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ALL NIPPON AIRWAYS CO., LTD.

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The following is an overview of Corporate Governance at All Nippon Airways Co., Ltd.

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

1. Fundamental Policy

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

We appoint as directors, experts thoroughly knowledgeable in both operations and management in general, which is crucial in building a competitive management structure fit for coping with a severe business environment. Issues fundamental to the operation of the ANA Group are discussed and decided upon at the Group Strategy Committee, which is chaired by the President and CEO, and includes full-time directors, full-time auditors, and others as its members. In compliance with the Companies Act, the Board of Directors discusses and makes final decisions on other matters on which they are required to be consulted. Furthermore, to each operation division we appoint highly-skilled and experienced executive officers, who are authorized to make certain decisions about the division, for the purpose of achieving high performance and effective business operations.

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

2. Capital Structure

Percentage of Shares Held by Foreign Investors

Less than 10%

[Overview of Major Shareholders]

Name of Shareholders	Number of Shares Held	Shareholding Ratio (%)
Japan Trustee Services Bank, Ltd. (Trust Account)	80,195,308	3.18
Nagoya Railroad Co., Ltd	71,982,278	2.85
The Master Trust Bank of Japan, Ltd.. (Trust Account)	64,839,000	2.57
Merrill Lynch Japan Securities Co., Ltd.	43,247,200	1.71
Tokio Marine & Nichido Fire Insurance Co., Ltd.	40,397,158	1.60
Mitsui Sumitomo Insurance Company, Limited	34,770,000	1.38
All Nippon Airways Co., Ltd. Employee Stock Ownership	31,259,077	1.24
Nippon Life Insurance Company	30,681,000	1.22
Sumitomo Mitsui Banking Corporation	26,820,800	1.06
Mizuho Corporate Bank, Ltd.	26,753,482	1.06

3. Corporate Attributes

Stock Exchange Listings and Market Section	Tokyo (1st Section), Osaka (1st Section)
Fiscal Year-end	March
Sector	Air Transportation Business
Number of Employees (Consolidated)	1,000 and above
Net Sales (Consolidated)	1 trillion yen and above
Parent Company	None
Number of Consolidated Subsidiaries	50 and above but less than 100

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

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

II. Overview of the Corporate Governance System in terms of the Organization of Management for Decision Making, Execution of Duty, Audit, and Other Matters

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

Organizational Form	Company with Corporate Auditors
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[Directors]

Chairman of the Board of Directors	Chairman (excluding the case where the Chairman concurrently serves as President)
Number of Directors	17
External Directors	Appointed
Number of External Directors	2

Relation with the Company (1)

Name	Attribution	Relation with the Company (*1)								
		a	b	c	d	e	f	g	h	i
Misao Kimura	Comes from another company					○			○	
Shosuke Mori	Comes from another company					○			○	

*1 Explanatory Note for “Relation with the Company”

- a Comes from a parent company
- b Comes from another affiliate company
- c Major shareholder of the company
- d Concurrently holds an office as an external director or external corporate auditor of another company
- e Holds an office such as managing director or executive officer of another company
- f Spouse, relative at most three times removed or any other equivalent person of an executive director, executive officer, etc. of the subject company or its specific affiliates
- g Receives remuneration, etc., or other financial profits as an officer of the parent company of the subject company or a subsidiary of the parent company
- h Subject to an agreement for Limitation of Liability between the subject person and the subject company
- i Other

Relation with the Company (2)

Name	Supplementary Information	Reason for Appointment as External Director
Misao Kimura	Director and Advisor of Nagoya Railroad Co., Ltd., with which ANA has transactions related with commission of sales of air tickets.	Experience and broad insight gained from running a transportation company, which will be useful in further strengthening our management structure.
Shosuke Mori	President and Director of Kansai Electric Power Co., Inc., with which ANA has no significant transactions.	Experience and broad insight gained from managing a utility company, which will be useful in further strengthening our management structure.

Matters relating to Other Major Activities of External Directors

Mr. Kimura attended nine of the 12 Board of Directors meetings held in FY2008. At these meetings, he made necessary contributions based on his rich experience and deep insight mainly as a company manager in the transportation industry. Outside these meetings, too, he exchanged opinions with the President as needed and provided much-needed advice.

