

**PROPOSALS BY CITYCON'S BOARD OF DIRECTORS FOR
ANNUAL GENERAL MEETING 2026**

(Agenda items 8, 10–17)

**Resolution on the Use of the Profit Shown on the Balance Sheet as well as
Authorization of the Board of Directors to Decide on the Distribution of Assets
from the Invested Unrestricted Equity Fund**

(Agenda item 8)

The Board of Directors proposes that based on the balance sheet to be adopted for the financial period ended on 31 December 2025, no dividend is distributed by a resolution of the General Meeting.

Nonetheless, the Board of Directors proposes that the Board of Directors be authorized to decide, in its discretion and based on an assessment of the Company's financial position, on the distribution of assets in the manner set forth below, in one or more distributions, as the Board of Directors may decide.

Based on this authorization, the maximum total amount of equity repayment distributed shall not exceed EUR 1,09 per share. Based on the current total number of issued shares in the Company, the authorization would equal to a maximum of approximately EUR 200 090 000 in equity repayment.

The authorization is valid until the opening of the next Annual General Meeting.

If the Board of Directors decides to use the authorization, the Board will make separate resolutions on any distribution of equity repayment including on the preliminary record and payment dates for any such equity repayment. The Company shall make separate announcements of any such Board resolution.

Any equity repayment based on the resolution of the Board of Directors will be paid to a shareholder registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the equity repayment.

Remuneration Report of the Company's Governing Bodies

(Agenda item 10)

The Board of Directors proposes that the Remuneration Report of the Company's governing bodies for 2025 be approved. The resolution is advisory in accordance with the Finnish Limited Liability Companies Act.

The Remuneration Report is available on the Company's website citycon.com/agm2026.

Resolution on the Remuneration of the Members of the Board of Directors*(Agenda item 11)*

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that the remuneration of members of the Board of Directors would remain the same and the Chairman of the Board of Directors be paid an annual fee of EUR 160,000, the Deputy Chairmen EUR 70,000 and the ordinary members of the Board EUR 50,000. The Chairmen of the Board of Directors' Committees would be paid an additional annual fee of EUR 5,000.

It is proposed that the Chairmen of the meetings of the Board's Committees shall be paid a meeting fee of EUR 800 and other Board and Committee members EUR 600 per meeting, except for the Chairman of the Board, who shall be paid no meeting fees.

It is proposed that the members of the Board of Directors shall be compensated for accrued travel and lodging expenses as well as other potential costs related to Board and Committee work.

Resolution on the Number of Members of the Board of Directors*(Agenda item 12)*

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that the number of members of the Board of Directors shall be eight (8).

Should any number of the candidates proposed as Board members for any reason not be available at the General Meeting for election to the Board of Directors, the proposed number of Board members shall be decreased accordingly.

Election of the Members of the Board of Directors*(Agenda item 13)*

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that of the current members of the Board of Directors Chaim Katzman, Yehuda (Judah) L. Angster, F. Scott Ball, Alexandre (Sandy) Koifman, David Lukes, Adi Jemini and Keren Kalifa be re-elected as members of the Board of Directors.

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that Joanne Sonin be elected as a new member of the Board of Directors.

The members of the Board of Directors will be elected for a term that will continue until the close of the next Annual General Meeting.

Should any of the candidates presented above for any reason not be available for election to the Board of Directors at the General Meeting, the remaining available candidates are proposed to be elected as presented above.

All candidates have given their consent to the election. All candidates of the Board of Directors, except for F. Scott Ball, are independent of the company. All candidates, except for Chaim Katzman, Keren Kalifa and Adi Jemini, are independent of the Company's significant shareholders.

All candidates for the Board of Directors have been presented on the Company's website at citycon.com/agm2026.

Resolution on the Remuneration of the Auditor

(Agenda item 14)

The Board of Directors proposes on the recommendation of the Audit and Governance Committee that the audit fee be paid in accordance with the auditor's invoice approved by the Company and that the same applies to the audit fee relating to the verification of the Company's sustainability report from the financial year 2026.

Election of the Auditor and sustainability reporting assurer

(Agenda item 15)

On the recommendation of the Audit and Governance Committee, the Board of Directors proposes that Deloitte Oy, a firm of authorized public accountants, be re-elected as the auditor for a term that will continue until the close of the next Annual General Meeting. Deloitte Oy has announced that APA Anu Servo would act as the auditor with principal responsibility.

In addition, on the recommendation of the Audit and Governance Committee, the Board of Directors proposes that Deloitte Oy, authorized Sustainability Audit Firm, be elected as the company's sustainability reporting assurer for a term that will continue until the close of the next Annual General Meeting. Deloitte Oy has informed that Authorised Public Accountant (KHT), Authorized Sustainability Auditor (KRT) Anu Servo would act as the sustainability reporting auditor with principal responsibility.

The Board of Directors proposes that the election of the sustainability reporting assurer be made on the condition, that the company is obliged under the law in force or otherwise decides at the end of the financial year 2026 to prepare a sustainability report for the financial year 2026 and to obtain assurance for it.

Authorizing the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Special Rights Entitling to Shares

(Agenda item 16)

The Board of Directors proposes 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 Limited Liability Companies Act by one or several decisions in the manner described below.

The number of shares to be issued shall not exceed 16 million shares, which would correspond to approximately 8.72 percent of all registered 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 right by way of a directed issue.

The authorization is valid until the close of the next Annual General Meeting, however, no longer than 30 June 2027, and it revokes all earlier share issue authorizations as well as authorizations to issue special rights entitling to shares.

Authorizing the Board of Directors to Decide on the Repurchase and/or on the Acceptance as Pledge of the Company's Own Shares

(Agenda item 17)

The Board of Directors proposes 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 number of own shares to be repurchased and/or accepted as pledge shall not exceed 30 million shares, which would correspond to approximately 16.34 percent of all registered shares in the Company.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a market-based price.

Share repurchases remain a potential capital distribution method, along with other investments, for the Company to distribute capital to enhance value for all shareholders.

The Board of Directors decides on how own shares will be repurchased and/or accepted as pledge. Own shares can be repurchased for instance by using derivatives. Own shares can be repurchased for example either through an offer to all shareholders on equal terms or through other means and otherwise than in proportion to the shareholdings of the shareholders (directed repurchase), or by other means and for purposes decided by the Board of Directors.

The authorization is valid until the close of next Annual General Meeting, however, no longer than until 30 June 2027, and it revokes all earlier authorizations to repurchase and/or accept as pledge the Company's own shares.