

Annual General Meeting of Finnair Plc

Time: 24 March 2026 at 3:00 p.m. (EET)

Place: Clarion Hotel Helsinki Airport, Taivastie 3, 01530 Vantaa, Finland

Present: The shareholders set out in the list of votes adopted at the meeting (Appendix 1) were present in the meeting, in person or represented.

Present at the meeting were also all members of the Board of Directors, the Company's CEO, the Company's auditor with principal responsibility, representatives of the Company's senior management, as well as technical personnel.

1 §

OPENING OF THE MEETING

The Chair of the Board of Directors, Sanna Suvanto-Harsaae, opened the Annual General Meeting.

2 §

CALLING THE MEETING TO ORDER

Antti Ihamuotila, attorney-at-law, was elected Chair of the Annual General Meeting and he called Maiju Airisniemi, attorney-at-law, to act as secretary.

The Chair explained the procedures for considering the items on the agenda of the Annual General Meeting.

It was noted that the Annual General Meeting was conducted in Finnish and simultaneously translated into English.

It was noted that shareholders were also able to follow the Annual General Meeting online via a webcast. However, it was not possible to present questions, make proposals, address the meeting or vote via the webcast. In addition, following the Annual General Meeting via the webcast was not considered participation in the Annual General Meeting or exercise of the shareholder rights.

It was noted that the annual accounts, the report of the Board of Directors, the auditor's report, the sustainability reporting assurance report, the proposals of the Board of Directors and the Shareholders' Nomination Board to be considered at the Annual General Meeting, the notice to the Annual General Meeting, the Company's remuneration report for governing bodies as well as other documents and information required by the applicable legislation had been available to shareholders on the Company's website for the statutory period before the Annual General Meeting. These documents were also available for review at the meeting venue.

The notice to the Annual General Meeting, the proposals of the Board of Directors and the Shareholders' Nomination Board to the Annual General Meeting and the remuneration report were appended to the minutes (Appendices 2–5).

It was noted that shareholders registered in the shareholders' register of the Company on the record date of the Annual General Meeting had been able to vote in advance on agenda items 7 – 20 of the Annual General Meeting. In addition, certain custodian banks representing nominee-registered shareholders had participated in the advance voting on behalf of the shareholders they represented. Proposals subject to advance voting were, according to the Finnish Companies Act, considered to have been presented without amendments at the Annual General Meeting.

A summary list by Innovatics Oy of the votes cast in the advance voting was appended to the minutes ([Appendix 6](#)).

It was noted that more than 95 per cent of all shares and votes registered for the Annual General Meeting had participated in the advance voting. With the exception of the approval of the remuneration report, a clear majority of the votes cast in advance had been in favour of the adoption of the proposals of the Board of Directors and the Shareholders' Nomination Board to the Annual General Meeting. In the agenda item concerning the approval of the remuneration report, 126,215,985 votes were cast against the approval of the remuneration report, representing approximately 94 per cent of the votes cast in the advance voting. Abstentions in the advance voting represented approximately 0.04 per cent at most.

The Chair noted based on the advance votes that if a full counting of votes is not carried out in an agenda item, votes against and abstentions will be recorded in the minutes under the agenda item in question. In those agenda items where a proposal made to the Annual General Meeting could not have been opposed without a counterproposal, i.e., in the case of elections, no opposing votes could have been cast in the advance voting either.

3 §

ELECTION OF PERSONS TO CONFIRM THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Sami Sarelius and Anna-Maria Järveläinen were elected to confirm the minutes and to supervise the counting of votes.

4 §

RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the Annual General Meeting had been published on the Company's website and by a stock exchange release on 26 February 2026. Registration and possible advance voting had to be completed by 4:00 p.m. (EET) on 17 March 2026 at the latest and the nominee-registered shareholders participating in the Annual General Meeting had to be temporarily registered in the shareholders' register of the Company maintained by Euroclear Finland Oy by 10:00 a.m. (EET) on 19 March 2026 at the latest.

It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and in compliance with the provisions of the Finnish Companies Act, and that the Annual General Meeting therefore was legally convened and constituted a quorum.

