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ANA HOLDINGS INC.

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<https://www.ana.co.jp/group/en/>

The corporate governance of ANA HOLDINGS INC. (“the Company”) is described below.

## I. Basic Approach to Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

### 1. Basic Approach

The ANA Group (“the Group”) implements management that contributes to value creation for various stakeholders in accordance with the ANA Group Mission Statement. In addition, the Group has adopted a holding company structure whereby each group company carries out swift decision-making and the Company supervises and monitors the implementation of group company operations to realize sustainable growth of group companies and the enhancement of medium- to long-term corporate value.

The Company has created a corporate governance system in accordance with this Fundamental Policy and continues to improve upon it. Under this system, the Company plays a leadership role in the Group management and establishes management policies and goals for the Group overall. In addition, the Company supervises and monitors management of group companies, and conducting transparent, fair, and definitive decisions.

The Company has adopted a company with company auditors, whereby Audit and Supervisory Board

<Mission Statement>

Built on a foundation of security and trust, “the wings within ourselves” help to fulfill the hopes and dreams of an interconnected world.

Members, along with the Board of Directors, supervise, monitor and audit the execution of duties by directors. Furthermore, the Company is strengthening the supervisory function of the Board of Directors, in part by including the appointment of Outside Directors. The Company is also enhancing the auditing function of Audit and Supervisory Board Members, which includes the appointment of a full-time Outside Audit and Supervisory Board Member.

“Safety and Trust” is the Group's unwavering promise to our customers. It defines the core of our entire operation and is our solemn responsibility. “The wings within ourselves” are our desire to continually rise to new challenges, contribute to the strong rebirth of our organization and always be there for our customers. The Group, with the air transportation as business pledges to transcend generations in support of developing our global community and fulfilling the hopes and dreams of current and future generations

The Company's corporate governance practices are explained in this report as well as in the Fundamental Policy on Corporate Governance, Notifications of the Ordinary General Meeting of Shareholders, Securities Reports (Japanese only), Annual Reports and the Company's website. Please refer to these sources for further information. The content of disclosure based on the principles of the Corporate Governance Code is as follows.

**[Reasons for Non-compliance with the Principles of the Corporate Governance Code]**

**Principle 1.4 (Cross-shareholdings)**

The Company believes that maintaining and strengthening cooperative relationships with business partners is necessary for the expansion and development of the Group's business. The Group, which mainly engages in the air transportation business, shall strategically hold shares in another company should it believe that this will contribute to smooth business continuity and enhanced profits via business alliance and stronger business relationships, and thereby improvement corporate value in the medium- to long-term.

Every year the Company comprehensively verifies individual cross-shareholdings at a meeting of the Board of Directors to determine the significance of the holdings and the associated risks and benefits. When verifying the economic rationale behind the shareholdings, the Company conducts quantitative and multi-faceted assessments, including checking the total shareholder return (TSR) of each stock and comparing the return on investment of that stock with the capital costs of the Group. If the assessment results show that the cross-shareholdings have been stagnant for a period of time and they are not judged as contributing to the sustainable growth of the Group and the improvement of corporate value in the medium-to-long-term, we will reduce them.

The meeting of the Board of Directors on May 21, 2024 will verify individual stocks from a medium-to-long term perspective and verify the economic rationale behind the Company's cross-shareholdings. The total amount of cross-shareholdings in our company is 99.1 billion yen, and the percentage of cross-shareholdings to consolidated net assets is 9.4%. Furthermore, appropriate decisions on the exercise of voting rights of strategically shareholdings are made by comprehensively taking into account dialogue with the relevant company after examination of each resolution, including the enhancement of the relevant company's medium- to long-term corporate value and the impact on the Group's business operations.

**[Disclosure based on the Principles of the Corporate Governance Code]**

**Principle 1.7 (Related Party Transactions)**

The Board of Directors, in accordance with laws and regulations and the Board of Directors Regulation, an internal rules, must approve competitive business transactions and transactions that constitute conflicts of interests between the Company and Directors. In the event that said transactions are implemented within the approved framework, material facts regarding these transactions shall be reported at the Board of Directors meeting.

In the event these transactions are carried out between the Company and a related party other than a director, the necessary approval of said transactions are carried out in accordance with the Company's internal rules depending on the scale and importance of the transaction. The Internal Audit Division shall conduct periodic audits of the content of these transactions and a system shall be put in place that enables

Audit and Supervisory Board Members to view the details of approvals at any time.

**Supplementary Principle 2.4-1: (Approach and Goals for Ensuring Diversity)**

< Policy on Ensuring Diversity and Internal Environment Improvement Status >

The ANA Group promotes Diversity (D), Equity (E) and Inclusion (I). We respect the diversity of age, nationality, gender, values, disabilities, etc., and pledge to promote a variety of initiatives with themes such as gender equality, LGBTQ+, promotion of diverse working styles (supporting work-life balance) and cross culture, to create an inclusive environment and further transform diversity into our strength.

In April 2015, our Group announced the Diversity and Inclusion Declaration ("D&I Declaration"). In April 2022, we added Equity (E) into the declaration to promote "DEI," positioning it as one of our management strategy pillars to further deepen our activities.

Under the D&I Declaration, we have established a dedicated organization within the Human Resources Department to promote the active participation of diverse human resources, promoting improvement of the working environment, fostering of culture and awareness reforms. Also, in April 2020, the Group D&I Promotion Department (currently the Group Diversity, Equity & Inclusion Promotion Department) was established to strengthen D&I promotion functions. Together with strengthening the promotion structure, DEI working team members have been assigned to ANA departments and Group companies to accelerate activities throughout the Group.

<Establishment of Basic Policy on Respect for Sexual Diversity (LGBTQ+)>

In April 2022, we formulated a common basic policy for our Group. In accordance with the "Respect human rights and diversity" concept in our Social Responsibility Guidelines, \* we have established three pillars of initiatives and specific action items based on these pillars. Our Group will thoroughly prohibit discrimination on the basis of sexual orientation and gender identity, and will promote the creation of a comfortable working environment for all employees.

• Pillars of initiatives

- (1) Work environment improvement: Develop systems and workplaces that allow each and every employee to demonstrate their capabilities regardless of their sexual orientation or gender identity
- (2) Awareness reforms: Thorough prohibition of harassment based on sexual orientation or gender identity among all employees, and dissemination of proper knowledge
- (3) Social contribution: Initiatives aimed at creating a society that respects sexual diversity

• Key action items

- (1) Environment improvement: Stipulated prohibition of discrimination in employment regulations and recruitment policies, recognition of spouses in same-sex partnerships, and use of common names based on self-identified gender
- (2) Awareness reforms: Enhancement of employee development programs
- (3) Social contribution: Support for next-generation education to promote understanding (such as guest teachers for schools and teaching materials)

#### <Goals for the Appointment of Female Managers>

The goals of the ANA Group and its core subsidiary, All Nippon Airways Co., Ltd. ("ANA"), to promote women's activities are as follows:

Targets to be achieved as early as possible in the 2020s (established June 2021)

- Ratio of female officers: 30% or more (Group: 10.4%, ANA: 21.3% as of April 2024)
- Ratio of female managers: 30% or more (Group: 20.3%, ANA: 20.2% as of April 2024)

Target to be achieved for ANA by 2025 within limited levels and divisions (established in November 2020)

- Number of female officers and general managers: 25% increase (compared to 2019)
- Number of female flight crew and maintenance personnel: 25% increase (compared to 2019)

For foreign and mid-career recruits, there are no differences between these employees and other employees based on nationality or age of employment when promoting and appointing employees to management level, so we do not set any specific targets for them.

For other details, please refer to the Company's website and the Annual Report.

[https://www.ana.co.jp/group/en/csr/human\\_resources/](https://www.ana.co.jp/group/en/csr/human_resources/)

<https://www.ana.co.jp/group/en/investors/irdata/annual/>

#### <Target for ANA Group Male Employees Taking Childcare Leave>

100% acquisition of special paid leave (three days) for childbirth and childcare reasons.

Regarding foreign employees and mid-career hires, there are no differences in terms of nationality or year of joining the company when it comes to promotions or appointments to executive and management positions. Therefore, no specific targets are set for them.

For further details, please refer to our company's website and integrated report.

[https://www.ana.co.jp/group/csr/human\\_resources/](https://www.ana.co.jp/group/csr/human_resources/)

<https://www.ana.co.jp/group/investors/irdata/annual/>

#### **Principle 2.6 (Corporate Pension Asset Owners)**

In the ANA Pension Plan of All NIPPON AIRWAYS CO., LTD., the core subsidiary of the Group, investments are dispersed in order to secure the required investment returns reliably over the long term, as stipulated in the Pension Asset Management Policy and the Basic Asset Allocation in accordance with the provisions of the Defined-Benefit Corporate Pension Act, etc. The selection of fund managers and funds are decided by the Board of Representatives after deliberation by the Investment Management Committee in collaboration with external investment consultants. Furthermore, investment performance is monitored through regular exchanges of information with fund managers, and quantitative and qualitative evaluations performed by investment consultants. Personnel with suitable qualities regarding investments are assigned to the ANA Pension Plan from the finance and accounting departments.

