

# marimekko

Marimekko Corporation

## **PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 12 APRIL 2018**

### **Use of the profit shown on the balance sheet and the payment of dividend**

On 31 December 2017, the parent company's distributable funds amounted to EUR 19,194,424.94 of which EUR 4,948,190.32 was profit for the financial year. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.50 per share be paid for the year 2017, i.e. a total of EUR 4,044,805, and that the remaining funds 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 16 April 2018 in the company's Shareholder Register held by Euroclear Finland Ltd on behalf of the Board of Directors of Marimekko Corporation. The Board of Directors proposes 23 April 2018 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.

### **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 according to invoice approved by the Company.

### **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, is elected as the company's auditor. KPMG Oy Ab has informed that it will appoint Virpi Halonen, Authorised Public Accountant, as the auditor with principal responsibility for a term expiring at the end of the Annual General Meeting in 2019.

### **Acquisition of Company's own shares**

The Board of Directors proposes that the Board be authorised by the Annual General Meeting to decide on the repurchase of a maximum of 100,000 of the company's own shares, which represents approximately 1.2% of the total number of the company's shares at the time of the proposal, in one or more instalments. The shares would be repurchased with funds from the company's unrestricted equity, which means that the repurchase would reduce funds available for distribution. The shares would be repurchased otherwise than in proportion to the shareholdings of the shareholders through public trading on the Nasdaq Helsinki Ltd. at the market price prevailing at the time of the repurchase in accordance with the rules and regulations of Nasdaq Helsinki Ltd. The shares would be repurchased in order to be used as a part of the company's incentive compensation program, to be transferred for other purposes or to be cancelled. The authorisation is proposed to include the right of the Board of Directors to decide on all of the other terms and conditions of the repurchase of the shares. The authorisation is proposed to be valid for eighteen (18) months from the decision of the Annual General Meeting.

### **Directed share issue**

The Board of Directors proposes that the Board be authorised by the Annual General Meeting to decide on a share issue, against consideration in deviation from the shareholder's pre-emptive right, directed to the company's personnel or other personnel groups designated by the Board of Directors, including

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freelance designers, in one or more instalments. The total number of shares to be offered for subscription pursuant to the authorisation may not exceed 150,000 shares, which represents approximately 1.9% of the total number of the company's shares at the time of the proposal. The authorisation 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 authorisation is proposed to remain in force for a period of eighteen (18) months from the resolution of the Annual General Meeting.