

Notice to annual general meeting in Cibus Nordic Real Estate AB (publ)

The shareholders of Cibus Nordic Real Estate AB (publ), reg. no 559135-0599, are hereby invited to the annual general meeting, to be held on Thursday 18 October 2018 at 10:30 a.m. at the premises of Pareto Business Management AB, Berzelii Park 9, 9th floor in Stockholm, Sweden.

Notification etc.

Shareholders who wish to attend the annual general meeting must:

- Be recorded in the share register on Friday 12 October 2018, and
- Give notice of their attendance to the company no later than on Friday 12 October 2018.

Notice may be submitted in writing to Cibus Nordic Real Estate AB (publ), Att: Ingeborg Magnusson, c/o Pareto Business Management AB, Berzelii Park 9, P.O. Box 7415, 103 91 Stockholm, Sweden, or by e-mail to ingeborg.magnusson@paretosec.com. The notification shall state the name, personal identification number or company registration number, address, telephone number, number of shares and the number accompanying advisors, if any. In addition to the notification, shareholders attending by proxy or a representative should attach powers of attorneys, registration certificates and any other documents of authorization to the company.

Nominee-registered shares

Shareholders whose shares are nominee-registered must, in order to attend the meeting, temporarily re-register the shares in their own name at Euroclear Sweden AB. Such re-registration must be completed on Friday 12 October 2018, which means that such re-registration should be requested at the nominee well before this date.

Proxies etc.

Shareholders represented by a proxy shall issue in writing and date a power of attorney for the proxy holder or, if the right to represent the shareholder's shares is divided between different persons, the proxy holders stating the number of shares represented by each proxy holder. The power of attorney is valid for a maximum of one year after being signed, or during the longer valid time stated in the power of attorney, thus for a maximum of five years. If the power of attorney is issued by a legal person, an authorized copy of the registration certificate or similar should be attached, proving the authority of the issuer of the power of attorney to sign on behalf of the legal person. The original power of attorney and a certificate of registration, if any, should in ample time before the meeting be sent to the company by post on the above address. A template power of attorney will be available at the company's website www.cibusnordic.com and will be sent to the shareholders that so requests and state their postal address.

Number of shares and votes

There are in total 31,100,000 shares in the company, representing 31,100,000 votes. The company does not own any own shares.

Shareholders' right to request information

Upon request by any shareholder and where the board deems it possible without causing significant harm to the company, the board and the CEO shall, at the meeting, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances which may affect the assessment of the company's or a subsidiary's financial position or the company's relationship to other group companies.

Proposed agenda

1. Opening of the meeting.
2. Election of a chairman of the meeting.
3. Preparation and approval of the voting register.
4. Election of one or more persons to check and verify the minutes.
5. Determination of whether the meeting was duly convened.
6. Approval of the proposed agenda.
7. Presentation of the annual report and auditor's report and the consolidated financial statements and auditor's report for the group.
8. Resolutions regarding:
 - a. Adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
 - b. Allocation of the company's result according to the adopted balance sheet and the adopted consolidated balance sheet and if resolution on dividend, determination of record date for dividend.
 - c. Discharge from liability for board members and the CEO.
9. Determination of fees for the board of directors and the auditors.
10. Election of board members and auditors.
11. Amendments to the articles of association.
12. Closing of the meeting.

Proposal regarding allocation of the company's result according to the adopted balance sheet and the adopted consolidated balance sheet and if resolution on dividend, record date for dividend (item 8 b).

The board proposes that of unappropriated earnings of EUR 303,752,970, a dividend of EUR 0.6 per share shall be paid, corresponding to a total amount of EUR 18,660,000. The board proposes a dividend of EUR 0.2 per share and per annual quarter. This sums up to EUR 0.8 per share distributed over a full calendar year. The board however proposes, at this annual general meeting, an amendment to the company's articles of association to change the company's financial year from broken to a calendar year. If the annual general meeting resolves to change the company's financial year in accordance with the board's proposal this means, considering that the board intends to apply a shortened financial year for the period 1 July 2018 – 31 December 2018, that the next annual general meeting will be held in spring 2019. Since an annual general meeting

cannot decide on a record date for dividend at a date occurring after the next upcoming annual general meeting, the board proposes that this annual general meeting resolves on three quarterly dividends of each EUR 0.2 per share, i.e. in total EUR 0.6 per share.

