



## PRESS RELEASE

23 March 2023

# 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 the Extraordinary General Meeting on Thursday 20 April 2023, at 11.30 a.m. CEST at 7A Posthuset, Vasagatan 28, Stockholm, Sweden.

The Board of Directors has decided, pursuant to the Company's articles of association, that shareholders also shall be able to exercise their voting rights by postal voting prior to the general meeting.

### Notification, etc.

Shareholders who wish to attend the Extraordinary General Meeting:

- shall be registered in the shareholders' register maintained by Euroclear Sweden AB on Wednesday 12 April 2023, and
- shall give notice of attendance to the Company no later than on Friday 14 April 2023. Notice of attendance shall be made 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). When giving notice of attendance, state name, personal identification number or company registration number, address, telephone number and accompanying advisors, if any.

### Postal voting

Shareholders who wish to exercise their voting rights by postal voting shall use the postal voting form that is available on the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com) and follow the instructions set out therein. The postal vote must be received by the Company no later than on Friday 14 April 2023. 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 post to Cibus Nordic Real Estate AB (publ), Att: Pia-Lena Olofsson, Kungsgatan 56, SE-111 22 Stockholm, Sweden. If a shareholder postal votes by proxy, a power of attorney shall be enclosed with the form. The proxy form is available at the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com). If the shareholder is a legal entity, a certificate of incorporation or a corresponding authorisation document shall be enclosed with the form. Further instructions and conditions are included in the postal voting form.

### Nominee-registered shares

Shareholders whose shares are nominee-registered must, in order to participate at the general meeting, re-register such shares in their own names so that the shareholder is recorded in the share register as of Wednesday 12 April 2023. Such registration may be temporary (so called voting right registration) and request for such registration shall be made to the nominee in accordance with the nominee's routines in such time in advance as decided by the nominee. Voting rights registrations effected by the nominee no later than Friday 14 April 2023 will be considered in the preparation of the share register.

**Proxy etc.**

Shareholders who wish to attend the meeting venue in person or through a proxy representative are entitled to bring one or two assistants. Shareholders who wish to bring assistants shall state this in connection with the notice of attendance. Shareholders represented by a proxy shall issue a written and dated power of attorney for the proxy or, if the right to represent the shareholder's shares is divided among different proxies, each proxy must state the number of shares they are representing. The power of attorney is valid for a maximum of one year from the date of issuance, or for a longer period specified in the power of attorney but not exceeding five years from the date of issuance. If the power of attorney has been issued by a legal entity, a certified copy of the certificate of incorporation of the legal entity, indicating the authorisation to issue the power of attorney, shall be enclosed. A copy of the power of attorney and certificate of incorporation, if applicable, should be provided by post or e-mail to the Company at the address stated above well in advance of the general meeting. A proxy form is available on the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com).

**Number of shares and votes**

There are in total 48,441,792 shares in the Company, representing 48,441,792 votes. The Company does not hold any of its own shares.

**Shareholders' right to request information**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda.

**Processing 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. Election of one or two persons to verify the minutes.
5. Determination of whether the meeting was duly convened.
6. Approval of the proposed agenda.
7. Resolutions on:
  - a. the approval of the Board of Directors' resolution on issue of shares subject to approval by the general meeting; and
  - b. the adjustment of the Annual General Meeting's resolution on distribution of profits.
8. Closing of the meeting.

### **Item 7 (a) – Resolution on approval of the Board of Directors' resolution on issue of shares subject to approval by the general meeting**

The Board of Directors proposes that the general meeting approves the Board of Directors' resolution of 23 March 2023 to issue new shares with deviation from the shareholders' preferential rights so that the Company's share capital shall be increased by not more than EUR 88,043.48 by issuing no more than 8,804,348 new shares. The issue shall be governed by the following terms and conditions:

1. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, solely be given to Swedbank AB (publ) ("**Swedbank**"), on behalf of a number of investors.
2. The subscription price for each new share is EUR 0.01 (corresponding to the quota value of the share). The subscription price has been determined based on an agreement with Swedbank.
3. The shares shall be subscribed for on a subscription list no later than 20 April 2023. The Board of Directors shall be entitled to extend the subscription period.
4. Allotment is expected to take place no later than 20 April 2023. Payment for the subscribed and allotted shares shall be made in cash no later than 26 April 2023, or at a later date resolved upon by the Board of Directors.
5. The new shares will entitle to dividends as from the first record date which occurs after the shares are recorded in the share register maintained by Euroclear Sweden.

