

Proposals by Citycon's Board of Directors' Nomination and Remuneration Committee for the AGM

(Agenda items 11, 12 and 13)

Resolution on the Remuneration of Members of the Board of Directors

The Board of Directors' Nomination and Remuneration Committee proposes 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 would be paid an additional annual fee of EUR 5,000.

In addition, the Nomination and Remuneration Committee proposes 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. The Chairman of the Board shall be paid no meeting fees. The Nomination and Remuneration Committee also proposes that the members of the Board of Directors not residing in the Helsinki metropolitan area be compensated accrued travel and lodging expenses as well as other potential costs related to Board work.

Resolution on the Number of Members of the Board of Directors

The Board of Directors' Nomination and Remuneration Committee proposes that the number of members of the Board of Directors shall be ten.

Election of Members of the Board of Directors

The Board of Directors' Nomination and Remuneration Committee proposes that the current members of the Board of Directors Ronen Ashkenazi, Chaim Katzman, Bernd Knobloch, Kirsi Komi, Karine Ohana, Claes Ottosson, Per-Anders Ovin, Jorma Sonninen, Ariella Zochovitzky and Yuval Yanai be re-elected to the Board for a term that will continue until the close of the next Annual General Meeting.

Said persons have given their consent to the re-election. Their personal details are available on the company's website at www.citycon.com.

