

Extraordinary General Meeting of Citycon Oyj

Time: 6 February 2013 at 2.00 p.m.

Place: Kansallissali, Aleksanterinkatu 44, 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 member Jorma Sonninen, the CEO, representatives of the company's senior management as well as technical personnel.

1 §

OPENING OF THE MEETING

Member of the Board of Directors Mr. Jorma Sonninen 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 the company's General Counsel Ms. Anu Tuomola 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).

The Chairman noted that opposing or abstaining votes would be recorded under the corresponding agenda items. It was further noted that the nominee registered shareholders did not demand a vote on those agenda items, under which the voting instruction was to oppose the proposed resolution or to abstain from taking part in the decision making, but that it was sufficient that such votes were recorded in the minutes.

3 §

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

Mr. Sauli Salminen was elected to scrutinize the minutes.

Ms. Meri Herranen and Ms. Hanna-Leena Holmberg 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 on 16 January 2013.

It was recorded that the General Meeting had been convened in accordance with the articles of association and the 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 AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 217 shareholders were present either in person, by statutory representative or by proxy, was presented (Appendix 1). 235 609 050 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 §

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF 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 new shares for consideration in accordance with the proposal attached to the minutes (Appendix 4).

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 new shares for consideration as follows.

The authorization entitles the Board of Directors to issue a maximum of 125,000,000 shares by one or several decisions. The 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 authorized to decide on any other matters related to the share issuance.

The authorization is valid until the end of the next Annual General Meeting and it revokes the share issuance authorization given by the Annual General Meeting on 21 March 2012.

It was recorded that 6,340,138 opposing votes and 2,399,714 abstaining votes of nominee registered shareholders had been notified under this agenda item.

7 §

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 of 20 February 2013 at the latest.

The Chairman closed the meeting at 2:10 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:

SAULI SALMINEN
Sauli Salminen