

THE TENDER OFFER DESCRIBED BELOW IS AVAILABLE ONLY TO PERSONS
IN JAPAN.

[Translation]
December 20, 2006

**Notice Concerning Results of Tender Offer
and the Change in Subsidiary Companies**

The Board of Directors of Honda Motor Co., Ltd. resolved at its meeting held on November 14, 2006 the commencement of the tender offer (the “Tender Offer”) for the shares of Yachiyo Industry Co., Ltd. (Code: 7298; the “Target Company”) on November 15, 2006, and the Tender Offer was completed on December 19, 2006. The results of the Tender Offer are set out below.

After the Tender Offer, the Target Company will become a consolidated subsidiary of Honda on December 27, 2006.

I. Results of the Tender Offer

1. Outline of the Tender Offer (Announced on November 14, 2006)
 - (1) Corporate Name and Location of the Tender Offeror
Honda Motor Co., Ltd.
1-1, Minami-Aoyama 2-chome, Minato-ku, Tokyo, Japan
 - (2) Corporate name of the Target Company
Yachiyo Industry Co., Ltd.
 - (3) Type of Shares Subject to the Tender Offer
Shares of Common Stock
 - (4) Tender Offer Period
Thirty-five days starting on Wednesday, November 15, 2006 and ending on
Tuesday, December 19, 2006
 - (5) Purchase Price
2,600 yen per share

2. Results of the Tender Offer

(1) Shares Tendered

Total number of shares Honda was prepared to purchase:	4,000,000 shares
Number of shares Honda intended to purchase:	3,752,200 shares
Number of excess shares Honda intended to purchase:	247,800 shares
Total number of shares tendered:	3,809,400 shares
Total number of shares purchased:	3,809,400 shares

(2) Outcome of the Tender Offer

The total number of shares tendered exceeded the number of shares Honda intended to purchase (3,752,200 shares) but did not exceed the total number of shares Honda was prepared to purchase (4,000,000 shares). Honda will therefore purchase all the shares tendered, as stated in the Public Notice of Commencement of Tender Offer and the Tender Offer Registration Statement.

Total number of shareholders who tendered shares	Total number of shares tendered	Total number of shares purchased	Total number of shares to be returned
23 shareholders	3,809,400 shares	3,809,400 shares	0 shares

(3) Calculation Method for Shares to be Purchased if Purchasing Shares Pro rata Not applicable

(4) Number of shares Held by Honda and Percentage Held

(i) Total number of shares held by Honda before the Tender Offer:

8,294,550 shares (percentage held: 34.50%)

Number of voting rights held by Honda before the Tender Offer:

82,945 (percentage of voting rights: 34.54%)

(ii) Total number of shares held by Honda after the Tender Offer:

12,103,950 shares (percentage held: 50.34%)

Number of voting rights held by Honda after the Tender Offer:

121,039 (percentage of voting rights: 50.41%)

Notes:

- 1 Percentage held is calculated based on the total number of the Target Company's issued shares as of March 31, 2006 (24,042,700 shares).
- 2 Percentage of voting rights is calculated based on the total number of the Target Company's voting rights as of March 31, 2006 (240,125).

(5) Amount of Financial Resources Necessary for the Tender Offer

9,923 million yen

3. Means of Settlement and Commencement Date

(1) Corporate name and the Location of Head Office of the Bank or the Securities Company that Will Carry Out the Settlement Concerning the Tender Offer

Mitsubishi UFJ Securities Co., Ltd.

4-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo, Japan

(2) Commencement Date of the Settlement

Wednesday, December 27, 2006

(3) Means of Settlement

Honda will send, without delay after the last day of the tender offer period, the notice concerning the Tender Offer to the address of the shareholders that tendered their shares (or, for overseas shareholders, to their standing proxies).

All purchases will be made in cash. The purchase price of the purchased shares will be transferred, without delay after the commencement date of the settlement and in accordance with the instructions from the shareholders, from the Tender Offer Agent to the location specified by the shareholders.

(4) Location Where Copy of Report on Tender Offer is Available for Public Inspection

Head Office of Honda Motor Co., Ltd.

1-1, Minami-Aoyama 2-chome, Minato-ku, Tokyo Japan

Jasdaq Securities Exchange, Inc.

4-9, Nihonbashi Kayaba-cho 1-chome, Chuo-ku, Tokyo Japan

II. Change in Subsidiaries

As a result of the Tender Offer, Honda's percentage of voting rights in the Target Company will be 50.41%, and the Target Company will become a consolidated subsidiary of Honda on December 27, 2006.

1. Outline of the Company that will become a Consolidated Subsidiary of Honda

(1) Corporate Name

Yachiyo Industry Co., Ltd.

(2) Major Lines of Business

Production and sales of automobiles and automobile parts

(3) Established

August 27, 1953

(4) Location of Head Office

393 Kashiwabara, Sayama-shi, Saitama, Japan

(5) Representative

Shigeru Otake, President and Representative Director

(6) Fiscal Year

Starts on April 1 and ends on March 31 of the following year

(7) Number of Employees

2,235 (as of March 31, 2006)

(8) Capital

3,685,600,000 yen

(9) Number of shares outstanding

24,042,700 shares

(10) Major Shareholders and Their Ratio of Holdings (as of March 31, 2006)

Honda Motor Co., Ltd.	34.50%
Eiichi Otake	20.61%
The Master Trust Bank of Japan, Ltd. (Trust Account)	3.95%
Sumitomo Mitsui Banking Corporation	3.77%
Saitama Shatai Co., Ltd.	3.49%
Yoshiko Otake	2.95%
Bank of Tokyo-Mitsubishi UFJ, Ltd.	2.87%
Yachiyo Industry Co., Ltd., Employees Stock Ownership Plan	2.64%
Japan Trustee Services Bank, Ltd. (Trust Account)	1.96%
HSBC Fund Services Clients Account 006	1.08%

(11) Business Results for the Latest Fiscal Years (consolidated)

Yen (thousands)

	Fiscal year ended March 31, 2005	Fiscal year ended March 31, 2006
Net Sales	276,246,965	282,777,019
Operating Income	5,827,558	6,546,884
Ordinary Income	6,131,534	7,190,596
Net Income	3,345,090	3,685,534
Total Assets	107,399,046	120,354,223
Total Stockholders' Equity	29,391,918	35,666,037

2. Expected Date of Change to Subsidiary Company

Wednesday, December 27, 2006

III. Future Prospects

The Target Company is expected to become a consolidated subsidiary of Honda as of December 27, 2006 after the Tender Offer. The impact on Honda's business results for fiscal 2007 (year ending March 31, 2007) will be immaterial.