

# CORPORATE GOVERNANCE STATEMENT FOR 2010

Corporate governance at Fiskars Corporation is based on the Company's Articles of Association, Finland's Companies Act and the rules and regulations concerning companies listed on NASDAQ OMX Helsinki Ltd. Fiskars also complies, without exception, with the Finnish Corporate Governance Code approved by the Securities Market Association, which came into force on October 1, 2010 and can be consulted at [www.cgfinland.fi](http://www.cgfinland.fi). This Corporate Governance Statement was published as a separate report from the Report by the Board of Directors on the company's website [www.fiskarsgroup.com](http://www.fiskarsgroup.com) on February 9, 2011.

Ultimate decision-making power is vested in Fiskars Corporation's shareholders at the General Meeting of Shareholders. Fiskars' Board of Directors is responsible for the management and proper arrangement of the operations of the Company. The Managing Director is responsible for the day-to-day management of the Company under the instructions and orders of the Board of Directors.

## ANNUAL GENERAL MEETING OF SHAREHOLDERS

An Annual General Meeting shall be held annually before the end of June, either in Raseborg or Helsinki. The Annual General Meeting decides on matters stipulated in the Companies Act and the Articles of Association, such as the approval of the financial statements, the distribution of profits, discharging the members of the Board of Directors and the CEO from liability, and the election of the members of the Board of Directors and the Company's Auditors and their remuneration.

Under the Articles of Association, notices to Shareholders' Meetings shall be published on the company's website and in another manner possibly decided by the Board of Directors.

## ANNUAL GENERAL MEETING FOR 2010

Fiskars held its Annual General Meeting for 2010 on March 16, 2010. The Meeting approved the financial statements, discharged the members of the Board and the CEO from liability, and decided the dividend to be paid for 2009. The Meeting

also decided the remuneration to be paid to the Board and elected the members until the end of the Annual General Meeting in 2011. The Company's Auditors were also elected, and their remuneration was decided. The Meeting authorized the Board to acquire Fiskars shares and decide on conveying them in accordance with separately agreed conditions.

## BOARD OF DIRECTORS

Under the Articles of Association, the Board of Directors shall consist of a minimum of five and a maximum of nine members. The terms of office of all members will run from their election to the end of the following Annual General Meeting. The Board is responsible for electing a Chairman from among its members.

## Responsibilities and Charter of the Board

Fiskars' Board of Directors is responsible for managing the Company in accordance with the law, official regulations, the Articles of Association, and decisions taken by the Annual General Meeting of Shareholders.

Under the Charter approved by the Board of Directors, the Board is responsible for the management and appropriate arrangement of the Company's operations and for confirming the Company's business strategy and budget. In addition, the Board oversees the solidity, profitability, and liquidity of the Company, as well as Company management. The Board is responsible for approving the risk management principles followed by the Company, drafting financial statements, confirming financial policy, and deciding on measures that are exceptional or far-reaching, taking the scope and nature of the Company's operations into account, unless these matters come within the responsibilities of the General Meeting of Shareholders.

The Board shall appoint the CEO and confirm the terms of his employment and other compensation. The Board is also responsible for appointing the members of the Executive Board, other senior managers, and the internal audit manager, approving their terms of employment and other compensation, and deciding the principles for the Group's compensation

systems and other long-term personnel issues. The Board also considers matters related to the appointment of the members of the Boards of Directors of subsidiaries. The Board is also responsible for appointing Board Committees and their members. These Committees are responsible for preparing matters within their specific area of competence to be put before the Board. The Board shall evaluate its work and cooperation with management on a regular basis.

## Board of Directors in 2010

Until the Annual General Meeting held on March 16, 2010 the Board of Directors consisted of nine members: Mr. Kaj-Gustaf Bergh, Chairman, Mr. Alexander Ehrnrooth and Mr. Paul Ehrnrooth (Vice Chairmen) and the following members: Mr. Ralf Böer, Ms. Ilona Ervasti-Vaintola, Mr. Gustaf Gripenberg, Mr. Karl Grotenfelt, Mr. Karsten Slotte and Mr. Jukka Suominen.

