

(TRANSLATION)

June 22, 2007

To our stockholders,

**Notice of Resolutions passed by the 83rd
Ordinary General Meeting of Stockholders**

We hereby notify you that after the reports described below were heard, all the proposals were approved as briefly described below by the 83rd Ordinary General Meeting of Stockholders of the Company held today.

Yours sincerely,

Takeo Fukui
President and
Representative Director

Honda Motor Co., Ltd.
1-1, Minami-Aoyama 2-chome,
Minato-ku
Tokyo

Particulars

Matters reported:

1. Report on the Business Report, consolidated financial statements and unconsolidated financial statements for the 83rd Fiscal Year (from April 1, 2006 to March 31, 2007)
2. Report on the results of the audit of the consolidated financial statements for the 83rd Fiscal Year (from April 1, 2006 to March 31, 2007) by the independent auditors and the Board of Corporate Auditors

The contents of these documents were reported.

Matters resolved:

Proposal 1: Distribution of Dividends

The proposal was approved in its original form, and the year-end dividend for the fiscal year under review will be ¥20 per share.

Proposal 2: Partial Amendments to the Articles of Incorporation

The proposal was approved in its original form, and the contents of the amendments are as follows:

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

*The underlines indicate the portions to be amended.

Proposal 3: Election of twenty (20) Directors

The proposal was approved in its original form, and 17 directors were re-elected: Mr. Takeo Fukui, Mr. Satoshi Aoki, Mr. Minoru Harada, Mr. Atsuyoshi Hyogo, Mr. Satoshi Toshida, Mr. Koki Hirashima, Mr. Koichi Kondo, Mr. Mikio Yoshimi, Mr. Toru Onda, Mr. Akira Takano, Mr. Shigeru Takagi, Mr. Tetsuo Iwamura, Mr. Tatsuhiro Oyama, Mr. Satoru Kishi, Mr. Kensaku Hogen, Mr. Hiroyuki Yoshino and Mr. Fumihiko Ike. Three Directors were newly elected: Mr. Takanobu Ito, Mr. Masaaki Kato and Mr. Sho Minekawa. They have all assumed their posts.

Proposal 4: Election of two (2) Corporate Auditors

The proposal was approved in its original form, and one corporate auditor, Mr. Koukei Higuchi, was re-elected, and one corporate auditor, Yuji Matsuda, was newly elected. They have assumed their posts.

**Proposal 5: Payment of Bonus to Directors and Corporate Auditors
for the 83rd Fiscal Year**

The proposal was approved in its original form, and the total amount of bonus to be paid to the 20 Directors as of March 31, 2007, will be five hundred and one million yen (¥501,000,000), nine million and eighty thousand yen (¥9,080,000) of which is to be paid to the two outside directors, and the total amount of bonus to be paid to the six Corporate Auditors as of March 31, 2007, will be seventy-seven million yen (¥77,000,000). The amount of bonus payable to each of the Directors will be determined by the Board of Directors, and the amount of bonus payable to each of the Corporate Auditors will be determined by consultation among the Corporate Auditors.

**Proposal 6: Presentation of Retirement Allowance to Retiring Directors
and Corporate Auditor for Their Respective Services**

The proposal was approved in its original form, and monetary rewards will be given to the Directors, Mr. Motoatsu Shiraishi, Mr. Satoshi Dobashi and Mr. Hiroshi Kuroda, and a Corporate Auditor, Mr. Kuniyasu Yamada, who are to resign from office at the close of this meeting, for the meritorious services that they have rendered to the Company, pursuant to the past practice of the Company and in accordance with the Company's bylaws on the retirement allowance of Directors and Corporate Auditors. Decisions on the amount of money to be paid and the time and method of payment of such monetary rewards have been entrusted to the Board

of Directors for the retiring Director, and such decisions will be made by consultation among the Corporate Auditors for the retiring Corporate Auditor.

At the meeting of the Board of Directors following the Ordinary General Meeting of Stockholders, Representative Directors and Directors were elected, and they have assumed their posts.

Chairman and Representative Director

Satoshi Aoki

President and Representative Director

Takeo Fukui

Executive Vice President and Representative Director

Koichi Kondo

Chief Operating Officer for Regional Sales Operations (Japan)

Chairman and Director of American Honda Motor Co., Inc.

Senior Managing and Representative Director

Minoru Harada

Chief Operating Officer for Motorcycle Operations

Purchasing Operations Support

Senior Managing and Representative Director

Atsuyoshi Hyogo

Chief Operating Officer for Regional Operations (China)

President of Honda Motor (China) Investment Corporation, Ltd.

Senior Managing and Representative Director

Satoshi Toshida

Chief Operating Officer for Power Product Operations

Senior Managing and Representative Director

Koki Hirashima

Chief Operating Officer for Production Operations
Risk Management Officer
General Supervisor, Information Systems

Senior Managing and Representative Director

Mikio Yoshimi

Chief Operating Officer for Business Support Operations
Chief Officer of Driving Safety Promotion Center
Compliance Officer
Government & Industrial Affairs

Senior Managing and Representative Director

Takanobu Ito

Chief Operating Officer for Automobile Operations

Senior Managing and Representative Director

Masaaki Kato

General Supervisor, Quality
President and Director of Honda R&D Co., Ltd.

