



## **Notice of the Annual General Meeting of Citycon Oyj**

The Annual General Meeting (the “**General Meeting**”) of Citycon Oyj (the “**Company**”) will be held on Monday, 20 April 2026 at 14:00 (Finnish time). The General Meeting will be held at Eteläesplanadi 2, 00130 Helsinki, at the facilities of Borenius Attorneys Ltd. Instructions for participation are provided in section C of this notice.

The Company’s shareholders may also exercise their voting rights by voting in advance. Instructions for advance voting are provided in section C of this notice.

### **A. Matters on the Agenda of the Annual General Meeting**

#### **1. Opening of the Meeting**

#### **2. Calling the Meeting to Order**

#### **3. Election of Persons to Scrutinize the Minutes and to Supervise the Counting of Votes**

#### **4. Recording the Legality of the Meeting**

#### **5. Recording the Attendance and Adopting the List of Votes**

#### **6. Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor’s Report for the Year 2025**

Review by the CEO and CFO.

The Company’s Financial Statements, the report of the Board of Directors and the Auditor’s report are available on the Company’s website [citycon.com/agm2026](http://citycon.com/agm2026).

#### **7. Adoption of the Financial Statements**

#### **8. 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**

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.

## **9. Resolution on the Discharge of the Members of the Board of Directors and the CEO from Liability**

## **10. Remuneration Report of the Company's Governing Bodies**

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](http://citycon.com/agm2026).

## **11. Resolution on the Remuneration of the Members of the Board of Directors**

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.

## **12. Resolution on the Number of Members of the Board of Directors**

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.

## **13. Election of the Members of the Board of Directors**

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](http://citycon.com/agm2026).

#### **14. Resolution on the Remuneration of the Auditor**

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.

#### **15. Election of the Auditor and sustainability reporting assurer**

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.

#### **16. Authorizing 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 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.

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

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.

## **18. Closing of the Meeting**

### **B. Documents of the General Meeting**

Citycon Oyj's Financial Statements, the Report of the Board of Directors, the Auditor's Report, the Remuneration Policy, the Remuneration Report, the above-mentioned proposals for the decisions on the agenda of the General Meeting, and this notice will be available on the Company's website at [citycon.com/agm2026](http://citycon.com/agm2026) as of 30 March 2026. Copies of these documents will be sent to shareholders upon request.

Minutes of the General Meeting will be available on the website as of 4 May 2026 at the latest.

### **C. Instructions for the Participants in the General Meeting**

#### **1. Shareholder Registered in the Shareholders' Register**

Each shareholder, who is registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the General Meeting, i.e. on 8 April 2026, 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 shareholders' register.

Registration for the General Meeting will begin on 1 April 2026 at 9.00 a.m. (Finnish time). A shareholder who is registered in the Company's shareholders' register and who wishes to participate in the General Meeting must register for the General Meeting by giving prior notice of participation no later than 13 April 2026 at 4.00 p.m. (Finnish time), by which time the notice of participation must be received. The registration can be done in the following ways:

a) electronically by utilizing Euroclear's electronic general meeting service accessible at [citycon.com/agm2026](http://citycon.com/agm2026). Registering requires strong electronic identification with a bank ID or mobile certificate for natural persons and business ID and the book-entry account number for legal persons. If the shareholders that are legal persons use the electronic Suomi.fi e- authorization, registration requires a strong electronic authentication of the authorized person by using a bank ID or mobile certificate.

b) by email to [yhtiokokous@euroclear.com](mailto:yhtiokokous@euroclear.com) or by regular mail to Euroclear Finland Oy, Yhtiökokous/Citycon Oyj, P.O. Box 1110, FI-00101 Helsinki.

The personal data given to the Company by shareholders and proxy representatives is only used in connection with the General Meeting and with the processing of related necessary registrations.

#### **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 may also choose to vote in advance in the manner described in this notice.

A proxy representative must produce a dated proxy document or otherwise, in a reliable manner, demonstrate his/her right to represent the shareholder at the General Meeting. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-

entry accounts, the shares, by which each proxy representative represents the shareholder, shall be identified in connection with the registration for the General Meeting.

