

This document has been translated from the original Japanese version for reference purposes only. In the event of any discrepancy between this translated document and the original Japanese version, the latter shall prevail in all respects.

Securities ID Code: 9202

June 7, 2016

Dear Shareholders

Shinya Katanozaka
President & Chief Executive Officer
ANA HOLDINGS INC.
5-2, Higashi-Shimbashi 1-chome
Minato-ku, Tokyo 105-7140, Japan

Notice of the 71st Ordinary General Meeting of Shareholders

First of all, we would like to express our sincere sympathy for our shareholders who have suffered damage due to Kumamoto Earthquake in April 2016.

We are pleased to announce that the 71st Ordinary General Meeting of Shareholders will be held as below. We would highly appreciate your attendance at the meeting.

In the event that you will not be able to attend the meeting, you can exercise your voting rights either in writing or through the Internet, etc. To do so, please read the Supplementary Information for General Meeting of Shareholders enclosed herewith and then exercise your voting rights of this Notice by no later than June 27, 2016 (Monday), 6:00 PM (Japan Standard Time).

Guidance Notes on Exercise of Voting Rights

If you are to attend the meeting and exercise the voting rights:



Date of the Meeting: June 28, 2016 (Tuesday), 10:00 AM , reception starts from 8:30 AM (Japan Standard Time)

Please **bring and submit** the Form for Exercise of Voting Rights **at the reception desk on the day of the Meeting.**

* Please bring this convocation notice also for material purposes.

If you are to exercise the voting rights by way of postal mail:



Due date of exercise: Forms that arrive by no later than June 27, 2016 (Monday), 6:00 PM (Japan Standard Time)

Please read the directions described in the Form for Exercise of Voting Rights enclosed herewith, mark your approval or disapproval of each resolution, cut off the unnecessary section and then post the Form after pasting the personal information protection seal thereonto.

If you are to exercise the voting rights through the Internet:



Due date of exercise: Acceptable until June 27, 2016 (Monday), 6:00 PM (Japan Standard Time)

Please enter your approval or disapproval of each resolution on our website for exercising the voting right at <http://www.web54.net>.

► For more details, see "Guidance Notes on the Exercise of Voting Rights through the Internet, Etc."

General Information of the Meeting

1. Date:	June 28, 2016 (Tuesday), 10:00 AM (Japan Standard Time) (reception desk will be open at 8:30 AM)
2. Location:	Grand Prince Hotel New Takanawa, International Convention Center PAMIR; 13-1, Takanawa 3-chome, Minato-ku, Tokyo
3. Objectives:	<p>Matters to be reported:</p> <ul style="list-style-type: none"> (a) Business Report, Consolidated Financial Statements, and the Results of Audit of Consolidated Financial Statements by Independent Auditors and the Audit & Supervisory Board for the 66th term (from April 1, 2015 to March 31, 2016). (b) Non-consolidated Financial Statements for the 66th term (from April 1, 2015 to March 31, 2016). <p>Matters to be resolved:</p> <ul style="list-style-type: none"> 1. Appropriation of Surplus 2. Election of 10 Directors of the Company 3. Election of 2 Audit & Supervisory Board Members of the Company 4. Election of the Independent Auditor
4. Note on Exercise of Voting Rights	<ul style="list-style-type: none"> • If you exercise your voting rights twice, both in writing and through the Internet, etc., only the exercise through the Internet, etc., will be counted. • If you exercise your voting rights more than once through the Internet, etc., only the last exercise will be counted. • If you have a proxy to attend the General Meeting of Shareholders on your behalf, the proxy must be a shareholder of the Company who has voting rights in the Company. The proxy shall be no more than one person. In order to attend the General Meeting of Shareholders, the proxy is required to hand in at the reception desk, a written instrument evidencing the proxy's power of representation.

5. Note on Online Disclosure	<ul style="list-style-type: none"> In accordance with the applicable laws and regulations and Article 17 of the Articles of Incorporation of the Company, the following documents (which are part of the documents to be provided to shareholders) are not included in this Notice as they are disclosed online on our website: (1) Notes to Consolidated Financial Statements; and (2) Notes to Non-consolidated Financial Statements
6. Method of Making an Announcement to Shareholders	<ul style="list-style-type: none"> Upon the occurrence of any event which may cause an amendment to the Supplementary Information for General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements, no later than the day before the General Meeting of Shareholders, we will make an announcement in writing by mail or on our website.
7. Company website	http://www.ana.co.jp/group/en/investors/

END

[If you are to attend the meeting and exercise your voting rights]

► We would appreciate it if you could come ahead of time to avoid last-minute congestion (The reception desk will be open at 8:30 AM.).

► Please note that we do not distribute any gifts at the day of the meeting.

Guidance Notes on the Exercise of Voting Rights through the Internet, Etc.

The exercise of voting rights through the Internet is allowed only through access to the following designated website:

[Website URL for exercising voting rights] <http://www.web54.net>

Access procedures:

Step 1: Access to the website for exercising voting rights → Click "Next"

(Translation of the message on the screen)

[Welcome to our website for exercising voting rights!]

- Click "Exercise of Voting Rights through the Internet, Etc." below and read the instructions carefully before using this website.
- If you agree to the instructions described above, please click "Next" and use this website.]

Step 2: Log in → Enter "Code for Exercise of Voting Rights" indicated on the Form for Exercise of Shareholder Voting Rights and click "Login." When accessing for the first time, it will move on to the password change screen.

(Translation of the message on the screen)

[Login]

- Enter "Code for Exercise of Voting Rights" indicated on the Form for Exercise of Shareholder Voting Rights and click "Login."
- "Code for Exercise of Voting Rights" is written on the right-hand side of the Form for Exercise of Shareholder Voting Rights (If you had received the convocation notice by email, it is described in the main text of the same email).]

Step 3: Entry of password → Enter the password indicated on the Form for Exercise of Voting Rights and click "Next"

(Translation of the message on the screen)

[Password authentication]

- Enter the password and click "Next."
- If you are using software keyboards, click onto the link at the right.
- If you forgot your password, please click here.]

→ Please continue by following the directions on the screen and enter your approval or disapproval of each resolution.

Inquiries on this website	Inquiries concerning account in a security firm
Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Planning Department Web Support Service Hotline 0120 (652) 031 (9:00 AM to 9:00 PM / Japan Standard Time, domestic calls only)	<p>If you have any account in a security firm in Japan, please contact the security firm. If you have any special account, please contact the following:</p> <p>Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Planning Department Administration Center 0120 (782) 031 (9:00 AM to 5:00 PM, weekdays / Japan Standard Time, domestic calls only)</p> <p>* Any requests for various forms concerning special accounts can be made via “Request for procedural forms” on the website of Sumitomo Mitsui Trust Bank, Ltd.</p> <p>(http://www.smtb.jp/personal/agency/request/) or by calling 0120-782-031 (9:00 AM to 5:00 PM, weekdays / Japan Standard Time, domestic calls only)</p>

Handling of Exercise of Voting Rights

- ▶ If you exercise your voting rights through the Internet, please enter your approval or disapproval of each resolution, by using the Code for Exercise of Voting Rights and the password indicated on the Form for Exercise of Shareholder Voting Rights enclosed herewith, and following the directions on the screen.

Due date of exercise of voting rights:

Acceptable until June 27, 2016 (Monday), 6:00 PM (Japan Standard Time)

Use of the Electronic Voting Platform

Institutional investors may exercise their voting rights for this meeting by electromagnetic means at the Ordinary General Meeting of Shareholders through the "Electronic Voting Platform" operated by ICJ, Inc.

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Supplementary Information for General Meeting of Shareholders

Item 1: Appropriation of Surplus

We would like to seek approval for the appropriation of surplus as follows:

Matters concerning the distribution of surplus at the end of the period:

We recognize a return to our shareholders as a key management priority and intend to enhance distribution, while securing funds for any growth investment in aircrafts and others in preparation for future business expansion and accumulating shareholder's equity necessary to maintain and reinforce free cash flow level and financial base.

We enjoyed an operating revenue increase since we coped with demand that remained consistent mainly for our international flights that were subject to business expansion in the air transportation business, and we achieved strong results in the trade and retail business which operates merchandise outlets in airport terminals. Regarding costs, as a result of low level of fuel unit price, as well as steady implementation of the structural reforms to costs as indicated in "ANA Group Corporate Strategy for FY 2014-2016" that enabled us to suppress costs, all of our operating income, ordinary income, and our net income attributable to parent company shareholders increased.

As detailed below, we would like to propose that the amount of dividend for the fiscal year under review be set at 5 yen per share, taking comprehensively into consideration various factors such as our business performance and financial condition during the period, and the future business environment.

(1) Allocation of dividend to shareholders and the total amount thereof	5 yen per ordinary share of the Company Total: JPY 17,556,792,080
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(2) Date when cash dividends paid becomes effective	June 29, 2016
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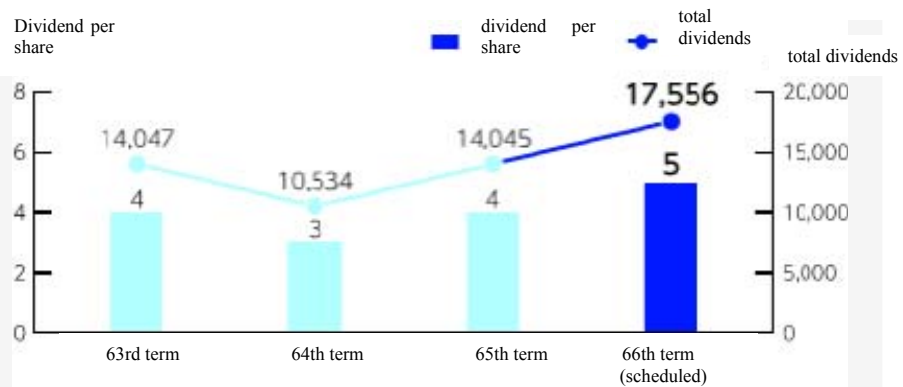
<Reference>

Change of dividends

per share (in yen)

Change in total

dividends (in million yen)



Item 2: Election of 10 Directors of the Company

Since the term of office of all current ten (10) Directors will expire at the time of the closing of this 71st Ordinary General Meeting of Shareholders, we hereby ask our shareholders to elect the ten (10) members of the Board of the Directors.

The candidates for Directors are as shown below, and their details are described from the next page onwards:

Candidate No.	Name	Position and assignment in the Company		
1	Shinichiro Ito	re-elected	Chairman of the Board of Directors Representative Director	
2	Shinya Katanozaka	re-elected	President & Chief Executive Officer Representative Director; Chairman of the ANA Group Management Committee, Head of CSR Promotion Committee; In charge of Internal Audit	
3	Shigeyuki Takemura	re-elected	Senior Executive Vice President, Corporate Executive Officer; In charge of Government & Industrial Affairs and Strategic Planning-Asia Pacific	
4	Kiyoshi Tonomoto	re-elected	Executive Vice President; Corporate Executive Officer; Chairman of CSR Promotion Committee; In charge of Executive Secretariat, Legal & Insurance, Director of Corporate Communication	
5	Toyoyuki Nagamine	re-elected	Executive Vice President; Corporate Executive Officer ;Director; In charge of Human Resources Strategy, Okinawa Region, Director of Corporate Planning	
6	Yuji Hirako	re-elected	Corporate Executive Officer, Director; In charge of Finance, Accounting & Investor Relations and Facilities Planning	
7	Osamu Shinobe	re-elected	Director	
8	Shosuke Mori	re-elect ed	Outside Director candidate	Independent Director Director
9	Ado Yamamoto	re-elect ed	Outside Director candidate	Independent Director Director
10	Izumi Kobayashi	re-elect ed	Outside Director candidate	Independent Director Director

(Notes)

1. There are no special interests between each candidate and the Company.
2. Shosuke Mori, Ado Yamamoto and Izumi Kobayashi are candidates for Outside Directors.
3. Shosuke Mori, Ado Yamamoto and Izumi Kobayashi satisfy the Company's independence requirements, and the Company has notified the Tokyo Stock Exchange that these candidates are Independent Directors. If each of their re-elections is approved and passed, the Company will continue to have them remain as Independent Directors.

1

Shinichiro Ito

(Date of Birth: Dec. 25, 1950)

re-elected

No. of shares of the
Company owned:

128,050



Participation in the
Board of Directors'
meeting
(For term ended
March 2016)

14/14

► Biography and position and assignment in the Company

April 1974 Joined the Company
 April 2001 Director of Personnel, the Company
 April 2003 Corporate Executive Officer, the Company
 June 2003 Member of the Board of Directors; Corporate Executive Officer, the Company
 April 2004 Executive Vice President; Corporate Executive Officer, the Company
 April 2006 Senior Executive Vice President; Representative Director; Corporate Executive Officer, the Company
 April 2007 President & Chief Executive Officer; Representative Director, the Company
 Chairman of the Board of Directors, Representative Director, the Company
 April 2009 to present
 April 2015 to present

► Material concurrent positions at other corporations, etc.

Outside Director, Member of Audit Committee, etc. of Mitsubishi Heavy Industries, Ltd.

Shinichiro Ito is a candidate for Outside Director member of audit committee, etc. at the ordinary general meeting of shareholders of Mitsubishi Heavy Industries, Ltd. to be held on June 23, 2016.

► Reason for electing as Director candidate

Shinichiro Ito was in charge of sales, human resources and other divisions for many years. As member of the Board of Directors from June 2003 and as President & CEO from April 2009, he led the management of the Group during challenging management environment after Lehman shock, and he achieved to improve the business results by promoting group management structure reforms and revenue base expansion. He has been engaged in reinforcement of the function of the Board of Directors as the Chairman of the Board since April 2015. Since he is contributing to reinforce supervisory function of the Board of Directors as its Chairman given his abundant experience and performance, the Company has decided to continue to elect him as a Director candidate to achieve a sustainable increase in the Group's corporate value.

2

Shinya Katanozaka

(Date of Birth: Jul. 4, 1955)

re-elected

No. of shares of the
Company owned:

94,000



Participation in the
Board of Directors'
meeting
(For term ended
March 2016)

14/14

► Biography and position and assignment in the Company

April 1979 Joined the Company
 April 2004 Director of Personnel, the Company
 April 2007 Corporate Executive Officer, the Company
 April 2009 Corporate Executive Officer, the Company
 June 2009 Member of the Board of Directors; Corporate Executive Officer, the Company
 June 2011 Executive Vice President; Corporate Executive Officer, the Company
 April 2012 Executive Vice President; Corporate Executive Officer, the Company
 April 2013 Senior Executive Vice President; Representative Director; Corporate Executive Officer, the Company
 April 2015 President & Chief Executive Officer; Representative Director, Chairman of the ANA Group Management Committee, Head of CSR Promotion Committee; In charge of Internal Audit, the Company
 April 2015 to present

► Reason for electing as Director candidate

Shinya Katanozaka was in charge of sales, human resources, management and planning and other divisions for many years. As member of the Board of Directors from June 2009, as Senior Executive Vice President and Representative Director from April 2013 and as President & Chief Executive Officer from April 2015, he engaged in promotion of the Group management with safety as a top priority by his strong leadership and steady ability to act with a consistent global perspective. Since he is contributing to reinforce the decision-making function and supervisory function of the Board of Directors by making proactive comments and remarks in the meetings of the Board of Directors based on his abundant experience and performance, the Company has decided to continue to elect him as a Director candidate to achieve a sustainable increase in the Group's corporate value.



Participation in the
Board of Directors'
meeting
(For term ended
March 2016)

14/14

► Biography and position and assignment in the Company

April 1975 Joined the Company
May 2004 Director of Government & Industrial Affairs, the Company
April 2005 Corporate Executive Officer, the Company
April 2007 Corporate Executive Officer, the Company
June 2008 Member of the Board of Directors; Corporate Executive Officer, the Company
April 2010 Executive Vice President; Corporate Executive Officer, the Company
Executive Vice President; Corporate Executive Officer, the Company
June 2011 Senior Executive Vice President, Corporate Executive Officer, the Company
Senior Executive Vice President, Corporate Executive Officer; In charge of
Government & Industrial Affairs, Strategic Planning-Asia Pacific, the
April 2014 Company
April 2016 to present

► Reason for electing as Director candidate

Shigeyuki Takemura was in charge of management and planning, industrial policies and expansion of global new businesses for many years. As member of the Board of Directors from June 2008 and as Senior Executive Vice President and Director from April 2014, he has led the LCC business to grow into one of the leading businesses of ANA Group. Since he is contributing to reinforce the decision-making function and supervisory function of the Board of Directors by making proactive comments and remarks in the meetings of the Board of Directors based on his abundant experience and performance, the Company has decided to continue to elect him as a Director candidate to achieve a sustainable increase in the Group's corporate value.



