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## Cibus Nordic Real Estate AB (publ)

### Tender Information Document in respect of a tender offer for Cibus Nordic Real Estate AB (publ)'s outstanding (i) EUR 50,000,000 senior unsecured green floating rate notes (2022/2024) with ISIN SE0013360716 (the "EUR 2024 Notes"), (ii) SEK 700,000,000 senior unsecured green floating rate notes (2022/2025) with ISIN SE0017071517 (the "SEK 2025 Notes") and (iii) EUR 70,000,000 senior unsecured floating rate notes (2022/2025) with ISIN SE0013360849 (the "EUR 2025 Notes")

Cibus Nordic Real Estate AB (publ), reg.no. 559135-0599 (the "Issuer") today announces its invitation to the holders of the EUR 2024 Notes, the SEK 2025 Notes and the EUR 2025 Notes (as further described under the heading "Purchase price" below (the "Notes") (including any beneficial owners who hold their Notes via nominees or custodians) (the "Noteholders") to tender any and all of their Notes for purchase by the Issuer for cash (the "Tender Offers" and each a "Tender Offer") up to an aggregate nominal amount equal to the Transaction Cap (as defined below) and subject to the satisfaction of the New Financing Conditions (as defined below) being met. The Issuer has appointed Danske Bank A/S, Danmark, Sverige Filial ("Danske Bank") and Swedbank AB (publ) ("Swedbank") to act as dealer managers and tender agents (the "Dealer Managers") in connection with the Tender Offers.

In conjunction with the Tender Offers, the Issuer intends to issue (i) new senior unsecured green floating rate notes denominated in SEK with an expected tenor of 3.5 years and/or (ii) new senior unsecured green floating rate notes denominated in EUR with an expected tenor of 4.0 years (the "New Notes"), subject to market conditions. The Issuer has mandated Danske Bank and Swedbank as joint arrangers and bookrunners in respect of the issuance of the New Notes. Noteholders who submit a valid tender instruction will be eligible to receive a priority in the allocation of the New Notes on the terms and conditions set forth below.

Each Tender Offer is made on the terms and conditions set out below.

#### Purchase price

Subject to the terms and conditions set out in this Tender Information Document and the applicable minimum denomination in respect of the Notes, the Issuer offers to purchase the EUR 2024 Notes, the SEK 2025 Notes and the EUR 2025 Notes at the respective purchase prices set out below (each such being the "Purchase Price")

Description of Notes	ISIN	Issued Amount	Outstanding Amount (per 18 March 2024)	Outstanding Amount held by the Issuer (per 18 March 2024)	Callable from	Minimum Denomination	Purchase Price
EUR 50,000,000 Senior Unsecured Green	SE0013360716	EUR 50,000,000	EUR 21,500,000	EUR 28,500,000	29 June 2024	EUR 100,000	100.00

Floating Rate Notes (2022/2024)							
SEK 700,000,000 Senior Unsecured Green Floating Rate Notes (2022/2025)	SE0017071517	SEK 700,000,000	SEK 678,750,000	SEK 21,250,000	2 September 2024	SEK 1,250,000	103.50
EUR 70,000,000 Senior Unsecured Floating Rate Notes (2022/2025)	SE0013360849	EUR 70,000,000	EUR 58,500,000	EUR 11,500,000	2 December 2024	EUR 100,000	105.00

Subject to applicable law, the Issuer may, in its sole and absolute discretion, increase the Purchase Price for one or several Notes at any time. The Issuer will also pay an amount equal to any accrued and unpaid interest on the Notes on the Settlement Date (as defined below) in accordance with the relevant terms and conditions and final terms of the Notes (“**Accrued Interest**”).

#### **Deadline**

Each Tender Offer expires at 12.00 CET on 21 March 2024, unless extended, re-opened, withdrawn or terminated at the sole discretion of the Issuer (the “**Expiration Date**”). The Issuer will announce the results and (acting in its sole and absolute discretion) whether any Notes will be accepted for purchase pursuant to the Tender Offers as soon as reasonably practicable after the pricing of the New Notes and the Expiration Date. Settlement of each Tender Offer is expected to occur at or around 2 April 2024 (the “**Settlement Date**”), and to the extent possible on the same day as the settlement of the New Notes, such Settlement Date to be communicated as part of the New Notes book building process. Settlement of the transactions pursuant to the Tender Offers will occur as a secondary trade via the Dealer Managers.

