

## **Notice to the Extraordinary General Meeting of Citycon Oyj**

The Extraordinary General Meeting (the “**General Meeting**”) of Citycon Oyj will be held on Thursday, 8 December 2022 at 12:00 noon. The meeting will be held under special arrangements without shareholders’ or their proxy representatives’ presence at the headquarters of Citycon Oyj, at the address Piispansilta 9 A, FI-02230 Espoo, Finland.

The Board of Directors of Citycon Oyj has resolved on exceptional meeting procedures based on the transitional provision enacted in connection with the changes (660/2022) to Chapter 5 of the Finnish Limited Liability Companies Act (624/2006) regarding general meetings that entered into force on 11 July 2022. The General Meeting will be organized without shareholders’ and their proxy representatives’ presence at the meeting venue. Shareholders can participate in the General Meeting and use their shareholder rights in connection with the General Meeting by voting in advance (either personally or through a proxy representative) and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below. For further instructions, please refer to Section C. “Instructions for the Participants in the General Meeting” of this notice.

The Chairman of the Board of Directors, the members of the Board of Directors, the President and CEO and other management of the company will not attend the General Meeting and no webcast will be provided.

### **A. Matters on the Agenda of the General Meeting**

At the General Meeting, the following matters will be considered:

#### **1. Opening of the Meeting**

#### **2. Calling the Meeting to Order**

Attorney-at-law Mikko Heinonen will act as the Chairman of the General Meeting. If due to weighty reasons Mikko Heinonen is not able to act as the Chairman, the Board of Directors shall appoint another person it deems most suitable to act as the Chairman.

#### **3. Election of Persons to Scrutinize the Minutes and to Supervise the Counting of Votes**

The company’s Senior Legal Counsel Leena Rentola will scrutinize the minutes and supervise the counting of votes at the General Meeting. Should Leena Rentola for a weighty reason not be able to attend these tasks, the company’s Board of Directors will appoint another person that it deems most suitable to scrutinize the minutes and supervise the counting of votes.

#### **4. Recording the Legality of the Meeting**

#### **5. Recording the Attendance and Adopting the List of Votes**

Shareholders who have voted in advance in accordance with the instructions set out in this notice and who have the right to attend the General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act will be recorded to have attended the General Meeting. The list of votes will be adopted according to the information furnished by Euroclear Finland Oy.

#### **6. Amendment of the Articles of Association**

The Board of Directors proposes that Article 11 of the Articles of Association be amended to enable holding a general meeting completely without a meeting venue as a so-called remote meeting in addition

to the company's registered office, Helsinki, as well as Espoo, Stockholm, Oslo or Copenhagen. In its amended form, said provision of the Articles of Association would read as follows:

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The notice to convene a General Meeting shall be delivered by publishing the notice on the website of the Company.

The notice to convene a General Meeting shall be delivered no earlier than two (2) months and no later than three (3) weeks prior to the General Meeting, and in any event no later than nine (9) days before the record date of the General Meeting.

In order to attend a General Meeting, a shareholder must register with the Company no later than the date specified in the notice of the General Meeting, which date may not be earlier than ten (10) days prior to the General Meeting.

The General Meetings may be held, in addition to the Company's domicile Helsinki, in Espoo (Finland), Stockholm (Sweden), Oslo (Norway) or Copenhagen (Denmark) as may be resolved by the Board of Directors. The Board of Directors may also resolve on organizing a General Meeting without a meeting venue whereby the shareholders shall exercise their power of decision in full in real time during the meeting using telecommunication connection and technical means."

It is proposed that the Articles of Association remain unchanged in other respects.

## **7. Closing of the Meeting**

### **B. Documents of the General Meeting**

The proposal for the decision on the agenda of the General Meeting and this notice will be available on the company's website at [citycon.com/egm2022](http://citycon.com/egm2022) on 10 November 2022. Copies of these documents and this notice will be sent to shareholders upon request. Minutes of the General Meeting will be available on the aforementioned website as of 22 December 2022 at the latest.

### **C. Instructions for the Participants in the General Meeting**

The General Meeting will be organized without the shareholders' and their proxy representatives' presence at the meeting venue. Participation over real-time telecommunications or a recording of the General Meeting will not be available. Shareholders can participate in the General Meeting and use their shareholder rights only by voting in advance (either personally or through a proxy representative) and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below.

#### **1. Right to participate**

Each shareholder, who is registered in the company's shareholders' register maintained by Euroclear Finland Oy on 25 November 2022 has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the company's shareholders' register.

Instructions for holders of nominee-registered shares are set out below under Section C4 "Holders of nominee-registered shares".