### **Principle 3.1 (Full Disclosure)**

- (1) The Company has established a Mission Statement, Management Vision and ANA's Way as its Corporate Philosophy for the Group, which are disclosed on its website.  
<https://www.ana.co.jp/group/en/about-us/vision/>  
The Medium-Term Corporate Strategy is also disclosed on its website.  
<https://www.ana.co.jp/group/en/pr/201601/20160129-2.html>
- (2) The Company has established a Fundamental Policy on Corporate Governance on the Company's fundamental approach to corporate governance, which is also disclosed on its website.  
<https://www.ana.co.jp/group/en/about-us/governance/pdf/governance181130.pdf>
- (3) The policies and procedures for determining remuneration for directors on the Board of Directors is outlined in “5. Director Remuneration” in the Fundamental Policy on Corporate Governance, and “II.1 [Directors] Policies for determining remuneration amounts and calculation method” in this report.
- (4) The policy for the selection of directors and Audit and Supervisory Board Members is explained in “3. Directors and the Board of Directors” and “4. Audit and Supervisory Board Members and the Audit and Supervisory Board” within the Fundamental Policy on Corporate Governance, and “II.2 Matters pertaining to Functions including Business Execution, Audits and Supervision, and Appointment and Remuneration Decisions. (Overview of the Current Corporate Governance System)” in this report. The selection of directors and Audit and Supervisory Board Members is decided based on deliberation by the Board of Directors including Outside Directors
- (5) The reasons for selection of candidate for Directors and Audit and Supervisory Board Members are Outlined in the Notice of the 79th Ordinary General Meeting of Shareholders.
- (6) In the event that circumstances arise where a director has violated laws and regulations or the Articles of Incorporation, or when it is otherwise deemed difficult for a director to execute his or her duties, deliberations will be conducted in the Personnel Advisory Committee, and after receiving a report on these deliberations, the Board of Directors will decide whether to submit a proposal to the General Meeting of Shareholders concerning the dismissal of such director.

<Regarding the respect for human rights>

Many foreign workers are employed in our group's affiliated companies, mainly in airports and other areas. We make efforts to accurately understand their employment environment by conducting regular direct interviews with these foreign workers. Additionally, to prevent human trafficking through air travel, we provide education to all cabin crew members. We have issued a “Human Rights Report 2023” that summarizes these initiatives related to the respect for human rights.

### **Supplementary Principle 3-1-3: (Disclosure of Sustainability Initiatives, etc.)**

<Sustainability Initiatives>

The ANA Group is committed to addressing the three material issues of the Environment, Human resource, diversity, equity and inclusion (DEI), and Regional Revitalization through our business activities as identified in our ESG management, which takes into consideration the environment (E),

social(S), and governance (G). By simultaneously creating social value and economic value, we aim to achieve a sustainable society and increase our corporate value.

In fiscal 2020, to clarify the ANA Group's vision for the future, we formulated and disclosed ANA Group ESG Commitments and initiatives to achieve them. With regard to the environment, one of our material issues, we updated our 2050 Environmental Goals in April 2021 amid accelerating global trends, particularly in response to climate change. As we have declared that we will achieve carbon neutrality by fiscal 2050, we have formulated new 2030 CO2 emission Targets as a roadmap for achieving this goal in May 2023 which we amended. We plan to reduce net CO2 emissions on both international and domestic routes by at least 10% compared to fiscal 2019 levels by 2030. We will continue our efforts in the areas of Environment, Human resource, diversity, equity and inclusion (DEI), and Regional Revitalization, and will disclose information on our progress as needed.

The ANA Group established the Group ESG Management Promotion Committee in accordance with Group ESG Management Promotion Committee Regulations. This committee, which operates under the guidance of the president and under the chairmanship of the Director in charge of Group Risk & Compliance, consists of ANA HOLDINGS INC. and group company directors, executive officers, and the full-time Audit & Supervisory Board members of ANA HOLDINGS INC. The committee discusses core policies and measures related to ESG management.

In addition, important issues directly related to management are discussed at the Group Management Committee and reported to the Board of Directors and the Board of Corporate Auditors. Based on these regulations, each Group company has appointed an ESG Promotion Officer (EPO) as the person responsible for promoting ESG management and participates as a member of the Group ESG

Management Promotion Committee, and each Group company and department has an ESG Promotion Leader (EPL) to lead the ESG activities of their respective organization. Matters discussed, resolved, and reported at the Board of Directors, Group Management Committee, and Group ESG Management Promotion Committee are shared and implemented throughout the entire Group in close collaboration with EPOs and EPLs. We also hold EPL meetings twice a year to share information in a comprehensive manner and promote initiatives at each Group company and department.

In March 2019, the ANA Group became the first Japanese airline to endorse the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), established by the Financial Stability Board.

For information on the impact of climate change risks and revenue opportunities on the Group, we have identified qualitative risks and opportunities at this time and disclosed them on our website.

<https://www.ana.co.jp/group/en/csr/environment/policy/#anchor004>

Please refer to our website below, for the information of disclosure based on the framework of TCFD.

We will continue to expand the scope of disclosure and improve the content.

<https://www.ana.co.jp/group/en/csr/environment/goal/#anchor002>

For more information on our sustainability initiatives, please refer to our website and the Annual Report.

<https://www.ana.co.jp/group/en/csr/>

<https://www.ana.co.jp/group/en/investors/irdata/annual/>

#### <Investment in Human Capital and Intellectual Property>

The largest asset of the Group is human resources. We will flexibly respond to the changing social environment and promote business structural reforms, while continuing our efforts and challenging ourselves to achieve sustainable growth.

#### Human Resources Development for the Group

We strive to instill an understanding of our Mission Statement, Management Vision, and ANA's Way as embedded parts of our corporate culture, encouraging organizational and human development for each employee to embody the ANA Group identity.

In 2019, ANA's Day Training for all Group employees was restructured to reflect on the "present poverty, promising future," and "Wakyo" (close cooperation) spirit of the founder and to discuss the sustainable growth of the Group.

In order to become a top-tier airline group in the global market, we have a global human resources development program in place to develop human resources that can demonstrate competence by understanding various cultures, customs and values which includes, in addition to the traditional training by level, a program to develop leaders through liberal arts and field work outside the Company, as well as through business skills, and open human resource recruitment systems.

#### Health Management Initiatives

The ANA Group proclaimed the ANA Health Frontier Declaration in April 2016 based on the belief that ensuring employees' health, safety and a comfortable work environment are the foundation of a company's activities. The declaration focuses on strengthening employee health management, disease prevention, mental health, and health and safety activities, establishes indicators for lifestyle-related diseases and strives to keep track of progress. Our company has been selected as a "Health Management Stock 2024", and the 23 companies of the ANA Group have been certified as "Excellent Corporations for Health Management 2024".

#### Protect Employment Even During the COVID-19 Pandemic

ANA Group has been severely impacted by the significant decrease in air passenger demand caused by COVID-19. However, in addition to the in-house production of outsourced work and changes in the assignment of personnel within the Group, ANA Group has been able to expand its existing non-Group secondment system, has reduced remuneration, wages and bonuses for Group officers and a system of leave-of-absence for any reason, and a system of shorter working hours and shorter days for any reason as part of its policies to "protect employment" during the pandemic.

### Introduction of a New Way of Working

In order to increase the variety of work style options, we have recommended a remote work system, introduced a workcation system and sabbatical leave, and partially lifted the ban on concurrent and secondary jobs.

### Investments in Intellectual Property

We will create new revenue opportunities through platform businesses that utilize our accumulated customer data and digital touchpoints, such as the ANA Mileage Club (AMC) app, and the establishment of a virtual travel business that is still under development. We will also use innovation to solve social issues by providing services that connect users to people, things, services, and locations using avatar technology. To ensure that investment in these new technologies will contribute to the sustainable growth of the Company, we will conduct efficient monitoring and disclose the situation as appropriate.

For more information on human resources development initiatives, please refer to our website and the Annual Report.

[https://www.ana.co.jp/group/en/csr/human\\_resources/](https://www.ana.co.jp/group/en/csr/human_resources/)

<https://www.ana.co.jp/group/en/investors/irdata/annual/>

### respect for human rights

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### **Supplementary Principle 4.1.1 (Overview of the scope and content of the matters delegated to management)**

The Board of Directors shall make decisions on basic management policies, including corporate strategies, other important management agendas, and vital business operations determined by the Board of Directors in accordance with laws, regulations and the Articles of Incorporation. The standards for decision-making are stipulated in the Board of Directors Regulations.

The Authority Rules, which are a set of internal rules, clarify the process for making decisions on business execution and on matters other than those resolved by the Board of Directors. The final decision in these matters is delegated to the Group Strategy Committee, which is comprised of full-time directors, full-time Audit and Supervisory Board Members, and the President & CEO. The outcome of important decision-making and business execution delegated to others by the Board of Directors shall be reported to the Board of Directors. The Board of Directors oversees the decisions and business execution carried out by the Group Strategy Committee and the President & CEO through these reports.



#### **Principle 4.9 (Independence Standards and Qualification for Independent Directors)**

The standards that define the independence of Outside Directors and Outside Audit and Supervisory Board Members from the Company are stated in the Fundamental Principles of Corporate Governance and “2.1 [Independent Directors and Audit and Supervisory Board Members] Other Matters on Independent Directors” within this document.

#### **Supplementary Principle 4.10.1: (Approach to Independence, Authority, and Roles Related to Committee Structure)**

To strengthen the supervisory function of the Board of Directors and to ensure transparency and objectivity in the process of determining matters related to personnel and compensation, the Company has established independent Personnel and Remuneration Advisory Committees as voluntary Board of Directors advisory bodies. The Board of Directors reviews and respects the reports of both committees before making final decisions on personnel and remuneration matters.

##### <Authority and Role of the Personnel Advisory Committee>

The Personnel Advisory Committee consults with the Board of Directors, and discusses and reviews personnel-related proposals, including the selection and dismissal of representative directors, directors, and corporate executive officers, as well as requirements for officers, and other relevant matters, and, after also reporting upon the execution status of the committee's duties, presents its final findings to the Board of Directors as necessary. The committee was held four times in FY2023.

##### The members of Personnel Advisory Committee

Chairman, YAMAMOTO Ado(Outside Directors)  
KOBAYASHI Izumi(Outside Directors)  
KATSU Eijiro(Outside Directors)  
MINEGISHI Masumi(Outside Directors)  
SHIBATA Koji (President and CEO)

##### <Authority and Role of the Remuneration Advisory Committee>

The Remuneration Advisory Committee consults with the Board of Directors, and discusses and reviews officer remuneration-related proposals, including the policies that determine the details of corporate executive officer remuneration and specific officer remuneration proposals, and, after also explaining the execution status of the committee's duties, submits its final reports to the Board of Directors as necessary. The committee was held three times in FY2023.

