



***FINNAIR***  
**DISCLOSURE POLICY**



## **Background**

This Disclosure Policy is approved by Finnair's Board of Directors and it describes the key principles that Finnair Plc as a listed company applies to its communications with the capital markets and other stakeholders. The Disclosure Policy is annually reviewed by the Executive Board and by the Audit Committee and approved by the Board of Directors. Finnair's shares are listed on Nasdaq Helsinki. Finnair's Disclosure Policy complies with EU and Finnish legislation, the rules and instructions of the stock exchange, the regulations and guidelines of the Finnish Financial Supervisory Authority as well as the Corporate Governance Code issued for Finnish listed companies.

## **Objectives**

The objective of Finnair's communication with the capital markets is to ensure that all parties on the market have simultaneous access to sufficient and accurate information on the company, its operations, goals, strategies and financial position in order to determine the fair value of Finnair's shares. A further objective is to ensure that information is published without delay and in a fair manner.

## **Key disclosure principles**

The key principles of Finnair's communications are reliability, openness, consistency and fairness. The company communicates both positive and negative information consistently, clearly and comprehensively. Finnair publishes press and stock exchange releases without undue delay and makes them available to the markets and to all principal stakeholders simultaneously. The company issues all stock exchange releases in Finnish and English.

## **Investor communications**

Finnair's disclosure obligation comprises periodic disclosure and on-going disclosure obligation.

Disclosure of periodic information refers to the company's obligation to provide information regarding its financial development (interim reports, including the financial statements bulletin and semi-annual report, as well as comparable reports for the first and third quarter, report of the Board of Directors and financial statements) on a regular basis as well as to the obligation to publish the company's Corporate Governance Statement. The publication dates for the financial reports subject to periodic disclosure are announced before the end of the preceding financial year.

On-going disclosure obligation refers to continuous disclosure of inside information as necessary, on matters which, in the issuer's own assessment, may have a material impact on the value of the company's financial instruments.

In addition to information disclosed on a periodic or on-going basis, Finnair also communicates information required by the stock exchange and legislation in stock exchange releases.

Finnair also communicates other information that is of interest to investors in the manner described in this disclosure policy.



## **Financial statements and annual reports**

Finnair prepares and publishes financial statements and the report of the Board of Directors, pursuant to the legislation and other applicable regulations and guidelines. Finnair prepares and publishes consolidated financial statements in compliance with the International Financial Reporting Standards (IFRS).

Finnair publishes annually a financial statements bulletin regarding the previous year's financial statements within two months of the end of the financial year. The financial statements bulletin is similar in content to a fourth interim report and governed by the same content requirements as the interim reports published after each of the first three quarters.

The bulletin also includes details on when and how the report by the Board of Directors, the consolidated financial statements and the auditor's report will be published. The financial statements bulletin also includes a dividend proposal.

The financial statements, the report by the Board of Directors and the auditor's report are published as a stock exchange release and are available on the company's website.

## **Interim reports and financial statements**

Finnair publishes quarterly interim reports (including the financial statements bulletin and semi-annual report) to report on the development of its operations and results.

The interim reports comprise a text section and a table section. The reports include financial figures for the last interim period and the year to date as well as year-on-year comparisons with the corresponding periods in the preceding year.

## **Stock exchange releases**

Inside information: Inside information is, as a rule, disclosed as soon as possible. However, Finnair may decide to delay the disclosure of its inside information if immediate disclosure would likely prejudice the legitimate interests of Finnair and the delay of disclosure would not likely mislead the public and the company would be able to ensure the confidentiality of such information.