Mr. Mori attended three of the 12 Board of Directors meetings held in FY2008. At these meetings, he made necessary contributions based on his rich experience and deep insight mainly as a manager of a utility company. Outside these meetings, too, he exchanged opinions with the President as needed and provided much-needed advice.

On August 25, 2008, ANA received an order to eliminate the newspaper advertisement posted from February 2008 to March 2008 on the introduction of the Premium Class from the Japan Fair Trade Commission (JFTC), on the grounds that it contravened the stipulation of Article 4, Paragraph 1, Item 1 of the Act against Unjustifiable Premiums and Misleading Representations (hereafter to be referred to as the “Order of Elimination”).

Mr. Kimura and Mr. Mori have both been providing much-needed advice on the overall management of the company. Concerning the abovementioned Order of Elimination, they have been making proposals for preventing its reoccurrence at the Board of Directors meetings from the viewpoint of valuing our customers and in the light of the importance of building trust.

[Corporate Auditors]

Board of Corporate Auditors	Established
Number of Corporate Auditors	5

Cooperation between Corporate Auditors and Accounting Auditors

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

Cooperation between Corporate Auditors and Internal Audit Division

The Internal Audit Division holds a meeting with the corporate auditors once every quarter, or as needed, to report on audit activities to each of the offices and Group companies, and exchange opinions on them.

External Corporate Auditors	Appointed
Number of External Corporate Auditors	3

Relation with the Company (1)

Name	Attribution	Relation with the Company (*1)								
		a	b	c	d	e	f	g	h	i
Kunitaka Kajita	Comes from another company								○	○
Shingo Matsuo	Comes from another company					○			○	
Tatsuo Kondo	Comes from another company					○			○	

*1 Explanatory Note for “Relation with the Company”

- a Comes from a parent company
- b Comes from another affiliate company
- c Major shareholder of the company
- d Concurrently holds an office as an external director or external corporate auditor of another company
- e Holds an office such as managing director or executive officer of another company
- f Spouse, relative at most three times removed or any other equivalent person of an executive director, executive officer, etc. of the subject company or its specific affiliates
- g Receives remuneration, etc., or other financial profits as an officer of the parent company of the subject company or a subsidiary of the parent company
- h Subject to an agreement for Limitation of Liability between the subject person and the subject company
- i Other

Relation with the Company (2)

Name	Supplementary Information	Reason for Appointment as External Corporate Auditor
Kunitaka Kajita	Former officer of a financial institution	Experience and broad insight as a representative of a public financial institution will be useful in further strengthening our corporate audit structure.
Shingo Matsuo	Concurrently serves as the Chairperson of Kyushu Electric Power Co., Inc., with which ANA has no transactions of significance.	Experience and broad insight gained from managing a utility company, which will be useful in further strengthening our corporate audit structure.
Tatsuo Kondo	Concurrently serves as the Chairman of the Board of Directors of Hokkaido Electric Power Co., Inc., with which ANA has no transactions of significance.	Experience and broad insight gained from managing a utility company, which will be useful in further strengthening our corporate audit structure.

Matters relating to Other Major Activities of External Corporate Auditors

Mr. Kajita attended 11 of the 12 Board of Directors meetings and all of the eight audit meetings held in FY2008. He made contributions in all of these meetings based on his rich experience and deep insight mainly as a representative of a public financial institution. As a full-time auditor, he also attends Group Strategy Committee meetings, regular directors meetings and other meetings, and visits offices and divisions within and outside the company.

Mr. Matsuo attended three of the 12 Board of Directors meetings and four of the eight audit meetings held in FY2008. He has not made any particular contributions at the Board of Directors meetings, but he has provided much-needed advice, including written comments on the reported items. At the auditors meetings, he has made contributions based on his rich experience and deep insight mainly as a manager of a utility company, and has been exchanging opinions with the President.

Mr. Kondo was appointed our corporate auditor during the 64th Ordinary General Meeting of Shareholders held on June 22, 2009.