#### **2. Registration and voting in advance**

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Registration for the General Meeting and advance voting will begin on 17 November 2022 at 9:00 a.m. (EET). A shareholder who is registered in the company's shareholders' register and who wishes to participate in the General Meeting, must register for the General Meeting and vote in advance no later than by 30 November 2022 at 4:00 p.m. (EET), by which time the votes must have been received.

A shareholder whose shares are registered on the shareholder's Finnish book-entry account can register and vote in advance on certain matters on the agenda of the General Meeting from 17 November 2022 at 9:00 a.m. (EET) until 30 November 2022 at 4:00 p.m. (EET) by the following means:

- a) electronically by utilizing Euroclear's electronic general meeting service accessible at [citycon.com/egm2022](http://citycon.com/egm2022). Registering and voting in advance requires strong electronic identification with a bank ID or mobile certificate for natural persons and business ID and the book-entry account number for legal persons. If the shareholders that are legal persons use the electronic Suomi.fi e-authorization, registration requires a strong electronic authentication of the authorized person by using a bank ID or mobile certificate.
- b) by sending the advance voting form available on the company's website or corresponding information to Euroclear Finland Oy by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) or by regular mail to Euroclear Finland Oy, Yhtiökokous/Citycon Oyj, P.O. Box 1110, FI-00101 Helsinki.

The advance voting form and instructions relating to the advance voting will be available on the company's website at [citycon.com/egm2022](http://citycon.com/egm2022) no later than on 17 November 2022 at 9:00 a.m. (EET).

If a shareholder participates in the General Meeting by voting in advance in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all information required for registration and advance voting is duly provided. No other notification of participation is required for the General Meeting.

In connection with the registration, a shareholder or a proxy representative is required to provide the requested personal information. The personal data given to the company by shareholders and proxy representatives is only used in connection with the General Meeting and with the processing of related necessary registrations.

### **3. Proxy representatives and powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. Also the proxy representative of a shareholder may only participate by voting in advance in the manner instructed above.

A proxy representative must produce a dated proxy document or otherwise, in a reliable manner, demonstrate his/her right to represent the shareholder at the General Meeting. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares, by which each proxy representative represents the shareholder, shall be identified in connection with the registration for the General Meeting.

Proxy and voting instruction templates will be available on the company's website at [citycon.com/egm2022](http://citycon.com/egm2022) as from 17 November 2022 onwards. Proxy documents and advance voting forms should be delivered to Euroclear Finland Oy by mail to Euroclear Finland Oy, Yhtiökokous/Citycon Oyj, P.O. Box 1110, FI-00101 Helsinki or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) before the last date for registration and advance voting, by which time the documents must be received.

If a shareholder delivers a proxy to the company in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all required information is included in the proxy documents.

Shareholders that are legal persons can also use the electronic Suomi.fi authorization service instead of the traditional proxy in Euroclear Finland Oy's general meeting service. In this case, the shareholder that is legal person authorizes an assignee nominated by it in the Suomi.fi service at suomi.fi/e-authorizations using the authorization topic "Representation at the General Meeting". The assignee must identify himself/herself with strong electronic authentication in Euroclear Finland Oy's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with personal bank IDs or a mobile certificate. More information on suomi.fi/e-authorizations.

Further information will also be available on the company's website at [citycon.com/egm2022](http://citycon.com/egm2022).

#### **4. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which (s)he on the record date of the General Meeting, i.e. on 25 November 2022, would be entitled to be registered in the company's shareholders' register maintained by Euroclear Finland Oy. In addition, the right to participate in the General Meeting requires that the shareholder has, on the basis of such shares, been temporarily registered in the shareholders' register maintained by Euroclear Finland Oy not later than 5 December 2022 at 10:00 a.m. (EET). As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the company's shareholders' register, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank shall register a holder of nominee registered shares, who wants to participate in the General Meeting, to be temporarily entered in the company's shareholders' register at the latest by the time stated above and see to the voting in advance on behalf of a holder of nominee registered shares before the due date for the registration. Further information on these matters can also be found on the company's website at [citycon.com/egm2022](http://citycon.com/egm2022).

#### **5. Other instructions and information**

A shareholder has the right to ask questions with respect to the matters to be considered at the General Meeting pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act. Such questions must be sent by email to [legal@citycon.com](mailto:legal@citycon.com) at the latest by 23 November 2022 at 4:00 p.m. (EET), by which time the questions must be received by the company.

Such questions by shareholders and responses to such questions by the company will be available on the company's website at [citycon.com/egm2022](http://citycon.com/egm2022) on 28 November 2022 at the latest. In connection with asking questions, shareholders are required to provide adequate evidence of their shareholding.

Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of voting rights held by the shareholder.

On the date of publication of this notice, 10 November 2022, Citycon Oyj has 168,008,940 shares and votes.

CITYCON OYJ  
Board of Directors