

28 February 2020

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 20 March 2020 at 11:00 a.m. at the company's head office at the address Lökkisepantie 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 2019**

Presentation of the CEO's review.

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

- 7 Presentation of the auditor's report**
- 8 Adoption of the financial statements**

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9 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 2019, a dividend of EUR 58.500,00 at maximum per share will be paid for Series A shares and EUR 21.400.00 at maximum for Series B shares, for a total of EUR 148,248.800.00 at maximum. The dividend shall be paid in two instalments. The first dividend instalment of EUR 39.500.00 for each Series A share and EUR 14.450.00 for each Series B share, totalling EUR 100,100,150.00 shall be paid on 25 March 2020. The second dividend instalment, a maximum of EUR 19,000.00 for each Series A share and a maximum of EUR 6,950.00 for each Series B share, totalling EUR 48,148,650.00 at maximum, shall be paid upon the decision of the Board of Directors on the authorisation granted to it at the Annual General Meeting after the confirmation of the half-year report. The Board of Directors has the right to decide, based on the authorization 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 dividend decided by the Board of Directors based on the authorization granted to it shall be paid on the third banking day after the decision.

It is proposed that the authorization remains valid until the next Annual General Meeting.

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

11 Handling of the company's remuneration policy for the governing bodies

The proposal by the Board of Directors for the remuneration policy to be presented for the Annual General Meeting has been attached to this notice.

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

The Shareholders' Nomination Board 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, the committees and the shareholders' nomination board.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of Board members be confirmed at five (5).

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that for the term ending at the close of the Annual General Meeting 2021 Juhani Järvi, Päivi Nerg, Sanna Syri and Esko Torsti are re-elected as members of the Board and Hannu Linna as a new member of the Board. The Shareholders' Nomination Board proposes further Juhani Järvi is re-elected as chair of the Board and Päivi Nerg re-elected as vice-chair of the Board.

Anu Hämäläinen has informed the company that she 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](#).

15 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.

16 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.

17 Closing of the meeting

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B. Annual General Meeting documents

This notice which includes the above decision proposals listed in the agenda of the Annual General Meeting and the remuneration policy for the governing bodies are available on Fingrid Oyj's [website](#). 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 3 April 2020 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 9 March 2020. A registration can be made by email to 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, 28 February 2020, 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, 28 February 2020

Fingrid Oyj

Board of Directors