

Marimekko Corporation

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 13 APRIL 2023

Resolution on the use of the profit shown on the balance sheet and the payment of dividend

On 31 December 2022, the parent company's distributable funds amounted to EUR 49,039,655.34 of which EUR 22,850,050.77 was profit for the financial year 2022. The Board of Directors proposes to the AGM that a regular dividend of EUR 0.34 per share. The total amount of the proposed dividend is approximately EUR 13.8 million, and the remaining funds are to be retained in equity.

The Board of Directors proposes that the dividend will be paid to shareholders who are registered on the dividend payout record date of 17 April 2023 in the company's shareholder register held by Euroclear Finland Ltd on behalf of the Board of Directors of the company. The Board of Directors proposes 24 April 2023 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 jeopardize the company's solvency.

Adoption of the remuneration report for governing bodies

The remuneration report for the year 2022 prepared in accordance with the remuneration policy adopted on 8 April 2020 by the company's AGM will be published by way of a stock exchange release and will be available on the company's website at <https://company.marimekko.com/en/investors/management/general-meeting/annual-general-meeting-2023/> on 23 March 2023 at the latest.

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.

Amendment of the Articles of Association

The Board of Directors proposes that Article 9 of the Articles of Association be amended to enable holding a general meeting entirely without a meeting venue as a so-called remote meeting in addition to the Company's domicile Helsinki. In its amended form, said provision of the Articles of Association would read as follows:

"9 § The notice of the General Meeting shall be announced on the Company's website not earlier than three (3) months and not later than three (3) weeks before the meeting, but in any case at least nine (9) days prior to the General Meeting's record date. In addition, the Board of Directors may decide to publish the notice of the General Meeting in one or more newspapers.

In addition, the Board of Directors may also resolve on organising a General Meeting without a meeting venue whereby the shareholders shall exercise their power of decision in full in real time during the meeting using telecommunication connection and technical means."

It is proposed that the Articles of Association remain unchanged in other respects.

The proposal is based on the changes to Chapter 5 of the Finnish Companies Act, including the possibility to arrange remote general meetings. The legislative changes are based on the premise that shareholder rights shall not be compromised, and that all participating shareholders are able to exercise their full shareholder rights, including the right to present questions and to vote, in real time during the general meeting, irrespective of the chosen general meeting format. The possibility to organise remote general meetings enables the Company to be prepared for rapidly changing conditions in the Company's operating environment and society in general, due to for example pandemics. It is important for the Company to have means to offer its shareholders the possibility to exercise their shareholder rights and resolve on any matters presented to a general meeting under any circumstances.

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 200,000 of the company's own shares, which represents approximately 0,5 percent 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 2022 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 250,000 (new or the company's own) shares, which represents approximately 0.6 percent 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 system, personnel share issue, 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 2022 AGM.