

AMER SPORTS CORPORATE GOVERNANCE STATEMENT

CORPORATE GOVERNANCE

In its decision making and administration, Amer Sports Corporation (hereinafter referred to as “Amer Sports” or “the Company”) applies the Finnish Companies Act, the Finnish Securities Markets Act and the rules issued by the NASDAQ OMX Helsinki Stock Exchange, Amer Sports’ Articles of Association, and the Finnish Corporate Governance Code 2010 for listed companies. Amer Sports complies with the code without exceptions. The code is published at www.cgfinland.fi.

This Corporate Governance Statement has been prepared pursuant to Recommendation 54 of the Finnish Corporate Governance Code 2010 for listed companies and the Securities Markets Act (Chapter 7, Section 7) and it is issued separately from the Board of Directors’ report. The Audit Committee of the Board of Directors has reviewed this Corporate Governance Statement and the auditor PricewaterhouseCoopers Oy has verified that the Statement has been issued and that the description of the main features of the internal control and risk management systems pertaining to the financial reporting process is consistent with the financial statements.

GENERAL

Pursuant to the provisions of the Finnish Companies Act and the Articles of Association of Amer Sports the responsibility for the control and management of Amer Sports is divided between the General Meeting of shareholders, the Board of Directors and the President and CEO. Shareholders participate in the control and management of Amer Sports through resolutions passed at General Meetings of shareholders, which convene upon notice given by the Board of Directors. In addition, General Meetings of shareholders may be held if requested in writing by an auditor of Amer Sports or by shareholders representing at least one-tenth of all the outstanding shares of the Company.

Amer Sports’ shares are listed on the NASDAQ OMX Helsinki Stock Exchange. In addition, Amer Sports has a Level I American Depositary Receipt (“ADR”) program. The ADRs are traded over-the-counter in the United States. Two depositary receipts are equivalent to one Amer Sports share.

BOARD OF DIRECTORS

Composition and Term of the Board of Directors

The Board of Directors is responsible for duly organizing the administration and operations of Amer Sports. The Annual General Meeting of shareholders (“the AGM”) elects a minimum of five and a maximum of eight directors for a term of one year. A person who has reached the age of 66 at the time of election may not become a member of the Board of Directors. There is no special order of appointment of the members.

The Board evaluates the independence of its members annually or, if necessary, more often. Each member of the Board of Directors is obligated to provide the Board of Directors with sufficient information to allow an evaluation of their independence.

The following members were elected to the Board of Directors at the AGM held on March 6, 2014:

Name	Year born	Position	Year of appointment	Nationality
Anssi Vanjoki	1956	Chairman since 2006	2004	Finnish
Ilkka Brotherus	1951	Vice chairman since 2002	2000	Finnish
Martin Burkhalter	1952	Member	2008	Swiss
Christian Fischer	1964	Member	2008	Austrian
Hannu Ryöppönen	1952	Member	2009	Finnish
Bruno Sälzer	1957	Member	2008	German
Indra Åsander	1956	Member	2012	Swedish

All Board members are independent of the company and significant shareholders.

Anssi Vanjoki

Professor at Lappeenranta University of Technology and Individual Multicontributor. Master of Science degree in Economics.

Primary work experience: Executive Vice President and General Manager of the Mobile Solutions Unit of Nokia Corporation 2010, Executive Vice President of Markets, Nokia Corporation 2007–2010, Executive Vice President and General Manager of the Multimedia unit of Nokia Corporation 2004–2007, Executive Vice President and General Manager of Nokia Mobile Phones 1998–2004. Member of the Executive Board of Nokia Corporation 1998-2010. Executive Vice President and Senior Vice President of Nokia Mobile Phones (Europe and Africa) 1994–1998, Vice President of Sales of Nokia Mobile Phones 1991–1994. Several management positions at 3M Corporation 1980-1991.

Other positions of trust: Chairman of the Boards of Directors of Vertu Corporation Ltd, Omegawave Oy, Aqsens Oy and Sstatzz Oy. Member of the Boards of Directors of Koskitukki Oy, Sonova Holding AG, Atacama Labs Oy, Kapitaalihonka Oy and Basware Corporation.

