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## **Questions and Answers on Fiskars Annual General Meeting 2025**

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.

### **Organizational document**

The organizational document contains information and proposals regarding the procedures and organization of Fiskars Corporation's Annual General Meeting to be held on March 12, 2025 with regard to items 1–5 in the notice of the Annual General Meeting.

The document is part of the notice of the Annual General Meeting and it has been published on February 6, 2025 on Fiskars' website at [fiskarsgroup.com/agm2025](http://fiskarsgroup.com/agm2025). If necessary, the document will be supplemented at the General Meeting with information that is not available before the Annual General Meeting. Shareholders present at the meeting have the right to speak on item of business.

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

The Remuneration Report for governing bodies must be prepared annually. It was prepared for the first time for the year 2020 and adopted by the Annual General Meeting 2021.

The Board of Directors proposes that the Annual General Meeting 2025 adopts the remuneration report for the governing bodies for the year 2024. The Remuneration Report will be available on the company's website at [fiskarsgroup.com/agm2025](http://fiskarsgroup.com/agm2025) no later than February 19, 2025.

The Remuneration Policy for governing bodies must be presented to the General Meeting every four years and whenever substantial changes are made to it. Following proposed adjustments, the Annual General Meeting 2022 adopted the Remuneration Policy and, therefore, the policy will be proposed for adoption next time at the Annual General Meeting 2026.

The adjusted remuneration policy for the governing bodies that was adopted at the Annual General Meeting 2022 will be available on the company's website at [fiskarsgroup.com/agm2025](http://fiskarsgroup.com/agm2025) no later than on February 19, 2025.

The resolutions of the Annual General Meeting 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 resolution is either to adopt or reject the proposals.



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

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.

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.

**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, Jyri Luomakoski and Susan Repo. Volker Lixfeld has informed that he 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 Rolf Ladau and Susanne Skippari as the new members of the Board of Directors. Information about the experience and former positions of Rolf Ladau and Susanne Skippari is attached to the Notice to Fiskars Corporation Annual General Meeting and of the proposed other members of the Board of Directors is available on Fiskars Corporation's website at <https://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.

#### **Sustainability reporting assurance provider**

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 Sustainability Audit firm, be reappointed as the company's sustainability reporting assurance provider. The Board of Directors further proposes that the remuneration of the sustainability reporting assurance provider be paid according to the reasonable invoice approved by the Board of Directors.

#### **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, 2026 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 13, 2024.

#### **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, 2026 and cancels the corresponding authorization granted to the Board of Directors by the Annual General Meeting on March 13, 2024.

#### **Who has the right to participate in the Annual General Meeting 2025?**

Each shareholder, who is registered on February 28, 2025 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 6, 2025 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 7, 2025 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. February 28, 2025 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 7, 2025 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 7, 2025 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/agm2025](http://fiskarsgroup.com/agm2025) by February 19, 2025 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](mailto: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 7, 2025 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 6, 2025 at 9.00 a.m. and ending on March 7, 2025 at 4.00 p.m.

You will find more information of Advance voting at [fiskarsgroup.com/agm2025](http://fiskarsgroup.com/agm2025).

**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.

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 12, 2025. 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 14, 2025.

The second instalment shall be paid in September 2025. 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 21, 2025. The payment day of the second instalment will be published after the decision of the Board of Directors.

#### **How are the documents of the Annual General Meeting available to the shareholders?**

The proposals for the decisions on the matters on the agenda of the Annual General Meeting, the notice as well as the organizational document are available on Fiskars Corporation's website at [fiskarsgroup.com/agm2025](https://fiskarsgroup.com/agm2025). The company's financial statements, the report of the Board of Directors, the auditor's report and the sustainability statement assurance report as well as the Remuneration Report and the Remuneration Policy of Fiskars Corporation (adopted in the Annual General meeting 2022) are available on the above-mentioned website no later than February 19, 2025. The proposed resolutions and other documents referred to above will also be available for inspection at the Annual General Meeting.

The minutes of the meeting will be available on the above-mentioned website as from March 26, 2025.