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PRESS RELEASE Stockholm 11 June 2025

# Cibus has successfully completed a directed share issue of 5.8 million shares and raises proceeds of approximately SEK I billion

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 5.8 million shares at a subscription price of SEK 172.60 per share (the "Directed Share Issue"), which was multiple times oversubscribed. Through the Directed Share Issue, Cibus will receive proceeds amounting to approximately SEK 1,001 million before transaction related costs. A number of Swedish and international institutional investors, including The Third Swedish National Pension Fund (AP3), The Fourth Swedish National Pension Fund (AP4), Brummer & Partners – Listed Real Estate Mandate, Clearance Capital Limited, Degroof Petercam Asset Management, Länsförsäkringar Fondförvaltning and Thames River Capital LLP (part of Columbia Threadneedle Investments) 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 10 April 2025, resolved on the Directed Share Issue which was directed to Swedish and international institutional, and other qualified, investors. The Directed Share Issue comprises 5,800,000 new shares, representing 7.6 per cent of the shares outstanding prior to the Directed Share Issue, at a subscription price of SEK 172.60 per share and the Company will hereby receive approximately SEK 1,001 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 last closing price of the Company's share on Nasdaq Stockholm on 10 June 2025. The board of directors' assessment is that the subscription price in the Directed Share Issue is in line with market terms, such that it reflects prevailing market conditions and investor demand. The subscription price represents a premium of approximately 24.7<sup>1</sup> per cent to the EPRA NTA per share in Cibus, which amounted to EUR 12.6 on 31 March 2025. A number of Swedish and international institutional investors, including The Third

<sup>&</sup>lt;sup>1</sup> Based on EUR/SEK exchange rate of 10.946.

Swedish National Pension Fund (AP3), The Fourth Swedish National Pension Fund (AP4), Brummer & Partners – Listed Real Estate Mandate, Clearance Capital Limited, Degroof Petercam Asset Management, Länsförsäkringar Fondförvaltning and Thames River Capital LLP (part of Columbia Threadneedle Investments) participated in the Directed Share Issue.

## **Background and rationale**

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

In the first quarter of 2025, Cibus has grown its cash flow and its earnings capacity to EUR 1.04 per share. Growth in Q1 2025 has come from acquisitions, index-linked rental growth, lease renegotiations and refinancing of bank loans at lower margins. In the Benelux, the acquisition of Forum Estates Holding BV ("Forum Estates") was completed, with an underlying property value of approximately EUR 512 million, comprising 149 properties in Belgium, the Netherlands and Luxembourg. Additionally, in Denmark, the acquisition of the second part of the ATP Ejendomme portfolio was completed, with an underlying property value of approximately EUR 31 properties. Furthermore, so far during 2025 Cibus has announced the acquisitions of four single assets respectively in the Netherlands, Belgium, Finland and Denmark. All acquisitions were completed against an attractive property yield and are cash earnings per share accretive.

These activities are a strategic step for Cibus in creating a pan-European platform for food and grocery retail properties. This aligns with Cibus' strategy to take a leading role in further consolidating daily-goods assets in its chosen markets. The Company has also identified a number of attractive growth opportunities to capitalise on. Christian Fredrixon, Cibus' CEO comments:

"We are pleased with the successful outcome of the transaction and are grateful for the support of both our existing shareholders and new investors. We are encouraged to welcome several new continental European and global investors to our shareholder base. This transaction marks another milestone in executing our growth strategy and capitalising on attractive acquisition opportunities, in this case targeting our seven current markets. We remain focused on increasing cash earnings per share, maintaining a strong financial position, and continuing to deliver on 'Converting Food into Yield'."

## Use of proceeds

Since the last directed share issue in September 2024, which raised proceeds of approximately EUR 81 million (based on EUR/SEK exchange rate of 11.4355 and which at the time represented the 10 per cent mandate awarded to the board of directors), the Company has acquired 196 daily-goods properties across seven countries, with a total underlying property value of EUR 694 million, including the contribution in kind acquisition of Forum Estates. By mid-December 2024, transactions were announced, resulting in the full deployment of the funds raised in September 2024. Simultaneously, the Company has streamlined its portfolio by divesting nine non-strategic properties in three countries, with a total underlying property value of EUR 26 million. Meanwhile, the Company has continued to build its acquisition pipeline to deliver accretive growth.

In order to act upon value-creating investment opportunities, Cibus has resolved to carry out the Directed Share Issue, the net proceeds of which are intended to be largely used to finance future acquisitions of single assets and property portfolios in current markets in line with Cibus' growth

strategy. Next to deployment in new acquisitions, part of the proceeds will be used to repay the remaining subordinated loans of EUR 12.2 million to former shareholders of Forum Estates.

## 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 its shareholders to secure financing through a directed share issue for future acquisitions and investment opportunities, and for the repayment of the remaining subordinated loan receivables to former shareholders in Forum Estates, respectively. 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 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. As the subscription price in the Directed Share Issue has been determined through a bookbuilding procedure, it is the board of directors' assessment that the subscription price is on market terms, such that it reflects prevailing market conditions and investor demand.

Through the Directed Share Issue, the number of shares and votes in Cibus will increase by 5,800,000, from 76,286,045 to 82,086,045. The share capital of the Company will increase by EUR 58,000.00, from EUR 762,860.45 to EUR 820,860.45. The Directed Share Issue entails a dilution of approximately 7.1 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 customary exceptions, not to sell or in other ways dispose of their shares in the Company for a period of 90 calendar days after settlement of the Directed Share Issue.

Furthermore, the Company has undertaken not to, during a period of 90 calendar days following settlement of the Directed Share Issue, without the consent of the Joint Global Coordinators (as defined below), 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 Van Lanschot Kempen N.V. act as Joint Global Coordinators and Joint Bookrunners (the "**Joint Global Coordinators**") and Danske Bank A/S, Danmark, Sverige Filial acts as Joint Bookrunner (together with the Joint Global Coordinators, the "**Managers**") in connection with

the Directed Share Issue. Roschier Advokatbyrå AB acts as legal advisor to the Company and Baker McKenzie acts as legal advisor to the Managers.

## 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: pialena.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 Europe with grocery retail chains as anchor tenants. The company currently owns approximately 640 properties in Europe. The largest tenants are Kesko, Tokmanni, Coop Sweden, S Group, Rema 1000, Salling, Lidl, Dagrofa and Carrefour.

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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.

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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 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. 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 Nasdaq 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.

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 Europe with grocery retail chains as anchor tenants. The company currently owns approximately 640 properties in Europe. The largest tenants are Kesko, Tokmanni, Coop Sweden, S Group, Rema 1000, Salling, Lidl, Dagrofa and Carrefour.