Ilkka Brotherus

Owner and Managing Director of Sinituote Oy. Master of Science degree in Economics.

Primary work experience: Member of the Boards of Directors of Veho Group Oy Ab 2003-2013 and YIT Corporation 2000-2006, Deputy Managing Director of Hackman Group 1988–1989, Managing Director of Hackman Housewares Oy 1987–1988, and Managing Director of Havi Oy 1981–1986. Various marketing and management positions with Mestarikustannus Oy 1977-1980.

Other positions of trust: Vice Chairman of the Supervisory Board of Elo Mutual Pension Insurance Company.

Martin Burkhalter

Chief Executive Officer of Vizrt Ltd. Biotechnology and accounting degree.

Primary work experience: Independent Consultant in Switzerland, 2004–2005, Senior Vice President and Managing Director of EMEA Reebok International (France) 2001–2003, Chief Executive Officer of Intersport International Corporation (IIC) (Switzerland) 1997–2001, Chief Executive Officer of Intersport Holding Norway 1996–1997, Chief Executive Officer of Intersport Norway 1994–1996, Senior Vice President and Sports Director of the Lillehammer Olympic Organization Committee (LOOC) 1990–1994, and Sports Director and Assistant General Secretary of the Norwegian Confederation of Sports (NIF) 1989–1990.

Christian Fischer

Serial Entrepreneur. PhD Economics and MBA (INSEAD).

Primary work experience: Founder and CEO of NewMoove Online Fitness GmbH 2010-2014, Founder and Managing Director of Accelate, Business Launch and Expansion GmbH 1999-2013, Founder and CEO of Security Land Sicherheits Fachmarkt GmbH 2005-2009, Principal in A.T. Kearney Management Consultants 1994–1999, International Brand Management of Henkel AG & Co. KGaA in 1993 and Project Manager for Ernst & Young Management Consultants 1989–1991.

Hannu Ryöppönen

Bachelor of Business Administration.

Primary work experience: Chairman of the Board of Directors of Billerud Korsnäs AB 2012-2014, Chairman of the Board of Directors of Hakon Invest Ab 2012-2013, Member of the Board of Directors of Rautaruukki Corporation 2009-2013, Member of the Board of Directors of Neste Oil Corporation 2009-2013, Deputy Chief Executive Officer of Stora Enso Oyj (Helsinki and London) 2007–2009, Chief Financial Officer of Stora Enso Oyj (Helsinki and London) 2005–2008, Chief Financial Officer of Koninklijke Ahold N.V.

(Amsterdam) 2003–2005, Chief Financial Officer of Industri Kapital Group (London) 1999–2003, Deputy Chief Executive Officer of Ikano Asset Management (Luxembourg) 1998–1999, Chief Financial Officer of the IKEA Group (Copenhagen) 1985–1998.

Other positions of trust: Chairman of the Board of Directors of Altor Private Equity Funds. Member of the Boards of Directors of Novo Nordisk A/S and Value Creation Investments Limited.

Bruno Sälzer

Chairman and Chief Executive Officer of Americana International Ltd (Bench). BA, PhD, Logistics.

Primary work experience: Chief Executive Officer of Escada SE, 2008–2014, Chairman and Chief Executive Officer of Hugo Boss AG 2002–2008, Executive Vice Chairman of Hugo Boss AG 1998–2002, Member of the Managing Board of Hugo Boss AG 1995–1998, Managing Director of Hairdressing International of Hans Schwarzkopf GmbH 1991–1995, Director of International Sales Coordination of Beiersdorf AG 1986–1991.

Other positions of trust: Member of the Supervisory Boards of Deichmann SE and Lacoste Holding NG.

Indra Åsander

Chief Executive Officer of Sergel Group. Master of Science degree in Engineering.

