

[Translation]

May 15, 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 Concerning Partial Amendments to Articles of Incorporation

The Board of Directors of Honda Motor Co., Ltd. (the “Company”), at its meeting held on May 15, 2007, resolved to propose a matter of “Amendments to Articles of Incorporation” as follows as an agenda item for the Company’s 83rd ordinary general shareholders meeting scheduled to be held on June 22, 2007.

Particulars

1. Reasons for Amendments

The Company has made distribution of quarterly dividends since the fiscal third quarter of the fiscal year ended March 31, 2007. Under such circumstances, the Company decided to provide each record date for such quarterly dividend in its Articles of Incorporation.

2. Details of Amendments

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

Existing Articles of Incorporation	Proposed Amendments
Chapter VI. Accounts Article 36. (Record date for Dividend from surplus) The record date for the <u>year-end dividend is the last day of March</u> each year. <u>The record date for the interim dividend is the last day of September each year.</u> In addition to the above, the Company may distribute dividends from surplus by determining any record date.	Chapter VI. Accounts Article 36. (Record date for Dividend from surplus) The record date for the <u>dividends shall be June 30, September 30, December 31 and March 31 of each year.</u> [Deleted] In addition to the above, the Company may distribute dividends from surplus by determining any record date.

*The underlines indicate the portions to be amended.

3. Schedule

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

Friday, June 22, 2007

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

Friday, June 22, 2007