

Corporate Governance Statement  
**2020**

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# Introduction

Fiskars Corporation is a Finnish public limited company in which duties and responsibilities are defined according to the Finnish law. Fiskars Group comprises the parent company Fiskars Corporation, and its subsidiaries. The statutory governing bodies of Fiskars Corporation are the General Meeting of Shareholders, the Board of Directors, the Managing Director (President and CEO), and the Auditor. Other Group management supports the statutory governing bodies of Fiskars Corporation. The Company's domicile is Raseborg, Finland.

Corporate governance at Fiskars Corporation is based on the Finnish Limited Liability Companies Act, the rules and regulations concerning publicly listed companies, the Company's Articles of Association, the charters of the Company's Board of Directors and its Committees, and the rules and guidelines of Nasdaq Helsinki Ltd.

Fiskars Corporation is a member of the Finnish Securities Market Association and complies, with an exception concerning the Nomination Committee, with the Finnish

Corporate Governance Code approved by the Securities Market Association, which came into force on January 1, 2020 and can be reviewed at [www.cgfinland.fi](http://www.cgfinland.fi). In terms of the composition of the Nomination Committee, the Company has departed from the Recommendation 15 of Finnish Corporate Governance Code as explained in more detail in section "Board Committees".

This is the separate Corporate Governance Statement referred to in the Finnish Corporate Governance Code. This statement and the other information required by the Corporate Governance Code, the Company's Financial Statement, the Report by the Board of Directors and the Auditor's Report for the year 2020 are available on the Company's webpage [www.fiskarsgroup.com](http://www.fiskarsgroup.com) at the latest on February 18, 2021.

# General Meeting of Shareholders

The General Meeting is the highest decision-making body of Fiskars Corporation, where the shareholders participate in the supervision and control of the Company by using their right to speak and vote. The most important tasks of the General Meeting are, among others, the election of the Board of Directors and the adoption of the Annual Accounts. Other tasks of the General Meeting appear from the Articles of Association of the company and from the Finnish Companies Act. The company shall convene Annual General Meeting once a year.

An Extraordinary General Meeting shall be convened when necessary and when requested by shareholders if the shareholders demanding the handling of a given matter hold no less than 10 % of the total number of the company's shares. General Meetings shall be held either in Raseborg or Helsinki.

In accordance with the Articles of Association, notices regarding the General Meetings are published on the Company's website and, if deemed necessary by the Board of Directors, in an alternative manner. In 2020, notices were published in the Helsingin Sanomat, Hufvudstadsbladet and Västra Nyland newspapers in addition to the notice published on the Company's website and the Company's stock exchange release.

Any shareholder wishing to submit a matter for inclusion on the agenda of the Annual General Meeting should submit a request in writing to the Board of Directors. To be included in the notice of the Annual General Meeting and in the agenda of the Annual General Meeting, the request should be sufficiently concise, and the matter must fall within the authority of the Annual General Meeting, as defined in the Finnish Limited Liability Companies Act. Instructions on submitting requests to the Board of Directors and the deadline for requests are published on the Company's website. In 2020, no such requests were submitted to the Board of Directors.

## Annual General Meeting for 2020

Fiskars Corporation held its Annual General Meeting for 2020 on March 11, 2020. The Chairman of the Board, the Board members, the President and CEO and the Company's auditor were present at the meeting. The meeting approved the Annual Accounts 2019 and discharged the members of the Board and the CEO from liability. The Annual General Meeting decided in accordance with the proposal by the Board of Directors on the dividend to be paid for the 2019 financial year. The

Meeting adapted the Remuneration Policy for governing bodies, as well as, decided on the remuneration to be paid to the Board and elected the members, who will serve until the end of the Annual General Meeting in 2021. The Company's auditors were also elected, and the terms of remuneration was decided upon. The Meeting authorized the Board to decide on the acquisition of own shares and transfer of own shares held as Treasury shares in accordance with conditions. Annual General Meeting documents are available on the Company's web pages for five years' time after each Annual General Meeting.

# Board of Directors

## Term, composition and independence

Proposals regarding the composition of the Board of Directors are prepared by the Nomination Committee. The term of office of a Board member is one year and will start from the close of the General Meeting electing the member and expire at the close of the next Annual General Meeting after the election. The number of terms for the members of the Board of Directors is not limited.

In accordance with the Articles of Association, the Board of Directors shall consist of a minimum of five and a maximum of ten members. The Board of Directors selects a Chairman and a Vice Chairman from amongst its members. The Board of Directors elected by the Annual General Meeting held on March 11, 2020 is composed of nine members. The General Meeting re-elected Paul Ehrnrooth, Albert Ehrnrooth, Louise Fromond, Jyri Luomakoski, Inka Mero, Fabian Månsson, Peter Sjölander, and Ritva Sotamaa. Nathalie Ahlström was elected as a new member<sup>1</sup>. In its constitutive meeting held after the Annual General Meeting, the Board of Directors elected Paul Ehrnrooth as its Chairman and Jyri Luomakoski as Vice Chairman of the Board.

<sup>1</sup> Nathalie Ahlström was appointed as President and Chief Executive Officer at Fiskars Corporation on July 9, 2020. She started in this position on November 30, 2020 and at the same time stepped down from the Board of Directors at Fiskars.

# The Board of Directors

December 31, 2020



1 PAUL EHRNROOTH



2 JYRI LUOMAKOSKI



3 ALBERT EHRNROOTH



4 LOUISE FROMOND



5 INKA MERO



6 FABIAN MÅNSSON



7 PETER SJÖLANDER



8 RITVA SOTAMAA

**1 PAUL EHRNROOTH**

Born 1965, M.Sc. (Econ.)  
Finnish citizen

Elected to the Board in 2000  
Chairman of the Board, 2014–  
Chairman of the Human Resources and Compensation Committee, and Nomination Committee

Independent of the Company and dependent on significant shareholders

Turret Oy Ab, Managing Director and Chairman 2005–

**Primary working experience:**

Savox Oy, President and CEO 1999–2007, several management positions in Wärtsilä Corporation 1994–1999 and Kone Corporation 1993–1994

**Other positions of trust:**

Chairman of the Board: Savox Group 2004–  
Member of the Board: Digitalist Group Oyj (Ixonos Oyj until 23.5.2017) 2010–, Wärtsilä Corporation 2010–2015

Fiskars shares held directly as at 31.12.2020: 0  
Shares held by controlled entities as at 31.12.2020: 10,930,961

Shares held by entities in which a person exercises influence (associated by managerial responsibilities) as at 31.12.2020: 723,534

**5 INKA MERO**

Born 1976, M.Sc. (Econ.)  
Finnish citizen

Elected to the Board in 2015  
Member of the Human Resources and Compensation Committee

Independent of the Company and significant shareholders,

Voima Ventures VC Fund, Managing Partner and Founder 2019–

**Primary working experience:**

Pivot5 Oy (IndustryHack Oy), Co-founder and Chairwoman 2016–2019, KoppiCatch Oy, Co-founder and Chairwoman 2008–, Playforia Oy, CEO 2006–2008, Nokia Corporation, Director 2005–2006, Digia Plc, VP Sales and Marketing 2001–2005, Sonera Corporation, Investment Manager 1996–2001

**Other positions of trust:**

Chairman of the Board: Voima Ventures Oy 2019–, KoppiCatch Oy 2017–

Member of the Board: ElFys Oy 2020–, Dispelix Oy 2019–, Infinited Fiber Company Oy 2019–, Tacto Tek Oy 2019–, Klevu Oy 2018–, Nokian Tyres Plc 2014–

Fiskars shares held directly as at 31.12.2020: 700

**2 JYRI LUOMAKOSKI**

Born 1967, MBA  
Finnish citizen

Elected to the Board in 2016  
Vice Chairman of the Board 2018–  
Chairman of the Audit Committee, 2016–