The board of directors has carefully considered the possibility to raise capital by means of a rights issue and has made the assessment that, for several reasons, it is currently and in light of the prevailing market conditions more favourable for the Company and the shareholders to raise capital by means of a directed share issue. The time efficiency of a directed share issue procedure gives the Company the conditions, provided that market conditions are deemed favourable, to repurchase in whole or in parts, the Company's outstanding bond loan in the total nominal amount of EUR 61.8 million, which matures in September 2023 and/or repay the outstanding bond loan upon maturity, and otherwise manage future debt maturity in an appropriate way. A directed issue also gives the Company an opportunity to broaden its shareholder base with additional institutional investors and leverage the interest from investors that the Company has experienced. A rights issue would take significantly longer time to complete, which would decrease the Company's financial flexibility and prevent the Company from benefitting from the current interest from investors to invest in the Company. A directed share issue is further deemed to be the fastest and most efficient way to reduce the Company's net debt and, as a result, the interest cost, which is deemed particularly important taking into account the current market conditions. A rights issue would likely require significant underwriting commitments from an underwriting syndicate considering

the prevailing volatility on the market, which would entail additional costs and/or greater dilution depending on the form of consideration that would be paid for the underwriting commitments and a rights issue would likely have to be carried out at a lower subscription price due to the discount levels applied in recent rights issues on the market.

The net proceeds of the directed issue are intended to be used: (i) to give conditions for the Company to repurchase in full or in part the Company's bond loan and/or in another way manage repayment of upcoming bond maturity in September 2023, (ii) to reduce the Company's net debt and, as a result, the interest cost, and (iii) to continue to invest in planned and value creating ESG projects in existing properties.

The Company's CEO, or anyone appointed by CEO, shall be authorised to make the minor adjustments in the issue resolution as may be required in connection with the registration with the Swedish Companies Registration Office.

Documentation in accordance with Chapter 13, Section 6 of the Swedish Companies Act are appended to the resolution.

#### **Item 7 (b) – Resolution on the adjustment of the Annual General Meeting's resolution on distribution of profits**

Subject to the general meeting's approval of the Board of Directors' resolution to issue new shares under item 7 (a) on the agenda, the Board of Directors proposes that the general meeting resolves to adjust the resolution by the Annual General Meeting regarding distribution of profits (item 9 b on the agenda of the Annual General Meeting) so that – as a result of the proposed dividend of an amount of EUR 0.9 per share, and the issuance of up to 8,804,348 new shares – the total dividend may amount to a maximum of EUR 55,853,749.9.

Based on the balance sheet intended to be adopted at the Annual General Meeting preceding the Extraordinary General Meeting and the Board of Directors' proposal for distribution of profits (item 9 b on the agenda of the Annual General Meeting), an available amount in accordance with Chapter 17, Section 3 of the Swedish Companies Act will remain at the time of the Extraordinary General Meeting amounting to EUR 433,522,298.2, alternatively, upon maximum utilisation of the authorisation proposed to the Annual General Meeting for the board to resolve to issue new shares, to EUR 429,162,537.1.

#### **Other information**

##### ***Majority requirements***

A resolution in accordance with the Board of Directors' proposal under the item 7 (a) on the agenda is valid only when supported by shareholders representing at least two thirds (2/3) of both the votes cast and the shares represented at the general meeting.

##### ***Further information***

Documents for the Extraordinary General Meeting that must be available in accordance with the Swedish Companies Act will be kept available on the Company's website and at the Company's premises no later than on Thursday 30 March 2023.

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 2023

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 450 properties in the Nordics. The main tenants are Kesko, Tokmanni, Coop Sverige, Lidl and S-Group.*

Cibus Nordic Real Estate AB (publ) | Kungsgatan 56 | 111 22 Stockholm | Sweden Tel: +46 (0)761 444 888 |  
Reg. no. 559135-0599 | [www.cibusnordic.com](http://www.cibusnordic.com)