



## Decisions of the Annual General Meeting of Finnair Plc

The Annual General Meeting (AGM) of Finnair Plc was held today in Helsinki, Finland. The meeting approved the company's annual accounts for the fiscal year 2012 and discharged the members of the Board of Directors and President and CEO from liability.

### 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 decided that a dividend of EUR 0.10 per share will be paid. The record date of the dividend is 3 April 2013 and the date of payment of dividend is 10 April 2013. The dividend will not be paid to own shares held by the Company on the dividend record date.

### Composition of the Board of Directors

The AGM approved the proposal of the Shareholders' Nomination Committee that the Board of Directors be composed of seven (7) members. Ms Maija-Liisa Friman, Mr. Klaus W. Heinemann, Mr. Jussi Itävuori, Ms Merja Karhapää, Mr. Harri Kerminen, Ms Gunvor Kronman and Mr. Antti Kuosmanen were elected members of the Board of Directors for a term of office expiring at the end of the next AGM in 2014. Mr. Klaus W. Heinemann was elected as Chairman of the Board.

### Compensation of the Board of Directors

The following annual remuneration shall be paid to the members of the board of directors: EUR 61,200 to the Chairman of the Board, EUR 32,400 to the Deputy Chairman and EUR 30,000 to the other members of the Board of Directors. In addition, a meeting fee of 600 euros to a member residing in Finland and 1,200 euros to a member residing abroad is paid for each meeting of the Board or its Committees.

### Election of the auditors and their remuneration

The AGM decided that PricewaterhouseCoopers Oy continues as the Company's auditor. PricewaterhouseCoopers Ltd has notified that Authorised Public Accountant Mikko Nieminen will 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 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 the total number of the company shares. 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 need not be repurchased 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 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 28 March 2012 to decide on the repurchase and/or acceptance as pledge of own shares.

### **Authorising the Board of Directors to decide on the disposal of the company's own shares**

The AGM authorised 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, including to whom, at what price and in which manner the company's shares are disposed. The disposals may also be made in deviation from the shareholders' pre-emptive rights for a weighty financial reason, 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 scheme, including the vesting of shares under the long term share incentive scheme 2010–2012 in the spring of 2013.

The authorisation is effective until the end of the next Annual General Meeting, but no longer than until 30 June 2014, and it cancels the authorisation given by the Annual General Meeting on 31 March 2010 to decide on the disposal of the company's own shares.

### **Establishment of Shareholders' nomination committee**

The AGM decided to establish a permanent Shareholders' Nomination Board. The purpose and task of the Nomination Board is to prepare and present to the Annual General Meeting, and, if necessary, to an Extraordinary General Meeting, a proposal on the remuneration of the members of the Board of Directors, a proposal on the number of members of the Board of Directors and a proposal on the members of the Board of Directors. In addition, the task of the Nomination Board is to seek candidates as potential board members.

The Nomination Board shall consist of four (4) members, three of which shall be appointed by the company's three largest shareholders, who shall appoint one member each. The Chairman of the company's Board of Directors shall serve as the fourth member.

The company's largest shareholders entitled to appoint members to the Nomination Board shall be determined on the basis of the registered holdings in the company's shareholder register held by Euroclear Finland Ltd as of the first working day in September in the year concerned. The Chairman of the Board of Directors shall request each of the three largest shareholders to appoint one member to the Nomination Board. In the event that a shareholder does not wish to exercise





his or her right to appoint a representative, it shall pass to the next largest shareholder who would not otherwise be entitled to appoint a member to the Nomination Board.

The Chairman of the Board of Directors shall convene the first meeting of the Nomination Board. The Nomination Board shall elect a Chairman from among its members and the Nomination Board's Chairman shall be responsible for convening subsequent meetings. When the Nomination Board has been appointed, the company will publish the composition by a release.

The Nomination Board is established to exist and serve until the General Meeting of the company decides otherwise. The members shall be nominated annually and their term of office shall end when new members are nominated to replace them.

The Nomination Board shall forward its proposals for the Annual General Meeting to the company's Board of Directors by 31 January each year. Proposals intended for an Extraordinary General Meeting shall be forwarded to the company's Board of Directors in time for them to be included in the notice to the General Meeting.

### **Minutes of the Meeting**

The minutes of the AGM will be available on the Company's website [www.finnairgroup.com](http://www.finnairgroup.com) as of 10 April 2013.

Helsinki 27 March 2013  
FINNAIR PLC

Finnair Plc  
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