

HONDA MOTOR CO LTD  
Form 6-K  
June 14, 2013  
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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 2013

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:**

CELAYA, Mexico, May 2, 2013 - Honda de Mexico, S.A. de C.V. announced plans to construct a new transmission plant in Celaya, near the city of Guanajuato, on the same site as the new automobile plant currently under construction that will begin production of the Honda Fit in Spring 2014.

**Exhibit 2:**

The Board of Directors of Honda Motor Co., Ltd. (the Company), at its meeting held on May 16, 2013, resolved to propose a matter of Amendments to Articles of Incorporation as follows as an agenda item for the Company's 89th ordinary general meeting of shareholders scheduled to be held on June 19, 2013.

**Exhibit 3:**

The Board of Directors of Honda Motor Co., Ltd., at its meeting held on May 16, 2013, resolved to convene the Company's 89th ordinary general meeting of shareholders as follows.

**Exhibit 4:**

Notice of Convocation of the 89th Ordinary General Meeting of Shareholders of Honda Motor Co., Ltd. (the Company) has become available on May 29, 2013 on the Company's website written below.

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

**Exhibit 5:**

The English translation of unconsolidated financial information for the fiscal year ended March 31, 2013 included in exhibit of Notice of Convocation of the 89th Ordinary General Meeting of Shareholders of Honda Motor Co., Ltd.

**Exhibit 6:**

BEIJING, China, May 28, 2013 - Guangqi Honda Automobile Co., Ltd., an automobile production and sales joint venture of Honda in China, held a ceremony to commemorate the start of construction of a third production line and an engine plant within the property of the existing ZengCheng Plant.

**Exhibit 7:**

Bengaluru, India, May 28, 2013 - Honda Motorcycle & Scooter India Pvt. Ltd., the second largest motorcycle company in India inaugurated its most advanced and latest third motorcycle production plant at Narsapura Area, District Kolar (Karnataka) today.

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

Date: June 14, 2013

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**Honda to Build New Transmission Plant in Celaya, Mexico**

CELAYA, Mexico, May 2, 2013 Honda de Mexico, S.A. de C.V. announced plans to construct a new transmission plant in Celaya, near the city of Guanajuato, on the same site as the new automobile plant currently under construction that will begin production of the Honda Fit in Spring 2014.

For details, please refer to the website of Honda Motor Co., Ltd

<http://world.honda.com/news/2013/c130502New-Transmission-Plant-Mexico/index.html>

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[Translation]

May 16, 2013

To: Shareholders of Honda Motor Co., Ltd.

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

**Notice Concerning Partial Amendments to Articles of Incorporation**

The Board of Directors of Honda Motor Co., Ltd. (the Company), at its meeting held on May 16, 2013, resolved to propose a matter of Amendments to Articles of Incorporation as follows as an agenda item for the Company's 89th ordinary general meeting of shareholders scheduled to be held on June 19, 2013.

**Particulars**

1. Reasons for Amendments

The amendments are for making an addition to the Company's business objects for the purpose of conducting electricity generation using renewable energy, etc. and the supply and sale of such electricity (Article 2 of the proposed amendments).

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2. Contents of amendments

Portions of the existing Articles of Incorporation will be amended as follows:

(The underlines indicate the portions to be amended.)

<b>Present Articles</b>	<b>Proposed Amendments</b>
<b>Chapter I. General Provisions</b>	<b>Chapter I. General Provisions</b>
<b>(Objects)</b>	<b>(Objects)</b>
Article 2.	Article 2.
The object of the Company shall be to carry on the following business:	The object of the Company shall be to carry on the following business:
1.	1.
1 [Provisions omitted]	1 [Same as at present]
8.	8.
[Newly established]	<u>9. Electricity generation and supply and sale of electricity</u>
9. [Provisions omitted]	10. [Same as at present]

3. Schedule

Scheduled date of the ordinary general meeting of shareholders for the purpose of the amendments to the Articles of Incorporation:

Wednesday, June 19, 2013

Scheduled date when amendments to the Articles of Incorporation come into effect:

Wednesday, June 19, 2013

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[Translation]

May 16, 2013

To: Shareholders of Honda Motor Co., Ltd.

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

**Notice Concerning 89th Ordinary General Meeting of Shareholders**

The Board of Directors of Honda Motor Co., Ltd., (the Company), at its meeting held on May 16, 2013, resolved to convene the Company's 89th ordinary general meeting of shareholders as follows.

**Particulars**

**1. Date and time**

10:00 a.m. on Wednesday, June 19, 2013

**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 89th Fiscal Year (from April 1, 2012 to March 31, 2013); and
2. Report on the results of the audit of the consolidated financial statements for the 89th Fiscal Year (from April 1, 2012 to March 31, 2013) by the independent auditors and the Board of Corporate Auditors.

**Matters to be resolved:**

**First Item:**

Distribution of Dividends



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**Second Item:**

Partial Amendments to the Articles of Incorporation

**Third Item:**

Election of Thirteen (13) Directors

**Fourth Item:**

Election of One (1) Corporate Auditor

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Securities Code Number: 7267

**NOTICE OF CONVOCATION OF  
THE 89TH ORDINARY GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD AT GRAND PACIFIC LE DAIBA, TOKYO, JAPAN  
ON JUNE 19, 2013 AT 10:00 A.M.**

(This is a translation of the original notice  
in the Japanese language mailed on May 29, 2013  
to stockholders in Japan, and is for reference purposes only.)

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

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[Translation]

May 29, 2013

To Stockholders:

**Notice of Convocation of the 89th  
Ordinary General Meeting of Shareholders**

Dear Stockholders:

You are hereby notified that the 89th 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 annual meeting, you may vote by the method outlined below. We request that you exercise your vote after examining the reference documents and other materials enclosed that are related to the annual meeting.

Vote by mail: Please indicate whether you are in favor of, or opposed to, the proposals on the enclosed Annual Meeting Proxy Card, and then send the proxy card to arrive no later than 6:00 p.m. on Tuesday, June 18, 2013.

Yours faithfully,

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

By: Takanobu Ito  
President and Representative Director

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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**Particulars**

- 1. Time and Date:** 10:00a.m. on June 19, 2013 (Wednesday)
- 2. Place:** GRAND PACIFIC LE DAIBA  
Palais Royal on the first basement level, at 2-6-1 Daiba, Minato-ku, Tokyo
- 3. Agenda:**

**Matters to be reported:**

1. Report on the Business Report, Consolidated Balance Sheets and Consolidated Statements of Income for the 89th Fiscal Year (from April 1, 2012 to March 31, 2013);
2. Report on the results of the audit of the consolidated financial statements for the 89th Fiscal Year (from April 1, 2012 to March 31, 2013) by the independent auditors and the Board of Corporate Auditors.

**Matters to be resolved:**

**First Item:**

Distribution of Dividends

**Second Item:**

Partial Amendments to the Articles of Incorporation

**Third Item:**

Election of Thirteen (13) Directors

**Fourth Item:**

Election of One (1) Corporate Auditor

**4. Matters to Be Resolved at the Meeting**

- (1) When proxies submitted show no indication of approval or disapproval on the voting right exercise form, these will be treated as votes of approval for proposals.
- (2) When proxy 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) When voting rights are exercised more than once via the Internet, the last votes submitted via the Internet will be regarded as the effective votes.

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Details regarding these agenda items are contained in the Business Report for the 89th Fiscal Year, which is appended to this Notice of Convocation.

\* In the case that revisions are made to the general shareholders meeting reference materials or attached materials, the revised items will be posted on the Company's website.

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

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**REFERENCE DOCUMENTS**

**CONCERNING EXERCISE OF VOTING RIGHT**

Reference matters with respect to the proposals:

**FIRST ITEM: Distribution of Dividends**

The Company strives to maintain a global perspective, to develop its operations in many countries throughout the world and to increase its corporate value.

