

## **EXTRAORDINARY GENERAL MEETING OF CITYCON OYJ**

**Time:** 12 November 2024 at 12:00 p.m.

**Place:** The meeting was held without a meeting venue as a remote meeting in accordance with Chapter 5, Section 16 Subsection 3 of the Finnish Companies Act (624/2006, as amended, the “**Companies Act**”), in which the shareholders exercised their shareholders’ right in full and in real time during the meeting using telecommunication connection and technical means.

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

Present at the meeting were, in addition, the Vice Chairman of the Board and the company’s interim CEO F. Scott Ball as well as technical personnel. Additionally, Mr. Eero Sihvonen, proposed as a new member of the Board of Directors, attended the meeting. Other members of the Board of Directors did not attend the meeting.

### **1 §**

#### **Opening of the Meeting**

Ms. Anni Torkko, the Investor Relations Manager of the company, opened the meeting.

### **2 §**

#### **Calling the meeting to order**

Ms. Anniina Järvinen, Attorney-at-Law, was elected Chairman of the General Meeting and she called Mr. Valtteri Piri, the company’s Legal Counsel, to act as secretary.

The Chairman explained the procedures for considering the items on the agenda of the meeting and related to the remote meeting.

It was noted that the meeting was held as a remote meeting, completely without a physical meeting venue using a real-time remote connection according to Chapter 5, Section 16 Subsection 3 of the Companies Act and that the shareholders were able to exercise their shareholders’ rights in full during the meeting.

The Chairman noted that no technical or other problems related to advance voting, meeting procedure or logging in had come to knowledge.

It was noted that the meeting was conducted in Finnish.

The Chairman noted that the shareholders registered in the company’s shareholder’s register on the record date of the General Meeting had had the possibility to vote in advance on agenda items 6 and 7. An agenda item subject to advance voting is considered to have been presented unchanged to the General Meeting. Also, all account management organizations representing nominee-registered shareholders had participated in the advance voting on behalf of the shareholders they represented.

It was noted that the summary list of the distribution of advance votes was attached to the minutes ([Appendix 2](#)).

### 3 §

#### **Election of persons to scrutinize the minutes and to supervise the counting of votes**

Ms. Vilma Heikkinen was elected to scrutinize the minutes and supervise the counting of votes.

### 4 §

#### **Recording the legality of the meeting**

It was noted that the notice to the meeting had been published on the company's website and as a stock exchange release on 21 October 2024.

It was noted that the documents that must be held on display pursuant to the Companies Act had been published on the company's website at least three weeks before the meeting.

It was noted 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 and adopting the list of votes**

It was noted that shareholders who had duly registered for the General Meeting before the end of the registration period and who had the right to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6 a of the Companies Act and who had either voted in advance during the advance voting period or participated in the General Meeting at the meeting venue were deemed as shareholders participating in the meeting.

It was noted that the real-time participation in the remote meeting had also required shareholders to provide an e-mail address in connection with the registration and within the registration period, so that the shareholders could be sent a participation link, username, and password to participate in the remote meeting.

The list recording the attendance at the beginning of the meeting and the corresponding list of votes, according to which 265 shareholders were represented in the meeting either having voted in advance or via remote connection in person, or by statutory representative or by proxy, was presented ([Appendix 1](#)). 122,660,184 shares and votes were represented at the meeting at the beginning of the meeting, corresponding to 66.6 per cent of the company's shares and votes.

The list of votes as at the beginning of the meeting was adopted in accordance with the [Appendix 1](#).

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

### 6 §

#### **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 noted that the Board of Directors had proposed to the General Meeting on the recommendation of the Nomination and Remuneration Committee that the number of members of the Board of Directors be increased to ten (10) for a term of office expiring at the close of the next Annual General Meeting 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 number of members of the Board of Directors shall be increased to ten (10).

## 7 §

### **Election of the 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 had proposed to the General Meeting on the recommendation of the Nomination and Remuneration Committee that Mr. Eero Sihvonen would be elected as a new member to the Board of Directors for a term of office expiring at the close of the next Annual General Meeting in accordance with the proposal attached to the minutes ([Appendix 4](#)).

It was noted that Mr. Eero Sihvonen had given his consent to the election. It was noted that Mr. Eero Sihvonen is independent of significant shareholders and not independent of the company due to his former Chief Financial Officer position in the company.

The general meeting decided in accordance with the proposal of the Board of Directors that Mr. Eero Sihvonen is elected as a new member of the Board of Directors for a term of office expiring at the close of the next Annual General Meeting. The annual remuneration payable to Mr. Eero Sihvonen in accordance with the resolutions of the Annual General Meeting held on 19 March 2024 and the Extraordinary General Meeting held on 18 June 2024 will be paid on a pro rata basis for the duration of his term.

It was noted that other current members of the Board of Directors shall continue in their position until the close of the next Annual General Meeting.

## 8 §

### **Closing of the meeting**

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

The Chairman noted that no technical or other problems related to advance voting, meeting procedure or logging in had come to knowledge.

The Chairman noted 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 26 November 2024 at the latest.

The Chairman closed the meeting at 12.14 p.m.

*[Signatures in the following page]*

CHAIRMAN OF THE GENERAL MEETING:

*ANNIINA JÄRVINEN*

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Anniina Järvinen

IN FIDEM:

*VALTTERI PIRI*

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Valtteri Piri

MINUTES REVIEWED AND APPROVED:

*VILMA HEIKKINEN*

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Vilma Heikkinen

## **APPENDICES**

- Appendix 1 List of votes
- Appendix 2 A summary of the distribution of votes cast in advance voting
- Appendix 3 Notice to the General Meeting
- Appendix 4 Proposal by the Board of Directors to the General Meeting