

## Proposals by Citycon's Board of Directors' for the Annual General Meeting

(Agenda items 9, 11-18)

### 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 Dividend and Assets from the Invested Unrestricted Equity Fund

(agenda item 9)

The Board of Directors proposes that based on the balance sheet to be adopted for the financial period ended on 31 December 2019, no dividend is distributed by a resolution of the Annual General Meeting.

Nonetheless, the Board of Directors proposes that the Board of Directors be authorized 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 authorization, 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. Based on the current total number of issued shares in the company, the authorization would equal to a maximum of EUR 0.05 per share in dividend and a maximum of EUR 0.60 per share in equity repayment.

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

Unless the Board of Directors decides otherwise for a justified reason, the authorization will be used to distribute dividend and/or equity repayment four times during the period of validity of the authorization. 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.

Preliminary payment date	Preliminary record date
31 March 2020	19 March 2020
30 June 2020	22 June 2020
30 September 2020	23 September 2020
31 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.

### Adoption of the Remuneration Policy for Governing Bodies

(agenda item 11)

The Board of Directors proposes that the Remuneration Policy for the governing bodies (including the members of the Board of Directors and the CEO) be adopted.

### Resolution on the Remuneration of the Members of the Board of Directors

(agenda item 12)

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, with the exception of the Chairman of the Board, who shall be paid no meeting fees.

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.

**Resolution on the Number of Members of the Board of Directors**  
(agenda item 13)

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.

**Election of the Members of the Board of Directors**  
(agenda item 14)

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, Arnold de Haan, David Lukes, Andrea Orlandi, Per-Anders Ovin, Ofer Stark, Ariella Zochovitzky and Alexandre Koifman be re-elected. 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. Of the current Board members, Bernd Knobloch has announced that he is not available for re-election.

All candidates have given their consent to the election. All candidates of the Board of Directors are independent of the Company, with the exception of Ofer Stark. All candidates, with the exception of Chaim Katzman, Ofer Stark and Andrea Orlandi are independent of the Company's significant shareholders.

All candidates for the Board of Directors have been presented on the company's website [citycon.com/agm2020](http://citycon.com/agm2020).

**Resolution on the Remuneration of the Auditor**  
(agenda item 15)

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.

**Election of the Auditor**  
(agenda item 16)

On the recommendation of the Audit and Governance Committee, the Board of Directors proposes that the company's present auditor Ernst & Young Oy, a firm of authorized public accountants, be re-elected as the auditor. Ernst & Young Oy has announced that APA Mikko Ryttilahti would act as the auditor with principal responsibility.

**Authorizing the Board of Directors to Decide on the Issuance of Shares as well as the Issuance of Special Rights Entitling to Shares**  
(agenda item 17)

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 Companies Act by one or several decisions in the manner described below.

The number of shares to be issued shall not exceed 17 million shares, which would correspond 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 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 rights by way of a directed issue.

The authorization 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 authorizations as well as authorizations to issue special rights entitling to shares.

**Authorizing the Board of Directors to Decide on the Repurchase and/or on the Acceptance as Pledge of the Company's Own Shares**  
(agenda item 18)

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 10 million shares, which would correspond to approximately 5.62 percent 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 authorization.

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