With respect to the distribution of profits, the Company regards the distribution of profits to its stockholders to be one of the most important issues for management. The Company will make dividend distributions after taking into account its long-term strategy and consolidated earnings performance and will also acquire its own stock from time to time with the objectives of improving capital efficiency and flexibly implementing capital policies.

Retained earnings will be allocated toward financing R&D activities that are essential for the future growth of the Company and toward capital expenditures and investment programs that will expand the Company's 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

¥19 per share of common stock

Total value of ¥34,243,648,510

(2) Effective Date of Distribution of Dividends

June 20, 2013

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**SECOND ITEM: Partial Amendments to the Articles of Incorporation**

**(1) Reasons for Amendments**

The amendments were made to make an addition to the Company's business objects for the purpose of conducting electricity generation using renewable energy, etc. and the supply and sale of such electricity (Article 2 of the proposed amendments).

**(2) Contents of Amendments**

Portions of the existing Articles of Incorporation will be amended as follows:

(The underlines indicate the portions to be amended.)

<b>Chapter I.</b>	<b>Present Articles</b>	<b>Chapter I.</b>	<b>Proposed Amendments</b>
	<b>(Objects)</b>		<b>(Objects)</b>
	Article 2.		Article 2.
	The object of the Company shall be to carry on the following business:		The object of the Company shall be to carry on the following business:
	1.		1.
	1. [Provisions omitted]		1. [Same as at present]
	8.		8.
	9. [Provisions omitted]		9. <u>Electricity generation and supply and sale of electricity</u>
			10. [Same as at present]





**Table of Contents****THIRD ITEM: Election of Thirteen (13) Directors**

The term of office of each of the twelve (12) current Directors is due to expire at the close of this meeting. It is proposed that the total number of directors be increased by one in order to further strengthen the management system so that thirteen (13) Directors will be appointed at this meeting. The names and particulars of the candidates for the position of Director are provided below.

**Resume, current position and responsibilities**

Candidate No.	Name (Date of birth)	* denotes important concurrent positions		Number of shares of the Company held	Special interest between the candidate and the Company
		in other companies or organizations			
1.	Fumihiko Ike (May 26, 1952)	Joined Honda in February 1982 Chief Operating Officer for Power Product Operations in April 2003 Director of the Company in June 2003 Chief Operating Officer for Business Management Operations in April 2006 Managing Director of the Company in June 2007 Chief Operating Officer for Regional Operations (Asia & Oceania) in April 2008 President and Director of Asian Honda Motor Co., Ltd. in April 2008 Senior Managing Officer and Director of the Company in April 2011 Chief Operating Officer for Business Management Operations in April 2011 Risk Management Officer in April 2011 General Supervisor, Information Systems in April 2011 Chief Operating Officer for IT Operations in April 2012 Government & Industrial Affairs in April 2012 Chairman and Representative Director of the Company in April 2013 (present)		27,400	None
2.	Takanobu Ito (August 29, 1953)	Joined Honda in April 1978 Executive Vice President of Honda R&D Americas, Inc. in April 1998 Director of the Company in June 2000 Senior Managing Director of Honda R&D Co., Ltd. in June 2001 Managing Director of the Company in June 2003 Motor Sports in June 2003 President and Director of Honda R&D Co., Ltd. in June 2003 General Supervisor, Motor Sports in April 2004 General Manager of Suzuka Factory of Production Operations in April 2005 Managing Officer of the Company in June 2005 Chief Operating Officer for Automobile Operations in April 2007 Senior Managing Director of the Company in June 2007 President and Director of Honda R&D Co., Ltd. in April 2009 President and Director of the Company in June 2009 President, Chief Executive Officer and Representative Director of the Company in April 2011 (present) Chief Operating Officer for Automobile Operations in April 2011		26,400	None



**Table of Contents****Resume, current position and responsibilities**

<b>Candidate No.</b>	<b>Name (Date of birth)</b>	<b>* denotes important concurrent positions in other companies or organizations</b>	<b>Number of shares of the Company held</b>	<b>Special interest between the candidate and the Company</b>
3.	Tetsuo Iwamura (May 30, 1951)	<p>Joined Honda in April 1978</p> <p>Chief Operating Officer for Parts Operations in April 2000</p> <p>Director of the Company in June 2000</p> <p>Chief Operating Officer for Regional Operations (Latin America) in April 2003</p> <p>President and Director of Honda South America Ltda. in April 2003</p> <p>President and Director of Moto Honda da Amazonia Ltda. in April 2003</p> <p>President and Director of Honda Automoveis do Brasil Ltda. in April 2003</p> <p>Managing Director of the Company in June 2006</p> <p>Chief Operating Officer for Regional Operations (North America) in April 2007 (present)</p> <p>President and Director of Honda North America, Inc. in April 2007 (present)</p> <p>President and Director of American Honda Motor Co., Inc. in April 2007 (present)</p> <p>Senior Managing Director of the Company in June 2008</p> <p>Senior Managing Officer and Director of the Company in April 2011</p> <p>Senior Managing Officer of the Company in June 2011</p> <p>Executive Vice President and Executive Officer in April 2012 (present)</p> <p>Representative Director of the Company in June 2012 (present)</p> <p>Chief Operating Officer for Automobile Operations in April 2013 (present)</p> <p>Risk Management Officer in April 2013 (present)</p> <p>(Important concurrent positions in other companies or organizations)</p> <p>* President and Director of Honda North America, Inc.</p> <p>* President and Director of American Honda Motor Co., Inc.</p>	26,400	None

**Table of Contents****Resume, current position and responsibilities**

<b>Candidate No.</b>	<b>Name (Date of birth)</b>	<b>* denotes important concurrent positions in other companies or organizations</b>	<b>Number of shares of the Company held</b>	<b>Special interest between the candidate and the Company</b>
4.	Takashi Yamamoto (January 12, 1953)	<p>Joined Honda in April 1977</p> <p>General Manager of Automobile Purchasing Division 1 for Purchasing Operations in April 2000</p> <p>Director of the Company in June 2000</p> <p>Quality, Certification &amp; Regulation Compliance and Service Technology in April 2002</p> <p>Quality, Certification &amp; Regulation Compliance in April 2004</p> <p>President and Director of Honda Manufacturing of Alabama, LLC in April 2005</p> <p>Operating Officer of the Company in June 2005</p> <p>General Manager of Saitama Factory of Production Operations in April 2007</p> <p>Managing Officer of the Company in June 2007</p> <p>President and Director of Yutaka Giken Co., Ltd. in June 2009</p> <p>Managing Officer of the Company in April 2011</p> <p>General Manager of Automobile Production Planning Office in Production Operations in April 2011</p> <p>Senior Managing Officer of the Company in April 2012 (present)</p> <p>Chief Operating Officer for Production Operations in April 2012</p> <p>Director of the Company in June 2012 (present)</p> <p>Production Operation in April 2013 (present)</p> <p>General Manager of Automobile Production Oversight Unit for Automobile Operations in April 2013 (present)</p>	18,400	None
5.	Yoshiharu Yamamoto (March 19, 1953)	<p>Joined Honda in April 1973</p> <p>Managing Director of Honda R&amp;D Co., Ltd. in June 2005</p> <p>Senior Managing Director of Honda R&amp;D Co., Ltd. in June 2007</p> <p>Executive Vice President and Director of Honda R&amp;D Co., Ltd. in June 2010</p> <p>Managing Officer of the Company in April 2011</p> <p>President, Chief Executive Officer and Director of Honda R&amp;D Co., Ltd. in April 2011 (present)</p> <p>Managing Officer and Director of the Company in June 2011</p> <p>Senior Managing Officer of the Company in April 2012 (present)</p> <p>Chief Operating Officer for IT Operations in April 2013 (present)</p> <p>(Important concurrent positions in other companies or organizations)</p> <p>* President, Chief Executive Officer and Director of Honda R&amp;D Co., Ltd.</p>	18,400	None

