



PRESS RELEASE

18 MARCH 2022

## **Notice to attend the annual general meeting in Cibus Nordic Real Estate AB (publ)**

The shareholders in Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company"), reg. no 559135-0599, are hereby invited to the annual general meeting on Wednesday, 20 April 2022, at 9 a.m., at City Conference Center, at the premises of Norra Latin at Drottninggatan 71B, 111 23 Stockholm, Sweden.

The board of directors has decided, pursuant to Chapter 7, section 4a of the Swedish Companies Act and the Company's articles of association, that shareholders, shall have the right to exercise their voting rights by postal voting prior to the general meeting. Consequently, shareholders may choose to exercise their voting rights at the general meeting by attending in person, through a proxy or by postal voting.

### **Notification, etc.**

Shareholders who wish to attend the annual general meeting must:

- Be recorded in the share register kept by Euroclear Sweden AB, at the latest, on Friday, 8 April 2022, and
- Give notice of their attendance to the Company no later than on Tuesday, 12 April 2022.

### **Notice of attendance for participating in person or through a proxy**

Notice may be submitted in writing to Cibus Nordic Real Estate AB (publ), Att: Pia-Lena Olofsson, Kungsgatan 56, SE-111 22 Stockholm, Sweden, or by e-mail to [pia-lena.olofsson@cibusnordic.com](mailto:pia-lena.olofsson@cibusnordic.com). The notification shall state the name, personal identification number or company registration number, address, telephone number, number of shares and information regarding accompanying advisors, if any. In addition to the notification, shareholders attending by proxy or a representative should attach powers of attorneys, registration certificates and any other documents of authorisation.

### **Postal voting**

Shareholders who wish to exercise their voting rights by postal voting shall use the postal voting form and follow the instructions as set out therein. The postal voting form is available on the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com). The postal vote must be received by the Company no later than on Tuesday, 12 April 2022. The postal voting form shall be sent either by e-mail to [pia-lena.olofsson@cibusnordic.com](mailto:pia-lena.olofsson@cibusnordic.com), or by mail to Cibus Nordic Real Estate AB (publ), Att: Pia-Lena Olofsson, Kungsgatan 56, SE-111 22 Stockholm.

Shareholders who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the general meeting in person or through a proxy must give notice thereof to the Company on the above address prior to the opening of the general meeting.

### **Nominee-registered shares**

Shareholders whose shares are nominee-registered must, in order to attend the meeting, temporarily re-register the shares in their own name at Euroclear Sweden AB. Such re-registration must be completed on Tuesday, 12 April 2022, which means that such re-registration should be requested at the nominee well before Tuesday, 12 April 2022.

### **Proxies, etc.**

Shareholders represented by a proxy shall issue in writing and date a power of attorney for the proxy holder or, if the right to represent the shareholder's shares is divided between different persons, the proxy holders stating the number of shares represented by each proxy holder. The power of attorney is valid for a maximum of one year after being signed, or during the longer valid time stated in the power of attorney, thus for a maximum of five years. If the power of attorney is issued by a legal person, an authorised copy of the registration certificate or similar should be attached, proving the authority of the issuer of the power of attorney to sign on behalf of the legal person. A copy of the power of attorney and a certificate of registration, if any, should in ample time before the meeting be sent to the Company by post or by e-mail on the above address. A template power of attorney is available at the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com) and will be sent to the shareholders that so requests and state their postal address.

### **Number of shares and votes**

There are in total 44,000,000 shares in the Company, representing 44,000,000 votes. The Company does not own any own shares.

### **Shareholders' right to request information**

Upon request by any shareholder and where the board of directors deems it possible without causing significant harm to the Company, the board of directors and the CEO shall provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances which may affect the assessment of the Company's or a subsidiary's financial position or the Company's relationship to other group companies.

### **Use of personal data**

In connection with the notice of attendance, the Company will process the shareholders' personal data, which is requested above. The personal data gathered from the share register, notice of attendance at the general meeting and information about proxies and representatives will be used for registration, preparation of the voting register for the general meeting and, when applicable, the meeting minutes. The personal data will only be used for the general meeting. For additional information regarding the Company's processing of personal data and your rights, please see the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com) under the heading "Shareholders' Personal Data" (which can be found under the section "Investors" under the heading "The Share").

### **Proposed agenda**

1. Opening of the meeting.
2. Election of a chairman of the meeting.
3. Preparation and approval of the voting register.
4. Approval of the proposed agenda.
5. Election of one or two persons to verify the minutes.

6. Determination of whether the meeting was duly convened.
7. Presentation of the annual report and the auditor's report and the consolidated financial statement and the auditor's report on the consolidated statements.
8. Resolution regarding adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
9. Resolution regarding discharge from liability for the board members and the CEO.
10. Determination of the number of board members and auditors and election of board members and auditors.
11. Determination of fees for the board members and auditors.
12. Resolution on amendment to the articles of association regarding the introduction of a new share class.
13. Resolution on bonus issue to issue common shares of class D.
14. Resolution regarding allocation of the Company's result according to the adopted balance sheet and if resolution on dividend, determination of record dates for dividend.
15. Resolution on amendment to the articles of association regarding the limits of the share capital and the number of shares.
16. Resolution to grant the board of directors the authority to issue new shares, including with deviation from the shareholders' pre-emption rights.
17. Resolution on warrant plan, issue of warrants and transfer of warrants.
18. Approval of remuneration report.
19. Closing of the meeting.

## **Item 2 – Election of a chairman of the meeting**

The nomination committee proposes the election of Pontus Enquist, Attorney, as chairman of the general meeting.

## **Item 10 – Determination of the number of board members and auditors and election of board members and auditors**

The nomination committee proposes the following:

- A. The number of ordinary board members shall be five.
- B. The number of auditors shall be one, without deputy auditors.

Re-election of board members for the time until the next annual general meeting:

- C. Patrick Gylling (board member and chairman since 2018)

- D. Elisabeth Norman (board member since 2018)
- E. Victoria Skoglund (board member since 2021)
- F. Stefan Gattberg (board member since 2020)

Jonas Ahlblad has declined re-election.

New election of board member for the time until the next annual general meeting:

- G. Nils Styf

Nils Styf was born in 1976 and has a MSc in Business and Economics from Stockholm School of Economics. Nils is currently the CEO of Hemsö Fastighets AB as well as chairman of the board of NP3 Fastigheter AB (publ) and has a longstanding and broad experience from real estate transactions in the Nordics and Europe. Previous experience includes Citycon, where he was Chief Investment Officer as well as key positions at Merrill Lynch, Deutsche Bank, Doughty Hanson & Co and Areim. Nils Styf holds 746 shares in the Company.

Re-election of the chairman of the board for the time until the next annual general meeting:

- H. Patrick Gylling

Re-election of the registered auditing firm for the time until the next annual general meeting, in accordance with the board of director's recommendation:

- I. KPMG AB

Should the annual general meeting elect KPMG AB as auditing firm, KPMG AB has informed that Marc Karlsson will be the auditor in charge.

#### **Item 11 – Determination of fees to the board members and auditors**

The nomination committee proposes the following fees to the board members and auditors:

- A. An increase of fees to each of the board members by EUR 125 to 2,500 EUR per month and an increase of fees to the chairman of the board by EUR 250 to EUR 5,000 per month.
- B. The fee to the auditor shall be in accordance with approved invoices.

#### **Item 12 – Resolution on amendment to the articles of association regarding the introduction of a new share class**

The board of directors proposes an amendment to the articles of association by introducing a new share class in order to enable increased flexibility in future capital raisings and enable continued growth with limited dilution for existing shareholders. It is proposed that the Company's shares be divided into two classes of shares and that a provision on classes of shares be inserted in the articles of association, whereby shares may be issued in two series, common shares of class A and common shares of class D. Each class of shares may be issued in an amount corresponding to a maximum of 100 per cent of the share capital.

Common shares of class A are proposed to entitle to one (1) vote and common shares of class D are proposed to entitle to one tenth (1/10) of a vote at general meetings. Existing shares will be renamed common shares of class A. Further, it is proposed that a provision regulating the preferential rights to new

shares in the event of issues be inserted to the articles of association. It is therefore proposed to amend § 5 of the articles of association as follows:

**Current wording**

**Proposed wording**

§ 5 Shares	§ 5 Shares
<p>The number of shares shall be not less than 25,000,000 and not more than 100,000,000.</p>	<p>The number of shares shall be not less than 25,000,000 and not more than 100,000,000.</p>
	<p>Shares may be issued in two classes, common shares of class A and common shares of class D. Common shares of class A and common shares of class D will hereafter jointly be referred to as shares.</p>
	<p>Each common share of class A entitles the holder to one (1) vote at general meetings and each common share of class D entitles the holder to one-tenth (1/10) of a vote at general meetings. Each class of shares may be issued in an amount corresponding to a maximum of 100 per cent of the share capital.</p>
	<p><b>Share profit distribution</b> All shares shall have the same rights to dividend without preferential rights in relation to each other. If any dividend is declared, common shares of class D are entitled to five (5) times the total dividend on common shares of class A, however, no more than EUR 0.08 per share and month.</p>
	<p>If the dividend on common share of class D is lower than EUR 0.08 per share, the maximum permitted dividend of EUR 0.08 shall be increased so that the shortfall up to EUR 0.08 per month may be distributed later if sufficient dividends on shares are declared subsequently, whereupon the maximum permitted dividend shall be EUR 0.08. Record dates for payment of dividends shall be the last business day in each month, or such day that the general meeting (or the board of directors based on an authorization granted by the general meeting) decides.</p>
	<p>The dividend on common shares of class D that is payable following the first time common shares of class D are issued by the company shall correspond to the accrued dividend amount that the owner should have been entitled to if common shares of class D had been held already at the time of the record date in April 2022.</p>
	<p><b>The company's dissolution</b> Upon dissolution of the company, all shares will have the same right to distribution proceeds. However, common shares of class D will be entitled to no more than eleven (11) EUR per share.</p>
	<p><b>Shares issues</b> For new share issues paid in cash or via offset, shareholders have pre-emption rights to the new shares in the following way: old shares shall entitle the holder to pre-emption rights on new shares of the same class; any shares not subscribed for by such eligible shareholders will be offered to all holders of shares and, in instances where the entire number of shares are not subscribed for via the latter offer, the shares will then be distributed amongst holders in relation to the number of shares they owned before and, to the extent that this is not possible, through lottery.</p>
	<p>For new share issues paid in cash or via offset of only one class of shares, shareholders have pre-emption rights to the new shares in relation to the number of shares they owned before.</p>
	<p>For issues of warrants in exchange for cash or via offset,</p>

