

**Unofficial translation from Finnish**

## **FISKARS CORPORATION'S ANNUAL GENERAL MEETING**

**Time:** March 13, 2019 at 3 pm

**Venue:** Helsinki Exhibition & Convention Centre, the Conference Center, Messuaukio 1, Helsinki, Finland

**Present:** Shareholders included in the list of votes adopted at the meeting (Appendix 1) were present at the meeting, either in person or by proxy.

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**

Lagman Johan Aalto was elected chairman of the Annual General Meeting and he called Päivi Timonen, General Counsel, to act as secretary.

The chairman explained the procedures for addressing 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 tape.

The chairman noted that certain shareholders holding nominee registered shares had provided the company with voting instructions prior to the meeting and gave a description of the voting instructions provided to the company.

Summary lists of the voting instructions of the above-mentioned nominee registered shareholders were attached to the minutes (Appendices 2a – 2b).

### **3 §**

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

Bert Ekroos was elected to scrutinize the minutes.

Pekka Lankinen 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 Annual General Meeting had been published on the company's website on February 7, 2019. In addition, a notice of the meeting had been published in the following newspapers: Hufvudstadsbladet, Helsingin Sanomat and Västra Nyland (February 8, 2019). In addition, the notice of the Annual General Meeting had been published as a stock exchange release on February 7, 2019.

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

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

**5 §**  
**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

A list of attendees as at the beginning of the meeting and a list of votes represented at the meeting, according to which 532 shareholders were present, either in person, by legal representative or by proxy, was presented. It was recorded that 57 558 278 shares accounting for 57 558 278 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 possible vote.

**6 §**  
**PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2018**

The chairman noted that the annual accounts had been available to the shareholders on the company's website prior to the meeting for the period required by the Limited Liability Companies Act, in addition to which they were also available at the Annual General Meeting and copies of the documents had been sent to shareholders upon request.

The annual accounts documents were attached to the minutes (Appendix 4).

The President and CEO Jaana Tuominen presented the CEO's review. Toni Aaltonen, company's auditor, presented the auditor's report that was attached to the minutes (Appendix 5).

The CEO's review, annual accounts and annual report, as well as, auditor's report were discussed.

It was recorded that annual accounts, the report of the Board of Directors and the auditor's report for the year 2018 were presented to the Annual General Meeting in accordance with the Articles of Association of the company.

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7 §

**ADOPTION OF THE ANNUAL ACCOUNTS**

The Annual General Meeting adopted the annual accounts for the financial year 2018.

8 §

**THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND RESOLUTION ON THE PAYMENT OF CASH DIVIDEND, AS WELL AS, AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESOLVE ADDITIONAL CASH DIVIDEND AND DISTRIBUTION OF EXTRA DIVIDEND IN THE FORM OF SHARES**

It was recorded that the Board of Directors had proposed to the Annual General Meeting that the dividend for the financial period ended on 31 December 2018 shall be paid as follows.

a) Cash dividend

The Board of Directors had proposed to the Annual General Meeting that a cash dividend of EUR 0.27 per share shall be paid to shareholders. The dividend shall be paid to a shareholder who is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd on the dividend record date March 15, 2019. The payment date proposed by the Board of Directors for the dividend is March 22, 2019.

In addition, the Board of Directors had proposed that the Annual General Meeting resolves to authorize the Board of Directors to resolve, in its discretion, on the distribution of an additional cash dividend. The maximum amount of dividend to be distributed based on this authorization shall not exceed EUR 0.27 per share. The Board of Directors would be authorized to resolve on all other terms concerning the additional cash dividend. The authorization would be valid until the next Annual General Meeting of the company.

The Board of Directors expects to resolve on the additional cash dividend of EUR 0.27, subject to the authorization, in its meeting scheduled for September 5, 2019. Assuming that the resolution is made by the Board of Directors on that date, the dividend record date would be September 9, 2019 and the payment date would be September 16, 2019.

b) Authorization to distribute an extra dividend in the form of Wärtsilä Corporation's shares

In addition to the cash dividend as proposed above, the Board of Directors had proposed that the Annual General Meeting resolves to authorize the Board of Directors to resolve, in its discretion, on the distribution of a share dividend in the manner set forth below.

- The Board of Directors would be authorised to distribute up to 32,645,343 shares in Wärtsilä Corporation ("**Wärtsilä**") held by the company, being the total amount of Wärtsilä shares currently held by the company. Wärtsilä trades on the Nasdaq Helsinki Ltd.
- A shareholder would receive 2 Wärtsilä shares for each 5 shares held in the company.
- Fractional entitlements to Wärtsilä shares resulting from the distribution ratio would not be distributed in the form of shares, but an equivalent amount would be compensated

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to shareholders in cash. The Board of Directors would be authorized to resolve on all other terms and practicalities for effecting the payment of the cash compensation for fractional entitlements.

