

# **ARTICLES OF ASSOCIATION regarding Readly International AB (publ) Org.nr.!Reg.no. 556912-9553**

## **1. Company name**

The Company's name is Readly International AB (publ).

## **2. Registered office**

The registered office of the board of directors shall be in the municipality of Stockholm, county of Stockholm.

## **3. Business activities**

The company shall, by itself or via subsidiaries, conduct consulting business within the areas internet (production and maintenance of web sites and data bases), advertising, media and communication (production and distribution and sales of digital printed matters such as newspapers and magazines), hold and administrate financial instruments and other assets, as well as conduct other business activities related thereto.

## **4. Share capital**

The share capital shall be no less than SEK 500,000 and no more than SEK 2 000,000.

## **5. Number of shares**

The number of shares shall be no less than 2,500,000 and no more than 10,000,000.

## **6. Share classes**

Shares can be issued in five different classes, ordinary shares, preference shares A, preference shares A1, preference shares B and preference shares C. In each class a maximum of 100 % of the shares in the company may be issued.

All shares shall carry one vote.

The holders of preference shares A, preference shares A1, preference shares B and preference shares C shall in preference to any and all other holders of ordinary shares be entitled to receive dividends in accordance with the principles as set forth in section 7 below.

## **7. Liquidation preference**

In the event (i) a substantial part of the company's assets are disposed of, as for example a sale of one or several subsidiaries, or (ii) the company is liquidated or wound up ((i)- (ii) a "Disposal Event"), dividend or value transfer shall be allocated in the following order:

- a) Holders of preference shares A, preference shares A1, preference shares B and preference shares C shall in preference to the holders of ordinary shares, but pari passu with all preference shares, receive an amount per preference share equal to the greater of (i) the subscription price per share paid for the preference share

at subscription, whereof 170 SEK has been paid for preference A shares, 86 SEK for preference A1 shares, 155 SEK for preference B shares and 164 SEK for preference shares C, plus the amount of any declared but unpaid dividends on such preference share or (ii) the amount per share that holder of a preference share would have received if all preference shares been converted to ordinary shares immediately prior to the Disposal Event and the distribution of proceeds is based on share of ownership in the company.

- b) In the event of a surplus after the preference shares have received the full amounts to which they are entitled as specified in a) above, such surplus shall be distributed pro rata among the holders of ordinary shares.

In the event dividends have been distributed to the holders of preference shares in accordance with section 6 above prior to a Disposal Event (in preference to holders of ordinary shares), the liquidation preference set forth above shall be adjusted as if such distribution of dividends constituted the proceeds from the Disposal Event.

#### **8. Preferential right**

If the company resolves to issue shares of one or several classes, through a cash issue or through an issue with set-off payment, all shareholders shall have preferential rights to subscribe for new shares pro-rata to the number of shares previously held by them irrespective of share class (equal preference).

If the company resolves to issue warrants or convertibles, through a cash issue or through an issue with set-off payment, the shareholders shall enjoy preferential rights to subscribe for new warrants as if the issue contained such shares that may be subscribed for through exercise of the warrants and/or preferential rights to subscribe for convertibles as if the issue contained such shares that the convertibles may be converted into.

The above shall not limit the right to resolve upon a cash issue or upon an issue with set-off payment, with deviation from the shareholders' preferential rights.

In the event of a bonus issue, new shares of each class shall be issued pro-rata to the number of shares of the same class previously issued. In this connection, the owners of old shares of a certain class shall have preferential right to new shares of the same class. This shall not restrict the possibility of issuing new shares of a new class by means of a bonus issue, following the required amendment to the articles of association.

#### **9. Conversion right**

The holders of preference shares (A, A1, B and C) shall upon request be entitled to convert such preference shares into ordinary shares at any time. Request for conversion shall be made in writing to the board of directors of the company and shall contain a statement as to the requested number of shares to be converted. The board of directors shall, without delay, file the conversion for registration and the conversion shall become effective when registration of the conversion has been

made with the Swedish Companies Registration Office and in the company's share register kept by Euroclear Sweden.

Upon completion (the day the shares are listed for the first time) of an IPO (as defined below), each preference share (A, A1, B and C) shall automatically be converted to an ordinary share, without any additional action by the holder. The board of directors shall immediately after such completion file the conversion for registration and the conversion shall become effective when registration of the conversion has been made with the Swedish Companies Registration Office and in the company's share register kept by Euroclear Sweden. An "IPO" means that the shares in the company becomes subject to a public and organized trade on a stock exchange or similar marketplace for financial instruments.

#### **10. Board and auditor**

The board of directors shall consist of 3-10 ordinary members.

