyanagi, and the Company's judgment is that no conflicts of interest will arise with the Company's shareholders in general.

Name : Hideko Kunii

Status as independent director : Yes

Supplementary explanation of applicable items :

Reasons for the selection of this outside director (In the case a director is specified as an independent director, include information on the reasons for selection as an independent director) :

Based on her abundant experience and considerable knowledge regarding corporate activities and the software field in Japan as well as overseas and her active involvement in the area of gender equality, the Company wishes to receive her advice regarding the Company's operations from an objective and highly sophisticated perspective.

There are no additional matters which fall under the requirements for disclosure regarding her independence.

There are no conflicts of interest between the Company and Hideko Kunii, and the Company's judgment is that no conflicts of interest will arise with the Company's shareholders in general.

**Table of Contents**

**Information on Corporate Auditors**

Existence of a Board of Corporate Auditors: Established

Number of corporate auditors specified in the Articles of Incorporation: 7

Current number of corporate auditors: 5

**Collaboration among the Corporate Auditors, Accounting Auditors and the Audit Office**

During fiscal year 2013, the Corporate Auditors and Accounting Auditors held 10 meetings. The Accounting Auditors explained and reported to the Corporate Auditors their auditing plans, results of their auditing activities, etc., and exchanged opinions.

The Corporate Auditors receive periodic reports from the Audit Office (with 34 staff members), which is the internal auditing department of the Company, regarding auditing policies, auditing plans and the results of audits. In addition, the Corporate Auditors and the Audit Office implement internal audits independently and in collaboration with one another.

Appointment of outside corporate auditors: Appointed

Number of outside corporate auditors: 3

Number of outside corporate auditors specified as independent outside corporate auditors: 2

**Relationship with the Company (1)**

Name : Hirotake Abe

Affiliation : Certified public accountant

Relationship with the Company : d/h \*1

**Table of Contents**

Name : Tomochika Iwashita

Affiliation : From another company

Relationship with the Company : d/h \*1

Name : Toshiaki Hiwatari

Affiliation : Attorney at law

Relationship with the Company : d/h \*1

**\*1: Options for Categories of Relationship with the Company**

- a. From the parent company
- b. From another affiliate company
- c. Principal Company shareholder
- d. Also holds concurrent position of outside director and/or outside corporate auditor of another company
- e. Executive officer and director, executive officer, etc., of another company
- f. Spouse, relative within the third degree of consanguinity, or a person of similar status of an executive officer and director, executive officer, etc., of the Company or of a related business that has a special relationship with the Company
- g. Person with some financial interest relationship with the Company, including receipt of remuneration as a director of the parent or a subsidiary of the Company
- h. Person who has concluded a limitation of liability contract with the Company
- i. Other



**Table of Contents**

**Relationship with the Company (2)**

Name : Hirotake Abe

Status as independent Auditor : Yes

Supplementary explanation of applicable items :

Reasons for the selection of this Outside Corporate Auditor (In the case a Corporate Auditor is specified as an independent Auditor, include information on the reasons for selection as an independent Auditor.) :

Based on abundant experience and considerable knowledge as a certified public accountant, he conducts auditing activities from a broad and sophisticated perspective.

There are no additional matters which fall under the requirements for disclosure regarding his independence.

There are no conflicts of interest between the Company and Hirotake Abe, and the Company's judgment is that no conflicts of interest will arise with the Company's shareholders in general.

Name : Tomochika Iwashita

Status as independent Auditor : No

Supplementary explanation of applicable items :

Outside Corporate Auditor Tomochika Iwashita held the position of director and deputy president of Tokio Marine & Nichido Fire Insurance Co., Ltd., until June 2006. The Company has transactions with Tokio Marine & Nichido Fire Insurance, including insurance contracts.

Reasons for the selection of this Outside Corporate Auditor (In the case a Corporate Auditor is specified as an independent Auditor, include information on the reasons for selection as an independent Auditor.) :

**Table of Contents**

Based on abundant experience and considerable knowledge regarding corporate management, he conducts auditing activities from a broad and sophisticated perspective.

There are no conflicts of interest between the Company and Tomochika Iwashita, and the Company's judgment is that no conflicts of interest will arise with the Company's shareholders in general.

