

Unofficial translation from Finnish

**FISKARS CORPORATION'S ANNUAL GENERAL MEETING**

**Date and time:** March 12, 2014 at 3 pm

**Venue:** Helsinki Exhibition & Convention Centre, Messuaukio 1, Helsinki, Finland

**Present:** Shareholders were present at the meeting, in person or by proxy, in accordance with the list of votes adopted at the meeting.

In addition, the members of the Board of Directors, the President and CEO, members of the Company's senior management, the Company's Auditor and other representatives were present at the meeting.

1 §

**OPENING OF THE MEETING**

The Chairman of the Company's Board of Directors, Kaj-Gustaf Bergh, opened the meeting and welcomed those present.

2 §

**CALLING THE MEETING TO ORDER**

Attorney-at-law Johan Aalto was elected chairman of the General Meeting, and he called on Jutta Karlsson, General Counsel, to act as secretary.

The chairman explained the procedures for proceeding with the matters on the agenda of the meeting. It was recorded that the meeting was conducted in both Swedish and Finnish. In addition, the meeting was recorded on audio tape.

The chairman explained the voting instructions that had been provided to the chairman by nominee registered shareholders.

The chairman stated that SEB had notified that they represent certain nominee registered shareholders and that the chairman had been provided with information concerning their shareholding and voting instructions prior to the meeting.

It was recorded that a summary of such shareholders' voting rights represented by SEB were attached to the minutes (Appendix 1).

The chairman stated that Nordea had notified that they represent certain nominee registered shareholders and that the chairman had been provided with information concerning their shareholding and voting instructions prior to the meeting.

It was recorded that a summary of such shareholders' voting rights represented by Nordea were attached to the minutes (Appendix 2).

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3 §

**ELECTION OF PEOPLE TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Bert Ekroos was elected to scrutinize the minutes.

Christian Sandström and Martin Tallberg were elected to supervise the counting of votes.

4 §

**RECORDING THE LEGALITY OF THE MEETING**

It was recorded that notice of the Annual General Meeting had been published on the Company's website on February 7, 2014. In addition, a notice of the meeting had been published in the following newspapers on February 8, 2014: Hufvudstadsbladet, Helsingin Sanomat and Västra Nyland. In addition, the notice of the Annual General Meeting had been published as a stock exchange release on February 7, 2014.

It was recorded that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and that the meeting constituted a quorum.

The notice of the meeting was attached to the minutes (Appendix 3).

5 §

**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

A list of attendees as at the beginning of the meeting and a list of votes represented at the meeting, according to which 453 shareholders were present, either in person, by legal representative or by proxy, was presented. It was recorded that 58 173 596 shares accounting for 58 173 596 votes were represented at the beginning of the meeting. The list of votes was attached to the minutes (Appendix 4).

It was noted that the list of votes was to be adjusted to correspond to the attendance at the beginning of a vote, if applicable.

6 §

**PRESENTATION OF THE ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2013**

The chairman noted that the annual accounts have been available to the shareholders on the Company's website since February 19, 2014, in addition to which they were also available at the General Meeting and that copies of the documents had been sent to shareholders by request.

The annual accounts documents were attached to the minutes (Appendix 5)

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The President and CEO Kari Kauniskangas presented a CEO's review.

The annual accounts were discussed.

The auditor's report was presented and attached to the minutes (Appendix 6)

7 §

**ADAPTION OF THE ANNUAL ACCOUNTS**

The General Meeting adopted the annual accounts for the financial year 2013.

8 §

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

It was recorded that the distributable funds of the parent company according to the balance sheet of the parent company as at December 31, 2013 were MEUR 822,5. It was recorded that the number of the shares entitled to the dividend were 81 905 242.

It was recorded that the board of directors had proposed to the General Meeting that a dividend of EUR 0.67 per share shall be paid from the distributable funds of the parent company, in total EUR 54,876.512.14.