Independent of the Company and significant shareholders

Uponor Corporation, President and CEO 2008–

**Primary working experience:**

Uponor Corporation, Deputy CEO 2002–2008, CFO and member of Executive Committee 1999–2008, Asko Oyj and Oy Uponor Ab, CFO 1999–1999, various positions at Oy Uponor Ab, Oy Lars Krogus Ab and Datatrans

**Other positions of trust:**

Member of the Board: Varma Mutual Pension Insurance Company 2015–, The European Plastic Pipes and Fittings Association (TEPPFA) 2009–, European Heating Industries (EHI) 2014–2018, Procurator-Holding Oy 2006–2016

Fiskars shares held directly as at 31.12.2020: 1,500

**3 ALBERT EHRNROOTH**

Born 1976, M.Sc. (Econ.), Bachelor of Natural Resources  
Finnish citizen

Elected to the Board in 2018  
Member of the Audit Committee

Independent of the Company and dependent on significant shareholders

Vessilä Oy Ab, CEO 2010–

**Other positions of trust:**

Chairman of the Board: Virala Oy Ab 2015– (member since 2005–)

Fiskars shares held directly as at 31.12.2020: 855,372  
Fiskars shares held by entities in which a person exercises influence (substantial economic interest, no control or associated by managerial responsibilities) as at 31.12.2020: 13,051,880

**7 PETER SJÖLANDER**

Born 1959, M.Sc. (Econ.)  
Swedish citizen

Elected to the Board in 2015  
Member of the Human Resources and Compensation Committee

Independent of the Company and significant shareholders

**Primary working experience:**

Altor Equity Partners, Senior Executive Advisor 2015–, EQT, Industrial Advisor 2013–, F&S Ltd London, Senior Advisor 2017–2019, SATS AS Strategic Advisor 2015–2017, Helly Hansen Group, CEO 2007–2015, Electrolux, Senior Vice President, Product, Brand and Licensing, Global & Europe, 2005–2007, Stadium AB, Strategic Advisor 2004–2007, Nike, Global & European Leadership Team Member 1998–2004

**Other positions of trust:**

Chairman of the Board: Eton Shirts AB 2018– (Board member since 2016), Revolution Race AB 2017–, Grundens AB 2015–, Swims AS 2014–2016, (Board Member since 2012)

Member of the Board: Dometic Group AB (publ.) 2017–, Run & Relax Scandinavia AS 2015–, F&S Ltd 2017–2019, FitFlop Inc. 2014–2019, SATS/HFN AS 2015–2018, Stokke AS 2011–2014, BTX AS 2011–2013, OBH NORDICA AB 2008–2011, Helly Hansen AS 2007–2016, Stadium AB 2004–2007

Fiskars shares held directly as at 31.12.2020: 0

**4 LOUISE FROMOND**

Born 1979, LL.M.  
Finnish citizen

Elected to the Board in 2010  
Member of the Audit Committee

Independent of the Company and dependent on significant shareholders

**Primary working experience:**

University of Helsinki, researcher 2005–2008

**Other positions of trust:**

Chairman of the Board: Oy Holdix Ab 2010–, Fromille Oy Ab 2018–

Fiskars shares held directly as at 31.12.2020: 601,135  
Fiskars shares held by entities in which a person exercises influence (substantial economic interest, no control or associated by managerial responsibilities) as at 31.12.2020: 10,567,417

**8 RITVA SOTAMAA**

Born 1963, LL.M.  
Finnish citizen

Elected to the Board in 2015  
Member of the Audit Committee

Independent of the Company and significant shareholders

Unilever PLC, Chief Legal Officer 2013–

**Primary working experience:**

Siemens Healthcare, Siemens AG, General Counsel 2009–2013, GE Healthcare, General Electric Company, several General Counsel positions 2003–2009, Instrumentarium Corporation, General Counsel 1998–2003, Sisu/Partek Corporation, Legal Counsel 1996–1998, Instrumentarium Corporation, Legal Counsel 1989–1996

Fiskars shares held directly as at 31.12.2020: 3,000

All members of the Board are non-executive directors. The Board evaluates the independence of its members annually on a regular basis in compliance with Recommendation 10 of the Corporate Governance Code. Based on the latest evaluation carried out on March 11, 2020, the Board considered all members of the Board to be independent of the Company. Albert Ehrnrooth, Paul Ehrnrooth, and Louise Fromond are considered to be dependent of the Company's significant shareholders. A Board member is obligated to provide the Board with sufficient information to enable the Board to evaluate her/his independence.

The diversity of the Board composition is defined in the Board Diversity Policy. Diversity at the Board level is an essential element in supporting the Company's attainment of its strategic goals and ensuring that the Board fulfils its fiduciary responsibilities. The Board shall ideally consist of members with experience from international business representing different industries, tasks, positions, cultures and countries. Having members providing a balanced representation of both genders on the Board is essential.

The Board Diversity Policy is maintained and followed by the Nomination Committee in accordance with the Recommendations of Finnish Corporate Governance Code. The Diversity policy is available on the Company's website [www.fiskarsgroup.com](http://www.fiskarsgroup.com). The Nomination Committee also prepares the proposal for the composition of the Board to the Annual General Meeting.

In terms of the representation of both genders in the Board, the Board has stated as an objective that in addition to having members from both genders in the Board being essential, the composition should be balanced between genders in particular where candidates are equally qualified. Currently, the less-represented gender counts for ca. 40% of Fiskars' members of the Board as well as from other perspectives the current status of diversity is considered reasonably balanced. A high priority is given to maintain the balanced status in terms of representation of both genders. The Board's diversity in terms of directors' educational background, professional experience, length of service, age and nationality is reflected on the previous pages.



# Main duties of the Board

The Board of Directors is responsible for the Company's governance and the proper organization of the operations in accordance with the applicable laws and regulations, its Articles of Association and the decisions taken by the General Meetings. The Board has confirmed a written Charter for the Board's duties, meeting practice and decision-making procedure. The Board's main duties include:

- Managing and appropriately arranging the Company's operations and confirming the Company's business strategy, rolling plan and budget
- Overseeing the solidity, profitability, and liquidity of the Company, as well as the Company's management
- Approving the risk management principles followed by the Company
- Reviewing and adopting the consolidated financial statements, interim reports and related stock exchange releases and the report by the Board of Directors
- Approving the treasury policy
- Deciding on extraordinary or far-reaching measures, 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
- Preparing the proposal to the General Meeting on the selection of the Company's Auditors based on the proposal by the Audit Committee
- Appointing and dismissing the President and CEO and confirming the terms for the service contract, compensation and other financial benefits
- Appointing the members of the Fiskars Group Leadership Team, and the internal audit, and approving their terms of employment, compensation and other financial benefits
- Deciding on the principles for the Group's remuneration systems
- Deciding on the Group's structure and main organization
- Other statutory duties by virtue of the Finnish Limited Liability Companies' Act and Finnish Corporate Governance Code.

## MEETING ACTIVITIES AND MEETING ATTENDANCE OF THE BOARD OF DIRECTORS IN 2020

| 1.1.-31.12.2020     | BOARD OF DIRECTORS*<br>24 MEETINGS | AUDIT COMMITTEE*<br>6 MEETINGS | HUMAN RESOURCES AND COMPENSATION*<br>COMMITTEE 9 MEETINGS | NOMINATION COMMITTEE<br>4 MEETINGS |
|---------------------|------------------------------------|--------------------------------|-----------------------------------------------------------|------------------------------------|
| Nathalie Ahlström** | 16/16                              | 3/4                            |                                                           |                                    |
| Paul Ehrnrooth      | 24/24                              |                                | 9/9                                                       | 4/4                                |
| Albert Ehrnrooth    | 24/24                              | 6/6                            |                                                           |                                    |
| Louise Fromond      | 24/24                              | 6/6                            |                                                           |                                    |
| Jyri Luomakoski     | 24/24                              | 6/6                            |                                                           |                                    |
| Inka Mero           | 24/24                              |                                | 9/9                                                       |                                    |
| Fabian Månsson      | 24/24                              |                                |                                                           | 4/4                                |
| Peter Sjölander     | 23/24                              |                                | 9/9                                                       |                                    |
| Ritva Sotamaa       | 24/24                              | 6/6                            |                                                           |                                    |

Alexander Ehrnrooth continued as an external member of Nomination Committee as of March 11, 2020 and participated in all the Committee meetings in 2020.

