



Press release

9 April 2021

Notice of the annual general meeting in Readly International AB (publ)

The shareholders are hereby called to the annual general meeting of Readly International AB (publ) (the “Company”), 556912-9553, to be held on Tuesday 11 May 2021 at 15.00 hours, at Baker McKenzie's premises at Vasagatan 7 in Stockholm.

Information with respect to the coronavirus

Due to the development of the coronavirus the goal is that the annual general meeting shall be swift and effective to minimise spread of disease. Shareholders should carefully consider the possibility to vote in advance (please see instructions below), as well as the possibility of participating by way of proxy or video (please see instructions below). Shareholders who display symptoms of infection (dry cough, fever, respiratory distress, sore throat, headache, muscle and joint ache), have been in contact with people displaying symptoms, have visited a risk area, or belong to a risk group, are in particular instructed to utilise such possibility. The board of directors of the Company has resolved on the following measures to minimise the risk of the spread of the coronavirus at the annual general meeting:

- Possibility to vote in advance and participate via video conference.
- Registration for the annual general meeting will commence at 14.45 hours.
- External guests will not be invited.
- No food or refreshments will be served.

The Company follows the development and the recommendations of the authorities and will, if necessary, update the information about the annual general meeting on the Company's website, <https://corporate.readly.com/>.

Participation and registration

Shareholders wishing to participate in the meeting must:

- on the record date, which is Monday 3 May 2021, be registered in the share register maintained by Euroclear Sweden AB, and
- have notified the Company of their participation and any assistants (no more than two) by post to Readly International AB, Kungsgatan 17, 111 43 Stockholm, Sweden, or by e-mail to agm2021@readly.com at the latest on Wednesday 5 May 2021. The notification should state the name, personal/corporate identity number,

shareholding, address and telephone number and, when applicable, information about representatives, counsels and assistants. When applicable, complete authorization documents, such as registration certificates and powers of attorney for representatives and assistants, should be appended to the notification.

Nominee shares

Shareholders, whose shares are registered in the name of a bank or other nominee, must temporarily register their shares in their own name with Euroclear Sweden AB, in order to be entitled to participate in the annual general meeting. The nominee must be notified of this in good time before Monday 3 May, 2021 at which date such registration must be in effect in order to be included in the share register printed by Euroclear Sweden AB on this day. Voting registration requested by a shareholder in such time that the registration has been made by the relevant nominee no later than on Wednesday 5 May 2021 will also be considered in compiling the share register.

Proxy

A shareholder who wishes to be represented by proxy shall issue a written and dated proxy to the proxy holder. If the proxy is issued by a legal entity, a certified copy of the registration certificate or corresponding document ("Registration Certificate") shall be enclosed. The proxy must not be more than one year old, however, the proxy may be older if it is stated that it is valid for a longer term, maximum five years. The proxy in original and the Registration Certificate, if any, must be available at the annual general meeting and a copy should be sent to the Company well before the meeting by regular mail or by e-mail at the addresses stated above, and should, in order to facilitate the entrance to the annual general meeting, be received by the Company no later than on Wednesday 5 May 2021. A form of proxy will be available for downloading on the Company's website <https://corporate.readly.com/> and will also be sent to shareholders who so request and inform the Company of their e-mail or postal address.

Advance voting

Shareholders may exercise their voting rights at the annual general meeting by voting in advance, so called postal voting in accordance with section 3 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations. The Company encourages the shareholders to use this opportunity in order to minimise the number of participants attending the annual general meeting in person and thus reduce the spread of the infection.

A special form shall be used for advance voting. The form is available on <https://corporate.readly.com/>. A shareholder who is exercising its voting right through advance voting does not need to notify the Company of its attendance at the annual general meeting. The advance voting form is considered as the notification of attendance at the annual general meeting.

The completed voting form must be received by the Company no later than Wednesday 5 May 2021. The completed and signed form shall be sent to the address stated under "Participation and registration " above. A completed form may also be submitted electronically and is to be sent to agm2021@readly.com. If the shareholder is a legal entity, a Registration Certificate shall be sent with the form. The same applies for shareholders voting in advance by proxy. The shareholder may not provide special instructions or conditions in the voting form. If so, the vote is invalid.

Further instructions and conditions are included in the form for advance voting.

Remote attendance

Shareholders may attend the annual general meeting either physically, in person or by proxy, or remotely (via video conference) and vote in advance. Those who want to attend the annual general meeting remotely and would like to utilise their voting rights cannot do so by video conference and must instead participate via proxy or vote in advance to utilise their voting rights. The Company will distribute the video conference details to the shareholders that have notified the Company of their intention to attend the general meeting remotely, no later than on Monday 10 May 2021.

For online participants, the following rules apply (which the participant accepts by choosing to participate online). There will be no opportunity to vote, speak, present proposals or objections or request voting. As it is not possible to verify if any external persons are attending the meeting online, the opportunity to participate online requires that the meeting resolves that also persons who are not shareholders shall have the right to attend the meeting.

It will be possible to ask questions online during the meeting. The ambition is that all questions shall be presented and answered, but the number, as well as the type of questions, may entail that not all questions are presented and answered in the meeting.

Proposed agenda

1. Opening of the meeting
2. Appointment of chairman for the meeting
3. Drafting and approval of voting register
4. Approval of the proposed agenda
5. Appointment of one or two persons to certify the minutes
6. Resolution whether the meeting has been duly convened
7. Presentation by the CEO, the chairman of the board and the nomination committee
8. Presentation of the annual report and the statement of the auditors for the Company and the group regarding the financial year 2020
9. Resolution
 - a) Regarding adoption of the income statement and balance sheet for the Company and the group
 - b) Regarding allocation of the Company results with respect to the adopted balance sheet for the Company and group; and
 - c) Regarding the discharge from liability for the directors of the board and the CEO
10. Resolution regarding the number of directors and number of auditors
11. Determination of remuneration to the board and to the auditors
12. Election of directors and auditor
13. Resolution regarding principles for appointment of nomination committee
14. Resolution regarding guidelines for remuneration to senior executives
15. Resolution regarding authorisation to the board to issue shares, warrants and convertibles

16. Resolution regarding incentive program 2021/2024 to senior executives and other employees in the Company and the group in Sweden
 - a) Resolution to issue warrants
 - b) Resolution to approve transfer of warrants
17. Resolution regarding an employee stock option program for senior executives, other employees and key individuals in the Company and the group in the United Kingdom and Germany
 - a) Resolution to establish employee stock option program 2021/2024
 - b) Resolution to issue warrants and approval of transfer of warrants
18. Resolution regarding amendments of the articles of association
19. Presentation of the remuneration report for approval
20. Closing of the meeting

Item 2: Appointment of chairman of the meeting

The nomination committee proposes that Patrick Svensk, chairman of the board of the Company, is appointed as chairman at the annual general meeting.

