

**[REFERENCE TRANSLATION]**

Please note that this translation is to be used solely as reference.

In case of any discrepancy between this translation and the Japanese original, the latter shall prevail.



November 18, 2020

Company Name	Japan Airlines Co., Ltd.
Representative	Yuji Akasaka, President
Stock Listing	Tokyo Stock Exchange
Code No.	9201
Contact	Yuichiro Kito, General Manager, Finance
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### **Notice on Determination of Issue Price and Selling Price**

Japan Airlines Co., Ltd. hereby announces that it has determined the issue price, selling price and other terms of the issuance of new shares and the secondary offering of shares, both of which were resolved at the meeting of the Board of Directors held on November 6, 2020, as follows.

#### **1. Issuance of new shares through public offering**

- |  |   |
|--|---|
| (1) Class and Number of Shares to be Offered | 90,869,600 shares of our common stock, which is the sum of (i) through (iii) below.   |
|  | (i) 53,369,600 shares of our common stock to be underwritten and purchased by the Japanese underwriters in the Japanese Public Offering.  |
|  | (ii) 33,587,000 shares of our common stock to be underwritten and purchased by the international managers in the International Offering.  |
|  | (iii) A maximum of 3,913,000 shares of our common stock, which will be subject to the option to be granted to the international managers in the International Offering for the purchase of additional shares of our common stock. |
| (2) Issue Price (Offer Price)                | (Note 1) <u>1,916 yen per share</u>   |
| (3) Total Amount of Issue Price              | (Note 2) <u>174,106,153,600 yen</u>   |

Note: This document is a press release provided for the notice on the issuance of new shares and secondary offering of shares. This document has not been prepared for the purpose of investment solicitation or any other similar acts thereto, whether within Japan or abroad. In the event of making an investment, please review the prospectus concerning the issuance of new shares and secondary offering of shares, as well as amendments thereto (if any), prepared by us and make an independent investment decision. In addition, this document does not constitute an offer or sale of securities in the United States. The securities referred to in this document have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities referred to above will not be publicly offered in the United States.

- |     |   |  |  |
|-----|---|--|--|
| (4) | Amount to be Paid   | (Note 1)   | <u>1,836.96 yen per share</u>  |
| (5) | Total Amount to be Paid   | (Note 2)   | <u>166,923,820,416 yen</u>   |
| (6) | Amount of Stated Capital and Additional Paid-in Capital to be Increased | (Note 2)   | <u>Amount of stated capital to be increased:</u><br><u>83,461,910,208 yen</u><br><u>Amount of additional paid-in capital to be increased:</u><br><u>83,461,910,208 yen</u> |
| (7) | Subscription Period (for Japanese Public Offering)                      | <u>From Thursday, November 19, 2020 to Friday, November 20, 2020</u> |  |
| (8) | Payment Date  | <u>Wednesday, November 25, 2020</u>                                  |  |

Notes:

- (1) The Japanese underwriters and the international managers will underwrite and purchase the new shares at the amount to be paid per share and will offer them at the issue price (offer price).
- (2) The figures are based on the assumption that the international managers fully exercise the option to purchase the additional shares of our common stock set forth in (1)(iii) above.

2. Secondary offering of our shares (secondary offering to cover over-allotments)

- |     |                                       |  |
|-----|---------------------------------------|--|
| (1) | Class and Number of Shares to be Sold | <u>9,130,400 shares of our common stock</u>                          |
| (2) | Selling Price                         | <u>1,916 yen per share</u>   |
| (3) | Total Amount of Selling Price         | <u>17,493,846,400 yen</u>  |
| (4) | Subscription Period                   | <u>From Thursday, November 19, 2020 to Friday, November 20, 2020</u> |
| (5) | Delivery Date                         | <u>Thursday, November 26, 2020</u>                                   |

3. Issuance of new shares by way of third-party allotment (the “Third-Party Allotment”)

- |     |   |  |
|-----|---|--|
| (1) | Amount to be Paid   | <u>1,836.96 yen per share</u>  |
| (2) | Total Amount to be Paid   | <u>Up to 16,772,179,584 yen</u>  |
| (3) | Amount of Stated Capital and Additional Paid-in Capital to be Increased | <u>Amount of stated capital to be increased:</u><br><u>Up to 8,386,089,792 yen</u><br><u>Amount of additional paid-in capital to be increased:</u><br><u>Up to 8,386,089,792 yen</u> |
| (4) | Subscription Period (Subscription Date)                                 | <u>Tuesday, December 22, 2020</u>  |
| (5) | Payment Date  | <u>Wednesday, December 23, 2020</u>  |

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<Reference>

1. Calculation of issue price and selling price

- |  |                                     |                  |
|--|-------------------------------------|------------------|
| (1) Calculation Reference Date and Price | <u>Wednesday, November 18, 2020</u> | <u>1,976 yen</u> |
| (2) Discount Rate                        |                                     | <u>3.04%</u>     |

2. Syndicate cover transaction period

From Saturday, November 21, 2020 to Friday, December 18, 2020

3. Use of proceeds

With respect to the net proceeds from the Japanese Public Offering, the International Offering and the Third-Party Allotment, which we estimate to be, in total, up to 182,649,000,000 yen, we intend to use 80,000 million yen for investments to accelerate the reduction of CO<sub>2</sub> emissions and resolve social issues by the end of March 2023, 15,000 million yen for investments to restructure our business structure in the post-COVID-19 era by the end of March 2023, 5,000 million yen for investments to respond to social needs in the post-COVID-19 era by the end of March 2023 and the remaining proceeds to repay our interest-bearing liabilities by the end of March 2023.

The net proceeds will be deposited in Japanese yen time deposit accounts, as necessary, during the period until the applications for the aforementioned purposes are implemented.

For more information regarding the use of proceeds, please refer to the press release “Notice on Issuance of New Shares and Secondary Offering of Shares” dated November 6, 2020.

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