

## **FINNAIR PLC'S BOARD OF DIRECTORS' PROPOSALS TO THE ANNUAL GENERAL MEETING TO BE HELD ON 27 MARCH 2025**

### **1**

#### **PROPOSAL ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND ON THE DISTRIBUTION OF DIVIDEND AND ON RETURN OF CAPITAL**

The Board of Directors proposes to the Annual General Meeting that the profit for the financial year be recorded in the company's retained earnings/losses and that no dividend be distributed. In addition, the Board of Directors proposes to the Annual General Meeting that a return of capital of EUR 0.11 per share be paid to the shareholders. The return of capital would be paid in two instalments. The first instalment of 0.06 euros per share would be paid to a shareholder who is registered in the shareholder register of the company maintained by Euroclear Finland Oy on the record date of the first instalment 31 March 2025. The payment date proposed by the Board of Directors for the first instalment is 7 April 2025. The second instalment of 0.05 euros per share would be paid in November 2025 to a shareholder who is registered in the shareholder register of the company maintained by Euroclear Finland Oy on the record date of the second instalment, which, together with the payment date of the second instalment, shall be decided by the Board of Directors in its meeting scheduled for 28 October 2025.

### **2**

#### **HANDLING OF THE AMENDED GOVERNING BODIES' REMUNERATION POLICY**

The Board of Directors proposes that remuneration policy for governing bodies, which was last addressed at the Annual General Meeting 17 March 2021, be addressed by the Annual General Meeting. The remuneration policy has been amended so that the CEO's variable pay limit has been increased from 120 percent to 200 percent of the CEO's annual base pay. Additionally, the remuneration policy outlines the principles for compensating the deputy CEO. The Annual General Meeting's resolution on the amended remuneration policy is advisory.

### **3**

#### **PROPOSAL ON THE REMUNERATION OF THE AUDITOR**

In accordance with the Audit Committee's recommendation, the Board of Directors proposes to the Annual General Meeting that the auditor to be elected be paid fees according to the auditor's reasonable invoice.

### **4**

#### **PROPOSAL ON THE ELECTION OF THE AUDITOR**

The Audit Committee recommends that KPMG Oy Ab is re-elected as the statutory auditor of Finnair for a term ending at the end of the Annual General Meeting 2026. KPMG Oy Ab has informed that Kirsi Jantunen, APA, would act as the principal auditor. The Audit Committee confirms that it has prepared its recommendation in accordance with the EU Audit Regulation (No. 537/2014). The Audit Committee confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the Annual General Meeting's choice regarding the election of the auditor, has been imposed upon the Audit Committee.

In accordance with the Audit Committee's recommendation, the Board of Directors proposes to the Annual General Meeting 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. KPMG Oy Ab has informed that Kirsi Jantunen, APA, would act as the principal auditor.

## **5**

### **PROPOSAL ON REMUNERATION OF THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER**

In accordance with the Audit Committee's recommendation, the Board of Directors proposes to the Annual General Meeting that the sustainability reporting assurance provider to be elected be paid fees according to the sustainability reporting assurance provider's reasonable invoice.

## **6**

### **PROPOSAL ON THE ELECTION OF THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER**

The Audit Committee recommends that KPMG Oy Ab is elected as the sustainability reporting assurance provider of the company for a term ending at the end of the Annual General Meeting 2026. KPMG Oy Ab has informed that Kirsi Jantunen, Authorised Sustainability Auditor, would act as the key sustainability partner.

In accordance with the Audit Committee's recommendation, the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab be 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. KPMG Oy Ab has notified that Kirsi Jantunen, Authorised Sustainability Auditor, would act as the key sustainability partner.

The election of KPMG Oy Ab as the sustainability reporting assurance provider of the company is conditional on KPMG Oy Ab being elected as the company's auditor.

## **7**

### **PROPOSAL ON THE AUTHORISATION TO THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR ON THE ACCEPTANCE AS PLEDGE OF OWN SHARES**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorised 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 7,300,000 shares, 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 Annual General Meeting and cancels the authorisation given by the Annual General Meeting held on 18 March 2024 to decide on the repurchase and/or acceptance as pledge of own shares.

## **8**

### **PROPOSAL ON THE AUTHORISATION TO THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorised to decide on the issuance of shares as follows.

The number of shares to be issued based on the authorisation shall not exceed 1,200,000 shares, 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 and share issues made with or without payment. The issuance may also be carried out in deviation from the shareholders' preemptive 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 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 Annual General Meeting and cancels the authorisation given by the Annual General Meeting held on 18 March 2024 to decide on the issuance of shares.

## **9**

### **PROPOSAL ON THE AUTHORISATION TO THE BOARD OF DIRECTORS TO DECIDE ON DONATIONS FOR PUBLIC-BENEFIT PURPOSES**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorised to decide on donations up to an aggregate maximum of EUR 250,000 for public-benefit or corresponding purposes and that the Board of Directors be authorised to determine 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.

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