

## NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN RANPLAN GROUP AB

*15 May 2020*

This is the English version of a Swedish press release. Should any differences be found, then the Swedish version should apply

[View Swedish Version](#)

The shareholders in Ranplan Group AB, reg. no. 559152-5315, are hereby given notice to attend the annual general meeting at 4:00 p.m. on Monday 15 June 2020 at Eversheds Sutherland's offices at Strandvägen 1 in Stockholm, Sweden. Registration for the meeting commences at 3:30 p.m.

### Information related to the corona virus

To minimise the risk of spreading the corona virus, no food and beverages will be served at the AGM. Participation of board members and company management will be restricted to online where possible. Shareholders who so desire can attend via a representative.

### **Notice**

Shareholders wishing to participate at the meeting must:

- (i) be entered in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Tuesday 9 June 2020; and
- (ii) notify the company of their attendance and any assistant no later than Tuesday 9 June 2020. Notification can be made via letter to Ranplan Group AB, Strandvägen 5B, S-114 51 Stockholm, Sweden or by e-mail to [joyce.wu@ranplanwireless.com](mailto:joyce.wu@ranplanwireless.com)

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate,

be accompanied by powers of attorney, registration certificates and other documents of authority.

### **Nominee registered shares**

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB in order to be entitled to participate and vote for their shares at the meeting. The shareholder must inform the nominee well in advance of Tuesday 9 June 2020, at which time the register entry must have been made.

### **Proxy**

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity, the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy are available on the company's website [www.ranplanwireless.com](http://www.ranplanwireless.com). The original version of the power of attorney shall also be presented at the meeting.

### **Proposed agenda**

1. Opening of the meeting and election of chairman of the meeting;
2. Preparation and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two persons who shall approve the minutes of the meeting;
5. Determination of whether the meeting has been duly convened;
6. Presentation by the CEO;
7. Submission of the annual report and the auditor's report as well as of the consolidated financial statements and the auditor's report for the group;
8. Resolution in respect of adoption of the profit and loss statement and the balance sheet as well as of the consolidated profit and loss statement and the consolidated balance sheet;
9. Resolution in respect of allocation of the company's profits or losses according to the adopted balance sheet;
10. Resolution in respect of the members of the board of directors' and the CEO's discharge from liability;
11. Determination of the number of members of the board of directors as well as of the number of auditors;
12. Determination of the fees payable to the members of the board of directors and the auditors;

13. Election of members of the board of directors and auditors;
14. Resolution on principles for and instructions to a nomination committee;
15. Resolution on implementation of a long-term incentive program for employees and contractors by way of a directed issue of warrants and approval of transfer of warrants;
16. Resolution on an authorisation for the board of directors to increase the share capital;
17. Closing of the meeting.

### **Proposed resolutions presented by the nomination committee**

The nomination committee intends to give its proposal with regard to inter alia the composition and remuneration of the board, the choice of auditor and its fees on a later occasion.

#### *Item 14. Resolution on principles for the appointment of and instructions to a nomination committee*

At an extraordinary general meeting held on 17 April 2018, it was resolved to adopt principles for the appointment of and instructions to a nomination committee in accordance with the below. The nomination committee proposes that the principles already adopted shall continue to apply until the general meeting decides otherwise.

The nomination committee shall consist of the chairman of the board of directors and three members appointed by the three largest shareholders by votes at the end of the third quarter each year. The chairman of the board shall annually contact the shareholders who are entitled to appoint a member. Should any of the entitled shareholders waive their right to appoint a member to the nomination committee, the right is to be transferred to the fourth largest shareholder by votes, and so on. However, no more than five additional shareholders need be contacted, unless the chairman of the board finds that there are special reasons for doing so. When a shareholder is contacted with a request to appoint a representative of the nomination committee, the chairman of the board shall set out the requisite rules of procedure, such as the last date of response, etc.

The names of the members of the nomination committee and the names of the shareholders appointing members shall be made public at the company's website no later than six months prior to the annual general meeting. The nomination committee is to appoint a chairman among its members. The chairman of the board shall not be the chairman of the

nomination committee. Should a member resign before the work of the nomination committee is concluded, and if deemed appropriate by the nomination committee, a replacement member shall be appointed by the shareholder that appointed the member who resigned, or, if that shareholder no longer represents one of the three largest shareholders by votes, by the shareholder representing such group. If a shareholder who has appointed a certain member has substantially decreased its shareholding in the company, and the nomination committee does not deem it inappropriate in view of a potential need of continuity prior to an impending general meeting, the member shall resign from the nomination committee and the nomination committee shall offer the largest shareholder who has not yet appointed a member of the nomination committee to appoint a new member.

