

NOTICE

of extraordinary general meeting of the shareholders in Readly International AB (publ) to be held on 10 August 2023

The shareholders of Readly International AB (publ), reg. no. 556912-9553, (the “**Company**” or “**Readly**”), are hereby called to an extraordinary general meeting to be held on Thursday 10 August 2023 at 10.00 (CEST), at the Company’s premises at Kungsgatan 17 in Stockholm. Entry and registration begin at 09.30 (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 meeting by attending in person, through a proxy or by postal voting.

Participation and registration

Shareholders wishing to participate in the meeting must:

- be registered in the share register maintained by Euroclear Sweden AB on the record date, which is Wednesday 2 August 2023, and
- no later than Friday 4 August 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 EGM 2023”) or by e-mail to 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 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 meeting. The nominee must be notified of this in good time before Wednesday 2 August 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 Friday 4 August 2023 will also be taken into account 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 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 meeting, be received by the Company no later than Wednesday 9 August 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 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 meeting. The advance voting form is considered as the notification of attendance at the meeting.

The completed voting form must be received by the Company no later than Friday 4 August 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. 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 also attend the meeting remotely (via video conference). Those who want to attend the 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 meeting remotely, no later than on Wednesday 9 August 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 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. Resolution to approve a) publisher agreement with Bonnier News AB, b) publisher agreement with Bonnier Publications International AS and c) advertising agreement with Bonnier News AB (related party transactions)
8. Closing of the meeting

Item 2: Appointment of chairman of the meeting

The board proposes that Ebba Olsson Werkell, Kanter Advokatbyrå, is appointed as chairman at the meeting.

Item 7: Resolution to approve a) publisher agreement with Bonnier News AB, b) publisher agreement with Bonnier Publications International AS and c) advertising agreement with Bonnier News AB (related party transactions)

Background and reasons

Statement according to Chapter 16a, Section 7 of the Swedish Companies Act with respect to the proposals for resolutions according to item 7 in the notice.

The independent directors in the Company have proposed that the extraordinary general meeting resolves to approve two publisher agreements with Bonnier News AB and Bonnier Publications International AS signed on the 13 July 2023 and an advertising agreement with Bonnier News AB signed on the 14 July 2023. The agreements enter into force first upon approval by the extraordinary general meeting. Tidnings AB Marieberg is as of 30 June 2023 a majority owner to the Company and holds approximately 77,13 % of the shares in the Company. Bonnier News AB and Bonnier Publications International AS are in the same group of companies as Tidnings AB Marieberg (together defined as “**Bonnier**”). Directors Jan Lund, Mikael Antonsson, Veronica Selin and Jesper Wikberg have not participated in the board’s preparations or resolutions regarding the proposals. Neither has director Laurent Kayser, since he could be considered to have a strong community of interest with Bonnier, and thus could be considered to indirectly represent Bonnier

These agreements are so-called related party transactions that, according to Chapter 16a of the Swedish Companies Act, shall be approved by a general meeting. In accordance with the aforementioned, the independent directors of the board hereby present its statement and proposals for resolutions as follows.

Description of the agreements

a) Publisher agreement with Bonnier News AB

The publisher agreement with Bonnier News AB concerns certain magazines and newspapers in Sweden. The annual value of the agreement is estimated to approximately 14 MSEK. Bonnier’s revenue share according to the agreement is on average lower than what is applied for closest comparable publishers. The terms of the agreement are materially in line with the Company’s established standard distribution agreement with its publishers. The agreement enters into force upon approval by the extraordinary general meeting.

b) Publisher agreement with Bonnier Publications International AS

The publisher agreement with Bonnier Publications International AS concerns local editions of certain magazines in Sweden, Finland, Denmark and Norway. The annual value of the agreement in Sweden is estimated to approximately 2 MSEK. Bonnier’s revenue share according to the agreement is on average lower than what is applied for closest comparable publishers. The terms of the agreement are materially in line with the Company’s established standard distribution agreement with its publishers. The agreement enters into force upon approval by the extraordinary general meeting.

The two publisher agreements cover approximately 35 titles and are a leading part of the Swedish magazine market.

c) Advertising agreement with Bonnier News AB

The advertising agreement with Bonnier News AB concerns an offer regarding discounts on advertising in Bonnier News AB:s media channels. The agreement does not include any

obligations for Readly. The value of the agreement is dependent on how Readly chooses to use the advertising offers, but payments to Bonnier News AB under the agreement may reach an estimated value of approximately 2-5 MSEK annually, depending on focus markets, channel optimisations, and potential expansions. The discounts are estimated to be on average higher (i.e. lower price level) than for comparable media spendings. The agreement enters into force upon approval by the extraordinary general meeting.

Proposal for resolutions

The independent directors of the board make the assessment that the terms of these agreements are attractive for the Company, and that the two publisher agreements would strengthen Readly's offer for its customers. The independent directors of the board have decided not to obtain a fairness opinion to support this conclusion.

The independent directors' proposal is that the extraordinary general meeting approve the agreements as described above.

Majority requirements

Valid resolutions in accordance with item 7 a-c require support by shareholders holding more than half of both the votes and shares represented at the meeting, the shares and votes held, directly or indirectly, by Bonnier are not to be taken into account.

Miscellaneous

Proxy form and advance voting form are available at least three weeks in advance of the meeting. 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 number 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 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-bolagsstammorengelska.pdf>.

July 2023
Readly International AB (publ)
The board of directors