Name : Toshiaki Hiwatari

Status as independent Auditor : Yes

Supplementary explanation of applicable items :

Reasons for the selection of this Outside Corporate Auditor (In the case a Corporate Auditor is specified as an independent Auditor, include information on the reasons for selection as an independent Auditor.) :

Based on abundant experience and considerable knowledge as a legal affairs specialist, he conducts auditing activities from a broad and sophisticated perspective.

There are no additional matters which fall under the requirements for disclosure regarding his independence.

There are no conflicts of interest between the Company and Toshiaki Hiwatari, and the Company's judgment is that no conflicts of interest will arise with the Company's shareholders in general.

**Matters Relating to Independent Directors and Auditors**

Number of independent directors and auditors: 3

**Table of Contents**

**Other Matters Related to Independent Directors and Auditors**

**Provision of Incentives**

Status of measures to provide incentives to directors: Introduction of a performance-linked remuneration system.

**Supplementary Explanation of Matters Related to This Item**

The Company pays bonuses to Directors that reflect performance in each fiscal year.

**Persons Eligible for Stock Options :**

**Supplementary Explanation of Matters Related to This Item :**

**Matters Related to the Remuneration of Directors**

Status of Disclosure of Remuneration of Individual Directors: Disclosed only for certain individuals

**Supplementary Explanation of Matters Related to this Item**

The total Directors' remuneration paid to the 14 Directors in fiscal year 2013 was ¥570 million. Of this amount, the two Outside Directors received a total of ¥23 million. The six Corporate Auditors received ¥181 million in total, and the three Outside Corporate Auditors were paid ¥47 million. Thus, the total remuneration for all Directors and Corporate Auditors was ¥751 million. Also, regarding Directors' bonuses, the 13 Directors were paid a total of ¥283 million. Of this amount, the two Outside Directors received a total of ¥8 million.

Additionally, in fiscal year 2013, Director and President Takanobu Ito received Director's remuneration of ¥102 million and a Director's bonus of ¥48 million, a total of ¥150 million, Director and Chairman Fumihiko Ike received Director's remuneration of ¥74 million and a Director's bonus of ¥33 million, a total of ¥107 million, and Director, Executive Vice President and Executive Officer Tetsuo Iwamura received Director's remuneration of ¥112 million and a Director's bonus of ¥29 million, a total of ¥141 million. Director's remuneration for Tetsuo Iwamura was paid by American Honda Motor Co., Inc.

**Table of Contents**

**Existence of Policies Determining the Amount of Remuneration or Method of Calculating Remuneration:**  
Exists

**Disclosure of Policies Determining the Amount of Remuneration or Method of Calculating Remuneration**

Remuneration of Directors and Corporate Auditors is made up of the following components. Remuneration of Directors comprises payment for their conduct of duties as Directors and Directors' bonuses, which are linked to Company performance during the fiscal year. Remuneration of Corporate Auditors includes only remuneration for their conduct of duties as Corporate Auditors.

Remuneration of Directors and Corporate Auditors is paid from a maximum allocation for this purpose approved by the General Meeting of Shareholders. Payments to Directors are made within the limits of this allocation based on the remuneration criteria approved by the Board of Directors. Payments to Corporate Auditors are made based on deliberations of the Corporate Auditors.

Directors' bonuses are paid from a maximum allocation for this purpose approved by the General Meeting of Shareholders. Payments to Directors are decided by the Board of Directors within the limits of this allocation, based on Company performance during the fiscal year to which they apply, Directors' bonuses in previous years and other considerations. Bonuses to Corporate Auditors were eliminated in 2010, and remuneration for Corporate Auditors is paid only for their conduct of duties as Corporate Auditors.

In addition, all Directors and Corporate Auditors contribute a specified amount of their remuneration to the Directors and Corporate Auditors' shareholder association, purchase Company shares, and hold these shares throughout their tenure.

**Table of Contents**

**Support Systems for Outside Directors (Outside Corporate Auditors)**

The Corporate Auditors Office has been formed as a staff organization directly under the Board of Corporate Auditors to provide support, and it reports directly to the Board of Corporate Auditors. In addition, minutes of the meetings of the Board of Directors and other information are provided to the Outside Directors and Outside Corporate Auditors if necessary.