##### The members of Remuneration Advisory Committee

Chairman, YAMAMOTO Ado(Outside Directors)  
KOBAYASHI Izumi(Outside Directors)  
KATSU Eijiro(Outside Directors)  
MINEGISHI Masumi(Outside Directors)  
KANOU Nozomu(Outside Audit Supervisory Board Member)

OCHIAI Seiichi(Outside expert)

SHIBATA Koji(President and CEO )

<Independence of the Committees>

To ensure independence from the Board of Directors, both committees are chaired by an outside director, and the Personnel Advisory Committee consists of a majority of outside directors while the Remuneration Advisory Committee consists of a majority of external officers made up of outside directors and outside audit and supervisory board members. In order to further enhance independence, the internal directors only have one representative director on the board.

In addition, the Remuneration Advisory Committee includes outside experts other than outside directors, and operates with the advice of an outside specialist organization. Discussions are conducted objectively and based on the results of surveys into levels at other companies

**Supplementary Principle 4.11.1: (Approach Toward the Balance of Knowledge, Experience and Skills of the Board of Directors Overall and the Diversity and Size of the Board)**

Directors are selected from candidates inside and outside the company that have the potential to strengthen appropriate policy-making, decision-making and befitting supervision and monitor befitting as “an airline group operating diverse global businesses mainly in air transportation”. Potential candidates are honest in character, possess vast experience, deep insight and an advanced-level of expertise. The selection is made within the scope of relevant laws such as the Civil Aeronautics Act, and ensuring diversity in terms of gender, nationality, race/ethnicity, age, and other factors.

Several Outside Directors are selected from among candidates that possess a practical view point based on their vast experience in corporate management or from among candidates that have a global or community-oriented viewpoint owing to a high level of knowledge about social and economic trends, an objective and expert outlook, and who are independent from the Company

In order to fully demonstrate the functions of the Board of Directors as a whole, and to ensure the necessary balance of "knowledge, experience and abilities" and a number of members large enough to spark vigorous debate, the appointment of director candidates shall be determined by the Board of Directors upon the receipt of findings from the Personnel Advisory Committee as per the "Director Candidate Appointment Policy."

Additionally, in order to implement ANA's Way, the Group's action guidelines, to achieve the Group's Mission Statement and the Group's Management Vision, and to attempt to further enhance the Group's corporate value, we specify the skills that each director should have and are developing a skills matrix of “knowledge, experience and ability especially expected”. Furthermore, all four independent outside directors have management experience with other companies.

For the skills matrix and a brief history of each independent outside director, please refer to the Supplementary Information for General Meeting of Shareholders for the Notification of the 77th Annual Ordinary General Meeting of Shareholders on the Company's website.

<https://www.ana.co.jp/group/en/investors/irdata/shareholders/>

<https://www.ana.co.jp/group/en/investors/irdata/annual/>

**Supplementary Principle 4.11.2 (Concurrent positions held by directors and Audit and Supervisory Board Members at other listed companies)**

Directors and Audit and Supervisory Board Members concurrently serving as officers at other listed companies are disclosed every year in the reference materials attached to the Notification of the Ordinary General Meeting of Shareholders, in business reports and Securities Reports.

**Supplementary Principle 4.11.3 (Analysis and evaluation of effectiveness of the Board of Directors)**

1. Method of Evaluation

The Company recognizes that it is important the Board of Directors constantly look for new solutions while always thinking of how to improve the efficacy of the Board of Directors and corporate governance. Moreover, at least once a year the Company analyzes, evaluations and deliberations regarding the efficacy of the Board of Directors overall, engaged in efforts to resolve the issues identified during this process, and intend to improve the functionality of the Board of Directors by initiating a PDCA cycle wherein we perform this evaluation again at the end of the fiscal year.

With respect to FY2021, in order to further improve objectivity and transparency of evaluations, we carried out an evaluation with the help of a third-party organization, Sumitomo Mitsui Trust Bank, and it confirmed the efficacy of the board of directors. For FY2022, we decided to conduct another internal efficacy evaluation (we plan to continue having evaluations conducted by third-party organizations about once every three to five years going forward).

In December 2023, the Company carried out an analysis and evaluation of the overall efficacy of the Board of Directors using a questionnaire survey for all Directors and Audit and Supervisory Board Members, Additionally, from January to March 2024, the Company carried out an interview of questionnaire results for the chairman of the Board, President, all Outside Directors and Audit and Supervisory Board Members. The results of evaluation of the effectiveness of the Board of Directors confirmed at the Board of Directors held on March 27, 2024.

2. Results of the Analysis and Evaluation of the Efficacy of the Board of Directors

The survey confirmed that active discussions were taking place at the Board of Directors by an adequate level of support provided to Outside Directors and Outside Audit and Supervisory Board Members, who possess diverse experience and expertise, in areas such as preliminary briefings highlighting key issues for the Board of Directors, briefings on management strategies, and direct interviews with management members of departments. We confirmed that the board of directors is engaged in active discussion regarding the formulation of the medium-term management strategy, including holding discussions with outside directors from the early stages.

The survey assessed that the Company's Board of Directors is functioning properly, and that it has sufficient efficacy to ensure decisions on key management issues are appropriately made and business operations are suitably supervised. Whereas we have confirmed improvement points that will further enhance the supervisory functions of the Board of Directors through modifications to meeting operations etc. Based on the evaluation of the efficacy of the Board of Directors, the Company aims to continue to

improve the efficacy of its Board of Directors moving forward.

#### **Supplementary Principle 4.14.2 (Training policy for directors and Audit and Supervisory Board Members)**

Internal directors aim to continually acquire knowledge. They attend external seminars on finance, accounting and compliance at the time of appointment, and based on their level of knowledge and experience, continue to attend external seminars after their appointment and receive private coaching when necessary. The Company provides necessary support for this self-improvement. Furthermore, group training for directors and Audit and Supervisory Board Members, along with lectures and exchanges of opinions with external instructors are periodically carried out to provide information and knowledge required by directors to fulfill their roles.

Internal Audit and Supervisory Board Members, upon appointment, take external seminars on accounting and finance should they have no experience in working at the accounting or finance divisions. Also, after appointment, depending on their level of knowledge and experience, they participate in seminars on various topics, including auditing methods, ESG, risk management and compliance. The Company provides the necessary support for internal Audit and Supervisory Board Members to carry out this self-improvement.

At the time of appointment, Outside Directors and Outside Audit and Supervisory Board Members are provided with explanations of the Group's operations to deepen their understanding of the Group and the airline industry. After their appointment, they are given the opportunity to tour sites and facilities, including airport handling, aircraft maintenance, flight operations and passenger cabins. In addition, ongoing training is being implemented, covering topics such as basic knowledge on the airline industry, and explanations of business operations at major subsidiaries.

#### **Principle 5.1 (Policy for Constructive Dialogue with Shareholders)**

The Company believes that constructive and consistent dialogue with investors, including shareholders, is important to sustain growth and improve corporate value in the medium- to long-term. A director is appointed to be in charge of handling this dialogue, and works with relevant departments, mainly the IR department, to communicate information and gather shareholder opinions. A major prerequisite for constructive dialogue with shareholders and investors naturally is disclosure in accordance with laws and regulations. Information deemed crucial for investors, including non-financial information, is actively disclosed. In addition, consideration is taken to ensure the fair disclosure of information in accordance with the Company's "Rules on the Prevention of Insider Trading."

The IR division is responsible for dialogue with institutional investors including shareholders. In addition to conducting regular meetings with institutional investors in Japan and overseas. The division also offers various opportunities for dialogue, including briefing sessions, that cover important agendas, such as corporate strategies, as well as earnings performance. Efforts are also made to improve the content of these sessions. The opinions of shareholders and investors shall be utilized in the Company's management via direct dialogue, to a reasonable extent, with the President & CEO, the director in charge of the IR division and other directors and audit and supervisory board members, including and outside directors, and the ample feedback given to the management committee on the dialogue carried out at briefings and

other sessions.

The General Administration division is responsible for dialogue with individual shareholders. The division publishes “ANA VISION” (Japanese-only), a quarterly shareholder newsletter, that explains management topics and financial results information. In addition, information is provided on the “ANA Shareholders’ Web Site”. Furthermore, briefings are conducted for private investors—potential shareholders—on corporate strategies and financial results and the tours of the aircraft maintenance facilities are held throughout the year.

**Measures for realizing the management focused on capital cost and stock price**

The Company promotes management that is conscious of capital costs and stock prices in order to maintain financial soundness while achieving sustainable growth and enhancing long-term corporate value. Details of our initiatives can be found on pages 18 to 23 of the “Annual Report 2024”.

([https://www.ana.co.jp/group/en/investors/irdata/annual/.](https://www.ana.co.jp/group/en/investors/irdata/annual/))

## 2. Capital Structure

Foreign Shareholding Ratio	From 10% to less than 20%
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### [Status of Major Shareholders]

Name / Company Name	Number of Shares Owned	Percentage (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	64,758,100	13.76
Custody Bank of Japan, Ltd (Trust Account)	14,856,020	3.16
Nagoya Railroad Co., Ltd	7,313,947	1.55
ANA Employee Stock Ownership Association	6,252,773	1.33
ANA Group Employee Stock Ownership Association	3,944,907	0.84
STATE STREET BANK WEST CLIENT - TREATY 505234	3,449,411	0.73
Tokio Marine & Nichido Fire Insurance Co., Ltd.	3,231,815	0.69
Nippon Life Insurance Company	2,914,700	0.62
Aioi Nissay Dowa Insurance Co., Ltd.	2,186,517	0.46
JP MORGAN CHASE BANK 385781	2,131,534	0.45

Controlling Shareholder (except for Parent Company)	-
Parent Company	None

Supplementary Explanation

None

## 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime Market
Fiscal Year-End	March
Type of Business	Air Transportation
Number of Employees (consolidated) as of the End of the Previous Fiscal Year	More than 1000
Sales (consolidated) as of the End of the Previous Fiscal Year	More than ¥1 trillion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	From 50 to less than 100

**4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder**

None

**5. Other Special Circumstances which may have Material Impact on Corporate Governance**

None

## II. Business Management Organization and Other Corporate Governance Systems regarding Decision-making, Execution of Business, and Oversight in Management

