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ANA HOLDINGS INC.

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The following is an overview of Corporate Governance at ANA HOLDINGS INC.

I. Fundamental Policy on Corporate Governance and Basic Information about Capital Structure, Corporate Attributes, etc.

1. Fundamental Policy

In sustaining the growth of our corporate value, we believe it is essential to establish sound corporate governance for maintaining management transparency and fulfilling accountability to shareholders.

In building a competitive management structure for coping with a severe business environment, we transited to a holding company structure. As a holding company, our Directors discuss and determine the Group's management policy and earning targets. Also at the same time, supervise the business execution of each subsidiary company. To further strengthen Group management, in addition to the board of Directors, Group Corporate Strategy Committee is held by full-time Directors, full-time Audit & Supervisory Board Members, and others. Each subsidiary company appoints highly-skilled and considerably experienced directors and executive officers, who are authorized to make certain decisions about the division, for the purpose of achieving high performance and effective business operations.

The Company has introduced a corporate auditor system, whereby the Board of Directors and our Audit & Supervisory Board Member supervise and audit the execution of the Board Member's duties. Furthermore, we are strengthening the supervisory function of the Board of Directors, including the appointment of Outside Directors and the auditing function of the corporate auditors, which includes the appointment of full-time Outside Audit & Supervisory Board Members.

2. Capital Structure

Percentage of Shares Held by Foreign Investors

10% or more, and less than 20%

[Overview of Major Shareholders]

| Name of Shareholders | Number of Shares Held | Shareholding Ratio (%) |
|--|-----------------------|------------------------|
| The Master Trust Bank of Japan, Ltd. (Trust Account) | 107,238,000 | 3.04 |
| Japan Trustee Services Bank, Ltd. (Trust Account) | 96,947,308 | 2.75 |
| Nagoya Railroad Co., Ltd | 73,067,662 | 2.07 |
| THE BANK OF NEW YORK MELLON SA/NV 10 | 41,972,695 | 1.19 |
| Tokio Marine & Nichido Fire Insurance Co., Ltd. | 40,397,158 | 1.14 |
| Japan Trustee Services Bank, Ltd.(Trust Account1) | 40,181,000 | 1.14 |
| Japan Trustee Services Bank, Ltd. (Trust Account5) | 40,171,000 | 1.14 |
| Japan Trustee Services Bank, Ltd. (Trust Account6) | 40,062,000 | 1.13 |
| Japan Trustee Services Bank, Ltd. (Trust Account2) | 39,703,000 | 1.12 |
| Japan Trustee Services Bank, Ltd. (Trust Account3) | 39,610,000 | 1.12 |

3. Corporate Attributes

Stock Exchange Listings and Market Section

Tokyo (1st Section)

Fiscal Year-end

March

Sector

Air Transportation Business

Number of Employees (Consolidated)

1,000 and above

Net Sales (Consolidated)

1 trillion yen and above

Parent Company

None

Number of Consolidated Subsidiaries

50 and above but less than 100

4. Indication to protect minor shareholders when dealing with major shareholders

5. Other Special Circumstances that may have a Major Impact on Corporate Governance

There are no special circumstances that may have a major impact on corporate governance, such as major shareholders, parent company or listed subsidiaries.

II. Overview of the Corporate Governance System in terms of the Organization of

Management for Decision Making, Execution of Duty, Audit, and Other Matters

1. Matters pertaining to Institutional Structure, Organizational Operation, etc.

Organizational Form

Company with Corporate Auditors

[Directors]

| | |
|--|---|
| Number of Directors listed on the article of incorporation | 20 |
| Term listed on the article of incorporation | 1 year |
| Chairman of the Board of Directors | Chairman (excluding the case where the Chairman concurrently serves as President) |
| Number of Directors | 10 |
| Outside directors | Appointed |
| Number of Outside directors | 3 |
| Outside directors appointed as Independent Directors | 3 |

Relation with the Company (1)

| Name | Attribution | Relation with the Company (*1) | | | | | | | | | | |
|-----------------|----------------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | k |
| Shosuke Mori | Comes from another company | | | | | | | | | | | |
| Ado Yamamoto | Comes from another company | | | | | | | | | | | |
| Izumi Kobayashi | Comes from another company | | | | | | | | | | | |

*1 Explanatory Note for “Relation with the Company”

○ denotes that an item currently applies to the person, and △ denotes that it applied in the past.

● denotes that an item currently applies to a close relative of the person, and ▲ denotes that it applied in the past.

