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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 EUR 30,000,000 perpetual subordinated notes (Loan Number 101)

Cibus Nordic Real Estate AB (publ), reg. no. 559135-0599 (the “**Issuer**”) today announces its invitation to the holders of the notes (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 Offer**”) 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 Skandinaviska Enskilda Banken AB (publ) (“**SEB**”) to act as dealer managers and tender agents (the “**Dealer Managers**”) in connection with the Tender Offer.

In conjunction with the Tender Offer, the Issuer intends to issue perpetual subordinated fixed rate notes (the “**New Notes**”), subject to market conditions. The Issuer has mandated Danske Bank and SEB as joint arrangers and bookrunners in respect of the issuance of the New Notes.

In connection with the issuance of the New Notes and the Tender Offer, the Issuer intends to initiate a written procedure in relation to the Notes for the purpose of, among other things, amend item 16 (*Subordinated Notes – Voluntary total redemption (call option)*) of the final terms of the Notes (the “**Final Terms**”) in order to enable the Issuer to redeem Notes not repurchased in the Tender Offer at the same price as the repurchase pursuant to the Tender Offer. The request made in the Written Procedure will be conditional upon the Issuer issuing not less than EUR 50,000,000 of New Notes no later than 18 March 2026 (or any lower amount accepted by the Issuer (in its sole discretion)) (the “**Condition**”) (the “**Written Procedure**”).

The Tender Offer is made on the terms and subject to the 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 Notes at the purchase price set out below (the “**Purchase Price**”).

Description of the Notes	<i>Perpetual Subordinated Notes (Loan Number 101)</i>
ISIN	<i>SE0013360344</i>
Issued Amount	<i>EUR 30,000,000</i>
Outstanding Amount	<i>EUR 30,000,000</i>
Minimum Denomination	<i>EUR 100,000</i>
Purchase Price	<i>101.90%</i>
Early Bird Consent Fee	<i>0.10%</i>

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 Final Terms of the Notes ("**Accrued Interest**").

To participate in the Tender Offer, Noteholders need to participate in, and vote in favour of the request set out in, the Written Procedure. The Early Bird Consent Fee (as defined in the notice of the Written Procedure issued by the Issuer on 26 February 2026) will be paid to all Noteholders in case (i) the Issuer's request in the Written Procedure is approved no later than 14:00 CET on 6 March 2026 and (ii) the Issuer issuing not less than EUR 50,000,000 of New Notes no later than 18 March 2026 (or any lower amount accepted by the Issuer (in its sole discretion)).

The tender instruction for the Tender Offer includes a voting undertaking where the Noteholder, by the sole act of submitting the tender instruction and without any requirement to separately sign or execute the voting undertaking, agrees to undertake to vote in favour of the Issuer's request in the Written Procedure no later than 14:00 CET on 6 March 2026.

#### **Deadline**

The Tender Offer expires at 14:00 CET on 6 March 2026, 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 under the Tender Offer as soon as reasonably practicable after the pricing of the New Notes. Settlement of the Tender Offer is expected to occur at or around 18 March 2026 and the exact settlement date will be communicated by the Dealer Managers and the Issuer upon confirmation of the result of the Written Procedure (the "**Settlement Date**"). Settlement of the transactions pursuant to the Tender Offer 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 Offer at any time. Noteholders are advised to carefully read this document for the details of and information on the procedures for participating in the Tender Offer.

#### **Purpose of the Tender Offer**

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.

#### **The Dealer Managers acting as settlement agents**

Settlement of the transactions pursuant to the Tender Offer will occur as a secondary trade via the Dealer Managers. The Dealer Managers are acting solely as settlement agents on behalf of Cibus, and any trades booked as part of the settlement of the Tender Offer shall be understood as being between the relevant Noteholders and Cibus, with relevant risks and responsibilities to carry out such settlement being between the Noteholders and Cibus. Noteholders should note that the Dealer Managers will not be bound to make any payments to Noteholders, and any payments to Noteholders by the Dealer Managers on behalf of Cibus will be subject to the aggregate amount of all amounts payable by Cibus having been identified as being received by the Dealer Managers. The Dealer Managers disclaims any liability whatsoever toward Noteholders in connection with the Tender Offer and any execution of the tender settlement.

