

## Annual General Meeting of Citycon Oyj

**Time:** 17 March 2020 at 12:00 noon

**Place:** Finnkinno Iso Omena (ISENSE hall), Piispansilta 11, Espoo

**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 member Per-Anders Ovin (by phone), the company's CEO F. Scott Ball, the auditor with principal responsibility Mikko Rytelahti appointed by the company's auditing firm, senior executives of the company as well as technical personnel.

Board members Chaim Katzman, Bernd Knobloch, Arnold de Haan, Alexandre Koifman, David Lukes, Andrea Orlandi, Ofer Stark and Ariella Zochovitzky were absent.

### 1 §

#### Opening of the meeting

CEO of the Company F. Scott Ball opened the meeting.

### 2 §

#### Calling the meeting to order

Mr. Mikko Heinonen, Attorney-at-Law, was elected Chairman of the general meeting and he called Ms. Marjo Westergård, Legal Counsel, 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 and interpreted simultaneously in English and that the meeting was streamed through webcast and it was possible to follow the general meeting over the internet also by parties other than the company's shareholders. It was recorded that the arrangement was accepted by the meeting participants. It was further stated that the presentations of the CEO and CFO would be video recorded and that they will be available for review on the company's website.

The Chairman noted that certain shareholders had provided the company with voting instructions prior to the meeting and gave a description of the voting instructions provided by these shareholders. It was noted that to the extent the voting instructions contain opposing or abstaining votes, the amount of opposing or abstaining votes shall be recorded in the minutes under the agenda item concerned, unless a count is made.

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

### 3 §

#### Election of persons to scrutinize the minutes and to supervise the counting of votes

Lassi Ruuska was elected to scrutinize the minutes.

Laura-Maria Jauhiainen and Tatu Issakainen were elected to supervise the counting of votes.

#### 4 §

##### **Recording the legality of the meeting**

It was recorded that the notice to the meeting had been published on the company's website and as a stock exchange release on 20 February 2020.

It was recorded that the general meeting had been convened in accordance with the articles of association and the Finnish Companies Act (624/2006, as amended, 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 and adopting the list of votes**

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 254 shareholders were present either in person, by statutory representative or by proxy, was presented (**Appendix 1**). It was recorded that in total 27 shareholders or representatives were physically present at the meeting. 144 550 869 shares and votes were represented at the meeting when it began, corresponding 81.2 per cent of the company's shares and votes.

The list of votes as at the beginning of the meeting was adopted in accordance with the Appendix 1. It was recorded that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

It was recorded that due to the current authority restrictions on movement and travel relating to the COVID-19 situation, the company had received requests for the meeting to be able to be followed via webcast. Because of this, the general meeting decided to offer the possibility to follow the general meeting through streaming over the internet on the company's website translated to Finnish and English. Therefore, even parties other than the company's shareholders were able to follow the meeting.

#### 6 §

##### **Presentation of the financial statements and the report of the Board of Directors for the year 2019**

The CEO of the company Mr. F. Scott Ball gave a presentation on the company's current operational environment and operations in 2019.

The CFO of the company Mr. Eero Sihvonen presented the financial statements for the financial year 1 January – 31 December 2019 and the report by the Board of Directors.

It was recorded that the financial statements had been available on the company's website prior to the meeting for the period required by the Companies Act.

The financial statements were attached to the minutes (**Appendix 4**).

#### 7 §

##### **Presentation of the auditor's report**

Mr. Mikko Ryttilahti, the company's auditor with principal responsibility presented the auditor's report.

It was recorded that the auditor's report had been available on the company's website prior to the meeting for the period required by the Companies Act.

The auditor's report was attached to the minutes (**Appendix 5**).

**8 §**

**Adoption of the financial statements**

The general meeting adopted the financial statements, including the consolidated financial statements, for the financial year 1 January – 31 December 2019.

**9 §**

**Resolution on the use of the profit shown on the balance sheet as well as authorisation to the Board of Directors to decide on the distribution of dividend and assets from the invested unrestricted equity fund**

It was recorded that the Board of Directors had proposed to the general meeting that based on the balance sheet to be adopted for the financial period ended on 31 December 2019, no dividend be distributed by a resolution of the Annual General Meeting and further that the Board of Directors be authorised to decide in its discretion on the distribution of dividend and assets from the invested unrestricted equity fund in accordance with the proposal attached to the minutes (**Appendix 6**).

