

## Questions and Answers on Fiskars Annual General Meeting 2022

These questions do not relate to those that a shareholder has the right to pose with respect to the matters to be considered at the meeting pursuant to Chapter 5, Section 25 of the Finnish Companies Act by email to [seija.hanninen@fiskars.com](mailto:seija.hanninen@fiskars.com) no later than March 2, 2022 at 4.00 p.m. The company will publish such questions by shareholders, responses to such questions by the company management on [www.fiskarsgroup.com](http://www.fiskarsgroup.com) by March 7, 2022 at the latest.

### Handling of the remuneration policy for governing bodies

The Remuneration Statement of the company has been replaced by the Remuneration Policy for governing bodies and by a separate Remuneration Report for governing bodies. They concern the company's Board of Directors and the Managing Director and Deputy Managing Director.

The Remuneration Report for governing bodies was prepared for the year 2020 for the first time and adopted by the Annual General Meeting 2021. The Board of Directors proposes that the Annual General Meeting 2022 adopts the remuneration report for the governing bodies for the year 2021.

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.

The Remuneration Policy for governing bodies was adopted by the Annual General Meeting 2020. The Remuneration Policy must be presented to the General Meeting every four years and whenever substantial changes are made to it.

The Board of Directors proposes to the Annual General Meeting 2022 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.

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

The resolutions of the AGM regarding the Remuneration Policy and Report are advisory. The resolutions regarding the Remuneration Policy and Report differ from most resolutions made at a General Meeting as shareholders cannot propose any changes to them nor make any competitive proposals, and the decisions is either to adopt or reject the proposals.

The target of the change is to comply with new EU legislation that is also implemented into the Finnish law.

## **How does the proposal on the remuneration to the members of the Board of Directors compare to remuneration paid in previous years?**

The Nomination Committee of the Board of Directors proposes that the annual fees of the members of the Board 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 the 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 Board 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.

The current annual compensation of the Board has remained the same since 2014. According to the Remuneration Policy the annual compensation should be competitive enough to attract and retain high caliber individuals qualified to serve as Board Members. This is in order to support the implementation of the Board's main responsibilities, which are to set Fiskars Group's strategy and long-term targets and to monitor their implementation. By contributing to the achievement of Fiskars Group's strategic targets, the Board's Remuneration Policy at the same time contributes to Fiskars Group's long-term financial performance and success. The purpose of the annual compensation, at the same time, is to sufficiently compensate for the time commitment required for the Board Members' contribution to the Board's work. To ensure the competitiveness of the Board remuneration and reflecting the development in the relevant peer group, the Nomination Committee has resolved to propose to increase the annual compensation as set forth above.

## **Does the Nomination Committee propose a change of the Board members?**

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, 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 those who are proposed as members of the Board of Directors are available on Fiskars Corporation's website at [www.fiskarsgroup.com](http://www.fiskarsgroup.com).

### **Why does the Board propose an authorization for the Board to acquire 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 installments, using the unrestricted shareholders' equity of the company, as follows: 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 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 by the Annual General Meeting on March 11, 2021.

### **Why does the Board propose an authorization for the Board to transfer own shares?**

The Board of Directors proposes 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 installments, either against or without consideration, as follows: 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 by the Annual General Meeting on March 11, 2021.

### **Who has the right to participate in the AGM 2022 and what is the last day to buy shares if one wants to attend the AGM?**

In order to prevent the spread of the COVID-19 pandemic, the Annual General Meeting will be arranged so that a shareholder or his/her proxy representative may not be present at the venue of the meeting. The shareholder can participate in the Annual General Meeting and exercise his/her shareholder's rights only by voting in advance or through a proxy representative in accordance with the instructions set out below. Shareholders, who have registered for the Annual General Meeting, can follow the Annual General Meeting via a live webcast. Shareholders or their proxies following the meeting in this manner are not considered as participants in the Annual General Meeting. Accordingly, such shareholders or their proxies will not have the possibility to address the meeting or participate in any vote during the Annual General Meeting. Shareholders are requested to note that the webcast will be held only if it can be arranged in compliance with all regulatory rules and restrictions imposed by the Finnish authorities due to the COVID-19 pandemic. Further information and instructions on following the webcast are available on the company's website [Annual General Meeting 2022 - Fiskars Group](#).

