

# BONNIER NEWS

*This announcement is not an offer, whether directly or indirectly, in Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa or in any other jurisdiction where such offer pursuant to legislation and regulations in such relevant jurisdiction would be prohibited by applicable law. Shareholders not resident in Sweden who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled "Important information" at the end of this announcement and in the offer document published on Tidnings AB Marieberg's website ([www.tabm-offer.com](http://www.tabm-offer.com)). Shareholders in the United States should also refer to the section titled "Special notice to shareholders in the United States" at the end of this announcement.*

Press release

3 June 2025

## Tidnings AB Marieberg announces the outcome for the recommended cash offer to the shareholders of Readly International AB (publ)

On 14 April 2025, Tidnings AB Marieberg<sup>1</sup> ("Bonnier News" or the "Bidder"), a wholly-owned subsidiary of Bonnier News Group AB<sup>2</sup> (Bonnier News Group AB together with its direct and indirect subsidiaries, "Bonnier News Group"), announced a recommended public offer to the shareholders of Readly International AB (publ) ("Readly" or the "Company") to acquire all shares in Readly not already held by Bonnier News (the "Offer"). On 21 May 2025, Bonnier News announced that Bonnier News through acquisitions becomes the owner of a total of 55,606,435 shares, corresponding to approximately 92.37 per cent<sup>3</sup> of the share capital and votes in Readly. In connection thereto, Bonnier News declared the Offer unconditional and announced that it would complete the Offer, and that Bonnier News will acquire all shares in Readly that have been tendered in the Offer.

The Offer is now closed. The shares tendered in the Offer at the end of the initial acceptance period (which expired on 2 June 2025) amount to in aggregate 2,300,315 shares in Readly, corresponding to approximately 3.82 per cent of the share capital and votes in Readly.

As announced by Bonnier News in a press release on 15 May 2025, Bonnier News has on 14 May 2025, following the approval by the annual general meeting of Readly on the same day, completed the previously announced sale of all shares in Arcy AB to Readly against payment in the form of 22,294,688 newly issued shares in Readly (the "**Transaction**").<sup>4</sup>

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<sup>1</sup> Tidnings AB Marieberg is a Swedish private limited liability company, with corporate registration number 556002-8796, domiciled in Stockholm and with registered address c/o Bonnier News AB, SE-105 15 Stockholm, Sweden. Tidnings AB Marieberg is a wholly-owned subsidiary to Bonnier News Group AB.

<sup>2</sup> Bonnier News Group AB is a Swedish private limited liability company, with corporate registration number 559174-2688, domiciled in Stockholm and registered address Gjörwellsgatan 30, SE-112 60 Stockholm, Sweden.

<sup>3</sup> All information in this press release regarding shareholdings in Readly is based on that there are a total of 60,199,426 shares in the Company.

<sup>4</sup> On 14 April 2025, Bonnier News Group and Readly announced that the Company had entered into a share transfer agreement with Bonnier News to acquire all shares in Arcy AB from Bonnier News through a non-cash issue. For further information about the Transaction, please refer to Bonnier News Group's press release published on 14 April 2025 and Readly's press releases published on 14 April 2025 and 14 May 2025, respectively. The press releases are available on Bonnier News Group's website ([www.bonniernews.se](http://www.bonniernews.se)) and Readly's website (<https://corporate.readly.com>), respectively.

As set out in the press release announced by Bonner News on 21 May 2025, Bonnier News has, following the announcement of the Offer, acquired a total of 3,319,967 shares in Readly outside the Offer, corresponding to approximately 5.51 per cent of the share capital and votes in the Company. Following the announcement of the press release on 21 May 2025, Bonnier News has acquired an additional 153,759 shares in Readly outside the Offer, corresponding to approximately 0.26 per cent of the share capital and votes in the Company. Accordingly, a total of 3,473,726 shares have been acquired by Bonnier News outside the Offer since the Offer was announced, corresponding to approximately 5.77 per cent of the share capital and votes in the Company. No acquisitions have been made at prices exceeding the price per share in the Offer.

This means that the total number of shares in Readly that Bonnier News has acquired outside the Offer, together with the 29,991,780 shares in Readly held by Bonnier News at the announcement of the Offer and the 22,294,688 shares that Bonnier News has received through the Transaction, amounts to 55,760,194 shares in Readly, corresponding to approximately 92.63 per cent of the share capital and votes in Readly.

Accordingly, the total number of shares in Readly held by Bonnier News, including the shares tendered in the Offer at the end of the initial acceptance period on 2 June 2025, amounts to 58,060,509 shares, corresponding to approximately 96.45 per cent of the share capital and votes in Readly.

Settlement for the shares tendered in the Offer during the initial acceptance period is expected to be initiated around 9 June 2025. Bonnier News will not extend the acceptance period for the Offer.

Except as set out above, neither the Bidder nor its closely related companies or closely related parties owned or controlled any shares in Readly, nor any financial instruments that give financial exposure equivalent to holding shares in Readly, prior to the announcement of the Offer. Apart from the 3,473,726 shares in Readly that Bonnier News has acquired outside the Offer as described above, neither the Bidder nor its closely related companies or closely related parties have acquired or agreed to acquire any shares, or any other financial instruments in Readly that give financial exposure equivalent to holding shares in Readly, outside the Offer at prices exceeding the price per share in the Offer.