Item 9. b): Resolution regarding allocation of the Company results with respect to the adopted balance sheet for the Company and group

The board of directors proposes that all funds available for the annual general meeting shall be carried forward.

Items 10-12: Resolution regarding the number of directors and number of auditors, decision regarding fee for the board and the auditor and election of directors and auditor

The nomination committee proposes that the board shall consist of six directors. The nomination committee further proposes that the number of auditors shall be one registered audit firm.

The nomination committee proposes that the remuneration is to be SEK 1,910,000 in total, including remuneration for committee work (1,910,000 previous year), and shall be paid to the board of directors and the members of the established committees in the following amounts:

- SEK 250,000 (SEK 250,000) for each of the directors and SEK 500,000 (SEK 500,000) to the chairman of the board;
- SEK 15,000 (SEK 15,000) for each of the members of the remuneration committee and SEK 30,000 (SEK 30,000) to the chairman of the committee; and
- SEK 25,000 (SEK 25,000) for each of the members of the audit committee and SEK 65,000 (SEK 65,000) to the chairman of the committee

The nomination committee proposes that Viktor Fritzen, Nathan Medlock, Patrick Svensk, Malin Strähle and Alexandra Whelan are re-elected as directors. The nomination committee also proposes to elect Stefan Betzold as a new director. It is also proposed to re-elect Patrick Svensk as chairman of the board. Joel Wikell does not stand for re-election.

The nomination committee further proposes the re-election of the registered audit firm Öhrlings PricewaterhouseCoopers AB for the period until the end of the next annual

general meeting. Öhrlings PricewaterhouseCoopers AB has announced its appointment of Aleksander Lyckow as main responsible auditor.

The nomination committee proposes that the fee to the Company's auditor shall be paid upon presentation of an approved invoice.

The nomination committee's complete proposal and motivated opinion as well as further information regarding the directors proposed for re-election or election are available at the Company's website <https://corporate.readly.com/> and will also be available in the annual report for 2020.

Item 13: Resolution regarding principles for appointment of nomination committee

The nomination committee proposes that the annual general meeting decide that the following principles and instructions shall apply to the appointment of the nomination committee.

Election of members etc.

The chairman of the board shall - at the latest at the end of the third quarter of each year - ensure that the Company's three largest shareholders, in terms of votes, are offered to nominate their representatives to be included in the nomination committee. The reconciliation is based on Euroclear Sweden AB's shareholder list as of the last banking day in August. If one or more shareholders refrain from appointing a member of the nomination committee, the next largest shareholder(s) in terms of ownership will be contacted with instructions to appoint a member of the nomination committee.

The chairman of the board is a member of the nomination committee and convenes the first meeting of the nomination committee.

The composition of the nomination committee shall be published as soon as they have been appointed.

The chairman of the nomination committee shall, unless the members agree otherwise, be the member who represents the largest shareholder in terms of votes. However, the chairman of the board shall not be the chairman of the nomination committee.

The nomination committee shall hold its mandate until a new nomination committee is appointed. No fees shall be paid to the members of the nomination committee.

A member shall leave the nomination committee if the shareholder who has appointed that member is no longer one of the three largest shareholders, after which the next largest shareholder(s) in terms of ownership will be offered to appoint a member. If there are no special reasons, however, no changes shall be made to the composition of the nomination committee if only minor changes in the number of votes have taken place or the changes occur later than three months before the annual general meeting. The nomination committee may also allow such new owner's representative to be appointed to the nomination committee as acting member if deemed appropriate. Shareholders who have appointed a representative as a member of the nomination committee have the right to dismiss such member and appoint a new representative as a member of the nomination committee.

The tasks of the nomination committee

The nomination committee shall prepare and submit the following proposals to the annual general meeting and, as applicable, any extraordinary general meeting:

- election of chairman of the meeting;
- election of members of the Company's board of directors and, where appropriate, any other special committee or committee that the annual general meeting may decide to appoint;
- election of an auditor and, where appropriate, alternate auditors;
- remuneration to members of the board of directors, auditors and, where applicable, to members of any other special committee or committee that the annual general meeting decided to appoint, and
- any changes in the procedure for the appointment of the nomination committee

The chairman of the board shall, as appropriate, provide the nomination committee with information on the board's competence profile and working method.

The Company shall, at the request of the nomination committee, provide personnel resources such as secretarial assistance to facilitate the work of the nomination committee. If necessary, the Company shall also be responsible for reasonable costs for external consultants who are deemed necessary by the nomination committee for the nomination committee to fulfil its mandate.

Meetings

The nomination committee shall meet when required to fulfil its duties, however at least once a year. Notice of meeting is issued by the chairman of the nomination Committee (with the exception of the first meeting convened by the chairman of the board). A member may request that the committee be convened.

The nomination committee has a quorum if at least three members participate. However, decisions on matters may not be made unless, as far as possible, all members have been given the opportunity to participate in the matter. As the nomination committee's decision, the opinion for which more than half of the members present is valid or, in the case of equal voting rights, the opinion supported by the chairman of the nomination committee.

A statement of the work of the nomination committee must be published on the Company's website well in advance of the annual general meeting.

Changes to these instructions

The nomination committee shall continuously evaluate these instructions and the work of the committee and submit proposals to the annual general meeting for such amendments to these instructions as the nomination committee deems appropriate.

