

(TRANSLATION)

June 23, 2009

To our shareholders,

**Notice of Resolutions passed by the 85th
Ordinary General Meeting of Shareholders**

We hereby notify you that after the reports described below were heard, all the proposals were approved as briefly described below by the 85th Ordinary General Meeting of Shareholders of the Company held today.

Yours sincerely,

Takanobu Ito
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 85th Fiscal Year (from April 1, 2008 to March 31, 2009)
2. Report on the results of the audit of the consolidated financial statements for the 85th Fiscal Year (from April 1, 2008 to March 31, 2009) by the independent auditors and the Board of Corporate Auditors

The contents of these documents were reported.

Matters resolved:

FIRST ITEM: Distribution of Dividends

The proposal was approved in its original form, and the year-end dividend for the fiscal year under review will be ¥8 per share.

SECOND ITEM: Partial Amendment to the Articles of Incorporation

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

Before Amendment	After Amendment
<p>Chapter II. Shares</p> <p><u>Article 7. (Issuance of shares)</u> <u>The Company shall issue share certificates representing its issued shares.</u></p> <p>Article 8. (Number of shares constituting one voting unit, <u>and non-issuance of share certificates representing less than one voting unit</u>) The number of shares constituting one voting unit in the Company consists of one hundred (100) shares. <u>Notwithstanding the preceding Article, the Company shall not issue any share certificates representing Shares Less Than One Voting Unit; provided, however, that this shall not apply to the matters otherwise provided for in the Share Handling Regulations.</u></p>	<p>Chapter II. Shares</p> <p>[Deleted]</p> <p>Article 7. (Number of shares constituting one voting unit) The number of shares constituting one voting unit in the Company consists of one hundred (100) shares. [Deleted]</p>

<p>Article <u>9</u>. (Request for sale of Shares Less Than One Voting Unit) A shareholder of the Company (<u>including a beneficial shareholder; the same applies hereinafter</u>) may, in accordance with the provisions of the Share Handling Regulations, make a request to the effect that such number of shares should be sold to it that will, when added to the Shares Less Than One Voting Unit already held by that shareholder, constitute one voting unit of shares.</p>	<p>Article <u>8</u>. (Request for sale of Shares Less Than One Voting Unit) A shareholder of the Company may, in accordance with the provisions of the Share Handling Regulations, make a request to the effect that such number of shares should be sold to it that will, when added to the Shares Less Than One Voting Unit already held by that shareholder, constitute one voting unit of shares.</p>
<p>Article <u>10</u>. (Procedures relating to shares, etc.) <u>The denomination of the share certificates of the Company shall be provided for in the Share Handling Regulations established by the Board of Directors.</u> <u>Entry of the name of the transferee of shares in the shareholders' register, purchase and request for sale of Shares Less Than One Voting Unit and other procedures and fees relating to shares shall be governed by the Share Handling Regulations established by the Board of Directors.</u></p>	<p>Article <u>9</u>. (Procedures relating to shares, etc.) [Deleted] <u>Entries in the shareholders' register, purchase and request for sale of Shares Less Than One Voting Unit and other procedures and fees relating to shares shall be governed by the Share Handling Regulations established by the Board of Directors.</u></p>
<p>Article <u>11</u>. (Shareholders' Register Manager) The Company shall have a Shareholders' Register Manager. The Shareholders' Register Manager and its place of business shall be decided by resolution of the Board of Directors, and a public notice thereof shall be given. Preparation and storage of the shareholders' register (<u>which term shall also include the register of beneficial shareholders in this document</u>) of the Company, the register of stock acquisition rights, and the register of</p>	<p>Article <u>10</u>. (Shareholders' Register Manager) The Company shall have a Shareholders' Register Manager. The Shareholders' Register Manager and its place of business shall be decided by resolution of the Board of Directors, and a public notice thereof shall be given. Preparation and storage of the shareholders' register of the Company <u>and</u> the register of stock acquisition rights and any other business relating to shares and stock acquisition rights shall be delegated to the Shareholders'</p>

<p><u>lost share certificates</u> and any other business relating to shares and stock acquisition rights shall be delegated to the Shareholders' Register Manager and not conducted by the Company.</p> <p>Article <u>12.</u> to Article <u>37.</u> [Text of the articles abbreviated]</p> <p>[Newly Enacted]</p> <p>[Newly Enacted]</p>	<p>Register Manager and not conducted by the Company.</p> <p>Article <u>11.</u> to Article <u>36.</u> [No changes made to the existing text of the articles]</p> <p><u>Supplemental Provisions (Amendments to the articles of incorporation as of June 23, 2009)</u></p> <p><u>Article 1. Preparation and storage of the register of lost share certificates and any other business relating thereto shall be delegated to the Shareholders' Register Manager and shall not be conducted by the Company.</u></p> <p><u>Article 2. This and the preceding Article will be valid only until January 5, 2010 and will be deleted as of January 6, 2010.</u></p>
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*The underlines indicate the portions amended.

THIRD ITEM: Election of Twenty-One (21) Directors

The proposal was approved in its original form, and 17 directors were re-elected: Satoshi Aoki, Takeo Fukui, Koichi Kondo, Atsuyoshi Hyogo, Mikio Yoshimi, Takanobu Ito, Shigeru Takagi, Akio Hamada, Tetsuo Iwamura, Tatsuhiko Oyama, Fumihiko Ike, Masaya Yamashita, Kensaku Hogen, Sho Minekawa, Hiroshi Soda, Takuji Yamada and Yoichi Hojo. Four directors were newly elected: Nobuo Kuroyanagi, Hiroshi Kobayashi, Tsuneo Tanai and Hiroyuki Yamada. They have all assumed their posts.