Proxy documents and advance voting forms should be delivered to Euroclear Finland Oy by mail to Euroclear Finland Oy, Yhtiökokous/Citycon Oyj, P.O. Box 1110, FI-00101 Helsinki or by email to [yhtiokokous@euroclear.com](mailto:yhtiokokous@euroclear.com) before the last date for registration and advance voting, by which time the documents must be received.

If a shareholder delivers a proxy document to the Company in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all required information is included in the proxy documents.

Shareholders that are legal persons can also use the electronic Suomi.fi authorization service instead of the traditional proxy in Euroclear Finland Oy's general meeting service. In this case, the shareholder that is legal person authorizes an assignee nominated by it in the Suomi.fi service at [suomi.fi/e-authorization](https://suomi.fi/e-authorization) using the authorization topic "Representation at the General Meeting". The assignee must identify himself/herself with strong electronic authentication in Euroclear Finland Oy's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with personal bank IDs or a mobile certificate. More information on [suomi.fi/e-authorization](https://suomi.fi/e-authorization).

Further information will also be available on the Company's website at [citycon.com/agm2026](https://citycon.com/agm2026).

### **3. Holder of Nominee Registered Shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which the holder of nominee registered shares on the record date of the General Meeting, i.e. on 8 April 2026, would be entitled to be registered in the Company's shareholders' register maintained by Euroclear Finland Oy. In addition, the right to participate in the General Meeting requires that the shareholder has, based on such shares, been temporarily registered in the shareholders' register maintained by Euroclear Finland Oy based on these shares at the latest by 15 April 2026 at 10.00 a.m. (Finnish time) As regards nominee registered shares, this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request, in good time, the necessary instructions regarding the temporary registration in the Company's shareholders' register, the issuing of proxy documents and voting instructions, registration for the General Meeting as well as advance voting from his/her custodian bank. The account management organization of the custodian bank shall register a holder of nominee registered shares, who wants to participate in the General Meeting, to be temporarily entered in the Company's shareholders' register at the latest by the time stated above and see to the voting in advance on behalf of a holder of nominee registered shares before the due date for the registration. Further information on these matters can also be found on the Company's website at [citycon.com/agm2026](https://citycon.com/agm2026).

### **4. Voting in Advance**

Shareholders with a Finnish book-entry account may vote in advance on certain agenda items of the General Meeting during the period from 1 April 2026 at 9.00 a.m. (Finnish time) until 15 April 2026 at 10.00 a.m. (Finnish time).

Advance voting can be done in the following ways:

- a) electronically by utilizing Euroclear's electronic general meeting service accessible at [citycon.com/agm2026](https://citycon.com/agm2026). Voting in advance electronically requires strong electronic identification with a bank ID or mobile certificate for natural persons and business ID and the book-entry account number for legal persons.
- b) by sending the advance voting form available on the Company's website or corresponding information to Euroclear Finland Oy by email to [yhtiokokous@euroclear.com](mailto:yhtiokokous@euroclear.com) or by regular mail to Euroclear Finland Oy, Yhtiökokous/Citycon Oyj, P.O. Box 1110, FI-00101 Helsinki.



The advance voting form and instructions relating to the advance voting will be available on the Company's website at [citycon.com/agm2026](http://citycon.com/agm2026) no later than 1 April 2026 at 9.00 a.m. (Finnish time).

If a shareholder participates in the General Meeting by voting in advance in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all information required for registration and advance voting is duly provided. No other notification of participation is required for the General Meeting.

A shareholder who has voted in advance cannot request information under the Finnish Limited Liability Companies Act or request a vote at the General Meeting unless they or their proxy representative participates in the General Meeting in person.

With regards to holders of nominee registered shares, the advance voting is performed via the account management organization. The account management organization may vote in advance on behalf of the holders of nominee registered shares it represents, in accordance with the voting instructions provided by them, during the advance voting period for holders of nominee registered shares.

An agenda item subject to advance voting, is considered to have been presented unchanged to the General Meeting. Conditions related to the electronic advance voting and other related instructions are available on the Company's website at [citycon.com/agm2026](http://citycon.com/agm2026).

## **6. Other Instructions and Information**

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.

Changes in shareholding after the record date do not affect the right to participate in the General Meeting nor the number of voting rights.

On the date of publication of this notice, 30 March 2026, Citycon Oyj has 183,569,011 shares and votes.

CITYCON PLC  
Board of Directors