\* Board and Committee compositions changed as of March 11, 2020.

\*\* Nathalie Ahlström started as the President and Chief Executive Officer at Fiskars Corporation on November 30, 2020 and stepped down from the Board of Directors at the same time.

The Board conducts an annual self-evaluation of its work and cooperation with management, facilitated by an external partner. The Board is convened by the Chairman, or if the Chairman is unavailable, by the Vice Chairman, according to the pre-confirmed timetable, with additional meetings whenever needed. The Board has a quorum when more than half of the members are present and one of these is the Chairman or the Vice Chairman. A decision of the Board shall be carried by a majority of those present or, in the case of a tie, the Chairman shall have the casting vote. The Company's President and CEO and CFO participate in the Board meetings, and General Counsel acts as secretary of the Board. Other members of the Group's management and other executives participate in the meetings when needed. Usually, one or two Board meetings are held at Fiskars Group's locations outside of Finland.

The Board of Directors convened 24 times during 2020. The average attendance at Board meetings was 96%. Besides the regular annual meeting topics during the financial year, key priorities in 2020 included the recruitment of the new President & CEO, impact assessment and mitigation plans due to COVID-19 pandemic outbreak, long-term strategy related topics and the Group's transformation process and the organizational structure as well as new Share-based Long-Term Incentive plans for Fiskars Group's key employees.

# Board Committees

The Committees assist the Board by preparing matters falling within the competence of the Board. The Board remains responsible for the duties assigned to a Committee. The Committees have no autonomous decision-making power, and thus the Board makes the decisions within its competence collectively. The Board has confirmed written charters for the Committees that lay down their key duties and operating principles. The Committees regularly report on their work to the Board. The reports include a summary of the matters addressed and measures taken by the Committee. In the constitutive meeting of the Board held after the Annual General Meeting 2020, the Board decided to continue with the following three Board Committees: an Audit Committee, a Human Resources and Compensation Committee, and a Nomination Committee. The Board of Directors elected among the board members the members and the Chairmen of the Committees, except for the Nomination Committee, for which one external Committee member, Alexander Ehrnrooth, was elected. Thereby the Company has departed from the Recommendation 15 of the Finnish Corporate Governance Code, which provides that committee members and chairman shall be appointed from among the board members. While majority of the Nomination Committee members consist of the board members, the external member was viewed to bring further insight on the Committee work in terms of expectation and views by the Company's significant shareholders and also in terms of the Company after serving as a Board member of the Company for more than ten years.

The Company's General Meeting did not establish any committees. To handle specific tasks, the Board of Directors can also set up a temporary working group consisting of Board members and reporting to the Board of Directors. In 2020 the Board did not set up any such temporary working groups.

## Audit Committee

According to the Committee Charter the Audit Committee is responsible for the following activities:

- Monitoring and reviewing the financial statement reporting process
- Monitoring the efficiency of the Company's internal controls, internal auditing, and risk management
- Monitoring the statutory auditing of the Company's financial statements and consolidated financial statements
- Monitoring and evaluating the independence of the Company's statutory Auditors and in particular the provision of non-audit services to the Company
- Monitoring the due rotation of the Auditors and related tender process and preparing the proposal concerning the election of the Company's auditors
- Monitoring the financial statement reporting process
- Reviewing the description of the main features of the internal controls and risk management associated with the financial reporting process, which is included in the Company's Corporate Governance Statement

- Reviewing and monitoring the main legal actions, claims and other proceedings that Fiskars Group is involved in
- Reviewing and approving the annual audit plan, budget and resources of the Company's internal audit function and handling essential audit findings
- Reviewing the Company's Corporate Governance Statement.

The members of the Audit Committee, December 31, 2020<sup>2</sup> included:

- Jyri Luomakoski (Chairman)
- Albert Ehrnrooth
- Louise Fromond
- Ritva Sotamaa

All the members of the Audit Committee are independent of the Company and the majority of them are also independent of the Company's significant shareholders. The Audit Committee convened six times in 2020 and the attendance of members at meetings was 100%. Besides its ordinary work, the Audit Committee monitored and reviewed the impact assessment and mitigation plans due to COVID-19 pandemic outbreak and related disclosures.

<sup>2</sup> Nathalie Ahlström was elected as a new member to the Board and as the member of the Audit Committee on March 11, 2020. She was appointed as President and Chief Executive Officer at Fiskars Corporation on July 9, 2020. She started in this position on November 30, 2020 and at the same time stepped down from the Board of Directors and its' Audit Committee.

## Human Resources and Compensation Committee

According to the Committee Charter the Human Resources and Compensation Committee is responsible for:

- Preparing matters related to the appointment and compensation and other financial benefits of the President and CEO and other Group executives, as well as maintaining and preparing successor planning in respect of the President and CEO and Group executives
- Preparing matters related to the Company's compensation system
- Evaluating the remuneration of the President and CEO and the other executives as well as ensuring that the compensation systems are appropriate
- Answering questions related to the Remuneration Statement at the General Meeting
- Dealing with matters related to Executive talent pipeline and development
- Corporate Culture alignment with the strategy
- Monitoring of compliance with laws and regulations falling within the scope of the Human Resources and Compensation Committee and making necessary proposals related to required changes in the Company's practices and systems
- Other People and HR related topics.

The following Board members belonged to the Human Resources and Compensation Committee, December 31, 2020 (unchanged since March 11, 2020):

- Paul Ehrnrooth (Chairman)
- Inka Mero
- Peter Sjölander

All the members of the Human Resources and Compensation Committee are independent of the Company and the majority of them are also independent of the Company's significant shareholders. The Human Resources and Compensation Committee convened nine times in 2020 and the attendance of members at meetings was 100 %. In 2020, the Human Resources and Compensation Committee focused on preparing for the recruitment of the new President & CEO and the new Share-based Long-term incentive plans for the Fiskars Group's key employees, as well as, reviewing matters related to short-term incentives.

## Nomination Committee

According to the Committee Charter the Nomination Committee is responsible for the following activities:

- Preparing proposals related to the composition of the Board of Directors to be presented to the General Meeting (and included in the notice of the General Meeting) after consulting major shareholders

- Evaluation of the independence and diversity of new candidates and the diversity of the Board of Directors
- Presenting the proposal relating to the composition of the Board of Directors at the General Meeting
- Preparing proposals to the General Meeting on the remuneration of members of the Board of Directors
- Preparing proposals to the Board of Directors regarding the composition of the committees of the Board of Directors
- Maintaining and preparing successor planning in respect of the Board of Directors
- Confirming the criteria and processes to be used for evaluating the work of the Board of Directors.

The following Board members belonged to the Nomination Committee, December 31, 2020 (unchanged since March 11, 2020):

- Paul Ehrnrooth (Chairman)
- Alexander Ehrnrooth (external member)
- Fabian Månsson

All the members of the Nomination Committee are independent of the Company. The Nomination Committee convened four times in 2020 and the attendance of members at meetings was 100%.