### 1. Organizational Composition and Operation

Organization Form	Company with Company Auditors
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#### [Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	20
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board	Chairman of the Board of Directors
Number of Directors	11
Appointment of Outside Directors	Appointed
Number of Outside Directors	4
Number of Independent Directors	4

#### Outside Directors' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
YAMAMOTO Ado	From another company												
KOBAYASHI Izumi	From another company												
KATSU Eijiro	From another company												
MINEGISHI Masumi	From another company												

\* Categories for "Relationship with the Company"

\* "○" when this category currently or recently was applicable;

"△" when this category was applicable in the past

\* "●" when this category currently or recently was applicable to a close relative of the Director;

"▲" when this category was applicable in the past to a close relative of the Director

a. Executive of the Company or its subsidiaries

b. Non-executive Director or Executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the Company or an executive thereof

f. Consultant, accountant or legal professional who receives considerable monetary consideration or other property from the Company aside from the compensation as an Audit and Supervisory Board Member of the Group.

g. Major shareholder of the company (or an executive of the said major shareholder if the shareholder is a



legal entity)

- h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e, or f) (only applies to the director)
- i. Executive of a company where the person is also mutually appointed as an Outside Director of the Group (only applies to the director)
- j. Executive of a company or organization that receives a donation from the Company (only applies to the director)
- k. Other

Name	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons of Appointment
YAMAMOTO Ado	○	None	<p>&lt; Reason for selection as an Outside Director &gt;</p> <p>YAMAMOTO Ado has offered opinions and proposals regarding safety and quality in public transportation, organization management, and human resources strategy, etc. by leveraging his wealth of experience and expertise in railway business management and in taking leadership in economic association. The Company has decided to continue to reappoint him as Independent Outside Director candidate to expect his contribution in offering continuous supervision and advice on the Company's management in general based on his objective perspective derived from his relevant experience and expertise. He was appointed as members of the Remuneration Advisory Committee and the Personnel Advisory Committee in June 2016, and was appointed chair of both the Remuneration Advisory Committee and the Personnel Advisory Committee in June 2020.</p> <p>&lt; Reason for designation as an independent Director &gt;</p> <p>YAMAMOTO Ado is Advisor of Nagoya Railroad Co., Ltd. Nagoya Railroad Co., Ltd. owns the Company shares but its holding ratio is less than 2% of the total issued and outstanding shares of the Company. Our group companies execute sales transactions with Nagoya Railroad Co., Ltd. and several of its affiliated companies, but the amount of the relevant transactions is small (less than 1% of consolidated sales of the Company and less than 1% of consolidated sales of Nagoya Railroad Co., Ltd.), and there are no special relationships between them.</p>

KOBAYASHI Izumi	○	None	<p>&lt; Reason for selection as an Outside Director &gt;</p> <p>KOBAYASHI Izumi has offered opinions and proposals regarding sustainability, corporate governance, and risk management by leveraging her wealth of experience and expertise in corporate management, having served as representative in private financial institutions and international development and finance institutions and as outside director of other various businesses. The Company has decided to continue to reappoint her as Independent Outside Director candidate to expect her contribution in offering continuous supervision and advice on the Company's management in general based on her objective perspective derived from her relevant experience and expertise. She was appointed as a member of the Remuneration Advisory Committee in July 2013, and a member of the Personnel Advisory Committee in June 2016.</p> <p>&lt; Reason for designation as an independent director &gt;</p> <p>KOBAYASHI Izumi is Outside Director of OMRON Corporation. There is a record of sales transactions of air tickets between our Group companies and OMRON Corporation, but the amount of the relevant transactions is small (less than 1% of consolidated sales of the Company) and there are no special relationships between them. She is also Outside Director for Mizuho Financial Group, Inc. The Company and our Group companies have borrowing transactions with Mizuho Financial Group companies, but they are ordinary transactions, and there are no special relationships between them.</p>
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KATSU Eijiro	○	None	<p>&lt; Reason for selection as an Outside Director &gt;</p> <p>KATSU Eijiro has offered opinions and proposals regarding management strategy, investment control, and risk management by leveraging his wealth of experience and expertise as having served as Administrative Vice Minister and administrative officer, and as manager of ICT company. The Company has decided to continue to reappoint him as Independent Outside Director candidate to expect his contribution in offering continuous supervision and advice on the Company's management in general based on his objective perspective derived from his relevant experience and expertise. In addition, he has been serving as a member of the Remuneration Advisory Committee and the Personnel Advisory Committee from June 2020.</p> <p>&lt; Reason for designation as an independent director &gt;</p> <p>KATSU Eijiro is President and Representative Director of Internet Initiative Japan Inc. There is a record of sales transactions of air tickets between our Group companies and Internet Initiative Japan Inc., but the amount of the relevant transactions is small (less than 1% of consolidated sales of the Company) and there are no special relationships between them. He is also Outside Director of Nippon Television Holdings, Inc., with which the Company conducts no steady transactions.</p>
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MINEGISHI Masumi	○	None	<p>&lt; Reason for selection as an Outside Director &gt;</p> <p>MINEGISHI Masumi has led a number of new businesses to success in Recruit Co., Ltd. (currently known as Recruit Holdings Co., Ltd.). As its President and Representative Director from April 2012, he contributed to a significant increase in corporate value through M&amp;A with foreign companies and has offered opinions and proposals regarding business portfolios, new business development, and investment management by leveraging his wealth of experience as a company manager in consumer and service industries. The Company has decided to continue to appoint him as Independent Outside Director candidate to expect his contribution in offering continuous supervision and advice on the Company's management in general based on his objective perspective derived from his relevant experience and expertise. In addition, he has been serving as a member of the Remuneration Advisory Committee and the Personnel Advisory Committee from June 2022.</p> <p>&lt; Reason for designation as an independent director &gt;</p> <p>MINEGISHI Masumi is Representative Director and Chairperson of Recruit Holdings Co., Ltd. There is a record of sales transactions of air tickets between our Group companies and Recruit Holdings Co., Ltd., but the amount of the relevant transactions is small (less than 1% of consolidated sales of the Company) and there are no special relationships between them. He is also Outside Director of Konica Minolta, Inc., with which the Company conducts no steady transactions.</p>
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Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee	Established (Committee Corresponding to both Nomination Committee and Remuneration Committee)
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Committee's Name, Composition, and Attributes of Chairman

	Committee Corresponding to Nomination Committee	Committee Corresponding to Remuneration Committee
Committee's Name	Personnel Advisory Committee	Remuneration Advisory Committee
All Committee Members	5	7
Full-time Members	0	0
Internal Directors	1	1
Outside Directors	4	4
Outside Experts	0	1
Other	0	1
Chairperson	Outside Director	Outside Director

Supplementary Explanation

Personnel Advisory Committee

The Committee is composed of five members—four Outside Directors (Chairman, YAMAMOTO Ado; KOBAYASHI Izumi, KATSU Eijiro and MINEGISHI Masumi) and one Internal Director (SHIBATA Koji). It discusses the appointment of candidates to the post of director as well as the dismissal of directors, and reports to the Board of Directors. In order to ensure fairness and transparency in the process of selecting candidates for the post of director, the Committee is chaired by an Outside Director.

Directors are selected from candidates inside and outside the company that have the potential to strengthen appropriate policy-making, decision-making and befitting supervision and monitor befitting as “an airline group operating diverse global businesses mainly in air transportation”. Potential candidates are honest in character, possess vast experience, deep insight and an advanced-level of expertise. The selection is made within the scope of relevant laws such as the Civil Aeronautics Act, and ensuring diversity in terms of gender, nationality, race/ethnicity, age, and other factors.

The Personnel Advisory Committee will discuss and report to the Board of Directors any breach of the law or the Company's Articles of Incorporation by a director, as well as other circumstances where it is deemed difficult for a director to properly execute his or her duties. The Board of Directors will then submit a proposal for the dismissal of the Director in question to a General Meeting of Shareholders for resolution.

The appointment of the Chief Executive Officer (CEO) is fully discussed by the Personnel Advisory Committee, which then reports to the Board of Directors for resolution. In addition, the Personnel Advisory Committee will discuss and report to the Board of Directors any breach of the law or the Company's Articles of Incorporation by the Chief Executive Officer (CEO), as well as other circumstances where it is deemed difficult for the CEO to properly execute his or her duties. The Board of Directors will then make a resolution on the matter.

### Remuneration Advisory Committee

The Committee is composed of seven members—four Outside Directors (Chairman; YAMAMOTO Ado, KOBAYASHI Izumi, KATSU Eijiro and MINEGISHI Masumi ), one Outside Audit Supervisory Board Member (KANOU Nozomu ), one Internal Director (SHIBATA Koji) and one outside expert (OCHIAI Seiichi ). It discusses directors' remuneration, and reports to the Board of Directors. These discussions take into account remuneration levels at other companies based on the findings of a third-party research institute employed by the Company. In order to ensure fairness and transparency in the process of deciding remuneration, the Committee is chaired by an Outside Director.

### **[Audit and Supervisory Board Members]**

Establishment of Audit and Supervisory Board	Established
Maximum Number of Audit and Supervisory Board Members Stipulated in Articles of Incorporation	5
Number of Audit and Supervisory Board Members	5

### Cooperation among Audit and Supervisory Board Members, Accounting Auditors and Internal Audit Departments

The accounting auditor and Audit and Supervisory Board Members provide reports and exchange information on the auditing of each business and group company once every quarter and as needed. In addition, the accounting auditor attends Audit and Supervisory Board meetings to report on their audit for the fiscal year. Audit and Supervisory Board Members use this opportunity to properly receive reports from the accounting auditor.

The accounting auditor interviews the Internal Audit Division. This entails periodic internal audits, and explanations of annual policies, and reporting (interim reports and annual evaluation reports) in line with the “Internal Control Report System for Financial Reporting” under the Financial Instruments and Exchange Act.

The Internal Audit Division appropriately reports Audit and Supervisory Board Members on audit activities for each business site and Group company, and exchanges opinions on these matters.