- The value of the share dividend will be equivalent to the market value on Nasdaq Helsinki Ltd at the time of the distribution of the company's Wärtsilä shares to be distributed. The cash compensation amount, being equivalent to the value of the shareholder's fractional entitlement, will be based on the taxable value of the share dividend, expected to be calculated based on the volume weighted average price of Wärtsilä's share on the date when the share dividend is withdrawable.
- Furthermore, the company would pay the transfer tax resulting from the distribution of the share dividend on behalf of shareholders. The transfer tax amounts to 1.6% of the value of the share dividend.
- The Board of Directors would be authorized to resolve upon any and all other matters, relating to the distribution of the share dividend including, without limitation, technical adjustments and changes that may be required for effecting the distribution of the share dividend.
- The authorization would be valid until the next Annual General Meeting of the company.

The Board of Directors currently expects to resolve on the share dividend distribution, subject to the authorization, in its meeting scheduled for June 6, 2019.

Assuming that the resolution is made by the Board of Directors on that date, the dividend record date for the share dividend would be June 10, 2019 and the share dividend payment date June 11, 2019. The payment date for the fractional entitlements to be paid in cash would be June 17, 2019. Any changes to the currently expected timing or structure would be separately announced by the company.

All the proposals by the Board of Directors were attached to the minutes (Appendix 6).

It was recorded that the Annual General Meeting resolved that the dividend shall be paid in accordance with the above proposal by the Board of Directors the distributable funds of the parent company as follows:

- a) the cash dividend and in addition to that the and the Board of Directors is authorized resolve about the additional cash dividend from the distributable funds of the parent company in accordance with its proposal.
- b) Further the Annual General Meeting resolved that the Board of Directors is authorized to resolve to distribute an extra dividend in the form of Wärtsilä Corporation's shares in accordance with the above proposals by the Board of Directors.

It was recorded that the Board of Directors has tested the solvency of the company in accordance with the Limited Liability Companies Act prior the cash dividend and the similar kind of tests will be carried out prior the eventual additional cash dividend and the eventual extra dividend in the form of Wärtsilä Corporation's shares.

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It was recorded that the distributable funds of the parent company according to the balance sheet of the parent company as at December 31, 2018 were approximately MEUR 895.

Dividend will not be paid for shares which are held by the company's group on the record date of the dividend payment.

**9 §**

**RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENTS AND CEOS FROM LIABILITY**

The Annual General Meeting resolved to discharge the members of the Board of Directors and the President and CEO from liability for the financial period January 1, 2018 – December 31, 2018.

**10 §**

**RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Nomination Committee of the Board of Directors had proposed to the Annual General Meeting that the annual fees of the members of the Board shall be EUR 45,000, the annual fee of the Vice Chairman EUR 60,000 and the annual fee of the Chairman EUR 90,000. It was recorded that the remunerations and meeting fees proposed by the Nomination Committee were not changed from those resolved by the Annual General Meeting for the year 2018.

In addition, it had been proposed that for Board and Committee meetings other than the meetings of the Audit Committee, the Board/Committee members residing in Finland be paid a fee of EUR 750 per meeting and the Board/Committee members residing abroad be paid a fee of EUR 2,000 per meeting and the Chairmen of the Board of Directors and said Committees be paid a fee of EUR 1,500 per meeting. For meetings of the Audit Committee, it was proposed that the Committee members residing in Finland be paid a fee of EUR 1,000 per meeting and the Committee members residing abroad be paid a fee of EUR 2,250 per meeting and the Chairman of the Audit Committee be paid a fee of EUR 2,500 per meeting.

It had further been proposed by the Nomination Committee that the Board members are reimbursed for their travel and other expenses incurred due to their activities in the interest of the company.

The proposal by the Nomination Committee was attached to the minutes (Appendix 6).

The Annual General Meeting resolved that the annual fees and expense allowances shall be paid to the members of the Board of Directors to be elected for the term ending at the end of the Annual General Meeting 2020 in accordance with the proposal by the Nomination Committee of the Board of Directors.

**11 §**

**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Nomination Committee of the Board of Directors had proposed to the Annual General Meeting that the number of members of the Board of Directors shall be eight (8).

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The proposal by the Nomination Committee was attached to the minutes (Appendix 6).

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal that the number of members of the Board of Directors shall be eight (8).

