

Citycon Oyj's Annual General Meeting of 11 March 2010

PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND ARTICLE 11 OF THE ARTICLES OF ASSOCIATION
(Agenda item 16)

To simplify the procedure to convene a general meeting and to comply with the changes made to the Finnish Limited Liability Companies Act, the Board of Directors proposes to the Annual General Meeting to be held on 11 March 2010 that the Annual General Meeting resolve to amend the Article 11 of the Company's Articles of Association as follows:

Current wording:

The notice to a general meeting shall be submitted to the shareholders by means of an advertisement published on the company's website and in at least one national newspaper appearing in Helsinki.

The notice to a general meeting of shareholders must be published no earlier than two (2) months and no later than twenty-one (21) days before the general meeting.

New wording:

The notice to a general meeting shall be published on the corporate website.

The notice to a general meeting of shareholders must be published no earlier than two (2) months and no later than three (3) weeks before the general meeting, however, at least nine (9) days before the record date of the general meeting.

In Amsterdam on 9 February 2010

Citycon Oyj
The Board of Directors

Citycon Oyj's Annual General Meeting of 11 March 2010

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES

(Agenda item 17)

The Board of Directors proposes to the Annual General Meeting to be held on 11 March 2010 that the Board of Directors be authorised to decide on the acquisition of the Company's own shares on the following terms and conditions:

Pursuant to the authorisation, the Board of Directors shall be entitled to decide on the acquisition of a maximum of 20,000,000 of the Company's own shares.

The shares shall be acquired otherwise than in proportion to the holdings of the shareholders through public trading on the NASDAQ OMX Helsinki Ltd ("Stock Exchange") at the market price prevailing at the time of the acquisition by using unrestricted equity. The shares shall be acquired and paid for in accordance with the rules of the Stock Exchange and Euroclear Finland Ltd.

The shares can be acquired to improve the Company's capital structure or to be used in financing or implementation of potential acquisitions or other corporate transactions or as part of the Company's incentive plan. The Company may hold, convey or cancel the shares for said purposes.

The Board of Directors shall decide on other terms and conditions related to the acquisition of own shares.

The acquisition authorisation shall be valid until the next Annual General Meeting.

In Amsterdam on 9 February 2010

Citycon Oyj
The Board of Directors



Citycon Oyj's Annual General Meeting of 11 March 2010

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

(Agenda item 18)

The Board of Directors proposes to the Annual General Meeting to be held on 11 March 2010 that the Board of Directors be authorised to decide on the issuance of new shares and/or the conveying of own shares held by the Company as well as issuance of special rights referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act on the following terms and conditions:

The authorisation entitles the Board of Directors to issue and/or convey a maximum of 150,000,000 shares by one or several decisions. Shares potentially issued by virtue of the option and/or other special rights are included in the aforesaid maximum number of shares.

By virtue of the authorisation, the Board of Directors also has the right to grant option rights, and/or other special rights referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, which entitle their holder to receive new shares or the Company's own shares against payment so that the price payable for the shares is paid in cash or by using the subscriber's receivable for setting off the subscription price.

The new shares may be issued and/or the own shares held by the Company conveyed to the Company's shareholders in proportion to their current holding or by means of a directed share issue, waiving the pre-emptive subscription rights of the shareholders, if there is a weighty financial reason for the Company to do so, such as, the use of the shares for improvement of the Company's capital structure, financing or implementation of potential acquisitions or other corporate transactions or, as a part of the Company's incentive plan, or for such another reason.

The Board of Directors may also decide on a free share issue to the Company itself.

The new shares may be issued and/or the own shares held by the Company conveyed either against payment or for free. The directed share issue can be for free only if there is an especially weighty financial reason for the Company to do so, taking the interests of all shareholders into account.

The Board of Directors is authorised to decide on any other matters related to the share issues.

The share issue authorisation shall be valid for a period of 5 years and it revokes the share issue authorisation given by the Annual General Meeting on 13 March 2007.

In Amsterdam on 9 February 2010

Citycon Oyj
The Board of Directors

