

## **NOTICE OF AN EXTRAORDINARY GENERAL MEETING**

The shareholders of Citycon Oyj are hereby invited to an Extraordinary General Meeting to be held on Wednesday, 6 February 2013 at 2.00 p.m. in Kansallissali, Aleksanterinkatu 44, Helsinki, Finland. The reception of registered participants and the distribution of voting tickets will commence at 1.30 p.m.

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

1. Opening of the Meeting
2. Calling the Meeting to Order
3. Election of Persons to Scrutinize the Minutes and to Supervise the Counting of Votes
4. Recording the Legality of the Meeting
5. Recording the Attendance at the Meeting and Adoption of the List of Votes
6. Authorising the Board of Directors to Decide on the Issuance of Shares

The Board of Directors proposes that the Extraordinary General Meeting would resolve on authorising the Board of Directors to decide on issuance of new shares for consideration.

The proposed authorisation entitles the Board of Directors to issue a maximum of 125,000,000 shares by one or several decisions. The proposed maximum amount corresponds to approximately 38.2 per cent of all the current shares of the company.

The new shares are issued to the company's shareholders in proportion to their current holding (rights issue).

The Board of Directors is authorised to decide on any other matters related to the share issues.

The authorisation is proposed to be valid until the end of next Annual General Meeting and it revokes the share issue authorization given by the Annual General Meeting on March 21, 2012.

7. Closing of the Meeting

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

The proposal on the agenda of the Extraordinary General Meeting, this notice, and the documents referred to in Chapter 5, Section 21 of the Finnish Limited Liability Companies Act are available on the Company's website [http://www.citycon.com/for\\_investors/gm/egm\\_2013/](http://www.citycon.com/for_investors/gm/egm_2013/). Said documents will also be available at the venue of the General Meeting. Minutes of the Extraordinary General Meeting will be



available on the above mentioned website as of 20 February 2013 at the latest.

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

#### **1. Shareholders Registered in the Shareholders' Register**

Each shareholder, who is registered in the Company's register of shareholders, maintained by Euroclear Finland Ltd, on Friday, 25 January 2013, 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 register of shareholders.

A shareholder, who is registered in the Company's register of shareholders and who wants to participate in the General Meeting, shall register for the Meeting no later than by 1 February 2013 at 4.00 p.m. by giving a prior notice of participation, which has to be received by the company before the end of the registration period. The registration period begins on Wednesday 16 January 2013 at 10.30 a.m. and notice of participation can be given by:

- a registration form on the Company's website [http://www.citycon.com/for\\_investors/gm/egm\\_2013/](http://www.citycon.com/for_investors/gm/egm_2013/),
- e-mail to [legal@citycon.fi](mailto:legal@citycon.fi),
- telephone +358 20 766 4400 from Monday to Friday between 9.00 a.m. and 4.00 p.m.,
- telefax +358 20 766 4499, or
- mail addressed to Citycon Oyj, EGM, Korkeavuorenkatu 35, FI-00130 Helsinki, Finland.

In connection with the registration, a shareholder is requested to notify his/her name, personal identification number or business ID, address, telephone number and the name of a possible assistant or proxy representative, as well as the personal identification number of the proxy representative. The personal data given to Citycon Oyj is used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

#### **2. 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 he/she on the record date of the General Meeting, i.e. on 25 January 2013, would be entitled to be registered in the Company's register of shareholders maintained by Euroclear Finland Ltd. 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 Company's register of shareholders maintained by Euroclear Finland Ltd no later than by 1 February 2013 at 10.00 a.m. As regards nominee registered shares this constitutes a due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay the necessary instructions

regarding the temporary registration in the Company's register of shareholders, 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 register of shareholders at the latest by the time stated above.

Further information on these matters can also be found on the Company's website [http://www.citycon.com/for\\_investors/gm](http://www.citycon.com/for_investors/gm).

### 3. Proxy Representative and Proxy Documents

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents are requested to be submitted in originals to Citycon Oyj, EGM, Korkeavuorenkatu 35, FI-00130 Helsinki, Finland by the end of the registration period.

### 4. Further Information

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting. Further information on matters pertaining to General Meeting and on shareholders' rights is available on the Company's website [http://www.citycon.com/for\\_investors/gm](http://www.citycon.com/for_investors/gm).

On the date of publication of this notice, 16 January 2013, the total number of shares and votes in Citycon Oyj is 326,880,012. The Company or its subsidiaries do not own shares in the Company.

Helsinki, 16 January 2013

CITYCON OYJ  
Board of Directors