

## Decisions of the Annual General Meeting of Finnair Plc

The Annual General Meeting (AGM) of Finnair Plc was held on 23 March 2023 in Helsinki. 247 shareholders representing 884,699,113 shares and votes were represented at the meeting. The AGM approved the company's annual accounts and consolidated annual accounts for the financial year 2022, 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. In addition, the AGM adopted the following resolutions:

### Use of the result shown on the balance sheet and distribution of dividend

In accordance with the proposal of the Board of Directors, the AGM resolved that the loss for the financial period, EUR 350,246,231.89 be recorded in the company's retained earnings/losses and that no dividend be distributed.

### 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:

- Chair 63,000 euros;
- Vice Chair 32,700 euros;
- Chairs of the Audit Committee and the People and Remuneration Committee 32,700 euros, where these individuals are neither the Chair nor the Vice Chair of the Board of Directors; and
- Other members 30,300 euros per year.

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 remote and telephone meetings, the fee is 600 euros.

The Board members are entitled to reimbursement of reasonable travel expenses in accordance with Finnair's general expenses policy. The members of the Board of Directors and their spouses are entitled to discounted travel on Finnair's flights in accordance with Finnair's discount ticket policy regarding the Board of Directors.

### Composition of the Board of Directors

In accordance with the proposal of the Shareholders' Nomination Board, the AGM resolved that the Board of Directors be composed of eight (8) members. Tiina Alahuhta-Kasko, Montie Brewer, Jukka Erlund, Hannele Jakosuo-Jansson, Henrik Kjellberg and Simon Large were re-elected to the Board of Directors, and Sanna Suvanto-Harsaae and Minna Pajumaa were elected as new members to the Board of Directors. The term of office of the Board of Directors expires at the end of the next Annual General Meeting. Sanna Suvanto-Harsaae was elected as the Chair of the Board.

## **Election of the auditors and their remuneration**

In accordance with the Audit Committee's recommendation, the AGM resolved 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. It was recorded that KPMG Oy Ab has informed that Kirsi Jantunen, APA, would be acting as 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 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 based on the authorisation in order to, inter alia, develop the capital structure of the company, to finance or carry out 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 AGM and it cancels the authorisation given by the Annual General Meeting on 7 April 2022 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 8,000,000 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. 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 acquisitions, investments or other business transactions, or in order to use the shares as part of the company's incentive and remuneration schemes.

The authorization is effective for a period of 18 months from the resolution of the AGM and it cancels the authorisation given by the Annual General Meeting on 7 April 2022 to decide on issuance of 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 public-benefit or corresponding purposes and that the Board of Directors be authorised to determine the recipients, purposes and other terms and conditions of the donations. The donations can be made in one or multiple installments. The authorisation is effective until the next Annual General Meeting.

### **Amendment to the Charter of the Shareholders' Nomination Board**

In accordance with the proposal of the Shareholders' Nomination Board, the AGM resolved to amend the Charter of the Shareholders' Nomination Board so that the shareholders entitled to appoint a member are determined on the basis of the shareholders' register of the company maintained by Euroclear Finland Oy on the first working day in June (previously on the first working day in September) each year.

Further, the AGM resolved to amend the Shareholders' Nomination Board so that the Chair of the company's Board of Directors shall act as the non-voting expert of the Shareholders' Nomination Board (previously as a member of the Shareholders' Nomination Board).

In addition, the AGM resolved to make certain technical amendments to the Charter of the Shareholders' Nomination Board.

### **Amendment of the Articles of Association**

In accordance with the proposal of the Board of Directors, the AGM decided that 11 § of the Articles of Association be amended to enable convening a General Meeting of shareholders as a virtual meeting without a meeting venue as an alternative to a physical meeting or a hybrid meeting. In its amended form, said provision of the Articles of Association reads as follows:

“11 § The Annual General Meeting of shareholders shall be held by the end of May each year. In order to be entitled to attend the meeting, a shareholder must register beforehand at the place and by the date specified in the notice of the meeting. The final date of registration may be at the earliest ten days before the meeting.

The Board of Directors may decide that the General Meeting of shareholders is arranged without a meeting venue in a manner where shareholders exercise their full decision-making powers in real time during the General Meeting of shareholders using telecommunications and technical means (virtual meeting).”

### **Minutes of the Meeting**

The minutes of the AGM will be available on the Company's website [investors.finnair.com/en](https://investors.finnair.com/en) as from 6 April 2023 at the latest.

In Helsinki, 23 March 2023

FINNAIR PLC

BOARD OF DIRECTORS