

Fiskars Corp. Stock Exchange Release February 9, 2011 at 09.00 EET

## **NOTICE TO THE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Fiskars Corporation to the Annual General Meeting to be held on Wednesday, March 16, 2011 at 3.00 p.m. at the Helsinki Exhibition & Convention Centre, the Congress Wing (Messuaukio 1, Helsinki). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2.00 p.m.

### **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 2010
  - 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 0.60 per share shall be paid for the financial period that ended on December 31, 2010. 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 21, 2011. The dividend payment date proposed by the Board to the Annual General Meeting is March 28, 2011.

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 Committee of the Board of Directors proposes that the remuneration of the members of the Board shall remain unchanged. The annual fee paid to the board members would be EUR 35,000, to the Vice Chairman EUR 50,000 and to the Chairman EUR 70,000. In addition, it is proposed that the Board members be paid a fee of EUR 600 per Board and Committee meeting, and that the Chairman of the Board of Directors be paid a fee of EUR 1,100 per Board and Committee meeting and the Chairman of the Audit Committee be paid a fee of EUR 1,100 per Audit Committee

meeting and that the members of the Board 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 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.

## 12. 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: Kaj-Gustaf Bergh, Ralf Boer, Alexander Ehrnrooth, Paul Ehrnrooth, Louise Fromond, Gustaf Gripenberg, Ingrid Jonasson Blank, Karsten Slotte and Jukka Suominen.

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

## 13. Resolution on the remuneration of the auditor

The Nomination Committee of the Board of Directors proposes remuneration of the auditor to be paid according to the invoice.

## 14. Election of auditor

The Nomination Committee of the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab, Authorized Public Accountants firm, be appointed 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 authorise the Board of Directors to decide on the acquisition of a maximum of 4,000,000 own shares, in one or several instalments, 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 30 June 2012. The previous authorization granted to the Board will expire at the end of the Annual General Meeting.

## 16. Authorizing the Board of Directors to decide on the conveyance of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board to decide on the conveyance of own shares in the company's possession altogether no more than 4,000,000 shares in one or several instalments, either against payment or without payment.

The Board of Directors shall be authorized to determine to whom and in what order the shares shall be conveyed. The Board may decide on the conveyance of the shares also 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 authorization is proposed to be in force until 30 June 2012.

## 18. Closing of the meeting

### **Documents of the Annual General Meeting**

This notice, which include the above-mentioned proposals of the Board of Directors and its Committees on the agenda of the Annual General Meeting, is available on Fiskars Corporation's website at [www.fiskarsgroup.com](http://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 23, 2011. 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 30, 2011 onwards.

### **Instructions for the participants in the Annual General Meeting**

#### 1. The right to participate and registration

Each shareholder, who is registered on the record date March 4, 2011 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 wants to participate in the Annual General Meeting, shall register for the meeting no later than March 11, 2011 at 3.00 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](http://www.fiskarsgroup.com) or
- (b) by telephone +358(0)204 39 51 71 Monday-Friday between 9.00 a.m. and 3.00 p.m

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

Pursuant to chapter 5, section 25 of the Company's 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.

## 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, P.O. Box 130, 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. 4 March 2011, 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 11 March 2011 by 10.00 am. 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 shareholder's 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

On the date of this notice, Fiskars Corporation has a total of 82,023,341 shares entitling to a total of 82,023,341 votes.

Coffee will be served to the shareholders after the meeting.

## **FISKARS CORPORATION**

Board of Directors

Fiskars is a leading global supplier of consumer products for the home, garden and outdoors. The group has a strong portfolio of respected international brands, including Fiskars, Iittala, Gerber, Buster, and Silva. Founded in 1649 and listed on NASDAQ OMX Helsinki, Fiskars is Finland's oldest company. Fiskars recorded net sales of EUR 716 million in 2010, and employs some 3,600 people in

over 20 countries.

[www.fiskarsgroup.com](http://www.fiskarsgroup.com)