

NOT TO BE RELEASED, PUBLISHED OR DISTRIBUTED DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, HONG KONG, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION WHERE THE RELEASING, PUBLISHING OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW

MARIMEKKO CORPORATION
TERMS AND CONDITIONS FOR SHARE ISSUE DIRECTED TO PERSONNEL

Share Issue Authorization Granted by the General Meeting of Shareholders

The Annual General Meeting of Shareholders of Marimekko Corporation (“the **Company**”) held on 12 April 2018 has authorized the Board of Directors of the Company (“the **Board**”) to decide on a share issue, in one or several instalments, against consideration, directed to the Company’s personnel or groups of personnel defined by the Board, also covering the Company’s freelance designers. The total number of new shares to be issued in the share issue pursuant to the authorization may not exceed 150,000 shares, which represents approximately 1.8 per cent of the total number of the Company’s shares at the time of the authorization. The authorization includes the right to decide on all of the other terms and conditions of the share issue. The authorization shall remain in force for a period of eighteen (18) months from the decision of the General Meeting of Shareholders.

Board of Directors’ Decision on Share Issue

Based on the authorization given by the Annual General Meeting of Shareholders, the Board has on 31 October 2018 and on 26 February 2019 decided on a share issue in which the Company shall offer, in deviation from the shareholders’ pre-emptive subscription rights, a maximum total of 150,000 new shares in the Company for subscription to the Company’s personnel in Finland and to designers employed by the Company on a freelance basis, in accordance with these terms and conditions (“the **Share Issue**”). The purpose of the Share Issue is to encourage the personnel and designers to acquire and own the Company’s shares. The Board sees that the directed Share Issue is in the best interests of the Company and that there is a weighty financial reason for the Company for the deviation from the shareholders’ pre-emptive subscription rights.

Subscription Right

A maximum total of 150,000 new shares shall be offered for subscription in the Share Issue. Personnel employed by or in the service of the Company or its subsidiaries in Finland and designers employed on a freelance basis on 1 February 2019 shall have subscription rights in the Share Issue, to the extent decided by the Board. In addition, the subscriber’s employment contract, service contract or freelance contract must be in force when the Board approves the subscriptions. The subscription rights shall not be registered on book-entry accounts, and they shall not be transferable to third parties.

The minimum subscription is 20 shares.

NOT TO BE RELEASED, PUBLISHED OR DISTRIBUTED DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, HONG KONG, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION WHERE THE RELEASING, PUBLISHING OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW

The Board shall decide who has the right to subscribe for any shares that were not subscribed for in the Share Issue. The Board shall decide on procedures in case of oversubscription.

Subscription Period

The subscription period for new shares shall begin on 11 March 2019 at 9:00 and end on 22 March 2019 at 24:00. The subscription place shall be Evli Awards Management Oy and the subscriptions shall be made during the subscription period electronically on their website, in accordance with more detailed instructions given by the subscription place.

Subscription Price and Payment of Subscriptions

The share subscription prices shall be based on the trading-volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during 1–31 January 2019 and on two different sized discounts calculated on such price. The discount for the subscription of the first 50 shares is 50 per cent from the prevailing share price. For shares subscribed after the first 50 shares, the discount shall be 10 per cent from the prevailing share price.

The subscription price for the first 50 shares shall be EUR 11.45 per share and for shares subscribed after the first 50 shares EUR 20.60 per share. The subscription price shall be credited to the Company's reserve for invested non-restricted equity.

The subscription must be paid immediately after the subscription in accordance with the payment directions given by the subscription place. The Board shall have the right to reject the subscription or reduce the size of the subscription, if the payment of the subscription is not on the indicated bank account at the end of the subscription period.

Approval of Subscriptions

The Board shall decide on the approval of subscriptions and on the amount of the Share Issue after the closing of the Subscription Period. Subscribers shall be informed of the approved subscriptions electronically. The notice shall be sent by e-mail to the address stated by the subscriber in the subscription form.

The Board may approve a subscription as such, reduce the size of the subscription or reject the subscription outright. The Board intends to approve the subscriptions so that instead of large individual subscriptions, small subscriptions shall primarily be favoured.

The Board shall have the right to reallocate the shares subscribed for, if the subscription price has not been paid in accordance with these terms and conditions and with the given instructions.

NOT TO BE RELEASED, PUBLISHED OR DISTRIBUTED DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, HONG KONG, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION WHERE THE RELEASING, PUBLISHING OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW

Transfer Restriction

A subscriber shall have no right to sell or otherwise transfer or pledge the shares subscribed for at a discount of 50 per cent before 30 April 2020.

The Company shall have the right to apply for a transfer restriction preventing the transfer of those shares, to be entered on a subscriber's book-entry account without the consent of the subscriber.

Right to Cancel the Share Issue

The Board shall have the right to cancel the Share Issue until the Board has decided on the approval of subscriptions. The Board may cancel the Share Issue due to, inter alia, market conditions, a substantial change in the Company's financial position or business or other corresponding reason. Should the Board decide to cancel the Share Issue, paid subscription price will be returned to the subscriber approximately five (5) banking days after the Board's decision. No interest will be paid on the funds to be returned.

Shareholder Rights

The new shares shall confer a right to dividends and other shareholder rights when the shares are fully paid and entered into the Trade Register.

The new shares shall confer the same rights as the Company's other shares from the time of their registration onwards. Each new share shall give entitlement to one vote in the General Meeting of Shareholders of the Company.

Registration of New Shares on Book-Entry Accounts

The new shares subscribed for in the Share Issue shall be issued as book-entry units in the book-entry securities system kept by Euroclear Finland Ltd. The new shares shall be registered on the subscriber's personal book-entry account when they are fully paid and entered into the Trade Register. The Company shall apply for the shares to be admitted to for public trading on Nasdaq Helsinki Ltd.

The Company's shares' trading code is MMO1V and ISIN code is FI0009007660.

Data Protection

The Company uses personal data of its personnel and designers employed by the Company on a freelance basis for the operational purposes of the Share Issue. This includes providing information to the subscription place. When registering at the subscription place's website, a subscriber confirms having acknowledged that his or her data will be processed and transferred for the

NOT TO BE RELEASED, PUBLISHED OR DISTRIBUTED DIRECTLY OR INDIRECTLY IN THE UNITED STATES OF AMERICA, CANADA, AUSTRALIA, HONG KONG, SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION WHERE THE RELEASING, PUBLISHING OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW

operational purposes of the Share Issue. Further information on processing of personal data is available from Company's Data Protection Officer.

Governing Law and Settlement of Disputes

This Share Issue shall be governed by Finnish law. Any disputes arising in respect of the Share Issue shall be resolved in a competent court in Finland.

Other Matters

The documents referred to in Chapter 5 Section 21 of the The Finnish Limited Liability Companies Act shall be available at the Company's headquarters, at Puusepäntätkä 4, 00880 Helsinki, Finland.

The Board shall decide upon other matters related to the issue of the new shares and to the Share Issue and for practical measures arising thereof.

These terms and conditions have been prepared in Finnish and in English. In case of discrepancy between the Finnish and the English version, the Finnish version shall prevail.