

Questions and Answers on Fiskars Annual General Meeting 2020

Handling of the remuneration policy for governing bodies

Going forward the Remuneration Statement of the company will be replaced by the Remuneration Policy for governing bodies and by a separate Remuneration Report for governing bodies. They concern the company's Board of Directors and the Managing Director and Deputy Managing Director.

The Remuneration Policy for governing bodies will be presented to the AGM 2020 and after that at least every four years and whenever substantial changes are made to it. Instead of that the Remuneration Report for governing bodies will be prepared for the year 2020 for the first time.

The AGM can either adopt or reject the Remuneration Policy proposal of the Board of Directors. It can't propose any changes on it nor make any competitive proposals.

The target of the change is to comply with new EU legislation that is also implemented into the Finnish law.

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

The Nomination Committee of the Board of Directors proposes that the annual fees of the members of the Board shall be EUR 45,000, the annual fee of the Vice Chairman EUR 60,000 and the annual fee of the Chairman EUR 90,000. In addition, it is proposed that for Board and Committee meetings other than the meetings of the Audit Committee, the Board members residing in Finland be paid a fee of EUR 750 per meeting and the Board members residing abroad be paid a fee of EUR 2,000 per meeting and the Chairmen of the Board of Directors and the said Committees be paid a fee of EUR 1,500 per meeting. For meetings of the Audit Committee, it is proposed that the Board members residing in Finland be paid a fee of EUR 1,000 per meeting and the Board members residing abroad be paid a fee of EUR 2,250 per meeting and the Chairman of the Audit Committee be paid a fee of EUR 2,500 per meeting.

The remunerations would remain at the level of the previous term.

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: Albert Ehrnrooth, Paul Ehrnrooth, Louise Fromond, Jyri Luomakoski, Inka Mero, Fabian Månsson, Peter Sjölander and Ritva Sotamaa. The Nomination and Strategy Committee proposes further that the Annual General Meeting shall elect Nathalie Ahlström as a new member of the Board of Directors.

Information about the experience and former positions, as well as, an evaluation of independence of the company and major shareholders, of those who are proposed as members of the Board of Directors are available on Fiskars Corporation's website at www.fiskarsgroup.com.

Why does the Board propose an authorization for the Board to acquire own shares?

According to the Finnish Companies Act, a company may not acquire its own shares without a decision of the General Meeting or an authorization by the General Meeting.

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the acquisition in total of a maximum of 4,000,000 own shares, in one or several installments, using the unrestricted shareholders' equity of the company, as follows: The company's own shares may be acquired in public trading on Nasdaq Helsinki Ltd. at a price formed in public trading on the date 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 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 the company's own shares. Based on the authorization the acquisition of 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, 2021 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on March 13, 2019.

Why does the Board propose an authorization for the Board to transfer own shares?

According to the Finnish Companies Act, a company may not transfer its own shares without a decision of the General Meeting or an authorization by the General Meeting.

The Board of Directors proposes that the Annual General Meeting authorizes the Board to decide on the transfer of own shares (share issue) held as treasury shares of a maximum of 4,000,000 shares in one or several installments, either against or without consideration, as follows: 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, 2021 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on March 13, 2019.

Who has the right to participate in the AGM 2020 and what is the last day to buy shares if one wants to attend the AGM?

Each shareholder, who is registered on the record date February 28, 2020 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the company. A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Annual General Meeting, shall register for the meeting no later than March 6, 2020 at 4.00 p.m. 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, 2020 would be entitled to be registered in the shareholders' register held by Euroclear Finland Ltd. 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 Ltd at the latest by March 6, 2020 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 6, 2020 by 10.00 a.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. To ensure your participation in the Annual General Meeting, please make sure that Fiskars Corporation has received the correct information about the representative of the shareholder at the AGM.

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 11, 2020. 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 13, 2020.

The second instalment shall be paid in September 2020. 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 Ltd, 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 20, 2020.

The payment day of the second instalment will be published after the decision of the Board of Directors.

How are the documents of the AGM available to the shareholders?

The proposals for the decisions on the matters on the agenda of the Annual General Meeting as well as the notice are available on Fiskars Corporation's website at www.fiskarsgroup.com. The company's annual accounts, the report of the Board of Directors and the auditor's report as well as the Remuneration Policy of Fiskars Corporation, are available on the above-mentioned website no later than February 19, 2020. The proposals of the Board of Directors and its Committees as well as the annual report, including the company's annual accounts, the report of the Board of Directors and the auditor's report and Remuneration Policy, are also available at the Annual General Meeting.

The minutes of the meeting will be available on the above-mentioned website as from March 25, 2020.