As long as the shareholder Cleantech Europe II or, if applicable, any other fund managed by Zouk Cap-ita/ LLP in aggregate holds at least 2.5 % of the outstanding shares in the company, the mentioned shareholder shall be entitled to appoint one ordinary board member.

One or two ordinary auditors shall be appointed, with or without a deputy auditor.

#### **11. Decision by the board of directors**

As long as the shareholder Cleantech Europe II or, if applicable, any other fund managed by Zouk Capital LLP in aggregate holds at least 2.5 % of the outstanding shares in the company and to the extent permitted according to the Swedish Companies Act, decisions for the board regarding issues below, may only be made by the board if the board member appointed by Cleantech Europe II or, if applicable, by any other fund managed by Zouk Capital! LLP in accordance with section 10 above, votes in favour of the decision.

- a) Approval of proposal to the general meeting or decision based on an authorisation from the general meeting or conditioned by approval from the general meeting to issue new shares (preference and/or ordinary) or other financial instruments at a subscription price below SEK 86 per share.
- b) Approval of proposal to the general meeting regarding changes in the company's articles of association.
- c) Decision regarding sale of a material part of the company's assets or listing of the company's shares.
- d) Approval of proposal to the general meeting regarding voluntary liquidation, bankruptcy or appointment of an administrator.
- e) Decision regarding borrowings in the excess of MSEK 5, with the exception of intra company loans and borrowings within the frame of approved budget.
- f) Decision regarding approval or change of remuneration or other employment terms for the management with a fixed annual salary exceeding MSEK 1.2.

- g) Decision regarding employment or notice of termination of the company's management, however regarding termination of CEO, COO or CFO, the other board members must also agree, i.e. unanimous decision by the board.
- h) Decision to conduct a material litigation
- i) Decision regarding introduction or amendment of share option or pension scheme.
- j) Transactions between the company and its board members or shareholders which are not made in the ordinary course of business and on market terms and conditions.
- k) Decision regarding formation, acquisition or disposal of any subsidiary and decision regarding investments in another company or any disposal of all or any part of such investment.
- l) Arrangement or decision involving unbudgeted expenditure or liability by the company other than business expenses/liabilities incurred in connection with the conduct of its business at arm's length and in the ordinary course.
- m) Decision regarding material updates of the yearly budget
- n) Decision involving material alteration of the nature of the company's business (including material cessation).

## **12. Notice**

Notice of shareholders' meetings must be given by advertising in the Swedish Official Gazette (Post och Inrikes Tidningar) and made available at the company's website. That the notice has been given must be advertised in Dagens Industri.

## **13. Advance notification of participation in general meeting of shareholders**

Shareholders who wish to participate in a general meeting of shareholders must be included in a transcript or other representation of the entire shareholders' register not later than five business days prior to the general meeting and have to give notice to the company of their participation not later than at 1600 on such day that is stipulated in the notice convening the general meeting of shareholders. Such day must not be a Sunday or other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve and must not fall prior the day falling five weekdays prior to the general meeting. Shareholders may be accompanied by one or two assistants provided that the shareholder has so notified the company in accordance with the previous paragraph.

## **14. Annual general meeting**

At the annual general meeting, the following items shall be dealt with:

- a) Election of chairman for the meeting.
- b) Drafting and approval of voting register.
- c) Appointment of person to verify the minutes.
- d) Determination of whether the meeting has been duly convened.
- e) Approval of agenda.
- f) Presentation of the annual report and the report of the auditors and, where applicable, the consolidated financial statements and auditor's report.
- g) Decisions regarding:
  - (i) adoption of income statement and balance sheet and, where applicable,

- consolidated income statement and balance sheet,
- (ii) allocation of profit or loss pursuant to the adopted balance sheet, and
- (iii) discharge of liability for the board members and the managing director.
- h) Decision regarding the number of board members and deputies and auditors and deputy auditors.
- i) Determination of fees for the board of directors and the auditors.
- j) Election of board of directors and election of auditor(s).
- k) Other matters to be handled according to the Swedish Companies Act or the articles of association.

#### **15. Financial year**

The financial year of the company shall be the calendar year.

#### **16. CSD provision**

A shareholder or nominee who on the record day is entered in the share register and in a CSD register pursuant to Chapter 4 of the Financial Instruments (Accounts) Act (SFS 1998: 1479) or a person who is entered in a CSD register pursuant to Chapter 4, section 18, first paragraph, points 6-8, of the same act, shall be assumed entitled to exercise all the rights stipulated in Chapter 4 section 39 of the Swedish Companies Act (2005:551).