

NOTICE OF AN EXTRAORDINARY GENERAL MEETING

The shareholders of Citycon Oyj are hereby invited to an Extraordinary General Meeting to be held on Monday, 15 June 2015 at 10:00 a.m. in Kansallissali, Aleksanterinkatu 44, Helsinki, Finland. The reception of participants who have registered for the meeting and the distribution of voting tickets will commence at 9:00 a.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 at the Meeting and Adoption of the List of Votes
6. Authorization for the Board of Directors to Decide on Issuance of Shares

Citycon Oyj has on 25 May 2015 signed an agreement to acquire all the shares in Sektor Gruppen AS, Norway's second largest shopping centre owner and manager (the "Acquisition"). The agreed debt-free acquisition price is approximately EUR 1,467 million (NOK 12,320 million based on the exchange rate 8.4), subject to customary balance sheet and post-closing adjustments. Citycon Oyj intends to finance a part of the Acquisition through a rights issue of approximately EUR 600 million (the "Rights Issue"). The Rights Issue requires an authorization from the Extraordinary General Meeting of the company authorizing the Board of Directors to decide on the issuance of new shares. The Acquisition has been described in more detail in the company's stock exchange release published on 25 May 2015. The company's two largest shareholders Gazit-Globe Ltd. and CPP Investment Board Europe S.à r.l., a wholly owned subsidiary of Canada Pension Plan Investment Board, have undertaken, subject to certain customary conditions, to subscribe to their respective pro rata share in the Rights Issue.

Therefore, the Board of Directors proposes to the Extraordinary General Meeting that the Board of Directors be authorized to decide on the issuance of new shares for the financing of the Acquisition as follows:

The number of shares to be issued in the Rights Issue shall not exceed 300,000,000 shares, which corresponds to approximately 50.6 percent of all the current shares in the company.

The Rights Issue will be carried out in accordance with the shareholders' pre-emptive rights, i.e. the new shares will be offered for subscription to the shareholders of the company in proportion to their shareholding in the company.



The Board of Directors decides on all other terms and conditions of the Rights Issue, including the allocation of the new shares in any possible secondary subscription.

The authorization is valid until 31 December 2015.

7. 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 to the Extraordinary 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 number of shares to be issued shall not exceed 120,000,000 shares, which corresponds to approximately 20.2 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 other terms and 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.

For the avoidance of doubt, the general authorization to decide on the issuance of shares as well as the issuance of special rights entitling to shares resolved upon by the Annual General Meeting on 19 March 2015 is revoked. Authorizations proposed in items 6 and 7 of this notice to the Extraordinary General Meeting are parallel and both enter into force, if decided upon by the Extraordinary General Meeting.

8. Closing of the Meeting

B. Documents of the General Meeting

The proposals for the decision on the agenda of the Extraordinary General Meeting, this notice, the stock exchange release regarding the Acquisition published on 25 May 2015 and the documents referred to in Chapter 5, Section 21 of the Finnish Companies Act are available on the company's website www.citycon.com/egm2015. Said documents will also be available at the venue of the meeting. Minutes of the Extraordinary General Meeting will be available on the aforementioned website as of 29 June 2015 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 Wednesday, 3 June 2015, 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 by Wednesday, 10 June 2015 at 4:00 p.m. Finnish time. 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/egm2015,
- by e-mail to legal@citycon.com,
- by telephone +358 20 766 4400 from Mondays to Fridays between 9.00 a.m. and 4.00 p.m.,
- by telefax +358 20 766 4499, or
- by mail addressed to Citycon Oyj, EGM, 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 at the venue of the meeting.

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 3 June 2015, 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 company's shareholders' register maintained by Euroclear Finland Ltd not later than 10 June 2015 at 10:00 a.m. Finnish time. As regards nominee registered shares this constitutes a due registration for the general meeting.

A holder of nominee registered shares is advised to request without delay the 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/general-meeting.

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.

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

4. Further 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 shareholders' rights is available on the company's website www.citycon.com/general-meeting.

On the date of publication of this notice, 25 May 2015, the total number of shares and votes in Citycon Oyj is 593,328,419. The company or its subsidiaries do not own shares in the company.

CITYCON OYJ
Board of Directors