

Notice to Annual General Meeting of Finnair Plc

Notice is given to the shareholders of Finnair Plc to the Annual General Meeting to be held on Wednesday 17 March 2021 at 3.00 p.m. (EET) at the company's headquarters at Tietotie 9, 01530 Vantaa, Finland. In order to prevent the spread of the Covid-19 pandemic, the Annual General Meeting will be held without shareholders' and their proxy representatives' presence at the meeting venue. The company's shareholders and their proxy representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and asking questions in advance. Instructions for shareholders are presented in this notice under section C "Instructions for the participants in the General Meeting".

The Board of Directors of the company has resolved on the exceptional procedure for the Meeting based on the temporary legislative act (677/2020) to limit the spread of the Covid-19 pandemic approved by the Finnish Parliament on 15 September 2020. The company has resolved to take actions enabled by the act in order to hold the Meeting in a predictable manner, taking into account the health and safety of the company's shareholders, personnel and other stakeholders.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

At the General Meeting, the following matters will be considered:

1. Opening of the Meeting

The greetings of the Chair of the Board of Directors to the shareholders will be available on the company's website investors.finnair.com/en no later than on the day of the General Meeting at 9.00 a.m. (EET).

2. Calling the Meeting to order

Manne Airaksinen, attorney-at-law, will act as the Chair of the General Meeting. In case Manne Airaksinen would not be able to act as the Chair of the Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chair.

3. Election of the person to confirm the minutes and to supervise the counting of votes

The person to confirm the minutes and to verify the counting of votes will be Matias Oikarinen, LL.M. In case Matias Oikarinen would not be able to act as the person to confirm the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

4. Recording the legality of the Meeting

5. Recording the attendance at the Meeting and adoption of the list of votes

The shareholders who have voted in advance within the advance voting period and who have the right to participate in the Meeting pursuant to Chapter 5 Sections 6 and 6 a of the Finnish Limited Liability Companies Act will be recorded to have attended the Meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

6. Presentation of the annual accounts including the consolidated annual accounts, the report of the Board of Directors and the auditor's report for the year 2020

As participation in the Annual General Meeting is possible only in advance, the company's annual report published on 18 February 2021, which includes the company's financial statements, the consolidated financial statements and the report of the Board of Directors and the auditor's report, and which is available on the company's website investors.finnair.com/en, is deemed to have been presented to the Annual General Meeting. A recording of the Chief Executive Officer's

review will be available on the company's website investors.finnair.com/en no later than on the day of the General Meeting at 9.00 a.m. (EET).

7. Adoption of the annual accounts including the consolidated annual accounts

8. Resolution on the use of the loss shown on the balance sheet and the distribution of dividend

The Board of Directors proposes to the Annual General Meeting that the loss from the financial period, 566,008,349.96 euros, be recorded in the company's retained earnings/losses and that no dividend be distributed.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial year 1 January 2020 – 31 December 2020

10. Handling of the remuneration report for governing bodies

As participation in the Annual General Meeting is possible only in advance, the company's remuneration report, describing the implementation of the company's remuneration policy and presenting the remuneration of the governing bodies in the financial year 2020, to be published in connection with the annual report on 18 February 2021, is deemed to have been presented to the Annual General Meeting. The remuneration report is available on the company's website investors.finnair.com/en. The Annual General Meeting's resolution on the remuneration report is advisory.

11. Changing of the remuneration policy for governing bodies

The Board of Directors proposes that the Finnair remuneration policy for governing bodies, as approved by the Annual General Meeting 29 May 2020, would be amended. The purpose of the proposed changes is to align the remuneration policy with the market practice as regards the Board of Directors' mandate to temporarily deviate from the remuneration policy. In addition, the remuneration policy would be amended by specifying that the Board of Directors can decide what variable remuneration elements are used from time to time.

As participation in the Annual General Meeting is possible only in advance, the company's amended remuneration policy, which is attached to this meeting notice and available on the company's website investors.finnair.com/en, is deemed to have been presented to the Annual General Meeting. The Annual General Meeting's resolution on the amended remuneration policy is advisory.

12. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the Annual General Meeting would resolve on the same annual remuneration of the members of the Board of Directors as the Annual General Meeting 2020, and that the annual remuneration would as follows:

- Chairperson 63,000 euros;
- Vice Chairperson 32,700 euros;
- Chairpersons of the Audit Committee and Compensation and Nomination Committee 32,700 euros, where these individuals are neither the Chairperson nor the Vice Chairperson of the Board; and
- Other members 30,300 euros per year.

In addition to the annual remuneration, 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 telephone meetings, the fee is 600 euros.

The members are entitled to reimbursement of reasonable travel and representation expenses in accordance with the company's general expenses policy. The 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.

13. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be confirmed as eight (8).

14. Election of the Chairperson and other members of the Board of Directors

The current members of the company's Board of Directors are Tiina Alahuhta-Kasko, Colm Barrington, Montie Brewer, Mengmeng Du, Jukka Erlund, Jouko Karvinen, Henrik Kjellberg, Maija Strandberg and Jaana Tuominen. The Shareholders' Nomination Board proposes to the AGM 2021 that all the current members of the Board of Directors be re-elected exclusive of Mengmeng Du and Jaana Tuominen as they have informed that they will not be available in the election of the Board of Directors in the next Annual General Meeting. The Nomination Board proposes that Hannele Jakosuo-Jansson, Senior Vice President, Human Resources, Safety and Procurement of Neste Plc be elected as a new member of the Board of Directors. Prior to her current position, she has acted as the Senior Vice President, Human Resources of Neste Plc during 2006–2014.

The Shareholders' Nomination Board further proposes that Jouko Karvinen be re-elected as Chairman of the Board. He has been a member of the Board since 2016 and the Chairman since 2017.

All candidates have given their consent to the position, and all, except Maija Strandberg, are independent of the company and its significant owners. Maija Strandberg is not deemed to be independent of the company's significant owners as she is a civil servant of the government of Finland.

The biographical details of Board members proposed for election can be found at Finnair's company website: investors.finnair.com/en.

15. Resolution on the remuneration of the auditor

In accordance with the Audit Committee's recommendation, the Board of Directors proposes that the auditors' fees be paid according to the auditors' reasonable invoice.

16. Election of the auditor

In accordance with the Audit Committee's recommendation, the Board of Directors proposes 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 has announced that Kirsi Jantunen, APA, would be acting as the principal auditor.

The recommendation of the Audit Committee is included in the proposal of the Board of Directors available on the company's webpage investors.finnair.com/en.

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

The Board of Directors proposes that the Annual General Meeting would authorise 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 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 would be effective for a period of 18 months from the resolution of the General Meeting and it would cancel the authorisation given by the General Meeting on 29 May 2020 to decide on the repurchase and/or acceptance as pledge of own shares.

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

The Board of Directors proposes that the Annual General Meeting would authorise 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 authorisation would be effective for a period of 18 months from the resolution of the General Meeting and it would cancel the authorisation given by the General Meeting on 29 May 2020 to decide on the disposal of the company's own shares.

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

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

20. Closing of the Meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals for the decisions on the matters on the agenda of the General Meeting as well as this notice to the General Meeting, the remuneration policy, the remuneration report, and the Finnair Plc's annual report including the company's financial statements, the report of the Board of Directors and the auditor's report, are available on the company's website at investors.finnair.com/en. The minutes of the Meeting will be available on the above-mentioned website no later than 31 March 2021.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

In order to prevent the spread of the Covid-19 pandemic, the Meeting will be organised so that the shareholders and their proxies are not allowed to be present at the Meeting venue.

Shareholders and their proxies cannot participate in the Meeting through real-time telecommunications or technical means either. The company's shareholders and their proxies can participate in the Meeting and use shareholder rights only by voting in advance and by making counterproposals and asking questions in advance in accordance with the instructions presented below.

1. Shareholder registered in the shareholders' register

Each shareholder, who on the record date of the General Meeting, 5 March 2021, is registered in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company. Shareholders cannot participate in the Meeting by any other means than voting in advance in the manner instructed below as well as by making counterproposals and asking questions in advance.

2. Registration and voting in advance

Registration for the Meeting and advance voting will begin on 24 February 2021 at 10:00 a.m. (EET) following the deadline for submitting counterproposals. A shareholder with a Finnish book-entry account, who wishes to participate in the Annual General Meeting by voting in advance, must register for the Meeting and vote in advance no later than by 10 March 2021 at 4.00 p.m. (EET) by which time the registrations and votes need to be received.

