

Fiskars Corporation Stock Exchange Release

February 6, 2015 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 Thursday, March 12, 2015 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 2014
  - 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 0,68 per share shall be paid for the financial period that ended on December 31, 2014. 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 16, 2015. The dividend payment date proposed by the Board to the Annual General Meeting is March 23, 2015.

- 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. Proposal to amend the Section 5 of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the Section 5 of the Articles of Association of the company be amended to read as follows:

"The Board of Directors consists of at least five and not more than ten ordinary members."

12. 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.

The proposal is conditional to the decision of the company's Annual General Meeting to amend the Section 5 of the Articles of Association as set forth in item 11 of this notice.

#### 13. 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, Louise Fromond, Gustaf Gripenberg, Ingrid Jonasson Blank and Karsten Slotte. Kaj-Gustaf Bergh, Ralf Böer and Christine Mondollot have informed the company that they 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 Inka Mero, Fabian Månsson, Peter Sjölander and Ritva Sotamaa as new members of the Board of Directors. Information about the experience and former positions of those who are proposed as new members of the Board of Directors are 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 have stated as their intention, should they be elected, to elect Paul Ehrnrooth Chairman and Alexander Ehrnrooth Vice Chairman of the Board of Directors.

The proposal is conditional to the decision of the company's Annual General Meeting to amend Section 5 of the Articles of Association as set forth in the item 11 of this notice.

## 14. 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.

#### 15. 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.



16. 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 OMX 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, 2016 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on March 12, 2014.

17. 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, 2016 and cancels the corresponding authorization granted to the Board by the Annual General Meeting on March 12, 2014.

18. 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 annual report of Fiskars Corporation, including the company's annual accounts, the report of the Board of Directors and the auditor's report, is available on the above-mentioned website no later than February 19, 2015. The proposals of the Board of Directors and its Committees as well as the annual 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 26, 2015 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 March 2, 2015 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 9, 2015 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. March 2, 2015, 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 9, 2015 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 6, 2015

#### **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 new nominees to the Board of Directors

Inka Mero (born 1976) is a Finnish citizen and holds a Master's degree in Economics. She is a co-Founder and Chairwoman of the Board at KoppiCatch Oy. She has previously served as the CEO at Playforia Oy and held various positions at Nokia Corporation, Digia Plc and Sonera Corporation. Mero holds non-executive director positions at Indoor Atlas Oy, Nokia Tyres, Staffpoint Holding Oy and StartupSauna Foundation.

Fabian Månsson (born 1964) is a Swedish citizen and holds a Master's degree in Economics. He is currently a business advisor to e.g. McKinsey & Co, Karen Millen, Gina Tricot and Hugo Boss. He has previously served as the President & CEO of Eddie Bauer, as EVP at Spray Ventures AB and as the CEO at H&M Hennes & Mauritz AB. Månsson holds a non-executive director position at Gina Tricot.

Peter Sjölander (born 1959) is a Swedish citizen and holds a Master's degree in Economics. He is the CEO of Helly Hansen Group and an industrial advisor to EQT. He has previously served as Senior Vice President at Electrolux, as Global & European Leadership Team Member at Nike and has held several executive product management and marketing positions at Nike, among others. Sjölander holds non-executive director positions at Swims AS and Helly Hansen AS.

Ritva Sotamaa (born 1963) is a Finnish citizen and holds a Master's degree in Law. She is currently the Chief Legal Officer of Unilever PLC/NV. She has previously served as the General Counsel of Siemens Healthcare, Siemens AG and Instrumentarium Corporation and had several General Counsel positions at GE Healthcare, General Electric Company.



## Fiskars 365 – 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 global supplier of consumer products for the home, garden and outdoors. Available in more than 60 countries, Fiskars products solve everyday problems, making daily home, garden and outdoor projects easier and more enjoyable through superior performance and design. Fiskars is listed on Nasdaq Helsinki, and in 2014 the company's net sales were EUR 768 million. The Group's key international brands are Fiskars, littala and Gerber. <a href="https://www.fiskarsgroup.com">www.fiskarsgroup.com</a>