The Annual General Meeting held on March 16, 2010 appointed nine members:

- Chairman of the Board: Mr. Kaj-Gustaf Bergh (B.Sc, LL.M, b. 1955. Managing Director of Föreningen Konstsamfundet r.f.)
- Vice Chairman: Mr. Alexander Ehrnrooth (M.Sc., Econ., MBA, b. 1974. CEO of Virala Ltd.)
- Vice Chairman: Mr. Paul Ehrnrooth (M.Sc. Econ., b. 1965. Managing Director of Turret Oy Ab)
- Mr. Ralf Böer (Juris Doctor, b. 1948. Chairman, CEO and Partner in Foley & Lardner LLP)
- Ms. Louise Fromond (LL.M., b.1979)
- Mr. Gustaf Gripenberg (D. Eng, b. 1952. Professor, Aalto University)
- Ms. Ingrid Jonasson Blank (M.Sc., b. 1962)
- Mr. Karsten Slotte (B.Sc., b. 1953. President and CEO of Fazer Group)
- Mr. Jukka Suominen (M.Sc., b. 1947).

None of the members are employed by the Company. Details of the current Board of Directors are on pages 7–8 of this report.

The Board of Directors convened nine times during 2010. The average attendance at Board meetings was 97.5%.

No members of the Board have any affiliations with the Company. Mr. Kaj-Gustaf Bergh, Mr. Ralf Böer, Mr. Gustaf Gripenberg,

# ULTIMATE DECISION- MAKING POWER IS VESTED IN SHAREHOLDERS AT THE GENERAL MEETING OF SHAREHOLDERS.

Ms. Ingrid Jonasson Blank, Mr. Karsten Slotte, and Mr. Jukka Suominen are also independent on shareholders. Mr. Alexander Ehrnrooth, Mr. Paul Ehrnrooth and Ms. Louise Fromond are considered dependent on major shareholders.

## BOARD COMMITTEES

The Board of Directors appointed three committees in 2010: an Audit Committee, a Compensation Committee, and a Nomination Committee.

1. The Audit Committee is responsible for monitoring the reporting process used for the Company's financial statements, supervising the financial reporting process, monitoring the efficacy of the Company's internal controls, internal auditing, and risk management, reviewing the description of the main features of the internal controls and risk management associated with the financial reporting process provided by the Company's administration and control system, monitoring the statutory auditing of the Company's financial statements and consolidated financial statements, evaluating the independence of the Company's statutory Auditors and the additional services provided by the latter, and drafting the proposal covering

the selection of the Company's Auditors to the Nomination Committee.

The composition of the Audit Committee was as follows until March 16, 2010: The Chairman was Mr. Gustaf Gripenberg, and the members were Mr. Alexander Ehrnrooth, Mr. Paul Ehrnrooth, Ms. Ilona Ervasti-Vaintola and Mr. Karsten Slotte.

After March 16, 2010 the Chairman of the Audit Committee is Mr. Gustaf Gripenberg, and the members are Mr. Alexander Ehrnrooth, Mr. Paul Ehrnrooth, Ms. Louise Fromond, and Mr. Karsten Slotte. The Audit Committee convened four times in 2010 and the attendance of members at meetings was 100%.

2. The Compensation Committee is responsible for preparing matters related to the appointment and remuneration of the President & CEO and Group directors and issues related to the Company's remuneration system.

Until March 16, 2010 the composition of the Compensation Committee was the following: the Chairman was Mr. Kaj-Gustaf Bergh, and the members were Mr. Ralf Böer, Mr. Karl Grotenfelt and Mr. Jukka Suominen.

After March 16, 2010 the Chairman is Mr. Kaj-Gustaf Bergh, and the members

are Mr. Ralf Böer, Ms. Ingrid Jonasson Blank, and Mr. Jukka Suominen. The Compensation Committee convened four times in 2010 and the attendance of members at meetings was 100%.

3. The Nomination Committee is responsible for preparing proposals related to the composition of the Board for the General Meeting of Shareholders after consulting major shareholders, and preparing proposals to the General Meeting of Shareholders on the remuneration of Board members. Furthermore, the Nomination Committee is responsible for preparing proposals to the Board regarding the composition of the Board's committees, preparing the proposal on the selection of the Company's Auditors based on the proposal of the Audit Committee, and confirming the criteria and processes to be used for evaluating the Board's work.

The Chairman is Mr. Kaj-Gustaf Bergh, and the members are Mr. Alexander Ehrnrooth and Mr. Paul Ehrnrooth. The Nomination Committee convened twice in 2010 and the attendance of members at meetings was 100%.

