

Notice to Annual General Meeting

Notice is given to the shareholders of Finnair Plc to the Annual General Meeting to be held on Tuesday 20 March 2018 at 4 p.m. (EET) at Messukeskus Helsinki, Messuaukio 1, Conference Centre entrance. The doors will be opened and reception of persons who have registered for the Meeting will commence at 3 p.m. (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 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 2017

- Review by the Chief Executive Officer
- Remuneration review by the Chairman of the Nomination and Compensation Committee

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 General Meeting that a dividend of EUR 0,30 per share be paid based on the balance sheet adopted for the financial period ended on 31 December 2017. The dividend shall be paid to a shareholder who on the dividend record date 22 March 2018 is registered as a shareholder in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 4 April 2018.

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 Board proposes that the annual remuneration of the members of the Board of Directors would remain unchanged and be the following:

- Chairperson EUR 61,200;
- Vice Chairperson EUR 32,400;
- Chairpersons of the Audit Committee and Compensation and Nomination Committee EUR 32,400, where these individuals are neither the Chairperson nor the Vice Chairperson of the Board of Directors; and
- Other members of the Board of Directors EUR 30,000 per year.

The Nomination Board proposes to the AGM that each member's fee for a meeting of the Board of Directors or its Committee would be 600 euros when the meeting takes place in the member's country of residence and 2,400 euros for other meetings. For telephone meetings, the fee would be 600 euros.

The members would be entitled to reimbursement of reasonable travel and representation expenses in accordance with the company's general expenses policy.

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

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

The Shareholders' Nomination Board proposes that the number of members of the Board of Directors would be confirmed as eight (8).

12. Election of the Chairperson and other members of the Board of Directors

The Shareholders' Nomination Board proposes that Colm Barrington, Mengmeng Du, Maija-Liisa Friman, Jouko Karvinen, Jonas Mårtensson and Jaana Tuominen of the current members of the Board of Directors be re-elected as members of the Board of Directors, and that Montie Brewer and Henrik Kjellberg be elected as new members to the Board of Directors. All candidates have given their consent to the position, and all are independent of the company and its significant owners.

Jussi Itävuori, after having served six years in the Board, has informed the Nomination Board that he will not be available for re-election.

The Nomination Board further proposes that Jouko Karvinen be re-elected as the Chairperson of the Board. He has been a member of the Board since 2016 and the Chairperson since 2017.

The biographical details of all proposed Board members can be found at Finnair's website www.finnairgroup.com.

13. 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.

14. Election of the auditor

In accordance with the Audit Committee's recommendation, the Board of Directors proposes that PricewaterhouseCoopers Oy, a firm of authorised public accountants, which has announced that APA

Mikko Nieminen would be acting as the principal auditor, be re-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 authorize 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 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.

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 in order to, inter alia, develop the capital structure of Finnair, to finance or carry out acquisitions, investments or other business transactions, or in order to use the shares as part of Finnair's incentive and remuneration schemes.

The authorisation would be effective for a period of 18 months from the resolution of the General Meeting and it would cancel the authorisation given by the General Meeting on 16 March 2017 to decide on the repurchase and/or acceptance as pledge of own shares.

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 authorize the Board of Directors to decide on the disposal of own shares held by the company as follows.

The number 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, including to whom, at what price and in which manner the company's shares are disposed. The disposals may also be made in deviation from the shareholders' preemptive rights for a weighty financial reason, such as using the shares to develop the company's capital structure, to finance or carry out acquisitions, investments or other business transactions, or in order to use the shares as part of Finnair's incentive and remuneration schemes.

The authorisation would be effective for a period of 18 months from the resolution of the General Meeting and it would cancel the authorisation given by the General Meeting on 16 March 2017 to decide on the disposal of the company's own shares.

17. Amending the Articles of Association

The Board of Directors proposes that the Articles of Association be amended to, among other things, broaden the company's field of business, increase the maximum number of members of the Board of Directors, and to make certain technical updates.