**2. Matters Related to Governance Functions, Including Execution of Management, Auditing and Internal Supervision, Nominations and Decisions on Remuneration Etc. (Current Corporate Governance System)  
Board of Directors**

The Board of Directors comprises 13 members (comprising of 11 Inside Directors and 2 Outside Directors, or 12 men and 1 woman). The Board of Directors is responsible for making decisions with respect to important management matters, including the conduct of important business activities and other matters as prescribed by law. Board decisions are made after deliberating such matters according to established criteria, assessing risks and giving such matters due consideration. The Board of Directors is also responsible for supervising and monitoring the conduct of duties. In fiscal year 2013, the Board of Directors met 9 times.

**Outside Directors**

The Company appoints outside Directors who can offer advice on its corporate activities from an objective and broad perspective based on their abundant experience and considerable knowledge. In selecting Outside Directors, in principle, the Company seeks to identify persons whose interests are not in conflict with those of its shareholders and persons who have a high degree of independence.

**Table of Contents**

**Board of Corporate Auditors**

The Board of Corporate Auditors comprises five members (including three outside Corporate Auditors). Each Corporate Auditor, through attendance at meetings of the Board of Directors, examination of status of Company assets and other activities, undertakes to audit the Directors in the conduct of their duties in accordance with the auditing criteria for Corporate Auditors, auditing policies and division of duties etc. determined by the Board of Corporate Auditors.

To provide timely and accurate reports to the Corporate Auditors, *Standards for Corporate Auditor Reports* has been established. Based on these standards, reports are made periodically to the Corporate Auditors on the status of the business operations of the Company and its subsidiaries etc., the design and operation of internal control systems and other matters. Also, when events occur that have a major impact on the Company, reports are prepared for the Corporate Auditors. Moreover, the Corporate Auditors attend the meetings of the Executive Council and other important meetings. In fiscal year 2013, the Board of Corporate Auditors met 9 times.

**Status of Activities to Strengthen the Functions of the Corporate Auditors**

The Company has formed the Corporate Auditors' Office as a staff organization directly under the Board of Corporate Auditors to provide support to the Board of Corporate Auditors. Corporate Auditor Kunio Endo has had sufficient operating experience in the finance and accounting departments of the Company and its subsidiaries, and Corporate Auditor Hirotake Abe has abundant experience and considerable knowledge as a certified public accountant. Both of these Corporate Auditors qualify as persons with considerable knowledge of finance and accounting, as specified under Article 121-8 of the Implementation Regulations of Japan's Company Law. In addition, the Company's Board of Corporate Auditors has recognized Corporate Auditors Kunio Endo and Hirotake Abe as specialists in finance in the Board of Corporate Auditors as specified in the regulations of the U.S. Securities and Exchange Commission, based on Article 407 of U.S. Public Company Accounting Reform and Investor Protection Act of 2002 (Sarbanes-Oxley Act of 2002).

## **Table of Contents**

The Company has appointed Outside Corporate Auditors who can conduct auditing activities from a broad and sophisticated perspective based on their abundant experience and considerable knowledge. In selecting these Outside Corporate Auditors, in principle, the Company seeks to identify persons whose interests are not in conflict with those of its shareholders and persons who have a high degree of independence.

## **Decisions on Candidates for Director and Corporate Auditor**

Candidates for Director are determined by the decisions of the Board of Directors. Candidates for Corporate Auditor are selected by decisions of the Board of Directors with the approval of the Board of Corporate Auditors.

## **Organizational Operating System**

Under the Company's operating systems, to further develop its business operations with strong ties to regions around the world, based on its basic philosophy and from a long-term perspective, headquarters have been established in six regions. The Motorcycle Business, Automobile Business, Power Products and Other Businesses have developed medium- to long-term plans by product and are making adjustments to pursue optimal business operations globally. In addition, each of the Company's functional headquarters, including Business Management Operations, Business Support Operations, IT Operations, Purchasing Operations and Customer Service Operations, is providing support and making appropriate adjustments etc. to increase the effectiveness and efficiency of the Honda Group as a whole.

R&D activities are conducted mainly by independent subsidiaries. These activities are carried out on a free and competitive basis, centering around Honda R&D Co., Ltd., for products, and Honda Engineering Co., Ltd., for production technologies, with the goal of creating distinctive and internationally competitive product groups through the application of advanced technology.