Mr. Kajita has been providing much-needed advice on the overall management of the company. Concerning the Order of Elimination, as a full-time auditor, he has been working to prevent its reoccurrence through such means as making proposals at the Board of Directors meetings primarily with regard to the importance of compliance and from the viewpoint of reinforcing checking systems. Mr. Matsuo has also been providing much-needed advice on the overall management of the company, and has been submitting written proposals on the Order of Elimination toward prevention of its reoccurrence primarily with regard to compliance and valuing our customers.

[Incentives]

Measures to Grant Incentives to Directors	Not implemented
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Supplementary Information in regard to Relevant Items

Although the Company has not introduced stock options, it has developed a system to let directors purchase shares of ANA on a regular basis (directors are prohibited from selling these shares while in service). All directors excluding external directors are participating in this system.

Beneficiaries of Stock Options	
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Supplementary Information in regard to Relevant Items

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[Directors' Remuneration]

Disclosure Method	Securities Report and Financial Report (Business Report)
Disclosure Situation	Aggregate amount of all directors is disclosed

Supplementary Information in regard to Relevant Items

The aggregate amount of remuneration of 17 directors incumbent for FY2008 (ended March 2009) was 474 million yen, and the aggregate amount of remuneration of six corporate auditors was 88 million yen.

[Support System for External Directors and External Corporate Auditors]

External directors receive explanations on the status of the Company from the Corporate Planning Office (secretariat of the Board of Directors), Executive Office, or General Administration Division. External corporate auditors also receive explanations from the Corporate Auditors Office in a similar manner.

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

Issues fundamental to the operation of the ANA Group are discussed and decided upon at the Group Strategy Committee, which is chaired by the President and CEO, and includes full-time directors, full-time auditors and others as its members. In compliance with the Companies Act, the Board of Directors discusses and makes final decisions on other important issues on which they are required to be consulted.

The Operations Committee, chaired by the chief of the Operations and Airport Service Division, meets once every month to discuss structural issues concerning the operation of the entire ANA Group, and persons in charge of each operation division within ANA and Group companies participate. The Committee formulates comprehensive solutions that cut across all divisions of ANA and the Group companies, taking into account the perspectives of organization, training, system, rules and authorities.

The Internal Audit Division (15 members), which reports directly to the President, audits operations and accounts of ANA and the Group companies, and conducts evaluations that correspond to the stipulation in the Financial Instruments and Exchange Act on the evaluation system for the internal control of financial reporting within the Group. Audits comprise of regular audits, which are conducted in accordance with annual business plans, and non-regular audits conducted at the discretion of the management. Regular audits are conducted from a fair and objective stance based on risk analyses for each division and Group company. The results of audits are reported to the President every month and to the corporate auditors every quarter.

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

The Company has also established the Management Council to solicit opinions of experts in various sectors in order to improve the overall management.

III. Implementation of Measures Related to Shareholders and Other Stakeholders

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

	Supplementary Information
Early Notification of the General Shareholders Meeting	Notice of the General Shareholders Meeting is sent Three Weeks Prior to the Meeting.
Exercising of Voting Rights by Electronic Voting	The Company participates in the platform operated by ICJ.
Other	The Company posts notice of the general shareholders meeting on its website and prepares English translations.

2. IR Activities

	Supplementary Information	Explanation by the President in Person
Briefing for Analysts and Institutional Investors on a Regular Basis	The Company holds briefings on quarterly financial statements and medium-term corporate plans.	Done
Briefing for Overseas Investors on a Regular Basis	Annual briefing is held in America and Europe.	Done
Website Posting of the IR Data	The Company posts summaries of quarterly financial statements, annual securities reports, and quarterly reports, as well as stock information, financial data, monthly numbers of passengers, and other matters on its website (http://www.ana.co.jp/ir/index.html).	Done
Establishment of an IR Section or Manager	The Company has established the IR Promotion Office as a full-time organization, and has been working to raise transparency of management and communication.	

