

*N.B. The English language version of these minutes is an unofficial translation. In case of any discrepancy between the English and Swedish language versions, the Swedish language version shall prevail.*



Minutes kept at the extraordinary general meeting in Cibus Nordic Real Estate AB (publ) ("**Cibus**" or the "**Company**"), reg. no. 559135-0599, on Tuesday, 14 January 2025 at 10:00, in Stockholm, Sweden.

## **1 § OPENING OF THE GENERAL MEETING**

The chairman of the board of directors in Cibus, Patrick Gylling, declared the extraordinary general meeting open.

## **2 § ELECTION OF A CHAIRMAN OF THE GENERAL MEETING**

The meeting resolved to elect the attorney Pontus Enquist as Chairman of the meeting. It was noted that Miikka Kujanpää had been appointed to keep the minutes at the meeting.

The meeting approved that shareholders who had not registered their voting rights for their shares, employees in the Company and other persons who were not shareholders who had been recorded at the entrance, were entitled to attend the meeting without the right to comment or to participate in the meeting's resolutions.

## **3 § PREPARATION AND APPROVAL OF THE VOTING REGISTER**

The meeting resolved to adopt the list, which had been drawn up, of shareholders who had given notice to attend and were present at the extraordinary general meeting, including proxies with any assistants, as well as received postal votes, as the voting register for the meeting, [Appendix 1](#).

## **4 § ELECTION OF ONE OR MORE PERSONS TO ATTEST THE MINUTES**

The meeting resolved to elect Johannes Wingborg to approve the minutes in addition to the chairman.

## **5 § DETERMINATION OF WHETHER THE GENERAL MEETING WAS DULY CONVENED**

It was noted that the notice to the meeting had been made available on the Company's website from Wednesday, 18 December 2024 and announced in the Swedish Official Gazette (Sw. *Post-och Inrikes Tidningar*) on Friday, 20 December 2024, and an announcement that the notice had been issued was published in Svenska Dagbladet on Friday 20 December 2024.

The general meeting was therefore declared duly convened.

#### **6 § APPROVAL OF THE PROPOSED AGENDA**

The meeting resolved to approve the proposed agenda which was included in the notice to the general meeting.

#### **7 § RESOLUTION TO GRANT THE BOARD OF DIRECTORS THE AUTHORITY TO RESOLVE ON NEW SHARE ISSUES BY CONTRIBUTION IN KIND**

It was recorded that the board of directors' resolution proposal to grant the board of directors the authority to resolve on new share issues by contribution in kind, which was included in the notice of the meeting, Appendix 2, had been duly presented.

The meeting resolved to authorize the board of directors to resolve on new share issues by contribution in kind in accordance with the board of directors' proposal. It was noted that, with the exception of those shareholders who had notified by postal vote that they had voted against or abstained from voting, all other shareholders participating in the resolution voted in favour of the resolution.

#### **8 § RESOLUTION TO GRANT THE BOARD OF DIRECTORS THE AUTHORITY TO RESOLVE ON NEW SHARE ISSUES, EITHER APPLYING OR DISAPPLYING SHAREHOLDERS' PREFERENTIAL RIGHTS**

It was recorded that the board of directors' resolution proposal to grant the board of directors the authority to resolve on new share issues, either applying or disapplying shareholders' preferential rights, which was included in the notice of the meeting, Appendix 2, had been duly presented.

The meeting resolved to authorize the board of directors to resolve on new share issues, either applying or disapplying shareholders' preferential rights in accordance with the board of directors' proposal.

It was noted that the resolution was passed with the required majority, i.e. by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting. It was noted that, with the exception of those shareholders who had notified by postal vote that they had voted against or abstained from voting, all other shareholders participating in the resolution voted in favour of the resolution.

#### **9 § RESOLUTION ON THE ADJUSTMENT OF THE ANNUAL GENERAL MEETING'S RESOLUTION ON DISTRIBUTION OF PROFITS**

It was recorded that the board of directors' resolution proposal on the adjustment of the annual general meeting's resolution on distribution of profits, which was included in the notice of the meeting, Appendix 2, had been duly presented.

