

Marimekko Corporation

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 8 APRIL 2020

Use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors has on 25 March changed its proposal to the Annual General Meeting on 8 April 2020 and proposes that the AGM would authorize the Board of Directors to decide on a dividend payment of a maximum of EUR 0.90 per share to be distributed in one or several instalments at a later stage when Marimekko can make a more reliable estimate on the impacts of the coronavirus pandemic to the company's business. The authorization would be valid until the next Annual General Meeting. The company will publish the possible decision on dividend payment separately, and at the same time confirm the pertinent record and payment dates.

Adoption of the remuneration policy for governing bodies

The Board of Directors proposes to the Annual General Meeting that the remuneration policy for governing bodies be adopted.

Remuneration of the auditor

In accordance with the recommendation of the Audit and Remuneration Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's remuneration be paid as per invoice approved by the company.

The auditor

In accordance with the recommendation of the Audit and Remuneration Committee, the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab, Authorised Public Accountants, be re-elected as the company's auditor. KPMG Oy Ab has informed that it will appoint Virpi Halonen, Authorised Public Accountant, as the auditor with principal responsibility for a term expiring at the end of the Annual General Meeting in 2021.

Authorization of the Board of Directors to decide on the acquisition of the company's own shares

The Board of Directors proposes that the Board be authorized by the Annual General Meeting to decide on the acquisition of a maximum of 100,000 of the company's own shares, which represents approximately 1.2% of the total number of the company's shares at the time of the proposal, in one or more instalments. The shares would be acquired with funds from the company's non-restricted equity, which means that the acquisition would reduce funds available for distribution. The shares would be acquired otherwise than in proportion to the shareholdings of the shareholders through public trading on Nasdaq Helsinki Ltd at the market price prevailing at the time of acquisition and in accordance with the rules and regulations of Nasdaq Helsinki Ltd. The shares would be acquired to be used as a part of the company's incentive compensation program, to be transferred for other purposes or to be cancelled. The authorization is proposed to include the right of the Board of Directors to decide on all of the other terms and conditions of the acquisition of the shares. The authorization is proposed to be valid for eighteen (18) months from the decision of the Annual General Meeting.

Authorization of the Board of Directors to decide on issuance of new shares and transfer of the company's own shares

The Board of Directors proposes that the Board be authorized by the Annual General Meeting to decide on the issuance of new shares and the transfer of the company's own shares in one or more instalments. The total number of shares to be issued or transferred pursuant to the authorization may not exceed 120,000 (new or the company's own) shares, which represents approximately 1.5% of the total number of the company's shares at the time of the proposal. Pursuant to the authorization, the Board may decide on a directed share issue in deviation from the shareholders' pre-emptive right for a weighty financial reason, such as the company's incentive compensation plan, developing the company's capital structure, using the shares as consideration in possible company acquisitions or carrying out other business transactions. The share issue may be subject to a charge or free. A directed share issue can be free of charge only if there is a particularly weighty financial reason taking into account the interests of all of the company's shareholders. The subscription price of the new shares and the amount paid for the company's own shares would be recorded in the company's reserve for invested non-restricted equity. The authorization is proposed to include the right of the Board of Directors to decide on all of the other terms and conditions of the share issue. The authorization is proposed to remain in force for a period of eighteen (18) months from the resolution of the Annual General Meeting.