3. Activities for Respecting the Position of Stakeholders

Supplementary Information	
Implementation of Environmental Conservation Activities, CSR Activities, etc.	The Company established the Corporate Social Responsibility (CSR) Promotion Office in April 2007 as a section controlling all CSR activities of the ANA Group, and consolidated sections concerned with internal control, and environmental and social contributions under this new section. It has also established the Environment Committee under the CSR Promotion Committee, and has been preparing CSR reports, which are posted on the company's website (https://www.ana.co.jp/ana-info/ana/csr/index.html).

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

1. System for Ensuring Directors' and Employees' Compliance with Laws and Articles of Incorporation in the Execution of Duties

- (1) Under the ANA Group Compliance Rules, the Company has established the CSR Promotion Committee, composed of full-time directors, and its subordinate organization, the Compliance Committee, comprised mainly of executive officers and other persons in charge of executing duties in each operation, which are both supervised by the President. Essential policies and issues of significance related to compliance are discussed and proposed in these two committees. The Company has been developing systematic compliance structures through such efforts as formulating and distributing the company-wide ANA Group Code of Conduct for all executives and employees, and establishing both the help line for consultation and reporting within the ANA Group and the Internal Audit Division responsible for internal auditing.
- (2) We appoint a CSR Promotion Leader for each operation division and Group company to implement activities for raising awareness on compliance among executives and employees. The Company has also launched a CSR website on the Group Intranet to further spread compliance awareness.

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

- (1) Information related to the execution of duties by directors, including important decision making at the Board of Directors, reporting to the directors, etc., are managed in accordance with the law and the document rules concerning preparation, organization, storage and disposal of documents, irrespective of recording media. Such information is stored in such a way that directors and employees can retrieve and view it at any time.
- (2) Important documents are circulated among the directors, who can access them at any time.

- (3) The Internal Audit Division conducts internal audits concerning storage and management of documents to ensure effective management.

3. Rules and Other Systems Regarding Management of Risk of Loss

- (1) In accordance with the Total Risk Management Rules, which stipulate basic rules for total risk management at the ANA Group, the Company has established the CSR Promotion Committee (composed of full-time directors) and its subordinate organization, the Risk Management Committee (comprised mainly of executive officers and other persons in charge of executing duties in each operation) to discuss, propose and promote important policies and issues concerning total risk management under the supervision of the President. Subcommittees specialized in certain kinds of risks, such as the Air Transportation Safety and Crisis Management Subcommittee, the Information Security Subcommittee, and the Security Trade Control Subcommittee, are established within the Risk Management Committee. In addition, ad-hoc subcommittees are established when individual risk cases arise in order to come up with cross-sectional responses.
- (2) We appoint a CSR Promotion Leader for each operation division and Group company to promote risk management activities within the Group.

4. System for Ensuring Efficient Execution of Duties by Directors

- (1) By establishing the Group's corporate philosophy, the Company clarifies the identity and role of the Group and shares the Group's future goals with all employees through the Corporate Vision.
- (2) For achieving the goals set in our Group Corporate Vision, we establish a Medium-term Management Strategy, an Annual Management Plan, and Operation Plans, based on which each and every director and employee sets individual performance targets. By such means, we clarify the goals to be achieved and link together individual targets. In addition, we step up our efforts for more appropriate and efficient performance of operations through regular reviews of each plan and target.
- (3) The range of authority and discretion of executive officers is clarified in the Regulation of Segregation of Duties, Regulation of Authority of Management, among other documents, which stipulate the division of roles, authority and responsibility on the execution of duties, as well as the chain of command.
- (4) We aim for swift decision making by adopting the Corporate Executive Officer System. Important matters concerning the execution of duties are discussed at the Group Strategy Committee and are decided upon based on a collegial system.

5. System for Ensuring Appropriateness of the Business Operations of the Group, Comprised of the Company, and its Parent Company and Subsidiaries

- (1) Based on the Group's corporate philosophy, the Company clarifies the identity and role of the

Group, and shares its future goals with all employees through the Corporate Vision.

