

## Annual General Meeting of Citycon Oyj

**Time:** 19 March 2014 at 2:00 p.m.

**Place:** Finlandia Hall (hall B), Mannerheimintie 13, Helsinki, Finland

**Present:** The shareholders set out in the list of votes ([Appendix 1](#)) adopted at the meeting were present at the meeting, in person or represented.

Present at the meeting were, in addition, Board members Bernd Knobloch, Kirsi Komi, Karine Ohana, Claes Ottosson, Per-Anders Ovin, Jorma Sonninen, Yuval Yanai and Ariella Zochovitzky, the CEO, the responsible auditor appointed by the company's auditing firm, representatives of the company's senior management as well as technical personnel.

### 1 §

#### OPENING OF THE MEETING

The Deputy Chairman of the Board of Directors Bernd Knobloch opened the meeting.

### 2 §

#### CALLING THE MEETING TO ORDER

Mr. Manne Airaksinen, Attorney-at-Law, was elected Chairman of the General Meeting and he called Ms. Anu Tuomola, General Counsel, to act as secretary.

The Chairman explained the procedures for considering the items on the agenda of the meeting.

It was recorded that the meeting was conducted in Finnish.

The Chairman noted that certain shareholders holding nominee registered shares had provided the company with voting instructions prior to the meeting and gave a description of the voting instructions that these nominee registered shareholders had provided.

Summary lists of the voting instructions of the above-mentioned nominee registered shareholders were attached to the minutes ([Appendix 2](#)).

### 3 §

#### ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Ms. Kati Lappalainen was elected to scrutinize the minutes.

Ms. Suoma Pellikka and Ms. Iris Rauhalhti were elected to supervise the counting of votes.

**4 §**

**RECORDING THE LEGALITY OF THE MEETING**

According to article 11 of the company's articles of association, the notice to a General Meeting shall be published on the company's website no earlier than two months and no later than three weeks prior to the General Meeting, however, always at least nine days prior to the record date of the General Meeting.

It was recorded that the notice to the meeting had been published on the company's website and as a stock exchange release on 5 February 2014.

It was recorded that the General Meeting had been convened in accordance with the articles of association and the Finnish Limited Liability Companies Act and that the meeting therefore constituted a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3](#)).

**5 §**

**RECORDING THE ATTENDANCE AND ADOPTING THE LIST OF VOTES**

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 325 shareholders were present either in person, by statutory representative or by proxy, was presented ([Appendix 1](#)). 335 894 197 shares and votes were represented at the beginning of the meeting.

It was recorded that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

**6 §**

**PRESENTATION OF THE FINANCIAL STATEMENTS AND THE REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2013**

The CEO of the company Mr. Marcel Kokkeel gave a presentation on the company's activities in 2013.

The CFO of the company Mr. Eero Sihvonen presented the financial statements for the financial year 1 January 2013 – 31 December 2013 and the report by the Board of Directors.

It was recorded that the financial statements had been available on the company's website prior to the meeting for the period required by the Finnish Limited Liability Companies Act.

The financial statements were attached to the minutes ([Appendix 4](#)).

7 §

**PRESENTATION OF THE AUDITOR'S REPORT**

It was recorded that the auditor's report had been available on the company's website prior to the meeting for the period required by the Finnish Limited Liability Companies Act.

The company's responsible auditor Ms. Eija Niemi-Nikkola presented the auditor's report, which was attached to the minutes ([Appendix 5](#)).

8 §

**ADOPTION OF THE FINANCIAL STATEMENTS**

The General Meeting adopted the financial statements, including the consolidated financial statements, for the financial year 1 January 2013 – 31 December 2013.

9 §

**RESOLUTION ON THE USE OF THE PROFITS SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND AND RESOLUTION ON THE DISTRIBUTION OF ASSETS FROM THE INVESTED UNRESTRICTED EQUITY FUND**

It was recorded that the Board of Directors had proposed to the General Meeting that dividend be distributed and an equity repayment be paid from the distributable assets of Citycon Oyj in accordance with the proposal attached to the minutes ([Appendix 6](#)).

The General Meeting decided in accordance with the proposal of the Board of Directors that a dividend of EUR 0.03 per share be paid from the retained earnings and an equity repayment of EUR 0.12 per share be paid from the invested unrestricted equity fund. The dividend and the equity repayment will be paid to a shareholder registered in the company's shareholders' register maintained by Euroclear Finland Ltd on the record date for dividend payment and equity repayment 24 March 2014. The dividend and equity repayment shall be paid on 31 March 2014.

It was recorded that 420,585 opposing votes and 41,057 abstaining votes of nominee registered shareholders had been notified under this agenda item.

10 §

**RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY**

The General Meeting decided to discharge the members of the Board of Directors and the CEO from liability for the financial year 1 January 2013 – 31 December 2013.

It was recorded that 149,291 opposing votes of nominee registered shareholders had been notified under this agenda item.

**11 §**

**RESOLUTION ON THE REMUNERATION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that the Board of Directors' Nomination and Remuneration Committee had proposed to the General Meeting that duly elected members of the Board of Directors be paid remuneration in accordance with the proposal attached to the minutes ([Appendix 6](#)).