Participation in the
Board of Directors'
meeting
(For term ended
March 2016)

14/14

► Biography and position and assignment in the Company

April 1978 Joined the Company
April 2003 Senior Manager of Corporate Planning, the Company
April 2006 Corporate Executive Officer, the Company
April 2008 Corporate Executive Officer, the Company
June 2009 Member of the Board of Directors; Corporate Executive Officer, the Company
June 2011 Executive Vice President; Corporate Executive Officer, the Company
Executive Vice President; Corporate Executive Officer, the Company
April 2013 Executive Vice President; Corporate Executive Officer; Chairman of CSR
Promotion Committee, In charge of Executive Secretariat, Legal & Insurance,
April 2016 Director of Corporate Communication, the Company
to present

► Reason for electing as Director candidate

Kiyoshi Tonomoto was in charge of cargo services, finance/IR divisions, administration division and others for many years. He promoted to improve the financial standing as member of the Board of Directors from June 2009, and as CSR promoting and supervising manager, he was also involved in building a base that can achieve sustainable growth in the society. Since he is contributing to reinforce the decision-making function and supervisory function of the Board of Directors by making proactive comments and remarks in the meetings of the Board of Directors based on his abundant experience and performance, the Company has decided to continue to elect him as a Director candidate to achieve a sustainable increase in the Group's corporate value.



Participation in the
Board of Directors'
meeting
(For term ended
March 2016)

11/11

Nagamine's participation only
covers the meetings of the
Board of Directors held after
his appointment as Director on
June 29, 2015.

► Biography and position and assignment in the Company

April 1980 Joined the Company
April 2007 Director of Labor, the Company
April 2009 Corporate Executive Officer, the Company
June 2011 Corporate Executive Officer, the Company
April 2013 Member of the Board of Directors; Corporate Executive Officer, ALL NIPPON AIRWAYS CO., LTD.
April 2014 Corporate Executive Officer, the Company
June 2015 Corporate Executive Officer, Director, the Company
April 2016 Executive Vice President, Corporate Executive Officer; In charge of Human Resources Strategy, Okinawa Region; Director of Corporate Planning, the Company
to present

► Reason for electing as Director candidate

Toyoyuki Nagamine was in charge of operation division, labor relations division, management and planning division and other divisions for many years. As member of the Board of Directors from June 2015, he promoted the Group management and was also involved in the expansion of profitable domain of the Group. Since he is contributing to reinforce the decision-making function and supervisory function of the Board of Directors by making proactive comments and remarks in the meetings of the Board of Directors based on his abundant experience and performance, the Company has decided to continue to elect him as a Director candidate to achieve a sustainable increase in the Group's corporate value.



Participation in the
Board of Directors'
meeting
(For term ended
March 2016)

11/11

Hirako's participation only
covers the meetings of the
Board of Directors held after
his appointment as Director on
June 29, 2015.

► Biography and position and assignment in the Company

April 1981 Joined the Company
April 2010 Planning Director of Corporate Planning, the Company
June 2011 Corporate Executive Officer, the Company
April 2013 Corporate Executive Officer, ALL NIPPON AIRWAYS CO., LTD.
Corporate Executive Officer, the Company
April 2015 Director; Corporate Executive Officer, the Company
June 2015 Director; Corporate Executive Officer; In charge of Finance, Accounting &
April 2016 Investor Relations, Facilities Planning, the Company
to present

► Reason for electing as Director candidate

Yuji Hirako was in charge of sales, financial and other divisions for many years. He served as representative of North America from April 2012, and as member of the Board of Directors from June 2015, and was engaged in realizing financial strategies for the purpose of enhancement of corporate value. Since he is contributing to reinforce the decision-making function and supervisory function of the Board of Directors by making proactive comments and remarks in the meetings of the Board of Directors based on his abundant experience and performance, the Company has decided to continue to elect him as a Director candidate to achieve a sustainable increase in the Group's corporate value.



Participation in the
Board of Directors'
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(For term ended
March 2016)

14/14

► Biography and position and assignment in the Company

April 1976 Joined the Company
April 2003 Director of Technology, Engineering & Maintenance, the Company
April 2004 Corporate Executive Officer, the Company
April 2007 Corporate Executive Officer, the Company
June 2007 Member of the Board of Directors; Corporate Executive Officer, the Company
April 2009 Executive Vice President; Corporate Executive Officer, the Company
Executive Vice President; Corporate Executive Officer, the Company
June 2011 Senior Executive Vice President; Representative Director; Corporate Executive Officer, the Company
April 2012 Member of the Board of Directors, the Company
to present
April 2013

► Material concurrent positions at other corporations, etc.

President & Chief Executive Officer of ALL NIPPON AIRWAYS CO., LTD.
Chairman of All Japan Air Transport and Service Association Co., Ltd.

Osamu Shinobe retired as Chairman of The Scheduled Airlines Association of Japan at the closing of its annual meeting on May 20, 2016. He was appointed as Chairman of All Japan Air Transport and Service Association Co., Ltd. during its annual meeting on May 20, 2016.

► Reason for electing as Director candidate

Osamu Shinobe was in charge of engineering division, management and planning division and other divisions for many years. As member of the Board of Director from June 2007, and as President & Chief Executive Officer of ALL NIPPON AIRWAYS CO., LTD., which is the core company of the Group, from April 2013, he led ALL NIPPON AIRWAYS CO., LTD to become one of the leading global airlines by expanding the businesses mainly in international flight services. Since he is contributing to reinforce the decision-making function and supervisory function of the Board of Directors by making proactive comments and remarks in the meetings of the Board of Directors from his supervisory position at one of the main companies of the group, ALL NIPPON AIRWAYS CO., LTD., based on his abundant experience and performance, the Company has decided to continue to elect him as a Director candidate to achieve a sustainable increase in the Group's corporate value.



Participation in the
Board of Directors'
meeting
(For term ended
March 2016)

12/14

► Biography and position and assignment in the Company (material concurrent positions at other corporations, etc.)

June 1999 Managing Director, The Kansai Electric Power Co., Inc.
June 2001 Executive Vice President; Representative Director, The Kansai Electric Power Co., Inc.
June 2005 President; Representative Director, The Kansai Electric Power Co., Inc.
June 2006 Member of the Board of Directors, the Company
to present
June 2010 Chairman; Representative Director, The Kansai Electric Power Co., Inc.
to present

► Material concurrent positions at other corporations, etc.

Director (Outside Director), Hankyu Hanshin Holdings, Inc.
Director (Outside Director), The Royal Hotel, Ltd.
Chairman, the Kansai Economic Federation

► Special interests between the corporation where the candidate holds concurrent position and the Company

Shosuke Mori is Chairman and Representative Director of The Kansai Electric Power Co., Inc., with which the Company does not have any special relationship other than ordinary transactions as the power consumer. In addition, there are no special relationships between the Company and corporations where Shosuke Mori holds material concurrent positions other than The Kansai

Electric Power Co., Ltd.

► **Fact, preventions and subsequent measures concerning unreasonable business execution during the candidate's term of office at another company for the past 5 years**

In January 2014, Kanden Engineering Corporation ("KE"), for which Shosuke Mori serves as outside Audit & Supervisory Board Member, became subject to a cease and desist order and a surcharge payment order issued by the Fair Trade Commission, whereby it was ruled that substantial restrictive competition through KE's joint coordination of purchase orders with other business operators concerning overhead transmission works and underground transmission works ordered by Kansai Electric Power Co., Ltd. during the period commencing from no later than April 2009 and ending in November 2012 falls under an "unreasonable restraint of trade" under Article 2, Paragraph 6 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (the "Antimonopoly Act"), and accordingly violated the terms under Article 3 of the Antimonopoly Act. Shosuke Mori has been engaged in fair audit of overall business, and he has performed his duties for this matter by receiving reports concerning preventive measures and their implementation status and others, and by taking necessary measures as its outside Audit & Supervisory Board Member.

► **Contracts for limitation of liability**

In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into a contract for limitation of damage liability prescribed in Article 423, Paragraph 1 of the Companies Act with Shosuke Mori, setting forth that the maximum extent of the damage liability payable thereunder should be the amount set forth in Article 425, Paragraph 1 of the Companies Act. If his re-election is approved and passed, the contract will continue to be in effect.

► **Notification on Independent Director**

The Company has notified the Tokyo Stock Exchange that Shosuke Mori is an Independent Director. If his re-election is approved and passed, the Company will continue to have him remain as Independent Director.

► **Reason for electing as Outside Director candidate**

Shosuke Mori actively offers opinions and proposals concerning distribution of managerial resources and other group management strategies at the meetings of the Board of Directors as he has abundant experience and deep insight developed as a corporate manager in a high profile public industry. The Company has decided to continue to elect him as Independent Outside Director candidate for the purpose of reinforcement of supervisory function of the Board of Directors in order to attain sustainable increase in the Group's corporate value.

He is also serving as the member of the Remuneration Committee from February 2011, and as the chairman of the Remuneration Committee from June 2013.



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(For term ended
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► Biography and position and assignment in the Company (material concurrent positions at other corporations, etc.)

June 2004	Managing Director, Nagoya Railroad Co., Ltd.
June 2006	Senior Managing Director, Nagoya Railroad Co., Ltd.
June 2008	Vice President and Representative Director, Nagoya Railroad Co., Ltd.
June 2009	President and Representative Director, Nagoya Railroad Co., Ltd.
	to present
June 2013	Member of the Board of Directors, the Company
June 2015	Chairman and Representative Director of Nagoya Railroad Co., Ltd.
	to present

► Material concurrent positions at other corporations, etc.

Outside Director, Yahagi Construction Co., Ltd.

► Special interest between the corporation where the candidate holds concurrent position and the Company

Ado Yamamoto is Chairman and Representative Director of Nagoya Railroad Co., Ltd., with which the Company does not have any special relationship. Please note, however, that there are transactions concerning entrustment and acceptance of air ticket sales between our group company and Nagoya Railroad Co., Ltd and several of its affiliated companies. In addition, there is no special relationship between the Company and Yahagi Construction Co., Ltd.

► Contracts for limitation of liability

In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into a contract for limitation of damage liability prescribed in Article 423, Paragraph 1 of the Companies Act with Ado Yamamoto, setting forth that the maximum extent of the damage liability payable thereunder should be the amount set forth in Article 425, Paragraph 1 of the Companies Act. If his re-election is approved and passed, this contract will continue to be in effect.

► Notification on Independent Director

The Company has notified the Tokyo Stock Exchange that Ado Yamamoto is an Independent Director. If his re-election is approved and passed, the Company will continue to have him remain as Independent Director.

► Reason for electing as Outside Director candidate

Ado Yamamoto actively offers opinions and proposals concerning group business operation, investment matters and other group management strategies at the meetings of the Board of Directors as he has abundant experience and deep insight developed as a corporate manager in the transportation industry. The Company has decided to continue to elect him as Independent Outside Director candidate for the purpose of reinforcement of supervisory function of the Board of Directors in order to attain sustainable increase in the Group's corporate value.



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► Biography and position and assignment in the Company

Dec 2001 President and Representative Director, Merrill Lynch Japan Securities
July 2002 Outside Director, Osaka Securities Exchange Co., Ltd.
Nov 2008 Executive Vice President, Multilateral Investment Guarantee Agency, The
World Bank Group
July 2013 Member of the Board of Directors, the Company
to present

► Material concurrent positions at other corporations, etc.

Director (Outside Director) of Suntory Holdings Limited
Director (Outside Director) of Mitsui & Co., Ltd.

Izumi Kobayashi is a candidate for the management committee member of Japan Broadcasting Corporation.

► Special interest between the corporation where the candidate holds concurrent position and the Company

There is no special relationship between the company and Izumi Kobayashi with material concurrent position.

► Contracts for limitation of liability

In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into a contract for limitation of damage liability prescribed in Article 423, Paragraph 1 of the Companies Act with Izumi Kobayashi, setting forth that the maximum extent of the damage liability payable thereunder should be the amount set forth in Article 425, Paragraph 1 of the Companies Act. If her re-election is approved and passed, this contract will continue to be in effect.

► Notification on Independent Director

The Company has notified the Tokyo Stock Exchange that Izumi Kobayashi is an Independent Director. If her re-election is approved and passed, the Company will continue to have her remain as Independent Director.

► Reason for election as Outside Director candidate

Izumi Kobayashi actively offers opinions and proposals concerning group management strategies and promotion of diversity including promotion of women's participation with a global perspective at the meetings of the Board of Directors as she has abundant experience and deep insight as a representative in a private sectors financial institution and multilateral development bank. The Company has decided to continue to elect her as Independent Outside Director candidate for the purpose of reinforcement of supervisory function of the Board of Directors in order to attain sustainable increase in the Group's corporate value. She is also serving as the member of the Remuneration Committee since July 2013.

Item 3: Election of 2 Audit & Supervisory Board Members of the Company

The term of office of Eiji Kanazawa and Shingo Matsuo, the Audit & Supervisory Board Members, will expire at the time of the closing of this Ordinary General Meeting of Shareholders. Therefore, we ask our shareholders to elect two (2) Audit & Supervisory Board Members.

We have obtained consent of the Audit & Supervisory Board for submission of this proposal.

The candidates for the Audit & Supervisory Board Members are as shown below:

1	Eiji Kanazawa	(Date of Birth: February 1, 1954)	re-elected	No. of shares of the Company owned:	29,200
	<p>▶ Biography and position and assignment in the Company</p> <p>April 1978 Joined the Company</p> <p>April 2006 Finance Manager, the Company</p> <p>April 2007 Corporate Executive Officer; Finance Manager, the Company</p> <p>April 2009 Corporate Executive Officer; Finance Manager, the Company</p> <p> Adviser, ANA Sales Co., Ltd.</p> <p>April 2012 Audit & Supervisory Board Member, the Company</p> <p>June 2012 to present</p>				
Participation in the Board of Directors' meeting (For term ended March 2016)	<p>▶ Contracts for limitation of liability</p> <p>In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into a contract for limitation of damage liability prescribed in Article 423, Paragraph 1 of the Companies Act with Eiji Kanazawa, setting forth that the maximum extent of the damage liability payable thereunder should be the amount set forth in Article 425, Paragraph 1 of the Companies Act. If his re-election is approved and passed, this contract will continue to be in effect.</p>				
14/14	<p>▶ Reason for electing as Audit & Supervisory Board Member candidate</p> <p>Eiji Kanazawa was involved in finance division and accounting division for many years, and has abundant knowledge concerning finance and accounting. As the Audit & Supervisory Board Member from June 2012, he is engaged in sound development of the company and realization of social trust through auditing. The Company has decided to continue to elect him as Audit & Supervisory Board Member candidate for the purpose of further reinforcement of auditing function in order to attain sustainable increase in the Group's corporate value.</p>				
Participation in the Audit & Supervisory Board meeting (For term ended March 2016)					
13/13					

(Note)

There are no special interests between the above candidate and the Company.

(Tenure as Outside Audit & Supervisory
Board Member: 12 years)
(Date of Birth: May 19, 1938)

re-
electedOutside Audit
& Supervisory
Board
MemberIndependent
DirectorNo. of shares of the
Company owned:

0



Participation in the
Board of Directors'
meeting
(For term ended
March 2016)

14/14

Participation in the
Board of Auditors'
meeting
(For term ended
March 2016)

13/13

► Biography and position and assignment in the Company (material concurrent positions at other corporations, etc.)

June 1998 Executive Vice President, Kyushu Electric Power Co., Inc.
President Representative Director, Kyushu Electric Power Co., Inc.
June 2003 Audit & Supervisory Board Member, the Company to present
June 2004 Chairman and Representative Director, Kyushu Electric Power Co., Inc.
June 2007 Advisor, Kyushu Electric Power Co., Inc.
April 2012 to present

► Material concurrent positions at other corporations, etc.

Honorary Chairman, Kyushu Economic Federation

► Special interests between the corporation where the candidate holds concurrent position and the Company

Shingo Matsuo is an advisor of Kyushu Electric Power Co., Inc., with which the Company does not have any special relationship other than ordinary transactions as the power consumer. In addition, there are no special relationships between the Company and Kyushu Economic Federation

► Contracts for limitation of liability

In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into a contract for limitation of damage liability prescribed in Article 423, Paragraph 1 of the Companies Act with Shingo Matsuo, setting forth that the maximum extent of the damage liability payable thereunder should be the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act. If his re-election is approved and passed, this contract will continue to be in effect.

