



## **Press release**

11 May 2021

# **Announcement from the annual general meeting in Readly International AB (publ)**

**The annual general meeting of Readly International AB (publ) ("Readly" or the "Company") was held today on 11 May 2021 in Stockholm and the following resolutions were passed by the meeting.**

### **ADOPTION OF THE INCOME STATEMENT AND BALANCE SHEET**

The annual general meeting resolved to adopt Readly's income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet.

### **DISTRIBUTION OF PROFIT**

The annual general meeting resolved to treat the result in accordance with the proposal of the board of directors in the annual report, meaning that the result is carried forward.

### **DISCHARGE FROM LIABILITY**

The directors, the managing and the deputy managing director were discharged from liability for the 2020 financial year.

### **ELECTION OF THE BOARD OF DIRECTORS AND AUDITOR, AND DIRECTORS' AND AUDITORS' FEES**

The annual general meeting resolved, in accordance with the nomination committee's proposal, that the board of directors shall consist of six directors. It was further resolved that the Company shall have one registered auditing firm as auditor.

It was resolved, in accordance with the nomination committee's proposal, that the remuneration shall 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

It was further resolved that the fee to the Company's auditor shall be paid upon presentation of an approved invoice.

Viktor Fritzén, Nathan Medlock, Patrick Svensk, Malin Strähle and Alexandra Whelan were re-elected as a directors. Stefan Betzold was elected as new director. Patrick Svensk was re-elected as chairman of the board of directors. Joel Wikell had announced that he would not stand for re-election.

Öhrlings PricewaterhouseCoopers AB was re-elected as the Company's auditor. Öhrlings PricewaterhouseCoopers AB has announced that authorized accountant Aleksander Lyckow will continue as main responsible auditor.

More information regarding the elected directors can be found on the Company's website and in the annual report for 2020.

#### **PRINCIPLES FOR THE NOMINATION COMMITTEE**

The annual general meeting resolved, in accordance with the nomination committee's proposal, to adopt the principles for the nomination committee included in the notice.

#### **GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES**

The annual general meeting resolved, in accordance with the nomination committee's proposal, to adopt the guidelines for remuneration to senior executives included in the notice.

#### **AUTHORIZATION FOR THE BOARD OF DIRECTORS TO RESOLVE ON ISSUANCES**

It was resolved, in accordance with the board of directors' proposal, 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.

#### **INCENTIVE PROGRAM 2021/2024 TO SENIOR EXECUTIVES AND OTHER EMPLOYEES IN THE COMPANY AND THE GROUP IN SWEDEN**

The annual general meeting resolved, in accordance with the board of directors' proposal, to establish an incentive program through issuance of a maximum of 387,300 warrants, following which the Company's share capital may increase by no more than SEK 11,619. The incentive program is targeted to senior executives and other employees in the Company and the group in Sweden. Readly Financial Instruments AB (the "**Subsidiary**") is also eligible to subscribe for warrants with subsequent transfer to senior executives and other employees in the Company and the group in Sweden. The warrants shall entitle to subscription of new ordinary shares in the Company.

The warrants shall be subscribed and acquired for at a price of no less than the warrant's market value in accordance with the Black Scholes formula.

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 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.

In order to promote participation in incentive program 2021/2024, it is the board of director's intention that participants shall receive a loyalty bonus. The bonus consists of an extra gross salary payment from the Company totalling an amount corresponding to 70 percent of the amount which a participant must pay when purchasing 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.

In case all warrants issued under the incentive program 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.

The complete terms and conditions for the warrants of series 2021/2024:1 and more information regarding the incentive program is available at the Company's website.

**EMPLOYEE STOCK OPTION PROGRAM 2021/2024 FOR SENIOR EXECUTIVES, OTHER EMPLOYEES AND KEY INDIVIDUALS IN THE COMPANY AND THE GROUP IN THE UNITED KINGDOM AND GERMANY**

The annual general meeting resolved, in accordance with the board of directors' proposal, on an employee stock option program 2021/2024, which may comprise of a maximum of 232,700 stock options. The stock options shall be allotted without consideration. 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.

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 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. The holder can exercise allotted and vested stock options during the period 1 July 2024 up to and including 15 December 2024.

In order to facilitate the Company's commitments in accordance with the employee stock option program 2021/2024, the annual general meeting also resolved on a directed issue of a maximum of 232,700 warrants to the Company or the Subsidiary and approval of transfer of warrants. If all warrants that may be issued in connection with employee stock option program 2021/2024 are exercised for subscription of shares, the number of shares and votes in the Company will increase by 232,700 and the share capital may increase by SEK 6,981 (subject to possible recalculation according to the warrant terms), which corresponds to a dilution of approximately 0.60 percent of the number of shares and votes in the Company.

The complete terms and conditions for the warrants of series 2021/2024:2 and more information regarding the employee stock option program is available at the Company's website.

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 the incentive program 2021/2024 and under the 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.

Information regarding all the Company's previous incentive programs can be found in the annual report 2020 and on the Company's website.

#### **AMENDMENTS OF THE ARTICLES OF ASSOCIATION REGARDING**

The annual general meeting resolved, in accordance with the board of directors' proposal, that all provisions in the articles of association regarding different share classes are removed whereby the Company only may issue ordinary shares. It was also resolved to introduce the possibility to collect proxies and postal voting.

#### **REMUNERATION REPORT**

The annual general meeting resolved to approve the remuneration report, which is included in the annual report.

For the full proposals regarding the above resolutions at the annual general meeting, please refer to the notice, the complete proposals and the annual report which are available on the Company's website, [www.corporate.readly.com](http://www.corporate.readly.com).

#### **For more information, please contact:**

Ramus Blomqvist, Head of Investor Relations  
+46 702 335 367 or [rasmus.blomqvist@readly.com](mailto:rasmus.blomqvist@readly.com)

Antonia Lodin, Head of Legal  
+46 736 552 294 or [antonia.lodin@readly.com](mailto:antonia.lodin@readly.com)

#### **About Readly**

Readly is the European category leader for digital magazines. The company offers a digital subscription service, that lets customers have unlimited access to 5,000 national and international magazines - all in one app and at a fixed monthly fee. Readly has subscribers in 50 countries and content available in 17 different languages. In collaboration with around 900 publishers worldwide, Readly is digitizing the magazine industry. In 2020, revenues amounted to SEK 353 million. Since September 2020, the Readly share is listed on Nasdaq Stockholm Midcap. For more information, please visit <https://corporate.readly.com>.