Other stock exchange releases: Besides inside information, Finnair discloses the following information as stock exchange releases:

- Financial statements and interim reports
- Changes in total number of shares, treasury shares and major shareholders' ownership
- Proposals to the Annual General Meeting by the Board of Directors or shareholders, and the resolutions by the Annual General Meeting
- Appointments of the CEO and Deputy CEO, members of the Board of Directors and Executive Board and auditors
- Share-based incentive schemes
- Managers' transactions in Finnair's financial instruments from 3 July 2016 onwards pursuant to the Market Abuse Regulation 596/2014
- Unconventional business transactions between the company and related parties
- Issues of financial instruments
- Investors' calendar
- Other information disclosed under the rules of the Stock Exchange



Finnair has established procedures for issuing stock exchange releases. It also has specific procedures for determining whether the company has inside information and for disclosing or delaying such information.

### **Future outlook and profit warnings**

Finnair presents an assessment of the company's expected future development in the report of the Board of Directors and the report section of interim reports and the financial statements bulletin. The estimate of future outlook concerns the Group as a whole and applies to the remaining calendar year at the time of publication, unless otherwise noted. The estimate comprises general demand and market factors as well as a forecast of factors and risks that are expected to impact future development. The estimates are based on the company's view of the development of its operations and segments at the time of assessment and, as such, the actual results may differ significantly from the estimates.

Finnair issues guidance regarding its expected full-year turnover development in connection with its year-end financial statements bulletin. A non-numeric assessment of the business environment of the second half of the year as well as an indirect guidance, i.e. comparison to previous year, of the full-year comparable operating EBIT is issued in connection with the semi-annual report. Comparable operating result refers to the results excluding items affecting comparability consisting of capital gains or losses, changes in the fair value of derivatives, in the value of foreign currency denominated fleet maintenance reserves and in the defined benefit pension plans as well as restructuring costs.

Finnair will issue a profit warning if its expected results, financial position or general outlook changes significantly and unexpectedly from the previously published estimates. The profit warning is based on the outlook previously published by the company or on information that could reasonably have been deduced from information previously published by the company. A profit warning may relate to either a deterioration or improvement of the previously published prospects and is always published as a stock exchange release.

Finnair's Board of Directors is responsible for issuing forecasts of future prospects as well as profit warnings, unless the urgency of the situation requires that the profit warning be issued by the decision of the CEO.

### **Changes in share ownership**

Finnair publishes shareholder notifications regarding its ownership exceeding or falling below threshold levels stipulated by law (flagging announcements). Under Finnish law, changes in share ownership must be announced if a shareholder's holdings reach, exceed or fall below 5, 10, 15, 20, 25, 30, 50 per cent, two thirds (2/3) or 90 per cent of all votes or the total number of a company's shares. Such changes are published as stock exchange releases.

### **Press releases and investor news**

Finnair uses press releases and social media channels to disclose events related to the company's business operations that do not fulfil the criteria for stock exchange releases but are nonetheless estimated to be newsworthy, have value in terms of market communications or otherwise be of interest to stakeholders. Information on company performance that does not fulfil the criteria for stock exchange releases may also be released as investor news.



Company news announced in the form of press releases, investor news and through social media include:

- Monthly traffic performance data
- Minor acquisitions, divestments and partnerships
- Minor cooperation and financing agreements
- New products, services or solutions that do not pass the threshold for issuing a stock exchange release
- Minor purchases or sales of aircraft
- Recognition received by the company
- Other current company affairs.

Finnair is an international company and it may also communicate local events and services in local languages. The company's communications function and its local partners are responsible for the publication and distribution of press releases.

#### *Confidential business information*

Finnair does not publicly comment on confidential business information, which includes:

- The names of individual suppliers or service providers
- The names of individual customers
- The details of purchase, sales and cooperation agreements.

### **Corporate Governance**

Finnair publishes a Corporate Governance Statement as a stock exchange release each year, no later than three months after the end of the financial period. The Corporate Governance Statement is prepared in accordance with the recommendations in the Corporate Governance Code for Finnish Listed Companies (2020) and the Finnish Securities Markets Act. The Corporate Governance Statement is published separately from the report on operations. Corporate Governance Statement and a Remuneration Statement and other governance information required by the Corporate Governance Code are available on the company website.