The nomination committee shall further be composed and perform such tasks that from time to time are stated in the Swedish Corporate Governance Code. The members of the nomination committee shall not receive remuneration from the company. Any costs incurred in connection with the work of the nomination committee shall be paid by the company, provided that they have been approved by the chairman of the board.

### **Proposed resolutions presented by the board of directors**

The board of directors of the company has presented the following proposed resolutions in relation to items 9 and 15-16 in the proposed agenda.

#### *Item 9. Allocation of the company's profits or losses*

The board of directors proposes that the company's available funds shall be carried forward in new account and that no dividend shall be paid for the financial year 2019.

#### *Item 15. Resolution on implementation of a long-term incentive program for employees and contractors by way of a directed issue of warrants and approval of transfer of warrants*

The board of directors proposes that the general meeting resolve on implementation of a long-term incentive program for employees and contractors by way of a directed issue of warrants and approval of transfer of warrants on the terms and conditions set forth below. The warrants shall entitle to subscription of new shares in the company.

#### *Reason for the proposal*

This proposal is presented in order to strengthen the organisation and to motivate key individuals to create shareholder value. The board of

directors assess that these objectives are in line with all shareholders' interests.

The incentive program encompasses employees in and contractors of the company group (the "Participants"). Board members of the company will not be allowed to participate. The incentive program may include up to approximately 50 Participants in total (subject to inclusion of new-recruitments).

*Terms and conditions for the issue of warrants*

1. The company shall issue not more than 1,000,000 warrants. Each warrant entitles to subscription of one (1) new share in the company, each with a quotient value of SEK 0.04. If all warrants are subscribed, transferred to and exercised by the Participants for subscription of new shares, the company's share capital will increase by SEK 40,000 (subject to potential recalculations in accordance with standard terms and conditions to be applicable in relation to the warrants).
2. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the company and/or its subsidiaries after which they are to be transferred to the Participants in accordance with the resolution adopted by the general meeting and instructions from the board of directors of the company.
3. Subscription of warrants shall be made by the company and/or its subsidiaries on a subscription list immediately following the general meeting's issue resolution. The board of directors shall be entitled to prolong the subscription period.
4. The company is not to pay anything for the warrants. The amount to be paid by subsidiaries for each warrant shall correspond to the theoretical market value of the warrants. The period of measurement for such calculation shall be from and including 2 June 2020 until and including 12 June 2020. Payment is to be made in connection with subscription of warrants. The board of directors shall be entitled to prolong the time period for payment.
5. The warrants may be exercised for subscription of new shares during the period from and including 1 September 2023 until and including 30 December 2023. Subscription of new shares may however not take place during so-called closed periods according to the EU Market Abuse Regulation, or otherwise in breach of relevant insider rules and regulations (including the company's internal guidelines in this respect).
6. Each warrant shall entitle the warrant holder to subscribe for one new share in the company at a subscription price of SEK 20.60 per share (the "**Exercise Price**"). The Exercise Price is twice the subscription

price for new shares in the initial public offering carried out by the company in May/June 2018.

7. The warrants shall also be subject to the terms and conditions, inter alia containing customary recalculation conditions, presented in the board of directors' complete proposal.

*Allocation principles to be applied in relation to the Participants*

The company and/or its subsidiaries shall be entitled to transfer warrants to the Participants against a premium payable by the Participants corresponding to the theoretical market value of the warrants as of the date of transfer.

The board of directors of the company shall resolve upon allocation to Participants in accordance with the following guidelines (new-recruitments may be allocated warrants in accordance with the same principles). No Participant may be offered a higher number of warrants than the maximum allocation set forth below.

<b>Category</b>	<b>Maximum number of warrants per Participant</b>	<b>Maximal number of warrants within the respective category*</b>
CEO	100 000	100 000
Other senior executives and key employees (approx. 20 persons)	75 000	750 000
Individuals not belonging to the abovementioned categories (approx. 40 persons)	10 000	150 000

\*The maximum number within a category is not to be calculated as the number of persons times the maximum number of warrants per participants. On the contrary, it sets the upper limit for the total within each category. By way of exemplification: within the second category 6 people may purchase 75k each and another 10 30k each.

It is implied that transfer of the warrants is legally possible and that such transfer, in the board of directors' opinion, can be carried out with reasonable administrative and financial efforts at the established market value of the warrants.

*Reasons for the incentive program and the deviation from the shareholders' preferential rights*

Please refer to “Reason for the proposal” above. The warrants are proposed to be issued to the company and/or its subsidiaries for transfer to Participants in the incentive program.

#### *Costs, dilution, etc.*

The company’s costs related to the incentive program is expected to be composed of costs for valuation, consultancy services and costs for registration and practical management of the program. The company does not anticipate any material costs for the proposed program, although it needs to be borne in mind that tax rules in various jurisdictions may be subject to future change.

