

(Translation for Reference Purpose Only)

SHARE HANDLING REGULATIONS

(Amended as of September 1, 2022)

ANA HOLDINGS INC.

(TRANSLATION)
SHARE HANDLING REGULATIONS

CHAPTER I
GENERAL PROVISIONS

Article 1 (Purpose)

1. Procedures for exercising the rights of shareholders and other procedures concerning handling of shares of All Nippon Airways Co., Ltd. (hereinafter referred to as the “Company”) shall be governed by these Share Handling Regulations (hereinafter referred to as these “Regulations”) by the authority under Article 13 of the Articles of Incorporation of the Company, laws and ordinances, regulations set forth by Japan Securities Depository Center, Inc. (hereinafter referred to as “JASDEC”) in relation to its book-entry transfer business and methods of conducting the book-entry transfer business, and the rules set forth by account management institutions such as securities companies, etc. (hereinafter referred to as the “Securities Companies, Etc.”) where the shareholder holds his/her transfer account.
2. These Regulations may be amended by the resolution of the Board of Directors of the Company.

Article 2 (Administrator of Register of Shareholders and its Handling Office)

Administrator of register of shareholders of the Company (hereinafter referred to as the “Administrator of Register of Shareholders”) and its handling office shall be as follows:

Administrator of Register of Shareholders: Sumitomo Mitsui Trust Bank, Limited.
1-4-1, Marunouchi Chiyoda-ku, Tokyo

Handling Office: Sumitomo Mitsui Trust Bank, Limited.
1-4-1, Marunouchi Chiyoda-ku, Tokyo
Stock Transfer Agency Department

CHAPTER II

RECORDATION, ETC. IN THE REGISTER OF SHAREHOLDERS

Article 3 (Recordation in the Register of Shareholders)

1. Changes to the items registered in the register of shareholders shall be made by the notification from JASDEC such as the general shareholders notification. Provided, however, that changes to the items registered in the register of shareholders shall not be made by the notification (hereinafter referred to as the "Individual Shareholder Notification") stipulated in Article 154, Paragraph 3 of the "Law Concerning Book-Entry Transfer of Corporate Bonds, Stocks, Etc." (hereinafter referred to as the "Law concerning Book-Entry Transfer").
2. In addition to the cases in the immediately preceding paragraph, changes to the items registered in the register of shareholders shall be made without the notice from JASDEC in case of issuance of new shares or if so provided in laws and ordinances.
3. Recordation in the register of shareholders shall be made with characters and marks designated by JASDEC.

Article 4. (Notification Concerning Registered Items in Register of Shareholders)

A shareholder shall notify the Company of his/her name or corporate name and address through the Securities Companies, Etc. and JASDEC pursuant to the procedures provided by JASDEC. The same shall apply in the case of any change therein.

Article 5 (Notification of Place to Receive Notices by Non-resident Shareholders, Etc.)

A shareholder and a registered pledgee of shares or their legal attorney residing outside of Japan shall appoint a standing proxy in Japan or designate a mailing address in Japan and notify the Company of name or corporate name and address of such standing proxy or the mailing address through the Securities Companies, Etc. and JASDEC pursuant to the procedures provided by JASDEC. The same shall apply in the case of any change therein.

Article 6 (Representative of Jointly-Owned Shares)

Holders of jointly-owned shares shall appoint one representative thereof and shall notify the Company of name or corporate name and address of the representative through the Securities Companies, Etc. and JASDEC pursuant to the procedures provided by JASDEC. The same shall apply in the case of any change therein.

Article 7 (Representative of Corporate Shareholder)

A corporate shareholder shall notify the Company of one representative thereof through the Securities Companies, Etc. where it holds its account and through JASDEC pursuant to the procedures provided by JASDEC. The same shall apply in the case of any change therein.

Article 8 (Method of Verification of Notifications Made through JASDEC)

In case a notification to the Company from a shareholder is made through the Securities Companies, Etc. and JASDEC, such notification shall be deemed to have been made by the shareholder himself/herself.

CHAPTER III

PROCEDURES FOR EXERCISE OF SHAREHOLDER'S RIGHTS

Article 9 (Requests for Materials in Paper Form and Statement of Objections)

Requests for the provision of paper form of the contents of reference materials, etc., for the general meeting of shareholders that are provided electrically as specified in Article 325-5, Paragraph 1 of the Companies Act (hereinafter referred to as "Requests for Materials in Paper Form"), as well as statement of objections, as specified in Paragraph 5 of the same, shall be made in writing through the Administrator of Register of Shareholders. However, Requests for Materials in Paper Form made through Securities Companies, Etc. and JASDEC shall be made in accordance with the regulations adopted by Securities Companies, Etc. and JASDEC.

