



Fiskars Group
Fiskars Oyj Abp
Keilaniementie 10
P.O. Box 91
FI-02151 Espoo
Finland
www.fiskarsgroup.com

Questions and Answers on Fiskars Annual General Meeting 2023

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.

Handling of the Remuneration Report and the Remuneration Policy for governing bodies

The Remuneration Report for governing bodies must be prepared annually and it 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 2023 adopts the remuneration report for the governing bodies for the year 2022. The Remuneration Report will be available on the company's website at fiskarsgroup.com/agm2023 no later than February 22, 2023.

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 Annual General Meeting 2022 adopted the remuneration policy for the governing bodies as it was adjusted regarding section 3 (Remuneration of the Board of Directors) as well as that certain amendments of a technical nature were made. The adjusted remuneration policy for the governing bodies will be available on the company's website at fiskarsgroup.com/agm2023 no later than on February 22, 2023.

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 of Directors shall be EUR 70,000, the annual fee of the Vice Chair EUR 105,000 and the annual fee of the Chair 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 shall be paid EUR 750 for meetings requiring

travel within one (1) country and EUR 2,000 for meetings requiring international travel. The Chairs of the Board of Directors and said Committees shall be paid a fee of EUR 1,500 per meeting requiring travel within one (1) country and EUR 2,000 for meetings requiring international travel.



For the meetings of the Audit Committee, it is proposed that the Committee members be paid EUR 1,000 for meetings requiring travel within one (1) country and EUR 2,250 for meetings requiring international travel. The Chair of the Audit Committee shall 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 Chairs of the Board of Directors as well as said Committees be paid a fee per meeting that does not differ from meetings fees otherwise payable to them and Board/Committee members be paid a fee of EUR 750 per meeting.

It is 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.

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, Julia Goldin, Carl-Martin Lindahl, Volker Lixfeld, Jyri Luomakoski and Ritva Sotamaa. Information about the experience and former positions of the members of the Board of Directors is available on Fiskars Corporation's website at fiskarsgroup.com/about-us/board-of-directors/.

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 Chair and Jyri Luomakoski as Vice Chair of the Board of Directors.

With regard to the procedure for the selection of the members of the Board of Directors, the Nomination Committee of the Board of Directors recommends that the shareholders give their view on the proposal as a whole at the Annual General Meeting. The Nomination Committee has estimated that in addition to the qualifications of the individual candidates for the Board of Directors, the proposed composition of the Board of Directors also meets other requirements set for a listed company by the Corporate Governance Code.

Why does the Board propose an authorization for the Board to repurchase and/or to accept as pledge 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 repurchase of the company's own shares and/or the acceptance as pledge of the company's own shares. The maximum number of shares to be repurchased and/or accepted as pledge is 4,000,000. Acquisitions of own shares may be made in one or several instalments and by 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 and/or pledge 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, 2024 and cancels the authorization to decide on the repurchase of the company's own shares granted to the Board of Directors by the Annual General Meeting on March 16, 2022.

Why does the Board propose an authorization for the Board to transfer the company's own shares held as treasury shares?

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, 2024 and cancels the corresponding authorization granted to the Board of Directors by the Annual General Meeting on March 16, 2022.

Amendment of the Articles of Association

The Board of Directors proposes that Article 7 of the Articles of Association is amended such that, if the Board of Directors so decide, shareholders may exercise their full decision-making power during a General Meeting using a remote connection and technical means as a so-called hybrid meeting. Furthermore, the proposed amendments would permit the convening of a General Meeting in Espoo or completely without a physical venue, as a so-called remote meeting.

In its amended form, said provision of the Articles of Association would read as follows:

"7 §

Shareholders' Meetings (General Meetings) can be held in Raasepori, Helsinki or Espoo.

The Board of Directors may decide that participation in the General Meeting is also permitted such that a shareholder exercises their full decision-making power during the General Meeting using a remote connection and technical means.

The Board of Directors may also decide to convene a General Meeting without a physical venue such that the shareholders exercise their full decision-making power in real time using a remote connection and technical means during the General Meeting.