5 §

RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of shareholders represented at the Annual General Meeting as at the opening of the meeting and a list of votes ([Appendix 1](#)) were presented. It was recorded that at the opening of the Annual General Meeting, a total of 286 shareholders were represented either through advance voting, in person at the meeting venue or through a statutory representative or a proxy representative. At the opening of the Annual General Meeting, a total of 140,441,158 shares and votes were represented.

It was noted that the list of votes would be confirmed to correspond to the attendance at the beginning of a possible vote.

6 §

PRESENTATION OF THE ANNUAL ACCOUNTS INCLUDING THE CONSOLIDATED ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS, THE AUDITOR'S REPORT AND THE SUSTAINABILITY REPORTING ASSURANCE REPORT FOR THE YEAR 2025

The Company's CEO, Turkka Kuusisto, held the CEO's review and presented the annual accounts for the financial year 1 January – 31 December 2025 and the report of the Board of Directors.

It was recorded that the annual accounts and the report of the Board of Directors had been available on the Company's website for the period required by the Finnish Companies Act prior to the Annual General Meeting. The annual accounts were also available at the meeting venue.

The annual accounts were appended to the minutes ([Appendix 7](#)).

The Company's auditor with principal responsibility and key sustainability partner, Kirsi Jantunen, APA, ASA, presented the auditor's report as well as the sustainability reporting assurance report.

It was recorded that the auditor's report and the sustainability reporting assurance report had been available on the Company's website for the period required by the Finnish Companies Act prior to the Annual General Meeting.

The auditor's report and the sustainability reporting assurance report were appended to the minutes ([Appendices 8–9](#)).

7 §

ADOPTION OF THE ANNUAL ACCOUNTS INCLUDING THE CONSOLIDATED ANNUAL ACCOUNTS

The Annual General Meeting adopted the annual accounts, which also include the consolidated annual accounts, for the financial year 1 January – 31 December 2025.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 4,440 shares and votes, had voted against the proposal, and shareholders holding a total of 52,033 shares and votes had abstained from voting.

8 §

RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND ON THE DISTRIBUTION OF DIVIDEND AND RETURN OF CAPITAL

It was noted that the Board of Directors had proposed to the Annual General Meeting that the result for the financial year be recorded in the Company's retained earnings/losses and that no dividend be distributed. In addition, the Board of Directors had proposed that a return of capital of 0.09 euros per share be paid to the shareholders.

According to the proposal, the return of capital will be paid in two instalments as follows:

- The first instalment of 0.05 euros per share will be paid to a shareholder who is registered in the shareholder register of the Company maintained by Euroclear Finland Oy on the record date of the first instalment 26 March 2026. The payment date proposed by the Board of Directors for the first instalment is 8 April 2026.
- The second instalment of 0.04 euros per share will be paid in November 2026 to a shareholder who is registered in the shareholder register of the Company maintained by Euroclear Finland Oy on the record date of the second instalment, which, together with the payment date of the second instalment, shall be decided by the Board of Directors in its meeting scheduled for 26 October 2026.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes ([Appendix 2](#)).

The Annual General Meeting resolved on the use of the result shown on the balance sheet, the distribution of dividend, and the return of capital in accordance with the proposal of the Board of Directors.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 5,111 shares and votes, had voted against the proposal.

9 §

RESOLUTION ON THE DISCHARGE OF THE PERSONS WHO HAVE ACTED AS MEMBERS OF THE BOARD OF DIRECTORS AND CEO FROM LIABILITY FOR THE FINANCIAL YEAR 1 JANUARY 2025 – 31 DECEMBER 2025

It was recorded that the discharge from liability concerned all persons who had acted as members of the Board of Directors, CEO or interim CEO during the financial year 1 January – 31 December 2025.

It was recorded that in the auditor's report presented to the Annual General Meeting, the Company's auditor had supported the discharge from liability for the financial year 1 January 2025 – 31 December 2025.