## PRESIDENT & CEO

The Board of Directors is responsible for appointing and dismissing, if appropriate,

the Managing Director, who also acts as the Group's Chief Executive Officer. The CEO is responsible for running the Group's operations and is in charge of its administration in accordance with the Company's Articles of Association, legislation, official regulations, and the instructions and orders of the Board. The CEO is also responsible for ensuring that the Company's accounting is in accordance with legal requirements and that assets are managed reliably. The CEO is assisted in these duties by the Executive Board.

The current President & CEO is Mr. Kari Kauniskangas (M.Sc. Econ., b. 1962). The Company does not have an Executive Vice President responsible for acting as the CEO's deputy. Details of the CEO are presented on page 9.

## OTHER MANAGEMENT

### Executive Board

The management team of Fiskars Corporation consists of the managers responsible for corporate and Group-wide functions. Under the leadership of the CEO, the Executive Board prepares proposals for the Board and discusses the Group's strategy and issues related to Group-wide and corporate functions and their development. The Executive Board's duties also include stakeholder relations.

In 2010, the Executive Board consisted of CFO Teemu Kangas-Kärki, Chief Strategy Officer Max Alfthan, General Counsel Jutta Karlsson and Vice President, Operations Hille Korhonen. Details on the members of the Executive Board are on page 9.

### Business Area Management

The Presidents of Fiskars' business areas are responsible for the development of their business areas and for ensuring that their businesses comply with the requirements of local laws and regulations and Fiskars' Code of Conduct principles. They are also responsible for ensuring that the subsidiaries associated with their businesses have the appropriate resources needed for their business.

The Presidents of Fiskars' business areas and the Executive Board form the Executive Team of the Company.

In 2010, the Presidents of Fiskars' business areas were

- Mr. Jaakko Autere, Home
- Mr. Thomas Enckell, Garden EMEA
- Mr. Lars Gullikson, Outdoor EMEA
- Mr. Tomas Landers, Real Estate
- Mr. Jason R. Landmark, Outdoor Americas
- Mr. Juha Lehtola, Boats
- Mr. Paul Tonnesen, Garden & SOC, Americas

Details on the Presidents and their areas of responsibility are presented on page 10.

### INTERNAL CONTROL, RISK MANAGEMENT, AND INTERNAL AUDIT

The Board of Directors is responsible for the appropriate management and organization of operations. In practice, it is the responsibility of the CEO, together with management, to put in place and administer accounting and control mechanisms and other similar mechanisms.

The Group's financial performance is reviewed monthly through a reporting system that covers all units and operations. Business areas are run by and through their own management teams. With the support of the Corporation, business areas are responsible for the day-to-day risk management associated with business operations.

Risk Management is responsible for identifying, evaluating, and managing risks that may threaten the achievement of Fiskars' business goals.

Internal Audit is responsible for auditing and reviewing how well internal control systems function, the appropriateness and efficiency of functions, and how well guidelines are observed. Internal Audit also strives to promote the development of risk management practices in the Group's business units. The Parent Company has an internal auditor manager, who is administratively subordinate to the President & CEO, but reports to the Audit Committee.

### Insider matters

Fiskars applies the insider regulations of NASDAQ OMX Helsinki that came into

force on October 9, 2009. In addition, the Company has its own insider regulations that were last updated on November 3, 2009. The Company's Public Insiders include the members of the Board, the President & CEO, and the Company's Auditors. Other Public Insiders include the members of the Executive Board and business area presidents.

Fiskars also has a company-specific insider register as well as a separate project-based register which is maintained for projects that, on completion, may have an impact on the Company's share value.

Fiskars Corporation's Legal Department maintains lists of insiders on the basis of information they provide. The holdings of Public Insiders can be consulted at Euroclear Finland Ltd. (Urho Kekkosen katu 5 C, 00100 Helsinki, tel. +358 20 770 6000) and the Company's website, [www.fiskarsgroup.com](http://www.fiskarsgroup.com).

### Audit

The Company's Auditor was KPMG Oy Ab, Authorized Public Accountants, with Mr. Mauri Palvi, APA, as Senior Auditor.

A total of EUR 0.7 million was paid in audit fees to the auditors employed by Group companies in 2010. In addition, a total of EUR 0.4 million was paid to the auditors in fees for other consultancy services. The latter fees were primarily related to tax matters.

