

Proposals of Citycon's Board of Directors' Nomination and Remuneration Committee for the EGM
(Agenda item 6.4)

Election of Members of the Board of Directors

The Board of Directors' Nomination and Remuneration Committee proposes that, conditional upon the completion of the Directed Share Issue, two new members of the Board of Directors be elected as follows:

Andrea Orlandi and Arnold de Haan be elected new members of the Board of Directors, both of them for a term that will start on the date on which the shares issued in the Directed Share Issue are registered in the Trade Register (the "Completion of the Directed Share Issue"), i.e. on or about 10 June 2014, and continue until the close of the next Annual General Meeting. Both proposed new members have given their consent to the election. The personal details of the proposed members are available on the company's website at www.citycon.com.

Jorma Sonninen and Yuval Yanai have resigned from the Board of Directors conditional upon and effective as of the Completion of the Directed Share Issue. Other members of the Board of Directors shall continue in their positions until the close of the next Annual General Meeting.

The remuneration of the members of the Board of Directors is not proposed to be amended. For the sake of clarity, both the replaced and new members of the Board of Directors shall be paid annual fees in proportion to the length of their term of office. A member of the Board of Directors may decide to decline the annual fees and/or meeting fees payable by the company.