- a Executive officer of the listed company or a subsidiary thereof
- b Executive officer or non-executive director of the parent company of the listed company
- c Executive officer of a fellow subsidiary of the listed company
- d A person for whom the listed company is a key business partner, or an executive officer thereof
- e A key business partner of the listed company, or an executive officer thereof
- f A consultant, accounting expert or legal expert who receives substantial money or other property from the listed company other than officer compensation
- g A major shareholder of the listed company (if the major shareholder is a corporation, an executive officer of the corporation)
- h An executive officer (only the actual person) of a business partner of the listed company (which does not fall under d, e or f)
- i An executive officer of a company with a relationship of mutual appointment of outside directors (only the actual person)
- j An executive officer of a party to which the listed company makes donations
- k Other

Relation with the Company (2)

| Name | Supplementary Information | Reason for Appointment as Outside Director |
|--------------|--|--|
| Shosuke Mori | <p>The outside director has been designated as an independent director.</p> <p>Chairman and Representative Director of The Kansai Electric Power Co., Inc., with which ANA HOLDINGS INC. have no significant transactions.</p> | <p>< Reasons for election as an outside director ></p> <p>The experience and broad insight he gained from managing a utility company will be useful in further strengthening our management structure by offering appropriate advice. He has therefore been elected as an outside director for the company.</p> <p>< Reasons for designation as an independent director ></p> <p>The director in question is serving concurrently as a Representative Director of The Kansai Electric Power Co., Inc., but there are no transactions of significance between The Kansai Electric Power Co., Inc., and ANA HOLDINGS INC. We are therefore certain that no conflicts of interest with general shareholders will arise.</p> |
| Ado Yamamoto | <p>The outside director has been designated as an independent director.</p> <p>Chairman and Representative Director of Nagoya Railroad Co., Ltd., with which ANA HOLDINGS INC. does not have any relationship to note. However there are transactions concerning entrustment and acceptance of air ticket sales between our group.</p> | <p>< Reason for election as an external director ></p> <p>The experience and broad insight he gained from managing a transportation company, will be useful in further strengthening our management structure by offering appropriate advice. He has therefore been elected as an outside director for the company.</p> <p>< Reason for designation as an independent director ></p> <p>The director in question is serving</p> |

| | | |
|-----------------|---|---|
| | | <p>concurrently as a Chairman and Representative Director of Nagoya Railroad Co., Ltd., which has no significant transactions. Though the company is one of the top shareholders of our company, but is not a primary shareholder, with an interest of less than 5%. There are also transactions between the company and ANA Group for the consignment of airline ticket sales.</p> |
| Izumi Kobayashi | <p>The outside director has been designated as an independent director.</p> | <p>< Reason for election as an outside director ></p> <p>The abundant experience and deep insight as a representative in a private financial institution and multilateral development bank will be useful in further strengthening our management structure by offering appropriate advice, therefore she has been elected as an outside director for the company.</p> <p>< Reason for designation as an independent director ></p> <p>There are no transactions of significance between this director and ANA HOLDINGS INC. We are therefore certain that no conflicts of interest with general shareholders will arise.</p> |

Existence of a voluntary committee equivalent to the Nominations Committee or Remuneration Committee

Yes

Status of establishment of voluntary committees, composition of committee members, attributes of chairperson (committee chair)

| | Name of committee | Total members | Full-time members | Internal directors | Outside directors | Outside experts | Other | Chairperson (committee chair) |
|--|---------------------------------|---------------|-------------------|--------------------|-------------------|-----------------|-------|-------------------------------|
| Voluntary committee equivalent to the Nominations Committee | — | — | — | — | — | — | — | None |
| Voluntary committee equivalent to the Remuneration Committee | Remuneration Advisory Committee | 4 | 0 | 1 | 2 | 1 | 0 | Outside director |

Supplementary Information

< Remuneration Determination Process >

To ensure suitability of directors' remuneration, etc. and transparency of the process of determination thereof, the Company has established a Remuneration Advisory Committee with a majority comprising outside directors and outside experts, and the Committee conducts deliberation before the remuneration policy is resolved by the Board of Directors.

[Audit & Supervisory Board Members]

| | |
|--|-------------|
| Audit & Supervisory Board | Established |
| Number of Audit & Supervisory Board Member | 5 |
| Number of Audit & Supervisory Board Member listed on the articles of incorporation | 5 |

Cooperation between Audit & Supervisory Board Member and Accounting Auditors and Internal Audit Division

The accounting auditors hold a meeting with the Audit & Supervisory Board Member once every quarter, or as needed, to report on audit activities to each one of the offices and Group companies, and exchange opinions on them.