### Communications

Fiskars' aim is to provide all market parties with accurate, up-to-date, and sufficient information on the Company. Details on the Company's administration and control system can be consulted at the Company's website, where stock exchange releases are published immediately after disclosure, and other key investor material is also available.

Fiskars has adopted a silent period of three weeks prior to the publication of results. During this period comments on the market situation or Company prospects are not made by Fiskars.

## THE MAIN FEATURES OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS RELATED TO THE FINANCIAL REPORTING PROCESS

The financial reporting process refers to activities that generate financial information used in managing the Company and the financial information published in accordance with the requirements of legislation, standards, and other regulations covering the Company's operations.

### Internal control related to the financial reporting process

The role of internal control is to ensure that the Company's management has access to up-to-date, sufficient, and essentially accurate information needed for managing the Company and that the financial reports published by the Company provide an essentially accurate view of the Company's financial position.

### Structure

Fiskars has four operational segments and four business areas. The business units that operate under the Group's four business areas comprise the base level of financial reporting. Business units are responsible for organizing their own financial management and for the accuracy of their financial reporting. Finance and financial risk management are centralized in the Group Treasury function under the Chief Financial Officer (CFO).

All business areas have their own financial management. The Parent Company also has a Group-level financial management organization that operates under the leadership of the CFO. The financial management of business areas and the Group as a whole are responsible for monitoring the operations of the finance departments of individual business units. Internal Audit audits and monitors the efficacy of the report-

ing process and the reliability of financial reporting.

### Management

Setting and monitoring financial targets represent an integral part of Fiskars' management responsibilities. Short-term financial targets are set as part of the annual planning cycle, and progress in achieving these targets is monitored on a monthly basis. Business units report actual financial data monthly and file a projection of how financial performance is expected to develop over the remainder of the reporting period.

Information from business units is consolidated and validated by the Group's financial organization and the data used to prepare a monthly report for senior management. Monthly reports contain condensed income statements for Fiskars' operational segments and business areas, key indicators, and an overview of the major events affecting their businesses. Reports also include a consolidated income statement, balance sheet data, cash flows, and a projection of the likely development of the financial situation covering the remainder of the reporting period. The Group's Audit Committee, the Group's Board of Directors, Corporate Management Team, and business area management teams monitor the development of the financial situation and progress on targets on a monthly basis.

### Financial IT systems

Business units make use of a number of different accounting and financial reporting software systems. Group-level financial reporting is handled through one, centrally managed system. Business units and business areas are responsible for providing data for the Group's reporting system. Financial management is responsible for maintaining the Group's reporting system and for monitoring that agreed and correct data is fed into the system.

### Guidelines

Financial reporting is governed by a set of common principles. The Group applies the international IFRS accounting standards approved within the EU and

has a common Group list of accounts. The Group's financial management has drawn up guidelines for units, covering the content of financial reporting and the dates within which reporting must take place.

### Risk management related to the financial reporting process

The task of risk management is to identify potential threats affecting the financial reporting process that, if they were to become reality, could lead to a situation in which management lacked up-to-date, sufficient, and essentially accurate information needed to manage the Company and in which financial reports published by the Company did not provide an essentially accurate picture of the Company's financial position.

Fiskars manages the risks associated with its financial reporting process by a number of means including the following: maintaining and resourcing an appropriate financial management organization, limiting the rights and responsibilities of individual members of staff appropriately, managing the user rights that give access to the Group's reporting system centrally, issuing guidelines on accounting and reporting, maintaining a common Group list of accounts, making effective use of IT tools, providing ongoing training for personnel, and validating the accuracy of information that is reported as part of the reporting process.

### Developing the financial reporting process

Fiskars develops all aspects of its operations on an ongoing basis.

The financial reporting process has been streamlined with more standardized stages and automated transfers in the process which strengthen internal controls. Fiskars will further improve transparency through common processes.

## RISK MANAGEMENT

Fiskars' risk management function is responsible for identifying, evaluating, and managing risks that may threaten the achievement of the Company's business goals. The aim is to secure personnel, assets, and products intended for customers and protect the company's reputation, brands, and shareholder value from developments or damage that may undermine the company's profitability or adversely affect its assets.