Subject to applicable law, the Issuer may, in its sole and absolute discretion, extend, re-open, amend or waive any condition of or terminate the Tender Offers at any time. Noteholders are advised to carefully read this document for the details of and information on the procedures for participating in any Tender Offer.

#### **Purpose of the Tender Offers**

The Tender Offers are being made as part of the Issuer’s commitments to exercise active management of its balance sheet and to pro-actively manage the Issuer’s upcoming debt redemptions and to extend its debt maturity profile.

#### **Transaction Cap**

The tendered nominal amount of Notes accepted by the Issuer will be capped at the initial total nominal amount of the New Notes (the “**Transaction Cap**”), subject to the Issuer’s sole discretion of increasing, decreasing or removing the Transaction Cap. If the Issuer decides to accept for purchase valid tender instructions made pursuant to a Tender Offer and the aggregate nominal amount of Notes validly tendered pursuant to the relevant Tender Offer is greater than the Transaction Cap, the Issuer will accept Notes for purchase in accordance with the subsection “Priority and scaling” below.

#### **Priority and scaling**

In the event of any scaling in the acceptance of Notes to be purchased, the Issuer will firstly accept either all or none of the tender instructions in respect of the EUR 2024 Notes, the SEK 2025 Notes and/or the EUR 2025 Notes, respectively, submitted at the Minimum Denomination of the relevant Notes and secondly all other tender instructions of the EUR 2024 Notes, the SEK 2025 Notes and/or the EUR 2025 Notes, respectively, with a total nominal amount above the minimum denomination of the relevant Notes on a *pro-rata* basis. The Issuer shall in its

sole discretion decide the acceptance rate of each of the EUR 2024 Notes, the SEK 2025 Notes and/or the EUR 2025 Notes, respectively. The Issuer has no obligation to accept tender instructions on a *pro rata* basis between the Notes and, thus, may choose to accept tender instructions only in respect of the EUR 2024 Notes, the SEK 2025 Notes and/or the EUR 2025 Notes, acting in its sole discretion. The acceptance of tender instructions of Notes will be rounded to a multiple of EUR 100,000 for the EUR 2024 Notes, SEK 1,250,000 for the SEK 2025 Notes and EUR 100,000 for the EUR 2025 Notes and any scaling made by the Issuer will be binding on all Noteholders who validly tendered their respective Notes.

### **Priority in New Notes**

Subject to the Issuer's decision on issuance and allocation of New Notes, Noteholders who submit a valid tender instruction will be eligible to receive a priority in the allocation of the New Notes provided that the Noteholder is an eligible buyer of the New Notes given the target market for the New Notes in accordance with Directive 2014/65/EU (MiFID II) and the applicable selling restrictions. Such priority in allocation will match in size the nominal volume of Notes submitted and accepted for tender, subject to eligibility with the minimum denomination requirements of the New Notes.

### **New Financing Conditions**

The Issuer's acceptance of Notes validly tendered for purchase pursuant to the Tender Offers are conditional upon that, in the absolute and sole discretion and determination of the Issuer, (i) the terms and conditions of the New Notes are satisfactory to the Issuer, including, but not limited to, as to the price and volume of the New Notes and (ii) the successful outcome of the issuance of New Notes (including the receipt of funds by the Issuer), which will enable the Issuer to finance the Purchase Price and Accrued Interest of the total amount of Notes validly tendered and accepted for purchase pursuant to the Tender Offers (together "**New Financing Conditions**").

For the avoidance of doubt, the Issuer is not under any obligation to accept any tender of Notes for purchase pursuant to the Tender Offers. Any tender of Notes for purchase may be rejected by the Issuer for any reason, and the Issuer is not under any obligation to Noteholders to furnish any reason or justification for refusing to accept a tender of Notes for purchase.

The Issuer's acceptance of Notes validly tendered in accordance with the terms and conditions of the Tender Offers will be irrevocable, but in any event subject to the satisfaction of the New Financing Conditions.