► Notification as Independent Director

The Company has notified the Tokyo Stock Exchange that Shingo Matsuo is an Independent Director. If his re-election is approved and passed, the Company will continue to have him remain as Independent Director.

► Reason for electing as Outside Audit & Supervisory Board Member candidate

We appointed Shingo Matsuo as Outside Audit & Supervisory Board Member because he has abundant experience and deep insight developed as a corporate manager of high profile public industry for many years. He has offered advice based on his experience and insight regarding business operation with safety as a top priority, investment matters and group management strategies, in addition to opinions that lead to productive discussions on management-related issues in the meetings of the Audit & Supervisory Board and the Board of Directors. The Company has decided to continue to elect him as Independent Outside Audit & Supervisory Board Member candidate for the purpose of reinforcement of auditing function in order to attain sustainable increase in the Group's corporate value.

<Independence Guidelines for Outside Directors and Outside Audit & Supervisory Board Members>

The following requirements shall not apply to an Outside Director or Outside Audit and Supervisory Board Member ("Outside Officers") in order for the Outside Officer to be deemed as independent.

1. A person for whom the Group is a key business partner (*1), or an executive officer thereof
2. A person who is a key business partner of the Group (*1), or an executive officer thereof
3. A person who is a key lender of the Group (*2), or an executive officer thereof
4. A major shareholder of the Company (*3), or an executive officer thereof
5. An attorney, certified public accountant, consultant or other expert who receives, apart from remuneration as a director or Audit and Supervisory Board Member, a significant monetary compensation or other economic benefit (*4) from the Group
6. A certified public accountant who is a member of the auditing firm that is the Company's accounting auditor
7. A person who has received a large donation (*5) from the Group
8. A person who is a close relative (*6) of a director, Audit & Supervisory Board Member, Corporate Executive Officer or key employee of the Company or a consolidated subsidiary
9. A person whose close relative comes under any of 1 through 7 above
10. A person who came under any of 1 through 8 above in the past three years
11. In addition to the preceding items, a person who has a special reason for not being able to fulfill his/her duties as an independent Outside Officer, including a conflict of interest with the Company

Note that even in the event that any one of the items 1 through 11 above apply, the Outside Officer is effectively independent as long as the reason is explained and disclosed at the time of selection as an Outside Officer.

- *1. "A person for whom the Group is a key business partner" is defined as a business partner that accounts for more than 2% of consolidated net sales.
"A person who is a key business partner of the Group" is defined as a business partner who accounts for more than 2% of consolidated net sales of the Group.
- *2. "A person who is a key lender" is a financial institution from whom outstanding loans of the Group exceed 2% of the total consolidated assets of the Company at the end of the most recent fiscal year.
- *3. "A major shareholder" is a shareholder who holds 10% or more of voting rights directly or in another name at the end of the most recent fiscal year, or an executive officer thereof if the shareholder is a corporation.
- *4. "A large sum of money or other economic benefit" is a benefit exceeding an average of 10 million yen per year over the past three fiscal years.
- *5. "A large donation" is a donation that exceeds an average of the higher of 10 million yen or 2% of the consolidated sales of the recipient from the Group over the past three fiscal years.
- *6. "A close relative" is a spouse or a relative within two degrees of kinship.

Item 4: Election of Independent Auditor of the Company

The term of office of the Company's Independent Auditor, Ernst & Young ShinNihon LLC will expire and terminate at the time of the closing of this Ordinary General Meeting of Shareholders. Accordingly, the Company seeks the approval of the shareholders to appoint a new Independent Auditor.

This proposal is submitted based on the resolution of the Audit & Supervisory Board.

The Audit & Supervisory Board decided that Deloitte Touche Tohmatsu LLC is qualified, and nominated as the candidate for the Independent Auditor after a comprehensive consideration and review on Deloitte Touche Tohmatsu LLC's administration and quality control system, independence and expertise as the Independent Auditor, and its level of understanding in the Company's operating business areas.

The name, location of the main office, corporate history and other outline related to the candidate for Independent Auditor is as shown below:

(as of March 31, 2016)

Name	Deloitte Touche Tohmatsu LLC		
Location of the main office	Shinagawa Intercity, 15-3, Konan 2-chome, Minato-ku, Tokyo		
Corporate history	May 1968	Tohmatsu Awoki & Co. established	
	May 1975	Joined Touche Ross International alliance (currently known as Deloitte Touche Tohmatsu Ltd.)	
	February 1990	Change of the Company name to Tohmatsu & Co.	
	July 2009	Converted to a limited liability company and changed company name to Deloitte Touche Tohmatsu LLC	
Outline	Capital stock:	901 million yen	
	No. of employees:		
	Partners (Certified Public Accountants)	530	
	Specified partners	44	
	Certified Public Accountants	2,699	
	Successful candidates of Certified Public Accounting examinations and others (including junior accountants)	1,307	
	Other professional staff	1,328	
	Clerical staff	658	
	Total	6,566	
	Audit clients (as of September 30, 2015):	3,574 companies	

(Note) The candidate received advisory service fees and other fees related to the International Financial Reporting Standards (IFRS) from the Company in the past 2 years.

END

This document has been translated from the original Japanese version for reference purposes only. In the event of any discrepancy between this translated document and the original Japanese version, the latter shall prevail in all respects.

[APPENDIX]

Business Report

(April 1, 2015 to March 31, 2016)

1. Present state of the ANA Group

(1) Business of the Fiscal Year

(i) Progress and results of business

In the year under review (April 1, 2015 to March 31, 2016, hereinafter, the "Fiscal Year"), Japan's economy has continued to experience a gradual recovery, with robust trends generally seen in personal consumption, despite increasing caution in business forecasts by some sectors due to the appreciation of the yen and the fall in stock prices over the period from the beginning of 2016 calendar year toward the end of the Fiscal Year. The markets of the airline industries have generally seen stable demand, with continued steady recovery in domestic and overseas economies, resulting in an increase in foreign visitors to Japan.

Under these economic conditions, ANA Group implemented the "FY2014-2016 ANA Group Corporate Strategy (Rolling Plan)." This strategy is founded on three principles, namely "strengthen core businesses" to improve profitability in airline transportation; "expand and diversify revenue domains" to consolidate the management base through strategic investments; and "evolve cost structure reforms" to enhance competitiveness.

As a result of the above, due primarily to revenue growth in Air Transportation and Trade and Retail, consolidated results for the Fiscal Year show operating revenues of 1,791.1 billion yen (up 4.5% year-on-year). As for operating expenses, fuel costs decreased year-on-year reflecting constantly low levels of fuel unit prices, while airport fees, aircraft rentals and others increased along with an increase in the scale of operations. As a result, ANA delivered operating income of 136.4 billion yen (up 49.1% year-on-year), ordinary income of 130.7 billion yen (up 94.7% year-on-year) and net income attributable to owners of ANA HOLDINGS INC. of 78.1 billion yen (up 99.2% year-on-year), all of them exceeding the results in the previous period.

An overview of the Fiscal Year by segment is given on the following pages:

Consolidated Results

Operating Revenues	JPY 1,791.1 billion Up 4.5% YoY	Operating Income	JPY 136.4 billion Up 49.1% YoY
Ordinary Income	JPY 130.7 billion Up 94.7% YoY	Net Income Attributable to Owners of ANA HOLDINGS INC.	JPY 78.1 billion Up 99.2% YoY

Segment Results

Segment	Operating revenues (billions of yen)	Segment income (billions of yen)	Segment assets (billions of yen)	Composition of operating revenues by segment (%)
Air Transportation	1,553.2	139.7	2,016.2	73.0
Airline Related	231.9	(4.2)	131.9	10.9
Travel Services	167.3	4.2	58.8	7.9
Trade and Retail	140.2	5.3	58.6	6.6
Other	33.7	1.6	19.9	1.6
Total	2,126.5	146.7	2,285.5	-
Adjustments	(335.3)	(10.3)	(56.7)	-
Amount reported on the consolidated financial statements	1,791.1	136.4	2,228.8	-

(Note) Operating revenues include inter-segment transactions. Segment income is adjusted to be consistent with the operating income on the Consolidated Statement of Income.

Recognized as a 5-STAR AIRLINE for the 4th Consecutive Year

For four years running, the ANA Group has been awarded by the UK-based Skytrax (an airline service ratings company) as a 5-star airline for customer satisfaction; the highest rating available.

ANA HOLDINGS INC. was selected as a Nadeshiko Brand company for FY 2015 by the Japanese Ministry of Economy, Trade and Industry and the Tokyo Stock Exchange for its excellent support for success of women in the workplace.

● **Air Transportation Business - Domestic Passenger Services**

Domestic Passenger Revenues

2014 (65th Fiscal Year): 683.3 billion yen

2015 (The Fiscal Year): 685.6 billion yen

Results of Domestic Passenger Business

	2014 (65 th Fiscal Year)	2015 (The Fiscal Year)
Passenger revenues (billions of yen)	683.3	685.6
Number of passengers (millions)	43.20	42.66
Available seat-kilometers (billions of ASK)	60.2	59.4

Revenue passenger-kilometers (billions of RPK)	38.5	38.4
Load factor (%)	64.1	64.7

The number of passengers fell short of the number of the previous fiscal year due to the change in the competitive environment following the launch of the Hokuriku Shinkansen bullet train in addition to the impact of typhoons that occurred from July onwards and snowfalls this February. However, efforts to flexibly offer various promotional fares according to trends in demand resulted in an increase in revenues compared to the previous fiscal year.

In terms of the route network, ANA Group utilized the "low-noise slots" allocated for low-noise jets to land and depart from Itami Airport to resume the Itami-Hakodate route from the summer schedule. The Group also increased the number of flights on the Fukuoka-Miyazaki route, in addition to increasing the number of flights on the Haneda-Kansai route from the winter schedule. Furthermore, efforts were made to capture demand by increasing the number of flights to and from Okinawa including late-night flights on the Haneda-Okinawa route mainly during the high-demand summer season. On the other hand, the number of flights was reduced from the winter schedule on certain routes due to the termination of provisional use of international slots at Haneda Airport. Efforts were made to improve the passenger load factor by using small aircraft to match capacity with demand.

On the marketing front, ANA Group carried out a detailed review of the level of various *Tabiwari* (discount) fares, and made efforts to capture raising demand to visit Japan through sales of the new "ANA Discover JAPAN Fare" for foreign visitors to Japan, which can be purchased at overseas travel agencies.

In terms of services, "ANA Baggage Drop" automatic baggage check-in machines were introduced at Haneda Airport, a first for Japan, to enable smoother baggage check in, and "New Self Service Check-in Machines" that support five languages were deployed at all of 53 ANA's domestic airports. The use of mileage program was also made more convenient with the commencement in February of the services that let customers convert their miles to "ANA Shopping Points" starting at 1 mile.

● Air Transportation Business - International Passenger Services

International Passenger Revenues

2014 (65th Fiscal Year): 468.3 billion yen

2015 (The Fiscal Year): 515.6 billion yen

Results of International Passenger Business

	2014 (65 th Fiscal Year)	2015 (The Fiscal Year)
Passenger revenues (billions of yen)	468.3	515.6
Number of passengers (millions)	7.20	8.16
Available seat-kilometers (billions)	49.4	54.7
Revenue passenger-kilometers (billions)	35.6	40.6
Load factor (%)	72.0	74.3

In international passenger services, although there was a decrease in demand on certain

routes due to the terrorist attacks on Paris in November and the serial terrorist attacks on Brussels this March, both the number of passengers and revenues surpassed the levels of the previous fiscal year due to solid business travel demand on European, North American and Asian routes and the capture of robust travel demand to Japan from all regions.

To enhance the international network, ANA Group commenced operating the Narita-Houston route in June, the Narita-Kuala Lumpur route in September, the Narita-Brussels route and the Haneda-Guangzhou route from the winter schedule, and the Haneda-Sydney route in December. In addition, the number of flights was increased on the Narita-Singapore route from June, the Narita-Honolulu route from July, the Narita-Bangkok route from August, and also the Haneda-Beijing/Shanghai/Hong Kong routes from the winter schedule.

On the marketing front, in addition to providing various discount fares departing from Japan and abroad, ANA continued to promote its own brand in overseas markets as well as take part in promotions to appeal excellence of Japan to stimulate inbound demand. ANA also became the main sponsor of the first major tour of the U.S. Ladies Professional Golf Association (LPGA), naming the tournament "ANA INSPIRATION" and became the official airline of the LPGA, in addition to operating aircraft with special livery featuring characters from the Star Wars movie worldwide from October in an effort to raise ANA's global profile.

In terms of services, we improved cabin accommodation by introducing fully reclining seats in business class on all routes between Japan and the United States mainland in October. To commemorate the 30th anniversary of regular international flights, ANA presented special services on March 3 this year to express its appreciation to customers such as commemorative gifts to passengers on all international flights from Japan.

● Air Transportation Business - Cargo Services

Cargo and Mail Services Revenues

2014 (65th Fiscal Year): 166.9 billion yen

2015 (The Fiscal Year): 155.3 billion yen

Results of Cargo and Mail Business

	2014 (65 th Fiscal Year)	2015 (The Fiscal Year)
Cargo and mail revenues (billions of yen)	166.9	155.3
Cargo revenues (billions of yen)	157.3	145.0
Mail revenues (billions of yen)	9.6	10.3
Cargo volume (thousand tons)	1,317	1,277
Mail volume (thousand tons)	67	66

In domestic cargo services, we made efforts to capture demand by introducing a new loading reservation system in April, which provides space availability information to cargo agents in real time. Although efforts were made to increase revenue by establishing extra cargo flights on the Haneda-Okinawa route during the period of high demand for flowers and ornamental plants from Okinawa, air cargo demand remained low throughout the fiscal year with a reduction in cargo transferred from international

routes as a result of the weak yen. This led to a decline in both domestic cargo volumes and revenues year-on-year.

In international cargo services, we made efforts to capture demand utilizing our expanded passenger flight network. We expanded our air cargo joint venture with Lufthansa Cargo AG to cover routes from Europe to Japan commencing in August, and established the new Narita-Bangkok-Jakarta-Narita route in September and the Narita-Xiamen-Okinawa and Narita-Qingdao-Okinawa routes in October, in addition to introducing our 12th freighter aircraft in January this year in an effort to capture demand by expanding our freighter flight network. The volume of trilateral cargo via Japan increased compared to the previous year for both electronic devices and automobile parts from Asia to Europe and North America, and also items centered on fresh foods from Europe and North America to Asia. In addition to establishing extra flights and charter flights to meet demand, we made an effort to capture express cargo utilizing our Okinawa cargo hub. However, sluggish demand for cargo from Japan and cargo from overseas to Japan due to the weak yen led to cargo volume and revenue both falling short of the previous year's results.

● Air Transportation Business - Others

Revenues of Other Air Transportation Business

2014 (65th Fiscal Year): 165.9 billion yen

2015 (The Fiscal Year): 196.5 billion yen

Results of Vanilla Air Inc.

	2014 (65 th Fiscal Year)	2015 (The Fiscal Year)
Number of passengers (thousands)	1,141	1,691
Available seat-kilometers (millions)	2,202	3,393
Revenue passenger-kilometers (millions)	1,767	2,892
Load factor (%)	80.3	85.3

Others in Air Transportation Business include revenues from the mileage program, Vanilla Air Inc., which is engaged in the LCC business, in-flight sales and maintenance contracts.

With the commencement of operations in Narita Airport's Terminal 3, which opened in April, Vanilla Air Inc. consolidated its check-in counters for domestic routes and international routes. Vanilla Air Inc. endeavored to capture inbound travel demand by increasing the number of flights on the Narita-Taipei route from October and the Narita-Kaohsiung route from January, in addition to establishing a Chinese-language reservation center in Taiwan. Various efforts were also made to increase revenue by means of offering the flexible fares based on trends in demand and expanding the number of travel agents where Vanilla Air tickets can be purchased for customers' convenience and enabling ANA Mileage Club members to book Vanilla Air award tickets from the Internet.

● Airline Related Business

Airline Related Revenues

2014 (65th Fiscal Year): 223.7 billion yen
 2015 (The Fiscal Year): 231.9 billion yen

Results of Airline Related Business

	2014 (65 th Fiscal Year)	2015 (The Fiscal Year)
Airline related revenues (billions of yen)	223.7	231.9
Segment income (billions of yen)	9.0	(4.2)

Airline related business for the year marked a revenue increase driven mainly by an increase in airport ground support services (including passenger check-in and baggage handling services) commissioned by foreign airlines at Haneda and Kansai airports. However, an operating loss was posted due mainly to a one-time write-off of the unamortized balance of goodwill recorded at the time of acquisition of Pan Am Holdings, Inc., which is a consolidated subsidiary that provides training for pilots.