	<p>shareholders have pre-emption rights to subscribe for warrants as if the issue pertained to the shares that could possibly be newly subscribed for because of the warrant. Likewise, for issues of convertibles in exchange for cash or via offset, shareholders have pre-emption right to subscribe for convertibles, as if the issue pertained to the shares that the convertibles could possibly be exchanged for.</p> <p>The above provisions shall not in any way limit the ability to make decisions on issues of shares, warrants or convertibles with deviation from the shareholders' preferential rights.</p> <p>An increase in share capital through a bonus issue may, when common shares of both class A and class D are outstanding, only occur through the issuance of common shares of class A and common shares of class D. The interrelationship between the common shares of class A and common shares of class D that were issued by the bonus issue and the previously issued common shares of class A and common shares of class D shall remain unchanged. The bonus shares shall be distributed amongst shareholders according to the number of shares of the same share type that they owned before. The foregoing shall not impose any restriction on the possibility of, via a bonus issue or requisite change to the articles of association, issue shares of a new class.</p>
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Complete proposal for the adjusted articles of association, including proposed amendments under item 15 in the notice, is available at the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com).

The resolution is conditional upon the annual general meeting resolving in accordance with the board's proposal under item 13 regarding the bonus issue on common shares of class D below.

### **Item 13 – Resolution on bonus issue to issue common shares of class D.**

The board of directors proposes that the annual general meeting resolves that the share capital shall be increased through a bonus issue in accordance with the following.

1. Four (4) common shares of class A will entitle to (1) common share of class D. The Company's share capital shall be increased by an amount corresponding to the existing number of shares as of the day of the annual general meeting divided by four and then multiplied by the quota value of the shares, i.e. EUR 0.01 per share.
2. The amount by which the share capital shall be increased shall be provided from non-restricted equity.
3. The bonus issue requires an amendment to the articles of association in accordance with item 12.
4. The record date for the bonus issue shall be on 11 May 2022.
5. The new common shares of class D shall entitle to dividends for the first time on the first record date for dividends occurring after the bonus issue has been registered with the Swedish Companies Registration Office and the shares have been entered into the share register.
6. Any excess bonus share rights will be sold in accordance with the procedure stated in Chapter 11, section 9 of the Swedish Companies Act, entailing that bonus share rights that do not correspond to one bonus share will be collected by the Company and sold by a securities institution on behalf of the concerned shareholders. The proceeds from the sale of such bonus share rights, less potential sales costs, will be distributed to the concerned shareholders.

The resolution of the annual general meeting in accordance with the above shall be adopted as one resolution and is conditional upon the annual general meeting having resolved in accordance with item 12 on the proposed amended articles of association introducing a new class of shares.

**Item 14 – Resolution regarding allocation of the Company's result according to the adopted balance sheet and if resolution on dividend, determination of record dates for dividend**

The board of directors proposes that of unappropriated earnings of EUR 427,661,668, a dividend of EUR 0.75 per share shall be paid per existing share (common share of class A after the amendment to the articles of association in accordance with the proposal under item 12 above), corresponding to a total amount of EUR 33,000,000 on these shares. Further, the board of directors proposes that, assuming that the annual general meeting adopts the board's proposal in accordance with item 12 on the proposed amended articles of association introducing a new class of shares, item 15 on the proposed amended articles of association regarding the number of shares and share capital and item 13 on the proposed bonus issue of common shares of class D, a dividend of EUR 0.96 EUR shall be paid per common share of class D, corresponding to a total amount of EUR 10,560,000 on common shares of class D and a total dividend for all shares of EUR 43,560,000.

The board of directors proposes that dividend payments on common shares of class A are to be made on twelve occasions during the year. For common shares of class A, the first partial payment is proposed to be EUR 0.06 per share, the second EUR 0.06 per share, the third EUR 0.06 per share, the fourth EUR 0.06 per share, the fifth EUR 0.06 per share, the sixth EUR 0.07 per share, the seventh EUR 0.06 per share, the eighth EUR 0.06 per share, the ninth EUR 0.07 per share, the tenth EUR 0.06 per share, the eleventh EUR 0.06 per share, and EUR 0.07 per share at the twelfth occasion. The record dates for the dividend payments of common shares of class A are proposed to be 22 April 2022, 13 May 2022, 22 June 2022, 22 July 2022, 24 August 2022, 23 September 2022, 24 October 2022, 23 November 2022, 22 December 2022, 24 January 2023, 21 February 2023 and 24 March 2023. The expected date of payment for common shares of class A will therefore be 29 April 2022, 20 May 2022, 30 June 2022, 29 July 2022, 31 August 2022, 30 September 2022, 31 October 2022, 30 November 2022, 30 December 2022, 31 January 2023, 28 February 2023 and 31 March 2023.

The board of directors proposes that dividend payments for common shares of class D, in accordance with the board's proposal under item 12 on the amended articles of association introducing a new class of shares, are to be made on eleven occasions during the year (given that in accordance with the board's proposal under item 13, the record date for April will occur before the date the bonus issue is registered and the shares are entered in the share register). In accordance with the board's proposal under item 12 on the amended articles of association introducing a new class of shares, the first partial payment is proposed to be EUR 0.16 per share, the second EUR 0.08 per share, the third EUR 0.08 per share, the fourth EUR 0.08 per share, the fifth EUR 0.08 per share, the sixth EUR 0.08 per share, the seventh EUR 0.08 per share, the eighth EUR 0.08 per share, the ninth EUR 0.08 per share, the tenth EUR 0.08 per share, and EUR 0.08 per share at the eleventh occasion. The record dates for the dividend payments of common shares of class D are proposed to be 23 May 2022, 22 June 2022, 22 July 2022, 24 August 2022, 23 September 2022, 24 October 2022, 23 November 2022, 22 December 2022, 24 January 2023, 21 February 2023 and 24 March 2023. The expected date of payment for common shares of class D will therefore be 31 May 2022, 30 June 2022, 29 July 2022, 31 August 2022, 30 September 2022, 31 October 2022, 30 November 2022, 30 December 2022, 31 January 2023, 28 February 2023 and 31 March 2023.

Should the board of directors exercise the authorisation resolved by the extraordinary general meeting held on 17 February 2022 before the annual general meeting and/or exercise the authorisation pursuant to item 16 in the notice to issue new shares in such time that the newly issued shares are entered into the share register, at the latest, on the record date for dividends of the next partial payment as mentioned above, the board proposes that the annual general meeting resolves that a dividend be paid in such an amount that the dividend still amounts to the above stated amount per share for each class, respectively, for each of the partial payments, for both pre-existing shares and shares that may be issued by virtue of

the authorisations. If the authorisations resolved by the extraordinary general meeting held on 17 February 2022 or proposed under item 16 in the notice are not exercised in such time, no further dividend shall be paid.

The total dividend proposed for resolution (provided that the authorisation resolved by the extraordinary general meeting held on 17 February 2022 and the authorisation proposed under item 16 in the notice are exercised in full and that the shares are registered in the share register before the record date for the dividend of the first partial payment as proposed above) amounts to maximum EUR 53,724,000.

The board of directors further proposes that remaining profits be balanced in new accounts.

**Item 15 – Resolution on amendment to the articles of association regarding the limits of the share capital and the number of shares**

In order to enable increased flexibility and enable possible future issues, the board of directors proposes an amendment to the articles of association regarding the limits of the share capital and the number of shares in accordance with the following.

<p><b>§ 4 Share capital</b></p> <p>The share capital shall be not less than EUR 250,000 and not more than EUR 1,000,000.</p> <p><b>§ 5 Shares</b></p> <p>The number of shares shall be not less than 25,000,000 and not more than 100,000,000.</p> <p>Shares may be issued in two classes, common shares of class A and common shares of class D. Common shares of class A and common shares of class D will hereafter jointly be referred to as shares.</p> <p>Each common share of class A entitles the holder to one (1) vote at general meetings and each common share of class D entitles the holder to one-tenth (1/10) of a vote at general meetings. Each class of shares may be issued in an amount corresponding to a maximum of 100 per cent of the share capital.</p> <p><b>Share profit distribution</b></p> <p>All shares shall have the same rights to dividend without preferential rights in relation to each other. If any dividend is declared, common shares of class D are entitled to five (5) times the total dividend on common shares of class A, however, no more than EUR 0.08 per share and month.</p> <p>If the dividend on common share of class D is lower than EUR 0.08 per share, the maximum permitted dividend of EUR 0.08 shall be increased so that the shortfall up to EUR 0.08 per month may be distributed later if sufficient dividends on shares are declared subsequently, whereupon the maximum permitted dividend shall be EUR 0.08. Record dates for payment of dividends shall be the last business day in each month, or such day that the general meeting (or the board of directors based on an authorization granted by the general meeting) decides.</p> <p>The dividend on common shares of class D that is payable following the first time common shares of class D are issued by the company shall correspond to the accrued dividend</p>	<p><b>§ 4 Share capital</b></p> <p>The share capital shall be not less than EUR 550,000 and not more than EUR 2,200,000.</p> <p><b>§ 5 Shares</b></p> <p>The number of shares shall be not less than 55,000,000 and not more than 220,000,000.</p> <p>Shares may be issued in two classes, common shares of class A and common shares of class D. Common shares of class A and common shares of class D will hereafter jointly be referred to as shares.</p> <p>Each common share of class A entitles the holder to one (1) vote at general meetings and each common share of class D entitles the holder to one-tenth (1/10) of a vote at general meetings. Each class of shares may be issued in an amount corresponding to a maximum of 100 per cent of the share capital.</p> <p><b>Share profit distribution</b></p> <p>All shares shall have the same rights to dividend without preferential rights in relation to each other. If any dividend is declared, common shares of class D are entitled to five (5) times the total dividend on common shares of class A, however, no more than EUR 0.08 per share and month.</p> <p>If the dividend on common share of class D is lower than EUR 0.08 per share, the maximum permitted dividend of EUR 0.08 shall be increased so that the shortfall up to EUR 0.08 per month may be distributed later if sufficient dividends on shares are declared subsequently, whereupon the maximum permitted dividend shall be EUR 0.08. Record dates for payment of dividends shall be the last business day in each month, or such day that the general meeting (or the board of directors based on an authorization granted by the general meeting) decides.</p> <p>The dividend on common shares of class D that is payable following the first time common shares of class D are issued by the company shall correspond to the accrued dividend</p>
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amount that the owner should have been entitled to if common shares of class D had been held already at the time of the record date in April 2022.