# President and CEO

Fiskars Corporation has a Managing Director (President and CEO) who is responsible for the day-to-day management and administration of the Company in accordance with the Finnish Companies' Act, the Company's Articles of Association and the instructions and orders given by the Board and for reporting to the Board on the Company's business operations and financial situation. The President and CEO is also responsible for ensuring that the Company's accounting methods comply with the applicable law and that financial matters are managed in a reliable manner. The President and CEO is assisted in these duties by the Executive Leadership Team.

Nathalie Ahlström, M.Sc. (Tech.) is the President and CEO. She was appointed on July 9, 2020 and started in her position on November 30, 2020.

Sari Pohjonen acted as the interim President and CEO and CFO between April 22, 2020 – November 29, 2020. As of November 30, 2020, she continued as the CFO and deputy to the CEO, in which capacity she has been acting since 2018.

Between October 9, 2017–April 21, 2020, the President and CEO was Jaana Tuominen, M.Sc. (Tech.).

The President and CEO is appointed by the Board of Directors, which also decides on the terms and conditions of the President and CEO's service contract. A written service contract approved by the Board has been made between the Company and the President and CEO.

# Fiskars Group Leadership Team<sup>3</sup>

Fiskars Group Leadership Team, December 31, 2020:

- Nathalie Ahlström, President and CEO
- Sari Pohjonen, Chief Financial Officer, Deputy to the President and CEO
- Tina Andersson, Chief Consumer Officer
- Christian Bachler, Executive Vice President, Business Area Vita
- James Brouillard, Executive Vice President, Business Area Terra
- Risto Gaggl, Chief Supply Chain Officer
- Johan Hedberg, Chief Sales Officer
- Tuomas Hyryläinen, Executive Vice President, Business Area Crea
- Niklas Lindholm, Chief People Officer
- Maija Taimi, Chief Communications Officer
- Päivi Timonen, Chief Legal Officer

The Fiskars Group Leadership Team assists the President and CEO with operational planning and operative leadership and in preparing matters to be processed by the Board of Directors. The leadership team is responsible for preparing the Group's strategy and annual planning, monitoring the performance against set targets and financial reporting and preparing significant investments, acquisitions and other decisions. Developing a strong Fiskars Group culture and internal ways of working

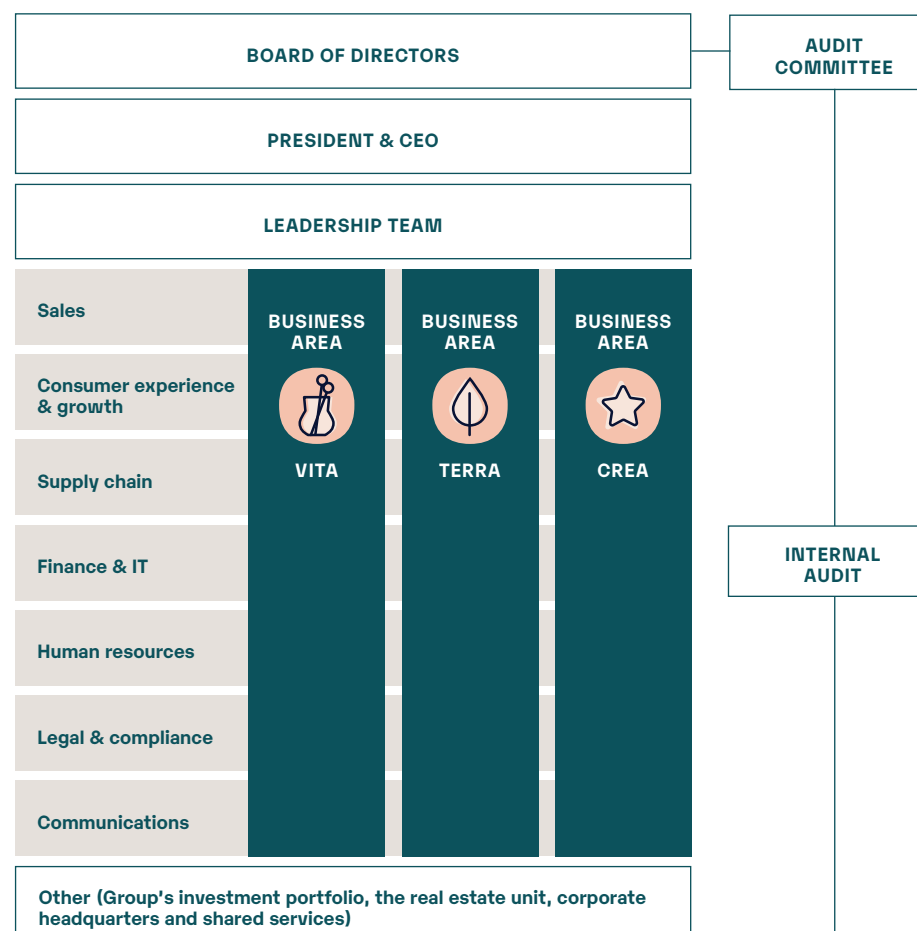
and promoting Group wide development projects are also among the Group Leadership Team's key duties.

The Fiskars Group Leadership Team meets regularly, approximately once a month. The President and CEO is responsible for the decisions made by the leadership team, and the leadership team members are responsible for implementing the decisions in their own responsibility areas.

<sup>3</sup> Changes in Fiskars Group Leadership Team during 2020: President and CEO Jaana Tuominen until April 21, 2020, the new President and CEO Nathalie Ahlström as of November 30, 2020, Tina Andersson as of March 17, 2020 and James Brouillard as of April 20, 2020.

<sup>4</sup> At the beginning of April 2020, Fiskars Group's new organizational structure became effective, as the organization was simplified in line with the announcement on December 4, 2019. Following the change, the company is organized around three Business Areas, global Sales and Consumer Experience & Growth functions, as well as Supply Chain and other Global Functions.

## FISKARS GROUP ORGANIZATION 2020<sup>4</sup>



# Fiskars Group Leadership Team

December 31, 2020



1 NATHALIE  
AHLSTRÖM



2 SARI POHJONEN



3 TINA ANDERSSON



4 CHRISTIAN  
BACHLER



5 JAMES BROUILLARD



6 RISTO GAGGL



7 JOHAN HEDBERG



8 TUOMAS  
HYVRYLÄINEN



9 NIKLAS LINDHOLM



10 MAIJA TAIMI



11 PÄIVI TIMONEN

## 1 NATHALIE AHLSTRÖM

President and CEO, employed 2020  
Born 1974, M.Sc. (Tech.)  
Finnish citizen

### Primary working experience:

Fazer Group, EVP Confectionery 2018–2020; Amcor Ltd., Vice President & GM, High Performance Laminates 2016–2018, Director Strategy and M&A 2014–2016, Vice President, Amcor AFAP, Singapore 2012–2014; several positions at Huhtamäki Oyj 2005–2012

### Other positions of trust:

Member of the Board and Member of the HR Committee: Ahlstrom-Munksjö Oyj 2020–  
Member of the Board and the Audit Committee: Fiskars Corporation March 11, 2020–November 29, 2020

Fiskars shares held directly as at  
31.12.2020: 5 000

## 2 SARI POHJONEN

Chief Financial Officer, Deputy to the CEO as of 2018, employed 2016  
Born 1966, M.Sc. (Econ.)  
Finnish citizen

### Primary working experience:

Primary working experience:  
Fiskars Group, Interim President and CEO 2020, Interim President, SBU Functional 2019–2020, Fiskars Living Business, CFO 2016–2017; Reima Group, CFO, Deputy to CEO 2015–2016; Reima Group, CFO 2013–2015; Fiskars, Vice President Finance 2012–2013; Fiskars Home/ Iittala Group, CFO 2008–2012; Sanoma WSOY Corporation, various finance positions 2001–2008; OKO Bank plc, various finance positions 1996–2001

### Other positions of trust:

VR Group Ltd., Member of the board 2019–

Fiskars shares held directly as at  
31.12.2020: 170

## 3 TINA ANDERSSON

Chief Consumer Officer, employed 2020  
Born 1969, B.Sc. (Econ.)  
Swedish citizen

