

Annual General Meeting 2020
February 5, 2020

Proposals to the Annual General Meeting

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 0.56 per share shall be paid for the financial period that ended on December 31, 2019. The dividend shall be paid in two instalments. The ex-dividend date for the first instalment of EUR 0.28 per share shall be on March 12, 2020. The first instalment shall be paid to a shareholder who is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd on the dividend record date March 13, 2020. The payment date proposed by the Board for this instalment is March 20, 2020.

The second instalment of EUR 0.28 per share shall be paid in September 2020. The second instalment shall be paid to a shareholder who is registered in the shareholders' register of the company maintained by Euroclear Finland Ltd 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 8, 2020. The ex-dividend date for the second instalment would be September 9, 2020, the dividend record date for the second instalment would be September 10, 2020 and the dividend payment date September 17, 2020, at the latest.

2. Adaption of the Remuneration Policy for governing bodies

The Board of Directors proposes to the Annual General Meeting that the Remuneration Policy for the governing bodies be adopted.

The Remuneration Policy for the governing bodies is available on the company's website at <https://www.fiskarsgroup.com> no later than February 19, 2020.

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 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/Committee members residing in Finland be paid a fee of EUR 750 per meeting and the Board/Committee members residing abroad be paid a fee of EUR 2,000 per meeting and the Chairmen of the Board of Directors and said Committees be paid a fee of EUR 1,500 per meeting. For meetings of the Audit Committee, it is proposed that the Committee members residing in Finland be paid a fee of EUR 1,000 per meeting and the Committee 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.

It is further 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.

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 nine.

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, Jyri Luomakoski, Inka Mero, Fabian Månsson, Peter Sjölander and Ritva Sotamaa. The Nomination 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 of the proposed new member of the Board of Directors is available at the end of this release and on Fiskars Corporation's website at www.fiskarsgroup.com.

All the above individuals have given their consent to the election and stated as their intention, should they be elected, to elect Paul Ehrnrooth Chairman and Jyri Luomakoski Vice Chairman of the Board of Directors. Further, all the above individuals have stated as their intention, should they be elected, to establish a Nomination Committee and appoint Paul Ehrnrooth (Chairman) and Fabian Månsson as the members of the Nomination Committee and Alexander Ehrnrooth as an external member to the Nomination Committee and to further establish an Audit Committee and a Human Resources and Compensation Committee with members to be appointed among the Board members.

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.

8. Authorizing the Board of Directors to decide on the repurchase 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 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.

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 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 of Directors by the Annual General Meeting on March 13, 2019.

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 installments, 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, 2021 and cancels the corresponding authorization granted to the Board of Directors by the Annual General Meeting on March 13, 2019.