

Notice to convene Annual General Meeting

Notice is given to the shareholders of Finnair Plc to the Annual General Meeting to be held on Wednesday 27 March 2013 at 3 p.m. (EET) at Helsinki Exhibition & Convention Centre, Messuaukio 1, Congress wing entrance. The doors will be opened and reception of persons who have registered for the Meeting will commence at 2 p.m. (EET). Coffee will be served prior to the Meeting.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

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

- 1. Opening of the Meeting**
- 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
- 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 a dividend of 0.10 euro per share is paid based on the balance sheet to be adopted for the year 2012.

The dividend shall be paid to shareholders who on the dividend record date 3 April 2013 are registered in the shareholders' register of the company held by Euroclear Finland Ltd. The dividend shall be paid on 10 April 2013. All the shares in the Company are entitled to a dividend with the exception of own shares held by the Company on the dividend record date.

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

- 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. The current remunerations have been the same since 2008 and are as follows:

- 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 1,200 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 that present members of the Board of Directors Ms. Maija-Liisa Friman, Mr. Klaus W. Heinemann, Mr. Jussi Itävuori, Ms. Merja Karhapää, Mr. Harri Kerminen and Ms. Gunvor Kronman be re-elected, and that Mr. Antti Kuosmanen be elected as a new member to the Board of Directors. All candidates have given their consent to the position.

Mr. Antti Kuosmanen (b. 1950, BA, M.Sc. (Mathematics, Economics and Statistics), Finnish nationality) has more than 35 years of experience in economic relations in the EU. He is permanent representative of Finland to the OECD and to UNESCO. Between 2005 and 2009 Kuosmanen was the Ambassador of Finland to the People's Republic of China and to Mongolia, and prior to that from 2002 to 2005 Director General of the Department for External Economic Relations in the Finnish Ministry of Foreign Affairs. He held various positions between 1976 and 2002 in the administration of Finland's foreign affairs, being based either in Finland or in Europe. He was, among other things, a member of the delegation negotiating Finland's accession to the EU. In the aviation industry many agreements and regulations are negotiated between countries, and Mr. Kuosmanen's extensive experience in international diplomacy and Finnair's key markets in Asia and Europe shall strengthen the expertise of the Board of Directors in international trade politics.

The Committee further proposes that Mr. Klaus W. Heinemann be elected as Chairman of the Board. He has been a member of the Board since 2012 and has more than 25 years of experience in the aviation industry, particularly in aircraft financing. The current Chairman of the Board Mr. Harri Sailas announced in December 2012 that he will not stand as a candidate for the new term.

The biographical details of the other proposed Board members can be found on the company's website at www.finnairgroup.com.

13. 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.

14. Election of the auditor

In accordance with the Audit Committee's recommendation, 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.

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 schemes.

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 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 28 March 2012 to decide on the repurchase and/or acceptance as pledge of own shares.

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

17. Establishment of a Shareholders' Nomination Board

The Board of Directors proposes that the General Meeting would resolve 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.

18. 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 are available on the company's website at www.finnairgroup.com. The annual accounts, the report of the Board of Directors and the auditor's report of Finnair Plc are available on the above-mentioned website on 6 March 2013 at the latest. The proposals for decisions and other above-mentioned documents are also available at the Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Meeting will be available on the above-mentioned website as from 10 April 2013 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder, who on the record date of the General Meeting, Friday 15 March 2013, is registered in the shareholders' register of the company held by Euroclear Finland Ltd., 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.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the General Meeting, shall register for the Meeting no later than by Friday 22 March 2013 by 10.00 a.m. (EET) by giving a prior notice of participation, which has to be received by the company before the end of the registration period. Such notice can be given:

- a) on the company's website at www.finnairgroup.com;
- b) by e-mail to agm@finnair.com;
- c) by telephone +358 (0)20 770 6866 Monday through Friday from 9:00 to 16:00 (EET);
- d) by telefax +358 (0)9 818 4092; or
- e) by regular mail to Finnair Plc, Register of Shareholders AAC/5, 01053 FINNAIR.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Finnair Plc is used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

2. 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 Friday 15 March 2013 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. 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 Ltd. at the latest by Friday 22 March 2013 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.

3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the Meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered in originals to Finnair Plc, Register of Shareholders AAC/5, 01053 FINNAIR on Friday 22 March 2013 at the latest.

4. Other information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

On the date of this notice to the Annual General Meeting, 4 March 2013, the total number of shares and votes in the company is 128,136,115. The company or its subsidiaries hold 1,010,187 of the company's own shares, which do not have voting rights in the General Meeting.

In Helsinki, 4 March 2013

FINNAIR PLC

The Board of Directors