



**SUPPLEMENT TO THE PROSPECTUS REGARDING  
INVITATION TO ACQUIRE SHARES IN READLY  
INTERNATIONAL AB (PUBL)**

**14 September 2020**

**Sole Global Coordinator  
and Sole Bookrunner**



**Lead Manager**

**Handelsbanken** Capital Markets

**Retail manager**



*Distribution of this prospectus supplement is subject to restrictions in certain jurisdictions, see "Important information to investors" in the Prospectus. The Prospectus and the prospectus supplement has been prepared in Swedish and English. In the event of any discrepancies in the different language versions, the Swedish version shall prevail.*

## SUPPLEMENT TO THE PROSPECTUS

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This document (the "**Supplement**") has been prepared by Readly International AB (publ), reg.no. 556912-9553 ("**Readly**" or the "**Company**"), and constitutes a supplement to the Swedish prospectus regarding invitation to acquire shares in Readly which was approved by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the "**SFSA**") on 7 September 2020 (SFSA's matter number FI Dnr 20-16319) (the "**Prospectus**"). The Supplement is part of, and shall be read together with, the Prospectus. The definitions used in the Prospectus should also apply in the Supplement.

The Supplement has been prepared as the Company on 14 September 2020, through a press release, announced a publisher update after (i) the magazine publisher Aller Media has given notice to terminate their current publishing agreement with Readly and (ii) Bonnier News, including Expressen ("**Bonnier**"), has informed Readly of an intention to terminate their publishing agreements with Readly. The agreement with Aller Media expires in March 2021. The agreements with Bonnier are expected to expire at various dates up to and including the second half of 2021 and content from Bonnier would gradually be removed over this period of time. In total, magazine titles from Aller Media and Bonnier contribute to 3.8 percent of Readly's total number of titles (30.1 percent of the Swedish titles), with 0.9 percent of Readly's global user base reading content from these publishers exclusively (5.4 percent of the Swedish user base).

The Supplement has been prepared in accordance with Article 23 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council (the "**Prospectus Regulation**") and was approved by the SFSA on 14 September 2020 (SFSA matter number FI Dnr 20-20657). The Supplement was published by the Company on the same day.

Investors who before the publication of the Supplement have applied for, or in any other manner consented to, subscription of shares in the Offering have, in accordance with Article 23 of the Prospectus Regulation, the right to withdraw their application or consent within two working days from the publication of the Supplement, i.e. up to and including 16 September 2020. Investors who have subscribed or otherwise consented to the purchase or subscription of shares in Readly through Avanza or Nordnet and who wish to withdraw their subscription or consent shall do so in accordance with instructions provided by Avanza or Nordnet. Applications that are not withdrawn within the prescribed time will remain binding and no measure is required for investors wishing to withhold their subscription of shares.

The Prospectus and the Supplement are available on the Company's website ([corporate.readly.com/](http://corporate.readly.com/)) and ABG Sundal Collier's website ([www.abgsc.com](http://www.abgsc.com)). For complete terms and other information on the Offering, please refer to the Prospectus.

## **SUPPLEMENT TO THE SECTION "RISK FACTORS" IN THE PROSPECTUS**

The Company's press release on 14 September 2020 causes the section "*Risk factors*" on page 11-18 in the Prospectus to be supplemented. After the last paragraph under the risk factor with the heading "*Readly is dependent upon third-party publishers*" on page 13 in the Prospectus, the following addition is made:

"On 11 September 2020, Aller Media gave notice to terminate their current publishing agreement with the Company. In addition, on the same date, Bonnier, including Expressen, informed Readly of an intention to terminate their publishing agreements with Readly. The agreement with Aller Media expires in March 2021. The agreements with Bonnier are expected to expire at various dates up to and including the second half of 2021 and content from Bonnier would gradually be removed over this period of time. In total, magazine titles from Aller Media and Bonnier (including Expressen) contribute to 3.8 percent of Readly's total number of titles (30.1 percent of the Swedish titles), with 0.9 percent of Readly's global user base reading content from these publishers exclusively (5.4 percent of the Swedish user base). The Company is, as of the date of the Supplement, working to find a solution to enter into new/revised publishing agreements with the publishers. However, there is a risk that Readly fails to enter into new agreements with the publishers on terms acceptable to the Company, or at all, and that Readly's subscribers will no longer have access to Aller Media's and Bonnier's content. If Aller Media and Bonnier ultimately leave Readly's platform, the Company does not expect that mid-term compound annual growth rate (CAGR) will be impacted below the mid-term annual growth rate target of 30-35 percent however, growth may be lower than previously estimated in the year 2021."

## **SUPPLEMENT TO THE SECTION "MARKET OVERVIEW"**

The Company's press release on 14 September 2020 causes the section "*Market overview*" on page 28-44 in the Prospectus to be supplemented. Under the section "*Competitors based on "all-you-can-read" platforms and geographical presence*", on page 43 a second paragraph is added:

"On 11 September 2020, Aller Media gave notice to terminate their current publishing agreement with the Company. In addition, on the same date, Bonnier, including Expressen, informed Readly of an intention to terminate their publishing agreements with Readly. The agreement with Aller Media expires in March 2021. The agreements with Bonnier are expected to expire at various dates up to and including the second half of 2021 and content from Bonnier would gradually be removed over this period of time. In total, magazine titles from Aller Media and Bonnier, including Expressen, contribute to 3.8 percent of Readly's total number of titles (30.1 percent of the Swedish titles), with 0.9 percent of Readly's global user base reading content from these publishers exclusively (5.4 percent of the Swedish user base)."

## **SUPPLEMENT TO THE SECTION "BUSINESS OVERVIEW"**

The Company's press release on 14 September 2020 causes the section "*Business overview*" on page 45-57 of the Prospectus to be supplemented. At the end of the section "*The Readly publisher base*" on page 51 of the Prospectus, the following addition is made:

"On 11 September 2020, Aller Media gave notice to terminate their current publishing agreement with the Company. In addition, on the same date, Bonnier, including Expressen, informed Readly of an intention to terminate their publishing agreements with Readly. The agreement with Aller Media expires in March 2021. The agreements with Bonnier are expected to expire at various dates up to and including the second half of 2021 and content from Bonnier would gradually be removed over this period of time. In total, magazine titles from Aller Media and Bonnier (including Expressen) contribute to 3.8 percent of Readly's total number of magazine titles (30.1 percent of the Swedish titles), with 0.9 percent of Readly's global user base reading content from these publishers exclusively (5.4 percent of the Swedish user base)."

## **SUPPLEMENT TO THE SECTION "LEGAL CONSIDERATIONS AND SUPPLEMENTARY INFORMATION"**

The Company's press release on 14 September 2020 causes the section "*Legal considerations and supplementary information*" on page 104-107 of the Prospectus to be supplemented. After the last paragraph under the heading "*Publisher agreements*" on page 104 of the Prospectus, the following addition is made:

"On 11 September 2020, Aller Media gave notice to terminate their current publishing agreement with the Company. In addition, on the same date, Bonnier, including Expressen, informed Readly of an intention to terminate their publishing agreements with Readly. The agreement with Aller Media expires in March 2021. The agreements with Bonnier are expected to expire at various dates up to and including the second half of 2021 and content from Bonnier would gradually be removed over this period of time. In total, titles from Aller Media and Bonnier (including Expressen) contribute to 3.8 percent of Readly's total number of titles (30.1 percent of the Swedish titles), with 0.9 percent of Readly's global user base reading content from these publishers exclusively (5.4 percent of the Swedish user base)."