

# Decisions of the Annual General Meeting of Finnair Plc, including a decision on a reverse split

The Annual General Meeting (AGM) of Finnair Plc was held on 18 March 2024 in Helsinki. 266 shareholders representing 13,041,146,965 shares and votes were represented at the meeting. The AGM approved the company's annual accounts including the consolidated annual accounts for the financial year 2023, discharged the members of the Board of Directors and CEO of the company from liability and decided to approve the remuneration report for governing bodies. In addition, the AGM adopted, in accordance with the proposals of the Board of Directors and the Shareholders' Nomination Board, the following resolutions:

## Use of the profit shown on the balance sheet and the distribution of dividend

In accordance with the proposal of the Board of Directors, the AGM decided that the profit for the financial year, EUR 231,458,763.52, be recorded in the company's retained earnings/losses and that no dividend is distributed.

## Remuneration of the Board of Directors

In accordance with the proposal of the Shareholders' Nomination Board, the AGM decided on the remuneration of the Board of Directors as follows.

### Annual fees

- Chair EUR 72,000;
- Vice Chair EUR 39,000; and
- Member EUR 35,000 per year.

The annual fees will be paid as a combination of shares and money so that approximately 40 per cent of the fees are used for acquiring the company's shares for the members of the Board of Directors, and the rest is paid in money.

### Committee fees

- Chairs of the Audit Committee and the People and Remuneration Committee will be paid EUR 6,000 per year and the members of the Committees EUR 3,000 per year. Similar fixed fees will be paid to the Chairs and members of other permanent Committees possibly established by the Board of Directors.

### Meeting fees

- A meeting fee of EUR 800 will be paid to the members of the Board of Directors participating in a Board or Committee meeting when the meeting takes place in the member's country of residence, and EUR 3,200 for other meetings. For remote and telephone meetings, the meeting fee is EUR 800.
- The members of the Board of Directors are entitled to reimbursement of reasonable travel expenses in accordance with the company's general expenses policy.

- The members of the Board of Directors and their spouses are entitled to discounted travel on the company's flights in accordance with the company's discount ticket policy regarding the Board of Directors.

The committee and meeting fees will be paid fully in money.

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

In accordance with the proposal of the Shareholders' Nomination Board, the AGM decided that the Board of Directors be composed of eight (8) members. Tiina Alahuhta-Kasko, Montie Brewer, Jukka Erlund, Hannele Jakosuo-Jansson, Henrik Kjellberg, Simon Large and Sanna Suvanto-Harsaae were re-elected to the Board of Directors, and Jussi Siitonen 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 Annual General Meeting. Sanna Suvanto-Harsaae was elected as the Chair of the Board.

### **Election of the auditor and the sustainability reporting assurance provider and their remuneration**

In accordance with the Audit Committee's recommendation, the AGM decided that KPMG Oy Ab, a firm of authorised public accountants, be re-elected as the auditor of the company for the term of office ending at the end of the next Annual General Meeting. Kirsi Jantunen, APA, ASA, will act as principal auditor.

In accordance with the Audit Committee's recommendation, KPMG Oy Ab was also elected as the sustainability reporting assurance provider of the company for the term of office ending at the end of the next Annual General Meeting. Kirsi Jantunen, APA, ASA, will act as the key sustainability partner.

The remunerations for the auditor and the sustainability reporting assurance provider are paid according to their reasonable invoices.

### **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 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 based on the authorisation shall not exceed 730,000,000 shares, or 7,300,000 shares after the reverse split, which corresponds to approximately 3.6 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 based on the authorisation in order to, inter alia, develop the capital structure of the company, to finance or carry out potential acquisitions, investments or other business transactions, or in order to use the shares as part of the company's incentive and remuneration schemes.

The authorisation is effective for a period of 18 months from the resolution of the AGM, and it cancels the authorisation given by the Annual General Meeting on 23 March 2023 to decide on the repurchase and/or acceptance as pledge of own shares.

Due to the resolution by the Annual General Meeting on the reverse split, the number of own shares to be repurchased and/or accepted as pledge based on the authorisation shall not exceed 7,300,000 shares after the reverse split.

### **Authorising the Board of Directors to decide on the issuance of shares**

The AGM authorised the Board of Directors to decide on the issuance of shares as follows.