● **Travel Services Business**

Travel Services Revenues

2014 (65th Fiscal Year): 169.0 billion yen
 2015 (The Fiscal Year): 167.3 billion yen

Results of Travel Services Business

	2014 (65 th Fiscal Year)	2015 (The Fiscal Year)
Travel services revenues (billions of yen)	169.0	167.3
Segment income (billions of yen)	4.5	4.2

In domestic travel services, there were increases in business in the mainstay "ANA Sky Holiday" products mainly for Okinawa and Hokkaido, and Dynamic Package "Tabisaku" to Okinawa and Kansai. As a result, operating revenues from domestic travel services exceeded the level of the previous year. Furthermore, product appeal was strengthened through sale of new products such as the "Decollage" brand new product devised for women.

In international travel services, although the line-up of the mainstay "ANA Hallo Tour" products was expanded using new routes such as the Narita-Houston route, operating revenues from international travel services decreased year-on-year as a result of the continued weak yen and a decrease in turnover due to the impact of terrorist attacks in Europe. On the other hand, operating revenues from inbound travel to Japan increased year-on-year, due to the capture of strong demand particularly from Taiwan and mainland China.

● **Trade and Retail Business**

Trade and Retail Revenues

2014 (65th Fiscal Year): 127.0 billion yen
 2015 (The Fiscal Year): 140.2 billion yen

Results of Trade and Retail Business

	2014 (65 th Fiscal Year)	2015 (The Fiscal Year)
Trade and retail revenues (billions of yen)	127.0	140.2
Segment income (billions of yen)	4.0	5.3

Operating revenues in the Retail business increased due to robust sales in the "ANA FESTA" and the "ANA DUTY FREE SHOP" at airports, stemming from an increase in the number of passengers resulting from the expansion of the route network at Narita Airport and Haneda Airport, and an increase in inbound tourists to Japan primarily from China and other parts of Asia. In the Food business, sales of its mainstay product bananas remained brisk and there was an increase in orders for aircraft parts and semiconductor assembly in the Aerospace & Electronics business. As a result, the operating revenues of this segment increased from the previous period.

● **Other Business**

Other Revenues

2014 (65th Fiscal Year): 32.5 billion yen

2015 (The Fiscal Year): 33.7 billion yen

Results of Other Businesses

	2014 (65 th Fiscal Year)	2015 (The Fiscal Year)
Other revenues (billions of yen)	32.5	33.7
Segment income (billions of yen)	1.6	1.6

Operating revenues for the year from "Other" revenues increased year-on-year due to such factors as strong performance in maintenance and property management services for buildings and facilities.

(ii) Capital expenditure

- (a) Capital expenditure for the Fiscal Year totaled 281,416million yen, and the principal facilities completed during the Fiscal Year are as follows:

Boeing 777-300:	2	(leased)
Boeing 787-9:	9	(owned)
Boeing 787-8:	3	(owned or leased)
Boeing 737-800:	5	(leased)
Boeing 737-500:	3	(owned)

- (b) Major facilities retired during the Fiscal Year:

Boeing 767-300:	3	(sold)
Airbus A320-200:	2	(sold)

(c) Expansion of major facilities ongoing during the Fiscal Year:

Boeing 777-9X:	20 (on order)
Boeing 777-300:	6 (on order)
Boeing 787-10:	3 (on order)
Boeing 787-9:	33 (on order)
Boeing 787-8:	1 (on order)
Airbus A380:	3 (on order)
Airbus A321ceo:	4 (on order)
Airbus A321neo:	26 (on order)
Airbus A320neo:	7 (on order)
Airbus A320-200:	1 (on order)
Mitsubishi Aircraft MRJ90:	15 (on order)

(iii) Financing activities

- (a) On June 30, 2015, the Company took out a long-term syndicated loan of 40 billion yen from private financial institutions to obtain funds for equipment.
- (b) During the Fiscal Year, the Company issued the following corporate bonds:
June 22, 2015 The 31th Unsecured Straight Bond 30 billion yen
- (c) To improve balance sheets and the financial account balance, the Company has entered into long-term commitment line contracts (150 billion yen in total) with major Japanese financial institutions.

(iv) Succession to rights and obligations in connection with business of another judicial person by absorption-type merger or absorption-type split

The Company merged with and absorbed WINGLET CO. LTD., a wholly-owned subsidiary of the Company, with the effective date being December 1, 2015, and succeeded to all rights and obligations related to the intra-group financing business conducted by the company.

(2) Assets, profit and loss for the last three fiscal years

(millions of yen; except for per share amounts)

	2012 (63 rd Fiscal Year, Consolidated)	2013 (64 th Fiscal Year, Consolidated)	2014 (65 th Fiscal Year, Consolidated)	2015 (the Fiscal Year, Consolidated)
Fiscal Year (millions of yen)				
Operating revenues	1,483,581	1,570,145	1,713,457	1,791,187
Ordinary income	76,965	42,928	67,129	130,725
Net income attributable to owners of ANA HOLDINGS INC.	43,140	18,886	39,239	78,169
Year-end (millions of yen)				
Total assets	2,137,242	2,173,607	2,302,437	2,228,808
Net assets	773,100	751,291	803,552	794,900
Shareholder's equity	766,737	746,070	798,280	789,896

Per share information (yen)				
Net income per share	13.51	5.41	11.24	22.36
Net assets per share	218.41	213.82	228.45	225.87
Management indicator (%)				
Return on assets (ROA)	5.1	3.2	4.2	6.1
Return on equity (ROE)	6.6	2.5	5.1	9.8
Equity ratio	35.9	34.3	34.7	35.4

(Notes)

1. Net income per share is calculated based on the average number of outstanding shares during the fiscal year (after deduction of the number of shares of treasury stock). Net assets per share are calculated based on the number of outstanding shares at the end of the fiscal year (after deduction of the number of the shares of treasury stock). The number of shares of treasury stock (ordinary shares) includes the number of shares held by the ANA Group Employee Stock Ownership Trust and the number of shares held by the Trust for Delivery of Shares to Directors.

(3) Parent company and material subsidiaries (as of March 31, 2016)

(i) Parent company

N/A

(ii) Material subsidiaries

Company name	Amount of capital stock (millions of yen)	Ratio of voting rights holding (%)	Principal business
ALL NIPPON AIRWAYS CO., LTD.	25,000	100.0	Air transportation
Air Japan Co., Ltd.	50	100.0	Air transportation
ANA WINGS CO., LTD.	50	100.0	Air transportation
Vanilla Air Inc.	7,500	100.0	Air transportation
ANA Cargo Inc.	100	100.0	Air Cargo business
Overseas Courier Service Co., Ltd.	100	91.5	Express shipping
ANA Systems Co., Ltd.	80	100.0	Development and operation of computer systems
ANA Sales Co., Ltd.	1,000	100.0	Planning and sale of travel packages, etc.
ALL NIPPON AIRWAYS TRADING CO., LTD.	1,000	100.0	Trading and retailing

(Note) As of the end of the Fiscal Year, the Company had no specified wholly-owned subsidiary.

(iii) Progress and results of business combinations

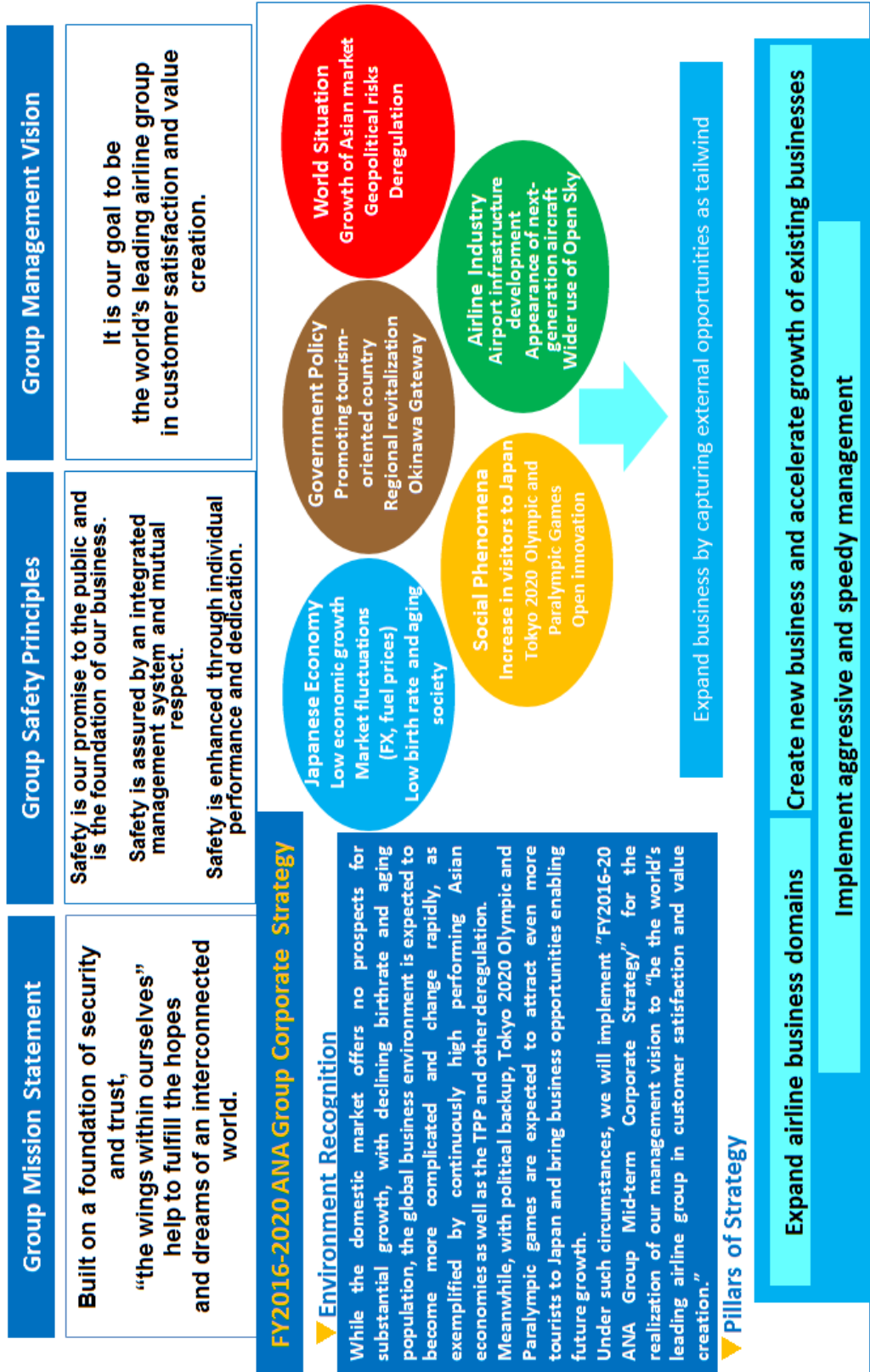
During the Fiscal Year, as of April 1, 2015, ANA Foods Co., Ltd., a consolidated subsidiary of the Company, merged with and absorbed SKY FOODS CO., LTD., and succeeded the marketing and sales division of a-sweets house inc. through an absorption-type split. In addition, as of December 1, 2015, the Company merged with WINGLET CO., LTD.

The Company has sixty-two (62) consolidated subsidiaries, including nine (9) material subsidiaries described in (ii) above, and eighteen (18) equity-method subsidiaries and affiliates.

For the Fiscal Year, operating revenue was 1,791,187 million yen (up 4.5% from the previous fiscal year), ordinary income was 130,725 million yen (up 94.7% from the previous fiscal year), and net income attributable to owners of ANA HOLDINGS INC. was 78,169 million yen (up 99.2% from the previous fiscal year).

(4) Current issues facing the ANA Group

ANA Group's Goal (Corporate Philosophy)

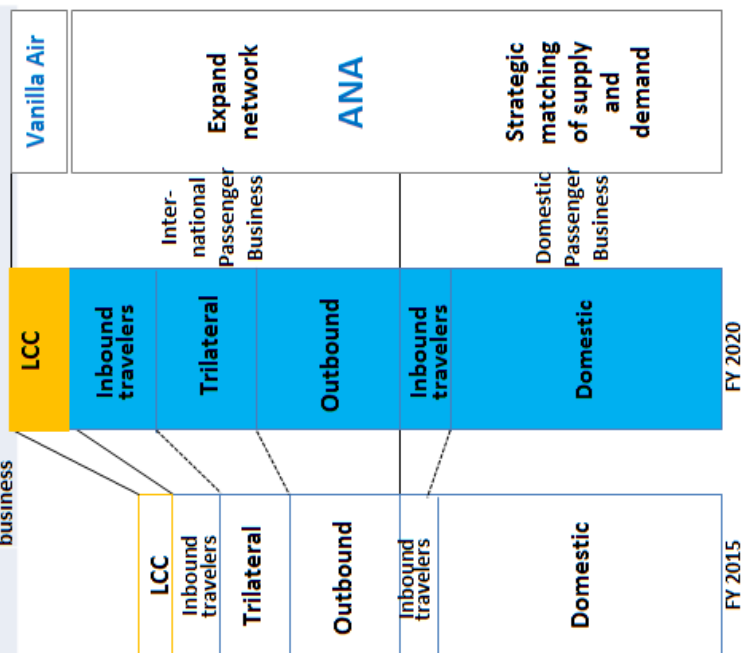


Ensuring Safety

Expand Airline Business Domains

Aiming for further growth of the top line by attracting various demands

International passenger business	Aggressive network expansion to drive Group growth
Domestic passenger business	Further optimization of supply and demand to maintain Group's market share and profitability
Cargo business	Development as a "comprehensive air logistics company"
LCC business	Established as a revenue model by creation of new demand and growing into the Group's 4 th core business



Create New Business and Accelerate Growth of Existing Business

Focusing on creation of new business through continued strategic investment while accelerating the selection and concentration of existing businesses

Existing Business	Restructuring of duplicative businesses
	Withdrawal from / outsourcing of low-performance business
	Expansion of business domains
New Business	Utilization of ANA brand value
	Utilization of tangible/intangible assets such as customer base

Aggressive and Speedy Management

"Aggressive Management"

- Entry to new markets
- Origination of new businesses
- Strategic investment
- Creation in innovation

"Speedy management"

- Timely delivery of gathered information
- Simplified decision-making
- Lean startup*

* An approach for creating products through test launch, exploration of potential needs and interaction with users (or if no needs are identified, early exit may be an option)

Value Creation Target

	FY2016	FY2017	FY2020
Operating revenues	JPY 1,810 billion	JPY 1,930 billion	JPY 2,160 billion
Operating income	145 billion	170 billion	200 billion
Operating margin	8.0%	8.8%	9.3%
Net income attributable to owners of ANA HOLDINGS INC.	JPY 80 billion	JPY 100 billion	JPY 115 billion
ROE	9.7%	10.7%	9.8%
ROA	6.6%	7.4%	7.6%

Air Transportation Business

● Domestic Passenger Services

In domestic passenger services, foreigners' demand for air travel within Japan is expected to increase despite a decline in the country's aggregate population and an anticipated increase in competition with other means of transportation. Under such circumstances, the ANA Group is working to ensure profitability by promoting measures to match capacity with demand by changing the aircraft used in accordance with the number of reservations.

In the route network, in addition to starting new Haneda-Miyako and Iwakuni-Okinawa routes from the 2016 summer schedule, efforts will be made to expand the network according to passenger demand.

In terms of sales and services, ANA will carry out a detailed review of the level of various "*Tabiwari*" (discount fares), and strive to stimulate demand through the diversification of domestic fares sold overseas to visitors to Japan. Furthermore, ANA will renew its website (ANA SKY WEB), and work to enhance the services quality as a full-service carrier, such as improving convenience by increasing the number of aircraft offering the ANA Wi-Fi Service for Internet access on domestic flights, and improving comfort for Premium Class customers by expanding the selection of in-flight meals.

● International Passenger Services

In international passenger services, business demand and inbound demand are expected to increase, and the overseas sales force will be strengthened in line with our expanding business.

The route network has been, and will continue to be enhanced by starting a Narita-Wuhan route in April, a Narita-Phnom Penh route in September, Haneda-New York/Chicago routes in the 2016 winter schedule, and a Narita-Mexico City route in February 2017. Furthermore, with demand expected to increase in both Japan and India, a larger aircraft has been used on the Narita-Mumbai route since the start of the 2016 summer schedule in an attempt to capture demand.

