



Annual General Meeting 2024

February 8, 2024

Fiskars Group
Fiskars Oyj Abp
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PROPOSALS TO ANNUAL GENERAL MEETING 2024

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 0.82 per share shall be paid for the financial period that ended on December 31, 2023. The dividend shall be paid in two instalments. The ex-dividend date for the first instalment of EUR 0.41 per share shall be on March 14, 2024. 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 15, 2024. The payment date proposed by the Board of Directors for this instalment is March 22, 2024.

The second instalment of EUR 0.41 per share shall be paid in September 2024. 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 12, 2024. The ex-dividend date for the second instalment would be September 13, 2024, the dividend record date would be September 16, 2024 and the dividend payment date September 23, 2024, at the latest.

2. Adoption of the remuneration report for 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/agm2024 no later than February 21, 2024.

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 remain at the level of the previous term and 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).

However, should any number of the candidates proposed by the Nomination Committee for any reason not be available for election to the Board of Directors at the Annual General Meeting, the proposed number of members shall be decreased accordingly.

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 and Jyri Luomakoski. Ritva Sotamaa has informed that she 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 Susan Repo as a new member of the Board of Directors. Information about the experience and former positions of Susan Repo is attached to the Notice of Annual General Meeting and of the proposed other 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.

Should any of the candidates presented above for any reason not be available for election to the Board of Directors at the Annual General Meeting, the remaining available candidates are proposed to be elected in accordance with the proposal by the Nomination Committee.



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.

If Ernst & Young Oy are reappointed as the company's auditor, it will also carry out the assurance of the company's sustainability reporting for the financial year 2024 in accordance with the Act 1252/2023 regarding amendments to the Finnish Companies Act. Ernst & Young Oy will be reimbursed for this task as per a reasonable invoice approved by the Board of Directors.

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, 2025 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 15, 2023.

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 systems.

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, 2025 and cancels the corresponding authorization granted to the Board of Directors by the Annual General Meeting on March 15, 2023.