

[Translation]
April 28, 2009

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

**Notice of Resolution by the Board of Directors
Concerning Distribution of Surplus (Quarterly Dividends)
for Fiscal 2009**

The Board of Directors of Honda Motor Co., Ltd., (the “Company”), at its meeting held on April 28, 2009, resolved the expected amount of a distribution of surplus (quarterly dividends) the record date of which is March 31, 2009.

The distribution of surplus mentioned above will be proposed at the 85th Ordinary General Meeting of Shareholders scheduled to be held at the end of June 2009.

Particulars

1. Details of Distribution of Surplus (Quarterly Dividends)

	Details of Dividends Resolved to be Distributed	Dividends Forecast (Announced on December 17, 2008)	Performance in Fiscal 2008
Record Date	March 31, 2009	March 31, 2009	March 31, 2008
Dividend per Share of Common Stock (yen)	8	(undecided)	22
Resource for Dividend	Retained Earnings	—	Retained Earnings

2. Basis of the Distribution of Surplus

The Company resolved that ¥8 of the year-end dividend payment per share of common stock, which was formally announced as undecided on December 17, 2008, is expected to be paid considering its consolidated financial results for the fiscal year ended March 31, 2009

Reference: Details of Annual Dividends

Record Date	Dividends Per Share (yen)				
	The End of First Quarter	The End of Second Quarter	The End of Third Quarter	Year-end	Total
Projected Dividends	—	—	—	8	63
Performance in Fiscal 2009	22	22	11	—	—
Performance in Fiscal 2008	20	22	22	22	86