

Welcome to Finnair Plc's Annual General Meeting 2013

FINNAIR



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

Finnair is taking-off

Ville Iho

COO, Deputy CEO

Finnair Annual General Meeting 27 March 2013

A year of
turnaround

**Structural change
progressed**

Positive results

**The industry is facing
major changes**

Clear strategy

Asia is growing

**Oneworld is becoming
stronger and tighter**

**We are building
our future**

Thank you

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.
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.

- 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
 - Maija-Liisa Friman
 - Klaus W. Heinemann (proposed as Chairman)
 - Jussi Itävuori
 - Merja Karhapää
 - Harri Kerminen
 - Gunvor Kronman
 - Antti Kuosmanen (new candidate)

Proposed to be re-elected:



Maija-Liisa Friman



Klaus W. Heinemann



Jussi Itävuori

Merja Karhapää



Harri Kerminen



Gunvor Kronman



Proposed to elected as a new member:



- Antti Kuosmanen
- b. 1950, BA, M.Sc. (Mathematics, Economics and Statistics)
- Extensive experience in international diplomacy and Finnair's key markets in Asia and Europe.
- Ambassador, permanent representative of Finland to the OECD and to UNESCO.

Proposed as the Chairman of the Board:



- Klaus W. Heinemann
- bs. 1951, Diplom Kaufmann
- More than 25 years of experience in the aviation industry, particularly in aircraft financing.
- Until 2011 CEO of AerCap Holding N.V., an international aircraft leasing company. Earlier employed by DVB Bank, the Long-Term Credit Bank of Japan and Bank of America.

13. Resolution on the remuneration of the auditor.

- The Board of Directors proposes that the auditors' fees be paid according to the auditors' reasonable invoice.

14. Election of the auditor

- 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.

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.

17. Establishment of a Shareholders' Nomination Board

- a permanent organ
- to prepare a proposals on the members of the Board and their remunerations
- representatives of the Company's three largest shareholders and the Chairman of the Board
- Shall submit its proposals to the Board yearly by 31 January

18. Closing of the Meeting

Thank you for participating!

FINNAIR