

## **FISKARS CORPORATION'S ANNUAL GENERAL MEETING**

**Time:** March 12, 2025 at 3.00 p.m.

**Venue:** Finlandia Hall, Congress wing, Mannerheimintie 13 e, Helsinki, Finland.

**Present:** Shareholders included in the list of votes adopted at the meeting (Appendix 1) were present or represented at the meeting.

In addition, the members of the Board of Directors except for Volker Lixfeld who will step down from the Board, the new proposed Board member Susanne Skippari, the President and CEO, the auditor and members of the company's senior management as well as technical meeting staff were present at the meeting.

### **1 § OPENING OF THE MEETING**

The Chair of the company's Board of Directors, Paul Ehrnrooth, opened the meeting, welcomed those present as well as the shareholders following the meeting via the webcast, and presented a short review on the operations of the Board.

### **2 § CALLING THE MEETING TO ORDER**

In accordance with the organizational document of the Annual General Meeting, attorney-at-law Riikka Rannikko was elected chair of the Annual General Meeting, and she called Päivi Timonen, Chief Legal Officer of Fiskars, to act as secretary.

The chair noted that the company had published an organizational document of the Annual General Meeting, which included the information and proposals concerning the formal organizational matters in agenda items 1 to 5 of the Annual General Meeting. The organizational document was attached to the minutes (Appendix 2).

It was recorded that the proposals to the Annual General Meeting, the financial statements and other documents and information required by the Finnish Companies Act and the Finnish Securities Markets Act had been available to shareholders on the company's website for the period required by the Finnish Companies Act prior to the Annual General Meeting.

### **3 § ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Jens Söderholm was elected to scrutinise the minutes.

Tiina Kärkkäinen and Martin Tallberg were elected to supervise the counting of votes.

**4 §  
RECORDING THE LEGALITY OF THE MEETING**

It was recorded that the notice to the Annual General Meeting had been published on the company's website and as a stock exchange release on February 6, 2025. In addition, a notice of the meeting had been published in Helsingin Sanomat on February 6, 2025.

It was noted that the Annual General Meeting had been convened in accordance with the Articles of Association and in compliance with the provisions of the Finnish Companies Act, and that the meeting had therefore been duly convened and constituted a quorum.

The notice to the Annual General Meeting was attached to the minutes (Appendix 3).

**5 §  
RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTING THE LIST OF VOTES**

A list of attendees as at the beginning of the meeting and the list of votes were presented, according to which 320 shareholders were represented, either through advance voting, in person or by a legal representative or by proxy. It was noted that 56,217,197 shares and votes were represented at the beginning of the meeting. The list of votes was attached to the minutes (Appendix 1).

It was noted that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

It was recorded that a shareholder whose shares in the company are registered in their personal Finnish book-entry account, had had the opportunity to vote in advance on agenda items 7 to 19. An agenda item subject to advance voting is considered to have been presented unchanged to the Annual General Meeting. Representatives of holders of nominee registered shares had also participated in the advance voting on behalf of the shareholders they represented.

A summary of the advance votes was attached to the minutes (Appendix 4).

**6 §  
PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS, THE AUDITOR'S REPORT AND THE SUSTAINABILITY STATEMENT ASSURANCE REPORT FOR THE YEAR 2024**

The President and CEO Nathalie Ahlström presented the CEO's review.

Kristina Sandin, the company's auditor and responsible sustainability auditor, presented the auditor's report and the sustainability statement assurance report.

The financial statement documents, the auditor's report and the sustainability statement assurance report were attached to the minutes (Appendices 5 through 7)

The CEO's review, the financial statements and the Board of Director's report were discussed based on questions presented.

It was recorded that the financial statements, the report of the Board of Directors, the auditor's report and the sustainability statement assurance report for the year 2024 had been presented to the Annual General Meeting.

**7 §  
ADOPTION OF THE FINANCIAL STATEMENTS**

The Annual General Meeting adopted the financial statements for the financial year 2024.

