

Annual General Meeting 2022

4.2.2022

## PROPOSALS TO THE ANNUAL GENERAL MEETING

### 1. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.76 per share shall be paid for the financial period that ended on December 31, 2021. The dividend shall be paid in two instalments. The ex-dividend date for the first instalment of EUR 0.38 per share shall be on March 17, 2022. The first instalment shall be paid to a shareholder who is registered in the shareholders' register of the company maintained by Euroclear Finland Oy on the dividend record date March 18, 2022. The payment date proposed by the Board of Directors for this instalment is March 25, 2022.

The second instalment of EUR 0.38 per share shall be paid in September 2022. The second instalment shall be paid to a shareholder who is registered in the shareholders' register of the company maintained by Euroclear Finland Oy on the dividend record date, which, together with the payment date, shall be decided by the Board of Directors in its meeting scheduled for September 7, 2022. The ex-dividend date for the second instalment would then be September 8, 2022, the dividend record date September 9, 2022 and the dividend payment date September 16, 2022, at the latest.

### 2. Adoption of the remuneration report of the governing bodies

The Board of Directors proposes that the Annual General Meeting adopts the remuneration report for the governing bodies.

Since the Annual General Meeting may only be attended by voting in advance, the remuneration report, which is available on the company's website at [www.fiskarsgroup.com](http://www.fiskarsgroup.com) no later than February 23, 2022, is deemed to have been presented to the Annual General Meeting.

### 3. Consideration of the remuneration policy of the governing bodies

The remuneration policy of the governing bodies was adopted by the 2020 Annual General Meeting. The remuneration policy must be presented to the General Meeting at least every four years or every time a material change is made to the policy.

The Board of Directors proposes to the Annual General Meeting that the remuneration policy for the governing bodies be adjusted regarding section 3 (Remuneration of the Board of Directors) as well as that certain amendments of a technical nature be made.

The proposal for the adjusted remuneration policy for the governing bodies is available on the company's website at <https://fiskarsgroup.com/investors/corporate-governance/annual-general-meeting-of-shareholders/annual-general-meeting-2022/> no later than on February 23, 2022.

#### **4. Resolution on the remuneration of the members of the Board of Directors**

The Nomination Committee of the Board of Directors proposes that the annual fees of the members of the Board of Directors shall be EUR 70,000, the annual fee of the Vice Chairman EUR 105,000 and the annual fee of the Chairman EUR 140,000. In addition, it is 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 is 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. For Board/Committee meetings held per capsulam or as teleconference, it is proposed that the Chairmen of the Board of Directors as well as said Committees be paid a fee per meeting that does not differ from meeting fees otherwise payable to them and the Board/Committee members be paid a fee of EUR 750 per meeting.

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

According to the proposal of the Nomination Committee, the remuneration of the members of Board of Directors would be in accordance with the company's remuneration policy.

#### **5. Resolution on the number of members of the Board of Directors**

The Nomination Committee of the Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors shall be eight.

#### **6. Election of members of the Board of Directors**

The Nomination Committee of the Board of Directors proposes to the Annual General Meeting that the following individuals shall be re-elected to the Board of Directors: Albert Ehrnrooth, Paul Ehrnrooth, Louise Fromond, Jyri Luomakoski and Ritva Sotamaa. Inka Mero, Fabian Månsson and Peter Sjölander have informed the company that they will no longer be available for re-election to the Board of Directors. The Nomination Committee proposes further that the Annual General Meeting shall elect Julia Goldin, Carl-Martin Lindahl and Volker Lixfeld as new members of the Board of Directors. Information about the experience and former positions of the proposed members of the Board of Directors is available on Fiskars Corporation's website at <https://fiskarsgroup.com/investors/corporate-governance/annual-general-meeting-of-shareholders/annual-general-meeting-2022>.

All the above individuals have given their consent to the election and stated as their intention, should they be elected, to elect Paul Ehrnrooth as Chairman and Jyri Luomakoski as Vice Chairman of the Board of Directors. Further, all the above individuals have stated as their intention, should they be elected, to establish a Nomination Committee and appoint Paul Ehrnrooth as its Chairman, Louise Fromond and Jyri Luomakoski as its members and Alexander Ehrnrooth as its external member. Further, the elected individuals above have stated as their intention, should they be elected, to establish an Audit Committee and a Human Resources and Compensation Committee with members to be appointed among the Board members.

## **7. Resolution on the remuneration of the auditor**

The Board of Directors proposes the remuneration of the auditor to be paid according to the reasonable invoice approved by the Board of Directors.

## **8. Election of auditor**

The Board of Directors proposes to the Annual General Meeting, in accordance with the recommendation of the Audit Committee of the Board of Directors, that Ernst & Young Oy, Authorized Public Accountants firm, be reappointed as the company's auditor.

## **9. Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes 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 at the time 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 a part of the company's incentive system as well as 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, 2023. The authorization does not cancel the corresponding authorization granted to the Board of Directors by the Annual General Meeting on March 11, 2021.

## **10. Authorizing the Board of Directors to decide on the transfer of the company's own shares held as treasury shares (share issue)**

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

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 also 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, 2023 and cancels the corresponding authorization granted to the Board of Directors by the Annual General Meeting on March 11, 2021.