### Primary working experience:

Paulig Group 2016–2019, SVP Strategy, Marketing & Innovation, 2019, SVP Strategy & Growth, 2018, Acting CEO, 2017, SVP Strategy & Growth, 2016; Duni AB, Business Area Director Consumer & Corporate Marketing Director, Corporate Marketing and Communication Director 2013–2016; Hilding Anders International, Group Marketing and Innovation Director 2008–2012; Findus, Marketing and R&D Director 2005–2008

### Other positions of trust:

Wihlborgs AB, Member of the Board 2014–; Malmö FF, Member of the Board 2020–

Fiskars shares held directly as at  
31.12.2020: 0

## 4 CHRISTIAN BACHLER

Executive Vice President, Business Area Vita, as of 2019, employed 2010  
Born 1976, MBA  
Austrian citizen

### Primary working experience:

Fiskars Group, SVP, English & Crystal Brands 2018–2019, VP, Business & Portfolio Management, Functional Business Europe & Asia-Pacific 2016–2018, Business Director Kitchen & School, Office & Craft 2014–2016, Business Director, Kitchenware category 2012–2014, Business Manager, Homeware brands 2010–2012; Swarovski, Head of Product & Design Management, Marketing Manager 2004–2010

Fiskars shares held directly as at  
31.12.2020: 0

## 5 JAMES BROUILLARD

Executive Vice President, Business Area Terra, employed 2020  
Born 1972, B.S. (Computer Science)  
American and Swedish citizen

### Primary working experience:

MTD Products, Vice President, Product Marketing / Business Segment Management 2018–2020; Ply Gem Industries, Director, Head of Product Management and Product Marketing 2017–2018; Electrolux AB, Vice President, Head of Global Small Appliance Product Lines 2012–2017; Electrolux Major Appliances North America, Various Roles, Business Development/Product Management/ Sourcing Operations/Project Management 2002–2012

Fiskars shares held directly as at  
31.12.2020: 0

## 6 RISTO GAGGL

Chief Supply Chain Officer, as of 2012, employed 2011  
Born 1968, M.Sc. (Tech)  
Finnish and Austrian citizen

### Primary working experience:

Fiskars Group, Vice President, Operations, Garden EMEA 2011–2012; Elcoteq SE, Vice President, Business Excellence 2010–2011, Vice President, Business Unit Mobile Devices 2009–2010; Elcoteq Personal Communications, Vice President, Operations & SCM 2008–2009; Elcoteq Group, various management positions in Finland, Hungary and Estonia 2001–2007

Fiskars shares held directly as at  
31.12.2020: 0

## 7 JOHAN HEDBERG

Chief Sales Officer, employed 2019  
Born 1966, MBA,  
Swedish citizen

### Primary working experience:

Fiskars Group, Senior Vice President Global Sales, Living Business 2019–2020; Thule Group, Vice President Sales and Marketing EMEA and APAC regions 2013–2019; Caddiemaster, Inc., Chief Operating Officer 2010–2012; Acushnet Company/Fortune Brands, Director of International Sales Development 2005–2009; Amer Sports Oyj 1996–2005, Business Director Suunto EMEA region, General Manager Sweden and Denmark, Product Manager Wilson Sporting Goods EMEA region

### Other positions of trust:

Mountain Top ApS, Member of the Board 2020–

Fiskars shares held directly as at  
31.12.2020: 0

## 8 TUOMAS HYYRYLÄINEN

Executive Vice President, Business Area Crea, as of 2020, employed 2018  
Born 1977, M.Sc. (Econ.)  
Finnish citizen

### Primary working experience:

Fiskars Corporation, Chief Growth Officer 2018–2020; Neste Corporation 2012–2018; SVP, Emerging Businesses, SVP, Strategy and New Ventures, SVP, Strategy; F-Secure Corporation, VP, Strategy and Mergers & Acquisitions 2010–2012; Nokia Corporation, several positions in strategy and business development 2004–2010

### Positions of trust:

Member of the Board: Vapo Oy 2016–, Nynas Ab 2012–2018

Fiskars shares held directly as at  
31.12.2020: 0

## 9 NIKLAS LINDHOLM

Chief People Officer, employed 2018  
Born 1968, PhD (Econ.)  
Finnish citizen

### Primary working experience:

Paulig Group, Vice President, HR 2008–2018; Nokia HRD Director, Demand-Supply, 2008; Nokia HR Director, CMO Europe Area 2006–2007; Nokia HR Director, China Area 2004–2006; Nokia HR Director, APAC OLS 2003–2004; different HR management & specialist positions in Nokia 1994–2003

Fiskars shares held directly as at  
31.12.2020: 0

## 10 MAIJA TAIMI

Chief Communications Officer, employed 2015  
Born 1974, M. Sc. (Econ.)  
Finnish citizen

### Primary working experience:

Nokia Corporation, Head of Corporate Communications 2014–2015; Nokia Corporation, Head of Media Relations, Finland 2012–2014; Cargotec, Director, Communications 2011–2012; Nokia Corporation, Senior Communications Manager 2008–2011; Nokia Corporation, Communications Manager 2006–2008; JKL Group, Communications Consultant 2000–2006

Fiskars shares held directly as at  
31.12.2020: 400

## 11 PÄIVI TIMONEN

Chief Legal Officer, employed 2014  
Born 1970, LL.M. with court training  
Finnish citizen

### Primary working experience:

Elektrobitt Corporation, Chief Legal Officer 2002–2014; Roschier, Lawyer 1998–2002

Fiskars shares held directly as at  
31.12.2020: 0



# Control systems

The Board of Directors is responsible for the appropriate management and organization of operations. The Board of Directors has approved the principles of internal control, risk management, and internal auditing to be followed within the Group.

In practice, it is the responsibility of the President and CEO, together with the Fiskars Group Leadership Team and other management, to put in place and oversee accounting and control mechanisms and other similar mechanisms.

The Risk Management function supports the identification, evaluation, and management of risks that may threaten the achievement of Fiskars Group's business goals.

## Code of Conduct

Fiskars Group's objective is to pursue long-term profitable business in an ethical and responsible manner. The way of operating for all Fiskars Group's employees is defined in the Company's Code of Conduct. The Code of Conduct shall be complied with by everyone within Fiskars Group, including employees, directors, officers, board members, consultants and other personnel working under Fiskars Group's direction and all companies belonging to Fiskars Group even when the Code requires a higher standard of behaviour than is required by national law and local regulation. All company policies, rules, guidelines and practices in Fiskars Group's companies must be in full compliance with the Code of Conduct.

All Fiskars Group's employees participate in regular training on the Code of Conduct. The Legal & Compliance function monitors the compliance with the Code.

## Internal Audit

Fiskars Group Internal Audit is established by the Board of Directors, and its responsibilities are defined by the Audit Committee of the Board of Directors as part of their oversight function. Internal Audit provides independent, objective assurance and consulting services designed to add value and improve the organization's operations. Internal Audit helps Fiskars Group accomplish its business objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control, and governance processes.

To ensure the independence of the Internal Audit activity, VP Group Internal Audit reports administratively to the CEO and functionally to the Audit Committee.

The direction of the work of the Internal Audit function is stated in the annual audit plan. In order to reflect the overall business objectives and risks, the audit plan is aligned with the group strategy and strategic focus areas. The audit plan determines priorities and resource allocation. It is approved by the Board of Directors' Audit Committee on an annual basis. Within the audit plan, the detailed audit assignments are defined and updated on each Audit Committee meeting.

## Key Activities in 2020

In 2020 Internal Audit performed audits according to the annual internal audit plan. The annual plan was risk-based and focused mainly on global processes and systems in use. Due to outbreak of COVID-19 site visits were not possible to perform, but geo-graphical coverage was assured through on-line interviews and data analytics.

