

**Notice to the Annual General Meeting of Citycon Oyj**

The shareholders of Citycon Oyj are hereby invited to the Annual General Meeting to be held on Wednesday, 16 March 2016 at 2.00 p.m. at Finlandia Hall (Veranda 4 hall), at the address Mannerheimintie 13, Helsinki, Finland (entrance through doors M4 and K4). The reception of participants who have registered for the meeting and the distribution of voting tickets will commence at 1.00 p.m.

**A. Matters on the Agenda of the General Meeting**

1. **Opening of the Meeting**
2. **Calling the Meeting to Order**
3. **Election of Persons to Scrutinize the Minutes and to Supervise the Counting of Votes**
4. **Recording the Legality of the Meeting**
5. **Recording the Attendance and Adopting the List of Votes**
6. **Presentation of the Financial Statements and the Report of the Board of Directors for the Year 2015**
  - Review by the CEO
7. **Presentation of the Auditor's Report**
8. **Adoption of the Financial Statements**
9. **Resolution on the Use of the Profit Shown on the Balance Sheet and the Distribution of Dividend and Assets from the Invested Unrestricted Equity Fund and Authorization of the Board of Directors to Decide on the Distribution of Assets from the Invested Unrestricted Equity Fund**

The Board of Directors proposes that a dividend of EUR 0.01 per share be paid based on the balance sheet to be adopted for the financial period ended on 31 December 2015 and that an equity repayment of EUR 0.0275 per share be paid from the invested unrestricted equity fund. The dividend and the equity repayment would be paid to a shareholder who on the dividend distribution and the equity repayment record date 18 March 2016 is registered as a shareholder in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend and the equity repayment would be paid on 29 March 2016. The aggregate amount of dividend and equity repayment to be paid will be, if needed, rounded up to the nearest full EUR cent per each shareholder.

The Board of Directors further proposes, that the Board of Directors be authorized to decide in its discretion on the distribution of assets from the invested unrestricted equity fund as follows:

The total amount of the distribution of equity repayment based on this authorization shall not exceed EUR 0.1125 per share. The authorization is valid until the opening of the next Annual General Meeting.

Unless the Board of Directors decides otherwise for a justified reason, the authorization will be used to distribute equity repayment three times during the period of validity of the authorization. In this case the Board of Directors will make separate resolutions on the distribution of equity so that the payment dates of the equity repayments will be on

30 June 2016, 30 September 2016 and 31 December 2016. Citycon shall make separate announcements of such Board resolutions.

The equity repayment based on a resolution of the Board of Directors will be paid to a shareholder registered in the company's shareholders' register maintained by Euroclear Finland Ltd on the record date for the equity repayment. The Board of Directors will decide on the record date in connection with each equity repayment decision.

#### **10. Resolution on the Discharge of the Members of the Board of Directors and the CEO from Liability**

#### **11. Resolution on the Remuneration of Members of the Board of Directors**

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that the Chairman of the Board of Directors be paid an annual fee of EUR 160,000, the Deputy Chairmen EUR 80,000 and the ordinary members of the Board EUR 60,000. The Chairmen of the Board of Directors' Committees would be paid an additional annual fee of EUR 6,000.

In addition, it is proposed that the Board and Committee members be paid a meeting fee of EUR 1,000 per meeting, including meetings of interim or ad hoc committees established by the Board for a specific purpose. The Chairman of the Board shall be paid no meeting fees. The members of the Board of Directors are proposed to be compensated accrued travel and lodging expenses as well as other potential costs related to Board and Committee work.

The Board of Directors proposes further on the recommendation of the Nomination and Remuneration Committee that the Board members be paid a daily compensation of EUR 1,000 for participating in property tours and other corresponding specific assignments taking place outside the scheduled meetings of the Board of Directors or Board Committees.

#### **12. Resolution on the Number of Members of the Board of Directors**

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that the number of members of the Board of Directors shall be ten.

#### **13. Election of Members of the Board of Directors**

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that of the current members of the Board of Directors Chaim Katzman, Bernd Knobloch, Arnold de Haan, Kirsi Komi, Rachel Lavine, Andrea Orlandi, Claes Ottosson, Per-Anders Ovin and Ariella Zochovitzky be re-elected, and that Dor J. Segal be elected as a new member to the Board of Directors. The members of the Board of Directors will be elected for a term that will continue until the close of the next Annual General Meeting. Of the current Board members, Ronen Ashkenazi will leave the Board of Directors.

All candidates have given their consent to the election.

All candidates and the evaluation regarding their independence have been presented on the company's website [www.citycon.com/agm2016](http://www.citycon.com/agm2016). In addition, information on the proposed new member of the Board of Directors is available at the end of this notice.

#### **14. Resolution on the Remuneration of the Auditor**

The Board of Directors proposes on the recommendation of the Audit and Governance Committee that the audit fee be paid according to the auditor's invoice.