Appointment of Outside Audit and Supervisory Board Members	Appointed
Number of Outside Audit and Supervisory Board Members	3
Number of Independent Audit and Supervisory Board Members	3

### Outside Audit and Supervisory Board Members' Relationship with the Company (1)

Name	Attribute	Relationship with the Company*												
		a	b	c	d	e	f	g	h	i	j	K	l	m
KANOUE Nozomu	From another company													
OGAWA Eiji	Scholar													
MITSUHASHI Yukiko	Lawyer													

\* Categories for “Relationship with the Company”

\* “○” when this category currently or recently was applicable;

“△” when this category was applicable in the past

\* “●” when this category currently or recently was applicable to a close relative of the Director;

“▲” when this category was applicable in the past to a close relative of the Director

a. Executive of the Company or its subsidiary

b. Non-executive director or accounting advisor of the Company or its subsidiaries

c. Non-executive director or executive of a parent company of the Company

d. Audit and Supervisory Board Member of a parent company of the Company

e. Executive of a sister company of the Company

f. A party whose major client or supplier is the Company or an executive thereof

g. Major client or supplier of the Company or an executive thereof

h. Consultant, accountant or legal professional who receives a significant monetary consideration or other property from the Company aside from the compensation as an Audit & Supervisory Board Member

i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

j. Executive of a client or supplier of the Company (which does not correspond to any of f, g, or h) (only applies to the Audit and Supervisory Board Member)

k. Executive of a company where the person is also mutually appointed as an Outside Director/Audit and Supervisory Board Member (only applies to the Audit and Supervisory Board Member)

l. Executive of a company or organization that receives a donation from the Company (only applies to the Audit and Supervisory Board Member)

m. Others



Outside Audit and Supervisory Board Members' Relationship with the Company (2)

Name	Designation as Independent Audit and Supervisory Board Member	Supplementary Explanation of the Relationship	Reasons of Appointment
KANOU Nozomu	○	None	<p>&lt; Reasons for selection as an Outside Audit and Supervisory Board Member &gt;</p> <p>KANOU Nozomu has a wealth of experience and expertise in management by having served as corporate executive officer of policy financial institutions and director of private company. The Company has decided to continue to reappoint him as the Independent Outside Audit &amp; Supervisory Board Member for the purpose of reinforcement of the auditing function through the use of his deep insight and knowledge concerning treasury, accounting, finance and legal matters.</p> <p>&lt; Reasons for designation as an independent officer &gt;</p> <p>He has passed after resigning the position of corporate executive officer to the Development Bank of Japan, Inc. in June 2012, so he will not be in the position of representing a bank from which the Company receives loans. We are therefore certain that no conflicts of interest with general shareholders will arise.</p>

OGAWA Eiji	○	None	<p>&lt; Reasons for selection as an Outside Audit and Supervisory Board Member &gt;</p> <p>&gt;</p> <p>He actively offers advice for matters that require attention on group management strategies from risk management perspective, as well as the Company's financial policies by using his experience and abundant expertise as an international financial expert. The Company has decided to select him as an Outside Audit and Supervisory Board Member for the purpose of reinforcement of audit structure.</p> <p>&lt; Reasons for designation as an independent officer &gt;</p> <p>Concurrently serves as a Professor Emeritus, Hitotsubashi University and a Professor of Faculty of Economics, Tokyo Keizai University with which the Company have no transactions of significance.</p>
MITSUHASHI Yukiko	○	None	<p>&lt; Reasons for selection as an Outside Audit and Supervisory Board Member &gt;</p> <p>&gt;</p> <p>MITSUHASHI Yukiko has deep insight and knowledge concerning legal matters in general as a lawyer. The Company has decided to appoint her as a new Independent Outside Audit &amp; Supervisory Board Member candidate for the purpose of reinforcement of the auditing function in order to attain sustainable increase in the Group's corporate value through the use of her professional expertise and experience and deep insight.</p>

			<p>&lt; Reasons for designation as an independent officer &gt;</p> <p>She is concurrently serving as a lawyer at Atsumi &amp; Sakai partners but there are no significant transactions between Kyushu Electric Power Co., Inc., and the Company. We are therefore certain that no conflicts of interest with general shareholders will arise.</p>
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**[Independent Directors/Audit and Supervisory Board Members]**

Number of Independent Directors/Audit and Supervisory Board Members	7
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**Matters relating to Independent Directors/Audit and Supervisory Board Members**

The Company's Outside Directors and Outside Audit and Supervisory Board Members ("Outside Officer") meet "the Independence Guidelines" stipulated by the Company, and the independence standards stipulated by Tokyo Stock Exchange, Inc., and all Outside Directors and Outside Audit and Supervisory Board Members are independent directors and Audit and Supervisory Board Members

In order to clarify its stance on the independence of Outside Officer, the Company has established the following "Independence Guidelines".

**Independence Guidelines**

The following requirements shall not apply to an Outside Director or Outside Audit and Supervisory Board Member ("Outside Officer") 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 director or Audit and Supervisory Board Members, 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 and 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 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 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.

## [Incentives]

Incentive Policies for Directors	Performance-linked Remuneration
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### Supplementary Explanation

In February 2011 the Company formed the Remuneration Advisory Committee. The majority of the members of this committee consist of Outside Directors and outside experts. This committee establishes the remuneration system and standards for director remuneration by taking into account remuneration levels at other companies based on the findings of a third-party research institute employed by the Company.

In addition to a fixed “basic remuneration”, the remuneration for directors (excluding Outside Directors) consists of variable elements, which include a performance-linked “bonus” and long-term incentive “share remuneration plan” as a means of providing healthy incentives to ensure the Company’s sustainable growth. The same coefficient is used for all executives for the performance-linked portion.

The remuneration for Outside Directors consists of a fixed (monthly) remuneration only, given their role to supervise the Company from an independent stance.

Recipients of Stock Options	None
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Supplementary Explanation

None

**[Director Remuneration]**

Disclosure of Individual Director Remuneration	No Individual Disclosure
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Supplementary Explanation

The aggregate amount of remuneration for the eleven Directors in office for FY2023 (ended March 2024) was 601 million yen, and the aggregate amount of remuneration for four Outside Directors were 60 million yen.

Policy on Determining Remuneration Amounts and Calculation Methods	Established
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Disclosure of Policy on Deciding Remuneration Amounts and Calculation Methods

1. Director Remuneration

1.1 Basic Policy

The basic policy for determining director remuneration is as follows:

- (i) Remuneration levels commensurate with the roles and responsibilities of each position.
- (ii) Contribute to medium- to long-term improvement of corporate value.
- (iii) Incorporate "stock-based compensation" to share profits with shareholders.
- (iv) Establish a Compensation Advisory Committee, chaired and majority-owned by an outside director, to ensure a transparent decision-making process.

1.2 Process

As for the process for determining Directors' remuneration, the Remuneration Advisory Committee, which is chaired by an Outside Director. The majority of members of the committee is composed of Outside Directors and outside experts. The Committee first discusses policies in accordance with the basic policies described above, taking into account remuneration levels at other companies as researched by an external special agency retained by the Company, and reports to the Board of Directors. The Board of Directors then deliberates on the report received from the Committee and, after reviewing and discussing the results of the research provided by the external special agency and the content of the discussions by the Committee, concludes and resolves that the policies are in line with the basic policies on officer remuneration and appropriate.

(i) President & Chief Executive Officer has been delegated by the resolution of the Board of Directors to determine the specifics of the final amount to be paid to each Director.

The reason for the delegation is that the President & Chief Executive Officer is considered best qualified, as he oversees the entire business operations of the Company and is familiar with the duties assigned to each Director. After examining the degree of contribution of each Director and individual interviews, the President & Chief Executive Officer makes evaluations and final decisions based on the amounts advised by the remuneration policies as resolved by the Board of Directors.

(ii) In the event of unexpected drastic changes in the business environment, the President & Chief Executive Officer has been delegated to reduce the monthly remuneration, bonus and share remuneration within the expressly indicated amount and duration of the reduction.

### 1.3 Remuneration system

(i) Remuneration for Directors (excluding Outside Directors) consists of the basic remuneration, bonus and share remuneration. Remuneration for Outside Directors consists only of the basic remuneration.

(ii) When calculating the performance-linked portion, the same factor is used for all positions.

(iii) The ratio of fixed “basic remuneration” paid versus the total variable compensation paid as “bonuses” and “share remuneration” is designed to be 1 to 0.67 if the Company’s annual targets are met (note that the percentage of variable compensation can range from 0 to 1, depending on performance).

(iv) Remuneration limits

a) Annual total for “Basic remuneration” and “Bonus” is limited to a maximum of 960 million yen.  
(Pre resolution at the 66<sup>th</sup> Ordinary General Meeting of Shareholders, held June 20, 2011)

b) Annual total of “Share remuneration” is limited to a maximum of 100 million yen.  
(Pre resolution at the 70<sup>th</sup> Ordinary General Meeting of Shareholders, held June 29, 2015)

The retirement allowance system was terminated in 2004.

### 1.4 Calculation method

The performance-linked remuneration for Directors (excluding Outside Directors) is calculated based on the following approach.

(i) Bonus: Payment factor is determined as the sum of the following four indices.

a) Net Income: Target value for net income attributable to owners of the parent in the annual business plan

b) Customer Satisfaction: Target value for NPS (Net Promoter Score) survey results in the annual business plan

c) Employee Satisfaction: : Target value for points earned in the ANA Group Employee Engagement Survey, ANA's Way Survey

d) Safety: Measure of reduction in payment in case of security, safety or other incident that has material impact on the society (to be confirmed by the Remuneration Advisory Committee)

(ii) Share Remuneration: Payment factor is determined as the sum of the following five indices.

a) ROE: Target value for ROE as at the end of FY2025 in the medium-term business plan

- b) Non-Airline Business/ANA Economic Zone: Target value for the following measures as at the end of FY2025 in the medium-term business plan: (i) Non-Airline Business sales; (ii) Non-Airline Business operating profit, and (iii) scale of ANA Economic Zone
- c) ESG: Target value for the following 3 ESG evaluation measures as at the end of FY2025: (i) selected as a component of Dow Jones Sustainability Index (DJSI); (ii) obtaining A-rating from CDP; and (iii) CO2 emissions
- d) Productivity: Target value for productivity improvement indicator as at the end of FY2025.

