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# Proposals of The Shareholders' Nomination Committee on the composition and remuneration of the Board of Directors of Finnair Plc

The Shareholders' Nomination Committee proposes to Finnair Plc's Annual General Meeting (AGM) to be held on March 27, 2013 that the number of members of the Board of Directors would be confirmed at seven.

## Proposal on the composition of Board of Directors

The Shareholders' Nomination Committee proposes that present members of the Board of Directors Ms. Maija-Liisa Friman, Mr. Klaus W. Heinemann, Mr. Jussi Itävuori, Ms. Merja Karhapää, Mr. Harri Kerminen and Ms. Gunvor Kronman be re-elected, and that Mr. Antti Kuosmanen be elected as a new member to the Board of Directors. All candidates have given their consent to the position.

Mr. Antti Kuosmanen (b. 1950, BA, M.Sc. (Mathematics, Economics and Statistics), Finnish nationality) has more than 35 years of experience in economic relations in the EU. He is permanent representative of Finland to the OECD and to UNESCO. Between 2005 and 2009 Kuosmanen was the Ambassador of Finland to the People's Republic of China and to Mongolia, and prior to that from 2002 to 2005 Director General of the Department for External Economic Relations in the Finnish Ministry of Foreign Affairs. He held various positions between 1976 and 2002 in the administration of Finland's foreign affairs, being based either in Finland or in Europe. He was, among other things, a member of the delegation negotiating Finland's accession to the EU. In the aviation industry many agreements and regulations are negotiated between countries, and Mr. Kuosmanen's extensive experience in international diplomacy and Finnair's key markets in Asia and Europe shall strengthen the expertise of the Board of Directors in international trade politics.

The Committee further proposes that Mr. Klaus W. Heinemann be elected as Chairman of the Board. He has been a member of the Board since 2012 and has more than 25 years of experience in the aviation industry, particularly in aircraft financing. The current Chairman of the Board Mr. Harri Sailas announced in December 2012 that he will not stand as a candidate for the new term.

The biographical details of the other proposed board members can be found on the internet at <a href="http://www.finnairgroup.com/group">www.finnairgroup.com/group</a>.

### Proposal on Board of Directors' remuneration

The Committee proposes to the AGM that the remunerations of the members of the Board of Directors would remain unchanged. The current remunerations have been the same since 2008 and are:

- Chairman 61,200 euros per year
- Vice Chairman 32,400 euros per year
- other members 30,000 euros per year

- to a member residing in Finland 600 euros and to a member residing abroad 1,200 euros per meeting of the Board or its Committee.





### **The Nomination Committee**

The Shareholders' Nomination Committee consists of the representatives of the three largest shareholders of Finnair as of 1 November 2012. The members of the Committee were Mr. Jarmo Väisänen, (Republic of Finland), Mr. Robin Backman (Local Government Pensions Institution) and Mr. Per Wennberg (Skagen Global Verdipapirfond). The Chairman of Finnair's Board, Mr. Harri Sailas served as expert member of the Committee.

The above proposals will be included in the notice to convene the AGM that will be published later.

#### For further information, please contact:

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Finnair Plc Communications

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