

Remuneration Report

about remuneration paid by Citycon Oyj during the financial year 1 January–31 December 2015

Citycon's Remuneration Report has been drafted according to the Finnish Corporate Governance Code (www.cgfinland.fi/en) issued by the Finnish Securities Market Association. The Remuneration Report discloses remuneration paid during the financial year 1 January–31 December 2015. For comparison, the Remuneration Report also presents remuneration paid during the financial year preceding the reported financial year.

Board of Directors

The annual and meeting fees paid to the Board members for Board and Committee work in 2015 and, for comparison, corresponding information from the previous financial year (EUR):

	2015		2014	
	Annual fees	Meeting fees	Annual fees	Meeting fees
Ronen Ashkenazi	75,000	12,800	75,000	10,800
Arnold de Haan (as of 10 June 2014)	50,000	13,200	40,479	5,400
Chaim Katzman	165,000	-	165,000	-
Bernd Knobloch	70,000	15,600	70,000	15,600
Kirsi Komi	50,000	15,000	50,000	16,200
Rachel Lavine (as of 19 March 2015)	50,000	11,400	-	-
Karine Ohana (until 19 March 2015)	-	2,400	50,000	13,800
Andrea Orlandi* (as of 10 June 2014)	-	-	-	-
Claes Ottosson	50,000	14,400	50,000	15,600
Per-Anders Ovin	50,000	15,000	50,000	16,200
Jorma Sonninen (until 10 June 2014)	--	--	9,589	4,200
Yuval Yanai (until 10 June 2014)	-	--	9,589	8,400
Ariella Zochovitzky	55,000	16,800	55,000	18,600
	615,000	116,600	624,657	124,800
Total		731,600		749,457

* Andrea Orlandi has notified the company that he will not accept any annual or meeting fees payable by the company.

The Board members do not have an employment or service contract with the company. Furthermore, they do not have share-based remuneration schemes, nor are they included in the company's other incentive schemes.

CEO

Marcel Kokkeel (LL.M, born 1958) acts as Citycon's CEO since 24 March 2011.

Financial benefits paid to the CEO in 2015 and, for comparison, corresponding information from the previous year are listed in the table below (EUR):

CEO's benefits	2015	2014
Annual salary (EUR)	621,150.00	614,736.26
Fringe benefits (EUR)	37,357.20	28,825.23
Cash bonus related to CEO's performance bonus for the previous financial year (EUR)	200,000.00	185,065.00
Share bonus related to CEO's performance bonus for the previous financial year (Citycon share)	62,630	68,948

To evaluate the achievement of the CEO's performance targets and to confirm the performance bonus amount for the financial years 2014 and 2013, the Board of Directors utilised an overall performance evaluation. The Board will decide on the performance bonus payable for the financial year 2015 when it evaluates the achievement of the performance targets during the first quarter of 2016. The CEO's performance target measures and their mutual weights for 2015, as determined by the Board, are EPRA EPS (weight 20%), net rental income growth (weight 15%), fair value development of the like-for-like properties (weight 10%), progress of investments, divestments and developments (weight 25%) and discretionary (weight 30%), but the Board, at its discretion and based on its overall performance evaluation, may adjust the CEO's performance bonus amount within the maximum bonus sum stipulated in the CEO's service agreement.

Related to the company's stock option plan 2011, the CEO has 1,000,000 stock options 2011A-D(I), 250,000 stock options in each sub-category. A share ownership obligation, under which the CEO is obliged to acquire the company's shares with 25% of the gross stock option income gained from the exercised stock options, is incorporated into the stock options granted to the CEO. The acquisition obligation will expire once the CEO owns the company's shares worth his 12 months' gross salary. Such shares must be held as long as the service contract is in force.

On the basis of the performance period 2015–2017 of the performance share plan 2015, the CEO may be granted a maximum of 219,974 shares.

The CEO does not have any individual pension arrangements.

Members of the Corporate Management Committee

In 2015, in addition to the CEO, Citycon's Corporate Management Committee consisted of Eero Sihvonen, Executive Vice President and CFO; Anu Tuomola, General Counsel and Head of Legal Affairs; Jurn Hoeksema, Chief Operating Officer; Nils Styf, Chief Investment Officer; Harri Holmström, Chief Commercial Officer (until 31 January 2015); and Eirik Thrygg, Chief Development Officer (14 July–31 December 2015); and Marianne Håkonsen, Vice President, Marketing and Branding.

Financial benefits paid to the members of the Corporate Management Committee in 2015 and, for comparison, corresponding information from the previous year, are presented in the table below (EUR):

Benefits of the members of the Corporate Management Committee (excluding the CEO)	2015	2014*
Annual salaries and severance compensation	1,206,097.27	1,017,059.74
Fringe benefits	93,015.57	50,800.86
Performance bonuses for the previous financial year	438,652.85	338,289.54

* In 2014, in addition to the CEO, the Corporate Management Committee consisted of Eero Sihvonen, Executive Vice President and CFO; Anu Tuomola, General Counsel and Head of Legal Affairs; Jurn Hoeksema, Chief Operating Officer (since June 2014); Nils Styf, Chief Investment Officer; and Harri Holmström, Chief Commercial Officer (as Chief Operating Officer until June 2014).

The performance bonus amounts paid to the members of the Corporate Management Committee have been based on the Group's and business units' profit and personal performances of the members.

In relation to the company's stock option plan 2011, the members of the Corporate Management Committee have the following stock options:

Stock option plan 2011	2011A (I-III)	2011B (I-III)	2011C (I-III)	2011D (I-III)
Members of the Corporate Management Committee (excluding the CEO)	337,500	337,500	337,500	337,500

A share ownership obligation, under which the members of the Corporate Management Committee are obliged to acquire the company's shares with 25% of the gross stock option income gained from the exercised stock options, is incorporated into the stock options granted to the members. The acquisition obligation will expire once the member owns the company's shares worth 12 months of his or her gross salary. Such shares must be held as long as the employment contract is in force.

On the basis of the performance period 2015–2017 of the performance share plan 2015, the members of the Corporate Management Committee may be granted a maximum total of 434,053 shares.

Members of the Corporate Management Committee do not have any individual pension arrangements.

Subscription on the basis of the stock option plan 2011

The stock options issued under the stock option plan 2011 have not been exercised for share subscription (31 January 2016).