## 2. Basic policy for the Audit and Supervisory Board Members Remuneration

The basic policy for determining the Audit and Supervisory Board Members Remuneration is as follows:

### 2.1 Basic Policy

- (i) Remuneration for Audit & Supervisory Board Members is determined by reference to remuneration levels at other companies as researched by the external special agency retained by the Company, in light of their responsibility, and in order to attract and retain talents.
- (ii) Audit & Supervisory Board Members only receive the fixed remuneration (monthly remuneration) in light of their responsibility for supervising the Board of Directors from an independent standpoint. It was resolved at the 74<sup>th</sup> Ordinary General Meeting of Shareholders of the Company held on June 21, 2019 that the maximum amount of remuneration for Audit & Supervisory Board Members is 180 million yen per year.
- (iii) Audit & Supervisory Board Members discuss and determine how to allocate the remuneration to each member.  
The retirement allowance system was terminated in 2004.

## **[Support System for Outside Directors and/or Audit and Supervisory Board Member**

The Executive Secretary Office, and the General Administration, serve as contact points for supporting Outside Directors, while the Audit and Supervisory Board Members Office serves as the contact point for supporting Outside Audit and Supervisory Board Members. These departments coordinate with relevant departments within the Company.

The General Administration serves as the secretariat of the Board of Directors. The office provides explanations beforehand to Outside Directors and Outside Audit and Supervisory Board Members on the agenda of the Board of Directors to confirm whether there are any requests relating to “Additional information requiring discussion by the Board of Directors” or other matters requiring explanation. Additional information and supplementary explanations in advance are provided as required.

The Audit and Supervisory Board Members Office, which is the secretariat for the Audit and Supervisory Board, coordinates with departments related to the Audit and Supervisory Board Members Office when Outside Audit and Supervisory Board Members request additional information and sets up opportunities to provide explanations.

**[Retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)]**

Information on retired presidents/CEOs holding advisory positions (sodanyaku, komon, etc.)

Name	Position	Assignment	Employment terms (Full/part-time, with/without compensation, etc.)	Retirement Date	Term of Assignme nt
KONDO Akio	Honorary Senior Advisor	-	Part-time, without compensation	29 June 1995	one year
NOMURA Kichisaburo	Honorary Senior Advisor	Advisor of the Japan Aeronautic Association	Part-time, without compensation	31 March 2005	one year
OHASHI Yoji	Senior Advisor to the Board of the Company	External affairs such as a member of Economic organization	Part-time, with compensation	31 March 2015	one year
ITO Shinichiro	Special Senior Advisor	External affairs such as a member of Economic organization	Full-time with compensation	31 March 2022	one year

Number of retired presidents/CEOs holding  
advisory positions (sodanyaku, komon, etc.)

4

Others

- They are dedicated to external activities beneficial for the advancement of the Company and the airline industry, are not involved in any managerial decisions. Therefore, the Company believes there are no governance issues.
- The “President’s retirement date” indicates the date of the retirement of the Company’s President or Vice Chairman.



## **2. Matters on Functions, including Business Execution, Auditing, Oversight, Nomination and Remuneration Decision-making (Overview of Current Corporate Governance System**

### Overview of Current System

#### 1. Holding Company Structure

Given that it is essential to maintain a management structure that can effectively leverage its competitive strength, the Company has adopted a holding company structure whereby group companies can swiftly carry out decision-making and where the Company is able to supervise and monitor business execution by group companies.

Under the holding company structure, directors and other executive officers with vast experience and a high level of expertise are positioned at each group companies. Authority to manage group companies is delegated to ensure flexible and effective business execution.

#### 2. Company with Company Auditors

The Company has adopted a company with company auditors a, whereby the Board of Directors and Audit and Supervisory Board Members supervise, monitor and audit the execution of duties carried out by Directors. Furthermore, the Company has made efforts to strengthen the supervisory function of the Board of Directors through the appointment of several Outside Directors, and the auditing function of the Audit and Supervisory Board through the appointment an of full-time Outside Audit and Supervisory Board Member.

#### 3. Corporate Executive Officer System

The Company has adopted an Executive Officer System to clarify the responsibilities and authority for swift decision-making and business operations. Under this scheme, directors are in charge of making management decisions and supervising and monitoring business execution. Meanwhile, executive officers are responsible for business execution.

### Board of Directors

The Board of Directors of the Company determines the Group's management policy and goals, while also taking on the role of overseeing management and business execution for each group company.

Meetings of the Board of Directors are chaired by the Chairman of the Board and attended by all Directors, including Outside Directors, as well as all auditors, including Outside Auditors.

Personnel Advisory Committee and Remuneration Advisory Committee are advisory committee to the Board of Directors. The majority of members on these committees are Outside Directors and outside experts. There have been 13 meetings of the Board of Directors during the previous fiscal year.

Personnel Advisory Committee is composed of five members—four Outside Directors and President. It discusses the appointment of candidates to the post of director as well as the dismissal of directors, and reports to the Board of Directors. In order to ensure fairness and transparency in the process of selecting candidates for the post of director, the Committee is chaired byan Outside Director. The directors in our company are selected as candidates based on their integrity, extensive experience, broad perspectives, and advanced

expertise, with a focus on appropriate policy formulation, decision-making, and strengthening of management oversight as an airline group that expands diversified businesses globally. We also pay attention to ensuring diversity in terms of gender, nationality, race/ethnicity, age, and other factors within the scope of relevant laws and regulations, such as aviation laws.

Remuneration Advisory Committee is composed of seven members—four Outside Directors, one Outside Audit Supervisory Board Member, one outside expert and President. It discusses directors' remuneration and reports to the Board of Directors. These discussions take into account remuneration levels at other companies based on the findings of a third-party research institute employed by the Company. In order to ensure fairness and transparency in the process of deciding remuneration, the Committee is chaired by an Outside Director.

#### Business Execution Functions

Acting in a complementary role to the Board of Directors is the “Group Management Committee”. This Committee was set up separately from the Company's statutory institutions allow matters to be discussed quickly and in greater detail. It is chaired by the President & Representative Director and consists of seven full-time directors, three full-time auditors, and the presidents of individual group companies, etc. nominated by the Chairman, and has met seventy-eight times during the previous fiscal year.

#### Audit Functions

##### 1. Audits by Audit and Supervisory Board Members

The Audit and Supervisory Board consists of five members including three Outside Directors (one of whom is an external auditor.) , appointed for their vast experience and high level of expertise, which is required to conduct audits to ensure the healthy development of the Company and to bolster the trust society has in the ANA Group.

In the previous term, the Audit & Supervisory Board held 13 meetings, with 3 full-time members having attended all of the meetings, and 2 part-time members having attended all the meetings (1 member attended all meetings until their resignation, while another director attended all meetings that took place following their assumption of the position) by utilizing remote environments. The Audit and Supervisory Board reports and consults on audit policy, audit plans and key matters concerning audits, as well as making decisions on the same. Each Audit & Supervisory Board member and the Audit & Supervisory Board as a whole, while utilizing remote environments in addition to in-person environments, implemented 127 site visits in FY2023 for our Group companies, including the Company itself, in accordance with the applicable audit policies and plans. In addition, they had regular meeting with our Representative Director (four times), the Representative Director of All Nippon Airways Co., Ltd. (three times), Outside Directors (once), and Internal Directors (twice) to exchange opinions; held interviews with the presidents of key subsidiaries (nine times with nine different companies) and have acquired sufficient amounts of information pertaining to the work execution conditions of the Company and each Group companies' executive departments by holding a Group Audit & Supervisory Board Member communication meeting (twice), among other methods. As for part-time Audit & Supervisory Board Members, they are awaiting opportunities to deepen their knowledge regarding the work conducted by the Group, such site visit to the Narita Airport Cargo Terminal Area and participation in direct interview meetings (once each) with the employees of our offices.

Furthermore, in light of the importance of the three-way audit, the members of the Audit and Supervisory Board consulted with the accounting auditors (eight times) and held regular meetings with the Internal Audit

Division (thirteen times) to encourage close cooperation with one another and ensure a broader range of information sharing and exchange of ideas, in a bid to improve audit quality and efficiency.

## 2. Internal Audits

The Internal Audit Division (comprised of 11 members as of April 1, 2024), which reports directly to the President & CEO, audits operations and accounts of ANA HOLDINGS INC. and the group companies, and conducts evaluations from an independent, objective perspective, which correspond to the stipulation in the Financial Instruments and Exchange Act on the reporting system for the internal control of financial reporting within the Group.

There are two types of audit: (i) regular audits that are carried out under the annual plan formulated in response to the findings of risk analyses; and (ii) intermittent audits that are carried out as required under instruction from the management, etc. Audit findings are reported to the President every month, and important matters are reported to the auditors as required. In addition, audit findings are reported to the Board of Directors once every six months. Information on any important events related to accounting or finance, etc. that are detected through an audit are submitted to the Accounting Auditor via the Finance Division and every effort is made to ensure mutual cooperation to obtain guidance and advice, etc. as needed.

During the previous fiscal year, 38 audits were conducted within the Group, with priority assigned to following audit items: the Group Management Plan, consistency in divisional action plans, and the operational management of divisions. Furthermore, with regard to the reporting system for the internal control of financial reporting within the Group as stipulated in the Financial Instruments and Exchange Act, the effectiveness of the Company and individual group companies are evaluated in terms of company-wide controls, business process controls, controls on the financial reporting process, and general IT controls.

## 3. Accounting Auditors

Account auditing is entrusted to the certified public accountants affiliated with Deloitte Touche Tohmatsu LLC.

The audit is conducted over a continuous period of 8 years and the accountants carrying out the work are Executive Manager SATO Yoshio and Executive Manager MUKAI Motonobu and ECHIGO Taishi.

In addition, the audit fees include the services of assistants who are made up of 14 certified public accountants and 48 other staff.