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<b>Resume, current position and responsibilities</b>				
<b>Candidate</b>	<b>Name</b>	<b>* denotes important concurrent positions in other companies or organizations</b>	<b>Number of shares of the Company held</b>	<b>Special interest between the candidate and the Company</b>
<b>No.</b>	<b>(Date of birth)</b>			
6.	Masahiro Yoshida (March 5, 1957)	Joined Honda in April 1979 Human Resources and Associate Relations for Business Support Operations in April 2007 Operating Officer of the Company in June 2007 General Manager of Hamamatsu Factory of Production Operations in April 2008 Chief Operating Officer for Business Support Operations in April 2010 (present) Director of the Company in June 2010 Operating Officer and Director of the Company in April 2011 Compliance Officer in April 2012 (present) Managing Officer and Director of the Company in April 2013 (present)	22,100	None
7.	Outside Director candidate  Kensaku Hogen  (August 2, 1941)	Ambassador to Canada in April 2001  Director of the Company in June 2005 (present)  (Attendance record)  Attended all 10 meetings of the Board of Directors	2,500	None
8.	Outside Director candidate Nobuo Kuroyanagi (December 18, 1941)	President and CEO of Mitsubishi UFJ Financial Group, Inc. (MUFG) in October 2005 Chairman of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU) in April 2008 Director of the Company in June 2009 (present) Director of MUFG in April 2010 Advisor of BTMU in April 2012 (present) (Important concurrent positions in other companies or organizations)  * Advisor of BTMU * Outside Director of Isetan Mitsukoshi Holdings Ltd. * Outside Director of Mitsubishi Research Institute, Inc. * Outside Director of Tokio Marine & Nichido Fire Insurance Co., Ltd. * Outside Corporate Auditor of Mitsubishi Heavy Industries, Ltd. (Attendance record) Attended 9 of 10 meetings of the Board of Directors	1,900	None

**Table of Contents****Resume, current position and responsibilities**

Candidate No.	Name (Date of birth)	* denotes important concurrent positions		Number of shares of the Company held	Special interest between the candidate and the Company
		in other companies or organizations			
9.	Takeo Fukui (November 28, 1944)	Joined Honda in April 1969 President and Director of Honda Racing Corporation in May 1987 Managing Director of Honda R&D Co., Ltd. in May 1987 Director of the Company in June 1988 Senior Managing Director of Honda R&D Co., Ltd. in June 1990 Executive Vice President and Director of Honda of America Mfg., Inc. in June 1994 Managing Director of the Company in June 1996 President and Director of Honda of America Mfg., Inc. in June 1996 President and Director of Honda R&D Co., Ltd. in June 1998 Motor Sports in June 1999 Senior Managing Director of the Company in June 1999 President and Director of the Company in June 2003 Director and Advisor of the Company in June 2009 (present)		45,400	None
10.	Yuji Shiga (October 7, 1958)	Joined Honda in April 1982 General Manager of Operation Office No. 1 in Regional Operations (North America) in April 2009 General Manager of Operation Office No. 2 in Regional Operations (Asia & Oceania) in April 2010 Operating Officer of the Company in April 2011 Responsible for CIS countries, the Middle & Near East and Africa for Regional Operations in April 2011 Chief Operating Officer for Power Product Operations in April 2012 (present) Operating Officer and Director of the Company in June 2012 (present)		10,400	None
11.	Kohei Takeuchi (February 10, 1960)	Joined Honda in April 1982 General Manager of Accounting Division for Business Management Operations in April 2010 Operating Officer of the Company in April 2011 (present) Chief Operating Officer for Business Management Operations in April 2013 (present)		10,200	None
12.	Shinji Aoyama (December 25, 1963)	Joined Honda in April 1986 General Manager of Motorcycle Business Planning Office for Motorcycle Operations in April 2011 Operating Officer of the Company in April 2012 (present) Chief Operating Officer for Motorcycle Operations in April 2013 (present)		6,400	None
13.	Noriya Kaihara (August 4, 1961)	Joined Honda in April 1984 General Manager of Parts Sales and Service Division for Customer Service Operations in April 2010 General Manager of Automobile Quality Assurance Division in April 2012 Operating Officer of the Company in April 2013 (present) Responsible for Quality in April 2013 (present)		3,000	None



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**Notes:** 1. denotes new candidates.

2. Matters related to Outside Director candidates are as follows:

(1) Kensaku Hogen and Nobuo Kuroyanagi are candidates for the position of Outside Director as defined in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Company Law.

(2) Kensaku Hogen has been registered as an Independent Director as provided for in the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange, and if he is elected, he is scheduled to continue to serve as an Independent Director.

(3) Reasons for selection of candidates for the position of Outside Director

Kensaku Hogen is proposed as a candidate because the Company wishes to receive his advice about the Company's activities given from an objective, broad-ranging and high-level perspective, and based on his rich experience and high level of insight regarding diplomacy. Although he has no experience of being engaged in corporate management other than having served as an outside officer in the past, the Company believes that he can perform the duties of an Outside Director based on his experience and insight mentioned above.

Nobuo Kuroyanagi is proposed as a candidate because the Company wishes to receive his advice on the Company's activities given from an objective, broad-ranging and high-level perspective, and based on his rich experience and high level of insight regarding corporate management.

(4) Outline of contents of the limited liability contracts with candidates for the position of Outside Directors

Based on Article 427, Paragraph 1 of the Company Law and Article 28 of the Articles of Incorporation, the Company has entered into contracts with both candidates which limit their 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 both candidates are re-elected, the Company plans to extend the term of each of their limited liability contracts.

(5) Incidence of inappropriate corporate operations at other companies for which the candidate was serving as an officer (during the past five years), acts which were done to prevent the occurrence of such incidences and acts which were done as measures taken after the occurrence of such incidence

At The Senshu Ikeda Bank, Ltd., where Nobuo Kuroyanagi served as an Outside Director from June 2010 until June 2012, the following were discovered: an incidence of embezzlement of customers' savings by a part-time worker in November 2010, an incidence of fraudulent withdrawal by an employee through the misuse of the maximum amount of overdraft in March 2011 and, finally, an incidence of embezzlement of customers' savings by an employee in June 2011. While Nobuo Kuroyanagi was unaware of such facts in advance, he made various recommendations regarding legal compliance, at meetings of the board of directors, on a regular basis and, after the discovery of the aforesaid incidence, Nobuo Kuroyanagi has proactively advised the Company on the implementation of measures to prevent the recurrence of such incidence through the strengthening of the Company's internal systems for checks, etc. and the enhancement of employee training, etc.

(6) Number of years since the candidate initially assumed the position of Outside Director (up to the end of this general meeting of shareholders)

Kensaku Hogen	Eight years
Nobuo Kuroyanagi	Four years



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**FOURTH ITEM: Election of One (1) Corporate Auditor**

The term of office of the Corporate Auditor Hideki Okada is due to expire at the close of this meeting. It is proposed that one (1) Corporate Auditor be elected at this meeting. The name and particulars of the candidate for the position of Corporate Auditor are provided below. The Board of Corporate Auditors has consented to the submission of this item to this meeting.

		<b>Resume, current position and important concurrent positions in other companies or organizations</b>	<b>Number of shares of the Company held</b>	<b>Special interest between the candidate and the Company</b>
<b>Candidate No.</b>	<b>Name (Date of birth)</b>			
1.	Kunio Endo (August 23, 1957)	Joined Honda in April 1981 General Manager of Finance Division in Business Management Operations in April 2006 General Manager of Accounting Division for Business Management Operations in April 2007 President and Director of American Honda Finance Corp. in November 2010 President and Director of Honda Canada Finance Inc. in November 2010	4,000	None

**Table of Contents****Business Report for the 89th Fiscal Year**

For the Period From: April 1, 2012 To: March 31, 2013

**1. OUTLINE OF BUSINESS****(1) Review of Operations**

Honda's consolidated net sales and other operating revenue for the year amounted to ¥9,877.9 billion, an increase of 24.3% from the previous fiscal year, due primarily to increased revenue in automobile business operations as production recovered from the impact of the Great East Japan Earthquake and the floods in Thailand as well as favorable foreign currency translation effects.