The Internal Audit Division holds a meeting with the Audit & Supervisory Board Member when needed to report on audit activities to each of the offices and Group companies, and exchange opinions on them.

| | |
|--|-----------|
| Outside Audit & Supervisory Board Member | Appointed |
| Number of Outside Audit & Supervisory Board Member | 3 |
| Relation with the Company (1) | |

| Name | Attribution | Relation with the Company (*1) | | | | | | | | | | | | |
|----------------|----------------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|---|---|
| | | a | b | c | d | e | f | g | h | i | j | k | l | m |
| Sumihito Okawa | Comes from another company | | | | | | | | | | △ | | | |
| Shingo Matsuo | Comes from another company | | | | | | | | | | | | | |
| Eiji Ogawa | Professor | | | | | | | | | | | | | |

*1 Explanatory Note for “Relation with the Company”

○ denotes that an item currently applies to the person, and △ denotes that it applied in the past.

● denotes that an item currently applies to a close relative of the person, and ▲ denotes that it applied in the past.

a Executive officer of the listed company or a subsidiary thereof

b Non- executive officer or an account councilor of a listed company or a subsidiary

c Executive officer or non-executive director of the parent company of the listed company

d Audit & Supervisory Board Member of the listed parent company

e Executive officer of a fellow subsidiary of the listed company

f A person for whom the listed company is a key business partner, or an executive officer thereof

g A key business partner of the listed company, or an executive officer thereof

h A consultant, accounting expert or legal expert who receives substantial money or other property from the listed company other than officer compensation

i A major shareholder of the listed company (if the major shareholder is a corporation, an executive officer of the corporation)

j An executive officer (only the actual person) of a business partner of the listed company (which does not fall under h, f or g)

k An executive officer of a company with a relationship of mutual appointment of outside directors (only the actual person)

l An executive officer of a party to which the listed company makes donations

m Other

Relation with the Company (2)

| Name | Supplementary Information | Reason for Appointment |
|----------------|--|--|
| Sumihito Okawa | The outside Audit & Supervisory Board Member has been designated as an independent officer. Former officer of a board member of a financial institution | <Reasons for election as an outside Audit & Supervisory Board Member > The experience and broad insight as a representative of a public financial institution will be useful in further strengthening our Audit & Supervisory |

| | | |
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| | | <p>structure. He has therefore been elected as an outside Audit & Supervisory Board Member.</p> <p>< Reasons for designation as an independent officer ></p> <p>A substantial amount of time has passed after resigning the position of vice president to the Development Bank of Japan, Inc. in October 2006, so he will not be in the so-called position of representing a bank from which the company receives loans. We are therefore certain that no conflicts of interest with general shareholders will arise. Moreover, while the balance of loans from the Development Bank of Japan Inc. as of September 2015, with which the director in question was affiliated in the past is JPY35,609 million.</p> |
| Shingo Matsuo | <p>The outside Audit & Supervisory Board Member has been designated as an independent officer.</p> <p>Concurrently serves as the Counselor of Kyushu Electric Power Co., Inc., with which ANA HOLDINGS INC. has no transactions of significance.</p> | <p><Reasons for election as an outside Audit & Supervisory Board Member ></p> <p>The experience and broad insight he gained from managing a utility company will be useful in further strengthening our Audit & Supervisory Board Member structure.</p> <p>He has therefore been elected as an outside Audit & Supervisory Board Member .</p> <p>< Reasons for designation as an independent officer ></p> <p>External corporate Auditor Matsuo is serving concurrently as a counselor for Kyushu Electric Power Co., Inc., but there are no transactions of significance between Kyushu Electric Power Co., Inc., and ANA HOLDINGS INC. We are therefore certain that no conflicts of interest with general shareholders will arise.</p> |

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| | | |
| Eiji Ogawa | <p>The outside Audit & Supervisory Board Member has been designated as an independent officer.</p> <p>Concurrently serves as a Professor of the Graduate School of Commerce and Management at Hitotsubashi University with which ANA has no transactions of significance.</p> | <p>< Reasons for election as an outside Audit & Supervisory Board Member ></p> <p>Audit & Supervisory Board Member Ogawa is serving concurrently as a specialist in International finance with width and great extent.</p> <p>By the experience and broad insight gained by managing the university we have elected him as an Outside Audit & Supervisory Board Member.</p> <p>< Reasons for designation as an independent officer ></p> <p>Concurrently serves as a Professor of the Graduate School of Commerce and Management at Hitotsubashi University with which ANA has no transactions of significance.</p> |

[Incentives]

Measures to Grant Incentives to Directors

Performance-linked remuneration

Supplementary Information in regard to Relevant Items

In February 2011 the Company formed the Remuneration Advisory Committee, with outside directors and outside experts comprising a majority of the members. The Committee commissioned a study of the remuneration levels at other companies to an external institution specializing in such research, and established ANA's remuneration system and standards. Outside directors receive fixed remuneration (monthly remuneration) only. The retirement allowance system was abolished in 2004.