In terms of sales and marketing, while offering various fares that feature both competitiveness and flexibility, ANA will continue to promote its own brand in overseas markets, take part in promotions to market the appeal of Japan, and make every effort to stimulate inbound visitor demand to Japan by highlighting its unique identities as a Japanese airline. In addition, the Company aims to enhance its products and services including offering fully reclining seats in business class and expanding the provision of premium economy service through promotion of the operation of Boeing 787 aircraft on Asian routes.

● Cargo Operations

In cargo, overall trends in demand for domestic cargo are sluggish, and the space provided is decreasing due to the operation of smaller aircraft. In international cargo, demand for outbound cargo from Japan and China cannot be expected to grow significantly, but demand for cargo from Asia to China and other destinations within Asia is expected to remain comparatively steady. Furthermore, compared to the Fiscal Year,

the yen is forecast to strengthen and this is expected to boost demand for imports to Japan.

Under these circumstances, the new subscription sales system introduced in the Fiscal Year, and ANA's extensive domestic route network will be utilized to steadily capture demand in domestic cargo. In international cargo, efforts will be made to improve profitability by utilizing more cargo space on the expanding passenger flight network to steadily capture demand, and creating a dynamic and flexible network using dedicated cargo aircraft to accommodate fluctuations in supply and demand. In cargo joint ventures, ANA will make preparations to commence business with United Airlines and expand business with Lufthansa Cargo AG. Furthermore, ANA will make every effort to further strengthen its revenue base through the provision of high value-added services such as express cargo centered in Asian markets using the Okinawa cargo hub.

- **Aircraft Plan**

This year's Aircraft Plan includes the introduction of a total of 18 aircraft with an expansion of international operations and initiatives to match capacity and demand on domestic routes by using smaller sized aircraft. The following is a breakdown of the aircraft scheduled for introduction: ten Boeing 787-9; one Boeing 787-8; three Airbus A320neo; and four Airbus A321ceo. Meanwhile the following ten aircraft are scheduled for retirement: four Boeing 777-200; one Boeing 767-300; two Boeing 737-700 and three Boeing 737-500.

- **Air Transportation Business - Others**

In LCC operations, Vanilla Air Inc. will seek to improve its network through the launch of new routes, including the Kansai-Taipei route opened in April 2016, and reinforcement of its existing routes. In addition, the company is committed to create new demand for air transportation by further expanding sales channels and strengthening marketing through Internet advertisement in overseas areas serviced by the company. Vanilla Air Inc. plans to introduce four Airbus A320-200 aircraft.

Airline Related Business

Given the prospect for an increase in flights by foreign airlines due to strong demand of inbound visitors to Japan, among other factors, the ANA Group aims to increase the contribution of the airline related business to Group revenue mainly by increasing the undertaking of airport ground support services for passengers and cargo in domestic airports.

Travel Services

In the travel services, efforts will be made to expand the lineup of dynamic package products for both domestic and international travel, and renovate the website (ANA SKY WEB) to make it more users friendly. In domestic travel services, efforts will be made to stimulate demand, including the enhancement and earlier release of products - primarily the leading "ANA Sky Holidays" - with the key targets being families and women. In international travel services, efforts will be made to enhance the product appeal of "ANA Hallo Tour" and expand high value-added products such as "ANA Wonder Earth" and "*Otona no Yutori Tabi*." Furthermore, ANA Sales will strengthen initiatives that increase tourist demand for visiting Japan, such as the development of

domestic tour products for inbound tourist.

Trade and Retail

In Trade and Retail, ALL NIPPON AIRWAYS TRADING CO., LTD. will strive to further expand existing business by developing customers in potential markets where high growth is expected in Japan and abroad, while also working to increase earnings through the creation of new business models including utilizing know-how obtained from the airport duty-free retail business to participate in the operation of duty-free stores in cities, and the expansion of cross-border e-commerce.

Other

In other areas, ANA Group aims to exploit the comprehensive strengths of the Group as a whole and contribute to profit growth of the entire Group by restructuring existing operations and expanding external business.

Through these initiatives, the ANA Group will capture business opportunities, ensure value creation, and build a stable business structure.

We would like to thank our shareholders for their continued support.

(5) Key principles of capital policies

The Company has the following three key principles underlying its capital policies:

(i) Growth of shareholder value through improvement of ROE

- ▶ The Company seeks sustainable profit growth and improvement of capital efficiency (ROE) to deliver sustainable growth of shareholder value.
- ▶ The Company seeks to improve its ROE with a focus on "profitability (return rate)" and "asset effectiveness (turnover)" while maintaining a sound balance sheet.

(ii) Maintenance of sound balance sheet – level of shareholders' equity

- ▶ The Company will maintain the required level of shareholders' equity to ensure capturing of expanding business opportunities from the following viewpoints:
 - The level of shareholders' equity is sufficient to cover risks associated with its business activities.
 - The level of shareholders' equity is sufficient to obtain and maintain credit ratings that are required for supporting of continued capital investment.

(iii) Shareholders' return

- ▶ The Company views the return of profits to shareholders as an important management issue. While securing resources for investing in growth, such as aircraft fleet for future business expansion, the Company intends to enhance shareholders' return giving due consideration to the accumulation of shareholders' equity that is required for maintaining and shoring up its free cash flow and financial base.

(6) Principal businesses of the ANA Group (as of March 31, 2016)

Segment	Nature of business
Air Transportation	Air transportation by scheduled and non-scheduled flights on domestic and international routes, and other related businesses
Airline Related	Airport ground support, maintenance, information and telecommunications, and logistics businesses
Travel Services	Planning, development, sale and other related businesses for travel packages
Trade and Retail	Trading and retailing business
Other	Building maintenance, real estate and other businesses

(7) Principal offices and plants of the ANA Group (as of March 31, 2016)

Company name		Offices and location
(Group-wide)		
ANA HOLDINGS INC.	Head Office	5-2, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo
(Air Transportation)		
All NIPPON AIRWAYS CO., LTD.	Head Office	Minato-ku, Tokyo
	Domestic Sales Offices	Tokyo Sales Office, Sapporo Sales Office, Nagoya Sales Office, Osaka Sales Office, Fukuoka Sales Office, Okinawa Sales Office
	Domestic Airport Offices	Narita Airport Office, Tokyo Airport Office, Osaka Airport Office, Kansai Airport Office, Chitose Airport Office, Chubu Airport Office, Fukuoka Airport Office, Okinawa Airport Office
	Overseas Branches	Beijing, Tianjin, Dalian, Shenyang, Qingdao, Shanghai, Hangzhou, Chengdu, Xiamen, Wuhan, Guangzhou, Hong Kong, Taipei, Seoul, Mumbai, Delhi, Yangon, Bangkok, Hanoi, Ho Chi Minh, Singapore, Kuala Lumpur, Jakarta, Manila, Sydney, San Francisco, San Jose, Seattle, Los Angeles, Houston, Chicago, New York, Washington D.C., Honolulu, Vancouver, London, Frankfurt, Paris, Brussels
Air Japan Co., Ltd.	Head Office	Narita-shi, Chiba
ANA WINGS CO., LTD.	Head Office	Ota-ku, Tokyo
Vanilla Air Inc.	Head Office	Narita-shi, Chiba
(Airline Related)		
ANA Cargo Inc.	Head Office	Minato-ku, Tokyo
Overseas Courier Service Co., Ltd.	Head Office	Minato-ku, Tokyo
ANA Systems Co., Ltd.	Head Office	Ota-ku, Tokyo
(Travel Services)		
ANA Sales Co., Ltd.	Head Office	Chuo-ku, Tokyo
(Trade and Retail)		
ALL NIPPON AIRWAYS TRADING CO., LTD.	Head Office	Minato-ku, Tokyo

(8) Aircraft used by the ANA Group (as of March 31, 2016)

Aircraft	Number of aircraft			Number of seats
	Owned	Leased	Total	
Boeing 777-300	23	6	29	212 - 514
Boeing 777-200	20	8	28	223 - 405
Boeing 787-9	11	—	11	215 / 395
Boeing 787-8	31	4	35	169 - 335
Boeing 767-300	24	14	38	202 - 270
Boeing 767-300F	8	4	12	—
Boeing 737-800	24	12	36	166 / 167
Boeing 737-700	9	—	9	38 - 120
Boeing 737-500	20	—	20	126
Airbus A320-200	10	8	18	166 / 180
Bombardier DHC-8-400	18	3	21	74
Total	198	59	257	

(Note)

In addition to the above, there are sixteen (16) aircraft owned or leased by the Company which are leased to other entities.

(9) Employees (as of March 31, 2016)**(i) Employees of the ANA Group**

Segment	Number of employees		Change in the number since the previous fiscal year end	
Air Transportation	15,119	(381)	+805	(+6)
Airline Related	15,989	(1,971)	+369	(-52)
Travel Services	1,492	(163)	+106	(0)
Trade and Retail	1,380	(967)	+47	(+93)
Other	2,152	(285)	+47	(-11)
Group-wide (common)	141	(0)	-20	(0)
Total	36,273	(3,767)	+1,354	(+36)

(Notes)

1. Number of employees means the number of full-time employees, and the number of temporary employees is stated in brackets.
2. Number of employees excludes employees of the Company and its consolidated subsidiaries who are temporarily transferred to companies other than the Company's consolidated subsidiaries.
3. Number of employees includes employees of companies other than the Company's consolidated subsidiaries who are temporarily transferred to the Company or its consolidated subsidiaries.
4. The numbers of employees shown on the Group-wide (common) represent those who belong to the holding company that cannot be classified into any specific segment.
5. The number of temporary employees of the Trade and Retail business increased by 93 as compared to the previous consolidated fiscal year end, with the main reason being the addition of salespeople in airport duty free shops and airport merchandise outlets to attend an increasing number of foreigners visiting Japan.

(ii) Employees of the Company

Number of employees	Change in the number since the previous fiscal year end	Average age	Average service years
141 (0)	-20 (0)	48.4	2.04

(Notes)

1. Number of employees means the number of full-time employees, and the number of temporary employees is stated in brackets.
2. Number of employees excludes employees of the Company who are temporarily transferred to another company.
3. Number of employees includes employees of another company who are temporarily transferred to the Company.
4. The decrease in the number of employees from the previous consolidated fiscal year end by 20 is attributable to the dissolution of the preparatory office for the startup of the operation of MRO Japan Co., Ltd., established with the objective of conducting the aircraft maintenance, repair and overhaul business. The preparatory office, mainly composed of secondees from subsidiaries of the Company, was established on November 1, 2014 and dissolved on August 31, 2015 following the completion of the preparatory work.
5. The average service years (2.04 years) represents the average years in service from the effective date of the absorption-type company split (April 1, 2013) of the employees of the Company, who are primarily composed of employees seconded from All NIPPON AIRWAYS CO., LTD., a consolidated subsidiary of the Company.

(10) Main loan lenders (as of March 31, 2016)

(Millions of yen)

Name of Loan Lender	Amount of Loan
Sumitomo Mitsui Banking Corporation	72,741
Mizuho Bank, Ltd.	72,564
Development Bank of Japan Inc.	36,436
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	33,504
Sumitomo Mitsui Trust Bank, Limited	30,833

(Notes)

1. In addition to the above, 299,347 million yen is outstanding on the loan guaranteed by Japan Bank for International Cooperation.
2. In addition to the above, the ANA Group Employee Stock Ownership Trust has outstanding borrowings of 1,829 million yen from Mizuho Bank, Ltd.
3. In addition to the above, the consolidated subsidiaries of the Company have outstanding borrowings of 1,212 million yen from Sumitomo Mitsui Banking Corporation, 516 million yen from Mizuho Bank, Ltd. and 105 million yen from The Bank of Tokyo-Mitsubishi UFJ, Ltd.

2. Current Status of the Company

(1) Status of shares (as of March 31, 2016)

- (i) Authorized shares: 5,100,000,000 shares
- (ii) Outstanding shares: 3,516,425,257 shares
(Including 5,066,841 treasury shares)
- (iii) Number of shareholders: 523,434
(An increase of 9,497 from the previous Fiscal Year end)

(iv) Major shareholders (the top ten shareholders):

Name of shareholders	Number of shares held (thousand shares)	Shareholding ratio (%)
Japan Trustee Services Bank, Ltd. (Trust account)	103,967	2.96
The Master Trust Bank of Japan, Ltd. (Trust account)	96,456	2.75
Nagoya Railroad Co., Ltd.	73,067	2.08
Tokio Marine & Nichido Fire Insurance Co., Ltd.	40,397	1.15
Japan Trustee Services Bank, Ltd. (Trust account 7)	39,146	1.11
Japan Trustee Services Bank, Ltd. (Trust account 1)	38,353	1.09
Japan Trustee Services Bank, Ltd. (Trust account 6)	38,048	1.08
Japan Trustee Services Bank, Ltd. (Trust account 5)	38,038	1.08
Japan Trustee Services Bank, Ltd. (Trust account 2)	37,456	1.07
Japan Trustee Services Bank, Ltd. (Trust account 3)	37,402	1.07

(Notes)

- The shareholding ratio is calculated excluding the number of treasury shares (5,066,841 shares).
- Fractions of less than a thousand shares are rounded down.

Breakdown of shares by shareholder type (as of March 31, 2016)

Financial institutions	23.53 %
Securities companies	1.28 %
Other domestic corporations	12.51 %
Foreigners	10.88 %
Individuals and others	51.60 %
Shares held by the Company	0.14 %
Central and local governments	0.03 %
Total	3,516,425,257 shares

(2) Status of stock acquisition rights

No stock acquisition rights are outstanding.

(3) Members of the Board of Directors and Audit & Supervisory Board Members

(i) Status of Directors and Audit & Supervisory Board Members (as of March 31, 2016)

Position in the Company	Name	Responsibility and material concurrent positions
Chairman of the Board of Directors, Representative Director	Shinichiro Ito	Chairman of the Board of Directors; Outside Director and Member of Audit and Supervisory Committee of Mitsubishi Heavy Industries, Ltd.
President & Chief Executive Officer, Representative Director	Shinya Katanozaka	Chairman of Group Management Committee; Head of CSR Promotion Committee; In charge of Internal Audit
Senior Executive Vice President	Shigeyuki Takemura	In charge of Government & Industrial Affairs, Strategic Planning-Asia Pacific, Airport & Facilities Planning
Executive Vice President	Kiyoshi Tonomoto	Chairman of CSR Promotion Committee; In charge of Executive Secretariat, Legal & Insurance, Director of Corporate Communication, the Company
Director	Toyoyuki Nagamine	In charge of Human Resources Strategy, Okinawa Region, Director of Corporate Planning, the Company
Director	Yuji Hirako	In charge of Finance, Accounting & Investor Relations
Director	Osamu Shinobe	President & Chief Executive Officer of ALL NIPPON AIRWAYS CO., LTD.; Chairman of the Scheduled Airlines Association of Japan
Outside Director	Shosuke Mori	Representative Director and Chairman of The Kansai Electric Power Co., Inc.; Outside Director of Hankyu Hanshin Holdings, Inc.; Outside Director of The Royal Hotel, Ltd.; Chairman of the Kansai Economic Federation
Outside Director	Ado Yamamoto	Chairman and Representative Director, Nagoya Railroad Co., Ltd.; Outside Director, Yahagi Construction Co., Ltd.
Outside Director	Izumi Kobayashi	Outside Director, Suntory Holdings Limited; Outside Director, MITSUI & CO., LTD.
Audit & Supervisory Board Member (Full-time Member)	Sumihito Okawa	Outside Audit & Supervisory Board Member, Kandenko Co., Ltd.
Audit & Supervisory Board Member (Full-time Member)	Yoshinori Maruyama	-
Audit & Supervisory Board Member (Full-time Member)	Eiji Kanazawa	-
Outside Audit & Supervisory Board Member	Shingo Matsuo	Advisor of Kyushu Electric Power Co., Inc.; Honorary Chairman of Kyushu Economic Federation
Outside Audit & Supervisory Board Member	Eiji Ogawa	Professor, Graduate School of Commerce and Management, Hitotsubashi University; Member of Council on Customs, Tariff, Foreign Exchange and Other Transactions for International Bureau of Ministry of Finance

(Notes)

1. Directors Shosuke Mori, Ado Yamamoto, and Izumi Kobayashi are Outside Directors.
2. Audit & Supervisory Board Members Sumihito Okawa, Shingo Matsuo and Eiji Ogawa are Outside Audit & Supervisory Board Members.
3. The Company has notified to the Tokyo Stock Exchange that Outside Directors Shosuke Mori Ado Yamamoto, and Izumi Kobayashi and Outside Audit & Supervisory Board Members Sumihito Okawa, Shingo Matsuo and Eiji Ogawa are Independent Directors/Audit & Supervisory Board Members.
4. Audit & Supervisory Board Member Sumihito Okawa worked for a financial institution, and has an extensive knowledge of finance and accounting.
5. Audit & Supervisory Board Member Eiji Kanazawa has been in charge of the finance and accounting operations of the Company for a long time, and has extensive knowledge of finance and accounting.
6. Audit & Supervisory Board Member Eiji Ogawa has been in research of international finance as a university professor for a long time, and has extensive knowledge of finance and accounting.
7. Director Shinichiro Ito was appointed and took office as Outside Director and Member of Audit & Supervisory Committee of Mitsubishi Heavy Industries, Ltd. at its ordinary general meeting of shareholders held on June 26, 2015.
8. Director Ado Yamamoto was appointed and took office as Outside Director of Yahagi Construction Co., Ltd. at its ordinary general meeting of shareholders held on June 26, 2015.
9. Directors Toyoyuki Nagamine and Yuji Hirako were newly elected and took office as Directors of the Company at its 70th Ordinary General Meeting of Shareholders held on June 29, 2015.
10. Audit & Supervisory Board Member Yoshinori Maruyama was newly appointed and took office as Audit & Supervisory Board Member of the Company at its 70th Ordinary General Meeting of Shareholders held on June 29, 2015.
11. Audit & Supervisory Board Member Shinichi Inoue resigned as Audit & Supervisory Board Member of the Company at the close of its 70th Ordinary General Meeting of Shareholders held on June 29, 2015.
12. Shigeyuki Takemura, Kiyoshi Tonomoto, Toyoyuki Nagamine and Yuji Hirako among Directors concurrently hold the office of Corporate Executive Officer.
13. As shown below, the positions of the Directors were changed as of April 1, 2016:

Toyoyuki Nagamine: Executive Vice President.