Consolidated operating income for the year amounted to ¥544.8 billion, an increase of 135.5% from the previous fiscal year, due primarily to an increase in sales volume and model mix as well as cost reductions, despite increased SG&A and R&D expenses.

Consolidated income before income taxes and equity in income of affiliates for the year totaled ¥488.8 billion, an increase of 89.9% from the previous fiscal year.

Equity in income of affiliates amounted to ¥82.7 billion for the year, a decrease of 17.6% from the previous fiscal year.

Consolidated net income attributable to Honda Motor Co., Ltd. for the fiscal year ended March 31, 2013 totaled ¥367.1 billion, an increase of 73.6% from the previous fiscal year. Basic net income attributable to Honda Motor Co., Ltd. per common share for the fiscal year amounted to ¥203.71, an increase of ¥86.37 from ¥117.34 for the previous fiscal year.

**Motorcycle Business**

For the years ended March 31, 2012 and 2013

	Honda Group Unit Sales				Consolidated Unit Sales				Unit (thousands)
	Year		Change	(%)	Year		Change	(%)	
	ended Mar. 31, 2012	Year ended Mar. 31, 2013			ended Mar.31, 2012	Year ended Mar. 31, 2013			
<b>Motorcycle business</b>	<b>15,061</b>	<b>15,494</b>	<b>433</b>	<b>2.9</b>	<b>8,650</b>	<b>9,510</b>	<b>860</b>	<b>9.9</b>	
Japan	220	217	-3	-1.4	220	217	-3	-1.4	
North America	200	250	50	25.0	200	250	50	25.0	
Europe	198	179	-19	-9.6	198	179	-19	-9.6	
Asia	12,412	13,035	623	5.0	6,001	7,051	1,050	17.5	
Other Regions	2,031	1,813	-218	-10.7	2,031	1,813	-218	-10.7	

**Note:** Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates accounted for under the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated net sales 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 year by business segment, in motorcycle business operations, revenue from sales to external customers decreased 0.7%, to ¥1,339.5 billion from the previous fiscal year, due mainly to unfavorable foreign currency translation effects, despite increased consolidated unit sales. Operating income totaled ¥110.2 billion, a decrease of 22.7% from the previous fiscal year, due primarily to unfavorable foreign currency effects, despite an increase in cost reductions.

**Table of Contents****Automobile Business**

For the years ended March 31, 2012 and 2013

	Honda Group Unit Sales				Consolidated Unit Sales				Unit (thousands)
	Year ended		Change	(%)	Year ended		Change	(%)	
	Mar. 31, 2012	Mar. 31, 2013			Mar. 31, 2012	Mar. 31, 2013			
<b>Automobile business</b>	<b>3,108</b>	<b>4,014</b>	<b>906</b>	<b>29.2</b>	<b>2,482</b>	<b>3,408</b>	<b>926</b>	<b>37.3</b>	
Japan	588	692	104	17.7	580	685	105	18.1	
North America	1,323	1,731	408	30.8	1,323	1,731	408	30.8	
Europe	158	171	13	8.2	158	171	13	8.2	
Asia	837	1,122	285	34.1	219	523	304	138.8	
Other Regions	202	298	96	47.5	202	298	96	47.5	

**Note:** Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates accounted for under the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated net sales 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 are accounted for as operating leases in conformity with U.S. generally accepted accounting principles and are not included in consolidated net sales to the external customers in our automobile business. As a result, they are not included in Consolidated Unit Sales, but are included in Honda Group Unit Sales of our automobile business.

In automobile business operations, revenue from sales to external customers increased 32.8%, to ¥7,709.2 billion, from the previous fiscal year due mainly to an increase in consolidated unit sales and favorable foreign currency translation effects. Operating income totaled ¥285.9 billion, an increase of ¥363.1 billion from the previous fiscal year, due primarily to an increase in sales volume and model mix as well as cost reductions, despite increased SG&A expenses and R&D expenses.

**Financial Service Business**

Revenue from customers in the financial services business increased 6.3%, to ¥548.5 billion, from the previous fiscal year due mainly to an increase in revenue from operating leases and favorable foreign currency translation effects. Operating income decreased 7.0%, to ¥158.1 billion, from the previous fiscal year due mainly to an increase of expenses for lease residual values.

**Power Product and Other Businesses**

For the years ended March 31, 2012 and 2013

	Honda Group Unit Sales/Consolidated Unit Sales				Unit (thousands)
	Year ended		Change	(%)	
	Mar. 31, 2012	Mar. 31, 2013			
<b>Power product business</b>	<b>5,819</b>	<b>6,071</b>	<b>252</b>	<b>4.3</b>	
Japan	392	314	-78	-19.9	
North America	2,314	2,604	290	12.5	
Europe	1,121	1,004	-117	-10.4	
Asia	1,472	1,572	100	6.8	
Other Regions	520	577	57	11.0	

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**Note:** Honda Group Unit Sales is the total unit sales of completed products of Honda, its consolidated subsidiaries and its affiliates accounted for under the equity method. Consolidated Unit Sales is the total unit sales of completed products corresponding to consolidated net sales 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, 2012 and for the year ended March 31, 2013, since no affiliate accounted for under the equity method was involved in the sale of Honda power products.

Revenue from sales to external customers in power product and other businesses increased 1.3%, to ¥280.6 billion, from the previous fiscal year, due mainly to an increase in consolidated unit sales of power products and favorable foreign currency translation effects, despite decreased revenue in other businesses. Honda reported an operating loss of ¥9.5 billion, a deterioration of ¥5.5 billion from the previous fiscal year due mainly to increased R&D expenses.

**Table of Contents**i **Net Sales Breakdown**

Business Segment	FY2012 From April 1, 2011 to March 31, 2012 (reference)	FY2013 From April 1, 2012 to March 31, 2013	Yen (millions)	
			Change from the previous fiscal year (reference)	(%)
<b>Grand Total</b>	<b>7,948,095</b>	<b>9,877,947</b>	<b>1,929,852</b>	<b>24.3</b>
Japan	1,517,927	1,652,995	135,068	8.9
North America	3,480,732	4,586,412	1,105,680	31.8
Europe	515,739	534,517	18,778	3.6
Asia	1,458,799	2,093,034	634,235	43.5
Other Regions	974,898	1,010,989	36,091	3.7
<b>Motorcycle Business (motorcycles only)</b>	<b>1,348,828</b>	<b>1,339,549</b>	<b>-9,279</b>	<b>-0.7</b>
Japan (motorcycles only)	72,915	72,949	34	0.0
North America (motorcycles only)	97,306	112,176	14,870	15.3
Europe (motorcycles only)	96,146	86,424	-9,722	-10.1
Asia (motorcycles only)	579,562	667,473	87,911	15.2
Other Regions (motorcycles only)	502,899	400,527	-102,372	-20.4
<b>Automobile Business</b>	<b>5,805,975</b>	<b>7,709,216</b>	<b>1,903,241</b>	<b>32.8</b>
Japan	1,329,645	1,462,664	133,019	10.0
North America	2,855,683	3,905,276	1,049,593	36.8
Europe	355,963	388,464	32,501	9.1
Asia	836,301	1,385,449	549,148	65.7
Other Regions	428,383	567,363	138,980	32.4
<b>Financial Services Business</b>	<b>516,148</b>	<b>548,506</b>	<b>32,358</b>	<b>6.3</b>
Japan	28,926	34,282	5,356	18.5
North America	455,558	484,275	28,717	6.3
Europe	8,175	7,256	-919	-11.2
Asia	2,878	3,145	267	9.3
Other Regions	20,611	19,548	-1,063	-5.2
<b>Power Product &amp; Other Businesses</b>	<b>277,144</b>	<b>280,676</b>	<b>3,532</b>	<b>1.3</b>
Japan	86,441	83,100	-3,341	-3.9
North America	72,185	84,685	12,500	17.3
Europe	55,455	52,373	-3,082	-5.6
Asia	40,058	36,967	-3,091	-7.7
Other Regions	23,005	23,551	546	2.4