Item 14: Resolution regarding guidelines for remuneration to senior executives

Upon recommendation of the remuneration committee, the board of directors of the Company proposes that the annual general meeting resolves to adopt the following guidelines for remuneration to senior executives.

General

The guidelines shall apply to remuneration that may be agreed upon or to changes in already agreed remunerations after the guidelines have been adopted by the annual general meeting. The guidelines do not apply to any remunerations that has specifically been approved by the general meeting or any remuneration in the form of shares, warrants, convertibles or other share-related instruments such as synthetic options or employ stock options, which require specific approval by the general meeting.

These guidelines apply to the CEO and other senior executives in the group as well as to any remuneration to members of the board other than approved director fees.

Regarding employment conditions that are governed by rules other than Swedish, appropriate adjustments may be made in order to comply with such mandatory rules or established local practice, whereby the general objectives of these guidelines shall, to the extent possible, be met.

The guidelines' promotion of the Company's business strategy, long-term interest and sustainability

The guidelines shall contribute to establish conditions for the Company to recruit and maintain qualified senior executives in order to successfully implement the Company's business strategy and achieve the Company's long-term interests, including sustainability. The guidelines shall also stimulate an increased interest in the business and the result as a whole as well as increase the motivation of the senior executives and increase the belonging within the Company. The guidelines' purpose is further to create alignment between the Company's shareholders and the senior executives. The guidelines shall also contribute to a good ethics and culture within the Company.

In order to achieve the Company's business strategy, total annual remuneration must be market-based and competitive in the employment market where the senior executive is located, as well as take into account the individual's qualifications and experience; furthermore, exceptional performance should be reflected in the total remuneration. For more information regarding the Company's business strategy, please see, <https://corporate.readly.com/>

Variable cash remuneration covered by these guidelines is intended to promote the Company's business strategy and long-term interests, including sustainability.

The forms of remuneration

The remuneration to the senior executives in the Company shall comprise of fixed cash salary, possible variable cash salary, other customary benefits and pension payments. The total cash remuneration, including pension benefits, shall, on a yearly basis, be in line with market practice and competitive on the labour market where the senior executive is based and take into account the individual responsibilities, competences, qualifications and experiences of the senior executive as well as reflecting any notable achievements. Fixed and variable cash salary shall be related to the senior executives' responsibility and authority. The fixed cash salary shall be revised on a yearly basis.

The senior executives may receive variable cash remuneration in addition to fixed cash salaries. The variable remuneration shall be based on the outcome of actual

predetermined targets based on the Company's business strategy and the long-term business plan approved by the board of directors. The targets may include share based or financial targets, on group level, operational goals and goals for sustainability and social responsibility, employee engagement or customer satisfaction. These targets are to be established and documented annually. The Company has established financial targets and KPIs in relation to strategic and business critical initiatives and projects which ensures alignment with the business plan and business strategy for a continued sustainable business. The variable cash remuneration shall also be designed with the aim of achieving alignment between the participating senior executive and the Company's shareholders in order to contribute to the Company's long-term interest.

Cash based variable remuneration shall be earned and paid out pro rata based on the number of working months and days since first employment date assuming the employee starts with the Company no later than September 30. If the employee starts with the Company after September 30, any entitlement to cash based variable remuneration will commence from the following fiscal year. Any variable cash remuneration shall not exceed a maximum of 50 percent of the fixed salary (calculated at the date for completed vesting). The conditions of any variable cash remuneration should be designed so that the board of directors may reduce or withhold payment of variable remuneration in the event of exceptional economic circumstances, or if the board of directors finds the payments unreasonable and incompatible with the Company's responsibility to its shareholders. With respect to yearly bonuses, it should be possible to reduce or withhold payments, if the board of directors deems it reasonable because of any other reasons. The Company has no right according to agreements to reclaim variable remuneration paid in cash.

Additional variable cash compensation may be payable in exceptional circumstances, provided that such arrangements are limited in time and made only on an individual basis. The purpose of such arrangements must be to recruit or retain executives, or as compensation for extraordinary work in addition to the person's ordinary duties. Such compensation shall not exceed an amount corresponding to 25 percent of the fixed annual cash salary and shall not be paid more than once per year and per individual. A decision on such remuneration shall be made by the board of directors upon proposal from the remuneration committee

The Company may provide other benefits to senior executives in accordance with local practice. Such other benefits may include company healthcare and education.

Pension payments shall be contributions based. A maximum of 25 per cent of the pension-based salary may be pension premium. Employees have the right to salary exchange (i.e., instead of salary choose to receive salary as pension payments. Salary exchange shall be cost neutral for the employer). Right to pension occurs normally at 65 years of age. Variable cash remuneration does not qualify for any pension entitlements/contributions, unless local law provides otherwise.

For executives who are stationed in a country other than their home country, additional remuneration and other benefits may be paid to a reasonable extent, taking into account the particular circumstances associated with such expatriation, whereby the

overall purpose of these guidelines is to be met as far as possible. Such benefits may not exceed 15 percent of the fixed annual cash salary.

If a director performs services on behalf of the Company, which do not constitute board work additional consultancy fees or other additional remuneration may be paid to directors upon decision by the board of directors following recommendation by the remuneration committee. Any such remuneration shall be designed in accordance with these guidelines.

When the measurable period for fulfilment of the criteria for payment of variable cash compensation has ended, the extent to which the criteria have been met shall be determined. The board of directors, after following recommendation by the remuneration committee, is responsible for the assessment of variable cash remuneration to the CEO and the CEO is responsible for the assessment of variable cash remuneration to other executives. With respect to financial targets the evaluation shall be based on the Company's latest publicly available financial information.

Notice of termination and severance pay

Fixed salary during the notice period and any severance pay shall in total not exceed an amount corresponding to a maximum of two years' fixed salary. The maximum notice period in any senior executive's contract may be no more than twelve months during which time salary payment will continue. The Company does not allow any additional contractual severance payments.