## Planned Key Activities for 2021

Internal Audit annual plan for 2021 has been approved by the Audit Committee of the Board of Directors in December 2020. The planned audits in 2021 have been chosen based on risk assessments and management interviews carried out, as well as based on alignment with strategic focus areas and prior audit experience. Audits will focus on selected processes and digitalization and cyber security ensuring also adequate geographical coverage. Selected site audits will also be performed provided that the outbreak of COVID-19 will not prevent them.

## Auditing

The task of statutory auditing is to verify that Fiskars Group's financial statements give accurate and adequate information on the company's results and financial position. The task of statutory auditing is also to examine that the information in the Report of the Board of Directors is consistent with the information in the financial statements and the Report of the Board

of Directors has been prepared in accordance with the applicable laws and regulation. In addition, auditing includes an audit of Fiskars Group's accounting. The Company's Auditors submit the statutory Auditor's report to the Company's shareholders in connection with the Company's financial statements. The Auditors also report their findings to the Board's Audit Committee on a regular basis and at least once a year to the full Board of Directors.

The Company's Annual General Meeting elects an Auditor. Proposals to the Annual General Meeting on the election of Auditors shall be made by the Board based on the proposal by the Board's Audit Committee. The Auditors are elected for a term that expires at the end of the following Annual General Meeting.

The Annual General Meeting in 2020 elected Ernst & Young Oy, Authorized Public Accountants, as Auditors, with Authorized Public Accountant Kristina Sandin having the principal responsibility. Ernst & Young Oy is also responsible for overseeing and coordinating the auditing of all Group companies.

A total of EUR 1.3 million was paid in audit fees to the auditors employed by Group companies in 2020. In addition, a total of EUR 0.1 million was paid to the auditors in fees for other consultancy services related to tax matters and other advisory services.

## Related Party Transactions

According to the Code of Conduct policy all directors and employees must avoid conflicts of interest between themselves or their family members and Fiskars Corporation.

Persons belonging to Fiskars Group's Related Party are defined in the Related Party Guidelines approved by the Fiskars Group's Board of Directors in 2019.

According to the Guidelines the following persons belong to the Related Party in 2020

- persons or entities that directly or indirectly:
  - exercise control in the Company, are controlled by the Company or are under the same control with the Company (including subsidiary companies of Fiskars Group), for example, through holding more than 50 percent of the Company's shares or votes, or being entitled to appoint or dismiss a majority of the members of the Company's Board of Directors
  - have a significant influence in the Company, for example, through holding at least 20 percent of the Company's shares or votes or
  - exercise joint control in the Company with another person (each such a person, a "Controlling Person")
- entities that are associate companies of the Company
- entities that are joint ventures to which the Company is a member

- each member of the Company's Board of Directors, the Company's President and CEO and the deputy CEO, each member of the Fiskars Group Leadership Team, each member of the Business Areas' and Global functions' management teams, each country director of the Company, and other individuals as specified from time to time by the President and CEO, (each such an individual, a "Key Management Person")
- close family members of Key Management Persons and/or Controlling Persons, respectively, who may be expected to influence, or be influenced by, the Key Management Person or the Controlling Person in the dealings with the Company, including:
  - children and dependents
  - spouse, common-law spouse<sup>2</sup>
  - children and dependents of spouse or common-law spouse (each such a family member, a "Close Family Member")
- entities where a Key Management Person or a Controlling Person or their Close Family Member exercises, directly or indirectly, control (individually or jointly) through holding a majority of the shares or votes in the entity, or being able to appoint or dismiss the majority of the members of the Board of Directors, or corresponding body, of the entity (each such an entity, a "Controlled Entity")

<sup>2</sup> A partner who shares the same household and (i) who has shared it for at least five years or (ii) who has or has had a common dependent child.

- entities where a person exercising control in the Company has significant influence over the entity or is a member of the key management of such an entity or its parent entity (for exclusion of the sphere of Related Parties, see below)
- entities of a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company
- entities, or any member of a group of which it is a part, that provide key management personnel services to the Company.

According to the Related Party Guidelines, all Related Party Transactions shall be concluded on an arm's length basis and Related Party Transactions must be approved in advance by the CFO of Fiskars. Related Party Transactions involving the President and CEO of Fiskars, other member of the Fiskars Group Leadership team or a member of the Board of Directors of Fiskars must be approved in advance by the Board of Directors of Fiskars Corporation.

Issues to be taken into consideration when reviewing the Related Party transactions:

- Whether the terms of the transaction are fair to Fiskars and would apply on the same basis with non-related third parties
- Whether there are compelling business reasons for Fiskars to enter into the transaction
- Whether the transaction would impair the independence of an independent director or present a conflict of interest for the related party.

Fiskars Corporation keeps a register of its related parties and collects information from them regarding the related party transactions once a year. Fiskars Group's Internal Audit shall review the related party transactions annually and file a report thereof to the auditor and to the Audit Committee. Fiskars discloses the Related Party Transactions that are essential for the company and that depart from its normal business operations or that are not conducted in accordance with the normal market price, in its Financial Statement.

## Insider administration

Fiskars Group's Insider Policy, approved by the Board of Directors, outlines the policy related to trading in Fiskars shares by all employees, executives and directors. Fiskars Group's Insider Policy is based on applicable EU regulation, especially the Market Abuse Regulation (596/2014, "MAR"), and any regulation and guidance given by the European Securities Markets Authority or otherwise under MAR, and the Finnish legislation, especially the Securities Markets Act (746/2012, as amended) and the Finnish Penal Code (39/1889, as amended), as well as the insider and other guidelines of Nasdaq Helsinki Ltd, and the guidance by the Finnish Financial Supervisory Authority ("FIN-FSA").

Fiskars Group's Managers, as defined by MAR, include the members of the Board of Directors and the CEO, the CFO (deputy to the CEO) and other senior executives, as may be determined by the CEO from time to time. Managers and their closely associated persons are required to notify Fiskars Group and the FIN-FSA of every transaction

conducted on their own account relating to the financial instruments of Fiskars Group. These notifications shall be made promptly and no later than three business days after the date of transaction (T+3). Fiskars Group in turn will disclose such information as a stock exchange release, as required by MAR.

As of July 3, 2016, Fiskars Group has not maintained a list of permanent insiders but instead all persons involved will be included as project insiders for the relevant projects. Project specific lists will be established and maintained for each project or event constituting inside information, based on a decision taken separately.

Preparation of periodic disclosure (interim reports, financial statement bulletin) or regular access to unpublished financial information is not regarded as an insider project. However, due to the sensitive nature of the unpublished information on the company's financial results, the persons determined by Fiskars Group having (based on their position or access rights) authorized access to the unpublished financial result information are entered in a list of Financial Information Recipients.

Fiskars Group applies a trading restriction (a "closed period") of 30 calendar days before the release of each of the quarterly financial reports and the year-end report and the day of publication of such report. The closed period applies to Managers and to the Financial Information Recipients.

For transparency, Fiskars Group provides on its website up-to-date information on the shareholding of the

Managers, their controlled entities and their managed entities (not controlled, but substantially equivalent economic interests), subject to consent of the relevant person. Holdings and transactions in Fiskars shares by Fiskars Group's Managers and closely associated persons are detailed on the Management's Transactions page on the Company's website.

## Internal control and risk management systems related to financial reporting

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.

The role of internal control is to ensure that the Company's management has access to up-to-date, sufficient, and 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.

### Governance

The Fiskars Group's global Finance function operates under the leadership of the CFO and comprises also Group Treasury responsible for financing and financial risk management.

The Business Areas and Global functions are run by their own management teams.

The Business Areas, Global functions and legal entities in countries where the Group operates comprise the base level of financial reporting.

