

Notification of the Annual General Meeting of ReadSoft AB (publ)

The shareholders in ReadSoft AB are hereby invited to the Annual General Meeting (“Meeting”) on April 26, 2012 at 3:00 p.m. at Hotel Marina Plaza, Kungstorget 6, Helsingborg, Sweden.

Registration

Shareholders who wish to participate in the Meeting must be registered in the company’s share register per April 20, 2012, which is kept by Euroclear Sweden AB, and shall further no later than 4 p.m. on April 20, 2012 notify the company of the intention to participate.

Notice can be made at ReadSoft’s website with address www.readsoft.com, per post sent to ReadSoft AB, S Kyrkogatan 4, 252 23 Helsingborg, Sweden, by telephone at +46 (0)42-490 21 00 or by fax at +46 (0)42-490 21 20. Shareholders are requested to state their name, address, telephone number and civil registration number or organization number, their registered holdings, and any proxy or representative. Personal data are only used for the draw up of the voting list. Shareholders represented by proxy should submit the proxy to the company prior to the Meeting. The company provides a proxy form at the company’s website, www.readsoft.com, and is posted to shareholders at request. The same address and telephone number for notice applies for order of proxy form.

Shareholders who have trustee-registered shares must temporarily register the shares in their own name with Euroclear Sweden AB. Such registration must be effective by April 20, 2012, which means that the request should be submitted well in advance of said date.

Program

2:00 p.m. – 3:00 p.m. Registration and light refreshments

3:00 p.m. - The Meeting is opened

Agenda

1. Opening of the Meeting
2. Election of chairman of the Meeting
3. Establishment and approval of the voting list
4. Election of two minutes-checkers
5. Approval of agenda
6. Determination that the Meeting has been properly convened
7. Submission of the Annual Report and Audit Report as well as the Consolidated Accounts and Consolidated Audit Report
8. Statement by the Managing Director and report on the work of the Board and Committees
9. Resolutions:
 - a) to adopt the Income Statement and Balance Sheet as well as the Consolidated Income Statement and Consolidated Balance Sheet,
 - b) Disposition of the company’s earnings,

- c) the discharge of the members of the Board and the Managing Director from liability
- 10. Determination of the number of members of the Board
- 11. Determination of the remuneration to the Board and auditors
- 12. Election of the Board
- 13. Election of auditor
- 14. Election of Nominations Committee
- 15. The issue of convertibles and transfer of convertibles
- 16. Adoption of principles for determination of salary and other compensation to senior executives
- 17. Purchase and transfer of own shares
- 18. Authorization for the Board to decide on issue of new shares
- 19. Closing of the Meeting

Motions

The Nominations Committee consists of Hans Forsmann, representative of Livförsäkringsaktiebolaget Skandia Liv, Jonas Fredriksson, representative of E Öhman Jr Fonder AB, the Chairman of the Board Göran E Larsson, Jan Andersson and Lars Appelstål.

Item 2: The Nominations Committee proposes to elect the Chairman of the Board, Göran E. Larsson, as chairman of the Meeting.

Item 9(b): The Board propose a cash dividend to shareholders of SEK 0,50 per share. May 2 2012 is proposed as the record date for the dividend. If the Meeting resolves in accordance with the proposal, the dividend is expected to be paid out through Euroclear Sweden AB with start on May 7 2012.

Item 10: The Nominations Committee proposes that the Board shall consist of seven members without substitutes.

Item 11: The Nominations Committee proposes a remuneration to the Board with SEK 1 015 000, of which the Chairman shall receive SEK 315 000 and each of the other Directors who are not employed in the company shall receive SEK 140 000. Directors may invoice the remuneration through its own company subject to being cost neutral to the company.

The Nominations Committee proposes that remuneration to the auditors shall be in accordance with current agreement.

Item 12: The Nominations Committee proposes re-election of Göran E Larsson, Jan Andersson, Lars Appelstål, Lennart Pihl, Anna Söderblom, Håkan Valberg and Peter Gille. The Nominations Committee proposes re-election of Göran E Larsson as Chairman of the Board.

Item 13: The Nominations Committee proposes re-election of the registered auditor company Öhrlings PricewaterhouseCoopers AB until the end of the Annual General Meeting 2013.

- Item 14: The Nominations Committee proposes that the Nominations Committee shall in connection with the Annual General Meeting 2013 prepare proposals to: 1. Election of Chairman of the Annual Meeting, 2. Election of the Board and Chairman of the Board, and where applicable, election of auditors, 3. Remuneration to the Board and the auditors and 4. Criteria for composition of the Nominations Committee.

The Nominations Committee proposes that the Meeting resolves to assign the Chairman of the Board to invite minimum four of the largest shareholders, counted by the number of votes per September 30, 2012, to appoint one representative each and together with the Chairman of the Board comprise the Nominations Committee. If the ownership structure has changed by the end of the fourth quarter, the composition of the Nominations Committee shall be adjusted accordingly, if possible and if it is deemed necessary.

- Item 15: The Board proposes that the Meeting shall decide on an incentive program for leading employees and key employees in the ReadSoft group, principally in accordance with the following.