Beneficiaries of Stock Options

Supplementary Information in regard to Relevant Items

[Directors' Remuneration]

Disclosure Method

No disclosure of individual remuneration

Supplementary Information in regard to Relevant Items

The aggregate amount of remuneration of 9 directors incumbent for FY2014 (ended March 2015)

was 375 million yen, and the aggregate amount of remuneration of 3 outside directors were 30 million yen.

| | |
|--|-----|
| Policy for setting remuneration amounts and calculation method | Yes |
|--|-----|

Supplementary Information in regard to Relevant Items

1. Basic method for the Directors Remuneration

- (1) Ensure transparency, fairness and objectivity of remuneration and establish a remuneration level worthy of his/her roles and responsibility
- (2) Reinforce incentives for achieving management objectives by introducing Performance-linked remuneration based on management strategies.
- (3) Aim to establish a remuneration scheme that enables the Company to share profits with its shareholders by working to raise medium-to-long term corporate value.

Based on the above policies, the Company formed the Remuneration Advisory Committee, with outside directors and outside experts comprising a majority of the members. The Committee commissioned a study of the remuneration levels at other companies to an external institution specializing in such research, and established ANA's remuneration system and standards. Outside directors receive fixed remuneration (monthly remuneration) only. The retirement allowance system was abolished in 2004.

2. Basic method for the corporate auditors

Remuneration for an Audit & Supervisory Board Member consists of fixed remuneration (monthly remuneration) determined by taking into consideration his/her function and the need to appoint and retain a capable person. The standards for remuneration were set based on other companies levels as researched by an external institution upon ANA's request. The retirement allowance system was abolished in 2004.

[Support System for Outside directors and Outside Audit & Supervisory Board Members]

Outside directors receive explanations on the status of the Company from the Corporate Communication Office General Administration & CSR Promotion Department (secretariat of the Board of Directors), or other departments, depending on the agenda. Outside Audit & Supervisory Board Member also receive explanations from the Audit & Supervisory Board Member Office (secretariat of the corporate auditors) in a similar manner.

2. Matters pertaining to Functions relating to the Execution of Duties, Audit and Supervision, Appointment and Remuneration Decisions, etc.

Based on its belief that a competitive management structure is indispensable in a severe

operating environment, ANA adopts a holding company structure and appoints persons fully knowledgeable about the business and well-versed in management as directors, and pots personnel with abundant experience and highly specialized knowledge in the various divisions as corporate executive officers, who are given the authority to oversee divisional operations, to conduct functional and effective execution of management activities. In addition, ANA has adopted a company with Audit & Supervisory Board system comprising the Board of Directors and Audit & Supervisory Board Members, to supervise and audit the execution of duties by directors. Further, ANA has strengthened the supervisory functions of the Board of Directors through measures such as appointment of outside directors and has enhanced the auditing capabilities by implementing the Audit & Supervisory Board by appointing full-time outside Audit & Supervisory Board Members.

The Board of Directors is structured by 9 male and 1 female Directors, and 5 male Audit & Supervisory Board Members.

We have also established the Management Advisory Council as an independent legal entity to enable the company to receive freely-given frank opinions and advice, from 7 experts (6 male, 1 female) in every sphere, regarding all aspects of managing the corporate group. We held 4 Management Advisory Council in FY2014. (From April 1, 2014 to March 31, 2015)

<Functions of Operation>

Issues fundamental to the operation of the ANA Group are discussed and decided upon at the Group Strategy Committee, which is chaired by the President and CEO, and includes full-time directors, full-time auditors and others as its members. The Group Corporate Strategy Committee is structured by 10 male.

<Function of Auditors>

The Internal Audit Division (10 members), which reports directly to the President, audits operations and accounts of ANA HOLDINGS INC. and the Group companies, and conducts evaluations from a third persons point that correspond to the stipulation in the Financial Instruments and Exchange Act on the reporting system for the internal control of financial reporting within the Group. Audits are comprised of regular audits, which are conducted in accordance with annual business plans, and non-regular audits conducted at the discretion of the management. Regular audits are conducted from a fair and objective stance based on risk analyses for each division and Group companies. The results of audits are reported to the President every month and to the corporate auditors as appropriate.

