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# PRESS RELEASE

Stockholm 10 September 2024

# Cibus has successfully completed a directed share issue of approximately 5.7 million shares and raises proceeds of approximately SEK 927 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 approximately 5.7 million shares at a subscription price of SEK 162 per share (the "Directed Share Issue"), which was oversubscribed. Through the Directed Share Issue, Cibus will receive proceeds amounting to approximately SEK 927 million before transaction related costs. A number of Swedish and international institutional investors, including AP3, AP4, Clearance Capital Limited and Länsförsäkringar Fondförvaltning participated in the Directed Share Issue.

#### The Directed Share Issue

The board of directors of Cibus has, by virtue of the authorisation granted by the annual general meeting on 15 April 2024, resolved on the Directed Share Issue which was directed to Swedish and international institutional, and other qualified, investors. The Directed Share Issue comprises 5,724,614 new shares at a subscription price of SEK 162 per share and the Company will hereby receive approximately SEK 927 million before transaction related costs.

The subscription price has been determined through an accelerated bookbuilding procedure and corresponds to a discount of approximately 2.7 per cent compared to the volume weighted average price (VWAP) of the Company's share during last ten trading days prior to the Directed Share Issue or a discount of approximately 4.3 per cent compared to the closing price of the Company's share on Nasdaq Stockholm on 10 September 2024. The board of directors' assessment is that the subscription price in the Directed Share Issue is in on market terms, such that it reflects prevailing market conditions and investor demand. The subscription price represents a premium of approximately 20.0<sup>1</sup> per cent to the EPRA NRV per share in Cibus, which amounted to EUR 11.8 on 30 June 2024. A number of Swedish and international institutional investors, including AP3, AP4, Clearance Capital Limited and Länsförsäkringar Fondförvaltning participated in the Directed Share Issue.

<sup>&</sup>lt;sup>1</sup> Based on EUR/SEK exchange rate of 11.4355.

#### **Background and rationale**

Cibus is a Nordic based real estate company focused on daily-goods properties with a vision to create stable cash flows by "Converting food into yield".

In the first half of 2024, Cibus has grown its cash flow and its earnings capacity per share for the fourth consecutive quarter to EUR 0.97 per share as per 1 July 2024. Growth in 2024 has come from index-linked rental growth, lease renegotiations, refinancing of bonds at lower margins and the acquisition of six grocery anchored assets in Sweden for SEK 87.5 million at an accretive property yield.

These activities set Cibus up to take a leading role in further consolidation of daily-goods assets in its chosen markets and the Company is seeing an increasing number of attractive growth opportunities to capitalise upon.

Christian Fredrixon, Cibus' CEO comments:

"We are grateful for the support from investors and pleased with the successful outcome of the transaction, which strengthens our ability to capitalise on attractive acquisition opportunities in the current market. This is a key step in executing our growth strategy, and we remain focused on increasing cash earnings per share while maintaining a strong financial position."

#### Use of the issue proceeds

In order to capture value-creating investment opportunities, the proceeds from the Directed Share Issue are intended to be used to finance acquisitions of single assets and property in line with Cibus' growth strategy, whilst maintaining a well-balanced financial risk profile.

As Cibus has a strong acquisition pipeline, which includes the evaluation of larger property portfolios in the Nordics and Continental Europe, the Company may in the near future carry out additional share issues, including issues in kind, in order to finance these acquisitions. All acquisitions are expected to increase the Company's current earnings capacity in terms of profit from property management excluding non-cash items plus expenses for hybrid bond per share, while the net debt loan-to-value ratio is not expected to increase.

#### Deviation from the shareholders' preferential rights

The board of directors has carefully considered the possibility to raise capital by means of a rights issue and makes 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 secure the financing of the future growth investments by means of a directed share issue at this point in time. A directed share issue 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 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.

Against this background, it is the board of directors' overall assessment that it is in the interest of the Company and its shareholders to carry out the Directed Share Issue with deviation from the shareholders' preferential rights.

Through the Directed Share Issue, the number of shares and votes in Cibus will increase by 5,724,614, from 57,247,536 to 62,972,150. The share capital of the Company will increase by EUR 57,246.14, from EUR 572,475.36 to EUR 629,721.50. 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, Christian Fredrixon, and CFO, Pia-Lena Olofsson, have undertaken, with certain exceptions, to not sell or in other ways dispose of their shares in the Company for a period of 90 calendar days after completion of the Directed Share Issue.

Furthermore, the Company has undertaken not to, during a period of 90 calendar days following the completion of the Directed Share Issue, without the consent of the Managers, propose or issue additional shares or financial instruments, with the exception for any share issues intended to finance further new acquisitions in the near-term or incentive programmes.

#### **Advisors**

Pareto Securities AB and Nordea Bank Abp, filial i Sverige act as Joint Global Coordinators and Joint Bookrunners in connection with the Directed Share Issue. Roschier Advokatbyrå AB acts as legal adviser to the Company and Baker McKenzie acts as legal advisors to the Joint Global Coordinators and Joint Bookrunners.

## For additional information, please contact:

Christian Fredrixon, CEO, Cibus Nordic Real Estate AB (publ), phone: +46 (0)8 12 439 100, email: christian.fredrixon@cibusnordic.com

Pia-Lena Olofsson, CFO, Cibus Nordic Real Estate AB (publ), phone: +46 (0)8 12 439 100, email: pia-lena.olofsson@cibusnordic.com

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.

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

# Important information

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This press release is not a prospectus as set forth in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. The Company has not approved any securities offering to the public in any member state of the EEA and no prospectus has been published or will be published in connection with the Directed Share Issue. In each member state of the EEA, this message is only directed towards "qualified investors" in that member state in accordance with the definition in the Prospectus Regulation.

In the United Kingdom, this document 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 British 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 British Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a)-(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 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 Company's 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 relating to the Company and the Company's shares. Such information has not been verified by the Managers. The Managers acts for the Company in connection with the Directed Share Issue 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 Directed Share Issue 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.

Failure to follow these instructions may result in a breach of the Securities Act or applicable laws in other jurisdictions.

#### Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, assessments, or expectations about the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forwardlooking statements. The Company does not guarantee that the assumptions underlying the forwardlooking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless this is required under law or Nasdag Stockholm's rulebook for issuers.

## *Information to distributors*

In order to comply with 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 (the "Positive Target Market"); and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II. 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 only suitable for 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. Conversely, an investment in the shares in Cibus is not suitable for investors who need full capital protection or full repayment of the amount invested, cannot bear any risk, guaranteed or predictable return (the "Negative Target Market", and together with the Positive Target Market, the "Target Market"). 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 Managers 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.