The Annual General Meeting resolved to discharge the persons who had acted as members of the Board of Directors, CEO or interim CEO from liability for the financial year 1 January – 31 December 2025.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 287,586 shares and votes, had voted against the discharge from liability, and shareholders holding a total of 53,868 shares and votes had abstained from voting.

10 §

HANDLING OF THE REMUNERATION REPORT FOR GOVERNING BODIES

The Chair of the Company's People and Remuneration Committee, Hannele Jakosuo-Jansson, presented the remuneration report for governing bodies for the financial year 1 January 2025 – 31 December 2025.

It was noted that the resolution of the Annual General Meeting on the approval of the remuneration report was advisory.

It was noted that, in the advance voting, a total of 126,215,985 shares and votes had been cast against the approval of the remuneration report, representing approximately 94 percent of the votes cast in the advance voting and approximately 90 percent of the votes represented at the Annual General Meeting.

The Annual General Meeting resolved to reject the remuneration report for governing bodies. It was noted that the resolution by the Annual General Meeting was advisory and that the rejected remuneration report does not oblige the Company to prepare a new remuneration report, nor does the rejecting resolution affect decisions already made regarding remuneration.

It was recorded that, in addition to the 126,215,985 opposing votes cast in the advance voting, shareholders holding a total of 3 shares and votes had abstained from voting.

11 §

RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

Maija Strandberg, Chair of the Shareholders' Nomination Board, presented the Nomination Board's activities and its proposals for the remuneration, number and composition of the Board of Directors.

The Shareholders' Nomination Board had proposed to the Annual General Meeting that the following remuneration be paid to the members of the Board of Directors for the next term of office:

1. Annual fees of the Chair, Vice Chair, and other members of the Board of Directors:
 - Chair 85,000 euros per year;
 - Vice Chair 50,000 euros per year;
 - Committee Chair 50,000 euros per year, provided that the same person does not simultaneously serve as Chair or Vice Chair of the Board of Directors; and

- Member 44,000 euros per year.

In 2025, committee work was compensated with a fee of 6,000 euros for Chairs and 3,000 euros for members. Under the proposal by the Board of Directors, these separate fees were proposed to be discontinued.

2. In addition to the fixed annual fees mentioned above, Board members will receive meeting fees for attending Board or committee meetings as follows:

- A meeting fee of 1,000 euros is paid to the Board members for each meeting, including committee meetings, or 2,000 euros if the member travels to the meeting outside their country of residence.
- For meetings held via telephone or other telecommunication means, the fee will correspond to that of a meeting held in the member's home country. No meeting fee will be paid for decisions confirmed in writing without holding a meeting.
- Members' travel expenses will be reimbursed in accordance with the Company's travel policy.

Board members and their spouses are entitled to discounted travel on the Company's flights in accordance with the Company's discount ticket policy regarding the Board of Directors.

Part of the fixed annual fee will be paid in Finnair Plc shares acquired from the market as follows:

- 40 per cent of the fixed annual fee will be paid in shares and the remainder in cash. Meeting fees will be paid in cash.
- Shares will be acquired on behalf of the Board members within two weeks starting from the first trading day on Nasdaq Helsinki following the publication of Finnair Plc's interim report for 1 January – 31 March 2026.
- If the acquisition and/or delivery of shares is not carried out due to reasons related to the Company or the Board member, the fee will be paid entirely in cash.
- The Company will bear any transfer tax arising from the acquisition of shares.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes ([Appendix 2](#)).

The Annual General Meeting resolved on the remuneration of the Board of Directors in accordance with the proposal of the Shareholders' Nomination Board.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 9,658 shares and votes, had voted against the proposal of the Shareholders'

Nomination Board, and shareholders holding a total of 175 shares and votes had abstained from voting.

12 §

RESOLUTION ON THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that according to the Articles of Association, the Board of Directors shall consist of a Chair and of a minimum of four (4) and a maximum of nine (9) other members.

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the number of the members of the Board of Directors be confirmed as eight (8).

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes (Appendix 2).

The Annual General Meeting resolved on the number of members of the Board of Directors in accordance with the proposal of the Shareholders' Nomination Board.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 3 shares and votes, had abstained from voting.