Moreover, the audits conducted by the Audit & Supervisory Board Member s are mainly conducted by full-time external corporate auditors who previously worked for financial institutions, and are conducted according to a structure which includes full-time Audit & Advisory Board Members, well versed in the internal company business and Outside Audit & Supervisory Board Member Outside

Audit & Supervisory Board Members with a high degree of independence. To strengthen the audit structure, a Audit & Supervisory Board Department has been established under the direct control of the Audit & Supervisory Board Member to aid the Audit & Supervisory Board Member in audits. The department will work in cooperation with the Corporate Audit Division under the direct control of the President and the outside Audit & Supervisory Board Member.

Account auditing is entrusted to certified public accountants affiliated with Ernst & Young ShinNihon LLC.

3. The ANA Group believes that it is essential to institute a system of corporate governance that promotes business transparency and accountability to shareholders in order to continue enhancing its corporate value. Our Company adopts several directors including 3 Outside directors which makes the Board of directors of 10 and 3 to 5 Audit & Supervisory Board Member and introduces a Audit & Supervisory Board Member system.

III. Implementation of Measures Related to Shareholders and Other Stakeholders

1. Approach toward the vitalization of general shareholders meetings and the facilitation of the exercise of voting rights

| | Supplementary Information |
|--|--|
| Early Notification of the General Shareholders Meeting | Notice of the General Shareholders Meeting is sent Three Weeks Prior to the Meeting, as a general rule. |
| Exercising of Voting Rights by Electronic Voting | The Company participates in the electronic voting platform operated by ICJ. |
| Other | The Company posts notice of the general shareholders meeting on its website and prepares English translations. http://www.anahd.co.jp/investors/ http://www.anahd.co.jp/en/investors/ |

2. IR Activities

| | | |
|-------------------------|---|--|
| | Supplementary Information | Explanation by the President in Person |
| Disclosure Policy | Uploaded on the homepage http://www.anahd.co.jp/investors/ http://www.anahd.co.jp/en/investors | |
| Briefing for Individual | Held over ten times a year with the assistance | Offered |

| | | |
|--|--|---------|
| Investors Held on a Regular Basis | of a securities company. | |
| Briefing for Overseas Investors on a Regular Basis | Briefings are held several times a year in America, Europe, and Asia. | Offered |
| Website Posting of the IR Data | The Company posts summaries of quarterly financial statements, annual securities reports, and quarterly reports, as well as stock information, financial data, monthly numbers of passengers, and other matters on its website. Videos of financial results meetings and the General Shareholders Meeting are transmitted through the website. http://www.anahd.co.jp/investors/ http://www.anahd.co.jp/en/investors/ | Offered |
| Establishment of an IR Section or Manager | The Company has established the Finance, Accounting & Investor Relations department and the Investor Relations team. By explaining the corporate strategy and financial results, the company has been working to raise transparency of management and communication. | |
| Other | A bulletin containing the latest business information and topics is sent to all shareholders on a quarterly basis. A new website for shareholders was established, and various information is communicated to shareholders. | |

3. Activities for Respecting the Position of Stakeholders

| | Supplementary Information |
|---|---|
| Prescribed respect for the standpoint of shareholders in internal regulations, etc. | The Company established the Social Responsibility Guidelines, which is the code of conduct for executive and regular employees, and exhibits the action which should be taken towards the stakeholders. The guideline is well known to all employees and e-learning has been an education activity. |

| | |
|---|---|
| Implementation of Environmental Conservation Activities, CSR Activities, etc. | ANA Group has a basic approach toward environment and in 2008, ALL NIPPON AIRWAYS CO., LTD. was first in the airline and transport industry to be certified by Japan's Ministry of the Environment as an ECO-First company. In the medium-to-long-term environment plan "ANA FLY ECO 2020" we will continue to reduce CO2 and conduct forestation. |
| Formulated policy on the provision of information to shareholders | A CSR Report is compiled once a year regarding the details of efforts made and disclosed publicly on the web site and in pamphlet form. https://www.anahd.co.jp/csr/ http://www.anahd.co.jp/en/csr/ |
| Others | The latest structure which has been submitted is 9 male and 1 female. ANA Group declare in our "ANA's Way" to make full use of diversity as an important management theme regardless of race, age, gender and sense of values. In particular, women's show an important role in aircraft operations, sales, customer services, and others to raise qualities with their skills and experiences. In order to meet various requests from customers and improve our skills, it is indispensable for women to show various perspectives, sensibilities and values. ANA Group is proceeding establishment of surroundings to support women to envision their long-term, autonomous carriers and to form the core of the organization. Our company adopts 1 female External Director and ANA group adopts 6 women Outside directors including 3 President. |

IV. Basic Policy on Internal Control Systems and Overview of their Implementation

(1) System for Ensuring the Company's Directors' and Employees' Compliance with Laws and Articles of Incorporation in the Execution of Duties

- Under the ANA Group Compliance Rules, the Company has established the Group CSR Promotion Committee, composed of full-time directors and corporate auditors, and its subordinate organization, the Compliance Committee, comprised mainly of executive officers and other persons in charge of executing duties in each operation, which are both supervised by the President. Essential policies and issues of significance related to compliance are discussed and proposed in these two committees. The Company has formulated the company-wide Social Responsibility Guidelines, which are a code of conduct for executives and employees in the ANA Group, and created an environment enabling these to be viewed by all executives and employees.

