

Proposals by Citycon's Board of Directors for the EGM
(Agenda items 6.1, 6.2 and 6.3)

Authorising the Board of Directors to decide on the Directed Share Issue

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 in deviation from the shareholders' pre-emptive rights by way of a directed issue, provided that the company has a weighty financial reason to do so, as follows.

The issue shall be directed to CPPIBEH. The number of shares to be issued in the Directed Share Issue shall not exceed 77,874,355 shares, which corresponds to approximately 17.6 percent of all the current shares in the company.

The Board of Directors decides on all other conditions of the Directed Share Issue.

The authorization is valid until 31 December 2014.

Authorising the Board of Directors to decide on the Rights Issue

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 by way of a rights issue as follows.

The number of shares to be issued in the Rights Issue shall not exceed 74,166,052 shares, which corresponds to approximately 16.8 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 by the shareholders of the company in proportion to their shareholding in the company.

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

The authorization is valid until 31 December 2014.

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 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 giving title to shares referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act by one or several decisions as follows.



The number of shares to be issued shall not exceed 10,000,000 shares, which corresponds to approximately 2.26 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 giving title to shares may be carried out in deviation from the shareholders' pre-emptive rights by way of a directed issue.

The proposed authorization replaces the generic authorization of the Board of Directors 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 2014.

The authorization is valid until the close of next Annual General Meeting, however, no longer than until 30 June 2015.