#### **Priority in New Notes**

When considering allocation of the New Notes, the Issuer may give preference to those Noteholders who, prior to such allocation, have validly tendered Notes and voted in favour of the request set out in the Written Procedure. However, the Issuer is not obliged to allocate New Notes to a Noteholder who has validly tendered Notes and voted in favour of the request set out in the Written Procedure pursuant to the Tender Offer. Any allocation of the New Notes, while being considered by the Issuer as set out above, will be made in accordance with customary new issue allocation processes and procedures and the Issuer may allocate New Notes to other investors than the Noteholders.

#### **New Financing Conditions**

The Issuer's acceptance of Notes validly tendered for purchase pursuant to the Tender Offer is 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 Offer (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 Offer. 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 Offer will be irrevocable, but in any event subject to the satisfaction of the New Financing Conditions.

Conditional upon the consummation of the issuance of the New Notes, the Issuer may exercise its right to make a voluntary early redemption of the Notes which are not being tendered in the Tender Offer, in accordance with the Final Terms of the Notes. Provided that the request pursuant to the Written Procedure is approved by a requisite majority of Noteholders, the Notes will in such early redemption be redeemed at a price equal to 101.90 per cent. of the nominal amount (plus accrued and unpaid interest). If the request pursuant to the Written Procedure is not approved by a requisite majority of Noteholders, the Notes can instead be redeemed at a price equal to 100 per cent. of the nominal amount (plus accrued and unpaid interest) on the Subordinated Notes Call Date or on any Interest Payment Date falling thereafter. If the Tender Offer results in the Issuer redeeming more than 80 per cent. of the Notes, the Issuer may redeem any outstanding Notes at a price equal to 101 per cent. of nominal amount (plus accrued and unpaid interest) on any Interest Payment Date falling prior to the Subordinated Notes Call Date (the "**Clean-up Call Right**"). If the request pursuant to the Written Procedure is approved and the Condition is fulfilled (or waived by the Issuer), the Issuer will undertake not to utilise the Clean-up Call Right.

#### **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 Australia, Japan, Canada, Hong Kong, the Italian Republic, New Zealand, the Republic of Cyprus, the Republic of South Africa, the United Kingdom, the United States (or to any U.S person), or in any other country where the offering, sale and delivery of New Notes may be restricted by law. 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 and voting undertaking**

Noteholders can only participate in the Tender Offer by submitting a valid tender instruction. The tender instruction includes a voting undertaking where the Noteholder, by the sole act of submitting the tender instruction (and without any requirement to separately sign or execute the voting undertaking), agree to undertake to vote in favour of the Issuer's request in the Written Procedure no later than 14:00 CET on 6 March 2026. The voting undertaking will apply in relation to those Notes tendered by the relevant Noteholder. Only Noteholders who are customers of, and can execute a secondary trade upon settlement with, Danske Bank or SEB with all required know your customer (KYC) and similar documentation in place to the satisfaction of Danske Bank or SEB, as applicable may participate in this 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 Offer. Tender instructions given via 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 the Tender Offer.

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

To obtain tender instructions and participate in the Tender Offer, please contact any of the Dealer Managers at the details below.

#### **Placing fee**

The Dealer Managers in their capacities as joint arrangers and bookrunners in respect of the issuance of the New Notes 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**  
**Danske Bank A/S, Danmark, Sverige Filial**  
Email: [dcm\\_admin@danskebank.se](mailto:dcm_admin@danskebank.se)

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#### **Issuer**

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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 Offer 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 by the contact person set out above at 13:30 on 26 February 2026**

## **DISCLAIMER**

This document contains important information which should be read carefully before any decision is made with respect to the Tender Offer. If any Noteholder is in any doubt as to the action it should take or is unsure of the impact of the 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 holder 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 Tender Offer. Neither the Issuer nor the Dealer Managers nor their respective directors, employees or affiliates makes any recommendation as to whether holders of Notes should tender Notes for purchase pursuant to the Tender Offer.

### **Offer and Distribution Restrictions**

This document does not constitute an invitation to participate in the 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 Offer is 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 the 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 Offer 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 the 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 holder of Notes participating in the 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 the Tender Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the 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 Offer is 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 the Tender Offer will not be accepted from holders) 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 Offer 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 Offer shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.

Further, the Tender Offer does 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 holder participating in the Tender Offer 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 Offer available from the Dealer Managers. Any tender of Notes for purchase pursuant to the Tender Offer from a holder 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 the Tender Offer, whether any such representation given by a holder 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.