



CONVENING NOTICE FOR EXTRAORDINARY GENERAL MEETING IN RANPLAN GROUP AB

28 Sept 2020 - 07:28 BST

Ranplan Group AB (publ) publishes convening notice for an extraordinary general meeting and proposes, with support from shareholders representing more than 70% of available votes, a Set-Off Issue whereby existing loans be converted into shares.

The board of directors of Ranplan Group AB, reg. no. 559152-5315 , (the “Company”) publishes convening notice for extraordinary general meeting (‘EGM’) to be held on Monday 19 October 2020, at 4:30 pm, at Ranplan Group’s Office in Stockholm; Strandvägen 5B. The board proposes that the EGM resolve on a Set-Off Issue whereby all existing loans at the end of September 2020 be converted into new shares. The conversion price at SEK 7.92 has been determined by the 25-Day volume-weighted average share price in the market between 20 August and 23 September 2020 after applying a discount of 5.2% As this transaction involves a related party (the CEO), a valid resolution at the EGM requires that the proposal be supported by at least nine-tenths (9/10) of the votes cast and shares represented at the EGM.

The reason for the deviation from the shareholders’ preferential rights is to strengthen the balance sheet in a time and cost-efficient manner in order to enable continued expansion. The board of directors’ assessment is that the subscription price of the Set-Off Issue conforms to current market conditions.

Should the resolution be passed and the proposed transaction be carried out then, (i) the number of outstanding shares in Ranplan Group AB will increase by 20% from 20 115 812 to 24 138 242, (ii) the share capital will increase by SEK 160 897 and (iii) the unused (undrawn) part of the credit line will expand to its full amount of SEK 50 million (see press release of 31 March 2020).

Per Lindberg, the CEO and a member of the board, has not participated in the decision by the Board of Directors in arriving at making this proposal.

Information related to the corona virus

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

Notice etc.

Shareholders who wish to participate at the general meeting must:

- (i) on Tuesday 13 October 2020, be registered in the share register kept by Euroclear Sweden AB (“Euroclear”); and
- (ii) at the latest on Tuesday 13 October 2020, notify the intention to attend the general meeting by e-mail to joyce.wu@ranplanwireless.com.

Such notification shall include the shareholder’s name and should include personal identification number or corporate registration number (or similar), address and daytime telephone number, number of shares, details on advisors (no more than two), if any, and where applicable, details of representatives or proxies.

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 before 13 October 2020, when 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. The original version of the power of attorney shall also be presented at the meeting.

Proposed agenda

1. Opening of the general meeting and election of chairman of the EGM
2. Preparation and approval of the voting list
3. Election of one or several persons to verify the minutes of the meeting
4. Determination of whether the meeting has been duly convened
5. Approval of the agenda
6. Resolution on the proposed Set-Off Issue, whereby all loans on 30 Sept 2020 be converted into new shares on specified terms and conditions
7. Close of the general meeting

Majority requirement

Resolution under item 6 above requires, for its validity, that nine-tenths (9/10) of the votes cast and the shares represented support the resolution.

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. In addition, there are 815 200 and 985 000 warrants tied to programme 2022 and 2023 respectively (strike at SEK 20.60) 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.

Processing of personal data

For information on the processing of personal data in connection with the general meeting, please refer to

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, September 2020

The board of directors

For more information:

Per Lindberg, CEO

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per.lindberg@ranplanwireless.com

This information was submitted for publication, through the agency of the contact person(s) set out above, at 08:28am. CEST on 28 September 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, Wifi 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

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