The meeting resolved on the adjustment of the annual general meeting's resolution on distribution of profits in accordance with the board of directors' proposal.

#### **10 § CLOSING OF THE GENERAL MEETING**

The chairman concluded that no further matters had been referred to the meeting, after which the chairman declared the extraordinary general meeting closed.

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At the minutes:

\_\_\_\_\_  
Miikka Kujanpää

Approved:

\_\_\_\_\_  
Pontus Enquist

\_\_\_\_\_  
Johannes Wingborg

## **Appendix 1**

In the minutes from the extraordinary general meeting on 14 January 2025, Appendix 1 "Voting register for the extraordinary general meeting on 14 January 2025" is left out.

## **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 Tuesday, 14 January 2025, at 10:00 a.m., at Roschier Advokatbyrå, Brunkebergstorg 2, SE-103 90 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 participate in the general meeting must:

- be recorded in the share register maintained by Euroclear Sweden AB, at the latest, on Friday, 3 January 2025, and
- give notice of their attendance to the Company no later than on Wednesday, 8 January 2025. 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. The notification shall state the 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 Wednesday, 8 January 2025. The postal voting form shall be sent either by e-mail to 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, 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 authorization 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 in the general meeting, re-register such shares in their own name so that the shareholder is recorded in the share register at Euroclear Sweden AB as of Friday, 3 January 2025. Such re-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 routine in such time in advance as decided by the nominee. Voting rights registrations effected by the nominee no later than Wednesday, 8 January 2025 will be considered in the preparation of the share register.

**Proxy, etc.**

Shareholders who wish to participate in the general 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, thus for a maximum of 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, proving the authorization 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 mail or e-mail to the Company at the address state above well in advance of the general meeting. A proxy form is available at the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com).

**Number of shares and votes**

There are in total 62,972,150 shares in the Company, representing 62,972,150 votes. The Company does not own any 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 extraordinary general meeting and information about proxies and representatives will be used for registration, preparation of the voting list for the general meeting and, when applicable, the general 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 general meeting.
2. Election of a chairman of the general meeting.
3. Preparation and approval of the voting register.
4. Election of one or more persons to attest the minutes.
5. Determination of whether the general meeting was duly convened.
6. Approval of the proposed agenda.
7. Resolution to grant the board of directors the authority to resolve on new share issues by contribution in kind.
8. Resolution to grant the board of directors the authority to resolve on new share issues against cash payment, either applying or disapplying shareholders' preferential rights.
9. Resolution on the adjustment of the annual general meeting's resolution on distribution of profits.
10. Closing of the general meeting.

## **Resolutions proposed by the board of directors**

### *Background to the proposed resolution under item 7*

To ensure delivery of the shares constituting the consideration for the contemplated acquisition of Forum Estates Holding BV, a Benelux based owner and manager of grocery and daily goods properties (the "**Transaction**"), as announced by press release on 18 December 2024, the board of directors proposes that the extraordinary general meeting resolves to authorize the board of directors to resolve upon issuances to be paid in kind in connection with the Transaction in accordance with item 7 below. The Transaction is expected to close during the first quarter of 2025. For more information on the Transaction, please refer to Cibus' announcement of the Transaction on 18 December 2024.

### *Item 7 – Resolution to grant the board of directors the authority to resolve on new share issues by contribution in kind*

The board of directors proposes that the extraordinary general meeting resolves to authorize the board of directors to, during the period until the next annual general meeting, in connection with the Transaction, resolve on new share issues, on one or several occasions, with deviation from the shareholders' preferential rights. The total number of shares that may be issued under the authorization may not exceed 25 percent of the total number of outstanding shares in the Company at the date of the extraordinary general meeting. The share issues must be made by contribution in kind.

The purpose of the authorization is to enable, full or partial, payment of consideration in connection with the Transaction.