Primary work experience: Member of the Board of Directors of VIA Travel Group ASA 2006–2012, Senior Vice President, Head of Product Management Europe at BA Mobility Services in TeliaSonera AB 2008–2011, Senior Vice President, Head of Content Services for Europe at BA Mobility Services in TeliaSonera AB 2007, Senior Vice President, Head of Consumer Business in TeliaSonera AB 2003–2006, Senior Vice President, Head of Business Area Internet Services in Telia AB 2001–2002, Vice President of Skanova and Marketing Director in Telia AB 2000–2001, Senior Vice President of Business Area Energy Market of Vattenfall AB 2000, Director of Product Sales of Business Area Energy Market of Vattenfall AB 1999–2000, Divisional Manager for Corporate Customers of Vattenfall AB in Sweden 1998–1999, Divisional Manager for the Private Consumer Market of Vattenfall AB in Sweden 1995–1998, Regional Manager for Vattenfall Electricity Provision, Mid-Sweden, 1994–1995.

Other positions of trust: Member of the Board of Directors of Aura Light Holding AB.

The Board of Directors' Rules of Procedure and Meeting Practices

The Amer Sports Board of Directors approves the rules of procedure to govern its work, including a meeting schedule, on an annual basis. The rules of procedure include the specific issues discussed at each meeting and discussion items reviewed at each meeting. The rules of procedure include also a schedule of the dates when the Board of Directors will visit the operations of the Company and its partners, as well as the annual evaluation of the Board of Directors' own performance at the end of the term. Committees established by the Board of Directors assist the Board of Directors in matters that have been assigned to them.

The Board of Directors convenes 8–10 times a year according to a predetermined meeting schedule and in addition when necessary. At least once a year, the Board of Directors convenes when representatives of the Company's management are not in attendance. The President and CEO and the Executive Vice President and CFO participate in meetings of the Board of Directors and the General Counsel acts as the secretary to the Board. Other Amer Sports executives participate in the meetings as required.

Meeting documents and other material are delivered to the members of the Board of Directors in advance and all meetings are documented.

Main Duties of the Board of Directors

The duties and responsibilities of the Board of Directors are defined according to the Finnish Companies Act, other applicable legislation, and Amer Sports' Articles of Association. The Board of Directors has general authority in all matters where neither law nor the Company's Articles of Association stipulate that a

matter should be decided or performed by any other bodies. In addition, the Board of Directors must act in the interests of the Company and all shareholders in all circumstances, and direct Amer Sports operations with a view to generating the maximum enduring added value to shareholders without neglecting other stakeholders.

The main duties of the Board of Directors are to:

1. Direct Amer Sports business operations and strategies
 - Confirm the Company's strategy and ensure that it is up-to-date
 - Confirm the business plan on the basis of the strategy and annual budget, and monitor its achievement
 - Adopt the annual investment plan
 - Decide on significant, strategically-important investments or acquisitions and sale of assets
2. Organize Amer Sports administration and functions
 - Appoint and dismiss the President and CEO
 - Appoint and dismiss the immediate subordinates of the President and CEO
 - Decide on the terms of service of the President and CEO and his or her immediate subordinates, including possible incentive programs
 - Set the President and CEO's personal targets for each year and monitor their achievement
 - Keep track of issues related to succession in management and human resources strategy
 - Adopt the duties and responsibilities of the Board of Directors and evaluate its performance once a year
3. Supervise the management of Amer Sports financial administration, internal control and risk management
 - Review and approve interim reports, annual financial statements and the report by the Board of Directors as well as related stock exchange releases
 - Hold a meeting with the Company's auditors at least once a year
 - Oversee significant risks connected with the Company's operations and risk management
4. Prepare matters to be decided on at the AGM
 - Draft the Company's dividend payout policy and submit a proposal on the dividend to the AGM
 - Submit other proposals to the AGM

According to the rules of procedure, the chairman of the Board of Directors, in addition to leading the work of the Board of Directors, continuously monitors Amer Sports' operations and development through contact with the President and CEO. Furthermore, the chairman of the Board of Directors represents the Company in matters associated with shareholders and ensures that the work of the Board of Directors is evaluated annually, and that the Board of Directors continuously updates and expands its knowledge of Amer Sports' operations.

2014

In 2014, in addition to its normal duties, the Board of Directors continued to set and monitor targets and programs to leverage Amer Sports brands and company-wide functional efficiency synergies. New targets and programs were established to benefit from digitalization both in product and service innovation as well as in direct to consumer sales and marketing.

