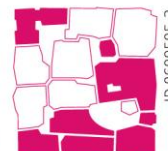


## NOTICE OF AN EXTRAORDINARY GENERAL MEETING

The shareholders of Citycon Oyj are hereby invited to an Extraordinary General Meeting to be held on Monday, 17 May 2010 at 2:00 p.m. at Kansallissali, Aleksanterinkatu 44, Helsinki, Finland. The reception of preregistered participants and the distribution of voting tickets will commence at 1:30 p.m.

### A. Matters on the agenda of the general meeting and their discussion order

1. **Opening of the meeting**
2. **Coming to order**
3. **Election of minutes-checker and supervisors of vote-counting**
4. **Recording the legality of the meeting**
5. **Recording the attendance and adopting the list of votes**
6. **Resolution on the number of members of the Board of Directors**  
The Board of Directors' Nomination Committee proposes that the number of Board members be resolved at ten instead of previous nine.
7. **Election of a new member of the Board of Directors**  
The Board of Directors' Nomination Committee proposes that Mr Chaim Katzman (born in 1949) be elected as a new member to the Board for a term that will continue until the closing of the next Annual General Meeting.  
Chaim Katzman is the founder, controlling shareholder and Chairman of the Board of Directors of Gazit Inc., as well as Executive Chairman of the Board of Directors of Gazit-Globe Ltd., Gazit Inc.'s subsidiary and the main shareholder of Citycon. In addition, he serves as Chairman of the Board of Directors of several listed Gazit Group companies. Mr Katzman is an Israeli and American citizen and holds a university degree in law. He is independent of the company but not of significant shareholders. Mr Katzman's personal details are available on the corporate website at [www.citycon.com/Board](http://www.citycon.com/Board).  
Thomas W. Wernink (Ch.), Ronen Ashkenazi (Deputy Ch.), Gideon Bolotowsky, Raimo Korpinen, Tuomo Lähdesmäki, Claes Ottosson, Dor J. Segal, Per-Håkan Westin and Ariella Zochovitzky continue as other members of the Board of Directors.
8. **Proposal by the Board of Directors to amend Article 4 of the Articles of Association**  
The Board of Directors proposes that the EGM resolves to amend the second paragraph of Article 4 of the Articles of Association in such a manner that the Board of Directors elects from among its members one or several Deputy Chairmen instead of one.
9. **Resolution on the remuneration of members of the Board of Directors**  
Due to the proposal for the amendment of the company's Articles of Association as presented previously in item 8, the Board of Directors' Nomination Committee proposes



that the EGM resolves to amend the decision on the remuneration of the members of the Board of Directors made by the AGM on 11 March 2010 in respect of the annual fee payable to the Deputy Chairman in such a manner that an annual fee of EUR 60,000 be paid to each one of one or several Deputy Chairmen.

## **10. Closing of the meeting**

### **B. Documents of the general meeting**

The Board of Directors' proposal for the amendment of the Articles of Association and this notice which includes the Board of Directors' Nomination Committee's proposals to the EGM in their entirety are available on the corporate website at [www.citycon.com/egm2010](http://www.citycon.com/egm2010). Said documents will also be available at the venue of the meeting, and copies of them will be sent to a shareholder upon request. Minutes of the general meeting will be available on said website as of 31 May 2010 at the latest.

### **C. Instructions for the meeting participants**

#### **1. Right to participate and preregistration**

Each shareholder, who is registered in the company's register of shareholders, maintained by Euroclear Finland Ltd, on Tuesday, 4 May 2010, 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 register of shareholders.

A shareholder, who wants to participate in the general meeting, shall preregister for the meeting by giving a prior notice of participation not later than 11 May 2010 at 4:00 p.m. Such notice can be given by either

- filling in a preregistration form on the corporate website at [www.citycon.com/preregistration](http://www.citycon.com/preregistration),
- e-mail to [legal@citycon.fi](mailto:legal@citycon.fi),
- telephone +358 20 766 4400 between 9.00 a.m. and 4.00 p.m.,
- telefax +358 20 766 4499 or
- mail addressed to Citycon Oyj, EGM, Pohjoisesplanadi 35 AB, FI-00100 Helsinki, Finland.

In connection with the registration, a shareholder is requested to notify his/her name, date of birth or business ID, telephone number as well as the name of a possible assistant or 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.

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability 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.

#### **2. Proxy representative and powers of attorney**

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 preregistration for the general meeting.

Possible proxy documents shall be submitted by the end of the preregistration period.

**3. Holders of nominee registered shares**

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the company's register of shareholders, the issuing of proxy documents and preregistration for the general meeting from his/her custodian bank. The account manager of the custodian bank will register a holder of nominee registered shares, who wants to participate in the general meeting, to be temporarily entered in the company's register of shareholders 11 May 2010 at 10:00 a.m. at the latest. Further information on these matters can also be found on the corporate website [www.citycon.com/egm2010](http://www.citycon.com/egm2010).

**4. Further instructions/information**

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

On the publication date of this notice, 23 April 2010, Citycon Oyj has 222,360,952 shares and votes.

Helsinki, 22 April 2010

CITYCON OYJ  
Board of Directors