The board of directors, or a party designated by the board, has the right to decide on minor changes to the general meeting's resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

*Item 8 – Resolution to grant the board of directors the authority to resolve on new share issues, either applying or disapplying shareholders' preferential rights*

The board of directors proposes that the extraordinary general meeting resolves to authorize the board of directors, on one or several occasions, during the period until the next annual general meeting, to decide on new issues of shares, warrants and/or convertible bonds, with or without deviation from the shareholders' preferential rights. Furthermore, the proposal provides that the issue may be made against payment in cash, by set-off or in kind, or subject to other conditions. The total number of shares that may be issued, or accrue through the exercise of warrants or the conversion convertible bonds, under the authorization may not exceed ten percent of the total number of outstanding shares in the Company at the time of the extraordinary general meeting.

The purpose of the authorization, and the reason for any deviation from the shareholders' preferential rights, is to be able to continuously adjust the Company's capital structure and thereby contribute to increased shareholder value and to enable the Company to finance, wholly or partly, any future acquisitions by issuing shares, warrants and/or convertible bonds as payment in connection with agreements on acquisitions or to raise capital for such acquisitions.

The board of directors, or a party designated by the board, has the right to decide on minor changes to the general meeting's resolution that may be necessary in connection with registration of the resolution with the Swedish Companies Registration Office or due to other formal requirements.

*Item 9 – Resolution on the adjustment of the annual general meeting's resolution on distribution of profits*

Subject to the extraordinary general meeting's approval of the board of directors' proposals regarding authorization to issue new shares under item 7 and item 8, respectively, on the agenda, the board of directors proposes that the extraordinary general meeting resolves to adjust the resolution by the annual general meeting 2024 regarding distribution of profits (item 9.b on the agenda of the annual general meeting) so that the total dividend – as a result of the annual general meeting's resolution on a dividend of EUR 0.90 per share distributed over twelve instalments on a monthly basis (as of the date of the extra ordinary general meeting, three dividend instalments of EUR 0.07 per share, EUR 0.08 per share and EUR 0.08 per share, respectively, remain in accordance with the annual general meeting's resolution) and the total issuance of up to 35 percent of the total number of outstanding shares in the Company at the date of the extraordinary general meeting in accordance with the authorizations to issue new shares according to item 7 and item 8 on the agenda – may amount to a maximum of EUR 59,224,106.40.

The first possible payment of dividends on the shares that may be issued by virtue of the authorizations to issue new shares, according to item 7 and item 8 on the agenda, is after the tenth record date (i.e., after 28 January 2025) according to the annual general meeting's resolution, provided that such new shares have been registered with the Swedish Companies Registration Office and recorded in the share register maintained by Euroclear Sweden AB. As a result, the total dividend (assuming that the proposed authorizations according to item 7 and item 8 on the agenda are fully utilized, and that the new shares have been registered with the Swedish Companies

Registration Office and recorded in the share register maintained by Euroclear Sweden AB before the tenth record date on 28 January 2025) may amount to a maximum of EUR 59,224,106.40.

In the event that one of the authorizations to issue new shares, as outlined in item 7 and item 8 on the agenda, is not approved by the extraordinary general meeting, the maximum dividend amount as proposed above will be adjusted downwards accordingly.

Based on the latest adopted balance sheet and taking into account thereafter resolved distributions, an available amount of EUR 442,988,676, in accordance with Chapter 17, Section 3 of the Swedish Companies Act, remains.

### **Majority rules**

A resolution in accordance with the board of directors' proposal under item 8 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 general meeting that must be available in accordance with the Swedish Companies Act will be kept available on the Company's website, [www.cibusnordic.com](http://www.cibusnordic.com), and at the Company's premises no later than on Tuesday, 24 December 2024.

For further information, please contact:

Christian Fredrixon, CEO  
[christian.fredrixon@cibusnordic.com](mailto:christian.fredrixon@cibusnordic.com)  
+46 (0)8 12 439 100

Pia-Lena Olofsson, CFO  
[pia-lena.olofsson@cibusnordic.com](mailto:pia-lena.olofsson@cibusnordic.com)  
+46 (0)8 12 439 100

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Stockholm, December 2024

Cibus Nordic Real Estate AB (publ)

The board of directors