In accordance with the above, the Board of Directors proposes that:

- (i) Section 2 § of the Articles of Association be amended to read as follows:

"The company's field of business is to operate an airline by transporting passengers, cargo, and mail and to sell, lease, and repair aircraft and their parts and supplies, to provide hotel, forwarding, travel agency and other business operations relating to travelling and airline operations, as well as finance and insurance brokerage services and all other business operations related to the above. The company may conduct its business through subsidiaries, associated companies and joint ventures."

- (ii) Section 3 § of the Articles of Association be amended to read as follows:

"The administrative bodies of the company are the Board of Directors and the Chief Executive Officer. A Deputy Chief Executive Officer may also be appointed for the company. The Board of Directors shall consist of a Chairperson and of a minimum of four (4) and a maximum of nine (9) other members."

- (iii) Section 8 § of the Articles of Association be amended to read as follows:

"The company has one auditor. The auditor shall be an Auditing Firm referred to in the Auditing Act. The auditor shall be elected at the Annual General Meeting for a term which shall end at the closing of the first Annual General Meeting following the election."

- (iv) Section 12 § of the Articles of Association will be amended to read as follows:

"General Meetings of the company may be held in either Helsinki, Espoo or Vantaa.

At the Annual General Meeting, the following are

presented:

the financial statements, the consolidated financial statements and the report of the Board of Directors, and the auditor's report;

decided on:

the adoption of the financial statements and the consolidated financial statements,
the use of the profit shown on the balance sheet,
the discharge from liability of the members of the Board of Directors and the Managing Director,
the remuneration of the members of the Board of Directors, and
the number of members of the Board of Directors, and

the remuneration of the auditor;

elected:

the Chairperson and other members of the Board of Directors, and the auditor; and

addressed:

any other matters mentioned in the notice of the Meeting."

18. Authorising the Board of Directors to decide on donations for public-benefit purposes.

The Board of Directors proposes that the Board of Directors be authorized to decide on donations up to an aggregate maximum of EUR 250,000 for charitable or corresponding purposes and that the Board be authorized to determine the recipients, purposes and other terms and conditions of the donations. The donations can be made in one or multiple installments. The authorization would be effective until the next Annual General Meeting.

19. 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 the company's website at 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 on 27 February 2018 at the latest. The proposals for decisions and 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 3 April 2018 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholder registered in the shareholders' register

Each shareholder, who on the record date of the General Meeting, Thursday 8 March 2018, 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 Thursday 15 March 2018 by 10.00 a.m. (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;
- b) by e-mail to agm@finnair.com;
- c) by telephone +358 (0)20 770 6866 Monday through Friday from 9:00 to 16:00 (EET); or
- d) by regular mail to Finnair Plc, Register of Shareholders AAC/502, 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 authorised 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 Thursday 8 March 2018 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 Thursday 15 March 2018 by 10.00 a.m. (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 of the company, 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 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/502, 01053 FINNAIR on Thursday 15 March 2018 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 Annual General Meeting, 16 February 2018, the total number of shares and votes in the company is 128,136,115. The company or its subsidiaries hold 433,367 of the company's own shares, which do not have voting rights in the General Meeting.

In Helsinki, 16 February 2018

FINNAIR PLC
BOARD OF DIRECTORS

Further information:

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Principal media

*Finnair is a network airline specialising in passenger and cargo traffic between Asia and Europe. Helsinki's geographical location gives Finnair a competitive advantage, since the fastest connections between many European destinations and Asian megacities fly over Finland. Finnair's vision is to offer its passengers a unique Nordic experience, and its mission is to offer the smoothest, fastest connections in the northern hemisphere via Helsinki and the best network to the world from its home markets. Finnair is the only Nordic carrier with a 4-star Skytrax ranking and a member of the **oneworld** alliance. In 2016, Finnair's revenues amounted to EUR 2,317 million and it carried almost 11 million passengers. Finnair Plc's shares are quoted on Nasdaq Helsinki.*