

Marimekko Corporation

## **PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 14 APRIL 2021**

### **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 the General Meeting authorize the Board to decide on the payment of a maximum dividend of EUR 1.00 per share in one or several instalments at a later stage when the company can make a more reliable estimate of the impacts of the coronavirus pandemic on the company's business. The authorization would be valid until the next AGM. The company will publish the possible decision on dividend payment separately and, at the same time, confirm the pertinent record and payment dates.

As the Board of Directors proposes an authorization to the Board to decide on a dividend payment (and therefore the proposal for the dividend to be distributed based on the resolution of the AGM is less than the minimum amount of minority dividend pursuant to Chapter 13, Section 7 of the Finnish Limited Liability Companies Act), shareholders have the right to demand a minority dividend pursuant to Chapter 13, Section 7 of the Finnish Limited Liability Companies Act. The minority dividend must be distributed, if a demand to this effect is made by shareholders who have at least one tenth of all shares. The amount of minority dividend is EUR 4,359,035.56, i.e. EUR 0.54 per share. A shareholder demanding a minority dividend may vote for the minority dividend in advance voting, and no separate demand or counterproposal is required.

### **Adoption of the remuneration report for governing bodies**

The remuneration report for the year 2020 prepared in accordance with the remuneration policy adopted on 8 April 2020 by the company's AGM will be presented for the first time at the AGM of 2021. The remuneration report will be published by way of a stock exchange release and will be available on the company's website at [company.marimekko.com/en/investors/management/general-meeting/annual-general-meeting-2021/](http://company.marimekko.com/en/investors/management/general-meeting/annual-general-meeting-2021/) on 23 March 2021 at the latest. As shareholders can only participate in the AGM by voting in advance, the remuneration report for governing bodies for the year 2020 will be deemed to have been presented to the AGM.

The Board of Directors proposes that the AGM adopt the company's remuneration report for governing bodies as an advisory resolution.

### **Resolution on the remuneration of the auditor**

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

### **Election of the auditor**

In accordance with the recommendation of the Audit and Remuneration Committee, the Board of Directors proposes to the AGM that KPMG Oy Ab, Authorized Public Accountants, be re-elected as the company's auditor. KPMG Oy Ab has informed the company that it will appoint Virpi Halonen, Authorized Public Accountant, as the auditor with principal responsibility for a term expiring at the end of the AGM in 2022.

### **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 AGM 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 AGM and to supersede the authorization granted by the 2020 AGM.

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

The Board of Directors proposes that the Board be authorized by the AGM 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 rights 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 for the company and 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 AGM and to supersede the authorization granted by the 2020 AGM.