The general meeting decided in accordance with the proposal of the Board of Directors that based on the balance sheet adopted for the financial period ended on 31 December 2019, no dividend be distributed by a resolution of the Annual General Meeting and further that the Board of Directors be authorised to decide in its discretion on the distribution of dividend and assets from the invested unrestricted equity fund in the manner set forth below:

Based on this authorisation, the maximum total amount of dividend to be distributed shall not exceed EUR 8,899,926.25 and the maximum total amount of equity repayment distributed from the invested unrestricted equity fund shall not exceed EUR 106,799,115.00. The authorisation would equal to a maximum of approximately EUR 0.05 per share in dividend and a maximum of approximately EUR 0.60 per share in equity repayment.

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

Unless the Board of Directors decides otherwise for a justified reason, the authorisation will be used to distribute dividend and/or equity repayment four times during the period of validity of the authorisation. In this case, the Board of Directors will make separate resolutions on each distribution of the dividend and/or equity repayment so that the preliminary record and payment dates will be as stated below. Citycon shall make separate announcements of such Board resolutions.

<b>Preliminary payment date</b>	<b>Preliminary record date</b>
31 March 2020	19 March 2020
30 June 2020	22 June 2020
30 September 2020	23 September 2020
30 December 2020	18 December 2020

The dividend and/or 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 Ltd on the record date of the dividend and/or equity repayment.

**10 §**

**Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

The general meeting decided to discharge the members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2019.

## 11§

### Adoption of the Remuneration Policy for governing bodies

It was noted that the Board of Directors had proposed that the Remuneration Policy for the governing bodies (including the members of the Board of Directors, the CEO and the deputy CEO) be adopted. For the sake of clarity, it was noted that handling the Remuneration Policy is related to the amended legislation and the Finnish Corporate Governance Code which the company complies with, and that according to the law, the General Meeting's resolution on the matter is advisory.

The Chairman Mikko Heinonen presented the key points of the Remuneration Policy to the meeting.

The Annual General Meeting resolved to adopt the Remuneration Policy as proposed.

It was recorded that the number of opposing votes of the shareholders on this agenda item was 15,986,953 and abstaining votes 56,711.

## 12 §

### Resolution on the remuneration of the members of the Board of Directors

It was recorded that Board of Directors had proposed to the general meeting on the recommendation of the Nomination and Remuneration Committee that duly elected members of the Board of Directors be paid remuneration in accordance with the proposal attached to the minutes (**Appendix 6**).

The general meeting decided in accordance with the proposal of the Board of Directors that 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 will be paid an additional annual fee of EUR 5,000.

Furthermore, the general meeting decided in accordance with the proposal of the Board of Directors that the Chairmen of the meetings of the Board's Committees be paid a meeting fee of EUR 800 and other Board and Committee members EUR 600 per meeting, with the exception of the Chairman of the Board, who shall be paid no meeting fees. The members of the Board of Directors will be compensated for accrued travel and lodging expenses as well as other potential costs related to Board and Committee work.

It was recorded that a Board member has the possibility to choose not to accept any annual fees and/or meeting fees.

## 13 §

### Resolution on the number of members of the Board of Directors

It was recorded that according to article 4 of the articles of association, the number of members of the Board of Directors shall be no less than five (5) and no more than ten (10).

It was recorded that the Board of Directors had proposed to the general meeting on the recommendation of the Nomination and Remuneration Committee that the number of members of the Board of Directors be eight (8) in accordance with the proposal attached to the minutes (**Appendix 6**).

The general meeting decided in accordance with the proposal of the Board of Directors that the number of members of the Board of Directors shall be eight (8).

## 14 §

### Election of the members of the Board of Directors

It was recorded that according to article 4 of the articles of association, the term of office of the members of the Board of Directors shall expire at the close of the Annual General Meeting following their election.

It was recorded that the Board of Directors had proposed to the general meeting on the recommendation of the Nomination and Remuneration Committee that, for a term of office expiring at the close of the next Annual General Meeting, the Board members would be elected in accordance with the proposal attached to the minutes (**Appendix 6**).

It was recorded that all the Board member candidates had given their consent to the election.