Article 10 (Right of Minority Shareholders, Etc.)

In case of exercise of right of minority shareholders, etc. as stipulated in Article 147, Paragraph 4 of the Law concerning Book-entry Transfer, except for the cases provided in CHAPTER IV and V hereof, such shareholder shall do so by submitting to the Company a written instrument with the signature or name and seal impression thereof, attaching thereto a receipt issued by the Securities Companies, Etc. indicating that such Securities Companies, Etc. have accepted the request for Individual Shareholder Notification.

Article 11 (Request from Proxy)

1. If any request, notification or report pursuant to these Regulations is made by a proxy, a written instrument with the signature or name and seal impression of the shareholder evidencing the proxy's power of representation shall be submitted.
2. In case the consent of a legal custodian (*hosanin*) or assistant (*hojonin*) is required when such proxy makes any request, notification or report pursuant to these Regulations, a written instrument evidencing the consent therefor shall be submitted.

Article 12 (Method of Exercising Rights of Shareholders including Shareholders' Proposal Rights)

1. Exercise of the rights of shareholders pursuant to laws and ordinances, such as a request for convocation of a General Meeting of Shareholders to the director, a request that a certain matter be included in the agenda of a General Meeting of Shareholders or a request that an outline of the proposal to be submitted by such shareholders with respect to the agenda of the General Meeting of Shareholders be noticed to other shareholders, etc., shall be in writing.
2. In case the Company, upon requests under the preceding paragraph, states reasons for proposal of agenda and items concerning candidates in case of election of directors or corporate auditors in Supplemental Information for General Meeting of Shareholders and the number of characters therein exceeds four hundred (400), the Company may state a brief summary thereof.

Article 13 (Method of Request for Filing a Lawsuit, Etc.)

In case a shareholder requests for filing a lawsuit by electromagnetic means pursuant to laws and ordinances, such request shall be sent to the following e-mail address of the Company.

kansayaku@anahd.co.jp

Article 14 (Method of Request for Advance Notice of Questions at General Meeting of Shareholders)

In case of notifying items to be questioned at a General Meeting of Shareholders pursuant to laws and ordinances in advance, such notice shall be made in writing or by electromagnetic means. Notices by electromagnetic means shall be sent to the following e-mail address of the Company.

kabu@anahd.co.jp

Article 15 (Method of Exercising Voting Rights in a Non-uniform Manner at a General Meetings of Shareholders)

In case a shareholder makes an advance notice in order to exercise his/her voting rights in a non-uniform manner at a General Meetings of Shareholders pursuant to laws and ordinances, such notice shall be made in writing or by electromagnetic means. Notices by electromagnetic means shall be sent to the following e-mail address of the Company.

kabu@anahd.co.jp

CHAPTER IV

PURCHASE OF LESS THAN ONE COMPANY SHARE UNIT

Article 16 (Method of Request for Purchase)

In case a shareholder requests the Company to purchase shares less than one Company share unit, such request shall be made through the Securities Companies, Etc. and JASDEC pursuant to the procedures provided by JASDEC.

Article 17 (Determination of Purchase Price)

The purchase price per share for shares under the request for purchase shall be the closing price of the shares in the Company on the Tokyo Stock Exchange on the day when the requests for purchase are received at the handling office of the Administrator of Register of Shareholders. In case no trading is conducted on that day or in case such day falls under non-business day of the Tokyo Stock Exchange, the purchase price shall be the price at which the shares in the Company are first traded subsequent thereto.

Article 18 (Payment of Purchase Price)

1. The purchase price of shares less than one Company share unit under the request for purchase shall be the amount calculated by multiplying the purchase price per share stipulated in the preceding Article by the number of shares requested.
2. The purchase price shall be paid to the applicant, in accordance with the procedures provided by JASDEC, within four (4) business days from the day immediately following the day on which the purchase price is determined unless otherwise specified by the Company.
3. The applicant for purchase of shares may designate the payment method of the purchase price or appoint a person who receives such payment for and on behalf of the applicant.

Article 19 (Transfer of Purchased Share)

The title to shares less than one Company share unit purchased pursuant to request for purchase shall be transferred to the book-entry transfer account of the Company when the payment of purchase price is made in accordance with the preceding Article, paragraph 2, or the day when performance of remittance procedure is completed if any remittance method is designated in accordance with the preceding Article, paragraph 3.