The number of shares to be issued based on the authorisation shall not exceed 120,000,000 shares, or 1,200,000 shares after the reverse split, which corresponds to approximately 0.6 per cent of all the shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares, including to whom, at what price and in which manner the shares are issued. The authorisation concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance may also be carried out in deviation from the shareholders' pre-emptive rights (directed issue), e.g. for using the shares to develop the company's capital structure, to finance or carry out potential acquisitions, investments or other business transactions, or in order to use the shares as part of the company's incentive and remuneration schemes.

The authorisation is effective for a period of 18 months from the resolution of the AGM and cancels the authorisation given by the Extraordinary General Meeting on 27 October 2023 to decide on issuance of shares.

Due the resolution by the Annual General Meeting on the reverse split, the number of shares to be issued based on the authorisation shall not exceed 1,200,000 shares after the reverse split.

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

The AGM authorised the Board of Directors to decide on donations up to an aggregate maximum of EUR 250,000 for public-benefit or corresponding purposes and on the recipients, purposes and other terms and conditions of the donations. The donations can be made in one or multiple instalments.

The authorisation is effective until the next Annual General Meeting, and it does not limit the possibility under § 2 of the company's Articles of Association to additionally engage in, or support, activities that are aimed at ensuring the acceptability, and thereby the long-term profitability, of the company's business by increasing the positive effects and reducing the negative effects of its business on the environment and society.

## **Reverse split and a related directed share issue and redemption of shares**

The AGM decided on a reverse split, i.e. the reduction of the number of shares in the company and on a related directed share issue and redemption of shares. The reverse split will be executed in the book-entry system after the close of trading on 20 March 2024 (the "Reverse Split Date").

The arrangement will be implemented by issuing treasury shares without consideration and redeeming shares in the company without consideration so that after carrying out the reverse split, every current 100 shares of the company would correspond to one (1) share of the company.

The aim of the reverse split is to facilitate trading conditions of the shares by increasing the value of a single share as well as to improve the price formation of the shares. The redemption of shares required in connection with the reverse split would not be possible to be carried out at a sufficiently high redemption ratio without a simultaneous share issue without consideration. The Board of Directors considers that the reverse split is in the best interest of the company and all its shareholders and that there thus is an especially weighty financial reason for the reverse split and the related share issue and share redemption considering the interest of the company and all its shareholders. The arrangement shall not affect the equity of the company.

In order to avoid the creation of fractional shares, the company will issue treasury shares without consideration as part of the reverse split by way of directed share issue in such manner that the number of shares in each book-entry account holding Finnair's shares is made divisible by 100 on the Reverse Split Date. The maximum number of treasury shares to be issued by the company is 15,000,000 shares. The Board of Directors is authorised to resolve on all other matters related to the issuance of shares without consideration.

Concurrently with the above issuance of the company's shares the company will on the Reverse Split Date redeem without consideration from each shareholder's book-entry account a number of shares determined by multiplying the number of shares in each book-entry account by a factor of 99/100 (the "Redemption Ratio"). For each 100 existing shares of the company 99 shares will thus be redeemed. The Board of Directors of the company has the right to resolve on all other matters with respect to the redemption of shares. The shares redeemed in connection with the reverse split will be cancelled immediately in connection with the redemption, and they do not increase the number of treasury shares held by the company. In connection with the reverse split, treasury shares will also be cancelled in such manner that the number of treasury shares and the total number of shares in the company becomes divisible by 100 and the number of treasury shares will be reduced in connection with the reverse split in proportion to the Redemption Ratio.

The cancellation of shares and the new total number of shares in the company is intended to be registered with the Finnish Trade Register on or about by 21 March 2024. Trading with the new total number of shares in the company is estimated to commence on Nasdaq Helsinki under a new ISIN code (FI4000567029) on or about 21 March 2024.

The implementation of the reverse split is conditional upon that the number of company shares held in each book-entry account can be made divisible by 100 on the Reverse Split Date within the maximum number of treasury shares resolved to be issued in connection with the arrangement described above.

The arrangement, when carried out, will not require the shareholders to take any action. If necessary, the trading with the company's shares on Nasdaq Helsinki may be temporarily suspended in order to perform necessary technical measures in connection with the reverse split.

### **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) as from 1 April 2024 at the latest.

In Helsinki, 18 March 2024

FINNAIR PLC

BOARD OF DIRECTORS