



Annual General Meeting 2023

February 7, 2023

Fiskars Group
Fiskars Oyj Abp
Keilaniementie 10
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PROPOSALS TO ANNUAL GENERAL MEETING 2023

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 0.80 per share shall be paid for the financial period that ended on December 31, 2022. The dividend shall be paid in two instalments. The ex-dividend date for the first instalment of EUR 0.40 per share shall be on March 16, 2023. 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 17, 2023. The payment date proposed by the Board of Directors for this instalment is March 24, 2023.

The second instalment of EUR 0.40 per share shall be paid in September 2023. 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, 2023. The dividend is intended to be paid during the week commencing on September 18, 2023.

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.

The remuneration report will be available on the company's website at fiskarsgroup.com/agm2023 no later than February 22, 2023.

3. 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 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.

4. 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 (8).

5. 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, 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.

6. 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.

7. 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.

8. Authorizing the Board of Directors to decide on the repurchase and/or the acceptance 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.

9. 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, 2024 and cancels the corresponding authorization granted to the Board of Directors by the Annual General Meeting on March 16, 2022.

10. 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.