Conditional upon the consummation of a successful issue of the New Notes, the Issuer may exercise its right to make an early redemption of the Notes which were not tendered in the Tender Offers, in accordance with the terms and conditions of the Notes. The Notes will in such early redemption be redeemed at the applicable call price as set out in the relevant final terms of the Notes.

### **Restrictions: No offer or sale of New Notes**

This document does not constitute an offer or a sale of the New Notes. The New Notes are not being, and will not be, offered or sold in the United States. Nothing in this document constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the "Securities Act"). The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act). Investors who wish to buy New Notes should contact their sales contact at the Dealer Managers to obtain all relevant documentation.

### **Participation**

Noteholders can only participate in a Tender Offer by submitting a valid tender instruction. Only Noteholders who are customers of, and can execute a secondary trade upon settlement with, Danske Bank or Swedbank with all required know your customer (KYC) and similar documentation in place to the satisfaction of Danske Bank or Swedbank, as applicable may participate in any Tender Offer and Noteholders must contact any of the Dealer Managers to receive an application form that includes the details of how to participate in the Tender Offers. Tender instructions given via the application form or via other form in a way that is permitted in accordance with what is stated in the application form are irrevocable by the Noteholders, except for in the limited circumstances described in the application form.

Noteholders should consult their own tax, accounting, financial and legal advisers regarding the suitability to themselves of the tax, accounting, financial, legal and regulatory consequences of participating in any Tender Offer.

Noteholders who do not participate in any Tender Offer, or whose Notes are not accepted for purchase by the Issuer, will continue to hold their Notes subject to the terms and conditions of the Notes.

To obtain an application form and participate in any Tender Offer, please contact any of the Dealer Managers at the details below.

**Placing fee**

The Dealer Managers will be paid a fee by the Issuer in respect of the placement of the transaction relating to the New Notes.

**CONTACT INFORMATION****Joint Bookrunners and Dealer Managers****Swedbank AB (publ)**

Email: liabilitymanagement@swedbank.se

**Danske Bank A/S, Danmark, Sverige Filial**

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**This document is released by the Issuer and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Tender Offers described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this document is released, on behalf of the Issuer at 08:00 CET on 18 March 2024**

## **DISCLAIMER**

This document contains important information which should be read carefully before any decision is made with respect to the Tender Offers. If any Noteholder is in any doubt as to the action it should take or is unsure of the impact of any Tender Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any Noteholder whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Notes pursuant to the relevant Tender Offer. Neither the Issuer nor the Dealer Managers nor their respective directors, employees or affiliates makes any recommendation as to whether Noteholders of Notes should tender Notes for purchase pursuant to the relevant Tender Offer.

### **Offer and Distribution Restrictions**

This document does not constitute an invitation to participate in a Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by each of the Issuer and the Dealer Managers to inform themselves about and to observe any such restrictions.

#### ***United States***

The Tender Offers are not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a "**U.S. Person**")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this document and any other documents or materials relating to any Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Notes cannot be tendered in the Tender Offers by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Notes in any Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each Noteholder of Notes participating in a Tender Offer will represent that it is not a U.S. Person, it is not located in the United States and is not participating in a Tender Offer from the United States, or it is acting on a nondiscretionary basis for a principal located outside the United States that is not giving an order to participate in a Tender Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraph, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

#### ***United Kingdom***

This document and any other documents or materials relating to the Tender Offers are not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")) or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

#### ***General***

Neither this document nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes for purchase pursuant to a Tender Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offers to be made by a licensed broker or dealer and the Dealer Managers or any of their affiliates are such a licensed broker or dealer in any such jurisdiction, the Tender Offers shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.

Further, the Tender Offers do not constitute or form part of (i) a prospectus within the meaning of Regulation (EU) 2017/1129 as supplemented from time to time by Commission delegated regulations (the Prospectus Regulation), nor (ii) a tender offer document as referred to in Chapter 2 a of the Swedish Financial Instruments Trading Act. Each Noteholder participating in the Tender Offers will be deemed to give certain other representations in respect of the other jurisdictions referred to above and generally as set out in the application form for participating in the Tender Offers available from the Dealer Managers. Any tender of Notes for purchase pursuant to a Tender Offer from a Noteholder that is unable to make these representations will not be accepted.

The Issuer reserves the right, in its sole and absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to a Tender Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such tender or submission may be rejected.