The Annual General Meeting of shareholders held on March 6, 2014 elected seven members to the Amer Sports Board of Directors. The Annual General Meeting re-elected Anssi Vanjoki, Ilkka Brotherus, Martin Burkhalter, Christian Fischer, Hannu Ryöppönen, Bruno Sälzer and Indra Åsander as members of the Board of Directors. Anssi Vanjoki was re-elected as Chairman and Ilkka Brotherus was re-elected as Vice Chairman of the Board of Directors. The composition of the Board of Directors during the period of January 1, 2014–March 6, 2014 was the same as after March 6, 2014.

The Board of Directors convened ten times during the calendar year 2014 and the attendance rate of directors at meetings of the Board of Directors was 96%.

BOARD COMMITTEES

The Board of Directors has established three permanent committees from amongst its members to support its work and has defined the rules of procedure for the committees. The committee chairmen and members are elected annually. The committees report on their work to the entire Board of Directors on a regular basis. The committees have no independent decision-making power.

Audit Committee

The Board of Directors appoints an Audit Committee to assist it in its task of supervising the Company's financial administration. The Audit Committee comprises a minimum of three members of the Board of Directors. The members must be independent and have the qualifications necessary to perform the duties of the Audit Committee. The Audit Committee meets at least four times per year and maintains regular contact with the Company's external auditor. The Audit Committee monitors the reporting of the Company's financial statements and the adequacy of internal control and risk management systems. In addition, the Audit Committee monitors the statutory audit process, evaluates the independence of the statutory audit firm, and prepares the recommendation presented to the Annual General Meeting on the election of the auditor.

2014

In 2014, in addition to its regular duties, the Audit Committee focused on tendering process of external audit services as well as Group restructuring and IT.

On March 6, 2014 the Board of Directors elected Hannu Ryöppönen (Chairman), Ilkka Brotherus, and Martin Burkhalter as members of the Audit Committee. The Audit Committee convened five times in 2014 and the meeting attendance rate was 87%. The composition of the Audit Committee during the period of January 1, 2014–March 6, 2014 was the same as after March 6, 2014.

Compensation Committee

The Board of Directors appoints a Compensation Committee to ensure good governance in monitoring executive rewards, to give guidance on Amer Sports' total reward philosophy and executive reward programs, to assess pay and performance relationships and to recommend executive pay decisions concerning the President and CEO and his immediate direct reports for approval by Amer Sports' Board of Directors. The Compensation Committee comprises a minimum of three members of the Board of Directors. The Chairman of the committee convenes meetings as required, but at least twice a year.

2014

In 2014, the Compensation Committee focused on further development of long-term incentive programs. On March 6, 2014 the Board of Directors elected Bruno Sälzer (Chairman), Christian Fischer, Anssi Vanjoki, and Indra Åsander as members of the Compensation Committee. The Compensation Committee convened four times in 2014 and the meeting attendance rate was 100%. Composition of the Compensation Committee during the period of January 1, 2014–March 6, 2014 was the same as after March 6, 2014.

Nomination Committee

The Board of Directors appoints a Nomination Committee to assist it in its task of ensuring good governance in preparing proposals concerning the members of the Board of Directors and their compensation for decision by the General Meeting of shareholders. The Nomination Committee communicates with major shareholders in matters concerning the appointment of the Board of Directors, when appropriate. The Nomination Committee comprises a minimum of three members of the Board of Directors. The Chairman of the committee convenes meetings as required, but at least once a year.

2014

On March 6, 2014 the Board of Directors elected Ilkka Brotherus (Chairman), Martin Burkhalter and Anssi Vanjoki as members of the Nomination Committee. The Nomination Committee convened six times in 2014 and the meeting attendance rate was 100%. Composition of the Nomination Committee during the period of January 1, 2014–March 6, 2014 was the same as after March 6, 2014.

PRESIDENT AND CEO

The Board of Directors nominates the President and CEO, who is responsible for managing Amer Sports in accordance with the Finnish Companies Act and instructions provided by the Board of Directors.

