

Proposal by the Board of Directors for using of the profit shown on the balance sheet

The Board of Directors proposes to the Annual General Meeting that no dividend is paid based on the balance sheet for the year 2010.

In Helsinki, on 25 February 2011

Finnair Plc

BOARD OF DIRECTORS

Proposal by the Board of Directors for remuneration of the auditor

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

In Helsinki, on 25 February 2011

Finnair Plc

BOARD OF DIRECTORS

Proposal by the Board of Directors for election of auditor

In accordance with the Audit Committee's recommendation, the Board of Directors proposes to the Annual General Meeting that 1) Authorised Public Accountants PricewaterhouseCoopers Oy, which has announced that APA Eero Suomela will be acting as the Principal Auditor, be elected as the auditor of the Company for a term of office ending at the end of the next Annual General Meeting; and 2) APA Jyri Heikkinen be elected the second auditor of the Company and APA Tuomas Honkamäki and APA Timo Takalo be elected as deputy auditors of the Company for a term of office ending at the end of the next Annual General Meeting but, however, not later than the registration of the possible amendment of the Company's Articles of Association.

In Helsinki, on 25 February 2011

Finnair Plc

BOARD OF DIRECTORS

Proposal by the Board of Directors to amend the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the provisions of the Company's Articles of Association concerning the auditor be amended. The reason for the amendments is that the Company would cease to use the current auditor model, where two auditors and two deputy auditors are elected and transfer to the auditor model most commonly used in Finnish listed companies, where the Company shall have one auditor which shall be an auditing firm certified by the Finnish Central Chamber of Commerce.

The Board of Directors proposes to the Annual General Meeting that Article 8 of the Company's Articles of Association concerning the auditor be amended to read as follows:

"The Company shall have one auditor which shall be an auditing firm certified by the Finnish Central Chamber of Commerce. The auditor shall be elected by the Annual General Meeting for a term of office that expires at the end of the Annual General Meeting following the election."

Correspondingly, Article 12, Subsection 11 of the Company's Articles of Association be amended to read as follows:

"the number of members of the Board of Directors and the remuneration of the members of the Board of Directors and the auditor, shall be determined;

Further, Article 12, Subsection 13 of the Company's Articles of Association is amended to read as follows:

"the auditor shall be elected;"

The Articles of Association would after the proposed amendments read as follows:

FINNAIR PLC's ARTICLES OF ASSOCIATION

Section 1

The name of the Company is Finnair Oyj, and its domicile is Helsinki. The name of the Company in Swedish is Finnair Abp and in English Finnair Plc.

Section 2

The field of activity of the Company is to operate an airline by transporting passengers, cargo and mail, and to sell, lease and repair aircraft and their parts and supplies, as well as to provide hotel, forwarding, travel agency and other services relating to airline operations.

Section 3

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 consists of the Chair and of a minimum of four (4) and a maximum of seven (7) other members.

Section 4

The Chair and the members of the Board of Directors are elected by the Annual General Meeting of shareholders, which also decides on the remuneration of the Chair and the members of the Board of Directors. The term of office of the members of the Board of Directors ends at the closing of the first Annual General Meeting following their election. The Board of Directors elects a Deputy Chair from among its members.

Section 5

The Board of Directors constitutes a quorum when more than half of its members are present.

Section 6

The Company is represented by the Chair of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officer each separately, jointly by two members of the Board of Directors, and by those individuals whom the Board of Directors has authorized to represent the Company jointly with a member of the Board of Directors or with another individual authorized to represent the Company. The Board of Directors decides on the granting of procurations of the Company.

Section 7

The accounts of the Company are closed annually on 31 December, and the final accounts shall be submitted to the auditors before 31 March.

Section 8

The Company shall have one auditor which shall be an auditing firm certified by the Finnish Central Chamber of Commerce. The auditor shall be elected by the Annual General Meeting for a term of office that expires at the end of the Annual General Meeting following the election.

Section 9

The Company has a reserve fund.

Section 10

The Board of Directors convenes the General Meetings in such manner as it deems appropriate. However, notice of a General Meeting must always be published on the Company's internet site, no earlier than three months before the record date of the General Meeting, and no later than three weeks before the date of the General Meeting, or nine days prior to the aforesaid record date, whichever occurs earlier.

Section 11

The Annual General Meeting of shareholders shall be held by the end of May each year. In order to be entitled to attend the meeting, a shareholder must register beforehand at the place and by the date specified in the notice of the meeting. The final date of registration may be at the earliest ten days before the meeting.

Section 12

The Annual General Meeting of shareholders shall observe the following agenda,

- 1) the meeting shall be opened;
- 2) a Chair shall be elected for the meeting; the Chair shall invite a secretary to keep the minutes;
- 3) the legality and quorum of the meeting shall be verified;
- 4) an examiner of the minutes shall be elected;
- 5) a list of the shareholders, agents and assistants present, with the number of shares

- held by each shareholder, shall be prepared;
- 6) the final accounts of the Company and Group shall be presented;
 - 7) the auditors' report shall be presented;
 - 8) a resolution shall be passed on the approval of the final accounts of the Company and Group;
 - 9) a resolution shall be passed on the allocation of profits shown by the Balance Sheet;
 - 10) a resolution shall be passed on the discharge from liability of the members of the Board of Directors and the Chief Executive Officer;
 - 11) the number of members of the Board of Directors and the remuneration of the members of the Board of Directors and the auditor, shall be determined;
 - 12) the Chair of the Board of Directors and the other members shall be elected;
 - 13) the auditor shall be elected;
 - 14) any matters submitted to the meeting by the shareholders by virtue of Chapter 5, Section 5 of the Companies Act shall be discussed; and
 - 15) other matters mentioned in the notice of the meeting shall be discussed.

Section 13

The Company's shares belong to the book-entry securities system.

In Helsinki, on 25 February 2011

Finnair Plc

BOARD OF DIRECTORS