Deviations from the guidelines

The board of directors shall be entitled to deviate from the guidelines with regards to the recruitment of senior executives on the global labour market to be able to offer competitive terms and conditions, in an individual case if there are special reasons for it and a deviation is necessary to ensure the Company's long-term interests and sustainability or to ensure the Company's economic viability. Such deviation shall also be approved by the remuneration committee. An arrangement deviating from the guidelines can be renewed but each such arrangement shall be limited in time and shall not exceed a period of 24 months or an amount that is twice the remuneration that the individual would have received had no additional arrangement been made.

Preparation and decision processes

Decisions regarding salary and other remuneration to the CEO and other senior executives are prepared by the remuneration committee and resolved by the board of directors and, where applicable, the CEO.

The remuneration committee shall also prepare the board of directors' decisions on issues concerning principles for remuneration. The remuneration committee shall also monitor and evaluate programs for variable remuneration, both ongoing and those that have ended during the year, for the senior executives and monitor and evaluate the application of these guidelines for remuneration to senior executives, as well as current remuneration structures and levels in the Company.

The Company believes remuneration is one of several key components in attracting and retaining the right employees. The Company shall offer a total rewards package that is:

- Fair and equitable. No employee should be discriminated against on the basis of gender, ethnicity, age, disability or any other factor unrelated to performance or experience. Remuneration shall be paid in relation to the level of responsibility and impact on the business that a certain role has.
- In line with market. The company strives for market-based remuneration and benefits. Base and variable pay, as well as benefits and pensions should be in line with what each local market offers for similar positions.
- Performance based. The Company recognizes people who are committed to sustainable long-term performance that drives the business and develops the Company in line with our values and principles. High performance is the main differentiator for employee's rewards packages.

In preparing the board of directors' proposal for these guidelines, salary and terms of employment for the Company's employees have been taken into account, with respect to information on the employees' total remuneration, the components of the remuneration and the rate of increase and increase over time, when the remuneration committees and the boards of directors have decided on the evaluation of the reasonableness of these guidelines and the limitations that follows from the guidelines.

The board of directors considers that the guidelines on remuneration to senior executives are proportionate in relation to salary levels, remuneration levels and conditions for other employees in the group.

Item 15: Resolution regarding authorisation to the board to issue shares, warrants or convertibles

The board of directors proposes that the annual general meeting of the shareholders resolves to authorise the board of directors during the period up until the next annual general meeting to, on one or more occasions, resolve to issue ordinary shares, convertibles and/or warrants with right to convert into and subscribe for ordinary shares respectively, with or without preferential rights for the shareholders, in the amount not exceeding five percent of the total number of shares in the Company at the time when the authorisation is used the first time, to be paid in cash, in kind and/or by way of set-off. The purpose for the board to resolve on issuances with deviation from the shareholders preferential rights in accordance with the above is primarily for the purpose to raise new capital to increase flexibility of the Company or in connection with acquisitions.

The board of directors, or a person nominated by it, is proposed to be authorised to make such minor adjustments as may be required in connection with registration of the resolution with the Swedish Companies Registration Office.

Item 16 Resolution regarding incentive program 2021/2024 to senior executives and other employees in the Company and the group in Sweden

Background and motive

The board of directors of the Company proposes that the annual general meeting resolve to establish an incentive program through issuance of warrants to senior executives and other employees in the Company and the group in Sweden and to Ready Financial Instruments AB (the "**Subsidiary**") with subsequent transfer to senior executives and other employees in the Company and the group in Sweden (the "**Incentive Program 2021/2024**") in accordance with the below.

The purpose of the proposal, and of the issuance and transfers, and the deviation from the shareholders' preferential rights, is to create conditions to retain and increase motivation of senior executives and other employees in the Company and the group in Sweden. The board of directors believes that it is in the interest of all shareholders that senior executives and all employees in the group in Sweden have a long-term interest of a positive value growth in the Company's shares. A long-term ownership engagement is expected to stimulate increased interest in the business and the earnings development in general as well as increasing the motivation for the participants and aims to achieve increased alignment between the participant and the Company's shareholders. Furthermore, the program is expected to increase the possibility of recruiting competent personnel.

Resolutions in accordance with items 16 a) and 16 b) below are taken as one decision and are thus conditional of each other.

A summary of other incentive programs, preparation of the proposal, costs for the programs and effects on key performance measures etc. is described below.

Item 16 a): Resolution to issue warrants

The board of directors of the Company proposes that the annual general meeting resolves to issue a maximum of 387,300 warrants, following which the Company's share capital may increase by no more than SEK 11,619. The warrants shall entitle to subscription of new ordinary shares in the Company.

The following terms shall apply to the issuance:

Senior executives and other employees in the Company and the group in Sweden as well as the Subsidiary shall be entitled to subscribe for the warrants, with the right and obligation to, on one or more occasions, transfer such warrants to senior executives and employees in Sweden which are or become employees in the Company or the group, at a price of no less than the warrant's market value in accordance with the Black Scholes formula and otherwise on the terms applicable to the issue.

The warrants shall be subscribed from and including 25 May 2021 up to and including 24 June 2021 on a separate subscription list. The board of directors is entitled to extend the time for subscription.

The Subsidiary has the right to subscribe for the warrants at no consideration and others entitled to subscribe for warrants have the right to subscribe for the warrants at a premium corresponding to the warrant's market value, which shall be calculated in

accordance with the Black Scholes formula or another accepted valuation formula performed by an independent valuation institute or audit firm.

Senior executives and other employees within the Company and the group in Sweden will within the framework of Incentive Program 2021/2024 be offered to subscribe for warrants in four different categories in accordance with the following:

- A) The CEO who may be offered a maximum of 55,000 warrants;
- B) Senior executives in Sweden consisting of up to eight positions, of which each may be offered a maximum of 35,000 warrants, totaling a maximum of 207,000 warrants; and
- C) Managers and other key employees in the group in Sweden consisting of up to 15 individuals, of which each may be offered a maximum of 12,000 warrants, totaling a maximum of 100 000 warrants; and
- D) Other employees in the group in Sweden consisting of up to 35 individuals, of which each may be offered a maximum of 3,000 warrants, totaling a maximum of 25,300 warrants.