### **General Meetings of Shareholders**

The General Meeting of Shareholders (hereafter "General Meeting") is Finnair's supreme decision-making body, in which shareholders participate in the steering and supervision of the company. During each financial period, an Annual General Meeting is held in March-April and Extraordinary General Meetings are held if necessary.

Finnair announces the planned date of the Annual General Meeting in October–November of the preceding year, either as a stock exchange release or in conjunction with an interim report. The notice to convene a General Meeting is published on the company website and as a stock exchange release no later than three weeks prior to the date of the meeting. The notice convening a General Meeting, the documents presented to the General Meeting and draft resolutions prepared by the Board of Directors or other competent body are made available to shareholders on the company website no later than three weeks prior to the date of the meeting. Subsequent to each General Meeting, a stock exchange release is issued to announce the resolutions made by the meeting. The minutes of the General Meeting, complete with voting results, are available on the company website no later than two weeks after the meeting.



## **Operating procedures**

### **Communication channels, distribution and availability of releases and bulletins**

Finnair's website ([www.finnairgroup.com](http://www.finnairgroup.com)) is an important communication channel for distributing current information to all stakeholders. Finnair's goal is to provide reliable and current information on its website to enable investors to form a correct understanding of the company as well as matters and events that influence the value of the company's financial instruments. Interested parties may sign up for an email distribution list on the company website to automatically receive Finnair's press and stock exchange releases.

In addition to publishing information subject to the duty of regular and continuous disclosure governing Finnish listed companies, Finnair uses its website to keep the following information available:

- Finnair's Corporate Governance Statement
- Remuneration Report
- Other information required by the Corporate Governance Code
- Annual General Meeting documents

Key materials presented in investor and analyst conferences and in conjunction with announcements of results are also available on the company website.

In addition to its website, Finnair uses various methods and channels to communicate with stakeholders, such as bulletins, releases and other publications, social media channels, interviews, public appearances, conference calls and webcasts.

Finnair's communications function is responsible for distributing stock exchange releases to Nasdaq Helsinki and the media and distributing press releases to the media. Significant releases are always also published on the Finnair website.

The information on shareholders and shares published on the Finnair website is produced by Euroclear Finland.

The financial reports published by Finnair are available on the company website for a minimum of ten years and stock exchange releases and press releases for five years from the date of publication.

### **Reporting language**

Finnair's official reporting language is Finnish. All materials governed by a listed company's disclosure obligation are also published in English. The presentation materials in analyst events are published primarily in Finnish and English or in some cases in English only.

### **Investor, analyst and media events**

Finnair actively meets with representatives of the capital markets and the media and aims to respond to enquiries by investors, analysts and the media without undue delay.

Finnair arranges an analyst and/or press conference, attended by the CEO and members of the Group Executive Board, in conjunction with announcements of results or other significant news. The materials from such events are subsequently published on the company website.

Finnair arranges background information events on various themes as necessary. The key materials covered in such events are subsequently published on the company



website.

Finnair's Investor Relations function manages the company's correspondence with investors and analysts. Media events are coordinated by the communications function. If necessary, the company's senior management attends such events together with representatives of the Investor Relations function or Communications function.

The aim of the events is to provide background information on Finnair and its operating environment. The discussions at such events are restricted to information published by Finnair or otherwise generally available on the market. No unreleased information that may have a material impact on the value of Finnair's financial instruments is disclosed in such meetings.

### **Market forecasts by analysts**

Finnair's Investor Relations web pages publish information regarding analysts that monitor the company. Analyst opinions, estimates and forecasts that are related to Finnair's business operations are the analysts' own and do not represent or reflect the opinions, estimates or forecasts of the company or its management.

Finnair monitors analyst statements and estimates of the development of its share price but does not comment on such statements or estimates. Nevertheless, if the statements or estimates differ significantly from the company's own estimates, the company may consider issuing a stock exchange release on the matter in the interest of providing accurate information to the market.

Only information that has already been published is provided to analysts and investors. If requested to do so, Finnair may examine an analysis or report issued by an analyst to verify the accuracy of previously published information, without commenting on any conclusions made.