**12 §**

**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Nomination Committee of the Board of Directors had proposed to the Annual General Meeting that, for the term of office ending at the end of the Annual General Meeting 2020, the following individuals shall be re-elected as members of the Board of Directors:

Albert Ehrnrooth  
Paul Ehrnrooth,  
Louise Fromond,  
Jyri Luomakoski,  
Inka Mero,  
Fabian Månsson,  
Peter Sjölander and  
Ritva Sotamaa.

The proposal by the Nomination Committee was attached to the minutes (Appendix 6).

The Annual General Meeting resolved to elect the Board members in accordance with the proposal of the Nomination Committee for the term of office ending at the end of the Annual General Meeting 2020.

**13 §**

**RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was recorded that the Board of Directors had proposed to the Annual General Meeting that remuneration of the auditor be paid according to a reasonable invoice approved by the Board of Directors.

The proposal by the Board of Directors was attached to the minutes (Appendix 6).

The Annual General Meeting resolved in accordance with the proposal that the remuneration of the auditor will be paid according to a reasonable invoice approved by the Board of Directors.

**14 §**

**ELECTION OF THE AUDITOR**

It was recorded that according to the Audit Act the company shall elect a minimum of one Authorized Public Accountant, KHT or audit firm, the responsible auditor of which is an Authorized Public Accountant, KHT. KPMG Oy Ab, Audit Firm, has been the auditor of the company during the previous financial period.

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It was recorded that the Board of Directors had proposed to the Annual General Meeting that Ernst & Young Oy, Audit Firm, be elected as auditor of the company for the term that will end at the end of the Annual General Meeting 2020.

The proposal by the Board of Directors was attached to the minutes (Appendix 6).

The Annual General Meeting resolved, in accordance with the proposal, that Ernst & Young Oy, Audit Firm, is elected as auditor of the company. It was recorded that Ernst & Young Oy had announced that the responsible auditor would be Kristina Sandin, Authorized Public Accountant, KHT.

**15 §**

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES**

It was recorded that the Board of Directors had proposed that the Annual General Meeting authorizes the Board of Directors to decide on the acquisition in total of a maximum of 4,000,000 own shares, in one or several instalments, using the unrestricted shareholders' equity of the company.

The company's own shares may be acquired in public trading on Nasdaq Helsinki Ltd. at a price formed in public trading on the date of the acquisition.

The authorization may be used to acquire shares to be used for the development of the capital structure of the company, as consideration in corporate acquisitions or industrial reorganizations and as part of the company's incentive system and otherwise for further transfer, retention or cancellation.

The Board of Directors is authorized to decide on all other terms and conditions regarding the acquisition of the company's own shares. Based on the authorization the acquisition of the company's own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed acquisition).

The authorization is effective until June 30, 2020 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on March 14, 2018.

The proposal of the Board of Directors was attached to the minutes (Appendix 6).

The Annual General Meeting decided to authorize the Board of Directors to decide on the acquisitions of company's own shares in accordance with the proposal of Board of Directors.

**16 §**

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE TRANSFER OF THE COMPANY'S OWN SHARES**

It was recorded that the Board of Directors had proposed that the Annual General Meeting authorizes the Board to decide on the transfer of own shares (share issue) held as treasury shares of a maximum of 4,000,000 shares in one or several instalments, either against or without consideration.

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The company's own shares held as treasury shares may be transferred for example as consideration in corporate acquisitions or industrial reorganizations or for the development of the capital structure of the company, or as part of its incentive system.

The Board of Directors is authorized to decide on all other terms and conditions regarding the transfer of own shares held as treasury shares. The transfer of own shares may be carried out in deviation from the shareholders' pre-emptive rights to the company's shares (directed issue).

The authorization is effective until June 30, 2020 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on March 14, 2018.

The proposal of the Board of Directors was attached to the minutes (Appendix 6).

The Annual General Meeting authorized the Board of Directors to decide on the transfer of the company's own shares in accordance with the proposal of the Board of Directors.

**17 §**

**CLOSING OF THE MEETING**

It was recorded that all decisions of the Annual General Meeting were unanimous unless otherwise indicated in the minutes.

The chairman noted that the minutes will be available on the company's website as from March 27, 2018 at the latest.

The chairman closed the meeting at 16:18 pm.

Chairman of the Annual General Meeting:

\_\_\_\_\_  
Johan Aalto

In fidem:

\_\_\_\_\_  
Päivi Timonen

Minutes scrutinized and approved:

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



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**Appendices**

Appendix 1 List of votes

Appendix 2a Voting instructions of the shareholders represented by SEB

Appendix 2b Voting instructions of the shareholders represented by Nordea Bank Finland Plc

Appendix 3 Notice of the Annual General Meeting

Appendix 4 Annual accounts documents

Appendix 5 Auditor's report

Appendix 6 Proposals to the Annual General Meeting