13 §

ELECTION OF THE CHAIR AND OTHER MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that according to the Articles of Association, the term of office of the members of the Board of Directors shall end at the closing of the first Annual General Meeting following their election.

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that all the current members of Finnair's Board of Directors – Andreas Bierwirth, Nicolas Boutin, Jukka Erlund, Lisa Farrar, Mika Ihamuotila, Hannele Jakosuo-Jansson, Jussi Siitonen and Sanna Suvanto-Harsaae – are re-elected for the term of office ending at the end of the next Annual General Meeting.

It was noted that the Shareholders' Nomination Board had further proposed that Sanna Suvanto-Harsaae be re-elected as Chair of the Board of Directors and recommended to the Board of Directors that it elects Mika Ihamuotila as its Vice Chair.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes (Appendix 2).

It was noted that all proposed members of the Board of Directors had given their consent to the position.

The Annual General Meeting resolved on the election of the Chair and other members of the Board of Directors in accordance with the proposal of the Shareholders' Nomination Board.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 3 shares and votes, had abstained from voting.

14 §

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that in accordance with the Audit Committee's recommendation, the Board of Directors had proposed to the Annual General Meeting that the auditor to be elected be paid fees according to the auditor's reasonable invoice.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes (Appendix 2).

The Annual General Meeting resolved on the remuneration of the auditor in accordance with the proposal of the Board of Directors.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 75,550 shares and votes, had voted against the proposal.

15 §

ELECTION OF THE AUDITOR

It was recorded that according to the Articles of Association, the Company has one (1) auditor, which shall be an audit firm referred to in the Auditing Act. The auditor shall be elected at the Annual General Meeting for a term which shall end at the closing of the first Annual General Meeting following the election.

It was noted that in accordance with the Audit Committee's recommendation, the Board of Directors had proposed to the Annual General Meeting that KPMG Oy Ab, a firm of authorised public accountants, be re-elected as the auditor of the Company for the term of office ending at the end of the next Annual General Meeting. KPMG Oy Ab had informed that Kirsi Jantunen, APA, acts as the principal auditor.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes (Appendix 2).

The Annual General Meeting resolved on the election of the auditor in accordance with the proposal of the Board of Directors.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 3 shares and votes, had abstained from voting.

16 §

RESOLUTION ON THE REMUNERATION OF THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER

It was noted that in accordance with the Audit Committee's recommendation, the Board of Directors had proposed to the Annual General Meeting that the sustainability reporting

assurance provider to be elected be paid fees according to the sustainability reporting assurance provider's reasonable invoice.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes ([Appendix 2](#)).

The Annual General Meeting resolved on the remuneration of the sustainability reporting assurance provider in accordance with the proposal of the Board of Directors.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 5,432 shares and votes, had voted against the proposal, and shareholders holding a total of 11,456 shares and votes had abstained from voting.

17 §

ELECTION OF THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER

It was noted that in accordance with the Audit Committee's recommendation, the Board of Directors had proposed to the Annual General Meeting that KPMG Oy Ab be elected as the sustainability reporting assurance provider of the Company for the term of office ending at the end of the next Annual General Meeting. KPMG Oy Ab had notified that Kirsi Jantunen, ASA, acts as the key sustainability partner.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes ([Appendix 2](#)).

The Annual General Meeting resolved on the election of the sustainability reporting assurance provider in accordance with the proposal of the Board of Directors.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 336 shares and votes, had abstained from voting.

18 §

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR ON THE ACCEPTANCE AS PLEDGE OF OWN SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorised to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares.

The number of own shares to be repurchased and/or accepted as pledge shall not exceed 7,300,000 shares, which corresponds to approximately 3.6 per cent of all the shares in the Company. Only the unrestricted equity of the Company can be used to repurchase own shares on the basis of the authorisation.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased and/or accepted as pledge. Own shares can be repurchased using, inter alia, derivatives. Own shares can also

be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

Own shares may be repurchased and/or accepted as pledge based on the authorisation in order to, inter alia, develop the capital structure of the Company, to finance or carry out potential acquisitions, investments or other business transactions, or in order to use the shares as part of the Company's incentive and remuneration schemes.