The principles observed in risk management are included in the risk management policy approved by the Board of Directors. The latter's Audit Committee oversees the efficacy of risk management systems. Responsibility for identifying, evaluating, and also managing a large proportion of Fiskars' risks is delegated to business units and support functions. Group Treasury is responsible for developing and maintaining the methods, tools, and reporting associated with risk management. In addition, it carries out risk assessments together with business units and support functions and assists in the preparation of action plans based on the results of these assessments.

Fiskars has taken out extensive insurance for corporate companies to provide cover for the Group's main assets, possible business interruption, transportation, and liabilities. Insurance matters, with the exception of local personal insurance, are managed centrally by Group Treasury.

Group Treasury administers financial risks in accordance with principles approved by the Board of Directors.

### PRINCIPAL UNCERTAINTIES

#### **Customer relationships and distribution**

As Fiskars produces and sells consumer products, general market conditions and a decline in consumer demand in key market areas in Europe and North America could have a material adverse effect on the Corporation's net sales and profitability.

Fiskars' products are sold through its sales force, agents, and distributors to wholesalers, retailers, and directly to consumers through its stores. Sales to large individual customers are significant in

some businesses. As some major customers decide their product range and suppliers only once annually, the loss of a small number of major customers or disruption in the activities of a specialized distribution channel could have an adverse effect on Fiskars' business and profits. None of Fiskars' customers accounted for more than 10% of sales in 2010.

#### **Supply chain**

Fiskars is making increasing use of outsourcing and working with a growing number of contract manufacturers and partners. The proportion of in-house production has declined, and the dependency on the supply chain increased. Supply chain management has become a management and availability risk, as a considerable proportion of sales in respect of some products is of a seasonal nature and an increasing proportion of total corporate purchases will be made in countries distant from the company's main operations. Risk management associated with outsourced production and ensuring product availability is being developed on a continuous basis.

#### **Price and supply of raw materials and commodities contracts**

Fiskars products are manufactured from a wide range of materials, primarily steel, aluminum, and plastic. Sudden fluctuations in raw material and energy prices can have an impact on the company's operational result. Fiskars employs long-term contracts with its raw material suppliers to minimize this; and production plants in Finland that use large amounts of electricity employ collective purchasing to hedge their operations against fluctuations in electricity prices.

#### **Innovation**

The growth of Fiskars' business depends to a significant extent on its ability to generate and commercialize a stream of new products and product enhancements that meet consumer expectations. The ability to combine design and innovation with technical R&D capabilities forms a solid basis for rolling out products successfully in a timely manner.

#### **Brands and corporate reputation**

Fiskars has a number of global and local brands in its portfolio. Any adverse event affecting consumer confidence or continuity of supply affecting these brands could have a detrimental impact on its business. Fiskars monitors the performance of its leading brands closely, and is committed to taking appropriate action to mitigate any threat to brand value.

#### **Weather and seasonal dependence**

Some product groups, particularly garden tools during the spring, can be affected by the weather. Unexpected weather conditions can have a negative impact on sales of these products. Sales of homeware products are heavily geared towards the last quarter of the year, and any negative issues related to product availability or demand during this quarter could affect the full-year result of this business significantly.

#### **Environment**

Most of Fiskars' industrial operations involve no significant environmental risks. Production facilities have up-to-date environmental permits that set clear limits on their operations. Changes in environmental directives can affect existing environmental permits. Adapting to such directives may require changes in existing production methods or investments in new equipment. Changes in production capacity or structure at some older facilities may result in additional costs as environmental requirements change.

#### **Pensions and similar obligations**

Movements in equity markets, interest rates, and the life expectancy of participants in some pension plans could affect the pension liabilities reported by the company. These liabilities are regarded as small, however, and the risk considered immaterial.

#### **Associated company**

Fiskars has a substantial investment in an associated company, Wärtsilä Corporation. Major changes in Wärtsilä's share price, profitability, or ability to pay a dividend would have a material impact on Fiskars.



## REMUNERATION

### Board's remuneration

The Annual General Meeting determines the remuneration of the Board of Directors. The Board's Nomination Committee is responsible for preparing proposals to the General Meeting of Shareholders on the remuneration of Board members.

In 2010, the Annual General Meeting determined to pay the Chairman of the Board EUR 70,000 per annum, the Vice Chairman EUR 50,000 per annum, and members EUR 35,000 per annum. In addition, the Annual General Meeting determined that Board members will be paid a sum of EUR 600 per Board and Committee meeting, the Chairman of the Board EUR 1,100 per Board and Committee meeting, and the Chairman of the Audit Committee EUR 1,100 per Audit Committee. In addition, members are reimbursed for their travel and other expenses incurred as a result of their activities on behalf of the Company.