**Table of Contents****(2) Capital Expenditures**

Capital expenditures during the fiscal year totaled ¥593,628 million. The breakdown of capital expenditures by business segment was as follows:

Business Segment	FY2012 (reference)	FY2013	Yen (millions), %	
			Change in amount (reference)	Change (%) (reference)
Motorcycle Business	62,075	<b>73,513</b>	11,438	18.4
Automobile Business	334,196	<b>505,045</b>	170,849	51.1
Financial Services Business	316	<b>551</b>	235	74.4
Power Product & Other Businesses	10,005	<b>14,519</b>	4,514	45.1
<b>Total</b>	<b>406,592</b>	<b>593,628</b>	<b>187,036</b>	<b>46.0</b>
Operating Lease Assets	683,767	<b>793,118</b>	109,351	16.0

**Note:** Intangible assets are not included in the table above.

In addition to investments for new model introductions, the Company's capital investments were predominantly utilized for expanding, rationalizing and renovating manufacturing facilities as well as for expanding sales and R&D facilities.

**(3) Liquidity and Capital Resources**

Funds for financing capital investments in Honda's manufacturing and sales businesses are provided mainly from cash generated by operating activities, bank loans and the issuance of commercial paper. The outstanding balance of funds for Honda's manufacturing and sales businesses at the end of the fiscal year under review was ¥540.2 billion.

Honda funds its financial programs for customers and dealers primarily from medium-term notes, bank loans, securitization of monetary assets, commercial paper, corporate bonds and from operating companies. The outstanding balance of funds for Honda's financial services subsidiaries at the end of the fiscal year under review was ¥4,863.5 billion.

**(4) Preparing for the Future**

Honda aims to achieve global growth by further encouraging and strengthening innovation and creativity and creating quality products that please the customers and exceed their expectations.

Honda will focus all its energies on the tasks set out below, aiming to get back on a growth trajectory as it pursues the vision toward 2020 of providing good products to customers with speed, affordability and low CO<sub>2</sub> emissions.

**1. Research and Development**

In connection with its efforts to develop the most effective safety and environmental technologies, Honda will continue to be innovative in advanced technology and products. Honda aims to create and introduce new value-added products to quickly respond to specific needs in various markets around the world. Honda will also continue its efforts to conduct research on experimental technologies for the future.

**2. Production Efficiency**

Honda will establish and enhance efficient and flexible production systems at its global production bases and supply high quality products, with the aim of meeting the needs of its customers in each region. Learning from the experience of disasters such as the Great East Japan Earthquake and the Thai floods, Honda will work at improving its global supply chain, implementing disaster prevention measures at each place of business

and devising more effective business continuity plans (BCPs).

3. Sales Efficiency

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

4. Product Quality

In response to increasing customer demand, Honda will upgrade its quality control by enhancing the functions of and coordination among the development, purchasing, production, sales and service departments.

**Table of Contents****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. Honda will reinforce and continue to advance its contribution to traffic safety in motorized societies in Japan and 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. Honda has now set a target to reduce CO<sub>2</sub> emissions from its global products by 30% by the end of 2020 compared to year 2000 levels. In addition to reducing CO<sub>2</sub> emissions during production and its supply chain, Honda will strengthen its efforts to realize reductions in CO<sub>2</sub> emissions through its entire corporate activities. Furthermore, Honda will strengthen its efforts in advancing technologies in the area of total energy management, to reduce CO<sub>2</sub> emissions through 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 to exist.

**(5) Employees of the Group and the Parent Company****(a) Honda Employees**

Business Segment	Number of Employees					
	FY2012 (reference)		FY2013		Change (reference)	
Motorcycle Business	39,954	(14,540)	<b>40,430</b>	<b>(14,404)</b>	476	(-136)
Automobile Business	134,357	(10,405)	<b>138,443</b>	<b>(13,052)</b>	4,086	(2,647)
Financial Services Business	2,145	(95)	<b>2,157</b>	<b>(113)</b>	12	(18)
Power Product & Other Businesses	10,638	(2,924)	<b>9,308</b>	<b>(3,354)</b>	-1,330	(430)
<b>Total</b>	<b>187,094</b>	<b>(27,964)</b>	<b>190,338</b>	<b>(30,923)</b>	<b>3,244</b>	<b>(2,959)</b>

**(b) Employees of the Parent Company**

	FY2012 (reference)		FY2013		Change (reference)	
Number of employees	24,888	(2,909)	<b>23,983</b>	<b>(4,261)</b>	-905	(1,352)
Average age	43.6		<b>44.3</b>		0.7	
Average number of years employed by the Company	22.5		<b>23.0</b>		0.5	

**Note:** The number of employees of the Honda Group and the Company refers to full-time employees. The average number of temporary employees is shown in parentheses.



**Table of Contents****2. COMMON STOCK**

(1) Total Number of Shares Issued **1,811,428,430 shares**

(2) Number of Stockholders **221,028**

**(3) Principal Stockholders**

Name	Number of Shares Held (thousands)	Percentage as against Total Shares Issued (%)
Japan Trustee Services Bank, Ltd. (Trust Account)	126,568	7.0
The Master Trust Bank of Japan, Ltd. (Trust Account)	83,741	4.6
Meiji Yasuda Life Insurance Company	51,199	2.8
Moxley & Co. LLC	50,169	2.8
Tokio Marine & Nichido Fire Insurance Co., Ltd.	44,917	2.5
JPMorgan Chase Bank 380055	41,688	2.3
SSBT OD05 OMNIBUS ACCOUNT TREATY CLIENTS	38,029	2.1
The Chase Manhattan Bank, N.A. London, S.L. Omnibus Account	36,896	2.0
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	36,686	2.0
Nippon Life Insurance Company	34,700	1.9

**Notes:** 1. The number of shares described above rounds off figures of less than 1,000 shares.

2. Ownership percentages are calculated using the total number of shares issued minus treasury stock (9,131 thousand shares).

3. Moxley & Co. LLC is an official holder of stock of JPMorgan Chase Bank, which is a depository institution for American Depositary Receipts (ADRs).

