

**Welcome to Finnair Plc's
Annual General Meeting 2014**

FINNAIR



1. Opening of the Meeting

**Chairman of the Board of Directors
Klaus W. Heinemann**



- 2. Calling the Meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording the legality of the Meeting**



- 5. Recording the attendance at the Meeting and adoption of the list of votes**
- 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 2012**
 - Review by the Chief Executive Officer



Finnair – Profitability needed for growth

**CEO Pekka Vauramo
Finnair Annual General Meeting
27 March 2014**



90 

CELEBRATING 90 YEARS

———— **SINCE 1923** ————



**Operationally one
of the best airlines**



Asian strategy works



**No growth without
profitability**



**2013 result was a
disappointment**



**We saw progress in
savings, but the
hardest part
remains**



**We hope to reach a
solution in the
savings
negotiations**



**Plan B: We have
today told about
alternative
measures**



**Painful changes
will lead us toward
growth**



**Profitability
enables
investments**



**Profitable growth
creates jobs**



Profitable growth enables good air connections for Finns



**Increased sales,
new commercial
strategy
and partnerships**



Future Finnair: Strong airline in the changing market



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

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend.

- The Board of Directors proposes to the Annual General Meeting that no dividend is paid based on the balance sheet adopted for the year 2013.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability



Review of The shareholders Nomination Board

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

The Shareholders' Nomination Committee proposes to the Annual General Meeting that the remunerations of the members of the Board of Directors would remain unchanged.

- Chairman 61,200 euros per year;
- Vice Chairman 32,400 euros per year;
- other members 30,000 euros per year; and
- a meeting fee of 600 euros to a member residing in Finland and 2,400 euros to a member residing abroad for each meeting of the Board or its Committees.

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

- The Shareholders' Nomination Committee proposes that the number of members of the Board of Directors would be confirmed at seven.

12. Election of the Chairman and other members of the Board of Directors

- The Shareholders' Nomination Committee proposes
 - Maija-Liisa Friman
 - Klaus W. Heinemann
(proposed as Chairman)
 - Jussi Itävuori
 - Harri Kerminen
 - Gunvor Kronman
 - Jaana Tuominen
 - Nigel Turner



Maija-Liisa Friman



Klaus W. Heinemann



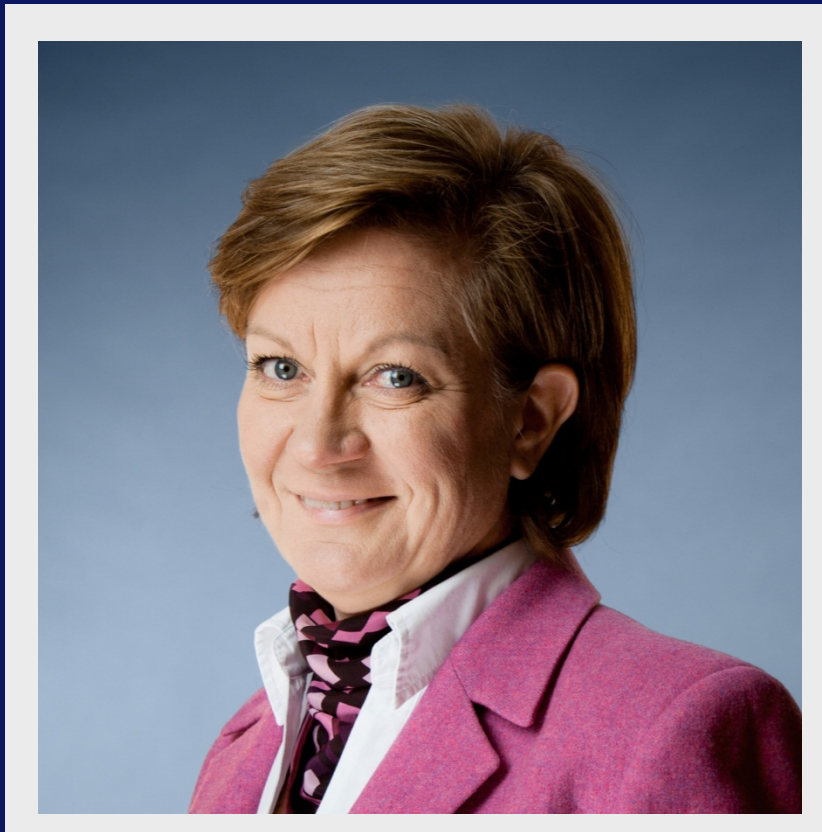
Jussi Itävuori



Harri Kerminen



Gunvor Kronman



New candidate

Jaana Tuominen

- b. 1960, M. Sc. (Eng.)
- Extensive experience from international consumer business
- CEO of Paulig Group. Before her current position she was the Managing Director of GE Healthcare Finland and General Manager of GE's Global Monitoring Solutions business unit.



Nigel Turner

- b. 1958, BA (Hon.)
- Over 25 years' experience from the airline industry
- Former CEO of British Midland Airways (bmi).

New candidate



13. Resolution on the remuneration of the auditor.

- The Board of Directors proposes that the auditors' fees be paid according to the auditors' reasonable invoice.

14. Election of the auditor

- The Board of Directors proposes that Authorised Public Accountants PricewaterhouseCoopers Oy, which has announced that APA Mikko Nieminen would be acting as the principal auditor, be elected as the auditor of the company for the term of office ending at the end of the next Annual General Meeting.



15. Authorising the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of 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.

The amount of own shares to be repurchased and/or accepted as pledge shall not exceed 5,000,000 shares, which corresponds to approximately 3.9 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.



16. Authorising the Board of Directors to decide on the disposal of the company's own shares

- The Board of Directors proposes that the Annual General Meeting would authorise the Board of Directors to decide on the disposal of own shares held by the company.

The amount of shares to be disposed based on the authorisation shall not exceed 5,000,000 shares, which corresponds to approximately 3.9 per cent of all the shares in the company. The Board of Directors decides on all the conditions of the disposals.

17. Closing of the Meeting

Thank you for participating!

FINNAIR