**The company's dissolution**

Upon dissolution of the company, all shares will have the same right to distribution proceeds. However, common shares of class D will be entitled to no more than eleven (11) EUR per share.

**Shares issues**

For new share issues paid in cash or via offset, shareholders have pre-emption rights to the new shares in the following way: old shares shall entitle the holder to pre-emption rights on new shares of the same class; any shares not subscribed for by such eligible shareholders will be offered to all holders of shares and, in instances where the entire number of shares are not subscribed for via the latter offer, the shares will then be distributed amongst holders in relation to the number of shares they owned before and, to the extent that this is not possible, through lottery.

For new share issues paid in cash or via offset of only one class of shares, shareholders have pre-emption rights to the new shares in relation to the number of shares they owned before.

For issues of warrants in exchange for cash or via offset, shareholders have pre-emption rights to subscribe for warrants as if the issue pertained to the shares that could possibly be newly subscribed for because of the warrant. Likewise, for issues of convertibles in exchange for cash or via offset, shareholders have pre-emption right to subscribe for convertibles, as if the issue pertained to the shares that the convertibles could possibly be exchanged for.

The above provisions shall not in any way limit the ability to make decisions on issues of shares, warrants or convertibles with deviation from the shareholders' preferential rights.

An increase in share capital through a bonus issue may, when common shares of both class A and class D are outstanding, only occur through the issuance of common shares of class A and common shares of class D. The interrelationship between the common shares of class A and common shares of class D that were issued by the bonus issue and the previously issued common shares of class A and common shares of class D shall remain unchanged. The bonus shares shall be distributed amongst shareholders according to the number of shares of the same share type that they owned before. The foregoing shall not impose any restriction on the possibility of, via a bonus issue or requisite change to the articles of association, issue shares of a new class.

amount that the owner should have been entitled to if common shares of class D had been held already at the time of the record date in April 2022.

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Upon dissolution of the company, all shares will have the same right to distribution proceeds. However, common shares of class D will be entitled to no more than eleven (11) EUR per share.

**Shares issues**

For new share issues paid in cash or via offset, shareholders have pre-emption rights to the new shares in the following way: old shares shall entitle the holder to pre-emption rights on new shares of the same class; any shares not subscribed for by such eligible shareholders will be offered to all holders of shares and, in instances where the entire number of shares are not subscribed for via the latter offer, the shares will then be distributed amongst holders in relation to the number of shares they owned before and, to the extent that this is not possible, through lottery.

For new share issues paid in cash or via offset of only one class of shares, shareholders have pre-emption rights to the new shares in relation to the number of shares they owned before.

For issues of warrants in exchange for cash or via offset, shareholders have pre-emption rights to subscribe for warrants as if the issue pertained to the shares that could possibly be newly subscribed for because of the warrant. Likewise, for issues of convertibles in exchange for cash or via offset, shareholders have pre-emption right to subscribe for convertibles, as if the issue pertained to the shares that the convertibles could possibly be exchanged for.

The above provisions shall not in any way limit the ability to make decisions on issues of shares, warrants or convertibles with deviation from the shareholders' preferential rights.

An increase in share capital through a bonus issue may, when common shares of both class A and class D are outstanding, only occur through the issuance of common shares of class A and common shares of class D. The interrelationship between the common shares of class A and common shares of class D that were issued by the bonus issue and the previously issued common shares of class A and common shares of class D shall remain unchanged. The bonus shares shall be distributed amongst shareholders according to the number of shares of the same share type that they owned before. The foregoing shall not impose any restriction on the possibility of, via a bonus issue or requisite change to the articles of association, issue shares of a new class.

The resolution is conditional upon the annual general meeting having resolved in accordance with the board's proposal under item 12 on the proposed amended articles of association introducing a new class of shares and that the annual general meeting having resolved in accordance with the board's proposal under item 13 on the bonus issue of common shares of class D.

Complete proposal for the adjusted articles of association, including proposed amendments under item 12 in the notice, is available at the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com).

## **Item 16 - Resolution to grant the board of directors the authority to issue new shares, including with deviation from the shareholders' pre-emption rights**

The board of directors proposes that the shareholders adopt a resolution at the annual general meeting granting the board of directors the authority, on one or more occasions, for the period until the next annual general meeting, to issue new shares of common shares of class A and common shares of class D, with or without pre-emption rights for the shareholders. The proposal further denotes that subscription for the issued instruments can be paid for in cash, by way of set-off or in kind, or on other terms and conditions. The total number of common shares of class A and common shares of class D that may be issued by virtue of the authorisation must be within the limits of the share capital according to the articles of association. The total number of common shares of class A and common shares of class D that may be issued by virtue of the authorisation may not exceed 10 per cent (calculated jointly) of the total number of outstanding shares in the Company on the date of the annual general meeting, including the shares issued through the proposed bonus issue in accordance with item 13 above.

The purpose of the authorisation and any deviation from the shareholders' pre-emption rights is to enable the Company to, in whole or in part, finance any future acquisitions by issuing new shares as payment in connection with agreements on acquisitions alternatively to raise capital for such acquisitions.

## **Item 17 - Resolution on warrant plan, issue of warrants and transfer of warrants**

The board of directors proposes that the annual general meeting 2022 resolves to introduce a warrant plan (the "**Warrant Plan**") for employees in Cibus. The objective of the Warrant Plan, and the reason for deviating from the shareholders' preferential rights, is to strengthen the link between the work of the employees and created shareholder value. By that means, it is considered that there will be an increased alignment of interests between the employees and the shareholders of Cibus. The board intends to each year propose similar warrant plans for the relevant employees in Cibus ahead of future annual general meetings.

### **1. Issue of warrants and participants**

- 1.1 Cibus shall issue up to 500,000 warrants under the Warrant Plan. The right to subscribe for the warrants shall, with deviation from the shareholders' preferential rights, be granted to the wholly owned subsidiary Cibus Finland Real Estate AB, reg. no. 559121-3284, (the "**Subsidiary**"), with the right and obligation as set forth according to section 2 below, to transfer the warrants to employees in Cibus in accordance with the distribution presented in section 1.3. Over-subscription may not take place. The warrants shall be issued free of charge to the Subsidiary.
- 1.2 Subscription of the warrants shall take place within four weeks from the date of the resolution to issue warrants. The board shall have right to extend the subscription period.
- 1.3 The right to acquire warrants shall belong to employees in Cibus. The Company's CEO shall have the right to acquire up to 200,000 warrants, other members of the management team (up to five people) shall have the right to acquire up to 44,000 warrants per person and other employees (up to four people) shall have the right to acquire up to 20,000 warrants per person.
- 1.4 The right to acquire warrants from the Subsidiary shall only belong to employees in Cibus who have not terminated their employment, whose employment have not been terminated or whose employment have otherwise ceased at the end of the application period. Warrants may also be offered to future new employees who have entered into contract of employment with Cibus no later than 30 June 2022. For such acquisitions, the conditions shall be the same or equivalent to what is stated in this resolution. This means among other that acquisitions shall be made at market value at the time of the acquisition.

## 2. Transfer of warrants

The Subsidiary shall transfer the warrants to the participants at market value. The market value of the warrants is approximately EUR 3.18 per warrant, according to a preliminary valuation. The preliminary valuation is based on a market value of the underlying share of EUR<sup>1</sup> 23.71, which corresponds to the closing price of the Cibus share on 14 March 2022, and an assumed subscription price of EUR 26.00 per share. The Black & Scholes pricing model has been used for the valuation under the assumption of a risk-free interest rate of 0.64 per cent and a volatility of 21 per cent.

## 3. Time and price for subscription for shares

3.1 Each warrant shall entitle to subscription of one (1) common share of class A ("**ordinary share**") in Cibus at an exercise price in EUR of 110 per cent of the average volume-weighted price paid for Cibus' ordinary share on Nasdaq Stockholm during the period 5 - 9 May 2022<sup>2</sup>. If Cibus has inside information during the aforementioned period, the board shall be entitled to postpone the measurement period. Subscription for ordinary shares in accordance with the terms and conditions for the warrants may take place during the following time periods:

- (i) a period of two weeks from the day following the publication of the company's interim report for the period 1 January – 31 March 2025, but not earlier than 14 April 2025 and no later than 5 June 2025,
- (ii) a period of two weeks from the day following the publication of the company's interim report for the period 1 January – 30 June 2025, but not earlier than 18 August 2025 and no later than 12 September 2025,
- (iii) a period of two weeks from the day following the publication of the company's interim report for the period 1 January – 30 September 2025, but not earlier than 13 October 2025 and no later than 5 December 2025.
- (iv) a period of two weeks from the day following the publication of the company's year-end report for the period 1 January – 31 December 2025, but not earlier than 12 January 2026 and no later than 6 March 2026.

