

3.5.2017

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 24 May 2017 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 2016**

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**
- 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 2016, a dividend of EUR 37,536.09 for each Series A share and EUR 16,038.49 for each Series B share be paid, for a total of EUR 97,999,992.05 . The Board of Directors proposes 30 May 2017 as the dividend payment date.

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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 Republic 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 Republic 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 Republic of Finland proposes to the Annual General Meeting that Juhani Järvi, Juha Majanen and Anu Hämäläinen be re-elected to the Board for the term ending at the close of the Annual General Meeting 2018. The Republic of Finland further proposes that Juhani Järvi be re-elected as the Chairman of the Board and Juha Majanen be re-elected Vice Chairman of the Board.

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 2018.

The shareholders, which own 1.231 pieces (98,72 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 2018.

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.

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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 Jouko Malinen, APA, will continue as the main responsible auditor if the company 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

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 7 June 2017 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 17 May 2017. 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.

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On the date of this notice, 3 May 2017, 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, 3 May 2017

Fingrid Oyj

Board of Directors