According to the proposal, dividends shall be paid to shareholders who on the record date of the dividend payment, March 17, 2014 are recorded in the shareholders' register held by Euroclear Finland Ltd. According to the proposal, the dividend shall be paid on March 24, 2014.

The General Meeting resolved, in accordance with the proposal by the board of directors the dividend of EUR 0.67 per share be paid from the distributable funds of the parent company, in total EUR 54,876,512.14, to shareholders who on the record date of the dividend payments March 17, 2014 are recorded in the shareholders' register held by Euroclear Finland Ltd. subtracted with those shares which are held by the company on the record date of the dividend. The dividend shall be paid on March 24, 2014.

9 §

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

It was recorded that the discharging of liability for the financial year 2013 concerned the following persons:

Kaj-Gustaf Bergh, chairman of the board of directors  
Alexander Ehrnrooth, vice chairman of the board of directors  
Paul Ehrnrooth, vice chairman of the board of directors  
Ralf R. Böer, member of the board of directors

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Louise Fromond, member of the board of directors  
Gustaf Gripenberg, member of the board of directors  
Ingrid Jonasson Blank, member of the board of directors  
Karsten Slotte, member of the board of directors  
Jukka Suominen, member of the board of directors  
Kari Kauniskangas, President and CEO

The General Meeting resolved to discharge the above-mentioned members of the board of directors and the CEO and President from liability.

**10 §**

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

It was recorded that the Nomination and Strategy Committee of the Board of Directors had proposed to the General Meeting that the members of the Board shall be paid the following remuneration until the next Annual General Meeting:

Chairman of the Board of Directors EUR 90,000  
Vice Chairman of the Board of Directors EUR 60,000  
Other members of the Board of Directors EUR 45,000

It was recorded that, in addition, the Nomination and Strategy Committee of the Board of Directors had proposed that the Board members shall be paid a fee of EUR 750 per Board and Committee meeting, and that the Chairman of the Board of Directors shall be paid a fee of EUR 1,500 per Board and Committee meeting and the Chairmen of the Committees shall be paid a fee of EUR 1,500 per Committee meeting and that the fees of Board members residing abroad per Board and Committee meeting shall be doubled. In addition the Board members were reimbursed for their travel and other expenses incurred due to their activities in the interest of the company.

In accordance with the proposal of the Nomination and Strategy Committee, the General Meeting resolved that the following annual fees shall be paid to the members of the Board of Directors to be elected for a term ending at the end of the Annual general Meeting 2015:

Chairman of the Board of Directors EUR 90,000  
Vice Chairman of the Board of Directors EUR 60,000  
Other members of the Board of Directors EUR 45,000

In addition to the annual fees the Board members shall be paid a fee of EUR 750 per Board and Committee meeting, and that the Chairman of the Board of Directors shall be paid a fee of EUR 1,500 per Board and Committee meeting and the Chairmen of the Committees shall be paid a fee of EUR 1,500 per Committee meeting and that the fees of Board members residing abroad per Board and Committee meeting shall be doubled. In addition the Board members are reimbursed for their travel and other expenses incurred due to their activities in the interest of the company.

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11 §

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

It was recorded that according to the Articles of Association the Board of Directors comprises a minimum of five and a maximum of nine members. The current number of members of the Board of Directors is nine.

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

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

12 §

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

It was recorded that the Nomination and Strategy Committee of the Board of Directors had proposed to the General Meeting that the following individuals shall be re-elected for a term that will end at the end of the Annual General Meeting 2015:

Kaj-Gustaf Bergh,  
Ralf Böer,  
Alexander Ehrnrooth,  
Paul Ehrnrooth,  
Louise Fromond,  
Gustaf Gripenberg,  
Ingrid Jonasson Blank,

and as a new member:  
Christine Mondollot

The General Meeting resolved in accordance with the proposal of the Nomination and Strategy Committee of the Board of Directors that the following individuals shall be elected members of the Board of Directors for a term that will end at the end of the Annual General Meeting 2015:

Kaj-Gustaf Bergh,  
Ralf Böer,  
Alexander Ehrnrooth,  
Paul Ehrnrooth,  
Louise Fromond,  
Gustaf Gripenberg,  
Ingrid Jonasson Blank,  
Christine Mondollot and  
Karsten Slotte.