3.2 However, subscription of ordinary shares may not take place during such period when trading with the shares in Cibus is prohibited pursuant to Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the Market Abuse Regulation), or any corresponding legislation applicable at the relevant point in time.

3.3 The number of ordinary shares that the warrants entitle to and the subscription price may be recalculated on the basis of, among other things, dividends, bonus issues, share splits or reverse share splits, rights issues or certain reductions of the share capital or similar actions. Complete terms and conditions for the warrants are available at the Company's website. The new ordinary shares that may be issued if the warrants are exercised are not subject to any restrictions.

## 4. Increase of share capital, dilution and costs etc.

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<sup>1</sup> SEK 250.00 recalculated to EUR based on the Swedish central bank's (Sw. *Sveriges Riksbank*) official SEK/EUR rate on 14 March 2022.

<sup>2</sup> The average share price will be recalculated to EUR based on the Swedish central bank's official SEK/EUR rate.

4.1 Upon full subscription and full exercise of the proposed warrants, 500,000 new ordinary shares may be issued, corresponding to an increase in Cibus' share capital with EUR 5,000. Such increase corresponds to a dilution of the shareholders' holdings of approximately 1.12 per cent of the total number of ordinary shares in Cibus if all warrants are exercised, subject to any recalculation according to the terms and conditions for the warrants. The portion of the subscription price for the warrants that exceeds the quota value of the shares shall be apportioned to the non-restricted share premium reserve.

4.2 Cibus has no other costs for the Warrant Plan than administrative costs regarding advisors etc. in connection with the preparation of the documentation and the resolution to issue the warrants etc.

## **5. Right of first refusal**

The warrants shall be subject to an obligation for the participants in the Warrant Plan, prior to the warrants being transferred or the warrants being disposed to any third party, to offer Cibus to repurchase the warrants to the lower of the initial warrant premium and market value for the warrants calculated in accordance with well-established valuation principles by using the Black & Scholes pricing model. Further, the warrants shall be subject to a right for Cibus to repurchase the warrants if the participant's employment in, or assignment for, Cibus is terminated or has ceased during the term of the Warrant Plan. Such an offer to repurchase the warrants shall be made at either (i) the lower of the initial warrant premium and market value for the warrants or (ii) the market value of the warrants, depending on the circumstances in connection with the employment ceasing and the position of the participant.

## **6. Preparation of the proposal etc.**

6.1 The Warrant Plan has been prepared by the board of Cibus and has been discussed at board meetings during the spring of 2022. None of the participants has had a significant influence on the final design of the Warrant Plan.

6.2 Apart from the proposed Warrant Plan, Cibus has one outstanding warrant plan for the Company's CEO which was introduced in 2019 and two outstanding warrant plans introduced in 2020 and 2021, respectively, for Cibus' management team, excluding the CEO (for a more detailed description of outstanding warrant plans, see Cibus remuneration report for the financial year 2021). Aside from this, there are currently no outstanding share based incentive plans in Cibus.

## **7. Special authorisation for the board**

The board of Cibus is authorised to make such minor adjustments to the resolution by the Annual General Meeting that may be required for registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

## **Item 18 – Approval of remuneration report**

The board of directors has prepared a remuneration report on paid and outstanding remuneration that is covered by the Company's remuneration guidelines in accordance with the Swedish Companies Act and the Swedish Corporate Governance Board's remuneration rules. The board proposes that the annual general meeting approve the remuneration report.

## **Other information**

### ***Majority requirements***

A resolution in accordance with the board of directors' proposal under the items 12, 15 and 16 is valid only if it is supported by shareholders holding at least two thirds (2/3) of the votes cast and the shares represented at the general meeting.

A resolution in accordance with the board of directors' proposal under item 17 is valid only if it is supported by shareholders holding at least nine tenths (9/10) of the votes cast and the shares represented at the general meeting.

**Further information**

The annual report, the auditor's report as well as the board of directors' and the nomination committee's complete proposals and thereto attached statements are available at the Company's office and on the Company's website [www.cibusnordic.com](http://www.cibusnordic.com) and will be sent to the shareholders that so requests and state their postal address.

For further information, please contact:

Sverker Källgården, CEO, Cibus Nordic Real Estate AB (publ), tel: +46 761 444 888  
Pia-Lena Olofsson, CFO, Cibus Nordic Real Estate AB (publ), tel: +46 708 580 453

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Stockholm, March 2022

Cibus Nordic Real Estate AB (publ)

The board of directors

*Cibus is a real estate company listed on Nasdaq Stockholm Mid Cap. The company's business idea is to acquire, develop and manage high quality properties in the Nordics with daily goods store chains as anchor tenants. The company currently owns more than 400 properties in the Nordics. The main tenants are Kesko, Tokmanni, Coop, Lidl and S-Group.*



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PRESS RELEASE

21 March 2022

## **Cibus Nordic Real Estate AB (publ) contemplates issuance of senior unsecured green notes**

**Cibus Nordic Real Estate AB (publ) ("Cibus" or "the Company") has mandated Danske Bank A/S, Denmark, Sverige Filial ("Danske Bank") and Nordea Bank Abp ("Nordea") as joint bookrunners to arrange fixed income investor meetings starting March 21. The purpose is to investigate the possibility to issue EUR denominated senior unsecured green notes in an expected amount of EUR 40 million with a tenor of 2.75 years (the "New Senior Unsecured Notes") under Cibus' existing medium term note programme. A capital markets transaction may follow subject to market conditions.**

The proceeds from the issuance of the New Senior Unsecured Notes will be used to finance or refinance green buildings in accordance with Cibus' green bond framework dated May 2020. The Company is currently evaluating a number of possible acquisitions, both smaller and larger real estate portfolios. Depending on the size of the acquisition targets, besides bank financing and the proposed bond issue, issuance of equity may also be considered. Links to the green bond framework and second opinion are available below.

Green bond framework: <https://www.cibusnordic.com/media/203709/cibus-green-bond-framework-may-2020-final-1.pdf>

Second opinion: <https://www.cibusnordic.com/media/203708/cibus-green-bond-framework-second-party-opinion-final-1.pdf>

Roschier has acted as legal advisor in connection with the transaction.

For further information, please contact:

Sverker Källgården, CEO, Cibus Nordic Real Estate AB (publ), tel: +46 761 444 888

Pia-Lena Olofsson, CFO, Cibus Nordic Real Estate AB (publ), tel: +46 708 580 453

This information constitutes insider information that Cibus Nordic Real Estate AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information in this press release was submitted for publication by the contact persons set out above, for publication at the time specified by Cibus' news distributor beQuoted at the time of publication of this press release. The above persons can

also be contacted for further information.

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Reg no. 559135-0599 | [www.cibusnordic.com](http://www.cibusnordic.com)



## PRESS RELEASE

22 March 2022

# **Cibus Nordic Real Estate AB (publ) successfully issues senior unsecured green bonds**

**Cibus Nordic Real Estate AB (publ) ("Cibus") has successfully issued senior unsecured green bonds in an amount of EUR 50m under its MTN programme. The bonds have a tenor of 2.75 years and an interest rate of 3 months EURIBOR + 400 basis points.**

The issue was Cibus' second green bond issue and the interest from Nordic institutions was strong. - I am grateful and proud to see that investors want to be a part of our journey. Despite the volatile market conditions, we manage to issue a bond with the lowest spread ever for Cibus. I consider this being very positive and we will continue our hard work to satisfy our investors comments Sverker Källgården, CEO of Cibus.

Danske Bank and Nordea have acted as joint bookrunners in the new issue and Roschier has acted as legal advisor.

For further information, please contact:

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PRESS RELEASE

24 March 2022

## **Cibus Nordic Real Estate AB (publ) moves into Denmark, announces intention to acquire a property portfolio with supermarkets**

**INSIDER INFORMATION:** Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company") is on the verge of completing its first acquisition in Denmark with its intention to acquire a property portfolio consisting of 34 properties, with a property value of approximately DKK 2,080 million (approximately EUR 280 million) (the "Transaction"). The properties are located in Denmark and are rented out with an average lease length of 5.3 years with, among others, Coop Denmark, Salling Group, Dagrofa and Reitangruppen as tenants. The rentable area amounts to approximately 76,600 square meters. Cibus intend to enter into a binding agreement regarding the acquisition prior to the commencement of trading on Nasdaq Stockholm on 25 March 2022, conditioned upon the Company's financing being secured through a directed share issue carried out by way of an accelerated bookbuilding procedure (the "Directed Share Issue"), which will be announced through a separate press release in connection herewith. Closing of the Transaction is estimated to take place on 6 April 2022.

### **The Transaction in brief**

- The property value of the Transaction amounts to approximately DKK 2,080 million (approximately EUR 280 million).
- The transaction agreement is estimated to be entered into prior to the commencement of trading on Nasdaq Stockholm on 25 March 2022.
- The Transaction is Cibus' first acquisition in Denmark and is in line with the Company's communicated strategy to increase its property holdings in the Nordics.
- Financing of the Transaction consists of a combination of external financing, funds from available cash and a directed share issue intended to be carried out by way of an accelerated bookbuilding procedure, which will be announced through a separate press release in connection herewith.

"It is with pride and joy that we today announce that we are taking the step into Denmark through the acquisition of 34 grocery and daily goods properties. That we, in these uncertain times, can enter a new market shows the strength in Cibus' business model. We strengthen our position as a market leader in the Nordics in grocery and daily goods properties and are the only operator acting in all four of the Nordic markets", says Sverker Källgården, CEO of Cibus.