The general meeting decided in accordance with the proposal of the Board of Directors that the following individuals shall be re-elected members of the Board of Directors for a term of office expiring at the close of the next Annual General Meeting:

Mr. Chaim Katzman,  
Mr. Arnold de Haan,  
Mr. David Lukes,  
Mr. Andrea Orlandi,  
Mr. Per-Anders Ovin,  
Mr. Ofer Stark  
Ms. Ariella Zochovitzky, and  
Mr. Alexandre Koifman.

Of the current Board members, Bernd Knobloch had announced that he is not available for re-election.

## **15 §**

### **Resolution on the remuneration of the auditor**

It was recorded that the Board of Directors had proposed to the general meeting on the recommendation of the Audit and Governance Committee that the audit fee be paid according to the auditor's invoice approved by the company in accordance with the proposal attached to the minutes (**Appendix 6**).

The general meeting decided in accordance with the proposal of the Board of Directors that the remuneration to the auditor to be elected shall be paid in accordance with the auditor's invoice approved by the company.

## **16 §**

### **Election of the auditor**

It was recorded that according to article 8 of the articles of association, the general meeting shall elect one (1) auditor to examine the administration and accounts of the company. The auditor shall be an authorised audit firm. The term of the auditor shall expire at the closing of the Annual General Meeting following the election.

It was recorded that the Board of Directors had proposed to the general meeting on the recommendation of the Audit and Governance Committee that Ernst & Young Oy, a firm of authorised public accountants, be re-elected as the auditor of the company in accordance with the proposal attached to the minutes (**Appendix 6**). Ernst & Young Oy has announced that APA Mikko Ryttilahti will act as the auditor with principal responsibility.

It was recorded that the proposed auditor had given its consent to the election.

The general meeting decided in accordance with the proposal of the Board of Directors that Ernst & Young Oy, a firm of authorised public accountants, be re-elected as the auditor of the company for a term of office expiring at the close of the next Annual General Meeting.

## **17 §**

### **Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares**

It was recorded that the Board of Directors had proposed to the general meeting that the Board of Directors be authorised 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 Companies Act by one or several decisions in accordance with the proposal attached to the minutes (**Appendix 6**).

The general meeting decided in accordance with the proposal of the Board of Directors that the Board of Directors be authorised 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 Companies Act by one or several decisions in the manner described below:

The number of shares to be issued shall not exceed 17,000,000 shares, which corresponds to approximately 9.55 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 authorisation 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 rights by way of a directed issue.

The authorisation is valid until the close of next Annual General Meeting, however, no longer than until 30 June 2021, and it revokes all earlier share issue authorisations as well as authorisations to issue special rights entitling to shares.

It was recorded that 813,465 opposing votes of shareholders had been notified under this agenda item.

## **18 §**

### **Authorising the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the company's own shares**

It was recorded that the Board of Directors had proposed to the general meeting that the Board of Directors be authorised to decide on the repurchase and/or on the acceptance as pledge of the company's own shares in one or several tranches in accordance with the proposal attached to the minutes (**Appendix 6**).

The general meeting decided in accordance with the proposal of the Board of Directors that the Board of Directors be authorised 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 10,000,000 shares, which corresponds to approximately 5.62 per cent of all registered shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorisation.

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

The Board of Directors decides 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 otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorisation is valid until the close of next Annual General Meeting, however, no longer than until 30 June 2021, and it revokes all earlier authorisations to repurchase and/or accept as pledge the company's own shares.

It was recorded that 1,246 abstaining votes of shareholders had been notified under this agenda item.

**19 §**

**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 31 March 2020 at the latest.

The Chairman closed the meeting at 12.40 p.m.

*[Signatures in the following page]*

Chairman of the general meeting:

\_\_\_\_\_

Mikko Heinonen

in fidem:

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Marjo Westergård

Minutes reviewed and approved:

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Lassi Ruuska

**Appendices**

- Appendix 1** List of votes
- Appendix 2** Summary lists of the voting instructions of nominee registered and other shareholders delivered to the company
- Appendix 3** Notice to the general meeting
- Appendix 4** Financial statements
- Appendix 5** Auditor's report
- Appendix 6** Proposals by the Board of Directors to the Annual General Meeting