## **Table of Contents**

### **Operating Officer System**

The Company appoints Operating Officers to regional, business and functional headquarters, R&D subsidiaries and other major organizational units. This management system facilitates the making of rapid and appropriate management judgments at the regional and working level.

### **Executive Council**

The Company has formed an Executive Council, which is composed of Operating Officers of senior managing officer level and above. This council conducts prior discussions of items that will be decided by the Board of Directors, and, within the limits of authority delegated to it by the Board of Directors, deliberates important management matters.

### **Regional Operating Boards**

To give greater autonomy to the regional level and make rapid management decisions, the Company has formed regional operating boards within each regional headquarters. Within the limits of authority delegated to them by the Executive Council, these regional operating boards deliberate important management matters within their respective regions.

### **Accounting Audit**

The Company has been audited from an accounting perspective by KPMG AZSA LLC as required under Japan's Company Law, Japan's Financial Instruments and Exchange Law and the Securities and Exchange Law of the United States.

Within KPMG AZSA LLC, a total of 113 staff conducted the audit. These accounting firm staff members comprised three certified public accountants (Sawaharu Kanai, Hiroyuki Yamada and Tsutomu Ogawa) who were in overall charge of the accounting audit, and 110 professional staff (including 58 certified public accountants, 5 accountants with U.S. certified public accountant status and 47 other staff members).



## **Table of Contents**

The total remuneration paid to KPMG AZSA LLC and its affiliated accounting firm, KPMG, in fiscal year 2013 for the preparation of the auditor's report, based on Japan's Company Law, Japan's Financial Instruments and Exchange Law, and the Securities and Exchange Law of the United States, which covered the Company and its consolidated subsidiaries, was ¥3,670 million. In addition, remuneration paid by the Company and its consolidated subsidiaries in fiscal year 2013 for services other than auditing services received from KPMG AZSA LLC and its affiliated accounting firm, KPMG, amounted to ¥120 million.

### **Method of Determining Accounting Auditor Remuneration**

In deciding the amount of remuneration for services provided by the Company's Accounting Auditor, various factors are taken into consideration in discussions with the accounting firm, including the Company's size, special features, the time schedule for the audit and other matters. In addition, to preserve the independence of the Accounting Auditor, remuneration to be paid is decided by the Board of Directors, with the prior approval of the Board of Corporate Auditors.

### **3. Reasons for the Selection of the Company's Current Corporate Governance System**

As a company adopting the board of corporate auditors system of corporate governance, the Company has elected internal members of its Board of Directors who have an in-depth understanding of the Company's business activities, and two outside directors who have objective, broad and highly sophisticated perspectives. In addition, the Company's Board of Corporate Auditors, which is independent of the Board of Directors, has more than a majority of outside Corporate Auditors. The Board of Directors and Board of Corporate Auditors are responsible for supervising and monitoring the conduct of management.

Management's judgment is that the current corporate governance system is functioning appropriately in supervising and monitoring the conduct of management.

**Table of Contents**

**III. Status of Implementation of Measures Related to Shareholders and Other Interested Parties**

**1. Initiatives to Reactivate the General Meeting of Shareholders and Facilitate the Smooth Execution of Voting Rights**

Earlier distribution of the notice of the General Meeting: No

**Supplementary Explanation**

Scheduling of the General Meeting on days to avoid conflicts with other companies' shareholder meetings

**Supplementary Explanation**

Holding the Regular General Meeting of Shareholders as early as possible, after considering preparation of schedules, etc.

Electronic exercise of voting rights

**Supplementary Explanation**

The Company is working to make it possible for shareholders to execute their voting rights via the Internet using PCs and mobile communication devices.

Participation in an electronic voting platform and taking initiatives to improve the voting environment for institutional investors

**Supplementary Explanation**

Participating in voting platform.

Offer an English-language version of the General Meeting notice (summary)

**Table of Contents**

**Supplementary Explanation**

Offering an English-language translation of the notice of the General Meeting for foreign investors.

Other

**Supplementary Explanation**

Preparing an easy-to-understand business report using slides and holding events adjacent to the auditorium where the General Meeting is held to display Honda products and others. Also, following the directives of Japan's Cabinet Office, concerning disclosing corporate information etc. announcing the results of the voting during the General Meeting.

