

**NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Finnair Plc to the Annual General Meeting to be held on Wednesday 28 March 2012 at 15.00 (EET) at the 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 14:00 (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 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. Report by the Board of Directors on the decision making concerning the housing benefit of the CEO**
- 7. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2011.**

- Review by the Chief Executive Officer

- 8. Adoption of the annual accounts**
- 9. 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 no dividend is paid based on the balance sheet to be adopted for the year 2011.

- 10. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 11. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Committee proposes that the remuneration of the members of the Board of Directors would remain unchanged, i.e. that the annual remuneration would be EUR 61,200 for the Chairman, EUR 32,400 for the Vice Chairman and EUR 30,000 for each member of the Board of Directors, and a fee of EUR 600 for members residing in Finland and EUR 1,200 for members residing abroad would be paid for each meeting of the Board or its committee.

- 12. 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 eight.



### **13. Election of the Chairman and other members of the Board of Directors**

The Shareholders' Nomination Committee proposes that, for the term of office ending at the end of the next Annual General Meeting, Ms. Elina Björklund, Mr. Sigurður Helgason, Ms. Satu Huber, Mr. Harri Kerminen, Ms. Ursula Ranin, Mr. Harri Sailas and Mr. Pekka Timonen be re-elected members of the Board of Directors, and that Mr. Klaus W. Heinemann be elected as a new member of the Board of Directors. The Committee further proposes that Mr. Harri Sailas be re-elected Chairman of the Board of Directors.

Mr. Klaus W. Heinemann (b. 1951, German nationality) has over 25 years of experience in the aviation financing industry. Heinemann was the Chief Executive Officer of AerCap Holdings N.V., a NYSE-listed global aircraft leasing company, in 2003–2011. He joined AerCap Holdings in 2002 from DVB Bank, focused on transport financing, where he was a Member of the Executive Board. Prior to DVB Bank Heinemann was Global Head of Aviation/Shipping at The Long-Term Credit Bank of Japan (LTCB) and the Co-Head of LTCB's London branch. In 1976–1988 he worked for Bank of America, where his last position was as Head of Aviation for EMEA Division. He holds the degree of Diplom Kaufmann (Bachelor of Commerce) from the University of Hamburg.

The biographical details of the other proposed Board members can be found on the internet at [www.finnairgroup.com](http://www.finnairgroup.com). Of the current Board members Mr. Veli Sundbäck has advised that he will not stand as a candidate for the next term of office.

### **14. 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.

### **15. Election of the auditor**

In accordance with the Audit Committee's recommendation, the Board of Directors proposes that, for the term of office ending at the end of the next Annual General Meeting, Authorised Public Accountants PricewaterhouseCoopers Oy, which has announced that APA Mikko Nieminen will be acting as the principal auditor, be elected as the auditor of the company.

### **16. Authorizing 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 Board of Directors be authorized to decide on the repurchase 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 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 authorization.

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).

The authorization is effective for a period of 18 months from the resolution of the General Meeting.

## **17. A shareholder's proposal to appoint a Nomination Committee**

The Ownership Steering Department of the Prime Minister's Office representing the State of Finland proposes that the Annual General Meeting resolves to appoint a Nomination Committee to prepare proposals on the composition and remuneration of the Board of Directors to the next Annual General Meeting as follows.

The Nomination Committee consists of a representative of each of the three largest shareholders and the Chairman of the Board of Directors who serves as an expert member of the Nomination Committee.

The right to nominate members representing shareholders belongs to the three shareholders who hold the largest share of all the votes in the company on 1 November 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 are determined based on their registered shareholdings in the Finnish book-entry system. However, in case a shareholder is required under the Finnish Securities Markets Act to report certain changes in its ownership (a shareholder with a flagging obligation), such shareholder's holdings in e.g. several funds shall be combined if the shareholder notifies the company's Board of Directors in writing of such demand at the latest on 29 October 2012.

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

The Nomination Committee shall give its proposal to the Board of Directors of the company at the latest on 1 February preceding the Annual 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 Finnair Plc's website at [www.finnairgroup.com](http://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 no later than three weeks prior to the Annual General Meeting, i.e. 7 March 2012. 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 as from 11 April 2012 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 16 March 2012, 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 23 March 2012 by 10.00 am (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](http://www.finnairgroup.com);
- b) by e-mail to [agm@finnair.com](mailto: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 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 General Meeting by virtue of such shares, based on which he/she on Friday 16 March 2012 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 23 March 2012 by 10:00 (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, the issuing of proxy documents and registration for the 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 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 Monday 26 March 2012 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 General Meeting 1 March 2012, the total number of shares and votes in the company is 128,136,115, and the company holds 410,187 own shares.

Helsinki 1 March 2012

FINNAIR PLC

BOARD OF DIRECTORS

**FINNAIR**

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