The Subsidiary is entitled to subscribe for the warrants which are not subscribed for by the categories above, which can later be offered to existing (who does not subscribe their full offered share) and future senior executives or other employees in the group in Sweden within the framework of the now proposed principles for allotment in accordance with item 16 b). Oversubscription may not occur. In the event that any individual within the above-mentioned categories does not subscribe for their full share, such share may be transferred to another category.

Employees in this item 16 a) and in 16 b) refers to full-time and part-time employees, but not hourly employees. A person who has entered into an employment agreement with the group but has not taken up his/her employment as of 1 October 2021, shall not be regarded as an employee. An employee who has terminated the employment or has been dismissed by the mentioned date but is still employed, shall not be regarded as an employee.

Payment for the subscribed warrants which are issued against consideration shall be paid no later than 30 June 2021. The board of directors are entitled to extend the time for payment.

Each warrant entitles the holder to subscribe for one new share in the Company during the period from and including 1 July 2024 up to and including 15 December 2024 or any earlier date set forth in the terms for the warrants. The board of directors has the right to limit the number of dates for delivery of shares during the exercise period.

The subscription price shall be determined at a price corresponding to 130 percent of the average volume weighted price for the Company's share as quoted on Nasdaq Stockholm from and including 12 May 2021 up to and including 24 May 2021. The calculated subscription price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The subscription price may not be set below the shares' quota value. Upon subscription of shares, the part of the

subscription price that exceeds the quotient value of the previous shares shall be allocated to the non-restricted share premium fund.

In order to promote participation in Incentive Program 2021/2024, it is the board of director's intention that holders of warrants shall receive a loyalty bonus that may be used when subscribing for shares by exercise of warrants. The bonus consists of an extra gross salary payment from the Company totaling an amount corresponding to 70 percent of the amount which a holder of warrants must pay when exercising the warrants. The payment will be made if requested by the holder in connection with exercise of the warrants. The payment is conditional upon that the participant remains employed (or equivalent) in the group at the time of the start of the exercise period commencing 1 July 2024.

A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.

In connection with subscription of the warrants, the Company shall through an agreement reserve the right to repurchase warrants if the participant's employment or assignment in the group terminates.

The complete terms and conditions for the warrants of series 2021/2024:1, including conditions regarding re-calculation, in certain cases, of the subscription price and the number of shares a warrant entitles to, will be available at the Company no later than three weeks before the meeting.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and possibly Euroclear Sweden AB.

Item 16 b): Resolution to approve transfer of warrants

The board of directors in the Company proposes that the annual general meeting resolves to approve that the Company or the Subsidiary may transfer such number of warrants in the Company of series 2021/2024, which are not subscribed by existing individuals belonging to the categories in item 16 a), to future senior executives and other employees in the Company and the group in Sweden, or otherwise dispose of the warrants in order to ensure the Company's obligations under Incentive Program 2021/2024.

The Company or the Subsidiary shall be entitled to retain warrants which are later to be offered to existing (who do not subscribe their full share) and future senior executives and other employees in the group in Sweden within the framework of the proposed principles for acquisition and allotment.

Future senior executives and other employees in the Company and the group in Sweden will in Incentive Program 2021/2024 be offered to acquire warrants in accordance with the principles for allotment stated in item 16 a).

The Company's board of directors shall not be included in Incentive Program 2021/2024.

Notification to acquire warrants shall be submitted during the period from and including 25 June 2021 up to and including 1 October 2021. The warrants shall be transferred to the participants no later than 30 October 2021, provided that the transfer according to the distribution in item 16 a) does not exceed the maximum number of warrants issued.

Transfer of warrants shall be made at a price corresponding to the warrant's market value at the date of the transfer, calculated in accordance with the Black Scholes formula or another accepted valuation formula. The valuation shall be performed by an independent valuation institute or audit firm. In connection with transfer of warrants to the participants, the Company or the Subsidiary shall through an agreement reserve the right to repurchase warrants if the participant's employment or assignment in the group terminates.

Warrants not transferred by 30 October 2021 at the latest shall be cancelled.

A general meeting in the Subsidiary shall also approve subsequent transfer of warrants in accordance with the above.

Item 17: Resolution regarding an employee stock option program for senior executives, other employees and key individuals in the Company and the group in the United Kingdom and Germany

Background and motive

The board of directors proposes that the annual general meeting resolves to establish an employee stock option program for senior executives, other employees and key individuals in the Company and the group in the United Kingdom and Germany (the "**Employee Stock Option Program 2021/2024**") in accordance with the below.

The purpose of the proposal is to create conditions to retain and increase motivation with senior executives, other employees and other key individuals in the Company and the group in the United Kingdom and Germany. The board of directors believes that it is in the interest of all shareholders that senior executives, employees and other key individuals, which are assessed to be of importance for the development of the group in the United Kingdom and Germany, have a long-term interest of a positive value growth in the Company's shares. A long-term ownership engagement is expected to stimulate increased interest in the business and the earnings development in general as well as increasing the motivation for the participants and aims to achieve increased alignment between the participant and the Company's shareholders. Furthermore, the program is expected to increase the possibility of recruiting competent personnel in the United Kingdom and Germany.

Resolutions in accordance with items 17 a) and 17 b) below are taken as one decision and are thus conditional of each other.

A summary of other incentive programs, preparation of the proposal, costs for the programs and effects on key performance measures etc. is described below.

In order to hedge the Company's obligations under the Employee Stock Option Program 2021/2024 and hedge the ancillary costs, the board of directors also proposes that the annual general meeting resolves on a directed issue of warrants, as well as an approval of transfer of warrants in accordance the items 17 a) and 17 b).

Item 17 a): Resolution to establish employee stock option program 2021/2024

The board of directors of the Company proposes that the annual general meeting resolves to establish Employee Stock Option Program 2021/2024 in accordance with the following main guidelines:

The Employee Stock Option Program 2021/2024 shall consist of a maximum of 232,700 stock options.

Each stock option confers the holder a right to acquire one new ordinary share in the Company against an exercise price corresponding to 130 percent of the average volume weighted price for the Company's share as quoted on Nasdaq Stockholm during the period from and including 12 May 2021 up to and including 24 May 2021. The calculated exercise price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The exercise price and number of shares that each stock option confers right to acquire may be re-calculated in the event of a bonus issue, reverse share split or share split, rights issue, etc., whereby the re-calculation terms in the terms for Warrants 2021/2024:2 shall apply.