## Nomination

### 1. Directors

Directors are selected from candidates inside and outside the company that have the potential to strengthen appropriate policy-making, decision-making and befitting supervision and monitor befitting as “an airline group operating diverse global businesses mainly in air transportation”. Potential candidates are honest in character, possess vast experience, deep insight and an advanced-level of expertise. The selection is made within the scope of relevant laws such as the Civil Aeronautics Act, and ensuring diversity in terms of gender, nationality, race/ethnicity, age, and other factors. In addition to the Chairman who chairs the Board of Directors, the President & CEO, and the CFO, internal directors are selected from candidates that include the President & CEO of ALL NIPPON AIRWAYS CO., LTD, the

core company of the Group, corporate executive officers responsible for managing overall Group operations, and group companies' directors that are familiar with Group businesses. Several Outside Directors are selected from among candidates that possess a practical viewpoint based on their vast experience in corporate management or from among candidates that have a global or community-oriented viewpoint owing to a high level of knowledge about social and economic trends, and who are independent from the Company (based on separately established "Independence Guidelines").

## 2. Audit and Supervisory Board Members

Audit and Supervisory Board Members are selected from several candidates inside and outside the ANA Group that possess the vast experience and high level of expertise required to conduct audits to ensure the achievement of healthy development and to bolster the trust society has in the ANA Group. Selection of candidates is made regardless of gender, nationality, or other factors. Note that a minimum of one person with adequate knowledge of finance and accounting is also selected.

Internal Audit and Supervisory Board Members are selected from among candidates with knowledge and experience in areas including corporate management, finance, accounting, legal affairs, risk management, and the operation of the airline business, and who are capable of gathering information from inside the Group.

Outside Audit and Supervisory Board Members are selected from candidates that are independent from the Company (based on separately established "Independence Guidelines") and who possess a high level of knowledge in various areas.

## 3. Reasons for Adopting the Current Corporate Governance System

The Group has introduced a company with company auditors to sustain fair, equitable, and transparent corporate governance, and to enhance corporate value by conducting efficient business operations within the Group.

The term of office for directors is one fiscal year. The Company appoints several Outside Directors. There are sixteen members, including four Outside Directors on the Board of Directors that handle business execution and five auditors, including three Outside Auditors on the Audit and Supervisory Board to properly leverage auditing functions. In this manner, the Company has developed a reliable governance system for supervising and monitoring management and which also includes an accounting auditor.

### III. Implementation of Measures for Shareholders and Other Stakeholders

#### 1. Measures to Activate the Ordinary General Meeting of Shareholders and to Ensure the Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of the Ordinary General Meeting of Shareholders	The Notice of the Ordinary General Meeting of Shareholders is sent Three Weeks Prior to the Meeting, in principle.
Scheduling AGMs Avoiding the Peak Day	Stay away from Peak Day as much as possible, but it may cause due to site reason.
Allowing Electronic Exercise of Voting Rights	Offered
Participation in Electronic Voting Platform	The Company participates in the electronic voting platform operated by ICJ.
Providing Convocation Notice in English	Prepares English translations (full-text).
Other	The Company posts the Notice and Resolutions of the Ordinary General Meeting of Shareholders and a video of the meeting on its website. <a href="https://www.ana.co.jp/group/en/investors/irdata/shareholders/">https://www.ana.co.jp/group/en/investors/irdata/shareholders/</a> <a href="https://www.ana.co.jp/group/investors/irdata/shareholders/">https://www.ana.co.jp/group/investors/irdata/shareholders/</a>

#### 2. IR Activities

	Supplementary Explanations
Preparation and Publication of Disclosure Policy	Uploaded on the website <a href="https://www.ana.co.jp/group/en/investors/management/disclosure.html">https://www.ana.co.jp/group/en/investors/management/disclosure.html</a> <a href="https://www.ana.co.jp/group/investors/management/disclosure.html">https://www.ana.co.jp/group/investors/management/disclosure.html</a>
Regular Investor Briefings for Individual Investors	Held around 15 times a year at various cities in Japan.
Regular Investor Briefings for Analysts and Institutional Investors	Explain Financial Results, corporate strategy and briefing about group company business.
Regular Investor Briefings for Overseas Investors	Briefings are held several times a year.
Posting of IR Materials on Website	The Company posts summaries of quarterly financial statements, Securities Reports, and Quarterly Reports, Annual Report, Fact Book, as well as stock information, financial data, monthly numbers of passengers, and other matters on its website. Videos of financial results meetings and the General Meeting of Shareholders are transmitted over the website. <a href="https://www.anahd.co.jp/en/investors/">https://www.anahd.co.jp/en/investors/</a> <a href="https://www.anahd.co.jp/investors/">https://www.anahd.co.jp/investors/</a>

Establishment of Department and/or Manager in Charge of IR	The Company has established Investor Relations team within the Finance, Accounting, Investor Relations & Business Management department. By explaining the corporate strategies and financial results, the Company has been working to raise transparency and recognition of management.
Other	A bulletin containing the latest business information and topics is published to all shareholders on a quarterly basis (Three out of four times it is delivered only on web site). A new website for shareholders was established, and various information is communicated to shareholders.

### 3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanations
Stipulation of Internal Rules for Respecting the Position of Stakeholders	The Company established the Social Responsibility Guidelines, which is the code of conduct for executives and regular employees, and exhibits the action which should be taken towards the stakeholders. The guideline is well known to all employees and e-learning has been an education activity.
Implementation of Environmental Activities, CSR Activities etc.	<p>We believe that enhancing ESG initiatives is absolutely essential toward realizing the sustainable growth of corporate value, and as an airline company we will continue our efforts to reduce our impact on the environment, and have set long to medium-term goals;</p> <ul style="list-style-type: none"> <li>- Achieve net zero emissions from aircraft operations by FY2050.</li> <li>- By FY2030, reduce total CO2 emissions from aircraft operations to be less than or equal to the levels of FY2019.</li> <li>- The increased use of SAFs (sustainable aviation fuel: a new type of jet fuel produced from sustainable sources with low CO2 emissions throughout the entire process from production and collection of raw materials to combustion) which contributes greatly to reducing carbon impact, will be at the core of ANA HD's CO2 emission reduction measures and will continue our support to build a mass production system in Japan.</li> </ul> <p>Furthermore, the ANA Group, in order to ensure respect for human rights in its business operations, has been aiming to reduce human rights risks in various areas, including our supply chain by upholding the "UN Guiding Principles on Business and Human Rights" and issued our first Human Rights Report in Japan in 2018. The Group has continued to issue these reports annually since then. Our Group is the only airline to be rated the Gold Class, the highest rating, in S&amp;P Sustainability Award with respect to our ESG initiatives. Also, we have been selected for the DJSI World Index and the FTSE 4Good Index both in the previous term</p>

Development of Policies on Information Provision to Stakeholders	The Group has been formulated the Social Responsibility Guidelines, enrich appropriate and timely disclosure of information and enhance information quality through Annual Report and website.
Other	<p>1. Corporate Sustainability Office which in charge of promoting ESG in the Company, unifies internal control system and promote Human Rights, Environmental and Social Activities. In addition, the Group companies' executives are responsible for promoting ESG activities in each company, based on group-wide policies which is approved by the Group ESG Management Promotion Committee, steering committee for ESG Promotion. <a href="https://www.ana.co.jp/group/en/csr/https://www.ana.co.jp/group/csr/">https://www.ana.co.jp/group/en/csr/https://www.ana.co.jp/group/csr/</a></p> <p>2. The most recent composition of directors consists of nine males and two female.</p> <p>3. In “ANA’s Way” the Group pledges to promote diversity as an important management theme to utilize human resources that transcend race, age, gender and personal values. In particular, women are taking on important roles in aircraft operations, sales, customer services, and others to raise qualities with their skills and experiences. The Company believes it is important to maintain diverse perspectives, sensibilities and values to meet broader customer needs, to respond with service strategies, and to hone the ANA brand. According, it is essential that women play a bigger role in the Company.</p>

## **IV. Matters Related to the Internal Control System**

### **1. Basic Opinions on Internal Control System and the Progress of System Development**

#### **(1) System to Ensure that Duties Executed by Directors and Employees are in Compliance with the Law and Articles of Incorporation**

- The Company enacted the ANA Group Compliance Rules and established the Group ESG Management Promotion Committee, which is under the direct supervision of the President & CEO for the discussion, proposal, and promotion of important policies and matters related to compliance. The Company also formulated the Social Responsibility Guidelines, which are a code of conduct for directors of the ANA Group, to establish an environment that will allow all directors and employees to view these guidelines.
- The Company has been developing systematic compliance systems by establishing the Compliance Hotline for consultations and whistleblowing related to compliance, and the Internal Audit Division.
- ANA HOLDINGS INC. and its subsidiaries appoint ESG Promotion Officers and ESG Promotion Leaders to implement activities that raise compliance awareness among executives and employees. The Company also launched a ESG website on the Group intranet to further promote compliance awareness.

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

- Information related to the execution of duties by directors, including important decision making by the Board of Directors and reporting to the Directors, are managed in accordance with the law and the document management regulations governing the preparation, organization, storage and disposal of documents, and irrespective of recording media. Such information is stored in a manner that directors and employees can retrieve and view it at any time.
- Important documents are circulated among the Audit and Supervisory Board Members, for access at any time.
- The Internal Audit Division conducts internal audits concerning storage and management of documents to ensure efficiency.

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

- In accordance with the ANA Group Total Risk Management Regulations, which stipulate basic rules for total risk management in the Group, the Company has established the Group ESG Management Promotion Committee (composed of full-time directors and Audit and Supervisory Board Members) and its subordinate organization, the Risk Management Committee (comprised mainly of executive officers and other persons in charge of executing duties) to discuss, propose and promote important policies and issues concerning total risk management under the supervision of the President & CEO. Subcommittees shall be established that specialize in certain types of risks, such as the Risk Management Subcommittee, the Security Trade Control Subcommittee and the Information Security Subcommittee.
- ESG Promotion Officer and ESG Promotion Leader are appointed in the Company and its subsidiaries to promote risk management activities within the Group.