**3. STOCK WARRANTS**

No relevant information

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<b>Title</b>	<b>Name</b>	<b>Area of Responsibility or Principal Occupations</b>
President, Chief Executive Officer and Representative Director	Takanobu Ito	Chief Operating Officer for Automobile Operations
Executive Vice President, Executive Officer and Representative Director	Tetsuo Iwamura	Chief Operating Officer for Regional Operations (North America) President and Director of Honda North America, Inc. President and Director of American Honda Motor Co., Inc.
Senior Managing Officer and Director	Tatsuhiko Oyama	Chief Operating Officer for Motorcycle Operations Chief Officer of Driving Safety Promotion Center
Senior Managing Officer and Director	Fumihiko Ike	Chief Operating Officer for Business Management Operations Chief Operating Officer for IT Operations Risk Management Officer Responsible for Government & Industrial Affairs
Senior Managing Officer and Director	Tomohiko Kawanabe	Responsible for Quality, Certification and Regulation Compliance
Senior Managing Officer and Director	Takashi Yamamoto	Chief Operating Officer for Production Operations
Senior Managing Officer and Director	Yoshiharu Yamamoto	President, Chief Executive Officer and Director of Honda R&D Co., Ltd.
Director	Kensaku Hogen	
Director	Nobuo Kuroyanagi	Advisor of The Bank of Tokyo-Mitsubishi UFJ, Ltd. Outside Director of Isetan Mitsukoshi Holdings Ltd. Outside Director of Mitsubishi Research Institute, Inc. Outside Director of Tokio Marine & Nichido Fire Insurance Co., Ltd. Outside Corporate Auditor of Mitsubishi Heavy Industries, Ltd.
Director and Advisor	Takeo Fukui	
Operating Officer and Director	Masahiro Yoshida	Chief Operating Officer for Business Support Operations Compliance Officer
Operating Officer and Director	Yuji Shiga	Chief Operating Officer for Power Product Operations
Corporate Auditor (Full-time)	Masaya Yamashita	

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Corporate Auditor (Full-time)	Hideki Okada	
Corporate Auditor	Hirotake Abe	Certified Public Accountant Outside Corporate Auditor of ITC NETWORKS CORPORATION Outside Corporate Auditor of NIPPON STEEL & SUMITOMO METAL CORPORATION
Corporate Auditor	Tomochika Iwashita	Outside Corporate Auditor of DCM Holdings Co., Ltd.
Corporate Auditor	Toshiaki Hiwatari	Lawyer Outside Director of Nomura Securities Co., Ltd. Outside Corporate Auditor of TOYO KANETSU K.K. Advisor of TMI Associates

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- Notes:**
1. Directors Kensaku Hogen and Nobuo Kuroyanagi are Outside Directors in accordance with Article 2-15 of the Company Law.
  2. Corporate Auditors Hirotake Abe, Tomochika Iwashita and Toshiaki Hiwatari are Outside Corporate Auditors in accordance with Article 2-16 of the Company Law.
  3. Corporate Auditor Hideki Okada has considerable operating experience regarding financial and accounting departments in the Company and its subsidiaries. In addition, Corporate Auditor Hirotake Abe has extensive knowledge and experience as a certified public accountant. Together, Mr. Okada and Mr. Abe have abundant knowledge related to finance and accounting.
  4. The Company has appointed Kensaku Hogen as an independent (outside) director and Hirotaka Abe and Toshiaki Hiwatari as independent (outside) corporate auditors as provided for by each of the rules of the Tokyo Stock Exchange and the Osaka Securities Exchange and reported their appointment to each of these stock exchanges.
  5. The Bank of Tokyo-Mitsubishi UFJ, Ltd., is one of the Company's principal shareholders, and the Company has transactions relationships with the Bank of Tokyo-Mitsubishi UFJ, including deposits and foreign exchange. In addition, the Tokio Marine & Nichido Fire Insurance Co., Ltd., is one of the Company's principal shareholders, and the Company has transactions relationships with Tokio Marine & Nichido Fire Insurance, including insurance contracts. The Company has transaction relationships with NIPPON STEEL & SUMITOMO METAL CORPORATION and purchases steel and related products from that company. The Company also has transaction relationships with Mitsubishi Heavy Industries, Ltd., and purchases automobile parts from the company. The Company has no other special capital or transactions relationships with other companies.
  6. The Company has introduced the Operating Officer System to strengthen operations in regions and local workplaces and implement quick and appropriate decisions. The Operating Officers of the Company (excluding Operating Officers who also hold the position of Director) are as follows: (As of March 31, 2013)

Title	Name	Area of Responsibility or Principal Occupations
Senior Managing Officer	Hidenobu Iwata	President and Director of Honda of America Mfg., Inc.
Managing Officer	Manabu Nishimae	Chief Operating Officer for Regional Operations (Europe, the Middle & Near East and Africa) President and Director of Honda Motor Europe Ltd.
Managing Officer	Koichi Fukuo	Executive in Charge of Business Unit No. 1, Automobile Operations
Managing Officer	Hiroshi Kobayashi	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.
Managing Officer	Sho Minekawa	Chief Operating Officer for Regional Sales Operations (Japan)
Managing Officer	Toshihiko Nonaka	Responsible for Products, Automobile Operations Executive Vice President and Director, Honda R&D Co., Ltd.
Managing Officer	Takuji Yamada	Executive Vice President and Director of American Honda Motor Co., Inc.
Managing Officer	Masahiro Takedagawa	Chief Operating Officer for Regional Operations (Latin America) President and Director of Honda South America Ltda. President and Director of Honda Automoveis do Brasil Ltda.
Managing Officer	Yoshiyuki Matsumoto	Executive in Charge of Business Unit No. 3, Automobile Operations
Managing Officer	Ko Katayama	General Manager of Saitama Factory of Production Operations
Operating Officer	Seiji Kuraishi	Chief Operating Officer for Regional Operations (China) President of Honda Motor (China) Investment Co., Ltd.

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<b>Title</b>	<b>Name</b>	<b>Area of Responsibility or Principal Occupations</b>
Operating Officer	Katsushi Watanabe	General Manager of Kumamoto Factory of Production Operations
Operating Officer	Toshiaki Mikoshiba	President of Guangqi Honda Automobile Co., Ltd.
Operating Officer	Yoshi Yamane	General Manager of Suzuka Factory of Production Operations
Operating Officer	Takashi Sekiguchi	President and Director of Honda Canada Inc.
Operating Officer	Takahiro Hachigo	Executive Vice President and Director of Honda Motor Europe Ltd. Managing Officer of Honda R&D Co., Ltd. President and Director of Honda R&D Europe (U.K.) Ltd.
Operating Officer	Hiroshi Sasamoto	President, Chief Executive Officer and Director of Honda Engineering Co., Ltd.
Operating Officer	Hiroyuki Yamada	Chief Operating Officer for Customer Service Operations
Operating Officer	Chitoshi Yokota	Executive in Charge of Business Unit No. 2, Automobile Operations
Operating Officer	Michimasa Fujino	President and Director of Honda Aircraft Company, LLC.
Operating Officer	Soichiro Takizawa	Executive Vice President and Director of Honda Motor Europe Ltd. President and Director of Honda of the U.K. Manufacturing Ltd.
Operating Officer	Kohei Takeuchi	General Manager of Accounting Division for Business Management Operations
Operating Officer	Naoto Matsui	Chief Operating Officer for Purchasing Operations
Operating Officer	Mitsugu Matsukawa	Executive Vice President of Honda Motor (China) Investment Co., Ltd.
Operating Officer	Shinji Aoyama	General Manager of Motorcycle Business Planning Office for Motorcycle Operations

7. As of April 1, 2013, the following changes in Representative Director and Operating Officers were announced by the Company.

<b>Title</b>	<b>Name</b>	<b>As of March 31, 2013</b>
Chairman and Representative Director	Fumihiko Ike	Senior Managing Officer and Director
Senior Managing Officer	Sho Minekawa	Managing Officer
Managing Officer and Director	Masahiro Yoshida	Operating Officer and Director
Managing Officer	Katsushi Watanabe	Operating Officer
Managing Officer	Chitoshi Yokota	Operating Officer
Operating Officer	Noriya Kaihara	General Manager of Automobile Quality Assurance Division

**Table of Contents****(2) Remuneration of Directors and Corporate Auditors, Etc.**

Item	Directors (Outside Directors)		Corporate Auditors (Outside Corporate Auditors)		Yen (millions) Total (Outside Directors and Corporate Auditors)	
	Number of persons	Value of payments	Number of persons	Value of payments	Number of persons	Value of payments
	Remuneration	13	543	7	181	20
Bonuses	(2)	(23)	(4)	(47)	(6)	(71)
	12	248			12	248
	(2)	(7)	( )	( )	(2)	(7)
Total		792		181		973
		(30)		(47)		(78)

- Notes:**
1. Remuneration is limited to ¥1,300 million per month for Directors and ¥270 million per month for Corporate Auditors.
  2. Remuneration shown in the table above is the amount of remuneration that the Company paid to its Directors, Corporate Auditors as well as its Outside Directors and Corporate Auditors during the fiscal year under review. This amount includes remuneration paid to two Directors and two Corporate Auditors who resigned as of the closing of the 88th Ordinary General Meeting of Shareholders that was held on June 21, 2012.
  3. Bonuses to directors are included in the previously mentioned maximum amount for compensation to Directors, and the amount shown was decided by the meeting of the Board of Directors held on April 26, 2013.