## **Background and reasons**

Cibus is an active real estate company whose business idea is to acquire, develop and manage high quality properties in the Nordics with a clear orientation towards food and grocery trade. Cibus' current property portfolio is spread out across strategically sound locations, mainly in the southern and southwestern Finland, the southern and central Sweden and Norway, and the properties are for the most part located in regions that the Company considers to have a strong population growth. The Company is specialized in properties with tenants who operate in the food and grocery trade, who in general have two main features that separate them from other types of commercial properties. These features are the business' resistance to economic cycles and negative effects of e-commerce. The property portfolio also constitutes a natural distribution network ideal for mail and other services, which is an advantage considering the trend within e-commerce. These qualities entail higher stability and lower risk compared to other commercial properties. The Company strives to create high dividends that is not affected by economic cycles for its shareholders. This is achieved through a stable profitability in the underlying property portfolio. Properties with tenants who operate in the food and grocery trade are generally owned by institutions, food and grocery stores or a joint venture between the two. Cibus contributes to a responsible development of society by working together with its tenants to create readily available and climate-smart solutions.

The portfolio consists of 34 properties with supermarkets located in Denmark and which are let with an average lease length of 5.3 years with, among others, Coop Denmark, Salling Group, Dagrofa and Reitangruppen as tenants. The rentable surface amounts to approximately 76,600 square meters and the Company assesses that with this acquisition the net operating income on an annual basis, within its earnings capacity, will increase to EUR 102.2 million after the Transaction has been completed.

The Transaction results in Cibus expanding geographically and establishing a significant presence in Denmark which is in line with the Company's communicated strategy. The property portfolio's size leads to Cibus being able to, in a cost-efficient manner, continue to execute its strategy to acquire single properties to complement the Transaction in its various geographic markets. Cibus assesses that the Transaction, considering its size and geographical location, entails increased visibility for the Company in regards to customers, creditors and investors.

## **Property value and payment of the purchase price**

- The property value in the Transaction amounts to approximately DKK 2,080 million (approximately EUR 280 million).
- The actual purchase price for the shares depends on the capital structure of the acquired group at closing and has been estimated to approximately DKK 1,045 million. Closing is estimated to take place on 6 April 2022.

## **Conditions for completion of the Transaction**

The Company will enter into a binding acquisition agreement prior to the commencement of trading on Nasdaq Stockholm on 25 March 2022 provided that a directed share issue, which the Company will announce in connection herewith, is successful.

## **Financing**

The Transaction is intended to be financed by way of a combination of funds from available cash, the directed share issue, as mentioned above, together with external financing.

The external financing amounts to approximately DKK 1,300 million.

## **Timeplan for completion of the Transaction**

- **Prior to commencement of trading at Nasdaq Stockholm on 25 March 2022:** signing of unconditional acquisition agreement as well as completion of the directed share issue.
- **6 April 2022:** closing and payment.

### **Advisors**

Pareto Securities AB (the "**Manager**") is acting as financial advisors in relation to the directed share issue and the bookbuilding procedure. Roschier Advokatbyrå AB is acting as legal advisor to the Company in relation to the directed share issue.

### **Responsible person**

This information is such information Cibus Nordic Real Estate AB (publ) is obliged to make public in accordance with the (EU) Market Abuse Regulation. The information in this press release has been made public through the agency of the responsible person as set out below for publication at the time stated by Cibus' news distributor, beQuoted, at the publication of this press release. The person below may be contacted for further information.

### **For additional information, please contact:**

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### **About Cibus Nordic Real Estate AB (publ)**

Cibus is a real estate company listed on Nasdaq Stockholm. The Company's business idea is to acquire, develop and manage high quality properties in the Nordics with daily goods store chains as anchor tenants. The Company currently owns more than 400 properties in the Nordics. The main tenants are Kesko, Tokmanni, Coop, Lidl and S Group.

### **Important information**

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This announcement is not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. The Company has not authorized any offer to the public of securities in any member state of the EEA and no prospectus has been or will be prepared in connection with the Directed Share Issue. In any EEA Member State, this communication is only addressed to and is only directed at "qualified investors" in that Member State within the meaning of the Prospectus Regulation.

In the United Kingdom, this press release and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of Article 86(7) of the Financial Services and Markets Act 2000) who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) "high net worth entities" falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This press release does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new shares. Any investment decision to acquire or subscribe for new shares in connection with the Directed Share Issue must be made on the basis of all publicly available information, which has not been independently verified by the Manager. The Manager is acting for the Company in connection with the transaction and no one else. The Manager will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

This press release does not constitute a recommendation concerning any investor's option with respect to the directed share issue. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and information described in this press release and all publicly available information. The price and value of securities can go down as well as up. Past performance is not a guide to future performance. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

Failure to comply with these instructions may result in a violation of the Securities Act or applicable laws in other jurisdictions.

### **Forward-looking statements**

This press release contains forward-looking statements that relate to the Company's intentions, assessments or expectations regarding the Company's future results, financial position, liquidity, development, prospects, expected growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that do not refer to historical facts and can be identified through statements which includes, but is not limited to, terms such as "consider", "expects", "anticipates", "intends", "appreciates", "will", "can", "assumes", "should", "could" and, in any case, negations thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, which in many cases are based on additional assumptions. Although the Company considers that the assumptions reflected in these forward-looking statements are reasonable,

it cannot be guaranteed that the assumptions will occur or that they are correct. Since these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual result or outcome may, for many different reasons, differ materially from the forward-looking statements. Such risks, uncertainties, eventualities and other significant factors may cause actual events to deviate significantly from the expectations expressly or implicitly stated in this press release through the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct and the recipients of this press release should not unduly rely on the forward-looking statements in this press release. The information, perceptions and forward-looking statements expressly or implicitly set forth herein are provided only as of the date of this press release and may change. Neither the Company nor anyone else undertakes to review, update, confirm or publicly announce any revision of any forward-looking statement to reflect events or circumstances that occurs relating to the content of this press release.

### **Information to distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Cibus have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares in Cibus may decline and investors could lose all or part of their investment; the shares in Cibus offer no guaranteed income and no capital protection; and an investment in the shares in Cibus is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the directed share issue. Thereto, notwithstanding the Target Market Assessment, it shall be noted that the Manager will only provide investors who meet the criteria for professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in Cibus.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Cibus and determining appropriate distribution channels.



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PRESS RELEASE

Stockholm 24 March 2022

## **Cibus Nordic Real Estate AB (publ) explores the conditions for carrying out a directed share issue**

**Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company") intends to carry out a directed new share issue of a maximum of 4,400,000 shares to Swedish and international institutional, and other qualified, investors through an accelerated bookbuilding procedure (the "Directed Share Issue"). The Directed Share Issue is carried out as part of financing of the acquisition of a property portfolio consisting of 34 properties in Denmark, with a property value of approximately DKK 2,080 million (approximately EUR 280 million), which the Company announces in a separate press release today.**

### **The Directed Share Issue**

The Directed Share Issue is intended to be carried out with deviation from the shareholders' preferential rights and by virtue of the authorisation granted by the extraordinary general meeting held on 17 February 2022. Cibus has engaged Pareto Securities AB as Sole Global Coordinator and Sole Bookrunner (the "**Manager**") to explore the conditions for carrying out the Directed Share Issue.

The subscription price and allocation of shares in the Directed Share Issue will be determined through an accelerated bookbuilding procedure, which will commence immediately after publication of this press release and is expected to end prior to the commencement of trading on Nasdaq Stockholm on 25 March 2022. The total number of shares issued, the subscription price and allotment in the Directed Share Issue will be determined by Cibus in consultation with the Manager. The Company will inform about the outcome of the Directed Share Issue in a press release when the bookbuilding procedure has been completed. The bookbuilding procedure can, if the Company or the Manager chooses to do so, end earlier or later and can at any time be cancelled, thus the Company can, in whole or in part, refrain from executing the Directed Share Issue.

The net proceeds from the Directed Share Issue will be used to finance the acquisition of a grocery-anchored property portfolio located in Denmark, with a property value of approximately DKK 2,080 million (approximately EUR 280 million) (the "**Transaction**"). The portfolio consists of 34 modern properties with an average lease length of 5.3 years and with Coop, Salling Group, Dagrofa and Reitangruppen as anchor tenants. The rentable surface amounts to approximately 76,600 square meters and the Company assesses that with this acquisition the net operating income on an annual basis, within its earnings capacity, will increase to EUR 102.2 million after the Transaction has been completed. The actual purchase price for the shares depends on the capital structure of the acquired

group at closing and has been estimated to approximately DKK 1,045 million. Closing is estimated to occur on 6 April 2022.

The Directed Share Issue is intended to be carried out as a directed share issue with deviation from the shareholders' preferential rights to secure part of financing of the Transaction, in a timely and cost-effective manner. The board of directors assesses that the need for additional capital is limited to such an extent that the costs for a preferential rights issue would be high in proportion to the capital raised. Furthermore, the delay from conducting a preferential rights issue could lead to loss of the opportunity to complete the Transaction. The board of directors has in the choice of type of share issue considered it positive that Cibus' shareholder base, through the Directed Share Issue, is further diversified among Swedish and international institutional, and other qualified, investors. The board of directors' overall assessment is therefore that the reasons for conducting the Directed Share Issue outweighs the reasons for the principal rule to issue shares to shareholders with preferential rights, and that a share issue with deviation from the shareholders' preferential rights therefore lies in the interest of the Company and all of its shareholders. As the subscription price in the Directed Share Issue will be determined in a bookbuilding procedure, it is the board of directors' assessment that the subscription price is determined in accordance with market conditions. For further information regarding the financing of the Transaction, see the separate press release entitled "*Cibus Nordic Real Estate AB (publ) moves into Denmark, announces intention to acquire a property portfolio with supermarkets*" which was announced today.

#### **Lock-up undertakings**

In connection with the Directed Share Issue, the Company's CEO, Sverker Källgården, and CFO, Pia-Lena Olofsson, have undertaken, with certain exceptions including exercising 186,600 warrants of series "Teckningsoptioner 2019/2022" for shares and to, in connection therewith, sell shares in order to finance the exercise price of such warrants, not to sell or in other ways dispose their shares in the Company for a period of 90 calendar days after the completion of the Directed Share Issue.