The President and CEO reports to the Board of Directors and keeps the Board of Directors informed about Amer Sports' business, including information about relevant markets and competitors, as well as the Company's financial position and other matters of significance. The President and CEO is also responsible for overseeing the Company's day-to-day administration and ensuring that the financial administration of the Company has been arranged in a reliable manner. The President and CEO is assisted by the Executive Board.

Heikki Takala

President and CEO of Amer Sports since April 1, 2010. Master of Science degree in International Business, Helsinki School of Economics and ESADE (Barcelona). Born 1966. Finnish nationality.

Primary work experience: Commercial Director of Salon Professional Global Commercial Operations of Procter & Gamble. Several line management positions in region and product line organizations at Procter & Gamble 1992–2010.

MAIN FEATURES OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS PERTAINING TO THE FINANCIAL REPORTING PROCESS

The Board of Directors of Amer Sports approves and endorses the Company's Risk Management Policy. This policy defines the objectives, principles, processes and responsibilities concerning risk management within Amer Sports companies.

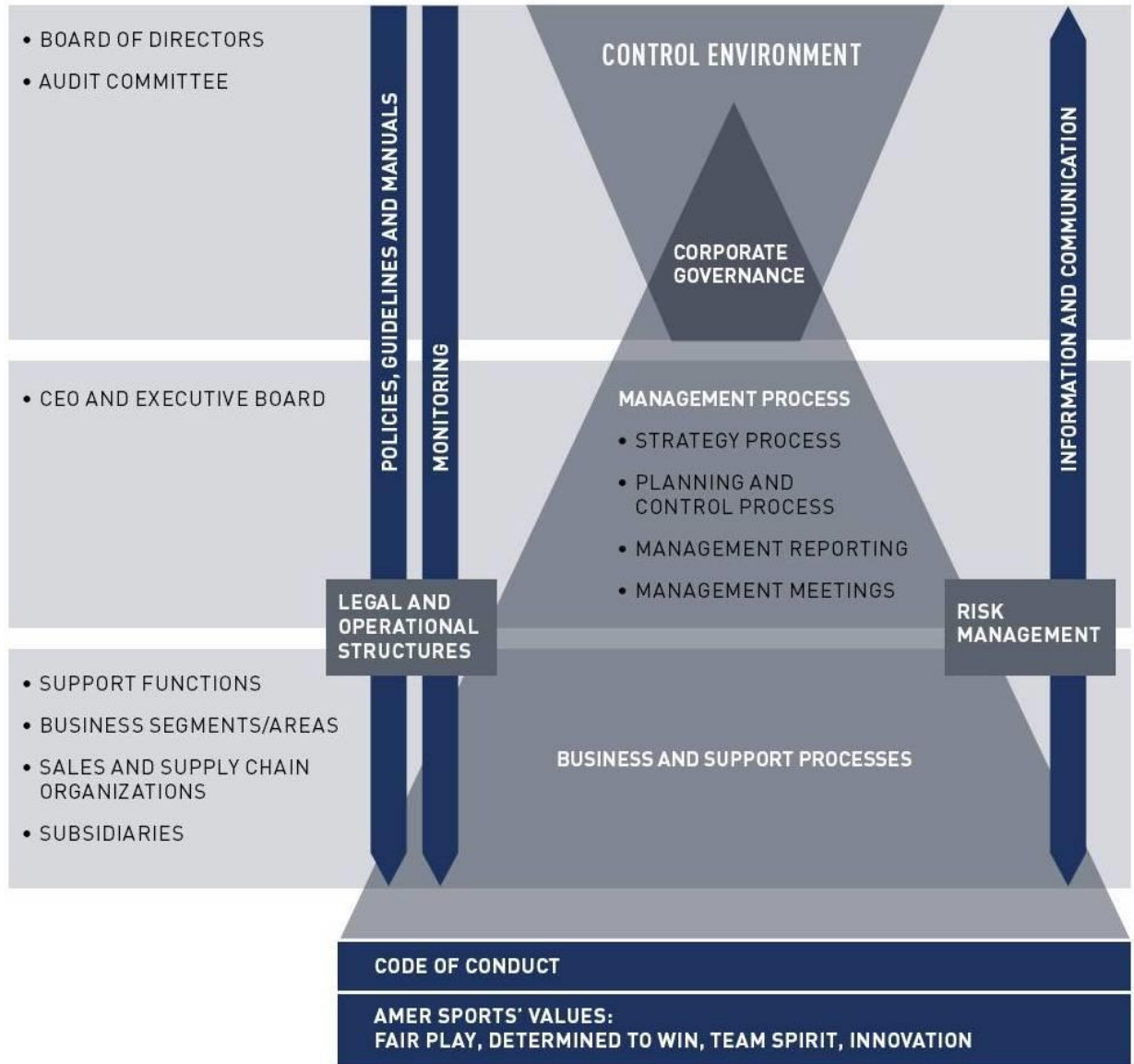
The risk management process is embedded in the business management in order to support the accomplishment of the Company's strategic business targets and financial reporting objectives. Responsibility for risk management rests with Amer Sports' business segments/areas, sales and supply chain organizations and support functions, all of which report regularly on the main risks connected with their operations to Amer Sports management. The management of financial risks is centralized within the Company's Treasury function. Guidelines for risk management are set out in the Treasury Policy, which is approved by the Board of Directors and encompasses the principles and risk limits connected with the Company's balance sheet structure, relationships with financial institutions and other financing risks.

