

[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 Concerning Discrepancies from Forecasts for
Consolidated and Unconsolidated Financial Results of the Fiscal Year Ended March 31, 2009**

Honda Motor Co., Ltd. (the “Company”) hereby announces that significant discrepancies occurred between the consolidated and unconsolidated financial results of the fiscal year ended March 31, 2009 and the Company’s forecasts for the same period that were announced on January 30, 2009 as follows.

Particulars

1. Discrepancies from Forecasts for Financial Results of the Fiscal Year Ended March 31, 2009

(1) Consolidated Financial Results

(Millions of Yen, except Basic net income per common share)

	Net sales and other operating revenue	Operating income	Income before income taxes, minority interest and equity in income of affiliates	Net income	Basic net income per common share (Yen)
Forecast previously announced (A)	10,100,000	140,000	135,000	80,000	44.09
Results of the fiscal year ended March 31, 2009 (B)	10,011,241	189,643	161,734	137,005	75.50
Change (B-A)	-88,759	49,643	26,734	57,005	-
Percentage change (%)	-0.9	35.5	19.8	71.3	-
(Reference) Results of the fiscal year ended March 31, 2008	12,002,834	953,109	895,841	600,039	330.54

(2) Unconsolidated Financial Results

(Millions of Yen, except Basic net income per common share)

	Net sales	Operating income	Ordinary income	Net income	Basic net income per common share (Yen)
Forecast previously announced (A)	3,380,000	-205,000	-45,000	-95,000	-52.35
Results of the fiscal year ended March 31, 2009 (B)	3,404,554	-158,447	-3,244	-59,666	-32.88
Change (B-A)	24,554	46,552	41,755	35,333	-
Percentage change (%)	0.7	-	-	-	-
(Reference) Results of the fiscal year ended March 31, 2008	4,088,029	140,490	351,154	298,594	164.44

2. Basis for the Occurrence of Significant Discrepancies from Forecasts for Financial Results of the Fiscal Year Ended March 31, 2009

(1) For Consolidated Financial Results

Consolidated operating income for the fiscal year ended March 31, 2009 exceeded forecasts for consolidated financial results for the same period that were announced on January 30, 2009 due mainly to decreased R&D expenses, continuing cost reduction efforts and the currency effects, which more than offset the negative impact of the change in revenue, model mix, etc. Consolidated net income for the fiscal year ended March 31, 2009 exceeded forecasts for consolidated financial results for the same period that were announced on January 30, 2009, mainly due to decreased income tax expense as well as the change in operating income.

(2) For Unconsolidated Financial Results

Unconsolidated net sales, operating income, ordinary income and net income for the fiscal year ended March 31, 2009 exceeded forecasts for unconsolidated financial results for the same period that were announced on January 30, 2009, due mainly to the currency effects, continuing cost reduction efforts and decreased SG&A and R&D expenses.