

The Annual General Meeting (AGM) of Finnair Plc was held today at the headquarters of the company in Vantaa, Finland under special arrangements due to the Covid-19 pandemic. 238 shareholders representing 85 314 604 shares and votes were represented at the meeting. The meeting approved the company's annual accounts and consolidated annual accounts for the financial year 2019, discharged the members of the Board of Directors and CEO of the company from liability and resolved to support the remuneration policy for governing bodies. In addition, the AGM adopted the following resolutions:

### **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 resolved that no dividend be paid based on the balance sheet adopted for the year 2019.

### **Remuneration of the Board of Directors**

In accordance with the proposal of Finnair's largest shareholder, the State of Finland, the AGM resolved that the following annual remuneration shall be paid to the members of the Board of Directors:

- Chairperson 63,000 euros;
- Vice Chairperson 32,700 euros;
- Chairpersons of the Audit Committee and the People and Remuneration Committee 32,700 euros, where these individuals are neither the Chairperson nor the Vice Chairperson of the Board of Directors; and
- other members 30,300 euros.

The AGM resolved that 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 meetings held via conference calls the fee is 600 euros.

The Board members shall be reimbursed for reasonable travel and representation expenses in accordance with the company's general expenses policy. In addition, the Board members and their spouses will have a limited right to discounted travel on the company's flights in accordance with the company's discount ticket policy regarding the Board of Directors.

### **Composition of the Board of Directors**

The AGM resolved in accordance with the proposal of the Shareholders' Nomination Board that the Board of Directors be composed of nine (9) members. Tiina Alahuhta-Kasko, Colm Barrington, Montie Brewer, Mengmeng Du, Jukka Erlund, Jouko Karvinen, Henrik Kjellberg and Jaana Tuominen were re-elected to the Board of Directors, and Maija Strandberg was elected as a new member to the Board of Directors. The term of office of the Board of Directors expires at the end of the next AGM. Mr. Jouko Karvinen was re-elected Chairperson of the Board.

### **Election of the auditors and their remuneration**

The AGM resolved in accordance with the proposal of the Board of Directors that KPMG Oy Ab, a firm of authorised public accountants, is elected auditor of the company for the term of office ending at the end of the next Annual General Meeting. It was recorded that KPMG Oy Ab has announced that Ms. Kirsi Jantunen, authorised public accountant, would 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 number 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.

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 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 20 March 2019 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 as follows:

The number 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, 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 authorization 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 20 March 2019 to decide on the disposal of the company's own shares.

### **Authorising the Board of Directors to decide on a rights offering**

The AGM authorised the Board of Directors to decide on a rights offering as follows:

The company plans to conduct a rights offering of approximately 500 million euros. The subscription period for the offering is expected to commence during the second quarter of 2020.

The Board of Directors is authorised to resolve on the issuance of a maximum of 6,500,000,000 new shares to carry out the above-mentioned rights offering. The shares are offered to the company's shareholders for subscription in proportion to their shareholding on the record date of the share issue (rights offering). The authorisation includes the right for the Board of Directors to resolve upon the issuance of shares that remain unsubscribed for pursuant to the primary subscription right. The authorisation can only be used to execute one share issue. The Board of Directors is authorised to determine all other terms and conditions of the issuance of shares.

The company plans to use the funds raised in the rights offering to strengthen the company's balance sheet position and liquidity in the exceptional situation caused by the Covid-19 pandemic.

The authorisation is valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2021. It does not revoke the company's share issue authorisations resolved earlier upon by the Annual General Meeting.

### **Amendment of the Articles of Association**

The AGM resolved in accordance with the proposal of the Board of Directors that the Articles of Association be amended in order to expand the company's field of business as follows:

The new wording of the Article 2 of the Articles of Association is:

"The company's field of business is to operate an airline by transporting passengers, cargo, and mail and to buy, sell, import, export, transport, store, lease and repair aircraft and their parts and supplies and to buy, sell, import, export, transport and store fuels and lubricants, and to provide hotel, forwarding, travel agency and other business operations relating to travelling and airline operations, as well as finance and insurance brokerage services and business operations related to the above. The company may also engage in, or support, activities that are aimed at ensuring the acceptability, and thereby the long-term profitability, of its business by increasing the positive effects and reducing the negative effects of its business on the environment and society. The company may conduct its business through subsidiaries, associated companies and joint ventures."

### **Authorising the Board of Directors to decide on donations for public-benefit purposes**

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

### **Minutes of the Meeting**

The minutes of the AGM will be available on the Company's website [investors.finnair.com/en](https://investors.finnair.com/en) later today.

Further information:

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Nasdaq Helsinki

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