The Employee Stock Option Program 2021/2024 shall be offered, at one or several occasions, to (i) all existing and future senior executives and other employees in the group's British and German business until and including 1 October 2021 and (ii) the existing and future key individuals that (personally or through companies) work in the group's British or German business as of the mentioned date and who are selected by the board of directors based on their importance for the group. Employees refers to full-time and part-time employees, but not hourly employees. A person who has entered into an employment agreement with the group but has not taken up his/her employment as of the mentioned date, shall not be regarded as an employee. An employee who has terminated the employment or has been dismissed by the mentioned date but is still employed, shall not be regarded as an employee.

Senior executives and other employees within the Company and the group in United Kingdom and Germany will within the framework of Employee Stock Option Program 2021/2024 be offered stock options in three different categories in accordance with the following:

- A) Senior executives in the United Kingdom and Germany consisting of up to four positions, of which each may be offered a maximum of 35,000 stock options, totaling a maximum of 104,700 stock options; and
- B) Managers and other key employees in the group in the United Kingdom and Germany consisting of up to 9 individuals, of which each may be offered a maximum of 20,000 stock options, totaling a maximum of 92,000 stock options; and

- C) Other employees in the group in the United Kingdom and Germany consisting of up to 17 individuals, of which each may be offered a maximum of 3,000 stock options, totaling a maximum of 36,000 stock options.

Stock options offered to the categories above which are not accepted by the categories above, can later be offered to existing (who do not subscribe their full offered share) and future senior executives or other employees in the group in the United Kingdom and Germany within the framework of the now proposed principles for allotment. Oversubscription may not occur. In the event that any individual within the above mentioned categories does not subscribe for their full share, such share may be transferred to another category.

The Company's board of directors shall not be included in the employee stock option program 2021/2024.

Notice of participation in the Stock Option Program 2021/2024 shall be received by the Company on 1 October 2021 at the latest, with a right for the board of directors to prolong the time limit. Allotment of stock options to participants shall take place as soon as possible after the expiration of the notification period.

The allotted stock options will be vested over a three-year period in accordance with the following:

- a) 1/3 of the allotted stock options will be vesting on 1 June 2022; and
- b) 2/3 of the allotted stock options will be vesting in linear quarterly instalments from 1 July 2022 up to and including 1 July 2024.

Vesting requires that the participant is still active within the group and that the employment has not been terminated as of the date when the respective vesting occurs. If a participant ceases to be an employee or terminates his/her employment with the group before a vesting date, the already vested stock options may be exercised at the ordinary time for exercise as described below, but further vesting will not take place. If the employee's employment ceases due to dismissal from the employer's side for cause, however, also vested options will lapse, unless the board of directors decides otherwise on a case-by-case basis.

The stock options shall not constitute securities and shall not be able to be transferred or pledged. However, in the event of death, the rights constituted by vested stock options shall accrue to the beneficiaries of the holder of the stock options.

The stock options shall be allotted without consideration.

The holder can exercise allotted and vested stock options during the period 1 July 2024 up to and including 15 December 2024. The board of directors has the right to limit the number of dates for delivery of shares during the exercise period.

Participation in the Employee Stock Option Program 2021/2024 requires that such participation is in accordance with applicable laws, as well as that such participation can be executed with reasonable administrative costs and financial efforts according to the Company's assessment.

The stock options shall be governed by separate agreements with each participant. The board of directors shall be responsible for the preparation and management of the Employee Stock Option Program 2021/2024 within the above-mentioned substantial terms and guidelines. The board of directors has the right to, within the framework of the agreement with each participant, make the reasonable changes and adjustments of the terms and conditions of the stock options that are deemed suitable or appropriate as a result of local employment law or tax law or administrative conditions. This may mean, among other things, that continued vesting of stock options may take place in some cases when otherwise would not have been the case. The board of directors also has the right to advance vesting and the timing of exercise of stock options in certain cases, such as in the case of a public takeover offer, certain changes in ownership of the Company, liquidation, merger and similar measures. Finally, the board of directors has the right to, in extraordinary cases, limit the scope of, or prematurely terminate, the Employee Stock Option Program 2021/2024 in whole or in part.

Item 17b): Resolution to issue warrants and approval of transfer of warrants

In order to enable the Company's delivery of shares under the Employee Stock Option Program 2021/2024 as well as to hedge ancillary costs, primarily social security contributions, the board of directors proposes that the annual general meeting resolves on a directed issue of warrants of series 2021/2024 as well as an approval of transfer of warrants of series 2021/2024:2.

The board of directors of the Company proposes that the annual general meeting resolves to issue a maximum of 232,700 warrants, which may result in a maximum increase in the Company's share capital of SEK 6,981. The warrants shall entitle to subscription of new ordinary shares in the Company.

The following terms shall apply to the issuance:

The warrants may, with deviation from the shareholders' preferential rights, be subscribed for by the Company or the Subsidiary or any other group Company.

The warrants are issued at no consideration and shall be subscribed for through a separate subscription list no later than on 30 May 2021. The board of directors has the right to extend the time for subscription.

Each warrant entitles to subscription of one new share in the Company during the period from registration up to and including 15 December 2024 or the earlier date set forth in the terms for the warrants.

Each warrant entitles to subscribe for one new share in the Company against cash payment at a subscription price corresponding to 130 percent of the average volume weighted price for the Company's share as quoted on Nasdaq Stockholm during the period from and including 12 May 2021 up to and including 24 May 2021. The calculated subscription price shall be rounded off to nearest even hundredth of a SEK, whereupon SEK 0.005 will be rounded to SEK 0.01. The subscription price may not be set below the shares' par value. Upon subscription of shares, the part of the subscription price that exceeds the quotient value of the previous shares shall be allocated to the non-restricted share premium fund.

A new share subscribed for by exercise of a warrant has a right to dividends as of the first record day for dividends following registration of the new share issue with the Companies Registration Office and after the share has been registered in the share register maintained by Euroclear Sweden AB.

