

[Translation]

October 25, 2007

To: Shareholders of Honda Motor Co., Ltd.

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

**Notice of Resolution by the Board of Directors
Concerning Distribution of Surplus (Quarterly Dividends)
and Revision of Dividend Forecast for Fiscal 2008**

The Board of Directors of Honda Motor Co., Ltd., (the “Company”), at its meeting held on October 25, 2007, resolved to make a distribution of surplus (quarterly dividends) the record date of which is September 30, 2007, and revised the amount of the projected dividend per share of common stock for the year ending March 31, 2008 as follows.

Particulars

1. Details of Distribution of Surplus (Quarterly Dividends)

	Details of Dividends Resolved to be Distributed	Latest Dividends Forecast (Announced on July 25, 2007)	Performance in Fiscal 2007
Record Date	September 30, 2007	Same as on left	September 30, 2006
Dividend per Share of Common Stock (yen)	22	20	30
Total Amount of Dividends (million yen)	39,921	—	54,710
Effective Date	November 26, 2007	—	November 27, 2006
Resource for Dividend	Retained Earnings	—	Retained Earnings

2. Details of the Revised Dividend Payments

Record Date	Dividends Per Share (yen)				
	The End of First Quarter	The End of Second Quarter (Interim)	The End of Third Quarter	Year-end	Total
Latest Dividend Forecast (Announced on July 25, 2007)	20	20	20	20	80
Projected Dividends	—	—	22	22	86
Performance in Fiscal 2008	20	22	—	—	
Performance in Fiscal 2007	—	30	17	20	67

Note: The Company has made quarterly dividend payments since the third quarter in the fiscal year ended March 31, 2007.

3. The basis for revising the projected dividends for the fiscal year ending March 31, 2008 which was announced on July 25, 2007

The Company considers the redistribution of profits to its shareholders to be one of the most important management issues, and makes distributions after taking into account its long-term consolidated earnings performance. The Company resolved that ¥22 of the quarterly dividend payment per share of common stock for the second quarter is expected to be paid considering its consolidated financial results for the fiscal six months ended September 30, 2007 and its forecast for consolidated financial results for the fiscal year ending March 31, 2008. The Company also revised the amount of the projected dividend per share of common stock for the year ending March 31, 2008 that was announced on April 25, 2007.