Amer Sports' primary reporting segments are based on the Company's business segments: Winter and Outdoor, Ball Sports, Fitness and Headquarters. The secondary reporting segments are geographical regions: Americas, EMEA and Asia Pacific. In overseeing the Company's operations, the President and CEO and other executives utilize weekly sales reports, monthly financial reports, and regular meetings with the management teams of business segments/areas and regions.

Financial reporting is carried out in a harmonized manner in all Group companies. Amer Sports' accounting policies are based on the International Financial Reporting Standards (IFRS). In addition to IFRS, more specific group policies and guidance are provided in the Company's accounting policies manual (Corporate Manual). The Finance function is responsible for maintaining the Company's accounting policies and reporting systems, and also performs monitoring to ensure that these reporting policies are followed. The Group's business segments are responsible for providing their own financial statements. The Finance function provides consolidated financial statements.

Amer Sports is in the final phase of implementing a group-wide ERP (Enterprise Resource Planning) system. This includes a harmonized chart of accounts and structures enabling a more efficient control environment. The Finance function is responsible for monitoring the implementation of SAP rollouts. An internal evaluation was made during 2014, to validate that Amer Sports Risk Management framework includes internal controls over financial reporting that is in line with the renewed framework issued by the Committee of Sponsoring Organizations (COSO). There are five main components in this framework: Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring Activities.

AMER SPORTS INTERNAL CONTROL FRAMEWORK



Control Environment

Amer Sports values and Code of Conduct support and guide the Company’s operations around the world, providing a foundation for the control environment. The Board of Directors has overall responsibility for ensuring that an effective system of internal control and risk management is established. The Audit Committee oversees that risk management activities are in line with the Company’s Risk Management Policy. The responsibility for maintaining the internal control and risk management system is delegated to the President and CEO and to the Executive Board.

Risk Assessment

As part of Amer Sports risk management process, risks related to the business environment and operational and financial risks are identified, assessed and prioritized on an annual basis. Financial reporting priorities are defined by the Finance function to enable the identification and adequate management of risks.

Control Activities

Amer Sports business segments/areas, sales and supply chain organizations and support functions are responsible for aligning the Group's risk management priorities and strategies with Amer Sports management processes. Amer Sports support functions issue policies and guidelines for specific areas such as finance, accounting, purchasing, sales, IT, HR, and legal compliance. Business segments/areas and sales and supply chain organizations and support functions are responsible for applying these policies and guidelines to achieve efficient and appropriate controls on the basis of their individual circumstances and operational contexts. Risk management and control activities are designed to mitigate identified risks while giving due consideration to the cost and potential effectiveness of control activities. The Amer Sports Treasury function monitors the implementation of the Company's Treasury Policy within business segments/areas and subsidiaries.