The board further proposes that the record dates for dividends are 22 October 2018, 28 December 2018 and 29 March 2019 and expected dates for payment are 29 October 2018, 8 January 2019 and 5 April 2019.

Election of chairman of the meeting, election of number of board members and auditors, determination of fees for the board of directors and the auditors and election of board members and auditors (items 2, 9 and 10)

The shareholders SFC Holding S.À R.L. and Sirius Capital Partners (the “**main shareholders**”), representing in aggregate 42.9% of all shares and votes in the company, has proposed the following proposals to the meeting.

- To elect lawyer Fredrik Lundén as chairman of the annual general meeting (item 2).
- The number of board members shall be extended to 4 (item 10).
- Fees to the board members for the period until the close of the next annual general meeting shall be EUR 48,000 in total, of which EUR 24 000 each shall be paid to Elisabeth Norman and Johanna Skogestig and EUR 0 shall be paid to the other board members (item 9).
- Re-election of Patrick Gylling and Elisabeth Norman and election of Jonas Ahlblad and Johanna Skogestig as new board members for the period until the end of the next annual general meeting. Patrick Gylling is proposed as chairman of the board (item 10).

The main shareholders further proposes, in accordance with the board’s recommendation.

- The auditor’s fee shall be paid in accordance with approved invoices (item 9).
- Re-election of the registered accounting firm Deloitte AB as the company’s auditor for the period until the end of the next annual general meeting (item 10).

Amendments to the articles of association (item 11)

The board of the company proposes amendments to § 6 regarding the number of board members and alternate members, § 7 regarding the number of auditors and § 10 in the articles of association regarding financial year and introduction of a new § 8 in the articles of association regarding the right to attend a general meeting. The following new wordings are proposed:

§ 6 The board of directors

The board of directors shall comprise of not less than 3 and not more than 8 members with a maximum of 2 alternate members.

Current wording: The board of directors shall comprise of not less than 3 and not more than 10 members with a maximum of 10 alternate members.

§ 7 Auditor

For the review of the company's annual report and the administration of the board of directors and the CEO, *one auditor at the most* or one registered accounting firm shall be appointed.

Current wording: For the review of the company's annual report and the administration of the board of directors and the CEO, at least one and at most two auditors or one registered accounting firm shall be appointed.

§ 8 Right to attend a general meeting

Shareholders included in the printout or other presentation of the full share register as per five working days prior to the meeting have a right to, after notification in accordance with below, attend the meeting. In order to attend the meeting, shareholders must notify the company of their intention to participate at the latest on the day indicated in the announcement of the meeting. The latter date shall not be a Sunday, holiday, Saturday, midsummer eve, Christmas eve or New Year's eve and shall not be earlier than five working days before the meeting.

Shareholders may be accompanied by one or two assistants at the meeting provided that the shareholder has notified the company hereof in accordance with the above paragraph.

§ 10 Financial year

The Company's financial year shall *be 1 January – 31 December*.

Current wording: The Company's financial year shall cover the period between 1 July and 30 June.

A resolution regarding amendments to the articles of association is valid if it is supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

Documentation

The annual report, the auditor's report, the board's proposal regarding disposition of the company's result and thereto reasoned statement and the board's proposal regarding amendments to the articles of association will be available for the company's shareholders as of 20 September 2018 at the company's office, address Cibus Nordic Real Estate AB (publ), c/o Pareto Business Management AB, Berzelii Park 9, P.O. Box 7415, 103 91 Stockholm, Sweden, on the company's website www.cibusnordic.com and be sent to the shareholders that so requests and state their postal address.

Stockholm, September 2018

Cibus Nordic Real Estate AB (publ)

The board of directors