(ii) Outline of contracts for limitation of liability

In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into contracts for limitation of damage liability prescribed in Article 423, Paragraph 1 of the Companies Act with each of the Outside Directors and Audit & Supervisory Board Members setting forth the maximum extent of the damage liability payable thereunder shall be limited to the amount set forth in Article 425, Paragraph 1 of the Companies Act.

(iii) Payment of remuneration, etc., to members of the Board of Directors and Audit & Supervisory Board Members

Category	Number of persons entitled to payment	Total amount of remuneration (millions of yen)	Total amount by remuneration type (millions of yen)		
			Basic remuneration	Bonus	Share remuneration
Directors (Outside Directors)	10 (3)	360 (30)	292 (30)	44 (-)	22 (-)
Audit & Supervisory Board Members (Outside Audit & Supervisory Board Members)	6 (3)	104 (46)	104 (46)	- (-)	- (-)
Total	16	464	397	44	22

(Notes)

1. It was resolved at the 66th Ordinary General Meeting of Shareholders of the Company held on June 20, 2011 that the maximum amount of remuneration of Directors per year would be 960 million yen.
2. It was resolved at the 60th Ordinary General Meeting of Shareholders of the Company held on June 28, 2005 that the maximum amount of remuneration of Audit & Supervisory Board Members per month would be 10 million yen.
3. The number of Directors as of the end of the Fiscal Year was 10 (of which the number of Outside Directors was 3), and the number of Audit & Supervisory Board Members as of the end of the Fiscal Year was 5 (of which the number of Outside Audit & Supervisory Board Members was 3). The above table includes the remuneration of an Audit & Supervisory Board Member who resigned at the close of the 70th Ordinary General Meeting of Shareholders of the Company held on June 29, 2015.
4. Separately from the amount of remuneration authorized by the resolution referred to in the Note 1 above, the amount of the share remuneration represents an amount charged in accordance with the share remuneration plan approved by a resolution passed at the 70th Ordinary General Meeting of Shareholders of the Company held on June 29, 2015.

(iv) Policies applicable to the determination of remuneration, etc.

a. Directors' remuneration

i. Basic policies

- To ensure transparency, fairness and objectivity of remuneration and establish a remuneration level worth his/her roles and responsibilities;
- To reinforce incentives for achieving management goals by introducing performance-linked remuneration based on management strategies; and
- To improve mid-term and long-term corporate values, aiming at establishing a remuneration scheme which enables the Company to share profits with shareholders.

ii. Process

Director's remuneration is determined by the Board of Directors within the amount authorized by the General Meeting of Shareholders by reference to opinions provided by the Remuneration Advisory Committee.

The Remuneration Advisory Committee, acting as an advisory body for the Board of Directors, established the remuneration system and standards for the Company's Directors, taking into consideration other companies' levels as researched by an external special agency upon our request. A majority of the members of the Remuneration Advisory Committee are Outside Directors and outside experts.

iii. Remuneration system

In addition to the "basic remuneration" with a fixed amount, remuneration of a Director (other than Outside Directors) also includes the "bonus" linked to the Company's performance and the "share remuneration plan" as a long-term incentive, in the expectation that they will serve as sound incentives for realizing the Company's sustainable growth.

Outside Directors only receive the fixed remuneration (monthly remuneration) in light of their responsibility for supervising the Company's operations from an independent standpoint.

The retirement allowance system was abolished in 2004.

b. Audit & Supervisory Board Members' remuneration

Audit & Supervisory Board Members only receive the fixed remuneration (monthly remuneration) in light of their responsibility for auditing the Company's operations from an independent standpoint.

For your information, the standards for the remuneration are determined by reference to other companies' levels researched by an external special agency upon our request.

The retirement allowance system was abolished in 2004.

(v) Matters concerning outside officers

To further strengthen proper and swift decision-making by, and supervising and monitoring functions of, the Board of Directors, the Company provides the following policies concerning the structure and operations of the Board of Directors in its "Fundamental Policy on Corporate Governance." For the independence guidelines for Outside Directors and Outside Audit & Supervisory Board Members, please refer to page [20] hereof.

<Structure>

The total number of Directors is to be no more than 20 as stipulated by the Articles of

Incorporation. The Board of Directors is to be adequately composed of members that are diverse in various ways, including experience, knowledge, and expertise and gender, to facilitate ample discussion, swift and rational decision-making and the supervision and monitoring of business execution.

Several Outside Directors are selected from among candidates that are independent from the Company to further strengthen proper decision-making and supervising and monitoring functions of the Board of Directors.

<Operations>

As a general rule, the Board of Directors meets every month. Swift decisions are made on important agenda for the Group overall. In addition, advice is gleaned appropriately from the Outside Directors.

- a. Material concurrent positions as an executive officer at other corporations, etc. and relationship between that corporation, etc. and the Company

Name/Title	Material concurrent position	Relationship with the Company
Shosuke Mori Outside Director	Representative Director and Chairman of The Kansai Electric Power Co., Inc.	No special relationship
	Chairman of the Kansai Economic Federation	No special relationship
Ado Yamamoto Outside Director	Chairman and Representative Director of Nagoya Railroad Co., Ltd.	No special relationship
Shingo Matsuo Outside Audit & Supervisory Board Member	Advisor of Kyushu Electric Power Co., Inc.	No special relationship
	Honorary Chairman of Kyushu Economic Federation	No special relationship
Eiji Ogawa Outside Audit & Supervisory Board Member	Professor, Graduate School of Commerce and Management, Hitotsubashi University	No special relationship

- b. Material concurrent positions as an outside officer, etc. at other corporations, etc. and relationship between that corporation, etc. and the Company

Name/Title	Material concurrent position	Relationship with Company
Shosuke Mori Outside Director	Director (Outside Director) of Hankyu Hanshin Holdings, Inc.	No special relationship
	Director (Outside Director) of The Royal Hotel, Ltd.	No special relationship
Ado Yamamoto Outside Director	Outside Director of Yahagi Construction Co., Ltd.	No special relationship
Izumi Kobayashi Outside Director	Director (Outside Director) of Suntory Holdings Limited	No special relationship
	Director (Outside Director) of MITSUI & CO., LTD.	No special relationship
Sumihito Okawa Outside Audit & Supervisory Board Member	Outside Audit & Supervisory Board Member of Kandenko Co., Ltd.	No special relationship

c. Principal activities during the Fiscal Year

Name/Title	Activities
Shosuke Mori Outside Director	Shosuke Mori attended twelve (12) out of the fourteen (14) meetings of the Board of Directors that were held during the Fiscal Year, where he proactively provided opinions and suggestions on, among other subjects, the Group's management strategies including allocation of operational resources, taking advantage of his considerable experience and broad knowledge developed principally as a corporate manager in a business of a highly public nature. In addition, he exchanged opinions with Representative Directors outside of the board meetings as appropriate, and provided necessary advice. From the fiscal year 2013, he holds the office of a chairman of the Remuneration Advisory Committee.
Ado Yamamoto Outside Director	Ado Yamamoto attended thirteen (13) out of the fourteen (14) meetings of the Board of Directors that were held during the Fiscal Year, where he proactively provided opinions and suggestions on, among other subjects, the Group's management strategies including its business operations and investment projects, taking advantage of his considerable experience and broad knowledge developed principally as a corporate manager in a transportation business. In addition, he exchanged opinions with Representative Directors outside of the board meetings as appropriate, and provided necessary advice.
Izumi Kobayashi Outside Director	Izumi Kobayashi attended all fourteen (14) meetings of the Board of Directors that were held during the Fiscal Year, where she proactively provided opinions and suggestions on, among other subjects, the Group management strategies and promotion of diversity including promotion of women's active participation in the workforce based on her global background, taking advantage of her considerable experience and broad knowledge developed principally as a representative of a financial institution and multilateral development bank. In addition, she exchanged opinions with Representative Directors outside of the board meetings as appropriate, and provided necessary advice. From the fiscal year 2013, she holds the office of a member of the Remuneration Advisory Committee.
Sumihito Okawa Outside Audit & Supervisory Board Member	Sumihito Okawa attended all fourteen (14) meetings of the Board of Directors and all thirteen (13) meetings of the Audit & Supervisory Board that were held during the Fiscal Year, where he proactively made statements on, among other subjects, investment projects and the Group's management strategies, taking advantage of his considerable experience and broad knowledge developed principally as a representative of a policy finance institution. In addition, he implemented visiting audits of each of the offices and divisions located in and outside Japan as well as attending the Management Committee of ANA Group and the other meetings as a Full-time Audit & Supervisory Board Member.
Shingo Matsuo Outside Audit & Supervisory Board Member	Shingo Matsuo attended all fourteen (14) meetings of the Board of Directors and all thirteen (13) meetings of the Audit & Supervisory Board that were held during the Fiscal Year, where he proactively made statements on, among other subjects, safety-centered business operations, investment projects and the Group's management strategies, taking advantage of his considerable experience and broad knowledge developed principally as a corporate manager in

	business of a highly public nature. Further, he exchanged opinions with Representative Directors as appropriate.
Eiji Ogawa Outside Audit & Supervisory Board Member	Eiji Ogawa attended all fourteen (14) meetings of the Board of Directors and all thirteen (13) meetings of the Audit & Supervisory Board that were held during the Fiscal Year, where he proactively made statements on, among other subjects, investment projects, foreign exchanges and the Group's management strategies, taking advantage of his considerable experience and broad knowledge developed principally as an expert in international finance and other similar areas. Further, he exchanged opinions with Representative Directors as appropriate.

(4) Status of Independent Auditor

(i) Name: Ernst & Young ShinNihon LLC

(ii) Amount of remuneration:

	(millions of yen)
	Payment
Amount of remuneration of Independent Auditor for the Fiscal Year	56
Total of amount and other financial profit payable by the Company and subsidiaries to the Independent Auditor	167

(Notes)

1. The material subsidiaries of the Company, ANA Sales Co., Ltd. and Vanilla Air Inc. are audited by an accounting firm other than the Independent Auditor of the Company.
2. The audit agreement by and between the Company and the Independent Auditor does not distinguish the amount of the audit fee etc. for the auditing based on the Companies Act from that of the audit fee for the auditing based on the Financial Instruments and Exchange Act, and it is difficult in practical terms to classify them. Therefore, the total amount is described in the above chart.
3. The Audit & Supervisory Board of the Company reviewed the validity of performance of duties in the audit plan prepared by the Independent Auditor and the estimated amount of remuneration, using the "Practical Guidelines for Cooperation with Accounting Auditors" released by Japan Corporate Auditors Association as a guide, and determined that the fees, etc. of the Independent Auditor was appropriate, and expressed consent as provided for in Article 399, Paragraphs 1 and 2 of the Companies Act.

(iii) Non-audit services

The Company consigns the Independent Auditor to prepare comfort letters in connection with issuances of corporate bonds as services other than those set forth in Article 2, Paragraph 1 of the Certified Public Accountants Act (non-audit services).

(iv) Policy on decision of removal and non-reappointment of Independent Auditor

The Accounting Auditor will be removed by the Audit & Supervisory Board with the consent of all the Audit & Supervisory Board Members, if the Accounting Auditor falls under any of the Items of Article 340, Paragraph 1 of the Companies Act. In this case, the fact of and reason for the removal will be reported at the first shareholders meeting convened after the removal.

In addition, the Audit & Supervisory Board may determine contents of a resolution concerning removal or non-reappointment of the Independent Auditor to be submitted to the General Meeting of Shareholders, if the Audit & Supervisory Board determines that

the Accounting Auditor has difficulties in properly performing its services or that it is appropriate to do so for further improving the reliability and appropriateness of audit.

- (v) Matters concerning business suspension to which Accounting Auditor was subject in past two years

Details of an administrative sanction (business suspension) issued by the Financial Services Agency on December 22, 2015

- a. Entity subject to the administrative sanction

Ernst & Young ShinNihon LLC

- b. Details of the administrative sanction

- i. A three month (from January 1, 2016 to March 31, 2016) business suspension order that prevents Ernst & Young ShinNihon LLC from taking on any new business contracts; and
- ii. A business improvement order (improvement of the system to manage operations)

- c. Reasons for the administrative sanction:

- i. False certification due to partners' negligence in an audit conducted on financial documents of another company; and
- ii. Extremely inappropriate operations

(5) System for ensuring the appropriateness of business operations

The outline of the matters determined regarding the system for ensuring that the performance of duties by the Directors is in compliance with laws and the articles of incorporation and the system for ensuring that the business of the Company is otherwise operated in an appropriate manner is as described below (last modified on April 30, 2015).

(i) System for ensuring Directors and employees compliance with laws and the articles of incorporation

- * We established the "ANA Group Compliance Rules" and the "Group CSR Promotion Committee" consisting of Full-time Directors and Full-time Audit & Supervisory Board Members. In these committees, important policies and matters concerning compliance are discussed, drafted and promoted under the supervision of the President of the Company. In addition, these committees have established the "CSR Guidelines" as a code of conduct to which the ANA Group Directors and employees must adhere when performing their duties, created an environment in which the said "CSR Guidelines" are accessible by all of the members.
- * We have set up a "Help Line" as a consultation and report desk addressing compliance issues within the ANA Group, and created the "Group Internal Audit Division" which conducts group internal audits to develop a system to ensure compliance.
- * We aim to raise awareness of compliance by assigning "CSR Promotion Officers" as the people in charge of CSR activities and by assigning "CSR Promotion Leaders" as promoters of CSR activities to the Company and its subsidiaries in order to educate executives and employees on their compliance obligations and by establishing a special website on the Intranet of the Group.

(ii) System for maintaining and managing information relating to the performance of duties by Directors

- * Information relating to the performance of duties by Directors, such as important decision-making by the Board of Directors or reports to Directors, is maintained and managed in accordance with the laws and "Document Management Rules" concerning the preparation, organization, storage and disposal of documents, irrespective of the recorded media. Such information is stored in a system which enables Directors and employees to access the information at any time.
- * Important documents relating to the performance of duties are circulated to, and are accessible by Audit & Supervisory Board Members at any time.
- * The Group Internal Audit Division conducts internal audits with respect to the maintenance and management of documents in order to ensure effective maintenance and management.

(iii) Rules and other systems regarding the management of risk of loss

- * The "ANA Group Total Risk Management Rules" stipulate the basic rules for total risk management in the ANA Group, and the "Group CSR Promotion Committee," consisting of Full-time Directors and Full-time Audit & Supervisory Board Members,

has been established. In these committees, important policies and matters concerning total risk management are discussed, planned and facilitated under the supervision of the President of the Company.

- * The "CSR Promotion Officers" as the people in charge of CSR activities and the "CSR Promotion Leaders" as a promoter of CSR activities are assigned to the Company and its subsidiaries in order to facilitate risk management activities.