The purpose of the issuance, and deviation from the shareholders' preferential rights, is to, within the framework of Employee Stock Option Program 2021/2024, secure delivery of shares to the participants of the program.

The complete terms and conditions for the warrants, including conditions regarding recalculation, in certain cases, of the subscription price and the number of shares a warrant entitles to, will be available at the Company no later than three weeks before the meeting.

The board of directors or anyone appointed by the board of directors is given the right to make the adjustments necessary in connection with the registration of the resolution at the Companies Registration Office and possibly Euroclear Sweden AB.

The board of directors further proposes that the annual general meeting resolves to approve that the Company, the Subsidiary, or any other group Company, may transfer warrants to the participants in the Employee Stock Option Program 2021/2024 without consideration in connection with exercise of the stock options in accordance with the terms set out in item 17 a) or in another way dispose of the warrants in order to be able to secure the Company's commitments and costs in relation to the Employee Stock Option Program 2021/2024. The board of directors shall not have the right to dispose of the warrants for any other purpose than to secure the Company's commitments and costs in connection with the Employee Stock Option Program 2021/2024.

Preparation of incentive programs etc. (it is noted that this is not a topic for resolution)

Proposal on Incentive Program 2021/2024 and Employee Stock Option Program 2021/2024 has been prepared by external advisors in consultation with the remuneration committee and the board of directors and parts of the Company group management.

Preliminary valuation, costs and effects on key figures

Incentive Program 2021/2024

Subscription (unless by the Subsidiary) and transfer of warrants in Incentive Program 2021/2024 shall be made at a price corresponding to the warrant's market value. The market value of the warrants in Incentive Program 2021/2024 is, according to a preliminary valuation based on a, by the board of directors, estimated share price of SEK 58,21¹, SEK 5,38 per warrant, assuming an exercise price of SEK 75,67 per share. The Black Scholes formula has been used for the valuation assuming a risk-free interest rate of -0,23 percent and a volatility of 27 percent and taking into account that no dividends or other value transfers to shareholders will take place during the

¹ The estimate is based on the average closing price of Ready's share price between 26 March – 1 April 2021.

validity of the program. When transferring warrants to employees, the market value will be determined based on updated assumptions and then known parameters.

As the warrants in Incentive Program 2021/2024 are subscribed for and transferred at fair market value, it is the Company's assessment that there will be no social fees for the Company as a result of the subscriptions and transfers.

In order to promote participation in Incentive Program 2021/2024, it is the board of director's intention that holders of warrants shall receive a loyalty bonus that may be used when subscribing for shares by exercise of warrants. The bonus is in the form of extra salary in the form of a gross salary payment from the Company totaling an amount corresponding to 70 percent of the amount which a holder of warrants must pay when exercising the warrants. The payment will be made if requested by the holder in connection with exercise of the warrants. The payment is conditional upon that the participant remains employed (or equivalent) in the group at the time of the start of the exercise period commencing 1 July 2024.

The costs will therefore consist of minimal costs for the implementation and administration of Incentive Program 2021/2024 and costs for the loyalty bonus to amount to approximately SEK 2 million. Costs for the loyalty bonus will be recognised as personnel costs and hence subject to social charges. The loyalty bonus is not pensionable.

The Incentive Program 2021/2024 is not expected to have a significant impact on the Company's key ratios.

It shall be noted that all calculations above are preliminary, based on assumptions and are only intended to provide an illustration of what costs Incentive Program 2021/2024 may entail. Actual costs may therefore deviate from what has been stated above.

Employee Stock Option Program 2021/2024

Costs related to Employee Stock Option Program 2021/2024 will be recognised in accordance with IFRS 2, which means that the stock options are expensed as personnel costs during the vesting period.

Based on the assumption that 100 percent of the options in the Employee Stock Option Program 2021/2024 will be allotted and a three-year average employee turnover rate of 20 percent, meaning that all 186,160 stock options will vest, the estimated total accounting salary costs for the options will amount to approximately SEK 1,5 million during the time period 2021-2024, based on the actual value of the options at the time of calculation. The options do not have a market value since they are not transferable. However, the board of directors, with assistance of an independent valuator, has calculated a theoretical value of the options in accordance with the Black Scholes formula. The calculations have been based on a, by the board of directors, estimated share price of SEK 58,21 per share², a risk-free interest rate of -0,23 percent and an assumed volatility of 27 percent. In accordance with this valuation, the value of the options in the Employee Stock Option Program 2021/2024 is approximately SEK 5,38

² The estimate is based on the average closing price of Ready's share price between 26 March – 1 April 2021.

per option. Limitations in the disposal rights have not been taken into consideration in the valuation.

Upon a positive development of the share price, the Employee Stock Option Program 2021/2024 may entail costs in the form of social security contributions. The total costs for social security contributions will depend on the employment form of the participant, the number of options that will be vested and on the value of the benefit that the participant finally will receive, i.e. on the value of the options when exercised 2024, but also in which countries the participants are resident and what rates that apply for social security contributions in these countries. Based on the assumption that 186,160 options in Employee Stock Option Program 2021/2024 will be vested, an assumed share price of SEK 87,32 when the options are exercised and an assumed average social security rate of approximately 16,41 percent, the total costs for social security contributions will amount to approximately SEK 0,4 million.

The Company's entire costs for social security contributions are proposed to be hedged through a directed issue of warrants in accordance with item 17 b).

The total cost for Employee Stock Option Program 2021/2024 will be distributed over the years 2021-2024. Since 1/3 of the options vest per year, the cost will be distributed unevenly over the period, with an emphasis at the beginning of the period.

Given the above assumptions, including an assumed share price of 87,32 at the time of exercise of the options, and that the program had been introduced in June 2019 instead, it is calculated that the key figure earnings per share for full year 2020 would have remained to be aligned at SEK -6,5.

It shall be noted that all calculations above are preliminary, based on assumptions and are only intended to provide an illustration of what costs Employee Stock Option Program 2021/2024 may entail. Actual costs may therefore deviate from what has been stated above.