#### **Advisors**

Pareto Securities AB acts as Sole Global Coordinator and Sole Bookrunner. Roschier Advokatbyrå AB acts as legal adviser to the Company in connection with the Directed Share issue.

#### **For additional information, please contact:**

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#### **About Cibus Nordic Real Estate AB (publ)**

Cibus is a real estate company listed on Nasdaq Stockholm. The Company's business strategy is to acquire, develop and manage high-quality properties in the Nordics with daily goods store chains as

anchor tenants. The Company currently owns more than 400 properties in the Nordic region. The main tenants are Kesko, Tokmanni, Coop, Lidl and S Group.

### **Important information**

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions. The recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer to sell or an offer to buy or subscribe for shares issued by the Company in any jurisdiction where such offer or invitation would be unlawful or require additional registration or other measures.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into Australia, Hong Kong, Japan, Canada, New Zealand, Singapore, South Africa, Switzerland and the United States or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

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This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the shares. Any investment decision in



connection with the Directed Share issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Manager. The Manager acts for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

This press release does not constitute a recommendation for any investors' decisions regarding the Directed Share issue. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

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#### *Forward-looking statements*

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#### *Information to distributors*

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of

the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Cibus have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, Distributors should note that: the price of the shares in Cibus may decline and investors could lose all or part of their investment; the shares in Cibus offer no guaranteed income and no capital protection; and an investment in the shares in Cibus is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Directed Share issue. Thereto, notwithstanding the Target Market Assessment, it shall be noted that the Manager will only provide investors who meet the criteria for professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in Cibus.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Cibus and determining appropriate distribution channels.



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PRESS RELEASE

Stockholm 24 March 2022

## **Cibus Nordic Real Estate AB (publ) successfully completes a directed share issue of 4,400,000 new shares and raises proceeds of approximately SEK 955 million**

Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company") has, in accordance with the Company's press release earlier today, completed an accelerated bookbuilding procedure and resolved on a directed share issue of 4,400,000 shares at a subscription price of SEK 217 per share (the "Directed Share Issue"). The subscription price for the shares in the Directed Share Issue has been determined through an accelerated bookbuilding procedure carried out by Pareto Securities AB ("Pareto Securities"). The Directed Share Issue was substantially oversubscribed. Through the Directed Share Issue, Cibus will receive proceeds amounting to approximately SEK 955 million before transaction related costs. A number of Swedish and international institutional investors, including AB Sagax, Clearance Capital, Länsförsäkringar Fonder and NRP Anaxo Management participated in the Directed Share Issue. The proceeds received by the Company through the Directed Share Issue will be used to partly finance the acquisition of a property portfolio in Denmark with a property value of approximately DKK 2,080 million (approximately EUR 280 million), which the Company announced earlier today.

### **Summary of the Directed Share Issue**

- The subscription price in the Directed Share Issue amounts to SEK 217 per share and has been determined through an accelerated bookbuilding procedure carried out by Pareto Securities.
- Through the Directed Share Issue, Cibus will receive proceeds amounting to approximately SEK 955 million, before transaction related costs.
- The Directed Share Issue was subscribed for by a number of Swedish and international institutional investors, including AB Sagax, Clearance Capital, Länsförsäkringar Fonder and NRP Anaxo Management.

- Through the Directed Share Issue, the number of shares in the Company will increase by 4,400,000, from 44,000,000 to 48,400,000. The share capital of the Company will increase by EUR 44,000, from EUR 440,000 to EUR 484,000.

### **The Directed Share Issue**

The board of directors of Cibus has, based on the authorisation granted by the extraordinary general meeting held on 17 February 2022, resolved on the Directed Share Issue which was directed to Swedish and international institutional, and other qualified, investors. The Directed Share Issue comprises 4,400,000 new shares at a subscription price of SEK 217 per share and the Company will hereby receive approximately SEK 955 million before transaction related costs.

The subscription price has been determined through an accelerated bookbuilding procedure and corresponds to a discount of approximately 3.0 per cent compared to the closing price of the Company's share on Nasdaq Stockholm on 24 March 2022. The board of directors' assessment is that the subscription price in the Directed Share Issue is in accordance with market conditions since it has been determined through the bookbuilding procedure led by Pareto Securities as Sole Global Coordinator and Sole Bookrunner.

The net proceeds from the Directed Share Issue will be used to finance the acquisition of a grocery-anchored property portfolio located in Denmark, with a property value of approximately DKK 2,080 million (approximately EUR 280 million) (the "**Transaction**"). The portfolio consists of 34 modern properties with an average lease length of 5.3 years and with Coop, Salling Group, Dagrofa and Reitangruppen as anchor tenants. The rentable surface amounts to approximately 76,600 square meters and the Company assesses that with this acquisition the net operating income on an annual basis, within its earnings capacity, will increase to EUR 102.2 million after the Transaction has been completed. The actual purchase price for the shares depends on the capital structure of the acquired group at closing and has been estimated to approximately DKK 1,045 million.

The Directed Share Issue was carried out as a directed share issue with deviation from the shareholders' preferential rights to secure part of the financing of the Transaction in a time and cost-effective manner. The board of directors has assessed that the need for additional capital is limited to such an extent that the costs for a preferential rights issue would have been high in proportion to the capital raised. Furthermore, the delay from conducting a preferential rights issue could lead to loss of the opportunity to carry out the Transaction. The board of directors has in the choice of type of share issue considered it positive that Cibus' shareholder base, through the Directed Share Issue, is further diversified among Swedish and international institutional, and other qualified, investors. The board of directors' overall assessment is therefore that the reasons for conducting the Directed Share Issue outweighs the reasons for the principal rule to issue shares to shareholders with preferential rights, and that a share issue with deviation from the shareholders' preferential rights therefore lies in the interest of the Company and all of its shareholders.

A number of Swedish and international institutional investors, including AB Sagax, Clearance Capital, Länsförsäkringar Fonder and NRP Anaxo Management participated in the Directed Share Issue.

Through the Directed Share Issue, the number of shares and votes in Cibus will increase by 4,400,000, from 44,000,000 to 48,400,000. The share capital of the Company will increase by EUR 44,000, from EUR 440,000 to EUR 484,000. The Directed Share Issue entails a dilution of approximately 9.1 per cent based on the total number of shares in Cibus after the Directed Share Issue.

### **Lock-up undertakings**

In connection with the Directed Share Issue, the Company's CEO, Sverker Källgården, and CFO, Pia-Lena Olofsson, have undertaken, with certain exceptions including exercising 186,600 warrants of series "Teckningsoptioner 2019/2022" for shares and to, in connection therewith, sell shares in order to finance the exercise price of such warrants, not to sell or in other ways dispose their shares in the Company for a period of 90 calendar days after the completion of the Directed Share Issue.

### **Advisors**

Pareto Securities acts as Sole Global Coordinator and Sole Bookrunner. Roschier Advokatbyrå AB acts as legal adviser to the Company in connection with the Directed Share issue.

### **For additional information, please contact:**

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registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into Australia, Hong Kong, Japan, Canada, New Zealand, Singapore, South Africa, Switzerland, the United States or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

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#### *Information to distributors*

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PRESS RELEASE  
24 March 2022

## **Cibus Nordic Real Estate AB (publ) completes directed share issue and enters into binding agreement to acquire a real property portfolio in Denmark with supermarkets**

**INSIDER INFORMATION:** Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company") enters into unconditional and binding agreement to acquire a property portfolio consisting of 34 properties with supermarkets with a property value of approximately DKK 2,080 million (approximately EUR 280 million), as was communicated earlier today, and completes the directed share issue which also was announced through a separate press release earlier today.

**Closing of the transaction is estimated to take place on 6 April 2022.**

**For additional information, please contact:**

Sverker Källgården, CEO  
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+46 761 444 888

Pia-Lena Olofsson, CFO  
pia-lena.olofsson@cibusnordic.com  
+46 708 580 453

This disclosure contains information that Cibus Nordic Real Estate AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation 596/2014. The information was submitted for publication, through the agency of the contact person set out above, at the time specified by Cibus' news distributor beQuoted at the time of publication of this press release.

### **About Cibus Nordic Real Estate AB (publ)**

Cibus is a real estate company listed on Nasdaq Stockholm Mid Cap. The company's business

idea is to acquire, develop and manage high quality properties in the Nordics with daily goods store chains as anchor tenants. The company currently owns more than 400 properties in the Nordics. The main tenants are Kesko, Tokmanni, Coop, Lidl and S Group.

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This press release contains forward-looking statements that relate to the Company's intentions, assessments or expectations regarding the Company's future results, financial position, liquidity, development, prospects, expected growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that do not refer to historical facts and can be identified through statements which includes, but is not limited to, terms such as "consider", "expects", "anticipates", "intends", "appreciates", "will", "can", "assumes", "should", "could" and, in any case, negations thereof, or similar expressions. The forward-looking statements in this press release are based on various assumptions, which in many cases are based on additional assumptions. Although the Company considers that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that the assumptions will occur or that they are correct. Since these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual result or outcome may, for many different reasons, differ materially from the forward-looking statements. Such risks, uncertainties, eventualities and other significant factors may cause actual events to deviate significantly from the expectations expressly or implicitly stated in this press release through the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct and the recipients of this press release should not unduly rely on the forward-looking statements in this press release. The information, perceptions and forward-looking statements expressly or implicitly set forth herein are provided only as of the date of this press release and may change. Neither the Company nor anyone else undertakes to review, update, confirm or publicly announce any revision of any forward-looking statement to reflect events or circumstances that occurs relating to the content of this press release.

## Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in Cibus have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares in Cibus may decline and investors could lose all or part of their investment; the shares in Cibus offer no guaranteed income and no capital protection; and an investment in the shares in Cibus is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the directed share issue. Thereto, notwithstanding the Target Market Assessment, it shall be noted that Pareto Securities AB will only provide investors who meet the criteria for professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in Cibus.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in Cibus and determining appropriate distribution channels.



PRESS RELEASE

29 March 2022

## **Cibus Nordic Real Estate AB (publ) publishes prospectus prior to application for admission to trading of common shares of class D on Nasdaq Stockholm**

In accordance with the notice for the annual general meeting 2022, the board of directors of Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company") proposed to the annual general meeting that a new share class, common shares of class D, is established and that a bonus issue of common shares of class D is carried out to existing shareholders (the "Bonus Issue"). Cibus intends to apply for admission to trading of the Company's common shares of class D on Nasdaq Stockholm, and has for this purpose prepared a prospectus, which today has been approved by the Swedish Financial Supervisory Authority (the "Prospectus"). The estimated first day of trading in the Company's common shares of class D is on 13 May 2022, provided that the Bonus Issue is carried out and that the application for admission to trading is approved.

In accordance with the notice to the annual general meeting 2022, the board of directors of Cibus has proposed that the annual general meeting resolves on amendments to the articles of association by introducing a new share class, common shares of class D, and that existing shares will be renamed common shares of class A. Further, the board of directors has proposed the Bonus Issue. In accordance with the board of directors' proposal regarding the Bonus Issue, four (4) existing shares will entitle to one (1) common share of class D, free of charge. Holders of existing shares do not need to take any measures to participate in the Bonus Issue and will automatically receive new common shares of class D.

Cibus intends to apply for admission to trading of the Company's common shares of class D on Nasdaq Stockholm. The ISIN-code for the Company's common shares of class D will be SE0017615701 and the short name (ticker) for the Company's common shares of class D will be "CIBU D". The estimated first day of trading in the Company's common shares of class D is on 13 May 2022, provided that the Bonus Issue is carried out and that the application for admission to trading is approved. In connection with the name change of the Company's existing shares to common shares of class A, the ISIN-code for the shares will be changed to SE0017615693. In connection therewith, the short name (ticker) for the Company's existing shares will be changed to "CIBU A".

Prior to application for admission to trading of the common shares of class D on Nasdaq Stockholm, Cibus has prepared the Prospectus, which today has been approved by the Swedish Financial Supervisory Authority. The Prospectus is available at the Company's webpage [www.cibusnordic.com](http://www.cibusnordic.com), and will be available at the Swedish Financial Supervisory Authority's webpage in a few days (<http://fi.se/sv/vara-register/prospektregistret/>).

*The information in this press release was submitted for publication by the contact persons set out above, for publication at the time specified by Cibus' news distributor beQuoted at the time of publication of this press release.*

**For additional information, please contact:**

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*Cibus is a real estate company listed on Nasdaq Stockholm Mid Cap. The company's business idea is to acquire, develop and manage high quality properties in the Nordics with daily goods store chains as anchor tenants. The company currently owns more than 400 properties in the Nordics. The main tenants are Kesko, Tokmanni, Coop, Lidl and S-Group.*

Cibus Nordic Real Estate AB (publ) | Kungsgatan 56 | 111 22 Stockholm | Sweden Tel: +46 (0)761 444 888 |  
Reg. nr. 559135-0599 | [www.cibusnordic.com](http://www.cibusnordic.com)

## PRESS RELEASE

31 March 2022

# Increased number of shares and votes in Cibus Nordic Real Estate AB (publ)

The total number of shares and votes in Cibus Nordic Real Estate AB (publ) ("**Cibus**" or the "**Company**") has during March 2022 increased as a result of a directed share issue which was carried out in order to partly finance the acquisition of a property portfolio in Denmark. The directed share issue resulted in an increase of the number of shares and votes in Cibus by 4,400,000 and an increase of the share capital in Cibus by EUR 44,000. The number of shares and votes in Cibus therefore amounts to 48,400,000 and the share capital in Cibus amounts to EUR 484,000 as per 31 March 2022.

### For further information, please contact:

Sverker Källgården, CEO, Cibus Nordic Real Estate AB (publ) (+46 761 444 888)

Pia-Lena Olofsson, CFO, Cibus Nordic Real Estate AB (publ) (+46 70 858 04 53)

*This disclosure contains information that Cibus Nordic Real Estate AB (publ) is obliged to make public pursuant to the Financial Instruments Trading Act (1991:980). The information was submitted for publication, through the agency of the contact person set out above, at the time specified by Cibus' news distributor beQuoted at the time of publication of this press release.*

*Cibus is a real estate company listed on Nasdaq Stockholm Mid Cap. The company's business idea is to acquire, develop and manage high quality properties in the Nordics with daily goods store chains as anchor tenants. The company currently owns more than 400 properties in the Nordics. The main tenants are Kesko, Tokmanni, Coop, Lidl and S Group.*



PRESS RELEASE

6 April 2022

## **Cibus Nordic Real Estate AB (publ) completes acquisition of a property portfolio of supermarkets in Denmark**

**Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company") has today completed the earlier announced acquisition of a property portfolio in Denmark consisting of 34 properties with supermarkets with a property value of approximately DKK 2,080 million (approximately EUR 280 million). The acquisition is Cibus' first acquisition in Denmark.**

Cibus has today completed the earlier announced acquisition of a property portfolio in Denmark consisting of 34 properties with supermarkets with a property value of approximately DKK 2,080 million (approximately EUR 280 million). The acquisition is Cibus' first acquisition in Denmark. The properties are let with an average lease length of 5.3 years with, among others, Coop Denmark, Salling Group, Dagrofa and Reitangruppen as anchor tenants.

**For additional information, please contact:**

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PRESS RELEASE

11 April 2022

## **The board of directors of Cibus withdraws the proposal on a new share class and convenes an extraordinary general meeting proposing an increased dividend to EUR 0.99 per share**

The board of directors of Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company") has today decided to withdraw its proposal on the resolution on a bonus issue and on the resolution on amendments to the articles of association regarding the introduction of a new share class, and related proposals. The withdrawn proposals are found in items 12, 13, 15 and 16 in the proposed agenda in the notice to the annual general meeting 2022 to be held on 20 April 2022, published by Cibus on 18 March 2022. The boards' decision to withdraw the proposals has been taken following discussions with the Company's larger shareholders. In connection hereto, the board of directors has decided to convene an extraordinary general meeting, in order to propose a resolution on extra dividends entailing a total dividend per share of EUR 0.99, and a resolution to grant the board of directors the authority to issue new shares. Notice to the extraordinary general meeting is published in a separate press release in connection hereto.

In accordance with the notice to the annual general meeting 2022, the board of directors of Cibus has proposed that the annual general meeting resolves on amendments to the articles of association by introducing a new share class, common shares of class D, and that a bonus issue of common shares of class D is carried out to existing shareholders, and that existing shares will be renamed common shares of class A. The reasons for the bonus issue of common shares of class D previously proposed by the board of directors was to enable increased flexibility in future capital raisings and enable continued growth with limited dilution for existing shareholders. By introducing the new share class, the Company was expected to further increase the conditions for achieving the Company's growth targets as well as the chances to meet the criteria for an investment grade credit rating. Such credit grade rating is expected to reduce the Company's financial risks and is also expected to increase profits from property management as a result of lower financing costs. It is the board of directors' assessment that in the long run this will create better conditions for future value creation for the Company's shareholders.

Following discussions with the Company's larger shareholders, it is clear that there is currently not sufficient support for the introduction of common shares of class D by amending the articles of association, nor the bonus issue. Therefore, the board of directors has decided to withdraw the proposal on the bonus issue and the proposal on amending the articles of association, entailing that the Company's existing shares will not be renamed common shares of class A and that the share class, common shares of class D, will not be introduced.

A consequence of the bonus issue not being carried out is that the proposal on dividend payments on common shares of class D will not be made, entailing that the proposed dividends amounts to EUR 0.75 per existing share, meaning a total dividend of EUR 36,300,000 instead of EUR 47,916,000 if common shares of class D would have been issued. The board of directors is of the opinion that the full amount of EUR 47,916,000 still should be distributed, and therefore proposes that the extraordinary general meeting resolves on extra dividends in order for the total dividend per share to amount to EUR 0.99. Due to the fact that the record date for April will occur before that the extraordinary general meeting resolves on extra dividends, the payment of dividends in April will be EUR 0.02 per share less than supposed to. In order to achieve a total dividend per share of EUR 0.99, this will be compensated for by an increased dividend in May, according to the board of directors' proposal.

For technical reasons, the board of directors has also decided to withdraw the proposal on the resolution to grant the board of directors the authority to issue new shares, since this proposal was adapted to the previously proposed articles of association. Instead, the board of directors will propose that the extraordinary general meeting resolves on a corresponding authorization, adapted to the current articles of association.

For further information regarding the board of directors' proposals and on the extraordinary general meeting, please refer to the notice to the extraordinary general meeting published by the Company in a separate press release in connection hereto.

The withdrawn proposals to the annual general meeting 2022 consist of items 12, 13, 15 and 16 in the proposed agenda in the notice to the annual general meeting 2022 to be held on 20 April 2022.

The annual general meeting is otherwise intended to resolve on the matters set out in the notice to the annual general meeting 2022, published on 18 March 2022.

**For additional information, please contact:**

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*This information constitutes insider information that Cibus Nordic Real Estate AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation. The information in this press release was submitted for publication by the contact persons set out above, for publication at the time specified by Cibus' news distributor beQuoted at the time of publication of this press release. The above persons can also be contacted for further information.*

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## PRESS RELEASE

11 April 2022

# Notice to attend the extraordinary general meeting in Cibus Nordic Real Estate AB (publ)

The shareholders in Cibus Nordic Real Estate AB (publ) ("Cibus" or the "Company"), reg. no 559135-0599, are hereby invited to an extraordinary general meeting on Thursday, 5 May 2022, to be held by way of a postal voting procedure.