(iv) System for ensuring efficient execution of Director's duties

- * In order to clarify the significance of our existence and the role of the ANA Group, we have established the corporate philosophy for our Group. Under the corporate vision of our Group, we share a common future goal of the Group.
- * In order to achieve the corporate vision for our Group, we have established a Group Corporate Plan and we are introducing a system in which all employees set their own business goals using these Plans. We believe the system will help employees clarify their own goals that might very well overlap with each other. In addition, we make sure that all goals and plans are reviewed regularly in order to conduct our business more adequately and efficiently.
- * In order to clarify the range of authorization and discretion of executives, we have established regulations such as the "Regulation of Segregation of Duties" and the "Regulation of Authority of Management" to stipulate the division of roles, the authority and responsibility of the conduct of duties and the system of command and order, etc.
- * Through adopting the Corporate Executive Officer System, we promote prompt decision making. In addition, important matters in the course of execution of business are carefully deliberated by the Management Committee using a collegial system.

(v) System for ensuring appropriateness of the business operations of the ANA Group comprised of the Company and its subsidiaries

- a. System of reporting to the Company matters regarding the performance of duties by directors and other officers of subsidiaries
 - i. The status of business operations at subsidiaries needs to be reported to the Management Committee. Also, the status of audits conducted by audit & supervisory board members of subsidiaries needs to be reported to the Group Audit & Supervisory Board Members Liaison Meeting.
- b. Rules and other systems regarding the management of risk of loss at subsidiaries

- i. Based on the "ANA Group Total Risk Management Rules," the Company has increased its management stability and efficiency through the establishment of the risk and crisis management system across the Group.
 - ii. The status of the risk and crisis management system needs to be reported to the "Group CSR Promotion Committee" to manage progress.
 - iii. The "CSR Promotion Leaders" being promoters of CSR activities at subsidiaries hold meetings of the CSR Promotion Leaders Meeting on a regular basis to share information and get education on the risk and crisis management.
- c. System for ensuring efficient execution of duties of directors and other officers of subsidiaries
 - i. Based on the ANA Group's corporate philosophy, the Company has established the "Group Corporate Governance Rules" as fundamental principles governing the management of subsidiaries.
 - ii. Pursuant to the "Group Corporate Governance Rules," the Company has executed the "Group Management Rules" with each of its subsidiaries in order to exercise necessary control over their management in the aim of attaining their respective operational goals.
- d. System for ensuring compliance with laws and the articles of incorporation by directors, other officers and employees of subsidiaries
 - i. The Company promotes education on and raises awareness of compliance based on the "ANA Group Compliance Rules."
 - ii. The Company has established the "Group Internal Audit Division" in charge of group internal audits, which conducts audits of operations and accounting at the Company and each group company.
- (vi) Matters regarding employees who assist the duties of Audit & Supervisory Board Members where the Audit & Supervisory Board Members request that such employees be appointed
 - * Directors have established the "Audit & Supervisory Board Members Office," which is an organization that assists with the Audit & Supervisory Board Members' duties, upon the request of the Audit & Supervisory Board Members, and assigned a requisite number of employees to it.

(vii) Matters regarding the independence of the employees described in the preceding Item (vi) from Directors and matters regarding ensuring effectiveness of instructions given by Audit & Supervisory Board Members to these employees

- * Employees who belong to the Audit & Supervisory Board Members Office shall comply with the instructions and orders of Audit & Supervisory Board Members, and Directors shall make decisions on personnel matters regarding these employees through consultation with Audit & Supervisory Board Members.

(viii) System of reporting to Audit & Supervisory Board Members

a. System of reporting from Directors and employees to Audit & Supervisory Board Members

- i. Directors and employees report to Audit & Supervisory Board Members on important matters regarding the management and business operations of the Company including matters relating to compliance, risk management and internal control, as well as their performance of duties, etc., through important internal meetings such as a meeting of the Board of Directors and the Management Committee.
- ii. Employees make reports on the operation of the business to Audit & Supervisory Board Members by means of an internal document sent around for managerial approval in accordance with the "Rules for Request for Decision."

b. System of reporting from directors, audit & supervisory board members, executive officers and employees of subsidiaries or those who received a report from any of the foregoing to the Audit & Supervisory Board Members

- i. Any material event occurred at a subsidiary is required to be reported to the Company pursuant to the "ANA Group Total Risk Management Rules," and information so reported is communicated to Audit & Supervisory Board Members.
- ii. Full-time Audit & Supervisory Board Members and audit & supervisory board members of respective subsidiaries hold meetings of the "Group Audit & Supervisory Board Members Liaison Meeting" on a regular basis to report and exchange information on the auditing results.
- iii. "Group Internal Audit Division" and Independent Auditor make reports to, and exchange information with, Audit & Supervisory Board Members on the auditing results of subsidiaries as necessary.

iv. Consultations and reports brought to the "Help Line" from employees and others of subsidiaries are summarized, and material issues are escalated to the "Group CSR Promotion Committee" and Audit & Supervisory Board Members.

(ix) System for ensuring that persons who made a report under the preceding Item (viii) will not be treated disadvantageously as a result of making the report

- * "ANA Group Rules on Handling of Whistleblowing" provides that it is prohibited to treat persons who made a report under the preceding Item (viii) disadvantageously

for the reason of making the report.

(x) Matters regarding treatment of costs or debts incurred by Audit & Supervisory Board Members in performing their duties

- * Directors assist Audit & Supervisory Board Members in audits, and allocate a budget for audit costs in order to secure the effectiveness of audits.

(xi) Other systems for securing the effectiveness of auditing by Audit & Supervisory Board Members

- * Directors and Audit & Supervisory Board Members have regular meetings in order to increase communication, and Audit & Supervisory Board Members attend important meetings including the meeting of the Board of Directors and Group Management Committee where they directly comment on the performance of duties by Directors.
- * Directors have cooperated in the establishment of a system that can enhance the effectiveness of audits through coordination between Audit & Supervisory Board Members and the "Group Internal Audit Division."

(6) Outline of the status of operation of system for ensuring the appropriateness of business operations

The outline of the status of operation of the system for ensuring the appropriateness of business operations is as described below.

(i) Overall internal control system

The Company is a company with audit & supervisory board members (*kansayaku setchi-gaisha*). The Board of Directors and the Audit & Supervisory Board are responsible for supervising and auditing the performance of duties by Directors. To strengthen their supervising and monitoring functions, the Company includes Outside Directors and Full-time Outside Audit & Supervisory Board Members in the Boards' composition.

The Company adopts a holding company structure because, in the current challenging business environment, it is essential to have a management system that enables the Company to fully exercise its competitive advantages. Also, the Company has appointed personnel with substantial experience and high degree of expertise as directors and other officers of its subsidiary group companies, and delegated operational powers to them. This enables the Company and its subsidiaries to operate functionally and effectively.

The Board of Directors of the Company, the holding company in the Group, establishes management policies and goals for the Group overall and is responsible for supervising business operations at respective group companies. The Chairman, Representative Director presides over meetings of the Board of Directors. All Directors including Outside Directors and all Audit & Supervisory Board Members including Outside Audit & Supervisory Board Members attend meetings of the Board of Directors. During the Fiscal Year, the Board of Directors held 14 meetings including 2 extraordinary meetings.

In addition to statutorily required bodies, the Company also has the "Group Strategy Committee" chaired by the President and CEO Representative Director, which has a role to supplement the Board of Directors and is tasked with discussing agendas more speedily and thoroughly. The Management Committee consists of 7 Full-time Directors and 3 Full-time Audit & Supervisory Board Members as well as presidents of respective group companies and others designated by the chairman. During the Fiscal Year, there were 46 Group Strategy Committee meetings.

The Company also has the "Management Advisory Council" where the Company asks for straight and unreserved opinions and advice on the Group's overall management from 7 experts in various fields, which will be reflected in the Group's management. There were 4 meetings of the Management Advisory Council during the Fiscal Year.

Full-time Directors and Full-time Audit & Supervisory Board Members also hold meetings of the "Group CSR Promotion Committee" where they discuss, plan and promote important policies and matters concerning total risk management and compliance (held twice during the Fiscal Year), and meetings with the "CSR Promotion Leaders" as promoters of CSR activities at the Company and respective group companies (also held twice during the Fiscal Year), under the supervision of the President of the Company.

In addition to the above, the Company has established the "CSR Guidelines" as a code of conduct to which the Group directors and employees must adhere, and created an environment in which the said "CSR Guidelines" are accessible by all Group directors and employees through a dedicated website.

(ii) Risk management

The Company has established the "ANA Group Total Risk Management Rules" and has promoted a risk management system focusing on increasing the Group's management stability and efficiency. For material issues that may affect the entire Group, the Company has put in place enhanced risk countermeasures to address them individually. To counter various business risks to which the Group has been exposed, the Company has set up and operated a system consisting of the following 2 functions: "Risk Management" function that is designed to prepare in advance for and manage risks; and "Crisis Control" function that is designed to deal with materialized risks.

As part of the preventive "Risk Management" function, the Company has established risk management cycles (i.e. risk identification → analysis → assessment → study and implementation of controls and counter measures → monitoring) aiming at minimizing risks, and applies these cycles across the Group. As for the "Crisis Control" function to deal with materialized risks, the Company has prepared the "Crisis Management Manual (CMM)" describing responsive systems for the Group overall. The Company has also drawn up the "Emergency Response Manual (ERM)" as a manual subordinated to the CMM, in order to respond in particular to any crisis that may affect aircraft operations directly. Based on the ERM, the Company has conducted practical emergency drills in preparation for accident and hijacking every year since 2002. The Company held an accident drill and a hijacking drill during the Fiscal Year.

With respect to "information security," the Company has established "ANA Group Information Security Management Regulations" that provide for our policies on the promotion of information security and bylaws containing specific operational rules. These are applicable to the entire Group. While raising awareness of information security within the Group by distributing handbooks and providing e-learning, the Company has also set up a system to monitor compliance. In this way, the Company has enhanced its measures to ensure information security. During the Fiscal Year, the Company delivered one e-learning session to all employees of the Group, tasked all business units of each group company to run a self-check and caused a division in charge of information security to assess compliance at 16 locations. Results of these activities are reported to the "Group CSR Promotion Committee" each time.

(iii) Compliance

To promote compliance with laws and other regulations governing its business activities, the Company has established a compliance system based on the "ANA Group Compliance Rules." Under the oversight of the "Group CSR Promotion Committee," an advisory body for the Board of Directors, the Company has been committed to raising awareness of compliance across the Group, being led by the "CSR Promotion Leaders" assigned to the Company and respective group companies.

During the Fiscal Year, the Company has set down "ANA Group Anti-Bribery Rules" to address anti-bribery laws of various countries and distributed educational handbooks targeting at all employees of the Group. Through these and other efforts, the Company has developed a system to minimize legal risks globally and prevent incidents which may jeopardize the Company's corporate value.

In addition, for the purpose of strengthening the Group-wide compliance system, the Company has clarified contact points between the Legal & Insurance division and respective group companies to develop and operate a structure to facilitate two-way communications. Also, the Company has educated members of all group companies on an ongoing basis about various laws and regulations including aviation, anti-trust and

labor laws and regulations.

As for the whistleblowing system, the Company has set up report desks both in the Company and outside (at a law firm) pursuant to the "ANA Group Rules on Handling of Whistleblowing" in an effort to collect information concerning, and solve, compliance issues. During the Fiscal Year, besides educating and providing information to members of all group companies, the Company has improved methods of investigation and a system to share information with Audit & Supervisory Board Members in the aim of strengthening its functions to collect information concerning, and solve, compliance issues. Results of these activities are reported to the "Group CSR Promotion Committee" each time.

(iv) Internal audit

The "Group Internal Audit Division" (consisting of 10 members as of March 31, 2016) directly reporting to the President conducts operational audits, accounting audits and evaluations of the "Internal Controls over Financial Reporting" required under the Financial Instruments and Exchange Act for the Company and respective group companies from an independent and objective standpoint. There are two types of audit: "regular audit" that is conducted in accordance with an annual plan prepared in response to risk analysis results; and "special audit" that is conducted as necessary at the instruction or request of the management. Audit results are reported to the President monthly, and any material issues are communicated to Audit & Supervisory Board Members as appropriate. The audit results are also reported to the Board of Directors semiannually. Any material accounting and/or financial findings from audits are notified to the Independent Auditor through the Finance Division to ask for the Independent Auditor's guidance and advice as necessary. In this way, the Company has enhanced mutual cooperation with the Independent Auditor.

During the Fiscal Year, the Group Internal Audit Division audited 51 locations within the Group according to the Division's decision to focus on: the consistency between the Group Management Plan and respective divisions' action plans; and management of operations at respective divisions. As for the "Internal Controls over Financial Reporting" required under the Financial Instruments and Exchange Act, the Group Internal Audit Division conducted the evaluation of the validity of the Company Level Control, Operational Process Control, Accounting and Financial Reporting Process Control and IT General Control, both at the Company and at each group company.

(v) Audit by Audit & Supervisory Board Members

5 Audit & Supervisory Board Members (among which 3 are Outside Audit & Supervisory Board Members) including 3 Full-time Members conduct audits by audit & supervisory board members (*kansayaku kansa*). Each of the Audit & Supervisory Board Members attends meetings of the Board of Directors, and Full-time Members attend other important meetings, too. By attending these meetings, Audit & Supervisory Board Members examine the process of making important decisions and the status of business operations. At these meetings, they state their opinions about Directors' performance of duties. They also receive reports on material issues relating to corporate management and business operations of the Company and respective group companies from Directors and employees.

Each Audit & Supervisory Board Member conducts audits of the Company and respective group companies in accordance with an audit plan, and then report to and share with Representative Directors the results of the audits at a regular meeting with them

(held four times during the Fiscal Year). Audit & Supervisory Board Members also have a regular meeting with Outside Directors (three times during the Fiscal Year), Directors (four times during the Fiscal Year), the Independent Auditor (eleven times during the Fiscal Year), the Group Internal Audit Division (nineteen times during the Fiscal Year) and audit & supervisory board members of respective group companies (called the Group Audit & Supervisory Board Members Liaison Meeting; held three times during the Fiscal Year). Through these meetings, Audit & Supervisory Board Members share information and exchange opinions more broadly, seeking to improve their audit practices and the effectiveness of audits.

During the Fiscal Year, Audit & Supervisory Board Members held 13 meetings, where they reported, discussed or resolved their audit policies and material audit issues.

The Company also has the "Audit & Supervisory Board Members Office" that directly reports to the Audit & Supervisory Board and is independent from business units. Employees exclusively assigned to support Audit & Supervisory Board Members follow their instructions and orders. Personnel matters relating to these employees are determined in consultation with Audit & Supervisory Board Members.

Any material issues reported through the whistleblowing system are escalated to the "Group CSR Promotion Committee" and Audit & Supervisory Board Members on a regular basis. The Company expressly provides for the protection of whistleblowers in its internal rules, which are enforced in an appropriate manner.

Audit & Supervisory Board Members' claims for costs incurred in performing their duties have been properly dealt with in accordance with the relevant provisions of the Companies Act, and thus, the effectiveness of audits has been secured.

This document has been translated from the original Japanese version for reference purposes only. In the event of any discrepancy between this translated document and the original Japanese version, the latter shall prevail in all respects.