Compensation paid to the members of the Board totaled EUR 459,250 in 2010.

The members of the Board are not included in Fiskars' incentive schemes and they are not employed by the Company.

### CEO's remuneration

The Board appoints the Managing Director (President & CEO) and confirms the terms of his employment and other compensation. The Board's Compensation Committee is responsible for preparing matters related to the appointment and remuneration of the CEO.

In addition to his basic salary, the CEO is paid an annual bonus designed to provide a target bonus equivalent to 60% of his annual salary. The maximum level of the bonus is 80% of the basic salary. The bonus paid is determined in accordance with the financial targets and other goals set annually by the Board of Directors. In 2010, the financial targets have related to earnings before taxes excluding Wärtsilä and cash flow.

The CEO is also included in a long-term incentive scheme with a target level similar to that of the annual bonus. For more information see 'Long-term incentive scheme'.

When he joined the Company in January

2008, the CEO agreed to purchase Company shares equivalent in value to his signing bonus, a total of 15,397 shares. These shares have a lock-up period until March 1, 2011.

The CEO and the Company shall have a notice period of six months. Remuneration on dismissal by the Company shall be 12 months' basic salary, in addition to salary for the six-month notice period. The Managing Director's agreement shall end when the CEO reaches the age of 60. In addition to his statutory pension, he is provided with a voluntary supplementary contribution-based pension, similar to that used for the Executive Board, under which the Company contributes 20% of his annual salary without bonuses.

The salary, benefits, and bonuses of CEO Kari Kauniskangas in 2010 totaled EUR 684,162. The share of basic salary was EUR 380,211 and the share of bonuses paid for the 2009 result was EUR 303,950.

### Executive Board's remuneration

The Board is responsible for appointing the members of the Executive Board, approving their terms of employment and other compensation, and deciding the principles for the Group's compensation systems. The Board's Compensation Committee is responsible for preparing matters related to these topics.

Some members of the Executive Board have an annual bonus scheme, which is designed to provide a target bonus equivalent to 20–40% of their annual salary. The maximum level of the bonus is 30–60% of the basic salary. The bonus paid is determined in accordance with earning criteria set by the Board of Directors, primarily tied to the Group's financial targets and secondarily to personal, function-specific targets. In 2010 the financial targets have mainly related to net sales, EBITDA, and cash flow.

Members of the Executive Board can also be included in a long-term incentive scheme, which corresponds to the annual bonus in its target level. More information can be found in the section 'Long-term incentive scheme'.

The members of the Group's Executive Board also have voluntary, contribution-

based additional pension insurance under which the Company contributes 14–20% of their annual salaries excluding bonuses. Their pension age varies between 60 and 68 years.

In 2010, the salaries, benefits, and bonuses paid to the members of the Executive Board (excluding the CEO) totaled EUR 1,011,907. The share of basic salaries was EUR 720,929 and the share of bonuses for the 2009 result was EUR 290,978.

### Long-term incentive scheme

Fiskars has a long-term incentive scheme for key personnel; participants are selected by the Board of Directors annually. The Board also decides the earning criteria based on financial targets for the scheme annually.

The earning criteria in 2010 were related to consolidated net sales and cash flow. The earning period is one year, followed by a two-year vesting period. The bonus will be paid during the quarter following the vesting period. A positive change in the value of the Company's share related to its own operations during the vesting period may increase the final payout by up to 50%.

The target level of the long-term incentive scheme corresponds in size to the annual bonus of everyone in the scheme and is 20–60% of their annual salary. The maximum level of the long-term incentive scheme is 150% of the target level.

During the 2010 earning period, bonuses earned through the long-term incentive scheme, excluding any possible increase due to changes in the share value, totaled EUR 546,469 for the CEO and the members of the Executive Board. These bonuses will be paid during the first quarter of 2013.

Fiskars Corporation has no share option programs in place.



## BOARD OF DIRECTORS

From left to right: Kaj-Gustaf Bergh, Louise Fromond, Ralf Böer, and Karsten Slotte. The photo was taken in the new Fiskars Campus in Helsinki, Finland.