- The Company has been developing systematic compliance structures through by establishing both the help line for consultation and reporting within the ANA Group and the Internal Audit Division responsible for internal auditing within the Group.
- CSR Promotion officer and CSR Promotion Leader is appointed in the company's subsidiaries to implement activities for raising awareness on compliance among executives and employees. The Company has also launched a CSR website on the Group Intranet to further spread compliance awareness.

(2) System for Storing and Managing Information Related to the Execution of Duties by Directors

- Information related to the execution of duties by directors, including important decision making at the Board of Directors, reporting to the directors, etc., are managed in accordance with the law and the document rules concerning preparation, organization, storage and disposal of documents, irrespective of recording media. Such information is stored in such a way that directors and employees can retrieve and view it at any time.
- Important documents are circulated among the directors and corporate auditors, who can access them at any time.
- The Internal Audit Division conducts internal audits concerning storage and management of documents to ensure effective management.

(3) Rules and Other Systems Regarding Management of Risk of Loss

- In accordance with the Total Risk Management Rules, which stipulate basic rules for total risk management at the ANA Group, the Company has established the Group CSR Promotion Committee (composed of full-time directors and corporate auditors) and its subordinate organization, the Risk Management Committee (comprised mainly of executive officers and other persons in charge of executing duties in each operation) to discuss, propose and promote important policies and issues concerning total risk management under the supervision of the President. Subcommittees specialized in certain kinds of risks, such as the Risk Management Subcommittee, the Security Trade Control Subcommittee and the Information Security Subcommittee, are established.
- CSR Promotion officer and CSR Promotion Leader are appointed in the company's subsidiaries to promote risk management activities within the Group.

(4) System for Ensuring Efficient Execution of Duties by the Company's Directors

- By establishing the Group's corporate philosophy, the Company clarifies the identity and role of the ANA Group and shares the Group's future goals with all employees through the Corporate Vision.
- For achieving the goals set in our Group Corporate Vision, we establish ANA Group Corporate

Strategy, an Annual Management Plan, and Operation Plans, based on which each and every director and employee sets individual performance targets. By such means, we clarify the goals to be achieved and link together individual targets. In addition, we step up our efforts for more appropriate and efficient performance of operations through regular reviews of each plan and target.

- The range of authority and discretion of executives and regular employees are clarified in the Regulation of Segregation of Duties, Regulation of Authority of Management, among other documents, which stipulate the division of roles, authority and responsibility on the execution of duties, as well as the chain of command.
- We aim for swift decision making by adopting the Corporate Executive Officer System. Important matters concerning the execution of duties are discussed at the Group Strategy Committee and are decided upon based on a collegial system.

(5) System for Ensuring Appropriateness of the Business Operations of the Company and its Subsidiaries

(a) System for Reporting Matters Concerning the Execution of Duties of Directors' etc. of Subsidiaries to the Company

- The condition of the execution of business of subsidiaries is a matter to be reported to the Group Management Strategy Committee.
Furthermore, the status of auditing by subsidiaries' corporate auditors is a matter to be reported to the Group Management Strategy Committee.

(b) Rules and Other Systems Concerning the Management of the Risk of Losses of Subsidiaries

- The Company increases the stability and efficiency of group management through the creation of a risk management and crisis management system covering the group based on the Total Risk Management Rules.
- The status of the risk management and crisis management system is a matter to be reported to the Group CSR Promotion Committee, to manage progress.
- CSR Promotion Leader Meetings are periodically held for the CSR Promotion Leaders, who are the persons promoting CSR activities in subsidiaries, to share information and provide education on risk management and crisis management.

(c) System for Ensuring the Efficient Execution of Duties of Directors, etc. of Subsidiaries

- The basic principles on management of the company's subsidiaries based on the Group's management philosophy are stipulated in the Group Corporate Governance Rules.
- Group Management Rules are established with each subsidiary based on the Group Corporate Governance Rules, to conduct the corporate management required for achieving the performance targets of each company.