### Postal voting

The board of directors of Cibus has decided to hold the general meeting only by way of a postal voting procedure in accordance with section 20 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and associations. This means that no shareholders will be participating at the general meeting in person or by proxy. Shareholders may exercise their rights at the general meeting by way of advance postal voting on the items contained in the agenda and submit questions to the Company in connection with the general meeting in accordance with the instructions below.

### Notification, etc.

Shareholders who wish to participate in the general meeting must:

- Be recorded in the share register kept by Euroclear Sweden AB, at the latest, on Wednesday, 27 April 2022, and
- Submit the filled out postal voting form so that it is received by the Company no later than on Wednesday, 4 May 2022. The exercising of voting rights in accordance with the postal voting procedure will be considered as a notice from the shareholder to participate in the general meeting.

The filled out postal voting form may be submitted by e-mail to [pia-lena.olofsson@cibusnordic.com](mailto:pia-lena.olofsson@cibusnordic.com), or in writing to Cibus Nordic Real Estate AB (publ), Att: Pia-Lena Olofsson, Kungsgatan 56, SE-111 22 Stockholm, Sweden. The postal voting form shall state the name, personal identification number or company registration number, address and telephone number and information regarding representative or proxy, if any. In addition to the notification, shareholders participating by proxy or a representative should attach powers of attorneys, registration certificates and any other documents of authorisation. The postal voting form is available on the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com).

### Nominee-registered shares

Shareholders whose shares are nominee-registered must, in order to attend the meeting, temporarily re-register the shares in their own name at Euroclear Sweden AB. Such re-registration must be completed on Friday, 29 April 2022, which means that such re-registration should be requested at the nominee well before Friday, 29 April 2022.

## **Proxies, etc.**

For shareholders who wish to participate through an authorised representative, i.e. where the representative submits the postal vote or questions on behalf of the shareholder, a proxy form is available on the Company's website. Shareholders who wish to participate through an authorised representative must submit the proxy form together with the postal voting form. The power of attorney is valid for a maximum of one year after being signed, or during the longer valid time stated in the power of attorney, thus for a maximum of five years. If the shareholder is a legal entity, a copy of the certificate of registration or corresponding document shall also be enclosed. A proxy form is available at the Company's website [www.cibusnordic.com](http://www.cibusnordic.com) and will be sent to the shareholders that so request and state their postal address.

## **Number of shares and votes**

There are in total 48,400,000 shares in the Company, representing 48,400,000 votes. The Company does not own any own shares.

## **Shareholders' right to request information**

Upon request by any shareholder and where the board deems it possible without causing significant harm to the Company, the board and the CEO shall, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda. A request for such information shall be made in writing to Cibus Nordic Real Estate AB (publ), Att: Pia-Lena Olofsson, Kungsgatan 56, SE-111 22 Stockholm, Sweden or, via e-mail to [pia-lena.olofsson@cibusnordic.com](mailto:pia-lena.olofsson@cibusnordic.com) no later than on Monday, 25 April 2022. The information will be made available at the Company's premises, on Saturday, 30 April 2022 at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address, as well as will be available to the shareholders at the Company's website [www.cibusnordic.com](http://www.cibusnordic.com).

## **Use of personal data**

In connection with the notice of attendance, the Company will process the shareholders' personal data, which is requested above. The personal data gathered from the share register, the postal voting form and information about proxies and advisors will be used for registration, preparation of the voting register for the general meeting and, when applicable, the meeting minutes. The personal data will only be used for the general meeting. For additional information regarding the Company's processing of personal data and your rights, please see Company's website, [www.cibusnordic.com](http://www.cibusnordic.com) under the heading "Shareholders' Personal Data" (which can be found under the section "Investors" under the heading "The Share").

## **Proposed agenda**

1. Opening of the meeting.
2. Election of a chairman of the meeting.
3. Preparation and approval of the voting register.
4. Approval of the proposed agenda.
5. Election of one or two persons to verify the minutes.
6. Determination of whether the meeting was duly convened.
7. Resolution on extra dividend and determination of record dates for dividend.

8. Resolution to grant the board of directors the authority to issue new shares, including with deviation from the shareholders' pre-emption rights.
9. Closing of the meeting.

#### **Item 2 – Election of a chairman of the meeting**

The board of directors proposes to elect Pontus Enquist, Attorney, as chairman of the general meeting. Richard Katzman will serve as secretary.

#### **Item 3 – Preparation and approval of the voting register**

As voting register, it is proposed the voting register prepared by Roschier Attorneys at the request of the Company based on the general meeting shareholder register as of 27 April 2022 and received postal votes, approved by the persons to verify the minutes.

#### **Item 5 – Election of one or two persons to verify the minutes**

It is proposed that Marjan Dragicevic be elected to verify the minutes.

#### **Item 7 – Resolution on extra dividend and determination of record dates for dividend**

In addition to the dividend expected to be resolved at the annual general meeting held on 20 April 2022, the board of directors proposes that the general meeting resolves that a dividend of EUR 0.24 per share shall be paid, corresponding to an extra dividend in the total amount of EUR 11,616,000. Extra dividend payments are proposed to be made monthly on eleven occasions during the year. The first partial payment is proposed to be EUR 0.04 per share (a total of EUR 0.10 per share together with the dividend expected to be resolved by the annual general meeting), the second EUR 0.02 per share (a total of EUR 0.08 per share together with the dividend expected to be resolved by the annual general meeting), the third EUR 0.02 per share (a total of EUR 0.08 per share together with the dividend expected to be resolved by the annual general meeting), the fourth EUR 0.02 per share (a total of EUR 0.08 per share together with the dividend expected to be resolved by the annual general meeting), the fifth EUR 0.02 per share (a total of EUR 0.09 per share together with the dividend expected to be resolved by the annual general meeting), the sixth EUR 0.02 per share (a total of EUR 0.08 per share together with the dividend expected to be resolved by the annual general meeting), the seventh EUR 0.02 per share (a total of EUR 0.08 per share together with the dividend expected to be resolved by the annual general meeting), the eighth EUR 0.02 per share (a total of EUR 0.09 per share together with the dividend expected to be resolved by the annual general meeting), the ninth EUR 0.02 per share (a total of EUR 0.08 per share together with the dividend expected to be resolved by the annual general meeting), the tenth EUR 0.02 per share (a total of EUR 0.08 per share together with the dividend expected to be resolved by the annual general meeting) and EUR 0.02 per share at the eleventh occasion (a total of EUR 0.09 per share together with the dividend expected to be resolved by the annual general meeting). With the exception of the first dividend, the record dates for the dividend payments are proposed to be the same as the record dates expected to be resolved by the annual general meeting, i.e. 13 May 2022, 22 June 2022, 22 July 2022, 24 August 2022, 23 September 2022, 24 October 2022, 23 November 2022, 22 December 2022, 24 January 2023, 21 February 2023 and 24 March 2023. The expected date of payment will therefore be 20 May 2022, 30 June 2022, 29 July 2022, 31 August 2022, 30 September 2022, 31 October 2022, 30 November 2022, 30 December 2022, 31 January 2023, 28 February 2023 and 31 March 2023.

This entails that the sum of the total dividend per share proposed for resolution in this item, together with the dividend per share expected to be resolved by the annual general meeting 2022, amounts to EUR 0.99 per share.

Should the board of directors exercise the authorisation pursuant to item 8 in the notice to issue new shares in such time that the newly issued shares are entered in the share register, at the latest, on the record date for dividend of the next partial payment in accordance with the record dates mentioned above, the board proposes that the general meeting resolves that a dividend be paid in such an amount that the total dividend still amounts to the sum of the dividend per share resolved in accordance with this item and the dividend per share resolved by the annual general meeting 2022 for each partial payment, for both pre-existing shares and shares that may be issued by virtue of the authorisation. The same shall apply for shares that may be added through the exercise of warrants.

This entails that the total dividend proposed for resolution, together with the dividend proposed to be resolved by the annual general meeting 2022 (assuming that the authorisation is fully exercised and the maximum number of additional shares due to the exercise of warrants is subscribed for and the shares are registered in the share register before the record date for the dividend of the first partial payment as proposed above) amounts to EUR 52,590,738.

Further, the board of directors proposes that remaining unappropriated earnings are carried forward to a new account.

### **Item 8 – Resolution to grant the board of directors the authority to issue new shares, including with deviation from the shareholders' pre-emption rights**

The board of directors proposes that the general meeting resolves to authorise the board of directors to, on one or more occasions, for the period until the next annual general meeting, issue new shares, with or without pre-emption rights for the shareholders. The proposal further denotes that subscription for the issued instrument can be paid for in cash, by way of set-off or in kind, or on other terms and conditions. The total number of shares that may be issued by virtue of the authorisation must be within the limits of the share capital according to the articles of association. The total number of shares that may be issued by virtue of the authorisation may not exceed 10 per cent of the total number of outstanding shares in the Company on the date of the extraordinary general meeting.

The purpose of the authorisation and any deviation from the shareholders' pre-emption rights is to enable the Company to, in whole or in part, finance any future acquisitions by issuing new shares as payment in connection with agreements on acquisition alternatively to raise capital for such acquisitions.

### **Other information**

#### **Majority rules**

The resolution proposed by the board of directors in item 8 on the agenda will only be validly adopted if shareholders holding no less than two thirds (2/3) of both the votes cast and the shares represented at the meeting vote in favour of the resolution.

#### **Further information**

The board of directors' complete proposals and thereto attached statements are available at the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com) and will be sent free of charge to the shareholders that so request and state their postal address.

For further information, please contact:

Sverker Källgården, CEO, Cibus Nordic Real Estate AB (publ), tel: +46 761 444 888  
Pia-Lena Olofsson, CFO, Cibus Nordic Real Estate AB (publ), tel: +46 708 580 453

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Stockholm, April 2022

Cibus Nordic Real Estate AB (publ)

The board of directors

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