

## Extraordinary General Meeting of Finnair Plc

**Time:** Friday 27 October 2023 at 3:00 p.m. (EEST)

**Place:** The General Meeting was held without a meeting venue as a virtual meeting in accordance with Chapter 5, Section 16 Subsection 3 of the Finnish Companies Act, in which shareholders exercised their full shareholders' rights in real time via remote connection.

**Present:** The shareholders set out in the list of votes ([Appendix 1](#)) adopted at the General Meeting were present at the General Meeting via remote connection, in person or represented.

Present at the General Meeting were, in addition, all members of the Board of Directors except Hannele Jakosuo-Jansson, the Company's CEO and other senior management, the responsible auditor appointed by the Company's audit firm as well as technical personnel.

### 1 §

#### OPENING OF THE MEETING

The Chairman of the Board of Directors, Sanna Suvanto-Harsaa, opened the General Meeting and gave an opening remark.

### 2 §

#### CALLING THE MEETING TO ORDER

Seppo Kymäläinen, attorney-at-law, was elected Chairman of the General Meeting and he called Maiju Airisniemi, LL.M., to act as secretary.

The Chairman explained the procedures for considering the items on the agenda of the General Meeting and procedures for the virtual meeting.

It was noted that the General Meeting was conducted in Finnish. The General Meeting was also simultaneously interpreted into English.

It was noted that the General Meeting was held without a meeting venue as a virtual meeting in accordance with Chapter 5, Section 16 Subsection 3 of the Finnish Companies Act, so that shareholders were able to exercise their full shareholders' rights in real time via remote connection.

It was noted that shareholders had had the opportunity to present questions referred to in Chapter 5, Section 25 of the Finnish Companies Act about the matters on the agenda of the General Meeting in writing prior to the General Meeting. Responses to such questions had been published on the Company's website on 18 October 2023.

It was noted that the notice to the General Meeting, the Company's Annual Report 2022, the half-year report 1 January – 30 June 2023, and other documents and information required by the Finnish Companies Act and the Finnish Securities Markets Act had been available for the shareholders on the Company's website for the period required by the Finnish Companies Act before the General Meeting.

It was noted that shareholders registered in the shareholders' register of the Company on the record date of the General Meeting had been able to vote in advance on items 6 and 7 on the agenda of the General Meeting. In addition, custodians representing nominee-registered shareholders had been able to participate in the advance voting on behalf of the shareholders they represented. Pursuant to the Companies Act, proposals that had been subject to advance voting were deemed to have been presented without amendment at the General Meeting.

It was noted that more than 99.9 per cent of the shares registered for the General Meeting had voted in advance. In the advance voting, more than 99.7 per cent of all the shares registered for the General Meeting had voted in favour of both proposals that were subject to advance voting.

Due to the advance voting, it was noted that if a full counting of votes is not carried out in an agenda item, votes against and abstentions cast in the advance voting will be recorded in the minutes in the agenda item in question. A summary of the votes cast in the advance voting provided by Innovatics Oy was appended to the minutes ([Appendix 2](#)).

### **3 §**

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

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

### **4 §**

#### **RECORDING THE LEGALITY OF THE MEETING**

It was recorded that the notice to the General Meeting had been published on the Company's website and by a stock exchange release on 6 October 2023 in accordance with the Company's articles of association. In accordance with the notice to the General Meeting, registration for the General Meeting had been due no later than 20 October 2023 at 4:00 p.m. (EEST).

It was recorded that the notice to the General Meeting and the documents required by the Finnish Companies Act to be made available had been made available on the Company's website at least three weeks before the General Meeting.

It was noted that the General Meeting had been convened in accordance with the articles of association of the Company and in compliance with the provisions of the Finnish Companies Act and that the General Meeting therefore was legally convened and constituted a quorum.

The notice to the General Meeting, which included the full proposals of the Board of Directors, was appended to the minutes (Appendix 3).

**5 §**

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

It was noted that shareholders that had duly registered for the General Meeting before the end of the registration period and that had the right to attend the General Meeting pursuant to Chapter 5, Sections 6 and 6a of the Finnish Companies Act and that had either voted in advance during the advance voting period or attended the General Meeting via remote connection, either in person or represented, were deemed to be shareholders attending the General Meeting.

A list recording the attendance at the beginning of the General Meeting and the corresponding list of votes was presented (Appendix 1). It was recorded that 222 shareholders, representing 858,942,515 shares and votes corresponding to approximately 61 per cent of the Company's shares and votes, were represented at the beginning of the General Meeting, either by advance vote or via remote connection.