FOURTH ITEM: Election of one (1) Corporate Auditor

The proposal was approved in its original form, and one corporate auditor, Hideki Okada, was newly elected. He has assumed his post.

FIFTH ITEM: Payment of Bonus to Directors and Corporate Auditors for the 85th Fiscal Year

The proposal was approved in its original form, and the Company will pay a bonus in the total amount of two hundred and sixty-five million and seven hundred and fifty thousand yen (¥265,750,000) to the twenty-one (21) directors in office as of the end of the fiscal year (including the total amount of four million and four hundred and sixty thousand yen (¥4,460,000) to the two (2) outside directors) and a bonus in the total amount of twenty-seven million and seven hundred and fifty thousand yen (¥27,750,000) to the five (5) corporate auditors in office as of the end of the fiscal year. The amount of bonus payable to each of the directors and corporate auditors is left to be determined by the Board of Directors with regard to each director's bonus, and to the consultation among the corporate auditors with regard to each corporate auditor's bonus.

At the meeting of the Board of Directors following the Ordinary General Meeting of Shareholders, Representative Directors and directors with executive powers were elected, and they have assumed their posts.

As a result, the composition of the directors of the Company is as follows:

Chairman and Representative Director

Satoshi Aoki

President and Representative Director

Takanobu Ito

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

Executive Vice President and Representative Director

Koichi Kondo

Senior Managing Director

Atsuyoshi Hyogo

Chief Operating Officer for Regional Operations (China)

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

Senior Managing Director

Mikio Yoshimi

Compliance Officer

Government & Industrial Affairs

Senior 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.

Senior Managing Director

Akio Hamada

Chief Operating Officer for Production Operations

Risk Management Officer

General Supervisor, Quality

General Supervisor, Information Systems

Senior 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

Tatsuhiko Oyama

Chief Operating Officer for Motorcycle Operations

Managing Director

Fumihiko Ike

Chief Operating Officer for Regional Operations (Asia & Oceania)

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

Managing Director

Masaya Yamashita

Chief Operating Officer for Purchasing Operations

Director

Kensaku Hogen

Director

Nobuo Kuroyanagi

Director and Advisor

Takeo Fukui

Director

Hiroshi Kobayashi

Chief Operating Officer for Regional Sales Operations (Japan)

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.

Director

Hiroshi Soda

Chief Operating Officer for Business Support Operations

Chief Officer of Driving Safety Promotion Center

Corporate Communications

Director

Takuji Yamada

Chief Operating Officer for Power Product Operations

Director

Yoichi Hojo

Chief Operating Officer for Business Management Operations

Director

Tsuneo Tanai

Chief Operating Officer for Automobile Operations

Director

Hiroyuki Yamada

Chief Operating Officer for Customer Service Operations

(Note) Mr. Kensaku Hogen and Mr. Nobuo Kuroyanagi are outside directors as provided for in Article 2, Item 15 of the Company Law.

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

As a result, the composition of the Corporate Auditors of the Company is as follows:

Corporate Auditor (full-time)

Toru Onda

Corporate Auditor (full-time)

Hideki Okada

Corporate Auditor

Koukei Higuchi

Corporate Auditor

Fumihiko Saito

Corporate Auditor

Yuji Matsuda

(Note) Corporate Auditors Koukei Higuchi, Fumihiko Saito and Yuji Matsuda are outside corporate auditors as provided for in Article 2, 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 Shareholders, operating officers were elected, and they have assumed their posts.

As a result, the composition of the Operating Officers of the Company is as follows:

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.

Managing Officer

Hidenobu Iwata

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

Operating Officer

Manabu Nishimae

President and Director of Honda Canada Inc.

Operating Officer

Koichi Fukuo

Quality, Certification & Regulation Compliance

Operating Officer

Masahiro Takedagawa

President and Director of Honda Siel Cars India Ltd.

President and Director of Honda Motor India Private Ltd.

Operating Officer

Yoshiyuki Matsumoto

General Manager of Suzuka Factory of Production Operations

Operating Officer

Eiji Okawara

President and Director of Honda Engineering Co., Ltd.

Operating Officer

Ko Katayama

General Manager of Saitama Factory of Production Operations

Operating Officer

Masahiro Yoshida

General Manager of Hamamatsu Factory of Production Operations

Operating Officer

Seiji Kuraishi

President of Dongfeng Honda Automobile Co., Ltd.

Operating Officer

Takashi Nagai

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

Operating Officer

Katsushi Watanabe

General Manager of Kumamoto Factory of Production Operations

Operating Officer

Toshiaki Mikoshiba

Russia and other CIS Countries for Regional Operations (Europe, the Middle & Near East and Africa)

Executive Vice President and Director of Honda Motor Europe Ltd.

Operating Officer

Yoshi Yamane

General Manager of Corporate Project of the Company

Production for Regional Operations (China)

Operating Officer

Takashi Sekiguchi

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

Operating Officer

Takahiro Hachigo

General Manager of Automobile Purchasing Division 2 in Purchasing Operations

Operating Officer

Hiroshi Sasamoto

Manufacturing of Honda Canada Inc.

Operating Officer

Chitoshi Yokota

Automobile Products for Automobile Operations

Operating Officer

Michimasa Fujino

President and Director of Honda Aircraft Company, Inc.