

Proposals by Citycon's Board of Directors' for the AGM

(Agenda items 9, 11–17)

Resolution on the Use of the Profit Shown on the Balance Sheet and the Distribution of Dividend and Assets from the Invested Unrestricted Equity Fund and Authorization of the Board of Directors to Decide on the Distribution of Assets from the Invested Unrestricted Equity Fund (agenda item 9)

The Board of Directors proposes that a dividend of EUR 0.01 per share be paid based on the balance sheet to be adopted for the financial period ended on 31 December 2015 and that an equity repayment of EUR 0.0275 per share be paid from the invested unrestricted equity fund. The dividend and the equity repayment would be paid to a shareholder who on the dividend distribution and the equity repayment record date 18 March 2016 is registered as a shareholder in the company's shareholders' register held by Euroclear Finland Ltd. The Board of Directors proposes that the dividend and the equity repayment would be paid on 29 March 2016. The aggregate amount of dividend and equity repayment to be paid will be, if needed, rounded up to the nearest full EUR cent per each shareholder.

The Board of Directors further proposes, that the Board of Directors be authorized to decide in its discretion on the distribution of assets from the invested unrestricted equity fund as follows:

The total amount of the distribution of equity repayment based on this authorization shall not exceed EUR 0.1125 per share. 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 equity repayment three times during the period of validity of the authorization. In this case the Board of Directors will make separate resolutions on the distribution of equity so that the payment dates of the equity repayments will be on 30 June 2016, 30 September 2016 and 31 December 2016. Citycon shall make separate announcements of such Board resolutions.

The equity repayment based on a 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 for the equity repayment. The Board of Directors will decide on the record date in connection with each equity repayment decision.

Resolution on the Remuneration of Members of the Board of Directors

(agenda item 11)

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that the Chairman of the Board of Directors be paid an annual fee of EUR 160,000, the Deputy Chairmen EUR 80,000 and the ordinary members of the Board EUR 60,000. The Chairmen of the Board of Directors' Committees would be paid an additional annual fee of EUR 6,000.

In addition, it is proposed that the Board and Committee members be paid a meeting fee of EUR 1,000 per meeting, including meetings of interim or ad hoc committees established by the Board for a specific purpose. The Chairman of the Board shall be paid no meeting fees. The members of the Board of Directors are proposed to be compensated accrued travel and lodging expenses as well as other potential costs related to Board and Committee work.

The Board of Directors proposes further on the recommendation of the Nomination and Remuneration Committee that the Board members be paid a daily compensation of EUR 1,000 for participating in property tours and other corresponding specific assignments taking place outside the scheduled meetings of the Board of Directors or Board Committees.

Resolution on the Number of 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 number of members of the Board of Directors shall be ten.

Election 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 of the current members of the Board of Directors Chaim Katzman, Bernd Knobloch, Arnold de Haan, Kirsi Komi, Rachel Lavine, Andrea Orlandi, Claes Ottosson, Per-Anders Ovin and Ariella Zochovitzky be re-elected, and that Dor J. Segal be elected as a new member to the Board of Directors. 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, Ronen Ashkenazi will leave the Board of Directors.

All candidates have given their consent to the election.

All candidates and the evaluation regarding their independence have been presented on the company's website www.citycon.com/agm2016. In addition, information on the proposed new member of the Board of Directors is available at the end of AGM notice.

Resolution on the Remuneration of the Auditor (agenda item 14)

The Board of Directors proposes on the recommendation of the Audit and Governance Committee that the audit fee be paid according to the auditor's invoice.

Election of the Auditor (agenda item 15)

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

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 16)

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 Finnish Companies Act by one or several decisions as follows.

The amount of shares to be issued shall not exceed 85 million shares, which corresponds to approximately 9.55 percent of all the current 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 2017.

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 17)

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 amount of own shares to be repurchased and/or accepted as pledge shall not exceed 50 million shares, which corresponds to approximately 5.61 per cent of all the current 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 otherwise at a price 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 using, inter alia, 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 2017.