### Kaj-Gustaf Bergh (1955)

Chairman, elected to the Board in 2005. B.Sc., LL.M. Managing Director of Föreningen Konstsamfundet r.f. 2006–. SEB Asset Management, Director 1998–2001; Ane Gyllenberg Ab, Chief executive officer 1986–1998.

Chairman of the Board of Finaref Group Ab and KSF Media Holding Ab. Member of the Board of Stockmann Oyj Abp, Ramirent Group, Julius Tallberg Oy Ab and Wärtsilä Corporation.

Independent of the company and significant shareholders.

Board committees: Compensation Committee, Chairman; Nomination Committee, Chairman.

### Alexander Ehrnrooth (1974)

Vice Chairman, elected to the Board in 2000. M.Sc. (Econ.), MBA. President and CEO of Virala Oy Ab 1995–.

Member of the Board of Wärtsilä Corporation 2010–.

Independent of the company and dependent on significant shareholders.

Board committees: Audit Committee, member; Nomination Committee, member.

### Paul Ehrnrooth (1965)

Vice Chairman, elected to the Board in 2000. M.Sc. (Econ.). Managing Director & Chairman, Turret Oy Ab 2005–.

Chairman of the Board of Savox Oy Ab, Savox S.A. and Finance Lind Ltd. Member of the Board of Wärtsilä Corporation and Ixonos Oyj.

Independent of the company and dependent on significant shareholders.

Board committees: Audit Committee, member; Nomination Committee, member.

### Ralf R. Böer (1948)

Elected to the Board in 2007. Juris Doctor. Chairman, CEO and Partner in Foley & Lardner LLP 2002–. Foley & Lardner LLP since 1974, Partner since 1981.

Member of the Board of Plexus Corp.

Independent of the company and significant shareholders.

Board Committees: Compensation Committee, member.

### Louise Fromond (1979)

Elected to the Board in 2010. LL.M. University of Helsinki, doctoral student 2005–2008. University of Helsinki, assistant 2004–2005.

Chairman of the Board of Oy Holdix Ab. Member of the Board of Fromille Oy Ab, Tremoko Oy Ab and Bergsrådnann Sophie von Julins stiftelse.

Independent of the company and dependent on significant shareholders.

Board committees: Audit Committee, member.





From left to right: Alexander Ehrnrooth, Paul Ehrnrooth, Ingrid Jonasson Blank, Jukka Suominen, and Gustaf Gripenberg. The photo was taken in the new Fiskars Campus in Helsinki, Finland.

#### Gustaf Gripenberg (1952)

Elected to the Board in 1986. D. (Eng.). Professor, Aalto University. Extensive experience at Aalto University and University of Helsinki.

Independent of the company and significant shareholders.

Board committees: Audit Committee, Chairman.

#### Ingrid Jonasson Blank (1962)

Elected to the Board in 2010.

M.Sc. (Econ.). Executive Vice President ICA Sverige AB 2004–2010.

Member of the Board in TeliaSonera, Bilia AB, ONOFF AB, Forma Publishing Group and ZetaDisplay AB.

Independent of the company and significant shareholders.

Board committees: Compensation Committee, member.

#### Karsten Slotte (1953)

Elected to the Board in 2008. B.Sc. (Econ.). President and CEO of Fazer Group 2007–. Cloetta Fazer AB (publ.), President 2002–2006. Cloetta Fazer Konfektyr AB, Managing Director 2000–2002. Fazer Confectionery, Managing Director 1997–2000.

Member of the Board of Onninen Oy, Varma Mutual Pension Insurance Company and Finnish-Swedish Chamber of Commerce.

Independent of the company and significant shareholders.

Board committees: Audit Committee, member.

#### Jukka Suominen (1947)

Elected to the Board in 2008. M.Sc. (Eng.), B.Sc. (Econ.). Group CEO of Silja Oyj Abp 1995–2000.

Member of the Board of Huhtamäki Oyj and Arctia Shipping Ltd., Chairman of the Board of Rederi AB Eckerö and Lamor Group Oy.

Independent of the company and significant shareholders.

Board committees: Compensation Committee, member.

Details as of December 31, 2010.





## EXECUTIVE BOARD

### Kari Kauniskangas (1962)

President and CEO, employed 2008. M.Sc. (Econ.).

