

[Translation]

May 16, 2008

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 16, 2008, resolved to propose a matter of “Amendments to Articles of Incorporation” as follows as an agenda item for the Company’s 84th ordinary general meeting of shareholders scheduled to be held on June 24, 2008.

Particulars

1. Reasons for Amendments

As a result of the abolition of the System of Payment of Retirement Allowance to Directors and Corporate Auditors as of the close of this meeting, the words “Retirement Allowance” shall be deleted from the provisions concerning remuneration of Directors and Corporate Auditors, etc.

2. Details of Amendments

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

Existing Articles of Incorporation	Proposed Amendments
Chapter IV. Directors and Board of Directors Article 27. (Remuneration of Directors, etc.) Remuneration, bonus, <u>retirement allowance</u> and other proprietary benefits provided by the Company as compensation for the duties of Directors shall be determined by resolution of a general meeting of shareholders.	Chapter IV. Directors and Board of Directors Article 27. (Remuneration of Directors, etc.) Remuneration, bonus and other proprietary benefits provided by the Company as compensation for the duties of Directors shall be determined by resolution of a general meeting of shareholders.

<p>Chapter V. Corporate Auditors and Board of Corporate Auditors</p> <p>Article 33. (Remuneration of Corporate Auditors, etc.)</p> <p>Remuneration, bonus, <u>retirement allowance</u> and other proprietary benefits provided by the Company as compensation for the duties of Corporate Auditors shall be determined by resolution of a general meeting of shareholders.</p>	<p>Chapter V. Corporate Auditors and Board of Corporate Auditors</p> <p>Article 33. (Remuneration of Corporate Auditors, etc.)</p> <p>Remuneration, bonus and other proprietary benefits provided by the Company as compensation for the duties of Corporate Auditors shall be determined by resolution of a general meeting of shareholders.</p>
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*The underlines indicate the portions to be amended.

3. Schedule

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

Tuesday, June 24, 2008

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

Tuesday, June 24, 2008