

Invitation to the Annual General Meeting of Finnair Plc

FINNAIR PLC STOCK EXCHANGE RELEASE 25 February 2011 23:45 (EET)

Notice is given to the shareholders of Finnair Plc (the "Company") to the Annual General Meeting to be held on Thursday 24 March 2011 at 15.00 (EET) at Helsinki Fair Centre, Messuaukio 1, congress wing entrance. The reception of persons who have registered for the Meeting will commence at 14:00 (EET).

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

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

- 1. Opening of the Meeting**
- 2. Calling the Meeting to order**
- 3. Election of persons to scrutinize 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, the report of the Board of Directors and the auditor's report for the year 2010.**

Review by the Chief Executive Officer

- 7. Adoption of the annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet**

The Board of Directors proposes to the Annual General Meeting that no dividend is paid based on the balance sheet for the year 2010.

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

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

The Nomination Committee appointed by the General Meeting proposes that the remuneration payable to the members of the Board of Directors is held unchanged to the years 2008 to 2010, i.e. that the annual remuneration is EUR 61,200 for the Chairman, EUR 32,400 for the Vice Chairman and EUR 30,000 for the members. In addition, per a meeting of the Board or its Committee a fee of EUR 600 is paid to members that reside in Finland and a fee of EUR 1,200 to members that reside abroad.

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

The Nomination Committee appointed by the General Meeting proposes that the number of the members of the Board of Directors be eight.

12. Election of members of the Board of Directors

The Nomination Committee appointed by the General Meeting proposes that Elina Björklund, Sigurður Helgason, Satu Huber, Ursula Ranin, Harri Sailas, Veli Sundbäck and Pekka Timonen be re-elected and that Harri Kerminen be elected as a new member of the Board of Directors for a term of office ending at the end of the next Annual General Meeting.

M.Sc. (Eng.), MBA Harri Kerminen is born in 1951. He has acted as the President and CEO of Kemira Oyj since 1 January 2008. He has acted as a member of the Board of CEFIC since 2008, as the Chairman of the Board of Chemical Industry Federation of Finland since 2011, as a member of the Board of East Office of Finnish Industries Oy since 2009, as the Chairman of Finpro ry since 2011, as a member of the Board of the Confederation of Finnish Industries EK since 2011 and as a member of the Board of TT Foundation of the Confederation of Finnish Industries since 2011.

Additional information on the other Board member candidates can be found on the Finnair website at http://www.finnairgroup.com/group/group_4.html.

The Committee further proposes that Harri Sailas be elected as the Chairman of the Board of Directors.

13. Resolution on the remuneration of the auditor

In accordance with the Audit Committee's recommendation, the Board of Directors proposes to the Annual General Meeting that the auditors' fees for 2010 be paid according to the auditors' reasonable invoice.

14. Election of auditors

In accordance with the Audit Committee's recommendation, the Board of Directors proposes to the Annual General Meeting that 1) Authorised Public Accountants PricewaterhouseCoopers Oy, which has announced that APA Eero Suomela will be acting as the Principal Auditor, be elected as the auditor of the Company for a term of office ending at the end of the next Annual General Meeting; and 2) APA Jyri Heikkinen be elected the second auditor of the Company and APA Tuomas Honkamäki and APA Timo Takalo be elected as deputy auditors of the Company for a term of office ending at the end of the next Annual General Meeting but, however, not later than the registration of the possible amendment of the Company's Articles of Association.

15. Proposal by the Board of Directors to amend the Articles of Association

The Board of Directors proposes to the Annual General Meeting that Article 8 of the Company's Articles of Association concerning the auditor be amended to read as follows: "The Company shall have one auditor which shall be an auditing firm certified by the Finnish Central Chamber of Commerce. The auditor shall be elected by the Annual General Meeting for a term of office that expires at the end of the Annual General Meeting following the election."

Correspondingly, Article 12, Subsection 11 of the Company's Articles of Association be amended to read as follows: "the number of members of the Board of Directors and the remuneration of the members of the Board of Directors and the auditor, shall be determined;

Further, Article 12, Subsection 11 of the Company's Articles of Association is amended to read as follows: "the auditor shall be elected;"

16. A shareholder's proposal to appoint a Nomination Board

The Ownership Steering Department of Government Office representing the Finnish State proposes that the Annual General Meeting appoints a Nomination Board to prepare proposals on the composition and remuneration of the Board of Directors to the next Annual General Meeting as follows.

The Nomination Board consists of a representative of each of the three largest shareholders. In addition, the Chairman of the Board of Directors would serve as an expert member of the Nomination Board.

The three largest shareholders are determined on the basis of the largest number of voting rights held in the Company as on 1 November in the year preceding the Annual General Meeting. If a shareholder does not wish to use its nomination right, the right will be transferred to the next largest shareholder. The largest shareholders shall be determined on the basis of the ownership information registered with the book-entry system. However, in case a shareholder is required under the Finnish Securities Markets Act to report certain changes in its ownership (when flagging by shareholder is required), for example when the ownership is distributed among various funds, the ownership shall be counted as one holding if the shareholder so requests from the Board of Directors in writing not later than on 28 October 2011.

The Nomination Board will be convened by the chairman of the Board of Directors, and the Nomination Board will elect a chairman from among its members.

The Nomination Board shall give its proposal to the Board of Directors of the Company at the latest on 1 February preceding the Annual General Meeting.

17. Closing of the Meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as this notice to the Annual General Meeting are available on Finnair Plc's website at www.finnair.com/agm. The annual report of Finnair Plc, including the Company's annual accounts, the report of the Board of Directors and the auditor's report, is available on the above-mentioned website no later than three weeks prior to the Annual General Meeting, i.e. 3 March 2011. The proposals for decisions and the 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 no later than on 7 April 2011.

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 Annual General Meeting, Monday 14 March 2011, is registered in the shareholders' register of the Company held by Euroclear Finland Ltd., has the right to participate in the Annual 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 Annual General Meeting, shall register for the Meeting no later than by Monday 21 March 2011 at 10.00 am (EET) by giving a prior notice of participation, which shall be received by the Company no later than on the above-mentioned date and time set for the registration. Such notice can be given:

- a) on the Company's website www.finnair.com/agm;
- b) by e-mail to agm@finnair.com;
- c) by telephone +358 (0)9 818 7637, on Monday through Friday from 9:00 EET 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 Annual General Meeting and with the processing of related registrations.

The shareholder, his/her authorized 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 Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on Monday 14 March 2011, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the Annual 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 Monday 21 March 2011 by 10:00 (EET). As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder's register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual 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 Annual 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 Annual General Meeting. When a shareholder participates in the Annual 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 Annual General Meeting.

Possible proxy documents should be delivered in originals to Finnair Plc, Register of Shareholders AAC/5, 01053 FINNAIR before the last date for registration.

4. Other information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual 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 24 February 2011, the total number of shares in the Company is 128,136,115 shares and votes. The Company holds 410,187 own shares.

Helsinki 25 February 2011

FINNAIR PLC
BOARD OF DIRECTORS