Upon full subscription, transfer and exercise of the maximum 1,000,000 warrants, a total of 1,000,000 new shares will be issued in the company (subject to potential recalculations in accordance with standard terms and conditions applicable to the warrants). This would lead to a dilution corresponding to approximately 4.7% of the total share capital and number of shares/votes in the company (based on the share capital and number of shares/votes in the company as of the date of this proposal and calculated as the maximum amount of share capital and number of shares/votes that may be issued, divided by the total share capital and the total number of shares/votes in the company after all warrants have been exercised).

The incentive program is expected to have a rather modest effect on the company’s key ratios.

#### *Approval of transfer of warrants to the Participants*

A resolution to issue warrants in accordance with this proposal also includes an approval of the transfer of warrants to the Participants.

#### *Preparation of the proposal*

The proposal has been prepared and presented by the board of directors.

#### *Majority requirements*

The proposed implementation of a long-term incentive program for employees and contractors by way of a directed issue of warrants, and the approval of transfer of warrants to the Participants, is governed by the provisions in Chapter 16 of the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)), and a valid resolution therefore requires that the proposal is supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of all shares represented at the meeting.

### *Miscellaneous*

The chairman of the board of directors, the CEO, or a person appointed by the board of directors shall be authorised to make any minor adjustments required to register the resolution with the Swedish Companies Registration Office.

### *Item 16. Resolution on an authorisation for the board of directors to increase the share capital*

The board of directors proposes that the general meeting resolves on an authorisation for the board of directors to – during the period until the next annual general meeting and on one or more occasions – resolve upon issuance of new shares in lieu of remuneration in the form of cash. The company's share capital may by support of the authorisation be increased by an amount of not more than SEK 160 926.48 corresponding to not more than 4 023 162 new shares (i.e. corresponding to approximately 20% of the share capital and number of shares/votes in the company as of today and with a possible dilutive effect of approximately 16.7%). Deviation from the shareholders' preferential rights shall be allowed in situations where a directed issue is deemed more appropriate for the company due to timing, commercial or similar reasons, and in order to enable acquisitions. In the event of deviation from the shareholders' preferential rights, the starting point for the issue price shall be the prevailing market conditions at the time the shares are issued taking into account marketable discount. Employees and members of the board of directors shall not be allowed to participate. The chairman of the board of directors, the CEO, or anyone authorized by the board of directors, shall have the right to make any minor adjustments required in order to register this resolution. A valid resolution requires that the proposal is supported by shareholders representing at least two-thirds (2/3) of the votes cast as well as of the shares represented at the meeting.

### **Number of shares and votes in the company**

The total number of shares in the company at the time of issuance of this notice is 20,115,812 with approximately 800 000 warrants outstanding. The company does not hold any of its own shares.

### **Shareholders' right to request information**

Pursuant to Chapter 7 section 32 of the Swedish Companies Act (Sw. aktiebolagslagen (2005:551)) the board of directors and the CEO are under a duty to, if any shareholder so requests and the board of directors deems that it can be made without material damage to the company, provide information, regarding circumstances which may affect the assessment of a matter on the agenda or of the company's economic situation. Such duty to provide information also comprises the company's



relation to the other group companies, the consolidated financial statements and such circumstances regarding subsidiaries which are set out in the foregoing sentence.

### **Documentation**

The financial accounts, auditor's report, complete proposals and other documents to be dealt with at the general meeting will be kept available at the company's office not later than three weeks before the meeting.

The documents will be sent free of charge to shareholders who so request and state their postal address. The documents will also be made available not later than the aforementioned date on the company's website [www.ranplanwireless.com](http://www.ranplanwireless.com). All the above-mentioned documents will also be presented at the general meeting.

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Stockholm, May 2020

*The board of directors*

### **For more information:**

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This information was submitted for publication, through the agency of the contact person(s) set out above, at 14.00 p.m. CET on 15 May 2020.

### **About Ranplan**

Ranplan Wireless is an innovative wireless technology company that has developed the World's only solution that can plan, design and optimise inbuilding and outdoor wireless networks in coordination. Our solutions enable us to help an ecosystem of companies deploy the next generation of wireless networks for a range of applications in urban environments, supporting multiple technologies such as 4G LTE, 5G, Wi-Fi and IoT, providing end users with an unmatched quality of experience.

Ranplan Wireless is a subsidiary of Ranplan Group AB (Nasdaq First North: RPLAN) whose head office is in Stockholm, Sweden. The group operates out of offices in the UK, US and China.

[www.ranplanwireless.com](http://www.ranplanwireless.com)

### **Certified Adviser**

FNCA Sweden AB is the Company's Certified Adviser at Nasdaq First North. Tel: 08-528 00 399 E-mail: [info@fnca.se](mailto:info@fnca.se)