**2. Status of Investor Relations (IR) Activities**

Hold periodic information meetings for analysts and institutional investors

**Supplementary Explanation**

Holding information meetings to announce quarterly results (four times a year), and, as necessary, holding press conferences with the CEO presenting.

**Explanation by Company Representatives**

Yes

Hold periodic information meetings for foreign investors

**Supplementary Explanation**

For key foreign institutional investors at appropriate times conducting to explain the Honda Group's business strategies etc..

**Explanation by Company Representatives**

Yes

Post IR materials on the Company website

**Table of Contents**

**Supplementary Explanation**

Posting various types of Company information for investors on the Company website (Japanese: <http://www.honda.co.jp/investors/> English: <http://world.honda.com/investors/>). Making timely disclosure of materials simultaneously in Japanese and English.

Appoint an IR Representative and create an IR department

**Supplementary Explanation**

The Company has appointed IR Representative in Japan and North America and is working to expand and enhance IR activities.

Other initiatives

**Supplementary Explanation**

Issuing a periodic publication for shareholders (*Kabunushi Tsushin*) that contains information on Honda's business, products, financial performance and other topics. In addition, holding on-site tours of Honda factories and other facilities in Japan and overseas for shareholders and investors.

**3. Initiatives Related to Respecting the Viewpoints of Stakeholders**

Require respect for the viewpoints of stakeholders through issuance of internal guidelines.

**Supplementary Explanation**

To solidify trust in Honda among customers and in society, a code of conduct has been issued to be shared by all personnel working in the Honda Group: *Honda Conduct Guidelines*.

**Table of Contents**

Implement environmental preservation and other CSR activities, etc.

**Supplementary Explanation**

Issuing a report on environmental preservation activities: *Honda Environmental Annual Report*, and a report on CSR activities, *Honda CSR Report*. In addition, information on safety is made available through the issuance of the *Honda Safe Driving Report*. These reports are available on the Honda website.

Establish policies, etc., for offering information to stakeholders.

**Supplementary Explanation**

To gain substantially increased trust and mutual understanding of all stakeholders, Honda emphasizes transparency to offer information proactively. For disclosure of corporate information through earnings and financial reports, a Disclosure Committee has been formed comprising the Operating Officer in charge and other personnel, which is in charge of deliberating the accuracy and appropriateness of disclosure content.

**Table of Contents**

**IV. Matters Related to Internal Control Systems**

**1. Basic Approach to and Current Status of Internal Control Systems**

- (1) Systems for ensuring that the execution of duties by Directors and employees complies with the law and the Company's Articles of Incorporation

The Company has prepared the Honda Conduct Guidelines which provide for conformity with applicable laws and internal rules and regulations as guidelines for conduct which should be shared by the Company's management and employees, and implements measures to ensure that all management personnel and employees are made aware of and follow these guidelines.

The Company establishes its compliance system such as by appointing a Compliance Officer, who is a director in charge of compliance-related initiatives and by establishing the Compliance Committee and the Business Ethics Improvement Proposal Line.

- (2) Systems related to retention and management of information on execution of duties by the Directors  
Information related to the execution of duties by the Directors, including minutes of Board of Directors meetings and other important meetings, is retained and stored appropriately in accordance with the Company's document management policy.

- (3) Regulations and other systems related to risk management

Important management issues are taken up by the Board of Directors, the Executive Council and/or Regional Operating Boards, which discuss them in accordance with established rules of procedure, assess associated risks and make decisions after due consideration.

**Table of Contents**

A Risk Management Officer is appointed as a director in charge of promoting risk management initiatives. The Risk Management Officer playing the main role, risk information is collected and evaluated (of these risks, significant risk is promptly reported to the division in charge along with instructions on the countermeasures, and its progress is then monitored).

For large-scale disasters requiring Company-level crisis management, the Company organizes the system, such as by establishing the *Corporate Crisis Management Policy* and the *Honda Crisis Response Rules*.

(4) Systems for ensuring that the execution of duties by the Directors is being conducted efficiently  
The Company has established a system for operating its organizational units that reflects its fundamental corporate philosophy. For example, separate headquarters have been set up for each region, business and function, and an operating officer has been assigned to each headquarters and main division. In addition, we have implemented a system that enables prompt and appropriate decision making by having the Executive Council and Regional Operating Boards deliberate on important management issues.

