

Marimekko Corporation

AGENDA OF ANNUAL GENERAL MEETING

## ANNUAL GENERAL MEETING 2013

Time Thursday April 9, 2015 at 2 p.m.

Place Marimekko Corporation's head office, Puusepänkatu 4, 00880 Helsinki, Finland

### Agenda and the course of procedure

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise 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 financial statements, the Report of the Board of Directors and the Auditor's report for 2014

Review by the President and CEO

7. Adoption of the Financial Statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

On 31 December 2014, the parent company's distributable funds amounted to EUR 16 164 059,59 of which EUR 5 096 205,19 was profit for the financial year. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.35 per share be paid for the year 2014 to a total of EUR 2 831 364 and that the remaining funds be retained in equity. The proposed dividends represent 68,6 % of the Group's earnings per share and 21,6 % of the cash flow from operating activities for the financial year. The Board of Directors proposes 13 April 2015 as dividend payout record date and 20 April 2015 as the dividend payout date. No substantial changes in the company's financial position have occurred after the end of the financial year. The company's liquidity is good and, in the view of the Board of Directors, the proposed dividend payout does not jeopardise the company's solvency

9. Resolution on the discharge of the members of the Board of Directors and the President of the company from liability
10. Resolution on the remuneration of the members of the Board of Directors

Shareholders representing in total about 27% of all of the company's shares and votes have informed the company that they propose to the Annual General Meeting that the fees payable to the members and the Chairman of the Board would be increased as follows: an annual remuneration of EUR 40,000 would be paid to the Chairman (2014: EUR 30,000), EUR 30,000 to the Vice Chairman (2014: same as a Board member's, i.e., EUR 20,000; however, no remuneration was paid for Board membership to the President and CEO having acted as the Vice Chairman of the Board) and EUR 22,000 to the other Board members (2014: EUR 20,000).

The same shareholders also propose that persons who have a full-time employment or service relationship with the company receive no remuneration for their board membership or chairmanship. Thus, if Mika Ihamuotila is elected member or Chairman of the Board of Directors, he will not be paid the above-mentioned annual remuneration. In addition it is proposed that no separate remuneration be paid for the committee work to the persons elected to any committee. In the remuneration proposed to the Vice Chairman of the Board the possible acting also as the Chairman of the Audit and Remuneration Committee has been taken into account.

Approximately 40% of the annual remuneration would be paid in Marimekko Corporation's shares acquired from the market and the rest in cash. The shares would be acquired directly on behalf of the Board members within two weeks from the release of the interim report for 1 January - 31 March 2015 or if this would not be possible taken into account the insider rules, as soon as possible thereafter.

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

Shareholders who represent approximately 18% of all of Marimekko Corporation's shares and votes and who are independent of the company's management have informed the company that they propose to the Annual General Meeting that six members be elected to the Board of Directors.

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

The above-mentioned shareholders who represent approximately 18% of all of Marimekko Corporation's shares and votes and who are independent of the company's management have informed the company that they propose to the Annual General Meeting that Elina Björklund, Arthur Engel, Mika Ihamuotila, Joakim Karske and Catharina Stackelberg-Hammarén be re-elected to the Board of Directors until the close of the next Annual General Meeting.

The same shareholders further propose that Mikko-Heikki Inkeroinen be elected as a new member of the Board.

The same shareholders also propose that the Board of Directors elect Mika Ihamuotila as Chairman of the Board and Elina Björklund as Vice Chairman of the Board as well as Elina Björklund as Chairman and Joakim Karske and Catharina Stackelberg-Hammarén as members of the Audit and remuneration Committee.

All proposed persons have given their consent to the election.

#### 13. Resolution on the remuneration of the Auditor

The Board of Directors proposes to the Annual General Meeting that the auditor be remunerated in accordance with an invoice presented.

#### 14. Election of the Auditor

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, Authorised Public Accountants, continue as the company's auditor.

15. Closing of the meeting