

Proposals by Citycon's Board of Directors for the AGM

(Agenda items 9, 16 and 17)

Resolution on the Use of the Profit Shown on the Balance Sheet and the Payment of Dividend and Resolution on the Distribution of Assets from the Invested Unrestricted Equity Fund

The Board of Directors proposes that no dividend be paid for the financial year 2014 and that the shareholders are paid an equity repayment of EUR 0.15 per share from the invested unrestricted equity fund. The equity repayment will be paid to a shareholder registered in the company's shareholders' register maintained by Euroclear Finland Ltd on the record date for equity repayment 23 March 2015. The Board of Directors proposes that the equity repayment be paid on 30 March 2015.

Authorising 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 to the general meeting 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 60 million shares, which corresponds to approximately 10.1 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 2016.



Authorising 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 to the general meeting 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 30 million shares, which corresponds to approximately 5.1 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 2016.