

7 March 2018

Unofficial translation

Fingrid Oyj's notice of Annual General Meeting

Notice is hereby given to the shareholders of Fingrid Oyj that the Annual General Meeting of the company will be held on 28 March 2018 at 11:00 a.m. at the company's head office at the address Lökkisepäntie 21, 00620 Helsinki. The meeting will consider matters stipulated by legislation and by the company's Articles of Association.

A. Matters on the agenda of the Annual General Meeting

- 1 Opening of the meeting**
- 2 Calling the meeting to order**
- 3 Election of the person to scrutinise the minutes and the person 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 financial statements and the report of the board of directors for the year 2017**

Presentation of the CEO's review.

The CEO's review on fulfilment of the corporate responsibility targets.

- 7 Review on the company's remuneration policy by the Chairman of the Board**
- 8 Presentation of the auditor's report**
- 9 Adoption of the financial statements**

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10 Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that, on the basis of the balance sheet adopted for the financial period ended 31 December 2017, a dividend of EUR 68,470.00 at maximum per share will be paid for Series A shares and EUR 25,050.00 at maximum for Series B shares, for a total of EUR 173,518,010.00 at maximum. The dividends shall be paid in two instalments. The first instalment of EUR 48,700.00 for each Series A share and EUR 17,820.00 for each Series B share, totalling EUR 123,420,140.00 in dividends, shall be paid on 4 April 2018. The second instalment of EUR 19,770.00 at maximum per share for each Series A share and EUR 7,230.00 at maximum per share for each Series B share, totalling EUR 50,097,870.00 at maximum in dividends, shall be paid subject to the Board's decision after the half-year report has been confirmed, based on the authorisation given to the Board in the Annual General Meeting. The Board of Directors has the right to decide, based on the authorisation granted to it, on the payment of the second dividend instalment after the half-year report has been confirmed and it has assessed the company's solvency, financial position and financial development. The dividends that have been decided on with the authorisation given to the Board shall be paid on the third banking day after the decision.

The authorization is proposed to be valid until the next Annual General Meeting.

11 Resolution on the discharge of the members of the Board of Directors and the President & CEO from liability

12 Resolution on the remuneration of the members of the Board of Directors

The shareholder State of Finland proposes to the Annual General Meeting that the monthly remuneration paid to the members of the Board of Directors are as follows: EUR 2,400 to the Chairman of the Board, EUR 1,300 to the Vice Chairman of the Board, and EUR 1,000 to the ordinary members of the Board. In addition, a fee of EUR 600 per meeting is proposed for each Board member attending the meetings of the Board of Directors and the committees.

13 Resolution on the number of members of the Board of Directors

The shareholder State of Finland proposes to the Annual General Meeting that the number of Board members be confirmed at five (5).

14 Election of the members, the Chairman and the Vice Chairman of the Board

The shareholder State of Finland proposes to the Annual General Meeting that for the term ending at the close of the Annual General Meeting 2019 Juhani Järvi and Anu Hämäläinen be re-elected as members of the Board. The State of Finland further proposes that Päivi Nerg be elected as a new member of the Board. In addition, the State of Finland proposes that Juhani Järvi be re-elected as the Chairman of the Board and Päivi Nerg be elected as the Vice Chairman of the Board.

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The shareholder Ilmarinen Mutual Pension Insurance Company proposes to the Annual General Meeting that Esko Torsti be re-elected as a member of the Board for the term that ends at the close of the Annual General Meeting 2019.

The shareholders, which own 1.247 (100 per cent) of the company's Series B shares, propose to the Annual General Meeting that Sanna Syri be re-elected as a member of the Board for the term that ends at the close of the Annual General Meeting 2019.

Vice Chairman of the Board Juha Majanen has informed the company that he is not available for re-election.

All of the nominated candidates have given their consent to the task.

The nominated candidates to the Board of Directors and an assessment of their independence are presented on the company's website www.fingrid.fi. Details on the person proposed to be elected as a new member of the Board are also presented at the end of this notice.