The General Meeting decided in accordance with the proposal of the Board of Directors' 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 70,000 and the ordinary members of the Board of Directors EUR 50,000. The Chairmen of the Board of Directors' Committees shall be paid an additional annual fee of EUR 5,000.

Furthermore, the General Meeting decided in accordance with the proposal of the Board of Directors' Nomination and Remuneration Committee 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 of Directors shall be paid no meeting fees. Members of the Board of Directors not residing in the Helsinki metropolitan area shall be compensated accrued travel and lodging expenses as well as other potential costs related to Board work.

**12 §**

**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that according to article 4 of the articles of association the number of members of the Board of Directors shall be no less than five (5) and no more than ten (10).

It was recorded that the Board of Directors' Nomination and Remuneration Committee had proposed to the General Meeting that the number of members of the Board of Directors shall be ten (10).

The General Meeting decided in accordance with the proposal of the Board of Directors' Nomination and Remuneration Committee that the number of members of the Board of Directors shall be ten (10).

It was recorded that 6,092,896 abstaining votes of nominee registered shareholders had been notified under this agenda item.

**13 §**

**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was recorded that according to article 4 of the articles of association the term of office of the members of the Board of Directors shall expire at the close of the Annual General Meeting following their election.

It was recorded that the Board of Directors' Nomination and Remuneration Committee had proposed to the General Meeting that the current members of the Board of Directors be re-elected to the Board of Directors for a term that will continue until the close of the next Annual General Meeting in accordance with the proposal attached to the minutes ([Appendix 6](#)).

It was recorded that all the Board member candidates had given their consent to the re-election.

The General Meeting decided in accordance with the proposal the Board of Directors' Nomination and Remuneration Committee that the following individuals shall be elected members of the Board of Directors for a term of office expiring at the close of the next Annual General Meeting:

Mr. Ronen Ashkenazi,  
Mr. Chaim Katzman,  
Mr. Bernd Knobloch,  
Ms Kirsi Komi,  
Ms. Karine Ohana,  
Mr. Claes Ottosson,  
Mr. Per-Anders Ovin,  
Mr. Jorma Sonninen,  
Mr. Yuval Yanai, and  
Ms. Ariella Zochovitzky.

It was recorded that 533,796 abstaining votes of nominee registered shareholders had been notified under this agenda item.

**14 §**

**RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was recorded that the Board of Directors' Audit and Governance Committee had proposed to the General Meeting that the audit fee shall be paid according to the auditor's invoice.

The General Meeting decided in accordance with the proposal of the Board of Directors' Audit and Governance Committee that the remuneration to the auditor to be elected shall be paid according to the auditor's invoice

It was recorded that 645,894 opposing votes of nominee registered shareholders had been notified under this agenda item.

**15 §**

**ELECTION OF THE AUDITOR**

It was recorded that according to article 8 of the articles of association the company has one (1) auditor who must be an audit firm certified by the Central Chamber of Commerce. The term of office of the auditor shall expire at the close of the next Annual General Meeting after the election.

It was recorded that the Board of Directors' Audit and Governance Committee had proposed to the General Meeting that Ernst & Young Oy, a firm of authorized public accountants, be re-elected as the auditor of the company. Ernst & Young Oy has announced that Mr. Mikko Ryttilahti, APA will act as the responsible auditor of the company. It was recorded that Ernst & Young Oy had notified the company of a change in the responsible auditor after the notice to the Annual General Meeting had been published.

It was recorded that the proposed auditor had given its consent to the election.

The General Meeting decided in accordance with the proposal of the Board of Directors' Audit and Governance Committee that Ernst & Young Oy, a firm of authorized public accountants, is re-elected as the auditor of the company for a term of office expiring at the close of the next Annual General Meeting.

**16 §**

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES**

It was recorded that the Board of Directors had proposed to the General Meeting 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 Limited Liability Companies Act by one or several decisions in accordance with the proposal attached to the minutes ([Appendix 6](#)).

The General Meeting decided in accordance with the proposal of the Board of Directors 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 Limited Liability Companies Act by one or several decisions as follows:

The amount of shares to be issued shall not exceed 75,000,000 shares, which corresponds to approximately 17.0 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 2015.

It was recorded that 23,185,889 opposing votes of nominee registered shareholders had been notified under this agenda item.

**17 §**

**AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR ON THE ACCEPTANCE AS PLEDGE OF THE COMPANY'S OWN SHARES**

It was recorded that the Board of Directors had proposed to the General Meeting 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 in accordance with the proposal attached to the minutes ([Appendix 6](#)).

The General Meeting decided in accordance with the proposal of the Board of Directors 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 20,000,000 shares, which corresponds to approximately 4.5 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 2015.

It was recorded that 7,458,637 opposing votes of nominee registered shareholders had been notified under this agenda item.

**18 §**

**CLOSING OF THE MEETING**

It was recorded that all decisions of the General Meeting were unanimous unless otherwise indicated in the minutes.

The Chairman stated that all items on the agenda had been considered and that the minutes of the meeting would be available on the company's website as from 2 April 2014 at the latest.

The Chairman closed the meeting at 3:05 p.m.

*[Signature page to follow]*

Chairman of the General Meeting:

MANNE AIRAKSINEN

Manne Airaksinen

In fidem:

ANU TUOMOLA

Anu Tuomola

Minutes reviewed and approved:

KATI LAPPALAINEN

Kati Lappalainen