**8 §  
RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE  
PAYMENT OF DIVIDEND**

It was recorded that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.84 per share shall be paid for the financial period that ended on December 31, 2024. According to the proposal, the dividend shall be paid in two instalments. The ex-dividend date for the first instalment of EUR 0.42 per share shall be on March 13, 2025. 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 14, 2025. The dividend payment date is March 21, 2025. According to the proposal, the second instalment of EUR 0.42 per share shall be paid in September 2025. 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 9, 2025. The ex-dividend date for the second instalment would be September 10, 2025, the dividend record date would be September 11, 2025 and the dividend payment date September 18, 2025, at the latest.

The proposal by the Board of Directors was attached to the minutes (Appendix 8).

It was noted that the Board of Directors has tested the solvency of the company in accordance with the Finnish Companies Act prior the first instalment of the dividend and that a corresponding test will be carried out prior the second instalment.

The Annual General Meeting resolved on the payment of dividend in accordance with the proposal by the Board of Directors.

**9 §  
RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND  
THE PRESIDENT AND CEO OF LIABILITY**

The Annual General Meeting resolved to discharge the members of the Board of Directors and the President and CEO from liability for the financial period January 1, 2024 – December 31, 2024.

It was recorded that the number of empty advance votes cast by the shareholders in this agenda item was 35.

**10 §**

**ADOPTION OF THE REMUNERATION REPORT FOR GOVERNING BODIES**

It was recorded that the remuneration report had been available on the company's website from February 19, 2025 onwards, and that it was also available at the meeting venue.

The remuneration report was attached to the minutes (Appendix 9).

The Annual General Meeting resolved to adopt the remuneration report. The resolution was advisory.

It was recorded that the number of opposing advance votes cast by shareholders in this agenda item was 1,035 and the number of empty votes cast was 665.

**11 §**

**RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Nomination Committee of the Board of Directors had proposed to the Annual General Meeting that the annual fees of the members of the Board 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 had been proposed that for Board and Committee meetings other than the meeting 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.

According to the proposal, for the meetings of the Audit Committee, a fee of EUR 1,000 shall be paid for meetings requiring travel within one (1) country and a fee of EUR 2,250 shall be paid 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 was 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 meeting fees otherwise payable to them and Board/Committee members be paid a fee of EUR 750 per meeting.

Further, the Nomination Committee had proposed 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 of the Board of Directors, the remuneration of the members of the Board of Directors would remain at the level of the previous term and be in accordance with the company's remuneration policy.

The proposal by the Nomination Committee was attached to the minutes (Appendix 8).

The Annual General Meeting resolved on the remuneration of the members of the Board of Directors in accordance with the proposal of the Nomination Committee of the Board of Directors.

It was recorded that the number of opposing advance votes cast by shareholders in this agenda item was 1,090 and the number of empty votes cast was 1,200.

**12 §**

**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the Nomination Committee of the Board of Directors had proposed to the Annual General Meeting that the number of members of the Board of Directors shall be nine (9).

The proposal by the Nomination Committee was attached to the minutes (Appendix 8).

The Annual General Meeting resolved, in accordance with the Nomination Committee's proposal, that the number of members of the Board of Directors shall be nine (9).

It was recorded that the number of empty advance votes cast by shareholders in this agenda item was 1,235.

**13 §**

**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Nomination Committee of the Board of Directors had proposed to the Annual General Meeting that for the term of office ending at the end of the Annual General Meeting 2026, the following individuals shall be elected as members of the Board of Directors:

Albert Ehrnrooth,  
Paul Ehrnrooth,  
Louise Fromond,  
Julia Goldin,  
Ralf Ladau,  
Carl-Martin Lindahl,  
Jyri Luomakoski,  
Susan Repo, and  
Susanne Skippari

The proposal by the Nomination Committee was attached to the minutes (Appendix 8).

The Annual General Meeting resolved to elect the Board members in accordance with the proposal of the Nomination Committee for the term of office ending at the end of the Annual General Meeting 2026.

It was recorded that the number of empty advance votes cast by shareholders in this agenda item was 1,235.