Amer Sports Corporate Manual and Internal Control Policies set standards for financial procedures. Financial control activities are designed to prevent, detect, and correct errors and irregularities and include a range of activities such as reporting, authorizations, approvals, reconciliations, and the segregation of duties.

Amer Sports Internal Control Policies harmonize and clarify rules and procedures by setting and communicating the expected minimum requirements that fall within the remit of internal controls. Property, loss-of-profits and liability risks arising out of the operations of Amer Sports companies are covered by taking out appropriate insurance policies. In addition to worldwide insurance programs, local policies are used when special legislation-related needs exist.

Information and Communication

The components of Amer Sports' risk management and internal control system are described in various manuals, instructions and policies. These are communicated throughout the Group and stored in the Amer Sports intranet, which is accessible to all employees. Amer Sports Corporate Manual defines, among other items, the planning and control process, reporting and accounting policies, and the role of the Amer Sports Treasury function. Taxation issues are covered in a range of instruction documents and guidelines. Amer Sports Internal Control Policy provides further information and establishes the expected minimum requirements regarding, among others, the authorization matrix, capital expenditure, and credit control policy. Business segments/areas, sales and supply chain organizations and subsidiaries regularly provide Amer Sports management with financial and management reports, including analyses of financial performance as well as potential risks and opportunities.

Monitoring Activities

The performance of Amer Sports companies is reviewed regularly at different organizational levels. Representatives of Amer Sports Finance function regularly visit the Company's businesses to carry out operational reviews. The Group Internal Control function adheres to the Internal Control Charter, approved by the Audit Committee, which stipulates the mission and scope of work for this function. The Group Internal Control function visits the Company's businesses to perform operational reviews and monitor compliance with internal control procedures, policies and guidelines according to an agreed plan.

Risk reporting is integrated into both the Operational Planning and Control Cycle and the Strategic Review Cycle management processes. Amer Sports business segments/areas, sales and supply chain organizations and support functions report regularly on risk exposures and related mitigation efforts to the relevant management board.

The Board of Directors supervises significant risks connected with Amer Sports operations and evaluates the effectiveness of risk management activities.

The Risk Management Steering Team is responsible for overall development of the risk management process within Amer Sports, including the facilitation of group level risk mapping.

Internal Audit

Amer Sports does not have a separate internal audit function. The Audit Committee and Amer Sports Finance function define one or more audit themes over and above the statutory auditing requirements. Such themes are agreed for each year and findings reported to the Audit Committee and Amer Sports management.

Group Internal Control

The purpose of the Group Internal Control function is to ensure a systematic and disciplined approach to evaluate and improve the effectiveness of risk management, internal control and governance processes. The Group Internal Control function periodically report to the Audit Committee.

2014

Amer Sports Group Internal Control function analyzed the efficiency and adequacy of internal control in the Group's operations and evaluated the governance, internal control and risk management processes in the Company's businesses. A special focus this year as well as previous year was the transition of activities to the financial shared service center opened in 2011 in Poland.

External Audit

According to the Company's Articles of Association, Amer Sports has one auditor, which must be a public accounting firm certified by Finland's Central Chamber of Commerce.

The independent public accountant engaged by Amer Sports is responsible for directing and coordinating audit work within all Amer Sports companies. The Audit Committee prepares a recommendation for the Annual General Meeting regarding the election of the auditor. The Annual General Meeting elects the auditor annually and for a period of one year.

The Company's auditor, the presidents of the Company's business segments and areas, finance directors, the general manager and the finance managers of selected subsidiaries aim to meet at least once a year. Subsidiary companies' auditors present their audit observations annually to the company in question, to the Company's auditor, and to the representatives of the Finance function.

The Company's auditor submits a written report on the audit to the Audit Committee and the Board of Directors once a year. The principal auditor presents a summary of the annual audit in person at the Board of Directors meeting at which the financial statements for the fiscal year are discussed. Auditors are invited to each of the Audit Committee's meetings and provide updates on how the Group audit is progressing and other findings.

2014

In 2014, the Annual General Meeting re-elected PricewaterhouseCoopers Oy as Amer Sports' auditor. The principal auditor was Jouko Malinen, who has been the Company's principal auditor since 2007.