



## Press release

9 May 2023

# Notice to annual general meeting in Readly International AB (publ)

**The shareholders are hereby called to the annual general meeting of Readly International AB (publ), 556912-9553, (the "Company"), to be held on Tuesday 13 June 2023 at 14:00 (CEST), at the Company's premises at Kungsgatan 17 in Stockholm. Entry and registration begin at 13:30 (CEST).**

The board of directors has decided, pursuant to the Company's articles of association, that shareholders shall have the right to exercise their voting rights by postal voting. Shareholders may therefore choose to exercise their voting rights at the annual general meeting by attending in person, through a proxy or by postal voting.

### Participation and notification

Shareholders wishing to participate in the annual general meeting must:

- be registered in the share register maintained by Euroclear Sweden AB on the record date, which is Friday 2 June 2023, and
- no later than Wednesday 7 June 2023, give notice of participation and any assistants (no more than two) in writing by regular mail to Kanter Advokatbyrå KB, Att: Emelie Möller, Box 1435, 111 84 Stockholm (please mark the envelope "Readly AGM 2023") or by e-mail to [moller@kntr.se](mailto:moller@kntr.se). The notification should state the full name, personal or corporate identity number, shareholding, address, telephone number and, when applicable, information about the deputy, proxy or assistants. Shareholders who wish to participate in the annual general meeting by postal voting, please find instructions set out below under section "Advance voting".

### Nominee shares

Shareholders, whose shares are registered in the name of a 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 Friday 2 June 2023, 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 right registration by a shareholder in such time that the registration has been made by the relevant nominee no later than Wednesday 7 June 2023 will also be taken into account in compiling the share register.

### Representation by 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 Monday 12 June 2023. 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 who wish to exercise their voting rights at the annual general meeting by postal voting in advance shall use a special form for advance voting. The form is available on <https://corporate.readly.com/>. Shareholders exercising their voting right through postal voting does not need to notify the Company of 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 7 June 2023. The completed and signed form shall be sent to the address stated under "Participation and registration" above. A completed and signed form may also be submitted electronically to [moller@kntr.se](mailto:moller@kntr.se). 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 participation**

Shareholders may also attend the annual general meeting remotely (via video conference). 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 annual general meeting remotely, no later than on Monday 12 June 2023.

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.

### **Proposed agenda**

1. Opening of the meeting
2. Appointment of chairman for the annual general meeting
3. Preparation and approval of the voting list
4. Election of one person to certify the minutes
5. Examination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report and the consolidated financial statements and auditor's report for the group
8. Resolutions regarding:
  - a) adoption of income statement and balance sheet and the group income statement and group balance sheet
  - b) allocation of the Company results in accordance with the adopted balance sheet; and
  - c) discharge from liability of the board of directors and the CEO
9. Determination of the number of directors and deputy directors and number of auditors and deputy auditors
10. Determination of fees to the board of directors and the auditors
11. Election of the board of directors and the auditors
12. Resolution regarding principles for appointment of nomination committee
13. Resolution regarding authorisation to the board to issue shares, warrants and/or convertibles
14. Presentation of and resolution regarding the remuneration report
15. Closing of the meeting

**Item 2: Appointment of chairman of the annual general meeting**

The nomination committee proposes that Björn Kristiansson, KANTER Advokatbyrå, is appointed as chairman at the annual general meeting.

**Item 8. 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 9-11-: Determination of the number of directors and deputy directors and number of auditors and deputy auditors, determination of fees for the board and the auditors and election of the board of directors and auditors**

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

The nomination committee proposes that remuneration shall be paid to the board of directors and the members of the established committees in the following amounts:

- SEK 260,000 for each of the directors and SEK 520,000 to the chairman of the board;
- SEK 15,000 for each of the members of the remuneration committee and SEK 30,000 to the chairman of the committee; and
- SEK 40,000 for each of the members of the audit committee and SEK 100,000 to the chairman of the committee.

The directors who are dependent in relation to Tidnings AB Marieberg and Bonnier News Group AB shall not be entitled to receive any board remuneration or remuneration for committee work.

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

The nomination committee proposes that Jan Lund, Mikael Antonsson, Carolina Brandtman, Laurent Kayser, Veronica Selin, Malin Stråhle and Jesper Wikberg are re-elected as directors for the period until the end of the next annual general meeting. It is also proposed to re-elect Jan Lund as chairman of the board.

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's complete proposal and motivated opinion as well as further information regarding the directors proposed for re-election are available at the Company's website <https://corporate.readly.com/>.

**Item 12: 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. These principles for appointment and instructions to the nomination committee shall have effect until any changes are decided by the general meeting.

**Appointment 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 two 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 shareholders 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.

If a shareholder who has appointed a member is no longer one of the two largest shareholders, the shareholder which in terms of ownership is one of the two largest shareholders will be offered to appoint a member. If such shareholder wish to appoint a member, the member that has been appointed by the shareholder no longer one of the two largest shareholders shall leave the nomination committee. 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 change occurs later than three months before the annual general meeting. 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:

- election of chairman of the meeting;
- the 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;
- the 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 personal 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 fulfill its mandate.

#### **Item 13: Resolution regarding authorisation to the board to issue shares, warrants and/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 shares, convertibles and/or warrants with right to convert into and subscribe for 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 14: Presentation and approval of the remuneration report**

The board of directors proposes that the annual general meeting resolves to approve the board of directors' report on remuneration pursuant to Chapter 8, Section 53a of the Swedish Companies Act.

#### **Majority requirements**

A resolution in accordance with item 13 requires support by shareholders holding not less than two-thirds of both the votes and shares represented at the annual general meeting.

#### **Miscellaneous**

Copies of accounts, auditor statement, complete proposals, the auditor statement regarding the guidelines set out by the board of directors regarding remuneration to senior executives, proxy form and advance voting form and other documents that shall be available in accordance with the Swedish Companies Act are available at least three weeks in advance of the annual general 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 website. The notice and all the above documents are available at the Company at Kungsgatan 17 in Stockholm and at the Company's website <https://corporate.readly.com> and will be sent to shareholders who request it and provide their e-mail or postal address.

The total numbers of shares and votes in the Company on the date of this notice amounts to 37,904,738 shares. 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 Chapter 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-bolagsstammengelska.pdf>.

April 2023  
Readly International AB (publ)  
The Board of Directors

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

[ir@readly.com](mailto:ir@readly.com)

#### **About Readly**

Readly is the European category leader for digital magazines. The company offers a digital subscription service where customers have unlimited access to 6,900 magazines and newspapers. Readly has subscribers in more than 50 countries and content available in 17 different languages. In collaboration with 1200 publishers worldwide, Readly is digitising the magazine and newspaper industry. In 2022, revenues amounted to SEK 592 million. Since September 2020, the Readly share is listed on Nasdaq Stockholm. For more information, please visit <https://corporate.readly.com>