To conduct management efficiently and effectively, business plans are prepared on an annual basis and for the medium term, and measures are taken to share these plans.

(5) Systems for ensuring that the corporate group, comprised of the Company and its subsidiaries, conducts business activities appropriately

The Company and its subsidiaries share the *Honda Conduct Guidelines* and basic policies regarding corporate governance. In addition, each subsidiary works to promote activities that are in compliance with the laws of countries in which they operate and practices observed in their respective industries as they endeavor to enhance corporate governance.

**Table of Contents**

As for the business execution of its subsidiaries, the Company helps with the establishment of account settlement rules. When it comes to important management issues, the Company requests the subsidiary to obtain prior approval from the Company or to report to the Company according to its internal rules. The business control division of the Company regularly receives reports on the subsidiary's business plans to confirm the appropriateness of the operation.

The Business Ethics Improvement Proposal Line of the Company establishes an internal whistle-blowing and response system for the Company and subsidiaries and major subsidiaries have such internal reporting functions etc. These systems enable the Honda Group to discover and respond to issues that may arise at an early date.

The Audit Office, which directly reports to the president and CEO, is working to strengthen internal auditing functions within the Honda Group, internal auditing of all units, supervising and providing guidance to internal auditing units in major subsidiaries, conducting audits of subsidiaries directly when necessary.

In the case of a company accounted for by the equity method, the Company works to improve corporate governance throughout the Group by seeking the understanding and cooperation of such companies with Honda's basic corporate governance policies.

- (6) Provision of employees when assistance is requested by corporate auditors and independence of such employees from the Directors

The Corporate Auditors' Office has been established as a supportive staff organization directly under the Board of Corporate Auditors to provide support to the Corporate Auditors.

- (7) Systems for ensuring Directors and employees report to Corporate Auditors and other systems related to the reporting to Corporate Auditors

In addition to regularly reporting the state of operations at the Company and its subsidiaries and the state of implementation and operation of internal control systems, including those related to compliance and risk management, any information that may have a significant impact on the Company's operations is also reported to the Corporate Auditors.



**Table of Contents**

(8) Other systems for ensuring the effectiveness of audits by Corporate Auditors

The Corporate Auditors work closely with the Audit Office, which serves as the Company's internal audit department, to conduct business audits of the Company and its subsidiaries. Additionally, the Corporate Auditors attend the Executive Council and other important meetings.

**2. Basic Approach to and Current Status of Activities to Exclude Anti-Social Elements**

Honda's basic policy is to maintain a resolute attitude at all times toward anti-social elements that threaten social order and safety. An organizational unit has been formed to respond to these elements, and the Company works closely with the police and other outside organizations.

**Table of Contents**

**V. Other Information**

1. Adoption of anti-takeover measures

Existence of anti-takeover provisions: None

Supplementary Explanation of Matters Related to this Item

2. Other matters related to corporate governance, etc.

Basic policy for timely disclosure

The Company regards the following as material information that should be disclosed and works to make such information available promptly, appropriately and fairly to shareholders, investors and other stakeholders.

Material information

(1) Corporate information that must be disclosed under Japan's Financial Instruments and Exchange Law and the regulations of stock exchanges (as set forth in regulations regarding listed securities) and that will have a material impact on investment judgments.

(2) Other corporate information that may have a material impact on investment judgments.

Internal systems for timely disclosure of corporate information

The Company has established systems for the management of corporate information under which, under the supervision of the officer in charge of handling information (the officer in charge of Corporate Communications), the General Affairs, Legal, Finance and Accounting divisions collect corporate information which is expected to constitute information that is subject to timely disclosure from the Company's decision-making body, units that have principal responsibility (units with principal responsibility) for businesses relating to the relevant information and subsidiaries and manages such information.

**Table of Contents**

Decisions on whether the information is material and should be disclosed and the manner in which it should be disclosed are made, in accord with the basic policy previously mentioned, through joint discussions led by the officer in charge of handling information (the officer in charge of Corporate Communications) together with the General Affairs, Legal, Finance and Accounting divisions; the representative directors; units with principal responsibility; and the officers who manage and supervise such units (officers in charge).

**Table of Contents**

**Table of Contents**