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

**6 §**

**AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE ON A RIGHTS OFFERING**

The Company's CEO, Topi Manner, presented the proposal made under this agenda item.

It was recorded that the Board of Directors had proposed to the General Meeting that the Board of Directors be authorised to resolve on the issuance of a maximum of 22,000,000,000 new shares to be offered under shareholders' pre-emptive subscription rights in accordance with the proposal set out in agenda item 6 of the notice to the General Meeting appended to the minutes (Appendix 3).

The new shares to be issued based on the authorisation will be offered to the Company's shareholders for subscription under pre-emptive subscription rights in the same proportion as they already hold shares in the Company. Shares that remain unsubscribed on the basis of pre-emptive subscription rights may be offered on a secondary basis for subscription to other shareholders or third parties. The Board of Directors is authorised to decide to whom shares that remain unsubscribed are offered to. The authorisation can only be used once, and it does not permit the Board of Directors to conduct multiple share issues. The Board of Directors is authorised to resolve on all other terms and conditions of the share issue.

The authorisation is valid until the close of the next Annual General Meeting, however, no longer than 30 June 2024, and does not revoke the Company's share issue authorisation resolved by the Annual General Meeting on 23 March 2023.

The General Meeting resolved to authorise the Board of Directors to resolve on a rights offering in accordance with the proposal of the Board of Directors.

It was recorded that shareholders and holders of nominee-registered shares represented in the agenda item that had voted in advance, holding a total of 1,324,310 shares and votes, had voted against the proposal and shareholders and nominee-registered shareholders holding a total of 140,400 shares and votes, had abstained from voting.

## 7 §

### AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE ON THE ISSUANCE OF SHARES

It was recorded that the Board of Directors had proposed to the General Meeting that the Board of Directors be authorised to resolve on the issuance of shares in accordance with the proposal set out in agenda item 7 of the notice to the General Meeting appended to the minutes (Appendix 3).

The maximum number of shares that may be issued based on the authorisation shall not exceed 132,935,562 shares, which corresponds to approximately 0.6 per cent of all the shares in the Company if the share issue authorisation resolved in agenda item 6 of the General Meeting is used in full. The authorisation is, however, at all times limited to 0.6 per cent of the Company's actual total number of shares after the rights offering, so that upon completion of the rights offering the maximum number of shares that may be issued based on the authorisation shall be reduced to the nearest whole number corresponding to 0.6 per cent of the Company's total number of shares following the registration of the new shares to be issued in the rights offering.

The Board of Directors decides on all terms and conditions of the issuance of shares, including to whom, at what price and in which manner the shares are issued on the basis of the authorisation. The authorisation concerns both the issuance of new shares as well as the transfer of treasury shares. Shares may also be issued 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 authorisation is valid until 23 September 2024, corresponding to a period of 18 months from the Annual General Meeting held on 23 March 2023 and, when it enters into force, revokes the share issue authorisation granted by the Annual General Meeting on 23 March 2023.

The authorisation is conditional to the completion of the rights offering referred to in the agenda item 6 of the General Meeting, enters into force as of the registration of the new shares to be issued in the rights offering, supersedes the share issue authorisation granted by the Annual General Meeting on 23 March 2023 and is substantially in the same form as the authorisation granted by the Annual General Meeting on 23 March 2023, apart from the increased number of shares covered by the authorisation.

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

It was recorded that shareholders and holders of nominee-registered shares represented in the agenda item that had voted in advance, holding a total of 81,693 shares and votes, had voted against the proposal and shareholders and nominee-registered shareholders holding a total of 140,400 shares and votes, had abstained from voting.

## **8 §**

### **CLOSING OF THE MEETING**

It was recorded that all decisions of the General Meeting were unanimous unless otherwise indicated in the minutes.

The Chairman noted that no technical or other problems relating to advance voting, meeting procedure or logging into the General Meeting had been raised.

The Chairman noted that all items on the agenda had been considered and that the minutes of the General Meeting would be available on the Company's website as from 10 November 2023 at the latest.

The Chairman closed the General Meeting at 3:35 p.m. (EEST).

Chairman of the General Meeting:

SEPPO KYMÄLÄINEN

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Seppo Kymäläinen

In fidem:

MAIJU AIRISNIEMI

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Maiju Airisniemi

Minutes reviewed and approved:

SAMI SARELIUS

\_\_\_\_\_  
Sami Sarelius

ANNA-MARIA JÄRVELÄINEN

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Anna-Maria Järveläinen

**Appendices**

Appendix 1

List of votes

Appendix 2

Summary of votes cast in advance voting

Appendix 3

Notice to the General Meeting