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## MARIMEKKO CORPORATION'S ANNUAL GENERAL MEETING

- Time Thursday 6 April 2017 at 2.00 p.m.
- Place Marimekko Corporation's head office, Puusepänkatu 4, 00880 Helsinki, Finland
- Present Shareholders were present at the meeting, in person or represented by proxy, in accordance with the list of votes adopted at the meeting (Appendix 1).
- Also present Mika Ihamuotila, Chairman of the Board of Directors, Elina Björklund, Vice Chairman of the Board of Directors as well as Board members Arthur Engel, Mikko-Heikki Inkeroinen, Joakim Karske and Catharina von Stackelberg-Hammarén were present. The company's main responsible auditor Ylva Eriksson and the company's President Tiina Alahuhta-Kasko were also present.

In addition, members of the company's Management Group and other meeting officers were present.

#### 1 §

#### OPENING OF THE MEETING

Mika Ihamuotila, Chairman of the Board of Directors, opened the meeting and welcomed all shareholders to the meeting and introduced the Board Members.

### 2 §

# CALLING THE MEETING TO ORDER

The Annual General Meeting elected Riikka Rannikko, Attorney at Law, as Chairman, who asked Tiina Lencioni, General Counsel, to act as secretary.

The Chairman presented the practical arrangements and proceedings related to the meeting, as well as the course of procedure.

#### 3 §

ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Roleff Kråkström and Anniina Isomäki were elected to scrutinise the minutes and to supervise the counting of the votes in the Annual General Meeting.

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# 4 § RECORDING THE LEGALITY OF THE MEETING

It was noted that, according to the Articles of Association, the Notice of the Annual General Meeting shall be announced on the company's website not earlier than three months and not later than three weeks before the meeting, but in any case at least nine 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.

It was noted that the Notice of the Annual General Meeting had been published on the company's website and as a stock exchange release on 28 February 2017. In addition, an announcement about the meeting has been published in the Helsingin Sanomat newspaper on 1 March 2017.

It was noted that the Annual General Meeting had been summoned in accordance with the Articles of Association and the Finnish Companies Act, and that the meeting had a quorum.

The Notice of the Annual General Meeting and the agenda were attached to the minutes (<u>Appendices 2 and 3</u>).

5 §

RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of attendees at the beginning of the meeting and the list of votes (<u>Appendix 1</u>) were presented. According to the list, 107 shareholders, either personally or through a legal representative or by proxy, participated in the meeting. It was recorded that 2,874,226 shares and votes were represented at the beginning of the meeting, comprising 35.5 % of all shares and votes in the company. The list of votes was available in the meeting.

It was noted that the list of votes would be confirmed to correspond to the attendance at the beginning of any voting.

The Chairman noted that no such voting instructions had been provided to the company, in which the instruction had been to oppose the proposals made, to abstain from voting or to demand a vote (<u>Appendix 4</u>).

Voting list was confirmed.

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#### 6 §

PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR 2016

It was noted that the financial statement documents of Marimekko Corporation for the financial period from 1 January to 31 December 2016, consisting of the income statement, the balance sheet and the cash flow statement, notes to the financial statements, as well as the consolidated financial statements and the Report of the Board of Directors and the Auditor's Report have been published as a stock exchange release and on the company's website on 15 March 2017, as of which date they have also been available at the company's head office, in addition to which the financial statement documents have also, upon request, been sent to shareholders. The original financial statement documents were available in the Annual General Meeting.

President Tiina Alahuhta-Kasko presented the members of the Management Group and the main elements of the financial statements as well as a business review in which she discussed the company's objectives and strategy, business development in 2016 as well as some events in 2017 after the financial period.

The auditor of the company, Ylva Eriksson, presented the Auditor's Report as well as the key audit matters.

It was noted that the financial statements, the Report of the Board of Directors and the Auditor's Report had been presented in accordance with the Finnish Companies Act and the Articles of Association and they were attached to the minutes (<u>Appendices 5 and 6</u>).

7 §

#### ADOPTION OF THE FINANCIAL STATEMENTS

The Annual General Meeting resolved to adopt the financial statements and consolidated financial statements for the financial period from 1 January to 31 December 2016.

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#### 8 §

RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

As of 31 December 2016, the parent company's distributable funds according to the balance sheet amounted to EUR 17,482,078.62 of which EUR 5,576,900.81 was accounted for by the profit for the financial year 2016.

Mika Ihamuotila, Chairman of the Board of Directors, presented the dividend distribution proposal by the Board of Directors. It was noted that the Board of Directors had proposed to the Annual General Meeting that a dividend of EUR 0.40 per share, i.e., a total of EUR 3,235,844 be paid from the parent company's distributable funds for 2016, and that the undistributed share of the profit for the financial period be retained in equity.

In addition, the Board of Directors had proposed that the dividend be paid to shareholders who, on the record date of dividend payout 10 April 2017, were recorded in the company's shareholder register held by Euroclear Finland Ltd, and that the dividend be paid on 19 April 2017.