### **Rumours and information leaks**

Finnair does not comment on market rumours, share price development or actions taken by competitors or customers unless doing so is necessary to correct relevant or clearly false information. Finnair does not comment on confidential or unfinished business transactions or operations.

In the event that Finnair determines that inside information or other significant information relating to its financial instruments has been leaked prior to its official publication, the company will publish the information as a stock exchange release. Also, in the event that Finnair has delayed the disclosure of inside information but subsequently determines that the confidentiality of such information cannot be ensured, it will disclose such inside information as soon as possible.

### **Silent period**

Finnair complies with the requirement of a silent period of a minimum of three weeks prior to the publication of quarterly or annual results. During this time, Finnair does not comment on the company's financial position, markets or future outlook. During the silent period, company representatives do not meet with representatives of the capital markets. The dates for the publication of results are announced in the second half of the preceding year and indicated in the financial calendar on Finnair's Investor Relations web pages.



In the event that an event that occurs during the silent period requires immediate publication, Finnair will publish the said information without delay, subject to the regulations governing its duty of disclosure, and may comment on the said event.

### **Communication under exceptional circumstances**

Finnair has confirmed principles for communications under exceptional circumstances and crisis situations. The Senior Vice President, Communications, is responsible for managing crisis communication. The CEO, relevant directors and contact persons in the communications function are immediately informed of crisis situations. The communications principles applied in exceptional circumstances include ensuring the validity of the information to be published, openness, speed and being active and taking into consideration the authorities' instructions regarding communications, if any.

### **Internal disclosure and insider guidelines**

Finnair's result is communicated to all personnel on a quarterly basis, after the announcement of the result. Finnair complies with the Insider Guidelines of Nasdaq Helsinki Ltd that entered into force on 1 January 2021 in governing the inside information that could have a material effect on the company's share price. The company also has its own Insider Rules approved by the Board of Directors which are available on the company website.

Inside information is not disclosed except where necessary to perform the job related duties of the person to whom it is disclosed. In such cases, action is taken to ensure that the person to whom the information is given to is liable to maintain its confidentiality and understands this obligation.

Members of the Board of Directors, the CEO and the members of the Group Executive Board are deemed to be the persons discharging managerial responsibilities within the meaning of the Market Abuse Regulation 596/2014. The company's managers and other persons with regular access to confidential information on the company, as defined by the company, may not trade in the company's financial instruments during a period that starts 30 days before and ends the day after the publication of the following interim report or financial statements bulletin (closed window period). Persons who participate in the planning and preparation of projects involving inside information are considered project-specific insiders by Finnair. They are listed in a separate project-specific insider list maintained by the company.

Finnair Plc's Executive Board has the mandate to issue instructions, guidelines and procedures regarding the application of this policy.

### **Roles and responsibilities**

Finnair's correspondence with shareholders, investors and analysts is coordinated by the Investor Relations (IR) function.

The Disclosure Committee, encompassing the members of the Executive Board, is responsible for determining whether the company has inside information and for seeing to it that appropriate measures are taken with respect to disclosing or delaying the disclosure of the inside information.

The Board of Directors reviews and approves the financial statements and interim reports, including the estimates of the future outlook, and decides on issuing profit warnings, if necessary. The Board of Directors also approves significant stock exchange releases, such as those concerning major acquisitions and the appointment of the CEO. Other stock exchange releases are approved by the CEO or CFO. Stock exchange releases concerning managers'





transactions changes in major shareholdings (flagging) and treasury shares maybe approved and published by the Investor Relations function.

Finnair has defined the spokespeople responsible for issuing statements on behalf of the company. The spokespersons can issue statements to media representatives on matters related to their area of responsibility. The communications team aims to ensure that the personnel responsible for issuing statements are available for comments at agreed times. Finnair primarily issues statements only with regard to its own operations and generally does not comment on actions taken by its competitors, suppliers or customers.