**14 §**

**RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was noted that the Board of Directors had proposed to the Annual General Meeting that the remuneration of the auditor be paid according to a reasonable invoice approved by the Board of Directors.

The proposal by the Board of Directors was attached to the minutes (Appendix 8).

The Annual General Meeting resolved in accordance with the proposal that the remuneration of the auditor will be paid according to a reasonable invoice approved by the Board of Directors.

It was recorded that the number of empty advance votes cast by shareholders in this agenda item was 350.

**15 §  
ELECTION OF AUDITOR**

It was noted that the Board of Directors had proposed 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 auditor of the company for the term that will end at the end of the Annual General Meeting 2026. Ernst & Young Oy had notified the company that the responsible auditor would be Toni Halonen, APA.

The proposal by the Board of Directors was attached to the minutes (Appendix 8).

The Annual General Meeting resolved, in accordance with the proposal, to reappoint Ernst & Young Oy as auditor of the company.

**16 §  
RESOLUTION ON THE REMUNERATION OF THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER**

It was noted that the Board of Directors had proposed to the Annual General Meeting that the remuneration of the sustainability reporting assurance provider be paid according to a reasonable invoice approved by the Board of Directors.

The proposal by the Board of Directors was attached to the minutes (Appendix 8).

The Annual General Meeting resolved in accordance with the proposal that the remuneration of the sustainability reporting assurance provider will be paid according to a reasonable invoice approved by the Board of Directors.

**17 §  
ELECTION OF SUSTAINABILITY REPORTING ASSURANCE PROVIDER**

It was noted that the Board of Directors had proposed, 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. Ernst & Young Oy had notified the company that the responsible sustainability auditor would be Toni Halonen, ASA.

The proposal by the Board of Directors was attached to the minutes (Appendix 8).

The Annual General Meeting resolved in accordance with the proposal that Ernst & Young Oy be reappointed as the company's sustainability reporting assurance provider.

**18 §**

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR THE ACCEPTANCE AS PLEDGE OF THE COMPANY'S OWN SHARES**

It was recorded that the Board of Directors had proposed that the Annual General Meeting authorizes the Board of Directors to decide on the repurchase and/or 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.

The proposal of the Board of Directors was attached to the minutes (Appendix 8).

The Annual General Meeting resolved to authorize the Board of Directors to decide on the repurchases and/or acceptances as pledge of the company's own shares in accordance with the proposal of the Board of Directors.

It was recorded that the number of opposing advance votes cast by shareholders in this agenda item was 2,481 and the number of empty votes cast was 250.

**19 §**

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE TRANSFER OF THE COMPANY'S OWN SHARES HELD AS TREASURY SHARES (SHARE ISSUE)**

It was recorded that the Board of Directors had proposed that the Annual General Meeting authorizes the Board 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 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.

The proposal of the Board of Directors was attached to the minutes (Appendix 8).

The Annual General meeting resolved to authorize the Board of Directors to decide on the transfer of the company's own shares held as treasury shares in accordance with the proposal of the Board of Directors.

It was recorded that the number of opposing advance votes cast by shareholders in this agenda item was 2,696.

**20 §  
CLOSING OF THE MEETING**

The chair noted that all of the matters on the agenda had been addressed and that the minutes would be available on the company's website as of March 26, 2025 at the latest.

The chair closed the meeting at 4.25 p.m.

Chair of the Annual General Meeting:

RIIKKA RANNIKKO  
Riikka Rannikko

In fidem:

PÄIVI TIMONEN  
Päivi Timonen

Minutes scrutinised and approved:

JENS SÖDERHOLM  
Jens Söderholm



**APPENDICES**

Appendix 1	List of votes
Appendix 2	Organizational document of the Annual General Meeting
Appendix 3	Notice to the Annual General Meeting
Appendix 4	Summary of the advance votes
Appendix 5	Financial statement documents
Appendix 6	Auditor's report
Appendix 7	Sustainability statement assurance report
Appendix 8	Proposals to the Annual General Meeting
Appendix 9	The remuneration report for governing bodies