**(4) System for Ensuring Efficient Business Execution by Directors**

- The Company established a Mission Statement to clarify the raison d'être of the ANA Group and the roles it plays. In addition, the Management Vision guides the Group to its goals.
- The Company shall introduce systems that set earnings goals of each director based on group corporate strategies and other plans, to achieve its Management Vision. This allows the Company to clarify necessary goals and link together individual targets. In addition, the Company shall step up efforts for more appropriate and efficient performance through regular reviews of each plan and targets.
- The Company shall establish regulations, including the Regulation for Segregation of Duties and Regulation for Authority of Management, that govern the division of labor, authority and responsibility for the execution of duties, and chain of command, to clarify the scope of each directors authority and discretion.
- The Company plans to adopt the Corporate Officer System to speed up its decision-making. Important agendas concerning the implementation of duties are discussed at the Group Corporate Strategy Committee and are decided upon based on a council system.

**(5) System for Ensuring Appropriate Business Operations by the Company and its Subsidiaries**

(a) System for Reporting to the Company on Matters Concerning the Execution of Duties by Subsidiary Directors

- The Group Strategy Committee reports on matters related to the status of business execution at subsidiaries. Furthermore, the status of auditing by subsidiaries Audit and Supervisory Board Members is a matter that is reported to the Group Strategy Committee.

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

- The Company aims to enhance the stability and efficiency of group management by building a comprehensive risk and crisis management system that encompasses the entire Group in accordance with the Total Risk Management Regulations.
- To manage progress, the status of the risk management and crisis management system is reported to the Group ESG Management Promotion Committee.
- ESG Promotion Leader Meetings are regularly held for ESG Promotion Leaders at subsidiaries who are in charge of promoting ESG activities, to share information and provide training on risk and crisis management.

(c) System for Ensuring the Efficient Execution of Duties by Directors at Subsidiaries

- In accordance with the Mission statement, the Group Corporate Governance Rules shall be enacted as basic principles on the management of subsidiaries.
- Group Management Rules shall be established at each subsidiary in accordance with the Group Corporate Governance Rules, to ensure that group companies conduct corporate management necessary for achieving the performance targets of each subsidiary.

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

- The Company promotes education and raises awareness on compliance issues in accordance with the Group Compliance Rules.

- The Company shall establish the Internal Audit Division to conduct audits of operations and accounting at ANA HOLDINGS INC. and its subsidiaries.
- (6) Matters Regarding Employees who assist Audit and Supervisory Board Members in their Duties in Cases where Audit and Supervisory Board Members Request Appointment of such Employees**
- The Board of Directors shall establish the Audit and Supervisory Board Members Office as an organization that specializes in assisting the duties of auditors at their request. The office dispatches the employees necessary to assist the Audit and Supervisory Board Members.
- (7) Matters regarding Independence from Directors of the Employees Described in the Preceding Item (6) and Matters Regarding the Effectiveness of Audit and Supervisory Board Members' Instructions to Such Employees**
- Employees in the Audit and Supervisory Board Members Office shall comply with the instructions and orders of the Audit and Supervisory Board Members, and directors shall decide on the treatment of such employees through consultation with Audit and Supervisory Board Members.
- (8) System of Reporting to the Company's Audit and Supervisory Board Members**
- (a) System of Reporting from Directors and Employees to the Audit and Supervisory Board Members**
- Directors and employees report to Audit and Supervisory Board Members on important agendas 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 the Board of Directors meetings, the Group Strategy Committee, and other important internal meetings.
  - Employees report on the implementation of duties to Audit and Supervisory Board Members by circulating internal documents sent with management's approval, in accordance with rules governing the request for decisions.
- (b) System of Reporting to Audit and Supervisory Board Members by Directors, Employees Executing Business Operations at Subsidiaries, and Employees Receiving Reports**
- In accordance with the Total Risk Management Rules, the Company requires important events in its subsidiaries to be reported to the Company, and that the Company reports the content to the Audit and Supervisory Board Members.
  - Full-time Audit and Supervisory Board Members at ANA HOLDINGS INC. and Audit and Supervisory Board Members at subsidiaries periodically hold Group Audit Meetings to report and exchange information on the status of audits.
  - The Internal Audit Division and the accounting auditors report and exchange information with the Audit and Supervisory Board Members on the status of audits at subsidiaries.
  - Content of inquiries and reports from subsidiaries' employees, etc. to Compliance Hotline are summarized and key items are reported to the Group ESG Management Promotion Committee and the Audit and Supervisory Board Members

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

- In the Group Rules on Handling of Whistleblowing, the Company prohibits disadvantageous treatment of employees that report on illicit activities.

**(10) Matters Concerning the Treatment on Disposal of Expenses and Debt Arising from the Implementation of Duties by the Company's Audit and Supervisory Board Members**

- The Board of Directors cooperates with the Audit and Supervisory Board Members' audits. As for the various expenses related to the audit, budgetary actions shall be implemented to ensure the efficiency of the audit.

**(11) Other Systems for Ensuring Effectiveness of Auditing by the Company's Audit and Supervisory Board Members**

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

## 2. Basic Views on Eliminating Anti-Social Forces

### (1) Basic View

The Company counters Anti-Social Forces resolutely and holds shutting down relations with them as a basic principle. The Company ensures group-wide awareness of this, which is clearly stated in the Social Responsibility Guidelines, the code of conduct for our officers and employees.

### (2) System Development

- To ensure a clean break with Anti-Social Forces, the Company's Social Responsibility Guidelines, which are released on the Group intranet for group-wide awareness, provide explanations and specific examples of actions to take.
- Based on the ANA Group Rules for Responding to Anti-Social Forces, the Company has established a Cooperate Response Section at the headquarters in order to share information on Anti-Social Forces and how to respond to them with each department of the Group and Group companies in order to prevent transactions with Anti-Social Forces.
- The Company is working to build an organized system of response by posting in each department and Group company those responsible for undue claims prevention based on law to allow the Company to respond as outlined in the Manual on Prevention of Undue Claims.
- Through groups such as local police stations, centers for the elimination of criminal organizations, and the Special Anti-Crime Association affiliated with the Metropolitan Police Department, the Company will conduct effective information exchange, gather that data, exchange information in an organized fashion, and build a cooperative system with external professional organizations such as lawyers.

## V. Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted
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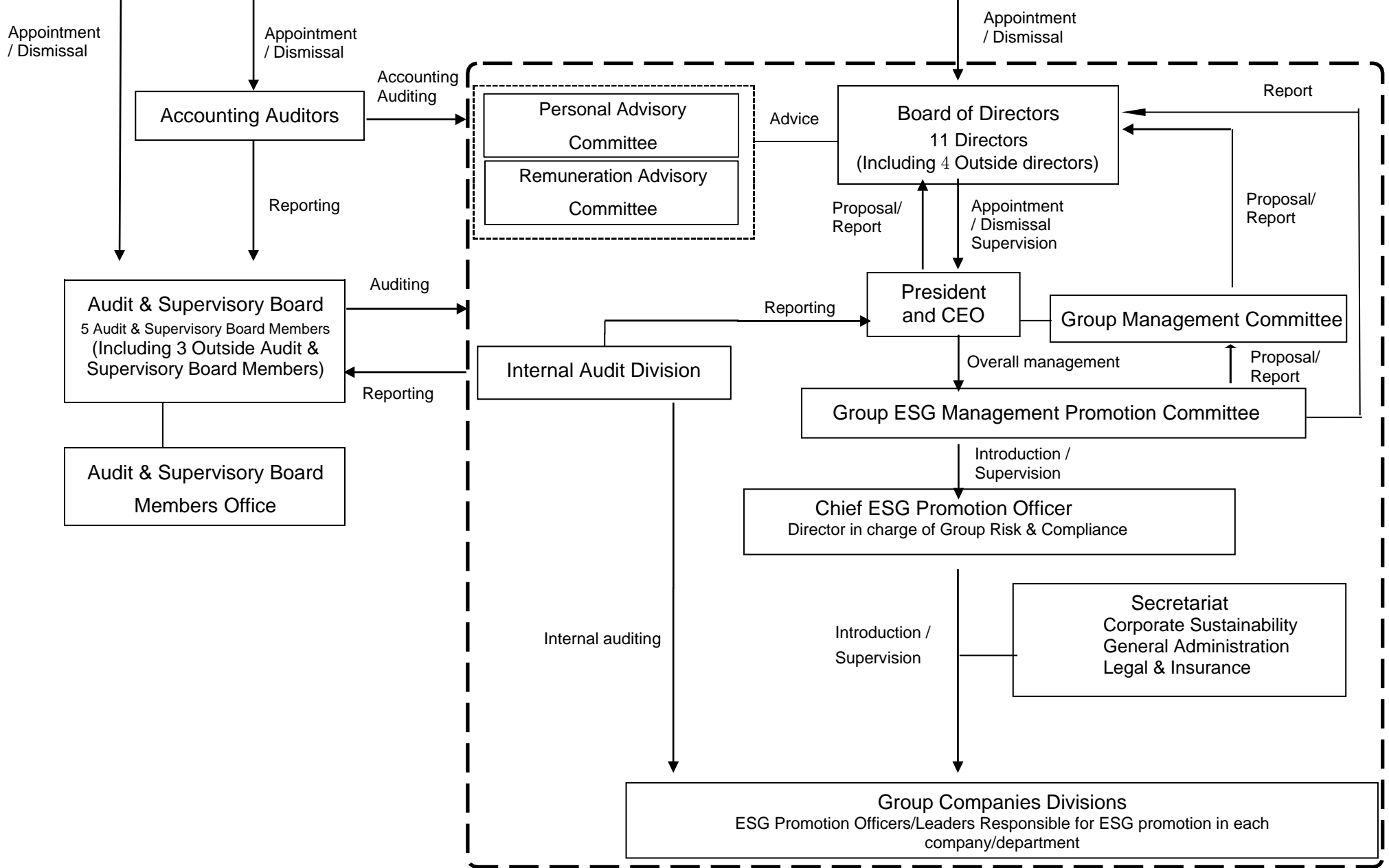
Supplementary Explanation
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None
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### 2. Other Matters Concerning to Corporate Governance System

None
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# General Meeting of Shareholders



System Pertaining to Timely Disclosure