(d) System for Ensuring Compliance with Laws, Regulations and Articles of Incorporation by Directors, etc. and Employees of Subsidiaries

- The Company promotes education and raising awareness on compliance based on the ANA Group Compliance Rules.
- The company has established the Internal Audit Division to conduct audits of operations and accounting of the Company and its subsidiaries

(6) Matters Regarding Employees Who Assist Corporate Auditors in their Duties in Cases Where the Corporate Auditors Request Appointment of such Employees

- Directors establish a Corporate Auditors Office upon request of corporate auditors as a body particularly committed to supporting their duties, and dispatch appropriate personnel.

(7) Matters regarding Independence from Directors of the Employees Described in the Preceding Item (6) and Matters regarding the Effectiveness of Corporate Auditors' Instructions to Such Employees

- Persons working at the Corporate Auditors Office shall comply with the instructions and orders of corporate auditors, and directors shall decide on the treatment of such persons through consultation with corporate auditors.

(8) System of Reporting to the Company's Corporate Auditors

- (a) System of Reporting from Directors and Employees to the Company's Corporate Auditors
 - Directors and employees report to corporate auditors on important matters concerning the management and business operations of the Company, including issues related to compliance, risk management and internal control, as well as on performance of duties, etc., through Board of Directors meetings, the Group Strategy Committee, and other important internal meetings.
 - Employees report on the execution of duties to corporate auditors through circulation of internal documents sent around for managerial approval, in accordance with the Rules for Request for Decision.
- (b) System of Reporting to the Company's Corporate Auditors by from Directors, Employees of and Persons Executing the Business of Subsidiaries, and Persons Who Have Received Reports Therefrom
 - In accordance with the Total Risk Management Rules, the Company is requires material events in subsidiaries to be reported to the Company, and the Company reports the content to the corporate auditors.
 - The full-time corporate auditors of the Company and the corporate auditors of each subsidiary periodically hold Group Audit Meetings to report and exchange information on the status of auditing.
 - The Internal Audit Division and the Accounting Auditors report and exchange information with the Company's corporate auditors on the status of auditing of subsidiaries.

- Content of inquiries and reports from subsidiaries' employees, etc. are summarized and key items are reported to the Group CSR Promotion Committee and the Company's corporate auditors.

(9) System for Ensuring Persons Make Reports in the Previous Item (8) Are Not Treated Disadvantageously Due to Making the Report

- In the ANA Group Rules on Handling of Whistleblowing, the Company prohibits disadvantageous treatment of a person making a report for making the report.

(10) Matters Concerning the Treatment on Disposal of Expenses and Debt Arising from the Execution of Duties by the Company's Corporate Auditors

- A budget is provided to ensure the effectiveness of audits regarding various expenses related to auditing due to directors cooperating with corporate auditors.

(11) Other Systems for Ensuring Effectiveness of Auditing by the Company's Corporate Auditors

- Directors and corporate auditors hold regular meetings to ensure sufficient communication. Corporate auditors attend Board of Directors meetings, the Group Strategy Committee and other important meetings, and directly comment on the execution of duties by directors. Directors cooperate in building a system for more effective auditing through the joint efforts of corporate auditors and the Internal Audit Division.

2. Basic Policy on Eliminating Anti-social Forces and Development of a System for that Purpose

- (1) In the Group's code of ethics Social Responsibility Guidelines states that the statute and rule of each country and the area are followed. To have a clean break with Anti-social forces, there is a Case Book which is made public on the internal group Intranet in order to ensure group-wide awareness.
- (2) On the structural side, the Company has been developing an internal system against anti-social forces in accordance with the "Guidelines for Companies to Prevent Damage from Anti-Social Forces," which was formulated at the administrative meeting of the Government's Ministerial Meeting Concerning Measures Against Crime and with the provision to "exclude antisocial elements such as organized crime from any business activities" in the Keidanren Charter for Good Corporate Behavior. While establishing the Corporate Response Section for the entire group within the head office, the Company appoints a range of "persons in charge of undue claims" in each Group companies. By such means, the Company takes systematic action against undue claims and avoids leaving a certain section or individual alone in facing the problem.
- (3) For the collection and management of information in order to fight anti-social forces, the

aforementioned Corporate Response Section will contact the anti-violence sections of the police station, prefectural centers for the elimination of criminal organizations and the Special Anti-Crime Association affiliated with the Metropolitan Police Department on a regular basis for effective exchange of information, and will store the data thus obtained. For systematic information sharing, the Corporate Response Section will also report on the risks surrounding the company and any other problems to executives and other persons concerned in a timely and swift manner.