In accordance with the Board of Directors' proposal, the Annual General Meeting resolved that a dividend of EUR 0.40 per share be paid, totalling EUR 3,235,844. The dividend will be paid to shareholders who, on the record date of dividend payout, 10 April 2017, are recorded in the company's shareholder register held by Euroclear Finland Ltd. The dividend will be paid on 19 April 2017.

9 §

RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT AND CEO OF THE COMPANY FROM LIABILITY

It was noted that the discharging of liability for the financial period from 1 January to 31 December 2016 concerned the following persons:

Mika Ihamuotila, Chairman of the Board of Directors Elina Björklund, Vice Chairman of the Board of Directors Arthur Engel, Member of the Board of Directors Mikko-Heikki Inkeroinen, Member of the Board of Directors Joakim Karske, Member of the Board of Directors Catharina von Stackelberg-Hammarén, Member of the Board of Directors Tiina Alahuhta-Kasko, President of the company

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The Annual General Meeting resolved to discharge the aforementioned Board members and President from liability for the financial period from 1 January to 31 December 2016.

# $10\ \mbox{\$}$ Resolution on the remuneration of the members of the board of directors

The proposal presented to the Annual General Meeting was presented and it was resolved to approve it. In accordance with the resolution, an annual remuneration is paid to the Board members in accordance with the proposal presented to the Annual General Meeting, i.e., EUR 40,000 to the Chairman, EUR 30,000 to the Vice Chairman and EUR 22,000 to other Board members.

No separate remuneration is 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 per cent of the annual remuneration will be paid in Marimekko Corporation's shares acquired from the market and the rest in cash. The annual remuneration will be paid in cash in its entirety, if the Board member holds on the date of the Annual General Meeting, 6 April 2017, company's shares in worth of more than EUR 500,000. The shares will be acquired directly on behalf of the Board members within two weeks from the release of the interim report for 1 January - 31 March 2017 or if this would not be possible taken into account the insider rules, as soon as possible thereafter.

Further, as stated in the proposal, if Mika Ihamuotila is elected to the Board of Directors and to the Chairman of the Board of Directors as proposed in section 12 of the notice, he will receive additionally to the annual remuneration a monthly compensation of EUR 8,800 on the basis of a separate service agreement due to his full-time chairmanship from the date of 6 April 2017. The Audit and Remuneration Committee evaluates the conditions of the above mentioned service agreement.

11 § RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

According to the proposal presented to the Annual General Meeting, it was resolved that the Board of Directors would comprise of seven members.

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# 12 § ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that, according to the Articles of Association, members of the Board of Directors shall be elected for one year at a time, and that the term of Board members would begin from the Annual General Meeting at which they were elected and would end at the closing of the following Annual General Meeting.

The Chairman stated that it had been proposed to the Annual General Meeting that Elina Björklund, Arthur Engel, Mika Ihamuotila, Mikko-Heikki Inkeroinen and Catharina von Stackelberg-Hammarén be re-elected to the company's Board of Directors and Rebekka Bay Rasmussen and Helle Priess Sørensen be elected as new members of the Board of Directors, for a term ending at the closing of the Annual General Meeting 2018. It was noted that Joakim Karske has informed that he is not available for re-election.

Rebekka Bay Rasmussen, proposed as a new member to the Board of Directors, presented herself. A presentation video of Helle Priess Sørensen, proposed as a new member to the Board of Directors, was presented.

It was noted that all persons proposed had given their consent to the election.

The Annual General Meeting resolved to elect Rebekka Bay Rasmussen, Elina Björklund, Arthur Engel, Mika Ihamuotila, Mikko-Heikki Inkeroinen, Helle Priess Sørensen and Catharina von Stackelberg-Hammarén to the company's Board of Directors for a term ending at the close of the Annual General Meeting 2018.

13 §

#### RESOLUTION ON THE REMUNERATION OF THE AUDITOR

The Annual General Meeting resolved that remuneration to the auditor would be paid against an invoice approved by the company.

# 14 §

# ELECTION OF THE AUDITOR

In accordance with the Board of Directors' proposal, the Annual General Meeting resolved that PricewaterhouseCoopers Oy would continue as the company's auditor.

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15 § CLOSING OF THE MEETING

It was recorded that the resolutions in the Annual General Meeting had been made without voting.

The Chairman stated that all issues included in the meeting agenda had been concluded and that the minutes of the Annual General Meeting would be available on the company's website and at the company's head office as of 20 April 2017 at the latest.

The Chairman closed the meeting at 3.26 p.m.

#### IN WITNESS

Riikka Rannikko Chairman Tiina Lencioni Secretary

Reviewed and confirmed

Roleff Kråkström Examiner of the minutes Anniina Isomäki Examiner of the minutes

#### APPENDICES

- 1. List of shareholders present or represented in the Annual General Meeting
- 2. Notice of the Annual General Meeting
- 3. Agenda
- 4. Instructions issued by certain shareholders to their representative
- 5. Financial statements and Report of the Board of Directors
- 6. Auditor's Report