The Business Areas and Global functions are responsible for the day-to-day risk management associated with their operations. Finance departments in the legal entities belong and report directly to the Group's Finance function.

The Internal Audit function audits and monitors the efficiency of the reporting process and assesses the reliability of financial reporting.

The Board of Directors, the Audit Committee, the Group leadership and the management teams of each Business Areas and Global Function monitor the development of the financial situation and analyse the progress made towards reaching targets on a monthly basis.

### Planning and performance reporting

Setting and monitoring financial targets is an important part of Fiskars Group's 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. The Business Areas, Global functions and Group legal entities report actual monthly financial data and file monthly projections of how the financial performance is expected to develop over the remainder of the reporting period. Additionally,

Business Areas update the outlook for the remainder of the reporting period on a monthly basis on an aggregated level.

The Group's financial performance is reviewed on a monthly basis using a reporting system that covers all units and operations.

Information from reporting units is consolidated and validated by the Group's Finance organization and the data is used to prepare a monthly report for senior management. Monthly reports contain condensed income statements for Fiskars Group's 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 expected development of the financial situation covering the remainder of the reporting period.

### Accounting principles and financial IT systems

Financial reporting is governed by a set of common principles. The Group applies the IFRS accounting standards approved within the EU and has a common Group chart of accounts. The Group's financial management organization has drawn up guidelines for units, covering the content of financial reporting and the reporting schedule.

Legal entities in countries make use of a number of different accounting and financial reporting systems. Group-level financial reporting is handled using one centrally managed system. Business Areas, as well as

Group legal entities are responsible for providing data for the Group's reporting system. The Group-level financial management organization is responsible for maintaining the Group's reporting system and for monitoring that appropriate and correct data is fed into the system.

As part of the investment program between 2010–2016, the Group implemented a common enterprise resource planning system (ERP) in Europe. Fiskars Group continues to invest in IT systems and processes to ensure a competitive infrastructure in building global businesses and brands.

# Risk management

The objective of risk management is to identify, evaluate and manage risks that may threaten or prevent Fiskars Group from achieving its business goals and commitments. The aim is to secure personnel and assets, ensure the uninterrupted delivery of safe and high-quality products to customers, and to protect the reputation, brands, and shareholder value of Fiskars Group.

Risk management is an integral part of Fiskars Group's strategic management, culture and operations. Tools, control systems, trainings and reporting practices are constantly developed and improved. Regular risk assessment with business areas, global functions, and factories increases visibility and understanding of material risks and how these risks are currently controlled and monitored. Risk assessment is also used to identify and capture potential business opportunities.

Fiskars Group has a risk management policy, which provides comprehensive guidelines on risk management to business areas and global functions. The policy is approved by the Board of Directors and the efficiency of risk management systems is evaluated by the Board's Audit Committee. The responsibility for identification, evaluation reporting and management of risks lies with the business areas and global functions. The risk management process is supported by the Group Treasury.

Risk management also addresses risks inherent in financial reporting processes in order to ensure up-to-date, sufficient and essentially accurate information for the management, and to ensure the correctness of the financial information published by Fiskars Group.

Comprehensive group-wide insurances provide cover for unexpected and unforeseen events that may damage the Fiskars Group property and cause business interruption. Insurance coverage is also maintained for transportation, various liability and cyber risks.

## Principal uncertainties

### Consumer behaviour and competition

Development of new technologies and new retail channels has increased the role of online shopping, social media advertising and selling, and the use of mobile applications. Increasing emphasis on sustainability is expected to add demand for new services and business models.

Failure to answer to the changing consumer behaviour or increased competition may weaken the competitive position of Fiskars Group and thus lead to potential loss of net sales and profit. While physical stores remain our key retail channel, we are increasing our focus in e-commerce and sustainability by innovating new business models. We are conducting research on new materials, and investing into actions aligned with the brands' purpose and vision.

### Customers

Fiskars Group's products are primarily sold to wholesaler and retailer customers, and directly to consumers through the company's own stores and webstores. Fiskars Group is exposed to risks from structural changes in retail landscape. Consolidation among retailers and international retailers' increasingly centralized purchasing activity may impact the net sales and profit of Fiskars

Group. As a supplier, Fiskars Group is also exposed to retailers shifting strategic focus to own private label businesses.

Sustainability requirements for supply chains and materials used are increasing. Focus on decreasing the usage of substances of concern and on raw material certifications is growing. Human rights remain an important issue in all sustainability work. Failure to meet customer demands may result in Fiskars Group losing customers or listings with customers. Loss of any of the largest customers, loss of significant category listings with key channels, or decrease in business volume with key customers may have a material adverse impact on the net sales and profit of Fiskars Group.

Fiskars Group maintains excellent relationships and trade relations with a diverse customer base. The core competence of Fiskars Group lies in strong and desired brands, as well as in constant development of sales organization and supply chain operations to meet the evolving customer demand.

### Supply chain and suppliers

The production strategy of Fiskars Group is based on a combination of own manufacturing and carefully selected supply partners. Own manufacturing takes place in the United States, Europe and Asia and most of the suppliers are located in Asia.

Fiskars Group is exposed to rapid changes in quality, price, and availability of products. Failure to deliver products at the right time may lead to loss of listings or

even loss of customers. Non-compliance with customer agreements can also lead to penalty payments. Fiskars and its suppliers are exposed to changes in legal, economic, political and regulatory landscape in the operating countries.

Failing to meet consumer expectations on the sustainability requirements in our supply chain may have a negative impact on reputation and consumers' trust on our brands.

Fiskars Group strives to build strong and long-term relationships with trusted suppliers that live up to our corporate values and commit to timely delivery of products and materials. Suppliers are required to follow Fiskars Group Supplier Code of Conduct, and the company regularly audits its finished goods suppliers. Currently, transparency is mainly limited to Fiskars Group's direct suppliers and the challenge is to manage the risks beyond our direct suppliers.

### IT systems and cyber security

Fiskars Group is increasingly dependent on centralized information technology systems that hold critical business information. Breaches, malfunctions, cyberattacks and fraud attempts may have a material adverse effect on the net sales, profit and reputation of Fiskars Group, and cause business interruptions either regionally or globally.

Fiskars Group mitigates IT related risks by applying high quality IT solutions, and by maintaining, developing and testing their function and integrity with leading service and technology providers. Training is organized on core

competencies required for maintaining the functionality and security of the IT solutions. Changes to new and existing IT systems are made according to standard processes and procedures.

### Macroeconomic and political risks

Prolonged recession and weak consumer demand, as well as political uncertainty including trade disputes and geopolitical tensions, may have a material adverse impact on net sales and profit of Fiskars Group. These risks are mitigated by diversifying commercial footprint, both in terms of geography and product portfolio. Strong brands and product categories of Fiskars Group are relatively resilient to moderate decline in consumer confidence. A prolonged global pandemic slows down the world economy, and may thus directly impact the operations, net sales and profit of Fiskars Group. Securing the wellbeing of the personnel during such a pandemic is a top priority for Fiskars Group.

### Taxation

International tax environment creates uncertainties related to tax obligations. Increasing tax enforcement activity may lead to double taxation and additional costs in the form of penalties and interest. Perceived non-compliance may have an impact on the reputation of Fiskars Group.

Changes in tax or import duty liabilities in countries where Fiskars operates may affect the Group's profit. Uncertainty regarding tariffs may have an impact on the company's business in the US, as part of the product portfolio sold in the country is imported.

Fiskars Group closely monitors changes in tax regulations and international agreements in order to proactively manage risks relating to taxes and duties. Processes and controls are actively developed and maintained to ensure compliance with any local and international requirements. Fiskars Group promotes open dialogue with tax authorities and may seek for advance tax rulings to secure its tax positions beforehand, where deemed necessary.