CHAPTER V

ADDING TO HOLDINGS OF SHARES LESS THAN ONE COMPANY SHARE UNIT

Article 20 (Method of Request for Sale)

In case a shareholder having shares less than one Company share unit requests the Company to sell certain number of shares so that together with the number of shares sold by the Company, the resulting number of shares owned by such shareholder will constitute one Company share unit (hereinafter referred to as the "Request for Sale"), such request shall be made through the Securities Companies, Etc. and JASDEC pursuant to the procedures provided by JASDEC.

Article 21 (Request for Sale Exceeding the Number of Treasury Shares)

In case the aggregate number of shares requested to be sold pursuant to the Requests for Sale in one day exceeds the number of treasury shares reserved by the Company to be transferred, no Request for Sale made on that day shall be effective.

Article 22 (Effective date of Request for Sale)

The Request for Sale shall be effective on the day when the Request for Sale provided in Article 20 is received at the handling office of the Administrator of Register of Shareholders.

Article 23 (Suspension Period of Request for Sale)

1. The Company shall suspend acceptance of any Request for Sale for a period of ten (10) business days prior to and including March 31 and September 30 of each year.
2. Notwithstanding the preceding paragraph, the Company may suspend acceptance of the Request for Sale at any time it deems necessary.

Article 24 (Determination of Sale Price)

1. The sale price per share under Request for Sale shall be the closing price per share on the Tokyo Stock Exchange on the effective date of the related Request for Sale. In case no trading is conducted on such day or such day falls under non-business day of the Tokyo Stock Exchange, the sale price shall be the price at which the shares in the Company are first traded subsequent thereto.
2. The sale price shall be the amount calculated by multiplying the sale price per share provided in the preceding paragraph by the number of shares requested for sale.

Article 25 (Transfer of Sold Shares)

The title to the treasury shares subject to the Request for Sale shall be transferred to the book-entry transfer account of the shareholder making such Request for Sale on the day when the shareholder making the Request for Sale remits through the Securities Companies, Etc. the price for such sale into the account designated by the Company in accordance with the procedures provided by JASDEC.

CHAPTER VI

SPECIAL CASE FOR SPECIAL ACCOUNTS

Article 26 (Special Case for Special Accounts)

Handling of matters in relation to the special accounts including the identity verification of holders of such special accounts shall be conducted in accordance with the provisions set forth by JASDEC as well as provisions set forth by the Company and the account management institution of the special accounts.

CHAPTER VII

REQUEST FOR GENERAL SHAREHOLDERS NOTIFICATIONS ETC.

Article 27 (Request for General Shareholders Notification by the Company)

In addition to the cases set forth below, the Company may request JASDEC to deliver the general shareholders notification, provided that there is a justifiable reason.

- (1) When the Company needs to make a notice to its shareholders, etc. pursuant to laws and ordinances, rules of stock exchange concerning listing of securities as well as articles of incorporation or any other rules and regulations of the Company (hereinafter referred to as the "Laws and Regulations").

- (2) When the Company needs to publicize the information concerning its shareholders, etc. or provide such information to public agencies or stock exchange pursuant to the Laws and Regulations.
- (3) When the Company contemplates implementation of shareholder special benefit plans or any other acts for mutual benefits of the shareholders.
- (4) When it is necessary to avoid the occurrence of conditions that may cause damages to the Company or its shareholders such as delisting.

Article 28 (Exercise of Right to Request Information by the Company)

In addition to the cases listed below, the Company may make a request to the Securities Companies, Etc. or JASDEC as provided in Article 277 of Law concerning Book-entry Transfer, provided that there is a justifiable reason.

- (1) When there is consent from the shareholders, etc.
- (2) When it is necessary to verify that a person calling himself/herself a shareholder is truly a shareholder.
- (3) When it is necessary to verify if a shareholder fulfills the requirements to exercise shareholder's rights.
- (4) When the Company needs to publicize the information concerning its shareholders, etc. or provide such information to public agencies or stock exchange pursuant to the Laws and Regulations.
- (5) When it is necessary to avoid the occurrence of conditions that may cause damages to the Company or its shareholders such as delisting.

- End -

This Share Handling Regulations have been prepared originally in Japanese which shall prevail over any translation thereof. This English translation has been prepared solely for reference purposes.