Notices to Shareholders' Meetings shall be published on the company's website and in another manner possibly decided by the Board of Directors."

It is proposed that the Articles of Association remain unchanged in other respects.

The proposal is based on the changes to Chapter 5 of the Finnish Companies Act, including the possibility to arrange remote general meetings. The legislative changes are based on the premise that shareholder rights shall not be compromised, and that all participating shareholders are able to exercise their full shareholder rights, including the right to present questions and to vote, in real time during the general meeting, irrespective of the chosen general meeting format. The possibility to organise remote general meetings enables the company to be prepared for rapidly changing conditions in the company's operating environment and society in general, due to for example pandemics. It is important for the company to have means to offer its shareholders the possibility to exercise their shareholder rights and resolve on any matters presented to a general meeting under any circumstances. In addition, Espoo is added as an alternative host city for General Meetings due to the company headquarters moving to Keilaniemi, Espoo, in early 2022.

Who has the right to participate in the AGM 2023?

Each shareholder, who is registered on March 3, 2023 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.

Registration for the Annual General Meeting will begin on February 7, 2023 at 9.00 a.m. A shareholder who is registered in the shareholders' register of the company and who wishes to participate in the Annual General Meeting shall register for the meeting no later than March 10, 2023 at 4.00 p.m. EET by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned date.

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 3, 2023 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 10, 2023 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 10, 2023 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

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative may also choose to vote in advance in the manner described in this notice. 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. Proxy representatives registering electronically for the Annual General Meeting must use strong electronic authentication when registering for the meeting, after which they can register. The representation right can also be demonstrated by using the suomi.fi authorisation service available in the electronic registration service.

If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares held on 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 fiskarsgroup.com/agm2023 by February 22, 2023 at the latest. Possible proxy documents are to be delivered primarily as an attachment in connection with the registration to the Annual General Meeting or alternatively by email to agm@innovatics.fi or as originals by mail to the address Innovatics Oy, AGM/Fiskars Corporation, Ratamestarinkatu 13 A, 00520 Helsinki. The proxy documents must be received by the company by the due date of the registration period, March 10, 2023 at 4.00 p.m.

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.

Voting in advance

A shareholder who is registered in the shareholders' register of the company can vote in advance on certain items on the agenda of the Annual General Meeting during the period beginning on February 7, 2023 at 9.00 a.m. and ending on March 10, 2023 at 4.00 p.m.

You will find more information of Advance voting at fiskarsgroup.com/agm2023.

Live webcast

Each shareholder, who has registered for the Annual General Meeting in accordance with the instructions above, may follow the meeting via a live webcast. A video link and password to the webcast will be sent by email and/or as a text message to the email address and/or phone number provided in connection with the registration on the day prior to the Annual General Meeting. The shareholders following the webcast may submit written questions and comments during the review by the President and CEO through a chat functionality provided in the webcast platform. Following the webcast or submitting written question or comments is not considered participation in the Annual General Meeting or using shareholders' right to request information or speak at the meeting in accordance with the Finnish Companies Act. Written questions submitted in the chat do not constitute questions referred to in Chapter 5, Section 25 in the Finnish Companies Act. The written questions and comments submitted in the chat will be brought to the audience of the Annual General Meeting and answered in the Annual General Meeting if the Chair of the meeting considers it appropriate. Shareholders who intend to participate via webcast and wish to exercise their voting rights are referred to vote in advance or by way of proxy representation. Detailed instructions on

following the webcast will be available on the company's website at fiskarsgroup.com/agm2023 before the Annual General Meeting.

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to ask questions and request information with respect to the matters to be considered at the meeting.

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 15, 2023. 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 17, 2023.

The second instalment shall be paid in September 2023. 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 24, 2023.

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 fiskarsgroup.com/agm2023. 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 adjusted Remuneration Policy for governing bodies that was adopted in the Annual General meeting 2022 are available on the above-mentioned website no later than February 22, 2023.

The minutes of the meeting will be available on the above-mentioned website as from March 29, 2023.