Costs in the form of fees to external advisers and costs for administering Incentive Program 2021/2024 and Employee Stock Option Program 2021/2024 are estimated to amount to approximately SEK 150,000.

Dilution and previous incentive programs

Per the day of the proposed incentive programs there are 37,226,617 ordinary shares in the Company. All shares having one vote each. The Company holds no own shares.

There are 391,000 warrants held by warrant holders under four different programs: warrants series 2017/2021, series 2018/2022, series 2019/2022 and series 2019/2023. If all warrants held by warrant holders are exercised the maximum dilution amounts to approximately 5.0 percent.

The warrants currently not held by warrant holders are held by the Company's subsidiaries, Readly AB and Readly Financial Instruments AB. These warrants will not be transferred and be kept with the subsidiaries.

There are 5,000 warrants held by warrant holders under series 2017/2021. After recalculations due to a share split in September 2020, each such warrant entitles the holder to subscribe for five new shares in the Company at a subscription price of SEK 31 up to and including 30 June 2021.

There are 66,667 warrants held by warrant holders under series 2018/2022. After recalculations due to a share split in September 2020, each such warrant entitles the holder to subscribe for five new shares in the Company. The subscription price for 8,750 of these warrants is SEK 32.80 and these warrants may be exercised up to and including 30 December 2022. The subscription price for 57,917 of these warrants is SEK 55 and these warrants may be exercised up to and including 30 December 2021.

There are 195,000 warrants held by warrant holders under series 2019/2022. After recalculations due to a share split in September 2020, each such warrant entitles the holder to subscribe for five new shares in the Company. The subscription price for 45,000 of these warrants is SEK 32.80 and these warrants may be exercised from 30 April 2022 up to and including 30 April 2023. The subscription price for 150,000 of these warrants is SEK 55 and these warrants may be exercised from 1 May 2022 up to and including 30 December 2022.

There are 124,333 warrants held by warrant holders under series 2020/2023. After recalculations due to a share split in September 2020, each such warrant entitles the holder to subscribe for five new shares in the Company. The subscription price for 55,000 of these warrants is SEK 32.80 and these warrants may be exercised up to and including 30 December 2023. The subscription price for 69,333 of these warrants is SEK 55 and these warrants may be exercised from up to and including 30 December 2023.

In case all warrants issued under Incentive Program 2021/2024 are exercised for subscription of new shares, the number of shares and votes in the Company will increase with 387,300 (with reservation for any re-calculation in accordance with the warrant terms and conditions), which corresponds to a dilution of approximately 1 percent of the Company's share capital and votes.

In case all warrants issued under the Employee Stock Option Program 2021/2024 (including those for hedge of ancillary costs in the form of social security contributions) are exercised for subscription of new shares, the number of shares and votes in the Company will increase with 232,700 (with reservation for any recalculation in accordance with the warrant terms and conditions), which corresponds to a dilution of approximately 0,60 percent of the Company's share capital and votes.

If all warrants are issued under Incentive Program 2021/2024 and Employee Stock Option Program 2021/2024 and all outstanding warrants issued under series 2017/2021, series 2018/2022, series 2019/2022, series 2019/2023:1 and series 2019/2023:2 are exercised in full the number of ordinary shares and votes in the Company will increase with 2,575,000 (with reservation for any recalculation in accordance with the respective program's terms and conditions), which corresponds to a total dilution of approximately 6.47 percent of the number of shares and votes in the Company.

The dilution effect has been calculated as the number of additional shares and votes in relation to the number of existing shares and votes plus the number of additional shares and votes.

For information, there are an additional 350,184 outstanding warrants in the Company. They are held by a lender and subscribers of units issued during June/July 2020 and have no connection to incentive programs for employees. As the warrants are not connected to incentive programs for employees they have not been included in the calculations above.

Item 18: Resolution regarding amendments of the articles of association

The board of directors of the Company proposes that the annual general meeting resolves to amend the Company's articles of association as follows:

It is proposed that all provisions in the articles of association regarding different share classes are removed whereby the Company only may issue ordinary shares. The proposal means that current §§ 6-9 are removed and the following clauses have changed numbering.

It is also proposed to introduce the possibility to collect proxies and postal voting. The articles of association will thereby have a new § 9 with the following wording:

"The board of directors may collect proxies at the company's expense in compliance with the procedure set out in chapter 7 section 4 paragraph 2 of the Swedish Companies Act (2005:551).

The board of directors may resolve, ahead of a general meeting of the shareholders, that the shareholders shall be entitled to exercise their voting rights by post prior to the meeting."

It is finally proposed that the board of directors or a person appointed by the board of directors be authorized to make such minor adjustments in the above resolution that may be required in connection with the registration with the Swedish Companies Registration Office.

Majority requirements

A resolution in accordance with items 16 and 17 requires support by shareholders holding not less than nine-tenths of both the shares voted and of the shares represented at the annual general meeting.

A resolution in accordance with item 15 and 18 requires support by shareholders holding not less than two-thirds of both the shares voted and of the shares represented at the annual general meeting.

Miscellaneous

Copies of accounts, auditor statement, proxy form and advance voting form are available at least three weeks in advance of the annual general meeting. The complete proposals, the auditor statement regarding guidelines for remuneration to senior executives and other documents that shall be available in accordance with the Swedish Companies Act are available at least three weeks in advance of the meeting. The

remuneration report and the nomination committee's complete proposal regarding election of directors including the statement on the nomination committee's proposal regarding the board of directors are available on the Company's web site. The notice and all the above documents are available at the Company at Kungsgatan 17 in Stockholm and at the Company's website www.se.readly.com and will be sent to shareholders who request it and provide their e-mail or postal address.

The total numbers of shares in the Company on the date of this notice amount to 37,226,617 ordinary shares. All shares having one vote each. The Company holds no own shares.

The shareholders are reminded of their right to request information at the annual general meeting from the board of directors and the managing director in accordance with Ch. 7 Section 32 of the Swedish Companies Act.

Processing of personal data

For information on how personal data is processed in relation to the meeting, see the Privacy notice available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammorengelska.pdf>.

April 2021
Readly International AB (publ)
The board of directors

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