The authorisation is effective for a period of 18 months from the resolution of the Annual General Meeting and cancels the authorisation given by the Annual General Meeting on 27 March 2025 to decide on the repurchase and/or acceptance as pledge of own shares.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes ([Appendix 2](#)).

The Annual General Meeting resolved to authorise the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares in accordance with the proposal of the Board of Directors.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 9,129 shares and votes, had voted against the proposal, and shareholders holding a total of 11,616 shares and votes had abstained from voting.

19 §

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorised to decide on the issuance of shares.

The number of shares to be issued based on the authorisation shall not exceed 1,200,000 shares, which corresponds to approximately 0.6 per cent of all the shares in the Company.

The Board of Directors decides on all the conditions of the issuance of shares, including to whom, at what price and in which manner the shares are issued. The authorisation concerns both the issuance of new shares as well as the transfer of treasury shares and share issues made with or without payment. The issuance may also be carried out in deviation from the shareholders' pre-emptive rights (directed issue), e.g. for using the shares to develop the Company's capital structure, to finance or carry out potential acquisitions, investments or other business transactions, or to use the shares as part of the Company's incentive and remuneration schemes.

The authorisation is effective for a period of 18 months from the resolution of the Annual General Meeting and cancels the authorisation given by the Annual General Meeting on 27 March 2025 to decide on the issuance of shares.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes ([Appendix 2](#)).

The Annual General Meeting resolved to authorise the Board of Directors to decide on the issuance of shares in accordance with the proposal of the Board of Directors.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 8,115 shares and votes, had voted against the proposal, and shareholders holding a total of 3 shares and votes had abstained from voting.

20 §

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON DONATIONS FOR PUBLIC-BENEFIT PURPOSES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board of Directors be authorised to decide on donations up to an aggregate maximum of 250,000 euros for public-benefit or corresponding purposes and on recipients, purposes and other terms and conditions of the donations.

The donations can be made in one or multiple instalments. The authorisation is effective until the next Annual General Meeting, and it does not limit the possibility under § 2 of the Company's Articles of Association to additionally engage in, or support, activities that are aimed at ensuring the acceptability, and thereby the long-term profitability, of the Company's business by increasing the positive effects and reducing the negative effects of its business on the environment and society.

It was noted that the proposal was set out in full in the notice to the Annual General Meeting appended to the minutes ([Appendix 2](#)).

The Annual General Meeting resolved to authorise the Board of Directors to decide on donations for public-benefit in accordance with proposal of the Board of Directors.

It was recorded that shareholders that had voted in advance in the agenda item, holding a total of 43,080 shares and votes, had voted against the proposal.

21 §

CLOSING OF THE MEETING

It was recorded that all decisions of the Annual General Meeting were unanimous unless otherwise indicated in the minutes or in the summary list of the votes cast in the advance voting.

The Chair stated that all items on the agenda had been considered and that the minutes of the meeting will be available on the Company's website as from 7 April 2026 at the latest.

The Chair closed the meeting at 16:18 p.m. (EET).

Chair of the Annual General Meeting:

ANTTI IHAMUOTILA

Antti Ihamuotila

In fidem:

MAIJU AIRISNIEMI

Maiju Airisniemi

Minutes reviewed and approved:

SAMI SARELIUS

Sami Sarelius

ANNA-MARIA JÄRVELÄINEN

Anna-Maria Järveläinen

Appendices

<u>Appendix 1</u>	List of votes
<u>Appendix 2</u>	Notice to the Annual General Meeting
<u>Appendix 3</u>	Proposals of the Board of Directors
<u>Appendix 4</u>	Proposals of the Shareholders' Nomination Board
<u>Appendix 5</u>	Remuneration report
<u>Appendix 6</u>	A summary list of the votes cast in the advance voting
<u>Appendix 7</u>	Annual accounts
<u>Appendix 8</u>	Auditor's report
<u>Appendix 9</u>	Assurance report on sustainability reporting