

Decisions of the Annual General Meeting of Finnair Plc

The Annual General Meeting (AGM) of Finnair Plc was held on 17 March 2021 at the headquarters of the company in Vantaa, Finland under special arrangements due to the Covid-19 pandemic. 204 shareholders representing 930 553 519 shares and votes were represented at the meeting. The meeting approved the company's annual accounts and consolidated annual accounts for the financial year 2020, discharged the members of the Board of Directors and CEO of the company from liability and resolved to approve the remuneration report for governing bodies and to support the amended remuneration policy for governing bodies. In addition, the AGM adopted the following resolutions:

Use of the profits shown on the balance sheet and payment of dividend

In accordance with the proposal of the Board of Directors, the AGM resolved that no dividend be paid based on the balance sheet adopted for the year 2020.

Remuneration of the Board of Directors

In accordance with the proposal of the Shareholders' Nomination Board, the AGM resolved that the following annual remuneration shall be paid to the members of the Board of Directors:

- Chairperson 63,000 euros;
- Vice Chairperson 32,700 euros;
- Chairpersons of the Audit Committee and the People and Remuneration Committee 32,700 euros, where these individuals are neither the Chairperson nor the Vice Chairperson of the Board of Directors; and
- other members 30,300 euros.

The AGM resolved that each member's fee for a meeting of the Board of Directors or its Committee is 600 euros when the meeting takes place in the member's country of residence and 2,400 euros for other meetings. For meetings held via conference calls the fee is 600 euros.

The Board members shall be reimbursed for reasonable travel and representation expenses in accordance with the company's general expenses policy. In addition, the Board members and their spouses will have a limited right to discounted travel on the company's flights in accordance with the company's discount ticket policy regarding the Board of Directors.

Composition of the Board of Directors

The AGM resolved in accordance with the proposal of the Shareholders' Nomination Board that the Board of Directors be composed of eight (8) members. Tiina Alahuhta-Kasko, Colm Barrington, Montie Brewer, Jukka Erlund, Jouko Karvinen, Henrik Kjellberg and Maija Strandberg were re-elected to the Board of Directors, and Hannele Jakosuo-Jansson was elected as a new member to the Board of Directors. The term of office of the Board of Directors expires at the end of the next AGM. Mr. Jouko Karvinen was re-elected Chairperson of the Board.

Election of the auditors and their remuneration

The AGM resolved in accordance with the proposal of the Board of Directors that KPMG Oy Ab, a firm of authorised public accountants, is elected auditor of the company for the term of office ending at the end of the next Annual General Meeting. It was recorded that KPMG Oy Ab has announced that Ms. Kirsi Jantunen, authorised public accountant, would act as the principal auditor. The remuneration for the auditor is paid according to the auditor's reasonable invoice.

Authorising the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares

The AGM authorised the Board of Directors to decide on the repurchase of the Company's own shares and/or on the acceptance as pledge of the Company's own shares as follows:

The number of own shares to be repurchased and/or accepted as pledge shall not exceed 50,000,000 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 be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

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

The authorisation is effective for a period of 18 months from the resolution of the General Meeting and it cancels the authorisation given by the General Meeting on 29 May 2020 to decide on the repurchase and/or acceptance as pledge of own shares.

Authorising the Board of Directors to decide on the issuance of shares

The AGM authorised the Board of Directors to decide on the issuance of shares as follows:

The number of shares to be issued based on the authorisation shall not exceed 50,000,000 shares, which corresponds to approximately 3.6 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. The issuance may also be carried out in deviation from the shareholders' pre-emptive rights (directed issue), such as using the shares to develop the company's capital structure, to finance or carry out acquisitions, investments or other business transactions, or in order to use the shares as part of Finnair's incentive and remuneration schemes.

The authorization is effective for a period of 18 months from the resolution of the General Meeting and it cancels the authorisation given by the General Meeting on 29 May 2020 to decide on the disposal of the company's own shares.

Authorising the Board of Directors to decide on donations for public-benefit purposes

The AGM authorized the Board of Directors to decide on donations up to an aggregate maximum of EUR 250,000 for charitable or corresponding purposes and that the Board be authorized to determine the recipients, purposes and other terms and conditions of the donations. The donations can be made in one or multiple installments. The authorization is effective until the next Annual General Meeting.

Minutes of the Meeting

The minutes of the AGM will be available on the Company's website investors.finnair.com/en.