

Marimekko Corporation

AGENDA OF ANNUAL GENERAL MEETING

#### **ANNUAL GENERAL MEETING 2013**

Time Tuesday 23 April 2013 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 2012
  - 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 2012, the parent company's distributable funds amounted to EUR 19,549,850.44, of which EUR 1,957,492.29 was profit 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 the year 2012 to a total of EUR 2,022,403 and that the remaining funds be retained in equity. The proposed dividends represent 178.6% of the Group's earnings per share and 23.5% of the cash flow from operating activities for the financial year. The Board of Directors proposes 26 April 2013 as dividend payout record date and 7 May 2013 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

# marimekko

the Board to be elected until the close of the next Annual General Meeting would remain unchanged from 2012 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 January 1 - March 31, 2013 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, Ami Hasan, Mika Ihamuotila, Joakim Karske and Pekka Lundmark be reelected to the Board of Directors until the close of the next Annual General Meeting. The shareholders further 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.

## 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