- (4) Undue claims from anti-social forces are immediately reported to the Corporate Response Section, which will take a systematic and uniform response as a Group, while soliciting cooperation from outside experts. The company is working to strengthen our ability to take action under a structure for response in accordance with the “ANA Group Rules on Responding to Antisocial Forces” and the “Manual on Response to Undue Claims.”
- (5) The Company is taking enhanced efforts to entirely shut down relations with anti-social forces by introducing the “Article on the Elimination of Criminal Organizations” and the “Special Agreement on the Prohibition of Transfer of Claims” in each Group company for their agreements, etc. on transactions with outside entities.

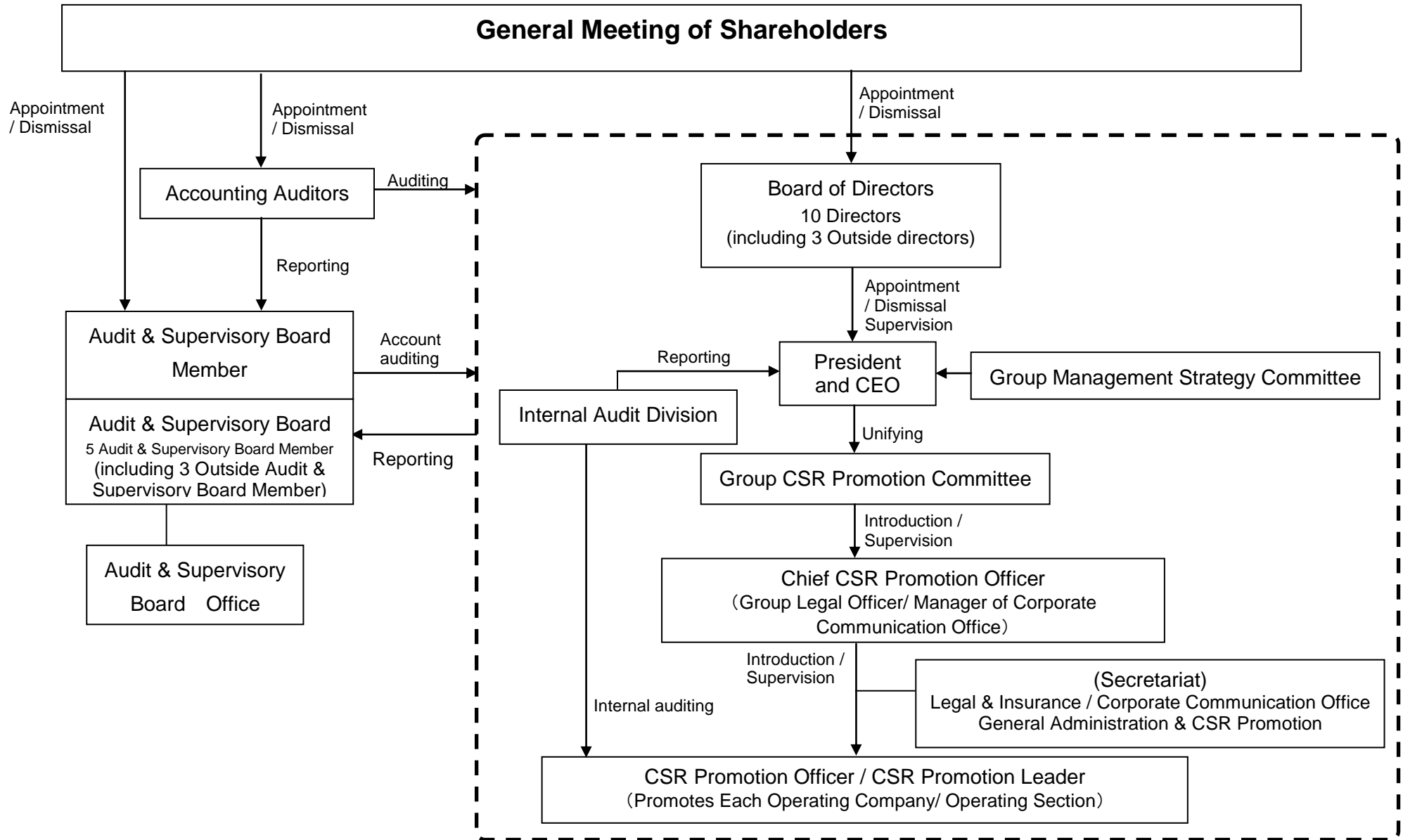
V. Others

1. Matters regarding Takeover Defense

Not introduced.

2. Other Items regarding Corporate Governance Systems, etc.

None in particular.



System Pertaining to Timely Disclosure