#### **15. Election of the Auditor**

The Board of Directors proposes on the recommendation of the Audit and Governance Committee that the company's present auditor, Ernst & Young Oy, a firm of authorized public accountants, be re-elected as the auditor of the company. Ernst & Young Oy has announced that Mikko Ryttilahti, APA will act as the responsible auditor of the company.

#### **16. Authorizing the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Special Rights Entitling to Shares**

The Board of Directors proposes that the Board of Directors be authorized to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Finnish Companies Act by one or several decisions as follows.

The amount of shares to be issued shall not exceed 85 million shares, which corresponds to approximately 9.55 percent of all the current shares in the company. Shares potentially issued by virtue of the special rights entitling to shares are included in the aforesaid maximum number of shares.

The Board of Directors decides on all the conditions of the issuance of shares and special rights entitling to shares. The authorization concerns both the issuance of new shares as well as the transfer of own shares held by the company. The issuance of shares and special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights by way of a directed issue.

The authorization is valid until the close of next Annual General Meeting, however, no longer than until 30 June 2017.

#### **17. Authorizing the Board of Directors to Decide on the Repurchase and/or on the Acceptance as Pledge of the Company's Own Shares**

The Board of Directors proposes that the Board of Directors be authorized to decide on the repurchase and/or on the acceptance as pledge of the company's own shares in one or several tranches as follows.

The amount of own shares to be repurchased and/or accepted as pledge shall not exceed 50 million shares, which corresponds to approximately 5.61 per cent of all the current shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased and/or accepted as pledge. Own shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization is valid until the close of next Annual General Meeting, however, no longer than until 30 June 2017.

#### **18. Closing of the Meeting**

## **B. Documents of the General Meeting**

Citycon Oyj's Financial Statements, the Report of the Board of Directors and the Auditor's Report, the proposals for the decisions on the agenda of the Annual General Meeting, and this notice are available on the company's website [www.citycon.com/agm2016](http://www.citycon.com/agm2016). Said documents will also be available at the venue of the meeting. Minutes of the Annual General Meeting will be available on the aforementioned website as of 30 March 2016 at the latest.

## **C. Instructions for the Participants in the General Meeting**

### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered in the company's shareholders' register maintained by Euroclear Finland Ltd on Friday, 4 March 2016 has the right to participate in the general meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the company's shareholders' register.

A shareholder, who is registered in the company's shareholders' register and wants to participate in the general meeting, shall register for the meeting by giving a prior notice of participation not later than 11 March 2016 at 4.00 p.m. The notice has to be received by the company before the end of the registration period. Such notice can be given

- on the company's website [www.citycon.com/agm2016](http://www.citycon.com/agm2016),
- by e-mail to [legal@citycon.com](mailto:legal@citycon.com),
- by telephone +358 20 766 4400 from Mondays to Fridays between 9.00 a.m. and 4.00 p.m., or
- by mail addressed to Citycon Oyj, AGM, Korkeavuorenkatu 35, FI-00130 Helsinki, Finland.

In connection with the registration, a shareholder is requested to notify his/her name, personal identification number or business-ID, telephone number as well as the name of a possible assistant or proxy representative, and the personal identification number of the proxy representative. The personal data given to Citycon Oyj is used only in connection with the general meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

### **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the general meeting by virtue of such shares, based on which (s)he on the record date of the general meeting, i.e. on 4 March 2016, would be entitled to be registered in the company's shareholders' register maintained by Euroclear Finland Ltd. In addition, the right to participate in the general meeting requires that the shareholder has, on the basis of such shares, been temporarily registered in the shareholders' register maintained by Euroclear Finland Ltd not later than 11 March 2016 at 10.00 a.m. As regards nominee registered shares this constitutes due registration for the general meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the company's shareholders' register, the issuing of proxy documents and registration for the general meeting from his/her custodian bank. The account management organization of the custodian bank shall register a holder of nominee registered shares, who wants to participate in the general meeting, to be temporarily entered in the company's shareholders' register at the latest by the time stated above. Further information on these matters can also be found on the company's website [www.citycon.com/agm2016](http://www.citycon.com/agm2016).

### **3. Proxy representative and proxy documents**

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the general

meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting. Proxy templates are available on the company's website [www.citycon.com/agm2016](http://www.citycon.com/agm2016).

Possible proxy documents are requested to be submitted to the company by the end of the registration period.

#### **4. Further instructions/information**

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.

Further information on matters pertaining to general meeting and on shareholder's rights is available on the company's website [www.citycon.com/general-meeting](http://www.citycon.com/general-meeting).

On the date of publication of this notice, 11 February 2016, Citycon Oyj has 889,992,628 shares and votes. The company or its subsidiaries do not own shares in the company.

CITYCON OYJ  
Board of Directors

#### **Information on the proposed new member of the Board of Directors**

Dor J. Segal

Born 1962  
US citizen  
Independent of the company

Main occupation:  
Executive Vice Chair of Gazit-Globe Ltd.  
Chairman of the Board of First Capital Realty Inc.  
Vice Chairman of Equity One Inc.