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6 June 2024



Citycon Oyj

*(incorporated with limited liability in Finland)*

*(the “Company”)*

Announces

the final results in relation to the invitation to Qualifying Holders (as defined in the Exchange Offer Memorandum) of the outstanding:

EUR 350,000,000 Subordinated Fixed to Reset Rate Green Capital Securities

issued by the Company (the “Existing Capital Securities”)

to offer to exchange any and all of the Existing Capital Securities for exchange consideration comprising (a) an equal principal amount of newly issued EUR-denominated subordinated fixed to reset rate green capital securities with a first call date on 10 June 2029, issued by the Company and (b) the Cash Amount (as defined and further described in the Exchange Offer Memorandum)

such invitation, the “Offer”.

This notice must be read in conjunction with the exchange offer memorandum dated 28 May 2024 (the “Exchange Offer Memorandum”) which has been prepared by the Company in relation to the Offer. Capitalised terms used in this notice and not otherwise defined herein shall have the meanings ascribed to them in the Exchange Offer Memorandum. The distribution of this notice in certain jurisdictions may be restricted by law. Persons into whose possession this notice comes are required by each of the Company, the Dealer Managers and the Exchange Agent to inform themselves about and to observe, any such restrictions.

On 28 May 2024, the Company announced the launch of the Offer to Qualifying Holders of the Existing Capital Securities. On the terms and subject to the conditions contained in the Exchange Offer Memorandum, including the New Issue Minimum Size Condition and the offer restrictions contained herein, the Company invited Qualifying Holders, in respect of any and all of the Existing Capital Securities, to offer to exchange such Existing Capital Securities in the Offer for the Offer Consideration (as further described in the Exchange Offer Memorandum).

As specified in the Exchange Offer Memorandum, the Offer was conditional upon the satisfaction (or waiver by the Company in its sole and absolute discretion) of the New Issue Minimum Size Condition (being the issuance of New Capital Securities in an aggregate nominal amount of at least €150,000,000).

The Offer expired at 5:00 PM CEST on 5 June 2024.

## Final Results

The Company announces the satisfaction of the New Issue Minimum Size Condition and therefore that it will accept all valid Offers to Participate pursuant to the Offer.

Consequently, the final results of the Offer are set out in the table below:

Aggregate nominal amount of Existing Capital Securities accepted by the Company under the Offer	ISIN/ Common Code	Aggregate nominal amount of New Capital Securities to be issued	Aggregate Cash Amount to be paid to Qualifying Holders pursuant to the Offer
€265,721,000	XS2079413527 /207941352	€265,721,000	€12,621,747.50

Description of the New Capital Securities	ISIN / Common Code	New Issue Price	Initial Fixed Rate of Interest	First Call Date / First Reset Date / First Step Up Date / Second Step Up Date	Reset Rate of Interest	Maturity
€265,721,000 Subordinated Fixed to Reset Rate Green Capital Securities (the "New Capital Securities")	XS2830463118/ 283046311	100%	7.875%	First Call Date: 10 June 2029  First Reset Date: 10 September 2029  First Step Up Date: 10 September 2034  Second Step Up Date: 10 September 2049	5 Year EUR Mid-Swap Rate for the relevant 5-year Reset Period, plus the applicable Margin:  First Reset Date to First Step Up Date: 4.955%  First Step Up Date to the Second Step Up Date: 5.205%  From the Second Step Up Date: 5.955%	Perpetual

## Settlement

The Settlement Date for the Offer is expected to be on 10 June 2024.

All exchanges pursuant to the Offer and payment of the Cash Amounts will settle through the normal procedures of Euroclear and Clearstream. On the Settlement Date, the Company shall transfer or procure the transfer to each Qualifying Holder who has validly submitted an Offer to Participate by the Expiration Time, the Offer Consideration in respect of the Existing Capital Securities so submitted in the Offer and delivered by such Qualifying Holder and accepted by the Company.

Delivery of the Offer Consideration, by or on behalf of the Company, shall fully and finally discharge its obligations to each Qualifying Holder in respect of the Existing Capital Securities validly submitted in the Offer and delivered and accepted by the Company pursuant to the Offer. Under no circumstances will any additional or other amount be payable by the Company to a Qualifying Holder due to any delay in the transmission of funds from the relevant Clearing System or any other Intermediary with respect to such Existing Capital Securities of that Qualifying Holder.

Should the Settlement Date be amended, the respective First Call Date, the First Reset Date, First Step Up Date and the Second Step Up Date of the New Capital Securities will be amended as well.

**THE COMPANY**

**CITYCON OYJ**  
Piispansilta 9A  
3rd floor  
02230 Espoo Finland

*Requests for information in relation to the procedures for exchanging Existing Capital Securities in the Offer and the submission of Instruction Notices should be directed to:*

**EXCHANGE AGENT**

**KROLL ISSUER SERVICES LIMITED**

The Shard  
32 London Bridge Street  
London SE1 9SG  
United Kingdom

Telephone: +44 20 7704 0880  
Email: [citycon@is.kroll.com](mailto:citycon@is.kroll.com)  
Offer Website: <https://deals.is.kroll.com/citycon>  
Attention: Owen Morris

*Requests for information in relation to the Offer should be directed to:*

**DEALER MANAGERS**

**Deutsche Bank Aktiengesellschaft**

Mainzer Landstr. 11-17  
60329 Frankfurt am Main  
Germany

Telephone: +44 20 7545 8011  
Attention: Liability Management Group

**Goldman Sachs International**

Plumtree Court  
25 Shoe Lane  
London EC4A 4AU  
United Kingdom

Telephone: +44 20 7774 4836  
Email: [liabilitymanagement.eu@gs.com](mailto:liabilitymanagement.eu@gs.com)  
Attention: Liability Management Group

**Nordea Bank Abp**

Satamaradankatu 5  
FI-00020 Nordea, Helsinki  
Finland

Email: [NordeaLiabilityManagement@nordea.com](mailto:NordeaLiabilityManagement@nordea.com)  
Phone: +45 6136 0379

Copies of the Exchange Offer Memorandum are available upon request addressed to the Exchange Agent.

**DISCLAIMER**

*The Dealer Managers do not take responsibility for the contents of this notice. This notice must be read in conjunction with the Exchange Offer Memorandum. No invitation to Offer to Participate is being made pursuant to this notice. No action that would permit a public offer has been or will be taken in any jurisdiction by the Company or the Dealer Managers. Any such invitation was only made in the Exchange Offer Memorandum. This notice and the Exchange Offer Memorandum contain important information.*

**OFFER RESTRICTIONS**

*The distribution of this notice in certain jurisdictions may be restricted by law. Persons into whose possession this notice or the Exchange Offer Memorandum comes are required by each of the Company, the Dealer Managers and the Exchange Agent to inform themselves about, and to observe, any such restrictions. Please also see the Exchange Offer Memorandum for a fuller description of such restrictions*