Amer Sports Corporation, Head of Winter & Outdoor division 2007. Amer Sports Corporation, SVP, Sales & Distribution 2004–2007. Amer Sports Europe GmbH, President & GM 1999–2004.

### Teemu Kangas-Kärki (1966)

Chief Financial Officer (CFO), employed 2008. M.Sc. (Econ.). Alma Media Corporation, CFO 2003–2008. Kesko Group, Vice President, Corporate Controller 2002–2003. Kesko Group, Corporate Business Controller 2000–2001. Suomen Nestlé Oy, Finance Director 1999–2000.

### Max Alfthan (1961)

Chief Strategy Officer (CSO), employed 2008. M.Sc. (Econ.).

Amer Sports Corporation, SVP Communications 2001–2008. Lowe & Partners, Managing Director 1998–2001. Oy Sinebrychoff Ab, Marketing Director 1989–1998.

Member of the Board of Nokian Panimo Oy.

### Jutta Karlsson (1963)

General Counsel, employed 2006. LL.M. LMR Attorneys-at-law, Legal Counsel 2004–2006. Council of the Baltic Sea States (Stockholm), Legal Advisor 2002–2004.

From left to right: Hille Korhonen, Max Alfthan, Kari Kauniskangas, Teemu Kangas-Kärki, and Jutta Karlsson. The photo was taken in Fiskars Village, in the old Copper Smithy, where the first orange-handled scissors were made in 1967.

### Hille Korhonen (1961)

Vice President, Operations, employed 2007. Lic. Tech.

Iittala Group, Group Director, Operations 2003–2007. Nokia Corporation, management duties for logistics 1996–2003.

Member of the Board of Lassila & Tikanoja Plc and Nokian Tyres Plc.

Details as of December 31, 2010.





From left to right: Jaakko Autere, Thomas Enckell, Lars Gullikson, Tomas Landers, Jason R. Landmark, Juha Lehtola, and Paul Tonnesen.

## BUSINESS AREA MANAGEMENT

### Jaakko Autere (1963)

President, Home, employed 2010. M.Sc. (Econ.).

Orkla Brands, Managing Director 2005–2009. L'Oreal Norway, Managing Director 2005. L'Oreal Sweden, General Manager 2000–2004. Kellogg's, Marketing Manager 1996–1999.

### Thomas Enckell (1963)

President, Garden, EMEA, employed 2007. M.Sc. (Econ.).

Iittala Group, Group Director, Wholesale 2007. Iittala Group, Group Director, Iittala brand and international sales and marketing 2003–2007. Iittala Group, Business Area Director 2000–2003. Designor, Business Area Director 1996–2000.

Member of the Board of Stala Oy and Stala Tubes Oy 2008–.

### Lars Gullikson (1963)

President, Outdoor, EMEA, employed 2006. B.Sc. (Econ.).

Silva Sweden, President 2000–2006. Silva Production AB, President 1998–2000. Sales and Business Development Manager 1996–1998.

### Tomas Landers (1977)

Vice President, Real Estate, employed 2008. M.Sc. (Forestry).

Swedish Forest Agency, International coordinator 2007–2008. Bureau of Nordic Family Forestry, Main coordinator 2003–2007.

Member of the Board of Karjaan Puhelin 2009–.

### Jason R. Landmark (1967)

President, Outdoor, Americas, employed 2001. B.Sc.

A Newell Rubbermaid Co, National Sales Manager 1997–2001, National Account Sales Manager 1996–1997, Key Accounts Sales Manager 1995–1996.

### Juha Lehtola (1966)

President, Boats, employed 2009. M.Sc. (Econ.).

Stora Enso Oyj, Senior Vice President, 2007–2009. Stora Enso Oyj, Vice President, New Business Innovations 2003–2007. Stora Enso Oyj, Vice President, New Business Areas 2002–2003. Stora Enso Packaging Sp., Managing Director 1999–2002. Raisio Group Plc., Marketing Manager 1999.

### Paul Tonnesen (1964)

President, Garden & SOC, Americas, employed 2007. MBA, B.Sc. (Marketing).

Elmer's Products, Inc., Corporate Officer and Senior VP Global Sales and Customer Service 2005–2007. Spectrum Brands, Corporate Officer and VP Sales 2002–2005. American Safety Razor, Corporate Officer and VP Sales and Category Marketing 1998–2002.

Composition as of December 31, 2010.