In connection with the registration, a shareholder is required to provide the requested information, such as his/her name, personal identification number, address and telephone number as well as the name and personal identification number of a possible proxy representative. The personal data given to Finnair Plc and Euroclear Finland Oy will be used only in connection with the Annual General Meeting and with the processing of related registrations.

Shareholders who have a Finnish book-entry account, may register and vote in advance on certain matters on the agenda of the Annual General Meeting from 24 February 2021 at 10:00 a.m. (EET) until 4.00 p.m. (EET) on 10 March 2021 by the following means:

- a. through the company's website at investors.finnair.com/en

The Finnish personal identity code or business ID and book-entry account number of the shareholder is needed for voting in advance. When a shareholder who is individual logs in to Euroclear Finland Oy's service via the company's website, he or she is directed to strong electronic identification. For shareholders that are legal persons strong electronic identification is not required. Strong electronic authentication takes place either with a Finnish bank ID or a Finnish mobile certificate.

- b. by regular mail or email

A shareholder may send the advance voting form available on the company's website or corresponding information to Euroclear Finland Oy by regular mail to Euroclear Finland Oy, Yhtiökokous, PL 1110, FI-00101 Helsinki, Finland or by email at yhtiokokous@euroclear.eu. If a shareholder participates in the Annual General Meeting by sending votes in advance by regular mail or by email to Euroclear Finland Oy, the delivery of the votes before the ending of the registration period and the advance voting shall constitute registration for the Annual General Meeting, if the above-mentioned information required for the registration is delivered at the same time.

Instructions relating to the advance voting may also be found on the company's website investors.finnair.com/en.

3. Proxy representatives and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise his/her rights by way of proxy representation. Also the proxy representative of a shareholder may only participate by voting in advance in the manner instructed above.

A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. Should a shareholder participate in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Proxy documents should be delivered by regular mail to Euroclear Finland Oy, Yhtiökokous, PL 1110, FI-00101 Helsinki, Finland or by email at yhtiokokous@euroclear.eu before the last date for registration, by which time the proxy documents must be received.

4. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, Friday 5 March 2021, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by Friday 12 March 2021 by 10.00 a.m. (EET). As regards nominee registered shares, this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay the necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organisation of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above. In addition, the account management organisation of the custodian bank shall arrange advance voting on behalf of the holder of nominee registered shares within the registration period for nominee-registered shares.

5. Other instructions and information

Shareholders who hold at least one hundredth of all the shares in the company have a right to make a counterproposal on the agenda items, to be placed for a vote. Such counterproposals are

required to be sent to the company by email to AGM@finnair.com no later than by 23 February 2021 at 8.00 p.m. (EET). In connection with making a counterproposal, shareholders are required to provide adequate evidence of shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the Annual General Meeting and that the shareholder holds at least one hundredth of all shares in the company on the record date of the Annual General Meeting. Should the counterproposal not be placed for a vote at the Meeting, advance votes in favor of the proposal will not be taken into account. The company will on 24 February 2021 at the latest, publish on its website investors.finnair.com/en the counterproposals, if any, that may be voted on.

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act with respect to the matters to be considered at the Meeting. Such questions must be sent by email to AGM@finnair.com no later than 3 March 2021 at 4.00 p.m. (EET). Such questions from shareholders, the company's management's answers to them, and any counterproposals that have not been placed for a vote are available on the company's website investors.finnair.com/en on 8 March 2021 at the latest. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of shareholding.

Information on the General Meeting required by the Finnish Limited Liability Companies Act and the Securities Markets Act is available on the company's website investors.finnair.com/en.

On the date of this notice to the Annual General Meeting, 18 February 2021, the total number of shares and votes in Finnair Plc is 1,407,401,265. On the date of this notice, the company holds 170,660 treasury shares.

Changes in shareholding after the record date of the Annual General Meeting do not affect the right to participate in the General Meeting or the number of voting rights held in the General Meeting.

In Helsinki, 18 February 2021

FINNAIR PLC

BOARD OF DIRECTORS