A video link and password to follow the meeting online will be sent by email and as a text message to the email address and phone number provided in connection with the registration. Following the meeting via the video stream is possible only for shareholders who are registered as shareholders of the company on the record date of the Annual General Meeting. Following the meeting via the video stream does not constitute participation in the Annual General Meeting. The voting list and results of votes of the Annual General Meeting shall be made solely based on the advance voting.

The registration and advance voting begin on February 25, 2022, when the deadline for submitting counterproposals to be put to a vote has expired. A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Annual General Meeting by submitting advance votes, shall register for the Annual General Meeting and vote in advance no later than on March 10, 2022 at 4.00 p.m. EET by which time the registration and votes must be received.

Each shareholder, who is registered on March 4, 2022 in the shareholders' register of the company held by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company. Shareholders can participate in the meeting and use their shareholder's rights only by voting in advance themselves or through a proxy representative as described below.

A holder of nominee registered shares has the right to participate in the Annual General Meeting by, virtue of, such shares, based on which he/she on the record date of the Annual General Meeting, i.e. March 4, 2022 would be entitled to be registered in the shareholders' register held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder, on the basis, of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Oy at the latest by March 11, 2022 by 10.00 a.m. As regards nominee registered shares this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration to be temporarily entered into the shareholders' register of the company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank has temporarily to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, into the shareholders' register of the company at the latest by March 11, 2022 by 10.00 a.m. and see to the voting in advance on behalf of a holder of nominee registered shares.

### **Proxy representative and powers of attorney**

Due to the COVID-19 pandemic, shareholders not voting in advance can exercise shareholders' rights through a centralised proxy representative designated by the company by authorising attorney-at-law Annemari Rosi from Hannes Snellman Attorneys Ltd, or a person appointed by her, to represent them at the Annual General Meeting in accordance with the voting instructions of the shareholder.

Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. The representation right can also be demonstrated by using the suomi.fi authorisation service available in the electronic registration service. When a shareholder participates in the Annual General Meeting by

means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

A power of attorney template and voting instructions will be available on the company's website at [www.fiskarsgroup.com](http://www.fiskarsgroup.com) by February 25, 2022 at the latest.

### **What should I do if I've sent a proxy to someone but have changed my mind?**

You can revoke a proxy at any time, but in order to do so you should send a written notification to the holder of the proxy.

### **Dividend payments – Who is entitled to dividend?**

According to the Finnish Companies Act a shareholder is entitled to dividend if he/she is entered as a shareholder in the company's shareholders' register on the record date of dividend as determined by the Annual General Meeting.

The dividend shall be paid in two instalments this year. The first instalment is paid to a shareholder who owns or buys a share at the latest on the day of the Annual General Meeting, i.e. this year on March 16, 2022. Upon clearance of the trade (T+2, purchase day plus two clearance days) the buyer is entered as a shareholder in the company's shareholder register on the record day of the dividend, i.e. this year on March 18, 2022.

The second instalment shall be paid in September 2022. The record date for the payment of dividend and the payment day of dividend will be published after the decision of the Board of Directors.

### **Concepts relating to dividend payment**

#### **Ex-dividend date**

The ex-dividend date is usually the next day following the Annual General Meeting. In practice the shares will begin trading ex-dividend at midnight between the Annual General Meeting day and the next day following the meeting. If one buys a share on the ex-dividend day, the buyer is not entitled to the dividend, even though the share purchase would have taken place before the record date of dividend. The dividend shall in that case be paid to the seller.

#### **Record day**

In accordance with the regulations of Euroclear Finland Oy, the record date for the payment of the first instalment is the second clearing day (bank day) after the Annual General Meeting.

The record day for the payment of the second instalment will be published after the decision of the Board of Directors.

#### **Payment day of dividend**

The payment day of the first instalment is, at the earliest, the fifth bank day after the record date for the payment of dividend. The payment day of dividend this year will be March 25, 2022.

The payment day of the second instalment will be published after the decision of the Board of Directors.

### **How are the documents of the AGM available to the shareholders?**

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as the notice are available on Fiskars Corporation's website at [www.fiskarsgroup.com](http://www.fiskarsgroup.com). The company's annual accounts, the report of the Board of Directors and the auditor's report as well as the Remuneration Report for governing bodies and the Remuneration Policy for governing bodies that was adopted by the Annual General Meeting of March 11, 2020, and the proposal of the adjusted Remuneration Policy for governing bodies are available on the above-mentioned website no later than February 23, 2022.

The minutes of the meeting will be available on the above-mentioned website as from March 30, 2022.