**(3) Principal Activities of Outside Corporate Officers during the Fiscal Year under Review****(a) Principal Activities during the Fiscal Year under Review**

Post	Name	Attendance Record	Principal Activities during the Fiscal Year under Review
Director	Kensaku Hogen	Attended all 10 meetings of the Board of Directors	Based on abundant experience and considerable knowledge regarding international diplomacy, he provides advice regarding the Company's operations from an objective and highly sophisticated perspective.
Director	Nobuo Kuroyanagi	Attended 9 of 10 meetings of the Board of Directors	Based on abundant experience and considerable knowledge regarding corporate management, he provides advice regarding the Company's operations from an objective and highly sophisticated perspective.
Corporate Auditor	Hirotake Abe	Attended 9 of 10 meetings of the Board of Directors Attended all 10 meetings of the Board of Auditors	Based on abundant experience and considerable knowledge as a certified public accountant, he conducts auditing activities from a broad and sophisticated perspective.
Corporate Auditor	Tomochika Iwashita		

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		Attended all 10 meetings of the Board of Directors	Based on abundant experience and considerable knowledge regarding corporate management, he conducts auditing activities from a broad and sophisticated perspective.
		Attended all 10 meetings of the Board of Auditors	
Corporate Auditor	Toshiaki Hiwatari	Attended all 8 meetings of the Board of Directors Attended all 7 meetings of the Board of Auditors	Based on abundant experience and considerable knowledge as a legal affairs specialist, he conducts auditing activities from a broad and sophisticated perspective.

All Outside Directors have been selected based on their abundant experience and considerable knowledge, and they provide necessary comments during the deliberation of proposals.

**Note:** The record of meetings attended by auditor Toshiaki Hiwatari is based on attendance at the meetings of the Board of Directors and the Board of Auditors following their election on June 21, 2012.

**Table of Contents****(b) Summary of Content of Liability Limitation Contracts**

The Company has entered into liability limitation contracts with all Outside Directors and Outside Corporate Auditors based on the provisions of Article 427, Paragraph 1 of the Company Law and of the Company's Articles of Incorporation, to the effect of limiting the liability for damages provided for in Article 423, Paragraph 1 of the Company Law to the minimum liability amount provided for in Article 425, Paragraph 1 of the Company Law.

**5. FINANCIAL AUDIT COMPANY****(1) Name of Financial Audit Company**

KPMG AZSA LLC

**(2) Financial Audit Company Remuneration, Etc., for the Fiscal Year under Review**

(a) Remuneration, etc.	¥ 422 million
(b) Total profit on monetary and other assets to be paid by the Company and its subsidiaries	¥ 536 million

- Notes:**
- The audit contract between the Company and its financial audit company does not itemize remuneration for auditing work based on the Company Law of Japan, auditing work based on the Financial Instruments and Exchange Law of Japan and auditing work based on the Securities Exchange Law of the United States. Because of this and because it is impractical to itemize these categories of remuneration, the figure shown in line item (a) above is a total figure.
  - In addition to the services specified in Article 2, Paragraph 1 of the Japanese Certified Public Accountants Law, the Company paid the independent accounting firm for advisory and other services related to the application of the International Financial Reporting Standards.
  - Of the Company's principal subsidiaries, Yachiyo Industry Co., Ltd., as well as overseas subsidiaries are audited by financial audit companies other than the financial audit company employed by the Company.

**(3) Policy Regarding Dismissal or Non-Re-Employment of Financial Audit Company**

In the case that the Company's financial audit company was recognized to have committed a serious legal infraction, sharply lowered the quality of its audit services or otherwise shown grounds for determining it was inappropriate for employment as a financial audit company, the Company has the policy of, in accordance with procedures stipulated in the Company Law, dismissing its financial audit company or submitting resolutions proposing the financial audit company's dismissal or non-re-employment to the general meeting of shareholders.



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### **6. THE COMPANY'S SYSTEMS AND POLICIES**

Systems to Ensure Directors' Execution of Duties Complies with Laws and Regulations and the Articles of Incorporation and Other Systems to Ensure the Appropriateness of the Company's Operations

The Company's Board of Directors made the following decisions regarding enhancements in the Company's 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 Business Ethics Committee and the Business Ethics Improvement Proposal Line.

2. Systems related to retention and management of information on execution of duties by directors

Information related to the execution of duties by 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, 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.

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 Honda Crisis Response Rules.

4. Systems for ensuring that the execution of duties by 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. The Company examines the state of internal control in each subsidiary, and confirms how the Internal Control Systems are established and operated, through enlightenment efforts with subsidiary directors and liaising with the compliance officer of each subsidiary. As for the business execution of the subsidiary, the Company helps with the establishment of

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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 Office of the Company works with the proposal line of the subsidiary in an effort to support an appropriate and swift response to a risk or problem. The Audit Office, an independent unit supervising operations and directly reporting to the president and CEO, effectively supervises the state of work in progress at each division and subsidiary and works with the internal supervision division of subsidiaries, aiming at the completion of the internal supervision system in the Honda Group.

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

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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.

8. Other systems for ensuring the effectiveness of audits by corporate auditors  
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, corporate auditors attend the Executive Council and other important meetings.

**7. POLICY REGARDING DECISIONS FOR DISTRIBUTION OF DIVIDENDS, ETC.**

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 our 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 will also acquire its own shares at the optimal timing 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 net income attributable to Honda Motor Co., Ltd.) 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 ¥19 per share for the year ended March 31, 2013. As a result, total cash dividends for the year ended March 31, 2013, together with the first quarter cash dividends of ¥19, the second quarter cash dividends of ¥19 and the third quarter cash dividends of ¥19, are planned to be ¥76 per share, an increase of ¥16 per share from the annual dividends paid for the year ended March 31, 2012.

Also, please note that the year-end cash dividends for the year ended March 31, 2013 is a matter to be resolved at the general meeting of shareholders.

**Trends in Dividends (reference)**

	FY2010				FY2011				FY2012				FY2013							
	First quarter	Second quarter	Third quarter	Year-end Total	First quarter	Second quarter	Third quarter	Year-end Total	First quarter	Second quarter	Third quarter	Year-end Total	First quarter	Second quarter	Third quarter	Year-end Total				
Dividends (¥)	8	8	10	12	38	12	12	15	15	54	15	15	15	15	60	19	19	19	19	76

(planned)

**Table of Contents****Consolidated Balance Sheets**

As of March 31, 2012 and 2013	Yen (millions)	
	2012	2013
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	¥ 1,247,113	¥ 1,206,128
Trade accounts and notes receivable	812,155	1,005,981
Finance subsidiaries receivables, net	1,081,721	1,243,002
Inventories	1,035,779	1,215,421
Deferred income taxes	188,755	234,075
Other current assets	373,563	418,446
<b>Total current assets</b>	<b>4,739,086</b>	<b>5,323,053</b>
<b>Finance subsidiaries receivables, net</b>	<b>2,364,393</b>	<b>2,788,135</b>
<b>Investments and advances:</b>		
Investments in and advances to affiliates	434,744	459,110
Other, including marketable equity securities	188,863	209,680
<b>Total investments and advances</b>	<b>623,607</b>	<b>668,790</b>
<b>Property on operating leases:</b>		
Vehicles	1,773,375	2,243,424
Less accumulated depreciation	300,618	400,292
<b>Net property on operating leases</b>	<b>1,472,757</b>	<b>1,843,132</b>
<b>Property, plant and equipment, at cost:</b>		
Land	488,265	515,661
Buildings	1,492,823	1,686,638
Machinery and equipment	3,300,727	3,832,090
Construction in progress	191,107	288,073
	5,472,922	6,322,462
Less accumulated depreciation and amortization	3,499,464	3,922,932
<b>Net property, plant and equipment</b>	<b>1,973,458</b>	<b>2,399,530</b>
<b>Other assets</b>	<b>614,298</b>	<b>612,717</b>
<b>Total assets</b>	<b>¥ 11,787,599</b>	<b>¥ 13,635,357</b>