Managing Director

Toru Onda

Chief Operating Officer for Purchasing Operations

Managing Director

Akira Takano

Chief Operating Officer for Customer Service Operations

Managing Director

Shigeru Takagi

Chief Operating Officer for Regional Operations (Europe, the Middle & Near East and Africa)
President and Director of Honda Motor Europe Ltd.

Managing Director

Tetsuo Iwamura

Chief Operating Officer for Regional Operations (North America)
President and Director of Honda North America, Inc.

President and Director of American Honda Motor Co., Inc.

Managing Director

Tatsuhiro Oyama

Chief Operating Officer for Regional Operations (Asia & Oceania)

President and Director of Asian Honda Motor Co., Ltd.

Managing Director

Fumihiko Ike

Chief Operating Officer for Business Management Operations

Director

Satoru Kishi

Director

Kensaku Hogen

Director and Advisor

Hiroyuki Yoshino

Director

Sho Minekawa

Chief Operating Officer for Regional Operations (Latin America)

President and Director of Honda South America Ltda.

President and Director of Moto Honda da Amazonia Ltda.

President and Director of Honda Automoveis do Brasil Ltda.

(Note) Mr. Satoru Kishi and Mr. Kensaku Hogen satisfy the required conditions for the outside director provided for in Article 2, Paragraph 1, Item 15 of the Company Law.

Also, at the meeting of the Board of Directors following the Ordinary General Meeting of Stockholders, full-time Corporate Auditors were re-elected, and they have assumed their posts.

Corporate Auditor (full-time)

Hiroshi Okubo

Corporate Auditor (full-time)

Koji Miyajima

Corporate Auditor (Full-time)

Shinichi Sakamoto

Corporate Auditor

Koukei Higuchi

Corporate Auditor

Fumihiko Saito

Corporate Auditor

Yuji Matsuda

(Note) Corporate Auditors Mr. Koukei Higuchi, Mr. Fumihiko Saito and Mr. Yuji Matsuda are outside corporate auditors as provided in Article 2, Paragraph 1, Item 16 of the Company Law.

The Company has introduced an operating officer system to facilitate the transfer of authority to regions and local workplaces and to effectively separate the supervisory and executive roles, while also making the Board of Directors more versatile. At the meeting of the Board of Directors following the Ordinary General Meeting of Stockholders, operating officers were elected, and they have assumed their posts.

Managing Officer

Akio Hamada

President and Director of Honda of America Mfg., Inc.

Managing Officer

Takashi Yamamoto

General Manager of Saitama Factory of Production Operations

Managing Officer

Suguru Kanazawa

Executive Vice President and Director of Honda Motor Europe Ltd.

President and Director of Honda of the U.K. Manufacturing Ltd.

Operating Officer

Manabu Nishimae

Deputy Chief Operating Officer for Regional Sales Operations (Japan)

General Manager of Automobile Sales Operations for Regional Sales Operations (Japan)

General Manager of Aftermarket Operations in Regional Sales Operations (Japan)

General Manager of Asimo Business Office in Regional sales Operations (Japan)

Operating Officer

Masaya Yamashita

General Manager of Kumamoto Factory of Production Operations

Operating Officer

Hiroshi Kobayashi

President and Director of Honda Canada Inc.

Operating Officer

Hiroshi Oshima

Corporate Communications, Motor Sports

General Manager of Corporate Communications Division

Operating Officer

Tsutomu Saka

General Manager of Hamamatsu Factory of Production Operations

Operating Officer

Hidenobu Iwata

General Manager of Suzuka Factory of Production Operations

Operating Officer

Gen Tsujii

Production for Production Operations

General Manager of Automobile Production Planning Office in Production Operations

President and Director of Honda Engineering Co., Ltd.

Operating Officer

Koichi Fukuo

Quality, Certification & Regulation Compliance

Operating Officer

Hiroshi Soda

Executive Vice President and Director of Honda North America, Inc.

Executive Vice President and Director of American Honda Motor Co.,Inc.

Operating Officer

Takuji Yamada

President and Director of Honda Motor Europe (North) GmbH

Operating Officer

Hideki Okada

General Manager of Regional Operation Planning Office in Regional Operations (North America)

Executive Vice President and Director of American Honda Motor Co.,Inc.

Operating Officer

Masahiro Takedagawa

President and Director of Honda Siel Cars India Ltd.

President and Director of Honda Motor India Private Ltd.

Operating Officer

Yoichi Hojo

General Manager of Automobile Purchasing Division 2 in Purchasing Operations

Operating Officer

Tsuneo Tanai

Executive Vice President and Director of Honda of America Mfg.,Inc.

Operating Officer

Yoshiyuki Matsumoto

Automobile Products for Automobile Operations

Operating Officer

Eiji Okawara

Production in China in Production Operations

President of Guangzhou Honda Automobile Co.,Ltd.

Operating Officer

Ko Katayama

Manufacturing of Honda Canada Inc.

Operating Officer

Masahiro Yoshida

Human Resources and Associate Relations for Business Support Operations

General Manager of Human Resources Division for Business Support Operations

Operating Officer

Seiji Kuraishi

Vice President of Honda Motor (China) Investment Corporation, Ltd.

Operating Officer

Takashi Nagai

Executive Vice President and Director of Asian Honda Motor Co., Ltd.