

June 28, 2006
To Shareholders

Mineo Yamamoto
President & Chief Executive Officer
All Nippon Airways Co., Ltd.
5-2, Higashi-Shimbashi 1-chome
Minato-ku, Tokyo 105-7133, Japan

**Notification of Resolution
at the 61st Ordinary General Meeting of Shareholders**

We are pleased to announce the items reported and approved at the 61st Ordinary General Meeting of Shareholders held today as follows:

Report Presented:

Reports were presented on the following items:

- 1 Consolidated Balance Sheet and Consolidated Statement of Income for the 56th term (from April 1, 2005 to March 31, 2006), and Audit Report of Consolidated Financial Statements by Independent Auditor and the Board of Corporate Auditors.
- 2 Business Report, Non-consolidated Balance Sheet and Non-consolidated Statement of Income for the 56th term (from April 1, 2005 to March 31, 2006).

Agenda Items Approved:

Item 1: Approval of the Proposal relating to Appropriation of Profits for the 56th term

This item was approved as presented. We are pleased to announce that the Company will distribute a dividend of three (3) yen per share for the fiscal year under review.

Item 2: Changes in Certain Sections of the Articles of Incorporation

This item was approved as presented. The contents of the changes are as follows:

1. Since the relevant laws including the “Company Law” (Law No. 86, 2005), “ Law concerning Adjustment and Coordination of Relevant Laws in association with the Implementation of the Company Law” (Law No.87, 2005) and “Enforcement Regulations of the Company Law” (Ministerial Ordinance of the Ministry of Justice No.12, 2006) came into effect on May 1, 2006, the Company changed certain sections of the Articles of Incorporation of the Company as follows:
 - (a) The Company stipulated that the Company shall have the Board of Directors, Corporate Auditor, Board of Corporate Auditors and Independent Auditor, issue share certificates representing shares in the Company, and appoint the Administrator of register of shareholders (Article 4, 7, and 13).
 - (b) The Company established a new provision which stipulates the contents of the right of shareholders who hold shares in the Company less than one Company share unit (Article11).
 - (c) The Company added a new provision concerning procedures, etc. for the exercise of the right of shareholders (Article 14).
 - (d) The Company established a new provision which allows the Company to make supplementary information for General Meeting of Shareholders, etc. available to the shareholders of the Company through the Internet (Article 18).
 - (e) The Company established a new provision which allows the Company to limit the number of proxy at the General Meeting of Shareholders (Article 20).
 - (f) The Company established a new provision which allows the Board of Directors to adopt a resolution in written or by electronic means as necessary (Article 25, paragraph 2).
 - (g) The Company established a new provision which allows the Company to execute the liability limitation agreement with the External Corporate Auditors (Article 36, paragraph 2).
 - (h) The Company established new provisions which stipulate the method of election and term of office of Independent Auditor (Article 37 and 38).
 - (i) The Company made other necessary amendments to reference provisions and legal terms, etc. in accordance with the implementation of the Company Law.
2. The Company increased the total number of authorized shares of the Company from 3,400,000,000 shares to 3,900,000,000 shares in order to implement expeditious capital policy in preparation for future expansion of business scale

(Article 6).

3. The Company stipulated the Corporate Executive Officer System in the Articles of Incorporation (Article 28) and changed the number of directors from 40 to 20 (Article 21).
4. The Company changed the part of the whole structure of stipulation of Article of Incorporation, the wording and the figure of articles and paragraphs, etc., and made other necessary changes.

Item 3: Election of 15 Directors

The item was approved as presented. The following 15 persons were elected as directors and they accepted assumption of their offices respectively:

Yoji Ohashi, Mineo Yamamoto, Hiromichi Toya, Suguru Omae, Katsuhiko Kitabayashi, Koshichiro Kubo, Shinichiro Ito, Shin Nagase, Mitsuo Morimoto, Tomohiro Hidema, Keisuke Okada, Akinori Nomoto, Hiroyuki Ito, Misao Kimura, Shosuke Mori.

For details of the Articles of Incorporation of the Company, please refer to the following URL:

<http://www.ana.co.jp/eng/aboutana/corporate/ir/pdf/060628teikan.pdf>

Payment of Dividends

Dividends for the 56th fiscal year are scheduled to be paid from June 29, 2006 (Thursday) to July 31, 2006 (Monday). Please receive dividends at a near post office you choose by using "Notice of Postal Transfer Payment" enclosed herewith.

If you have requested payment via direct deposit, please confirm payment to the designated account.