The Board proposes that the Meeting decides to take up a convertible loan of nominal maximum 14.000.000 kronor by issue of maximum 350 000 convertibles, running from June 14, 2012 to December 15, 2015. The convertibles shall be subscribed for from May 14, 2012 to May 23, 2012. Right to subscribe the convertibles, with deviation from the shareholders preferential rights, shall be leading employees and key employees appointed by the Board. Besides employees, ReadSoft Financial AB, a subsidiary of ReadSoft AB, shall be entitled to subscribe a number of convertibles determined by the Board, initially maximum 20.000, for the purpose of, on market terms, transferring the convertibles to persons who after the subscription period are employed as leading employees or key employees in the ReadSoft group. To the extent full guaranteed subscription is not made, ReadSoft Financial AB may subscribe another maximum 20.000 convertibles.

The reason for deviation of the shareholders preferential rights is that the Board with the proposed issue and offer wants to give leading employees and key employees in the ReadSoft group an opportunity to participate in the development of the Group. A personal economical long term engagement is assumed to further stimulate leading employees' and key employees' interest for the business, increase motivation and strengthen the loyalty with the Group. Improved development of result and strengthened solidarity with the Group is a common interest for the shareholders and the employees.

The subscription of the convertibles shall be made on market terms determined by use of the Black & Scholes formula. The issue price shall be the nominal amount.

The convertibles shall run with an interest adjusted to conditions on the market corresponding to the interest at which the convertibles' market value corresponds to the nominal amount. The interest and market value shall be determined annually of Swedbank AB (publ.).

Conversion to B-shares may be made from June 15, 2015 to November 27, 2015. The conversion price shall correspond to 125 % of the average price paid for the B –share in the company on the NASDAQ OMX Stockholm AB's official list during the period from April 27, 2012 to May 7, 2012. The conversion price shall be SEK 6 at the lowest. Calculated on full conversion the company's share capital will increase with SEK 35 000 and the dilution will be approximately 1,1 percent of the share capital and 0,8 percent of the votes, based on the number of registered shares.

The aggregate costs for the incentive program is calculated not to exceed SEK 0,3 million. A valid resolution of this proposal requires that the proposal is supported by shareholders representing at least nine-tenths of the votes cast as well as the shares represented at the Meeting.

- Item 16: The Board proposes that ReadSoft shall offer terms that contribute to the ability of the company to recruit and keep senior executives. The compensation shall be competitive and consist of fixed and variable salary, other benefits and pension. Variable salary shall be based on the outcome in relation to defined and measurable targets. Unless special circumstances apply, the variable salary shall not exceed 40% of the fixed portion. The Board elects each year a Compensation Committee with assignment to propose new compensation terms for the Managing Director and other senior executives. The Board decides finally on new compensation terms for the Managing Director.
- Item 17: The Board proposes that the Meeting authorizes the Board, on one or more occasions in the period until the Annual General Meeting 2013, to decide on purchase and transfer of own shares. Purchase may be made of maximum a number of shares so that the company's possession of shares at each point in time does not exceed ten (10) % of the total number of shares in the company. Purchase may be made on NASDAQ OMX Stockholm to the share price at the time of purchase. Transfer may be made of maximum a number of shares which at each point corresponds to ten (10) % of the total number of shares in the company. Transfer may be made without the shareholders preferential rights on NASDAQ OMX Stockholm and to third parties in connection with acquisition of companies or businesses. Remuneration for transferred shares may be made in cash, payment in kind or set-off. Transfer in connection with acquisition of a company or business may be made to a market value determined by the Board. The purpose of the authorization is to give the Board possibility to adjust the company's capital structure and to enable acquisition financing through use of own shares.

A valid resolution of this proposal requires that the proposal is supported by shareholders representing at least two thirds of the votes cast as well as the shares represented at the Meeting.

- Item 18: The Board proposes that the Meeting authorizes the Board to decide on one or more occasions in the period until the Annual General Meeting 2013 to increase the company's share capital with aggregate SEK 320 000 by issue of maximum 3 200 000 new series B shares. Such issues may take place with or without preferential rights for existing shareholders.

The new shares shall be issued on market conditions and payment for the new shares shall be against payment in kind or set-off or otherwise in accordance with 13:5 first paragraph 6 of the Swedish Companies Act.

The reasons for the Board to be able to bypass the preferential rights of existing shareholders are that financing in connection with future acquisitions may be required with payment in shares and/or through the issue of new shares against payment in kind and that the Board shall be able to decide thereon without assembling a Shareholders Meeting.

Shares and votes

There are 32.679.940 shares in the company, of which 1.354.500 are shares of series A and 31.325.440 are shares of series B, corresponding to in total 44.870.440 votes. At the time of publication of the notification the company possesses 2.540.696 B shares representing 2.540.696 votes.

Documents

The annual report, audit report, Nominations Committee's reasoned statement concerning proposal for election of the Board, the Board's complete proposals and statements and the auditor's statement in accordance with 8:54 of the Swedish Companies Act will at the latest from April 5, 2012 be available on the company's website www.readsoft.com, and at the company's head office in Helsingborg and will be sent to shareholders on request.

Information at the Meeting

The Board and the Managing Director shall, if a shareholder so requests and the Board considers that this can be done without significant harm to the company, give information on such circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the financial situation of the company or its subsidiaries and the company's relationship with another group company. Anyone who wishes to present a question in advance may do so to ReadSoft AB at the same mail address which has been stated above for the notifications to attend the Meeting.

Helsingborg, March 2012
The Board of Directors