

Unofficial translation from Finnish

## FISKARS CORPORATION'S EXTRAORDINARY GENERAL MEETING

**Date and time:** December 9, 2014 at 3 pm

**Venue:** Media Center Lume, Hämeentie 135 C, 00560 Helsinki, Finland

**Present:** Shareholders were present at the meeting, in person or by proxy, in accordance with the list of votes adopted at the meeting.

In addition, the members of the Board of Directors, the President and CEO, members of the Company's senior management, the Company's Auditor and other representatives were present at the meeting.

### 1 §

#### OPENING OF THE MEETING

The Chairman of the Company's Board of Directors, Paul Ehrnrooth, opened the meeting and welcomed those present.

### 2 §

#### CALLING THE MEETING TO ORDER

Attorney-at-law Johan Aalto was elected the chairman of the Extraordinary General Meeting, and he called on Päivi Timonen, the General Counsel, to act as secretary.

The chairman explained the procedures for proceeding with the matters on the agenda of the meeting. It was recorded that the meeting was conducted in both Swedish and Finnish. In addition, the meeting was recorded on audio and video tape.

The chairman stated that some holders of nominee registered shares of the Company had provided the Company with voting instructions prior the Extraordinary General Meeting.

Summary of the instructions by the holders of nominee registered shares of the Company was attached to the minutes (Appendix 2).

### 3 §

#### ELECTION OF PEOPLE TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Bert Ekroos was elected to scrutinize the minutes.

Christian Sandström and Martin Tallberg were elected to supervise the counting of votes.

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4 §

**RECORDING THE LEGALITY OF THE MEETING**

It was recorded that notice of the Extraordinary General Meeting had been published on the Company's website and as a stock exchange release on October 31, 2014. In addition, notice of the Extraordinary General Meeting had been published in the following newspapers on November 1, 2014: Hufvudstadsbladet, Helsingin Sanomat and Västra Nyland.

It was recorded that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and that the meeting constituted a quorum.

The notice regarding the meeting was attached to the minutes (Appendix 3).

5 §

**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 222 shareholders were present, either in person, by legal representative or by proxy, was presented. It was recorded that 51,876,289 shares accounting for 51,876,289 votes were represented at the beginning of the meeting. The list of votes was attached to the minutes (Appendix 1).

It was noted that the list of votes was to be adjusted to correspond to the attendance at the beginning of a vote, if applicable.

6 §

**DISTRIBUTION OF AN EXTRA DIVIDEND FOR THE FINANCIAL PERIOD JANUARY 1 - DECEMBER 31, 2013**

President and CEO Kari Kauniskangas gave a presentation on the Company's operations during the period January to September, 2014.

It was recorded that the Board of Directors had proposed to the Extraordinary General Meeting for the distribution of an extra dividend of EUR 2.60 per share from the parent company's distributable equity, a total of EUR 212,953,629.20. It was further recorded that, in accordance with the parent company's balance sheet as of December 31, 2013, the Company's distributable equity amounted to EUR 822.5 million and that there are 81,905,242 shares entitling their holders to a dividend. In accordance with the proposal, the dividend is to be paid to the shareholders who are recorded in the shareholders' register maintained by Euroclear Finland Oy on the record date of December 11, 2014 and the dividend will be paid on December 18, 2014.

The Extraordinary General Meeting of Shareholders decided in accordance with the Board of Directors' proposal that a dividend of EUR 2.60 per share, a total of EUR 212,953,629.20, be paid to the shareholders recorded in the shareholders' register maintained by Euroclear

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Finland Oy on the record date of December 11, 2014, excluding, however, the shares that are held by the Group on the record date. The dividend will be paid on December 18, 2014.

7 §

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

It was recorded that the Board of Directors' had proposed to the Extraordinary General Meeting that Section 2 of the Articles of Association of the Company be amended as follows:

“The Company's field of activities consists of the development, manufacturing and sale of goods and related and supporting industrial and commercial activities. In addition the Company may practice agriculture and forestry and buy, sell, hold and otherwise govern securities and real-estate. The Company may conduct its operations by itself or through subsidiaries or associated companies. As a parent company the Company may also manage common tasks of the group companies such as administration and financing.”

The current wording of the Articles of Association is as follows:

“The Company's business consists of industrial manufacturing and operations related thereto, as well as agriculture and forestry.”

The Extraordinary General Meeting of Shareholders decided in accordance with the Board of Directors' proposal that Section 2 of the Articles of Association of the Company be amended as follows:

“The Company's field of activities consists of the development, manufacturing and sale of goods and related and supporting industrial and commercial activities. In addition the Company may practice agriculture and forestry and buy, sell, hold and otherwise govern securities and real-estate. The Company may conduct its operations by itself or through subsidiaries or associated companies. As a parent company the Company may also manage common tasks of the group companies such as administration and financing.”

The amended Articles of Association, as a whole, was attached to the minutes (Appendix 4).

8 §

**CLOSING OF THE MEETING**

It was recorded that the decisions of the Extraordinary General Meeting were unanimous.

In addition, the chairman stated that the minutes of the Extraordinary General Meeting will be made available on the Company's website by December 23, 2014.

The chairman closed the meeting at 4.24 pm.

Chairman of the Extraordinary General Meeting:

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Johan Aalto

In fidem:

\_\_\_\_\_  
Päivi Timonen

Minutes scrutinized and approved:

\_\_\_\_\_  
Bert Ekroos

## **Appendices**

- Appendix 1 List of votes
- Appendix 2 Voting instructions of the holders of nominee registered shares
- Appendix 3 Notice of the Extraordinary General Meeting
- Appendix 4 Articles of Association