

Fiskars Corporation Stock Exchange Release February 9, 2016 at 9:00 EET

# Notice to Fiskars Annual General Meeting

Notice is given to the shareholders of Fiskars Corporation to the Annual General Meeting to be held on Wednesday, March 9, 2016 at 3.00 p.m. at the Helsinki Exhibition & Convention Centre, the Conference Center (visiting address: Messuaukio 1, Helsinki, Finland). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2.00 p.m.

## A. Matters on the agenda of the Annual General Meeting

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the meeting
- 2. Calling the meeting to order
- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes
- 4. Recording the legality of the meeting
- 5. Recording the attendance at the meeting and adoption of the list of votes
- 6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2015
  - Review by the President and CEO
- 7. Adoption of the annual accounts
- 8. 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 0,70 per share shall be paid for the financial period that ended on December 31, 2015. The dividend will be paid to shareholders, who are registered in the company's shareholders' register maintained by Euroclear Finland Ltd. on the record date for the payment of dividend, which is March 11, 2016. The dividend payment date proposed by the Board to the Annual General Meeting is March 18, 2016.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
- 10. Resolution on the remuneration of the members of the Board of Directors

The Nomination and Strategy 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 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 Committees be paid a fee of EUR 1,500 per meeting.



It is further proposed by the Nomination and Strategy Committee that the Board members are reimbursed for their travel and other expenses incurred due to their activities in the interest of the company.

#### 11. Resolution on the number of members of the Board of Directors

The Nomination and Strategy Committee of the Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors shall be ten.

#### 12. Election of members of the Board of Directors

The Nomination and Strategy Committee of the Board of Directors proposes to the Annual General Meeting that the following individuals shall be re-elected to the Board: Alexander Ehrnrooth, Paul Ehrnrooth, Ingrid Jonasson Blank, Louise Fromond, Gustaf Gripenberg, Inka Mero, Fabian Månsson, Peter Sjölander and Ritva Sotamaa. Karsten Slotte has informed the company that he will no longer be available for re-election to the Board of Directors. The Nomination and Strategy Committee proposes further that the Annual General Meeting shall elect Jyri Luomakoski 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 are available at the end of this release and on Fiskars Corporation's website at <a href="https://www.fiskarsgroup.com">www.fiskarsgroup.com</a>.

All the above individuals have given their consent to the election and have stated as their intention, should they be elected, to elect Paul Ehrnrooth Chairman and Alexander Ehrnrooth Vice Chairman of the Board of Directors.

## 13. Resolution on the remuneration of the auditor

The Nomination and Strategy Committee of the Board of Directors proposes remuneration of the auditor to be paid according to the reasonable invoice approved by the Board of Directors.

#### 14. Election of the auditor

The Nomination and Strategy Committee of the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab, Authorized Public Accountants firm, be appointed as the company's auditor.

15. Authorizing the Board of Directors to decide on the acquisition 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 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, 2017 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on March 12, 2015.

16. 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 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.

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, 2017 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on March 12, 2015.

# 17. Closing of the meeting

#### B. Documents of the Annual General Meeting

The proposals for the decisions on the matters on the agenda of the General Meeting as well as this 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 are available on the above-mentioned website no later than February 17, 2016. 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, are also available at the Annual General Meeting. The minutes of the Annual General Meeting are available on the above-mentioned website from March 23, 2016 onwards.

## C. Instructions for the participants in the Annual General Meeting

1. Shareholders' registered in the shareholders' register

Each shareholder, who is registered on the record date February 26, 2016 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 4, 2016 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. Such notice can be given:



- (a) on the Fiskars Corporation's website www.fiskarsgroup.com or
- (b) by telephone +358 (0) 207 70 68 75 Monday Friday between 9.00 a.m. and 4.00 p.m.

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address and telephone number, as well as the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to Fiskars Corporation is used only in connection with the Annual General Meeting and with the processing of related registrations.

# 2. 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 shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. If a shareholder participates in the Annual General Meeting by means of several proxy representatives, which represent the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

Possible proxy documents should be delivered in originals to Fiskars Corporation, Legal Department, P.O. Box 130, FI-00561 Helsinki, Finland before the last date for registration.

#### 3. Holders of nominee registered shares

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 26, 2016, 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 4, 2016 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 to temporarily 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 the time stated above.

#### 4. Other instructions and information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice, Fiskars Corporation has a total of 81,905,242 shares entitling to a total of 81,905,242 votes.



Coffee will be served to the shareholders after the meeting.

Helsinki, February 8, 2016

#### **FISKARS CORPORATION**

**Board of Directors** 

# For more information, please contact:

General Counsel Päivi Timonen, tel. +358 204 39 5050

# Information about the experience and former positions of the new nominee to the Board of Directors

Jyri Luomakoski (born 1967) is a Finnish citizen and holds an MBA from the Helsinki School of Economics. He is the President and CEO of Uponor Corporation. Jyri Luomakoski has previously served in various roles at Uponor Corporation and Oy Lars Krogius Ab as well as at Datatrans. Luomakoski holds non-executive positions at Keskinäinen Työeläkevakuutusyhtiö Varma, EHI European Heating Industries, The European Plastic Pipes and Fittings Association as well as Procurator-Holding Oy. Luomakoski is independent of Fiskars Corporation and its significant shareholders.

## Fiskars - celebrating centuries of pride, passion and design. Every day.

Established in 1649 as an ironworks in a small Finnish village, Fiskars has grown to be a leading consumer goods company with globally recognized brands including Fiskars, littala, Gerber, Wedgwood and Waterford. With iconic products, strong brands and global ambitions, Fiskars' mission is to enrich people's lives in home, garden and outdoor. Fiskars' products are available in more than 100 countries and the company employs around 9,000 people in 30 countries. Fiskars is listed on Nasdaq Helsinki. www.fiskarsgroup.com