15 Shareholders' Nomination Board

The Board of Directors proposes to the Annual General Meeting that a shareholders' Nomination Board be established, with the task of preparing proposals and submitting them to the ordinary Annual General Meeting concerning the appointment and remuneration of the members of the Board of Directors. The Board of Directors proposes further that the Annual General Meeting approves the Rules of procedure of the shareholders' Nomination Board attached to this notice. According to the proposal, the Nomination Board shall include three (3) representatives of the Company's shareholders and the Chairman of the Board of Directors, who shall participate as an expert in the Nomination Board's meetings. The three (3) shareholders with the largest share of the votes, i.e. the State of Finland (number of votes calculated based on the holdings managed by the Ministry of Finance and the National Emergency Supply Agency), Ilmarinen Mutual Pension Insurance Company and Aino Holdingyhtiö Ky, are entitled to appoint the members who represent shareholders. Each of the above-mentioned shareholders shall have the right to designate one (1) member of the Nomination Board. If a shareholder does not wish to use their right to appoint a member, the right shall be transferred to the next largest shareholder who would otherwise not be entitled to appoint a member. The Chairman of the Board of Directors shall call the first Nomination Board to assemble. The Nomination Board shall annually submit its proposal to the Company's Board of Directors no later than on the 31st of January preceding the following Annual General Meeting.

16 Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the auditors be compensated against the auditor's reasonable invoice approved by the company.

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17 Election of the auditor

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy continues as the company's auditor. PricewaterhouseCoopers Oy has informed the company that Heikki Lassila, APA, will continue as the main responsible auditor if PricewaterhouseCoopers Oy is elected as auditor.

The Board of Directors proposes that the auditor be requested to include a statement concerning discharge from liability in the auditor's report.

18 Closing of the meeting

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B. Annual General Meeting documents

The decision proposals listed above in the agenda of the Annual General Meeting and this notice are available on Fingrid Oyj's website at www.fingrid.fi. Fingrid Oyj's financial statements, report of the Board of Directors and auditor's report are also available on the company's website. The decision proposals and other documents mentioned above will also be available at the Annual General Meeting, and copies thereof and of this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the above website as of 11 April 2018 at the latest.

C. Instructions for the participants in the Annual General Meeting

1. Registration for the Annual General Meeting

A shareholder registered in the company's shareholder register is kindly requested to register for the Annual General Meeting by 21 March 2018. A registration can be made by email sirpa.kulmala@fingrid.fi or by regular mail to the following address: Fingrid Oyj / Sirpa Kulmala, P.O.Box 530, FI-00101 Helsinki.

In connection with the registration, the shareholder is requested to provide the name of shareholder, address, telephone number and the name and personal identification number of a proxy representative and a possible assistant.

The shareholder, his or her proxy representative and assistant must be able to provide proof of identity and/or their right of representation at the location of the meeting.

Personal data disclosed by the shareholders to Fingrid Oyj is used only in connection with the Annual General Meeting and related registration processing.

2. Other instructions/information

Pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act, a shareholder present at the meeting has the right to request information about the matters on the agenda of the Annual General Meeting.

On the date of this notice, 7 March 2018, Fingrid Oyj has a total of 2,078 Series A shares and 1,247 Series B shares; the rights which these confer deviate from one another in the manner specified in the Articles of Association.

Helsinki, 7 March 2018

Fingrid Oyj

Board of Directors

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Details on the person proposed to be elected as a new member of the Board of Directors:

Päivi Nerg, M.Sc. (Agr. & For.)

Born 1958, Finnish citizen

Independent of the company, not independent of significant shareholders

Main occupation: The Ministry of Finance, Permanent Under-Secretary

Current memberships:

- Civil Defence Foundation, board member 2017–
- Directors' Institute Finland, member 2014–

Previous positions:

- Ministry of the Interior, Permanent Secretary, Oct 2012 – Dec 2017
- Ministry of Finance, Director of Administrative Governance and Development, Director General, state-level corporate governance, direction and guidance for the administrative branch, ministry's central administration, Head of Preparedness, Aug 2009 – Sep 2012
- University of Eastern Finland, Project Director, Jun 2007 – Aug 2009
- University of Kuopio, Director of Administration, Jun 2002 – Aug 2009
- University of Kuopio, Training and Development Centre, Director, Aug 1996 – May 2002
- Atria Plc, Director of Human Resources and Quality, Management Group member, 1994 – Jul 1996
- Itikka-Lihapolar Oy, Quality Manager, Sep 1990 – Dec 1993
- Lihapolar Oy/Lihakunta, Laboratory Manager, Sep 1988 – Aug 1990
- Lihapolar Oy/Lihakunta, Quality Assurance Supervisor, May 1986 – Aug 1988

For further information, please contact: Marina Louhija, General Counsel, tel. +358 40 519 0627