

PROPOSALS OF THE BOARD OF DIRECTORS OF MARIMEKKO CORPORATION TO THE ANNUAL GENERAL MEETING ON 15 APRIL 2025

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

On 31 December 2024, the parent company's distributable funds amounted to EUR 70,604,754.43 of which EUR 25,011,306.84 was profit for the financial year 2024. The Board of Directors proposes to the Annual General Meeting that a regular dividend of EUR 0.40 and an extraordinary dividend of 0.25 per share be paid for the financial year 2024. The total amount of the proposed dividend is approximately EUR 26.3 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 2025 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 28 April 2025 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.

Consideration of the remuneration report for governing bodies

The remuneration report for 2024, prepared in accordance with the remuneration policy adopted on 16 April 2024 by the company's Annual General Meeting, will be available on the company's website at <https://company.marimekko.com/investors/management/general-meeting/annual-general-meeting-2025/> on 25 March 2025 at the latest.

The Board of Directors proposes that the Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting that KPMG Oy Ab, Authorized Public Accountants, be re-elected as the company's auditor. KPMG Oy Ab has informed that Heli Tuuri, Authorized Public Accountant, KHT, would act as the principal auditor.

Resolution on the remuneration of the sustainability reporting assurance provider

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

Election of the sustainability reporting assurance provider

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, be elected as the company's sustainability reporting assurance provider. KPMG Oy Ab has informed that Heli Tuuri, (ASA), would act as the Authorized Sustainability Auditor having principal responsibility.

Amendment of the Articles of Association

The Board of Directors proposes that a new Article 8 concerning the appointment of a sustainability assurance provider be added to the Articles of Association, and that the numbering of the subsequent articles be updated accordingly. Additionally, the Board of Directors proposes that Article 10 (renumbered as Article 11 following the update to the article numbering) of the Articles of Association concerning the matters to be addressed at the Annual General Meetings be supplemented so that the Annual General Meeting shall elect a sustainability reporting assurance provider in accordance with the Finnish Companies Act and resolve upon their remuneration. In their amended forms, said provisions of the Articles of Association would read as follows:

“8 § The Company shall elect one Authorized Sustainability Audit Firm as the Company’s sustainability reporting assurance provider. The Authorized Sustainability Audit Firm shall designate an Authorized Sustainability Auditor (ASA) having principal responsibility.”

“11 § The Annual General Meeting shall be held annually within six (6) months of the end of the financial year.

At the meeting shall be:

presented:

1. the financial statements of the Company and the Group, and the report on operations,

2. the auditors’ report,

resolved upon:

3. the adoption of the financial statements,

4. the use of the profit shown on the balance sheet,

5. granting discharge from liability to the members of the Board of Directors and the President of the Company,

6. the remuneration of the members of the Board of Directors,

7. the number of members of the Board of Directors,

8. the remuneration of the Auditor,

9. the remuneration of the sustainability reporting assurance provider,

elected:

10. the members of the Board of Directors,

11. one Auditor and, when needed, a Deputy Auditor,

12. one sustainability assurance provider,

dealt with:

13. any other matters as per the notice of the meeting.”

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

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 150,000 of the company's own shares, which represents approximately 0,4 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 Annual General Meeting and to supersede the authorization granted by the 2024 Annual General Meeting.

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 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 200,000 (new or 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. 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 Annual General Meeting and to supersede the authorization granted by the 2024 Annual General Meeting.