

## Extraordinary General Meeting of Citycon Plc

**Time:** 11 October 2012 at 4.00 p.m.

**Place:** Paavo Nurmi cabinet at Hotel Kämp, Kluuvikatu 2, 2nd floor, Helsinki, Finland.

**Present:** The shareholders set out in the list of votes (Appendix 1) adopted at the meeting were present at the meeting, in person or represented.

Present at the meeting were, in addition, Board members Mr. Roger Kempe and Mr. Jorma Sonninen, the CEO, representatives of the company's senior management as well as technical personnel.

### 1 §

#### OPENING OF THE MEETING

Member of the Board of Directors Mr. Roger Kempe opened the meeting.

### 2 §

#### CALLING THE MEETING TO ORDER

Mr. Manne Airaksinen, Attorney-at-Law, was elected Chairman of the General Meeting and he called the company's General Counsel Ms. Anu Tuomola to act as secretary.

The Chairman explained the procedures for considering the items on the agenda of the meeting.

It was recorded that the meeting was conducted in Finnish.

The Chairman noted that certain shareholders holding nominee registered shares had provided the company with voting instructions prior to the meeting and gave a description of the voting instructions that these nominee registered shareholders had provided.

Summary lists of the voting instructions of the above-mentioned nominee registered shareholders were attached to the minutes (Appendix 2).

The chairman noted that opposing or abstaining votes would be recorded under the corresponding agenda items. It was further noted that the nominee registered shareholders did not demand a vote on those agenda items, under which the voting instruction was to oppose the proposed resolution or to abstain from taking part in the decision making, but that it was sufficient that such votes were recorded in the minutes.

### 3 §

#### ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Sauli Salminen was elected to scrutinize the minutes.

Meri Herranen and Suoma Pellikka were elected to supervise the counting of votes.

4 §

**RECORDING THE LEGALITY OF THE MEETING**

According to Article 11 of the company's articles of association, the notice to a General Meeting shall be published on the company's website no earlier than two months and no later than three weeks prior to the General Meeting, however, always at least nine days prior to the record date of the General Meeting.

It was recorded that the notice to the meeting had been published on the company's website on 7 September 2012.

It was recorded that the General Meeting had been convened in accordance with the articles of association and the Companies Act and that the meeting therefore constituted a quorum.

The notice to the meeting was attached to the minutes (Appendix 3).

5 §

**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 228 shareholders were present either in person, by statutory representative or by proxy, was presented (Appendix 1). 41,826,662 shares and votes were represented at the beginning of the meeting.

It was recorded that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

6 §

**ELECTION OF A MEMBER OF THE BOARD OF DIRECTORS**

It was recorded that the Nomination and Governance Committee of the Board of Directors had proposed to the General Meeting that Mr. Yuval Yanai be elected as a new member to the Board of Directors for a term that will continue until the closing of the next Annual General Meeting. According to the proposal, Mr. Yuval Yanai would replace in the Board Mr. Dor J. Segal, who had notified the Board of Directors of his resignation from the Board of Directors as of the date of the General Meeting. The proposal was attached to the minutes (Appendix 4).

It was further recorded that the new member of the Board of Directors would be paid remuneration in accordance with the resolution of the company's Annual General Meeting on 21 March 2012 and in proportion to the remaining term of the current Board of Directors as of the date of appointment of the new member.

It was recorded that Mr. Yuval Yanai had given his consent to the election.

The General Meeting decided in accordance with the proposal of the Nomination and Governance committee of the Board of Directors that Mr. Yuval Yanai shall be elected as a new member of the Board of Directors for a term that will continue until the closing of the next Annual General Meeting.

It was recorded that 289 112 opposing votes of nominee registered shareholders had been notified under this agenda item.

**7 §**

**CLOSING OF THE MEETING**

It was recorded that all decisions of the General Meeting were unanimous unless otherwise indicated in the minutes.

The Chairman stated that all items on the agenda had been considered and that the minutes of the meeting would be available on the company's website as from 25 October 2012 at the latest.

The Chairman closed the meeting at 4:15 p.m.

*[Signature page to follow]*

Chairman of the General Meeting:

MANNE AIRAKSINEN

Manne Airaksinen

In fidem:

ANU TUOMOLA

Anu Tuomola

Minutes reviewed and approved:

SAULI SALMINEN

Sauli Salminen