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13 §  
**RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was proposed that the Auditor's fees are paid according to invoice.

The General Meeting resolved in accordance with the proposal that the remuneration of the auditor will be paid according to invoice.

14 §  
**ELECTION OF AUDITOR**

It was recorded that according to the Companies Act the company shall elect a minimum of one auditor or auditing entity authorized by the Central Chamber of Commerce. KPMG Oy Ab has been the auditor of the company during the previous financial period.

It was recorded that the General Meeting has been proposed that KPMG Oy Ab be re-elected as auditor of the company for a term that will end at the end of the Annual General Meeting 2015.

The General Meeting resolved, in accordance with the proposal, that KPMG Oy Ab be re-elected as auditor of the company. It was recorded that KPMG Oy Ab has announced that the responsible auditor will be Virpi Halonen.

15 §  
**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES**

It was recorded that the Board of Directors had proposed that the Annual General Meeting authorize the Board of Directors to decide on the acquisition of a maximum of 4,000,000 own shares, in one or several installments, using the unrestricted shareholders' equity of the company. The shares may be acquired in derogation to the pre-emptive right of the shareholders to the shares of the company in public trading on NASDAQ OMX Helsinki Ltd at market price. The acquisition and payment shall be carried out in accordance with the rules and regulations of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd.

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 part of the company's incentive system and otherwise for further transfer, retention or cancellation. The Board of Directors is authorized to decide on all other terms and conditions regarding the acquisition of own shares.

The authorization is proposed to be in force until June 30, 2015, and it would terminate the previous authorization by the closing of this meeting.

The proposal of the Board of Directors was attached to the minutes (Appendix 7).

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The General Meeting decided to authorize the Board of Directors to decide on the acquisitions of company's own shares in accordance with the proposal of Board of Directors.

16 §

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE CONVEYANCE OF THE COMPANY'S OWN SHARES**

It was recorded that the Board of Directors had proposed that the Annual General Meeting authorize the Board of Directors to decide on the conveyance of a maximum of 4,000,000 own shares in one or several installments either against payment or without payment.

The Board of Directors is authorized to determine to whom and in what order the shares shall be conveyed. The Board may decide on the conveyance of the shares in derogation of the pre-emptive right of the shareholders to the shares of the company.

The shares may be conveyed e.g. 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 shares may be conveyed also through public trading.

The authorization is proposed to be in force until June 30, 2015 and it would terminate the previous authorization by the closing of this meeting.

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

The General Meeting authorized the Board of Directors to decide on the conveyance of the company's own shares in accordance with the proposal of the Board of Directors.

17 §

**CLOSING OF THE MEETING**

It was recorded that the decisions of the Annual General Meeting were unanimous.

The chairman noted that the minutes will be available on the company's website as from March 26, 2014.

The chairman closed the meeting at 4.14 pm.

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Chairman of the Extraordinary General Meeting:

\_\_\_\_\_  
Johan Aalto

In fidem:

\_\_\_\_\_  
Jutta Karlsson

Minutes scrutinized and approved:

\_\_\_\_\_  
Bert Ekroos



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**Appendices**

- Appendix 1 Voting instructions of some shareholders represented by SEB
- Appendix 2 Voting instructions of some shareholders represented by Nordea Bank
- Appendix 3 Notice of the Annual General Meeting
- Appendix 4 List of votes
- Appendix 5 Annual accounts documents
- Appendix 6 Auditor's report
- Appendix 7 Proposal of the Board of Directors for the authorizing of the Board to decide on the acquisitions of own shares
- Appendix 8 Proposal of the Board of Directors for the authorizing of the Board to decide on the Conveyance of the own shares