Consolidated Balance Sheet

(As of March 31, 2016)

(Millions of yen)

Assets		Liabilities	
<u>Current assets</u>	631,188	<u>Current liabilities</u>	585,490
Cash and deposits	55,293	Notes and accounts payable	166,116
Notes and accounts receivable	139,404	Short-term loans payable	177
Marketable securities	222,380	Current portion of long-term debt payable	86,803
Inventories (Merchandise)	10,022	Finance lease obligations	7,801
Inventories (Supplies)	51,831	Accrued income taxes	43,573
Deferred income taxes - current	50,832	Advance ticket sales	128,618
Other	101,575	Accrued bonuses to employees	40,762
Allowance for doubtful accounts	(149)	Asset retirement obligations	8
<u>Fixed assets</u>	1,597,069	Other	111,632
<u>Net property and equipment</u>	1,327,954	<u>Long-term liabilities</u>	848,418
Buildings and structures, net	107,251	Bonds payable	105,000
Flight equipment, net	931,837	Long-term debt payable	488,172
Machinery, equipment and vehicles, net	32,328	Finance lease obligations	15,933
Tools and fixtures, net	11,320	Deferred income taxes - non-current	1,409
Land	49,612	Accrued corporate executive officers' retirement benefit	607
Leased assets, net	9,963	Net defined benefit liabilities	163,351
Construction in progress	185,643	Asset retirement obligations	941
<u>Intangible fixed assets</u>	80,743	Other	73,005
<u>Investments and others</u>	188,372	<u>Total liabilities</u>	1,433,908
Investment in securities	105,549	<u>Net assets</u>	
Long-term loans receivables	4,378	<u>Shareholders' equity</u>	850,278
Net defined benefit asset	69	Capital stock	318,789
Deferred income taxes - non-current	55,974	Capital surplus	282,774
Other	23,858	Retained earnings	253,545
Allowance for doubtful accounts	(1,456)	Treasury stock	(4,830)
<u>Deferred assets</u>	551	<u>Accumulated other comprehensive income</u>	(60,382)
		Net unrealized holding gain on securities	19,527
		Deferred (loss) on hedging instruments	(51,620)
		Foreign currency translation adjustment	3,873
		Remeasurements of defined benefit plans	(32,162)
		<u>Non-controlling interests</u>	5,004
		<u>Total net assets</u>	794,900
<u>Total assets</u>	2,228,808	<u>Total liabilities and net assets</u>	2,228,808

Consolidated Statement of Income
(From April 1, 2015 to March 31, 2016)

(Millions of yen)

<u>Operating revenues</u>	1,791,187
<u>Cost of sales</u>	1,337,540
Gross profit	453,647
<u>Selling, general and administrative expenses</u>	317,184
Operating income	136,463
<u>Non-operating income</u>	15,950
Interest income	792
Dividend income	1,808
Gain on sales of assets	1,115
Equity in earnings of non-consolidated subsidiaries and affiliates	3,007
Gain on donation of non-current assets	3,632
Other	5,596
<u>Non-operating expenses</u>	21,688
Interest expenses	11,455
Foreign exchange loss, net	2,661
Loss on sales of assets	117
Loss on disposal of assets	5,370
Other	2,085
Ordinary income	130,725
<u>Extraordinary income</u>	5,876
Gain on sales of investment securities	155
Gain on return of substituted portion of welfare pension fund	131
Subsidy	28
Special dividend	5,467
Other	95
<u>Extraordinary loss</u>	5,537
Valuation loss on investments in securities	77
Impairment loss	4,925
Special retirement benefit expenses	136
Expenses related to revision of pension plans	399
Income before income taxes and non-controlling interests	131,064
Income taxes-current	60,401
Income taxes-deferred	(7,923)
Net income before non-controlling interests	78,586
Net income attributable to non-controlling interests	417
Net income attributable to owners of ANA HOLDINGS INC.	78,169

Consolidated Statement of Changes in Net Assets

<From April 1, 2015 to March 31, 2016>

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Less Treasury stock, at cost	Total shareholder's equity
Balance at the beginning of the fiscal year	318,789	282,209	189,353	(5,269)	785,082
Changes of items during the fiscal year					
Cash dividends paid			(13,977)		(13,977)
Net income attributable to owners of ANA HOLDINGS INC.			78,169		78,169
Purchase of treasury stock				(482)	(482)
Disposal of treasury stock		565		921	1,486
Net changes of items other than shareholders' equity during the fiscal year					
Total changes during the fiscal year	—	565	64,192	439	65,196
Balance at the end of the fiscal year	318,789	282,774	253,545	(4,830)	850,278

	Accumulated other comprehensive income					Non-controlling interests	Total net assets
	Net unrealized holding gain on securities	Deferred gain (loss) on hedging instruments	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at the beginning of the fiscal year	30,684	5,279	3,855	(26,620)	13,198	5,272	803,552
Changes of items during the fiscal year							
Cash dividends paid							(13,977)
Net income attributable to owners of ANA HOLDINGS INC.							78,169
Purchase of treasury stock							(482)
Disposal of treasury stock							1,486
Net changes of items other than shareholders' equity during the fiscal year	(11,157)	(56,899)	18	(5,542)	(73,580)	(268)	(73,848)
Total changes during the fiscal year	(11,157)	(56,899)	18	(5,542)	(73,580)	(268)	(8,652)
Balance at the end of the fiscal year	19,527	(51,620)	3,873	(32,162)	(60,382)	5,004	794,900

Non-consolidated Balance Sheet

(As of March 31, 2016)

(Millions of yen)

Assets		Liabilities	
<u>Current assets</u>	328,154	<u>Current liabilities</u>	317,845
Cash and deposits	13,332	Accounts payable	1,656
Accounts receivable	17,381	Short-term loans payable	176,882
Lease investment assets	29,056	Current portion of long-term debt payable	86,411
Marketable securities	222,380	Finance lease obligations	2,548
Prepaid expenses	2,167	Accrued expenses	8,833
Non-operating accounts receivable	28,305	Accrued income taxes	33,603
Deferred income taxes-current	1,353	Other	7,909
Other	14,178		
<u>Fixed assets</u>	1,385,649	<u>Long-term liabilities</u>	642,413
<u>Net property and equipment</u>	1,166,435	Bonds payable	105,000
Buildings	80,504	Long-term debt payable	486,691
Structures	2,288	Finance lease obligations	7,425
Flight equipment	855,286	Accrued corporate executive officers' retirement benefits	38
Machinery and equipment	757	Asset retirement obligations	334
Tools and fixtures	345	Other	42,923
Land	49,412	<u>Total liabilities</u>	960,259
Leased assets	274	<u>Net assets</u>	
Construction in progress	177,566	<u>Shareholders' equity</u>	734,657
<u>Intangible assets</u>	490	Capital stock	318,789
Software	36	Capital surplus	282,333
Other	454	Capital reserve	253,812
<u>Investments and others</u>	218,723	Other capital surplus	28,520
Investments in securities	64,107	Retained earnings	137,167
Investments in subsidiaries and affiliates	60,231	Other retained earnings	137,167
Long-term loans receivables	43,793	Reserve for special depreciation	1,220
Deferred income taxes-non-current	45,013	Reserve for advanced depreciation of non-current assets	563
Other	5,578	Retained earnings carried forward	135,383
<u>Deferred assets</u>	323	Treasury stock	(3,632)
Bond issuance expenses	323	<u>Valuation and translation adjustments</u>	19,211
		Net unrealized holding gain on securities	18,085
		Deferred gain on hedging instruments	1,126
		<u>Total net assets</u>	753,869
Total assets	1,714,128	Total liabilities and net assets	1,714,128

Non-consolidated Statement of Income

(From April 1, 2015 to March 31, 2016)

(Millions of yen)

<u>Operating revenues</u>	208,679
Rent income	195,904
Dividends from subsidiaries and affiliates	12,467
Other	307
<u>Operating cost</u>	134,203
Operating gross profit	74,476
<u>General and administrative expenses</u>	12,088
Operating income	62,387
<u>Non-operating income</u>	3,422
Interest and dividend income	2,718
Other	703
<u>Non-operating expenses</u>	16,119
Interest expenses	11,381
Loss on disposal of assets	2,612
Other	2,124
Ordinary income	49,691
<u>Extraordinary income</u>	6,510
Gain on sales of investment securities	106
Special dividends	5,467
Gain on extinguishment of tie-in shares	907
Other	28
<u>Extraordinary loss</u>	18,131
Loss on valuation of stocks of subsidiaries and affiliates	13,846
Impairment loss	4,285
Income before income taxes	38,069
Income taxes-current	21,189
Income taxes-deferred	(5,376)
Net income	22,256

Non-consolidated Statement of Changes in Net Assets
(From April 1, 2015 to March 31, 2016)

(Millions of yen)

(millions of yen)

	Shareholders' equity									
	Capital stock	Capital surplus			Retained earnings				Treasury stock	Total shareholders' equity
		Capital reserve	Other capital surplus	Total capital surplus	Other retained earnings			Total retained earnings		
					Reserve for special depreciation	Reserve for advanced depreciation of non-current assets	Retained earnings carried forward			
Balance at the beginning of the fiscal year	318,789	253,812	27,952	281,764	2,081	551	126,259	128,893	(4,066)	725,381
Changes of items during the fiscal year										
Reversal of reserve for special depreciation					(861)		861	—		—
Provision of reserve for advanced depreciation of non-current assets						11	(11)	—		—
Cash dividends paid							(13,982)	(13,982)		(13,982)
Net income							22,256	22,256		22,256
Purchase of treasury stock									(482)	(482)
Disposal of treasury stock			568	568					915	1,484
Net changes of items other than shareholders' equity during the fiscal year										
Total changes during the fiscal year	—	—	568	568	(861)	11	9,123	8,274	433	9,276
Balance at the end of the fiscal year	318,789	253,812	28,520	282,333	1,220	563	135,383	137,167	(3,632)	734,657

(Millions of yen)

	Valuation and translation adjustments			Total net assets
	Net unrealized holding gain on securities	Deferred gain on hedging instruments	Total valuation and translation adjustments	
Balance at the beginning of the fiscal year	27,733	32,583	60,317	785,698
Changes of items during the fiscal year				
Reversal of reserve for special depreciation				—
Provision of reserve for advanced depreciation of noncurrent assets				—
Cash dividends paid				(13,982)
Net income				22,256
Purchase of treasury stock				(482)
Disposal of treasury stock				1,484
Net changes of items other than shareholders' equity during the year	(9,648)	(31,456)	(41,105)	(41,105)
Total changes during the fiscal year	(9,648)	(31,456)	(41,105)	(31,829)
Balance at the end of the fiscal year	18,085	1,126	19,211	753,869

Auditor's Report regarding Consolidated Financial Statements

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Translation of a report originally issued in Japanese

Independent Auditor's Report

May 19, 2016

The Board of Directors
ANA HOLDINGS INC.

Ernst & Young ShinNihon LLC

Kenzo Oka
Certified Public Accountant
Designated and Engagement Partner

Takao Maruyama
Certified Public Accountant
Designated and Engagement Partner

Takayuki Ando
Certified Public Accountant
Designated and Engagement Partner

Pursuant to Article 444, Section 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements of ANA HOLDINGS INC. (the "Company") applicable to the fiscal year from April 1, 2015 through March 31, 2016.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. The purpose of an audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments the auditor considers internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the ANA HOLDINGS Group, which consisted of the Company and consolidated subsidiaries, applicable to the fiscal year ended March 31, 2016 in conformity with accounting principles generally accepted in Japan.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

Auditor's Report regarding Non-consolidated Financial Statements

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Translation of a report originally issued in Japanese

Independent Auditor's Report

May 19, 2016

The Board of Directors
ANA HOLDINGS INC.

Ernst & Young ShinNihon LLC

Kenzo Oka
Certified Public Accountant
Designated and Engagement Partner

Takao Maruyama
Certified Public Accountant
Designated and Engagement Partner

Takayuki Ando
Certified Public Accountant
Designated and Engagement Partner

Pursuant to Article 436, Section 2, Paragraph 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets, the notes to the financial statements and the related supplementary schedules of ANA HOLDINGS INC. (the "Company") applicable to the 66th fiscal year from April 1, 2015 through March 31, 2016.

Management's Responsibility for the Financial Statements and the Related Supplementary Schedules

Management is responsible for the preparation and fair presentation of these financial statements and the related supplementary schedules in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the financial statements and the related supplementary schedules that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements and the related supplementary schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the related supplementary schedules are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the related supplementary schedules. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements and the related supplementary schedules, whether due to fraud or error. The purpose of an audit of the financial statements is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial statements and the related supplementary schedules in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements and the related supplementary schedules.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements and the related supplementary schedules referred to above present fairly, in all material respects, the financial position and results of operations of ANA HOLDINGS INC. applicable to the 66th fiscal year ended March 31, 2016 in conformity with accounting principles generally accepted in Japan.

Conflicts of Interest

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

Audit Report by the Audit & Supervisory Board

This document has been translated from the original Japanese version for reference purposes only. In the event of any discrepancy between this translated document and the original Japanese version, the latter shall prevail in all respects.

Audit Report

The Audit & Supervisory Board has prepared this Audit Report after deliberation based on the audit reports prepared by each Audit & Supervisory Board Member in relation to the performance of the Directors' duties during the 66th fiscal year starting on April 1, 2015 and ending on March 31, 2016, and hereby reports as follows:

1. Method and details of audit conducted by the Audit & Supervisory Board Members and the Audit & Supervisory Board

The Audit & Supervisory Board determined the audit policy and audit plan, received reports on the status and results of audit from each Audit & Supervisory Board Member, as well as the status of performance of duties from the Directors and the Accounting Auditor, and requested explanations, where necessary.

Each Audit & Supervisory Board Member, in compliance with the Audit & Supervisory Board Members' audit standards established by the Audit & Supervisory Board, and in accordance with the audit policy, etc., communicated with Directors, internal audit department and other employees, etc., collected information, maintained an audit environment, and conducted an audit in the following methods:

(1) Each Audit & Supervisory Board Member attended board meetings, group management strategy meetings and other important meetings, received reports from Directors and employees, etc. regarding the status of performance of their duties, requested explanations, where necessary, reviewed material electronic draft proposal (*denshi ringi*) and draft proposal documents, and inspected the status of business and assets at the head office. As for subsidiaries, Full-time Audit & Supervisory Board Members, concurrently holding the office of Audit & Supervisory Board Members of material subsidiaries, conducted audit activities with their Audit & Supervisory Board Members from the standpoint of performing a consolidated audit of the Company's group of companies, and communicated and exchanged information with their Directors etc. In addition, Full-time Audit & Supervisory Board Members visited subsidiaries and their major business offices, etc., received reports on business, and requested explanations, as necessary.

(2) Each Audit & Supervisory Board Member received regular reports from Directors and employees, etc. on the status of establishment and operation of the system to ensure that the performance of the Directors' duties, as described in the Business Report, complies with the applicable laws and regulations and the Articles of Incorporation, as well as the board resolution concerning the establishment of a system provided in Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act, which is required in order to ensure the appropriate performance of business by the corporate group comprising a joint stock corporation and its subsidiaries, and the system established based on said resolution (internal control system), and requested explanations, when necessary. As for the internal control concerning financial reporting, each Audit & Supervisory Board Member received from Directors, etc. and Ernst & Young ShinNihon LLC the reports on the status of establishment and operation of, and evaluation of, such internal control and the status of audit, and requested explanations, where necessary.

(3) Each Audit & Supervisory Board Member monitored and reviewed whether the Accounting Auditor maintains independence and conducts an appropriate audit, and received reports on the status of performance of duties from the Accounting Auditor, and requested explanations, where necessary. In addition, each Audit & Supervisory Board Member received a notice from the Accounting Auditor stating that "a system to ensure appropriate performance of duties" (as indicated in each item of Article 131 of the Ordinance on Company Accounting) is in place in accordance with the "Quality Control Standards for Audit" (Business Accounting Council, October 28, 2005), etc., and requested explanations, as necessary.

Based on the above method, each Audit & Supervisory Board Member reviewed the Business Report and its supporting documents, financial statements (Non-consolidated Balance Sheet, Non-consolidated Statement of Income, Non-consolidated Statement of Changes in Net Assets, and Notes to Non-consolidated Financial Statements) and their supporting documents, and consolidated financial statements (Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Net Assets, and Notes to Consolidated Financial Statements) for the subject fiscal year.

2. Results of audit

(1) Results of audit of the Business Report, etc.

- (i) We confirm that the Business Report and its supporting documents accurately present the status of the Company in accordance with the applicable laws and regulations and the Articles of Incorporation.
- (ii) There are no improper actions, or material events which violate any of the applicable laws or regulations or the Articles of Incorporation, in relation to the execution of the Directors' duties.
- (iii) We confirm that the resolution of the board concerning the internal control system is appropriate. There are no matters to note regarding the descriptions of the Business Report and the execution of the Directors' duties in relation to the internal control system.

(2) Results of audit of the financial statements and their supporting documents

We confirm that the method and results of audit by the Accounting Auditor, Ernst & Young ShinNihon LLC, are appropriate.

(3) Results of audit of the consolidated financial statements

We confirm that the method and results of audit by the Accounting Auditor, Ernst & Young ShinNihon LLC, are appropriate.

May 20, 2016

Audit & Supervisory Board of ANA HOLDINGS INC.

Sumihito Okawa, Full-time Audit & Supervisory Board Member
(Outside Audit & Supervisory Board Member) (seal)

Yoshinori Maruyama, Full-time Audit & Supervisory Board Member
(seal)

Eiji Kanazawa, Full-time Audit & Supervisory Board Member (seal)

Shingo Matsuo, Audit & Supervisory Board Member (Outside Audit &
Supervisory Board Member) (seal)

Eiji Ogawa, Audit & Supervisory Board Member (Outside Audit &
Supervisory Board Member) (seal)

END