G City Ltd. supplements the tender offer document relating to the unconditional voluntary public cash tender offer for all the issued and outstanding shares in Citycon Oyj

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G City Ltd. supplements the tender offer document relating to the unconditional voluntary public cash tender offer for all the issued and outstanding shares in Citycon Oyj

As announced previously, G City Ltd. (the "**Offeror**") commenced the unconditional voluntary public cash tender offer on 6 July 2026 for all the issued and outstanding shares in Citycon Oyj ("**Citycon**") that are not held by Citycon or any of its subsidiaries (the "**Shares**") (the "**Tender Offer**"). The offer period for the Tender Offer commenced on 6 July 2026 at 9:30 a.m. (Finnish time) and expired on 3 August 2026 at 4:00 p.m. (Finnish time). The Offeror commenced a subsequent offer period under the terms and conditions of the Tender Offer on 6 August 2026 at 9.30 am (Finnish time). The subsequent offer period will end on 27 August 2026 at 4.00 pm (Finnish time). The Offeror has published a tender offer document, dated 3 July 2026, concerning the Tender Offer and a supplement to the tender offer document, dated 27 July 2026 (the tender offer document as supplemented with the aforementioned supplement, the "**Tender Offer Document**").

The Finnish Financial Supervisory Authority has today approved a supplement to the Tender Offer Document (the "**Supplement Document**"). The Supplement Document relates to the unaudited Half-Yearly Report 2026 of Citycon as at and for the six (6) months ended 30 June 2026 published on 12 August 2026 (the "**Half-Year Report 2026**"), as well as a release published by Citycon on 12 August 2026, according to which Citycon's Board of Directors has approved the potential divestment of three shopping centers in Finland at appraisal value of approximately EUR 422.6 million (the "**Release**").

The Half-Year Report 2026 is added as Annex D to the Tender Offer Document and the Release is added as Annex E to the Tender Offer Document. In addition, the Supplement Document, the Half-Year Report 2026 and the Release are attached as Annex 1 to this release.

The Finnish language version of the Tender Offer Document together with the Supplement Document is available on the internet at evli.com/citycon-julkinen-ostotarjous. The English language translation of the Tender Offer Document together with the English language translation of the Supplement Document is available at evli.com/en/citycon-public-tender-offer.

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Information for shareholders of Citycon in the United States

Shareholders of Citycon in the United States are advised that the Shares are not listed on a U.S. securities exchange and that Citycon is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "**SEC**") thereunder.

The Tender Offer is being made for the issued and outstanding Shares of Citycon, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. The Tender Offer is being made in the United States pursuant to Section 14(e) of, and Regulation 14E, under the Exchange Act, subject to the exemption provided under Rule 14d-1(d) under the Exchange Act, for a Tier II tender offer and otherwise in accordance with the disclosure and procedural requirements of Finnish law, including with respect to the Tender Offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, which are different from those applicable under the tender offer procedures and laws of the United States for domestic offers. In particular, the financial information included in this announcement has been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies. The Tender Offer is made to Citycon's shareholders resident in the United States on the same terms and conditions as those made to all other shareholders of Citycon to whom an offer is made. Any informational documents, including this announcement, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to Citycon's other shareholders.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or its brokers and its brokers' affiliates (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date of this release and during the pendency of the Tender Offer, and other than pursuant to the Tender Offer, directly or indirectly purchase or arrange to purchase Shares or any securities that are convertible into, exchangeable for or exercisable for Shares, provided that any such purchases shall be effected outside of the United States. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, and the consideration in the Tender Offer must be increased to match any such consideration paid outside the Tender Offer. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders of Citycon of such information. In addition, the financial advisor to the Offeror may also engage in ordinary course trading activities in securities of Citycon, which may include purchases or arrangements to purchase such securities. To the extent required in Finland, any information about such purchases will be made public in Finland in the manner required by Finnish law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Tender Offer, passed upon the merits or fairness of the Tender Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in relation to the Tender Offer. Any representation to the contrary is a criminal offence in the United States.

The receipt of cash pursuant to the Tender Offer by a U.S. shareholder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each holder of Shares is urged to consult its independent professional advisers immediately regarding the tax and other consequences of accepting the Tender Offer.

To the extent the Tender Offer is subject to U.S. securities laws, those laws only apply to U.S. holders of Shares, and will not give rise to claims on the part of any other person. It may be difficult for Citycon's shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws, since the Offeror and Citycon are located in non-U.S. jurisdictions and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Citycon's shareholders may not be able to sue the Offeror or Citycon or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel the Offeror or Citycon and their respective affiliates to subject themselves to a U.S. court's judgment.

Forward-looking statements

This release contains statements that, to the extent they are not historical facts, constitute "forward-looking statements". Forward-looking statements include statements concerning plans, expectations, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, competitive strengths and weaknesses, plans or goals relating to financial position, future operations and development, business strategy and the trends in the industries and the political and legal environment and other information that is not historical information. In some instances, they can be identified by the use of forward-looking terminology, including the terms “believes”, “intends”, “expects”, “may”, “will” or “should” or, in each case, their negative or variations on comparable terminology. By their very nature, forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Given these risks, uncertainties and assumptions, investors are cautioned not to place undue reliance on such forward-looking statements. Any forward-looking statements contained herein speak only as at the date of this release.

Disclaimer

Evli Plc is acting as financial advisor to G City Ltd. and arranger in relation to the Tender Offer, and will not regard any person other than G City Ltd. as its client in relation to the Tender Offer and will not be responsible to anyone other than G City Ltd. for providing the protections afforded to its clients nor for providing advice in relation to the Tender Offer or any other matters referred to in this release.

Annex 1: Supplement Document, the Half-Year Report 2026 and the Release