

Marimekko Corporation

AGENDA OF AGM

**ANNUAL GENERAL MEETING 2014**

Time Wednesday 23 April 2014 at 2 p.m.

Place Marimekko Corporation's head office, Puusepänkatu 4, 00880 Helsinki, Finland

**Agenda and the course of procedure**

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements, the Report of the Board of Directors and the Auditor's report for 2013
  - Review by the President and CEO
7. Adoption of the Financial Statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend
  - On 31 December 2013, the parent company's distributable funds amounted to EUR 13,090,256.90, of which EUR 4,939,160.04 was accounted for by loss for the financial year. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.25 per share be paid for 2013 to a total of EUR 2,022,403 and that the remaining funds be retained in equity. The Board of Directors proposes 28 April 2014 as the dividend record date, and 7 May 2014 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 jeopardise the company's solvency.
9. Resolution on the discharge of the members of the Board of Directors and the President and CEO of the company from liability
10. Resolution on the remuneration of the members of the Board of Directors
  - Shareholders representing in total about 27% of all of the company's shares and votes have informed the company that they propose to the Annual General Meeting

that the fees payable to the members and the Chairman of the Board would remain unchanged from 2013 and be as follows: an annual remuneration of EUR 30,000 would be paid to the Chairman, and EUR 20,000 to the other Board members.

- Approximately 40% of the annual remuneration would be paid in Marimekko Corporation's shares acquired from the market and the rest in cash. The shares would be acquired directly on behalf of the Board members within two weeks from the release of the interim report for 1 January - 31 March 2014 or if this would not be possible taken into account the insider rules, as soon as possible thereafter.
- In addition, it is proposed that no remuneration be paid to the company's President and CEO for the membership of the Board of Directors.

#### 11. Resolution on the number of members of the Board of Directors

- The above-mentioned shareholders have informed the company that they propose to the Annual General Meeting that six members be elected to the Board of Directors.

#### 12. Election of the members of the Board of Directors

- The above-mentioned shareholders have informed the company that they propose to the Annual General Meeting that Elina Björklund, Arthur Engel, Mika Ihamuotila, Joakim Karske and Pekka Lundmark be re-elected to the Board of Directors until the close of the next Annual General Meeting. Of the current members of the Board, Ami Hasan has announced that he will not be available for re-election.
- The same shareholders further propose that Catharina Stackelberg-Hammarén be elected as a new member of the Board.
- Ms Stackelberg-Hammarén is the CEO and founder of Marketing Clinic, a consultancy specialised in strategic marketing. Before founding Marketing Clinic, she pursued a career at the Coca-Cola Company working in different positions, including Managing Director of Coca-Cola in Sweden and Finland and Marketing Director for the Nordic & Baltic Division. She is a board member of Alma Media Plc, Aktia Bank p.l.c. and Cision AB, among others.
- The same shareholders also propose that the Board of Directors elect Pekka Lundmark as Chairman of the Board and Mika Ihamuotila as Vice Chairman of the Board.
- All proposed persons have given their consent to the election. Biographical details of the new proposed Board member Catharina Stackelberg-Hammarén are available on the company's website.

#### 13. Resolution on the remuneration of the Auditor

- The Board of Directors proposes to the Annual General Meeting that the auditor be remunerated in accordance with an invoice presented.

14. Election of the Auditor

- The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, Authorised Public Accountants, continue as the company's auditor.

15. Closing of the meeting