

## **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 2013 and discharged the members of the Board of Directors and CEO of the company from liability.

### **Use of the profits shown on the balance sheet and payment of dividend**

In line with the proposal of the Board of Directors, the AGM decided that no dividend is paid based on the balance sheet adopted for the year 2013.

### **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, Mr. Harri Kerminen and Ms Gunvor Kronman were re-elected to the Board of Directors. Ms. Jaana Tuominen and Mr Nigel Turner were elected to the Board as new members. The term of office of the Board of Directors expires at the end of the next AGM in 2015. 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 2,400 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 and remuneration 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 27 March 2013 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 and remuneration schemes.

The authorisation is effective for a period of 18 months from the resolution of the General Meeting and cancels the authorisation given by the General Meeting on 27 March 2013 to decide on the disposal of the company's own shares.

### **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 2014.

Helsinki 27 March 2014  
FINNAIR PLC

Finnair Plc  
Communications

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