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	Yen (millions)	
	2012	2013
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities:</b>		
Short-term debt	¥ 964,848	¥ 1,238,297
Current portion of long-term debt	911,395	945,046
Trade payables:		
Notes	26,499	31,354
Accounts	942,444	956,660
Accrued expenses	489,110	593,570
Income taxes payable	24,099	48,454
Other current liabilities	221,364	283,304
<b>Total current liabilities</b>	<b>3,579,759</b>	<b>4,096,685</b>
<b>Long-term debt, excluding current portion</b>	<b>2,235,001</b>	<b>2,710,845</b>
<b>Other liabilities</b>	<b>1,454,937</b>	<b>1,630,085</b>
<b>Total liabilities</b>	<b>7,269,697</b>	<b>8,437,615</b>
<b>Equity:</b>		
<b>Honda Motor Co., Ltd. stockholders' equity:</b>		
Common stock	86,067	86,067
Capital surplus	172,529	171,117
Legal reserves	47,184	47,583
Retained earnings	5,758,641	5,995,626
Accumulated other comprehensive income (loss), net	(1,646,078)	(1,236,792)
Treasury stock	(26,117)	(26,124)
<b>Total Honda Motor Co., Ltd. stockholders' equity</b>	<b>4,392,226</b>	<b>5,037,477</b>
<b>Noncontrolling interests</b>	<b>125,676</b>	<b>160,265</b>
<b>Total equity</b>	<b>4,517,902</b>	<b>5,197,742</b>
<b>Commitments and contingent liabilities</b>		
<b>Total liabilities and equity</b>	<b>¥ 11,787,599</b>	<b>¥ 13,635,357</b>



**Table of Contents****Consolidated Statements of Changes in Equity**

	Yen (millions)								
	Common stock	Capital surplus	Legal reserves	Retained earnings	Accumulated other comprehensive income (loss), net	Treasury stock	Total Honda Motor Co., Ltd. stockholders equity	Non- controlling interests	Total equity
<b>Balance at March 31, 2011</b>	¥ 86,067	¥ 172,529	¥ 46,330	¥ 5,656,151	¥ (1,495,380)	¥ (26,110)	¥ 4,439,587	¥ 132,937	¥ 4,572,524
Transfer to legal reserves			854	(854)					
Dividends paid to Honda Motor Co., Ltd. shareholders				(108,138)			(108,138)		(108,138)
Dividends paid to noncontrolling interests								(15,763)	(15,763)
Capital transactions and others								(783)	(783)
Comprehensive income (loss):									
Net income				211,482			211,482	10,592	222,074
Other comprehensive income (loss), net of tax									
Adjustments from foreign currency translation					(116,812)		(116,812)	(1,323)	(118,135)
Unrealized gains (losses) on marketable securities, net					5,899		5,899	(87)	5,812
Unrealized gains (losses) on derivative instruments, net					(29)		(29)		(29)
Pension and other postretirement benefits adjustments					(39,756)		(39,756)	103	(39,653)
<b>Total comprehensive income</b>							60,784	9,285	70,069
Purchase of treasury stock						(8)	(8)		(8)
Reissuance of treasury stock						1	1		1
<b>Balance at March 31, 2012</b>	86,067	172,529	47,184	5,758,641	(1,646,078)	(26,117)	4,392,226	125,676	4,517,902
Transfer to legal reserves			399	(399)					
Dividends paid to Honda Motor Co., Ltd. shareholders				(129,765)			(129,765)		(129,765)

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Dividends paid to noncontrolling interests								(6,250)	(6,250)
Capital transactions and others	(1,412)					(1,412)	1,189		(223)
Comprehensive income (loss):									
Net income				367,149		367,149	25,489		392,638
Other comprehensive income (loss), net of tax									
Adjustments from foreign currency translation				415,462		415,462	15,350		430,812
Unrealized gains (losses) on marketable securities, net				7,933		7,933	51		7,984
Unrealized gains (losses) on derivative instruments, net				(52)		(52)			(52)
Pension and other postretirement benefits adjustments				(14,057)		(14,057)	(1,240)		(15,297)
Total comprehensive income						776,435	39,650		816,085
Purchase of treasury stock						(8)	(8)		(8)
Reissuance of treasury stock						1	1		1
<b>Balance at March 31, 2013</b>	<b>¥ 86,067</b>	<b>¥ 171,117</b>	<b>¥ 47,583</b>	<b>¥ 5,995,626</b>	<b>¥ (1,236,792)</b>	<b>¥ (26,124)</b>	<b>¥ 5,037,477</b>	<b>¥ 160,265</b>	<b>¥ 5,197,742</b>



**Table of Contents****Consolidated Statements of Cash Flows**

Years ended March 31, 2012 and 2013	Yen (millions)	
	2012	2013
<b>Cash flows from operating activities:</b>		
Net income	¥ 222,074	¥ 392,638
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation excluding property on operating leases	345,105	335,536
Depreciation of property on operating leases	209,762	254,933
Deferred income taxes	49,661	53,252
Equity in income of affiliates	(100,406)	(82,723)
Dividends from affiliates	95,106	84,705
Provision for credit and lease residual losses on finance subsidiaries receivables	13,032	10,059
Impairment loss on investments in securities	1,062	
Damaged and impairment loss on long-lived assets and goodwill excluding property on operating leases	10,590	
Impairment loss on property on operating leases	1,514	4,773
Loss (gain) on derivative instruments, net	(1,847)	35,027
Decrease (increase) in assets:		
Trade accounts and notes receivable	(35,475)	(90,495)
Inventories	(154,222)	(74,662)
Other current assets	2,883	2,019
Other assets	(24,000)	(27,243)
Increase (decrease) in liabilities:		
Trade accounts and notes payable	242,814	(95,192)
Accrued expenses	(25,718)	52,021
Income taxes payable	(7,568)	21,764
Other current liabilities	(12,395)	(4,489)
Other liabilities	(14,744)	(4,384)
Other, net	(55,690)	(66,795)
<b>Net cash provided by operating activities</b>	<b>761,583</b>	<b>800,744</b>
<b>Cash flows from investing activities:</b>		
Increase in investments and advances	(23,129)	(34,426)
Decrease in investments and advances	14,647	19,850
Payment for purchase of available-for-sale securities	(1,784)	(5,642)
Proceeds from sales of available-for-sale securities	1,879	1,347
Payment for purchase of held-to-maturity securities	(26,078)	(5,186)
Proceeds from redemption of held-to-maturity securities	47,193	17,005
Proceeds from sales of investments in affiliates	9,957	
Capital expenditures	(397,218)	(626,879)
Proceeds from sales of property, plant and equipment	23,260	44,182
Proceeds from insurance recoveries for damaged property, plant and equipment	16,217	9,600
Acquisitions of finance subsidiaries receivables	(1,784,720)	(1,951,802)
Collections of finance subsidiaries receivables	1,765,204	1,833,669
Purchase of operating lease assets	(683,767)	(793,118)
Proceeds from sales of operating lease assets	365,270	418,086
Other, net		