- (2) By establishing the Group Corporate Governance Rules, we clarify the role of each company and designate a section that oversees corporate governance at each Group company. Executives are sent to each Group company as needed in order to build appropriate structures for Group business management.
- (3) The company has established the Internal Audit Division to conduct internal audits within the Group. The Division conducts audits on operations and accounts at ANA and the Group companies to ensure appropriate operation, and to establish a system for preventing unfair dealings among the Group companies.
- (4) Based on the ANA Group Compliance Rules, the Company is promoting compliance education and publicity, as well as building the group-wide compliance system.
- (5) In accordance with the Total Risk Management Rules, the Company is working to achieve higher standards of stability and efficiency in group management through efforts to build a comprehensive, group-wide risk and crisis management system.

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

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

7. Matters regarding Independence from Directors of the Employees Described in the Preceding Item

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

8. System of Reporting from Directors and Employees to Corporate Auditors, and Other Systems of Reporting to Corporate Auditors

- (1) Directors and employees report to corporate auditors on important matters concerning the management and business operations of the Company, including issues related to compliance, risk management and internal control, as well as on performance of duties, etc., through Board of Directors meetings, the Group Strategy Committee, and other important internal meetings.
- (2) Employees report on the execution of duties to corporate auditors through circulation of internal documents sent around for managerial approval, in accordance with the Rules for Request for Decision.
- (3) The Internal Audit Division and the Independent Auditor meet with corporate auditors once every quarter to report and exchange information on the auditing results of each office and Group company.

9. Other Systems for Ensuring Effectiveness of Auditing by Corporate Auditors

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

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

- (1) From the standpoint of the corporate social responsibility of the ANA Group and of protecting our corporate body, the Company has established the following basic policy, which says, “We stand firmly against any anti-social force or organization that poses a threat to the safety and order of civil society. We shall not commit any act that could further the activities of anti-social forces and organizations.”
- (2) The Company has specifically stipulated the basic policy of eliminating anti-social forces and organizations in the Group’s code of ethics, known as the “ANA Group Code of Conduct.” Under this code, executives are made aware of their responsibility in risk management. The subordinate rule of the Code, “ANA Group Code of Conduct -- Case Books” is distributed to all employees within the Group in order to ensure group-wide awareness.
- (3) On the structural side, the Company has been developing an internal system against anti-social forces in accordance with the “Guidelines for Companies to Prevent Damage from Anti-Social Forces,” which was formulated at the administrative meeting of the Government’s Ministerial Meeting Concerning Measures Against Crime. While establishing the Corporate Response Section for the entire group within the head office, the Company appoints a range of “persons in charge of undue claims” mainly in the sections and Group companies responsible for front office operations. By such means, the Company takes systematic responses against undue claims and avoids leaving a certain section or individual alone in facing the problem.
- (4) For the collection and management of information in order to fight anti-social forces, the aforementioned Corporate Response Section will contact the anti-violence sections of the police station, prefectural centers for the elimination of criminal organizations and the Special Anti-Crime Association affiliated with the Metropolitan Police Department on a regular basis for effective exchange of information, and will store the data thus obtained. For systematic information sharing, the Corporate Response Section will also report on the risks surrounding the company and any other problems to executives and other persons concerned in a timely and swift manner.
- (5) Undue claims from anti-social forces are immediately reported to the Corporate Response Section, which will take a systematic and uniform response as a Group, while soliciting

cooperation from outside experts. The company is developing a matrix for appropriate response by compiling an internal manual based on the guidelines of the “Manual for Persons in Charge of Responding to Undue Claims” in response to criminal organizations and other anti-social forces.

- (6) The Company is taking enhanced efforts to entirely shut down relations with anti-social forces by introducing the “Article on the Elimination of Criminal Organizations” and the “Special Agreement on the Prohibition of Transfer of Claims” in each Group company for their agreements, etc. on transactions with outside entities.
- (7) The Company conducts presentations on recent trends of anti-social forces and case studies of undue claims in the Seminar for CSR Promotion Leaders held twice a year, targeting persons in charge of responding to undue claims. We continually remind people of the mechanism of systematic response against undue claims and keep up our efforts on training activities within the Group.

V. Others

1. Matters regarding Takeover Defense

Not introduced.

2. Other Items regarding Corporate Governance Systems, etc.

None in particular.