### Legal and regulatory compliance

Changing legal and regulatory environment may expose Fiskars Group to compliance and litigation risks regarding e.g. competition compliance, anti-corruption and human rights. Further, climate change, environment, and health and safety related legislation and regulation are expected to tighten and may affect e.g. choices regarding product materials and manufacturing techniques. Increasing regulatory requirements for data security and data protection as well as accelerating technology change and heightened consumer and public expectations may translate into a risk of insufficient resourcing, data inventory and personal data processing activities and third-party audits. Increasing regulatory requirements and new reporting and disclosure requirements may add operative costs and expose the company to risk of criminal penalties and civil liabilities. Failure to comply with the legal and regulatory requirements may have a material adverse effect on the profit of Fiskars Group.

In order to enhance legal and regulatory compliance Fiskars Group has implemented various compliance programs, policies, processes and e.g. a mandatory Code of Conduct training for all employees. All our finished



goods suppliers need to comply with our Supplier Code of Conduct requirements.

### Acquisitions

Acquisitions are a part of the growth strategy of Fiskars Group. Despite a careful due diligence process, all acquisitions and integration of acquired businesses include risks. Acquired businesses may not perform as expected, key individuals may decide to leave the company, the costs of the integration may exceed expectations, and synergy effects may be lower than expected.

### Product liability

Fiskars Group commits to offering high-quality and functional products that are safe to use and fit for the purpose. Failure to meet safety, quality and legal requirements may lead to delivery stop or product recall, reputation loss and indemnities. These costs can be substantial and include punitive elements in some jurisdictions.

A product recall gives rise to costs that can be material. A comprehensive insurance and a product recall policy are in place to mitigate the financial impact of a recall and to precipitate the process of recalling potentially harmful products from the markets. The product development process of Fiskars Group is based on continuous testing and learning, and the Group has invested in product development and quality assurance resources to reduce the recall risk in early stage of the product development.

### People and processes

Inability to attract and retain talented and committed professionals may have an adverse impact on achievement of strategic objectives. Failure to provide inspiring and motivating working environment may lead to loss of critical competencies and key employees in strategic positions.

Fiskars Group has set a Group level target of achieving zero lost time incidents, as occupational health and safety risks may cause severe harm to employees and endanger continuity of operations. Different stakeholders also expect Fiskars Group to commit to sustainability, ethical business practices, and to respecting human right and anti-corruption activities. Failure to respond to these stakeholder expectations can lead to decrease in employee motivation, and reputational and financial damage.

Fiskars Group maintains policies and fosters a strong corporate culture to manage the above matters. Further, trainings for the personnel are organised to embed behaviours supporting the achievement of the strategy. Any misconduct can be reported anonymously through a whistle blowing channel, and Fiskars Group is committed to taking corrective action when needed. Employee engagement is promoted by committing to set targets and by investing in talent development by means of leadership training and job rotation.

Risk of human error is prevalent in all business operations. It is mitigated by designing and implementing appropriate

processes for all business-critical operations. Risks pertaining to inadequate or missing process descriptions and deficiencies in implementation of processes may cause inefficiencies and non-compliance with applicable regulation or otherwise unintended outcomes.

### Weather and seasonality

Demand for some of the company's products is dependent on the weather, particularly garden tools and watering products during the spring and snow tools during the winter. Unfavourable weather conditions such as cold and rainy spring and summer or snowless winter may have a negative impact on the sale of these products whereas favourable conditions may boost their sales. Extreme weather conditions and prolonged cold or dry seasons are expected to increase in the future due to climate change.

Back-to-school and the holiday seasons are important for the sales performance during the second half of the year. For the sale of homeware products, the last quarter of the year is the most important season.

Any challenges related to product availability or demand during the important seasons for each of the businesses may affect the full-year net sales and profit significantly. Fiskars Group's strategy is to balance seasonality and impact of changing weather conditions by diversifying and developing its product portfolio.



## Intellectual property rights

The well-known and strong brands of Fiskars Group are exposed to infringement of intellectual property rights (IPR). Counterfeit products may present quality and safety risks to consumers and may damage consumer confidence in Fiskars' products. Fiskars Group is also exposed to the risk of unintentionally violating other parties' intellectual property rights. Infringement of IPRs may lead to loss of net sales and profit of Fiskars Group.

Potential IPR infringements are monitored through cross functional processes and through online monitoring and systems. Fiskars Group has an enforcement policy in place governing the enforcement actions that are taken to protect the exclusivity of all types of Fiskars Group's IPRs. Fiskars Group has a good understanding of the competitive landscape and provides its employees training on IPRs.

## Environment and climate change

Climate change is one of the most pervasive and threatening developments of our time and may impact Fiskars Group's performance. The impact of climate change to well-functioning ecosystem, temperature and sealevel may cause unforeseen challenges to the Group.

Regulations on renewable energy, energy efficiency and emissions as well as potential new taxes may increase energy prices. As the regulations are tightening and the public awareness and expectations are growing, past measures to contain environmental impact may prove insufficient. Increasingly frequent natural catastrophes such as floods and typhoons may interrupt and impact the operations of Fiskars Group.

Fiskars Group is constantly increasing its sustainability efforts and aims to minimize environmental risks through systematic risk management. Fiskars Group is committed to promoting circular economy through the value chain, combatting climate change by taking actions to mitigate emissions, reducing the use of energy and promoting renewable energy sources. Business interruption caused by natural hazards is mitigated by insurance.

## Currency rates

A significant part of Fiskars Group's operations is located outside the euro zone. Changes in foreign exchange rates may have an adverse impact on the reported net sales, profit, balance sheet and cash flow of the Group. Changes in foreign exchange rates may also impact the local competitiveness of Fiskars Group negatively. Less than 20% of the commercial cash flows are exposed to fluctuations in foreign exchange rates. The most significant transaction risks relate to the appreciation of IDR, THB and USD, and depreciation of AUD, JPY and SEK. The most significant translation risks relate to depreciation of USD.

Currency risks related to commercial cash flows are first managed by offsetting cashflows denominated in the same foreign currency. Purchases of production inputs and sales of products are primarily denominated in the local currencies of the Group companies. The remaining net exports or imports in foreign currencies is hedged up to 15 months in advance using currency forwards and swaps.

## Raw materials and components

Sudden fluctuations in price or availability of the most important raw materials, components, and energy may have a negative impact on the profitability of Fiskars Group. Examples include steel, water, sand, wood, certain chemicals, and renewable raw materials.

Water scarcity and resource scarcity related to exhaustible fossil materials are growing global challenges in the long term, leading to increased cost of raw materials and to risk of production interruptions. Currently, the challenge is the limited availability and higher prices of more sustainable raw materials such as certified wood materials, renewable plastics and recycled raw materials.

The cost of raw materials is relatively small part of Fiskars Group's cost base, however long-term availability issues and regulatory actions may have a negative impact on Fiskars Group's operations. Multiple source contracts and on-going research on alternative sustainable materials are relied on to manage price and availability risks.

## Financial investments

The financial investment portfolio of Fiskars Group mainly consists of investments in unlisted private equity funds. The value of the investments is exposed to fluctuations in the financial markets, including changes in interest rates and foreign exchange rates, and increases in credit risk. The financial investments are treated at fair value through profit or loss.



### **Making the everyday extraordinary**

Fiskars Group's vision is to create a positive, lasting impact on our quality of life. Our brands Fiskars, Gerber, Iittala, Royal Copenhagen, Waterford, and Wedgwood are present in people's everyday lives – at home, in the garden, and outdoors. This gives us an opportunity to make the everyday extraordinary today, and for future generations.

We have a presence in 30 countries, and our products are available in more than 100 countries. Our shares are listed on the Nasdaq Helsinki (FSKRS). Please visit us at [www.fiskarsgroup.com](http://www.fiskarsgroup.com) for more information and follow us on Twitter, @fiskarsgroup