

16 March 2016

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 6 April 2016 at 11:00 a.m. at the company's head office at the address Lökkisepäntie 21, 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**

The following matters will be considered at 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, the report of the board of directors and the auditor's report for the year 2015**

Presentation of the CEO's review

- 7. Adoption of the financial statements**
- 8. 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 2015, a dividend of EUR 33,686.24 for each Series A share and EUR 16,038.49 for each Series B share be paid, for a total of EUR 90,000,003.75. The Board of Directors proposes 11 April 2016 as the dividend payment date.

- 9. Resolution on the discharge of the members of the Board of Directors and the President & CEO from liability**

- 10. Resolution on the remuneration of the members of the Board of Directors**

The 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.

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

**12. Election of the members, the Chairman and the Vice Chairman of the Board**

The Republic of Finland proposes to the Annual General Meeting that Juhani Järvi and Juha Majanen be re-elected to the Board and that Anu Hämäläinen be elected as a new member of the Board for the term ending at the close of the 2017 Annual General Meeting. The Republic of Finland further proposes that Juhani Järvi be elected as the new Chairman of the Board and Juha Majanen be re-elected Vice Chairman of the Board.

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 2017 Annual General Meeting.

The shareholders, which own all 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 2017 Annual General Meeting.

Chairman of the Board Helena Walldén 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. The personal information on [the members nominated for re-election](#) and on the person proposed to be elected as a new member of the Board of Directors is presented on the company's website. Details on the [person proposed to be elected as a new member](#) of the Board are also presented at the end of this notice.

**13. 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.

**14. Election of the auditor**

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy continue 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.

**15. Closing of the meeting**

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translation**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](http://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. A summary of the main resolutions of the Annual General Meeting will be available on the above website as of 20 April 2016 at the latest.

**C. Instructions for the participants in the Annual General Meeting****1. Proxy representative and powers of attorney**

A shareholder has the right to participate in the Annual General Meeting and to exercise their rights by means of a proxy. A shareholder who wishes to participate in the Annual General Meeting by proxy or who uses an assistant, is requested to provide the personal data of the proxy or assistant representative, as well as any powers of attorney, to the address Lökkisepäntie 21, 00101 Helsinki, by 1 April 2016.

The shareholder, his or her representative or proxy representative 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, 16 March 2016, 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, 16 March 2016

Fingrid Oyj

Board of Directors

16 March 2016

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

Anu Hämäläinen, Master of Science (M.Sc.), Economics

Born in 1965, Finnish citizen.

Independent from the company and significant shareholders.

Main occupation: Wärtsilä Corporation, Vice President, Group Treasury and Financial Services & Support.

Current Board memberships: Glaston Oyj Abp, member of the Board 2012–

Previous experience:

- Wärtsilä Corporation, Vice-President, Group Control 2010–2015, Director 2008–2010
- SRV Group, Senior Vice President, Financial Administration 2006–2008
- Quorum Oy, Administrative Director and partner 2005–2006
- Conventum Securities Ltd., Managing Director 2004–2005
- Conventum, Administrative Director 2001–2004
- Opstock Oy, Administrative Director and partner 1999–2001
- Metra Corporation, Controller 1998–1999, various duties related to accounting and reporting 1991–1995
- Metra Finance Oy (Treasury), Administrative Manager 1995–1998

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