Bonnier News has initiated compulsory redemption under the Swedish Companies Act (Sw. *aktiebolagslagen (2005:551)*) of the remaining shares in Readly. Furthermore, Readly has, at the request of Bonnier News, applied for delisting of Readly's shares from Nasdaq First North Growth Market. The application has been approved and the last day of trading in Readly's shares on Nasdaq First North Growth Market is 13 June 2025.

### **Information about the Offer:**

Information about the Offer is made available at:

[www.tabm-offer.com](http://www.tabm-offer.com)

For administrative questions regarding the Offer, please contact your bank or the nominee registered as holder of your shares.

For additional information, please contact:

Joachim Hörnqvist, Fogel & Partners  
Tel: +46 (0)762 394 597

E-mail: bonniernews@fogelpartners.se

*The information in this press release was submitted for publication on 3 June 2025 at 2:15 p.m. (CEST).*

### **Important information**

*This press release has been published in Swedish and English. In the event of any discrepancy in content between the two language versions, the Swedish version shall prevail.*

*The Offer is not being made, directly or indirectly, in or into Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa by use of mail or any other communication means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the internet) of interstate or foreign commerce, or of any facility of national securities exchange or other trading venue, of Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa, and the Offer cannot be accepted by any such use or by such means, instrumentality or facility of, in or from, Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa. Accordingly, this press release or any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa.*

*This press release is not being, and must not be, sent to shareholders with registered addresses in Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Singapore or South Africa must not forward this press release or any other document received in connection with the Offer to such persons.*

*The Offer, the information and documents contained in this press release are not being made and have not been approved by an "authorised person" for the purposes of section 21 of the UK Financial Services and Markets Act 2000 (the "FSMA"). The communication of the information and documents contained in this press release is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is a communication by or on behalf of a body corporate which relates to a transaction to acquire shares in a body corporate and the object of the transaction may reasonably be regarded as being the acquisition of day to day control of the affairs of that body corporate within article 62 (sale of a body corporate) of the FSMA 2000 (Financial Promotion) Order 2005.*

*Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Bonnier News and Readly. Any such forward-looking statements speak only as of the date on which they are made and Bonnier News has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.*

*Carnegie Investment Bank AB is not responsible to anyone other than Bonnier News for advice in connection with the Offer.*

### **Special notice to shareholders in the United States**

*The Offer described in this press release is made for the issued and outstanding shares of Readly, a company incorporated under Swedish law, and is subject to Swedish disclosure and procedural requirements, which may be different from those of the United States. The Offer is made in the United States pursuant to Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act") and Regulation 14E thereunder, to the extent applicable, and otherwise in compliance with the disclosure and procedural requirements of Swedish law, including with respect to withdrawal rights, the Offer timetable, notices of extensions, announcements of results, settlement procedures (including as regards to the time when payment of the consideration is rendered) and waivers of conditions, which may be different from requirements or customary practices in relation to U.S. domestic tender offers. Holders of the shares in Readly domiciled in the United States (the "U.S. Holders") are encouraged to consult with their own advisors regarding the Offer.*

*Readly's financial statements and all financial information included herein, or any other documents relating to the Offer, have been or will be prepared in accordance with IFRS and may not be comparable to the financial statements or financial information of companies in the United States or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles. The Offer is made to the U.S. Holders on the same terms and conditions as those made to all other shareholders of Readly to whom an offer is made. Any information documents, including the offer*

*document, are being disseminated to U.S. Holders on a basis comparable to the method pursuant to which such documents are provided to Readly's other shareholders.*

*The Offer, which is subject to Swedish law, is being made to the U.S. Holders in accordance with the applicable U.S. securities laws, and applicable exemptions thereunder. To the extent the Offer is subject to U.S. securities laws, those laws only apply to U.S. Holders and thus will not give rise to claims on the part of any other person. The U.S. Holders should consider that the price for the Offer is being paid in SEK and that no adjustment will be made based on any changes in the exchange rate.*

*It may be difficult for Readly's shareholders to enforce their rights and any claims they may have arising under the U.S. federal or state securities laws in connection with the Offer, since Readly and Bonnier News are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. Readly's shareholders may not be able to sue Readly or Bonnier News or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel Readly or Bonnier News and/or their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.*

*To the extent permissible under applicable law and regulations, Bonnier News and its affiliates or its brokers and its brokers' affiliates (acting as agents for Bonnier News or its affiliates, as applicable) may from time to time and during the pendency of the Offer, and other than pursuant to the Offer, directly or indirectly purchase or arrange to purchase shares of Readly outside the United States, or any securities that are convertible into, exchangeable for or exercisable for such shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, and information about such purchases will be disclosed by means of a press release or other means reasonably calculated to inform U.S. Holders of such information. In addition, the financial advisors to Bonnier News may also engage in ordinary course trading activities in securities of Readly, which may include purchases or arrangements to purchase such securities as long as such purchases or arrangements are in compliance with the applicable law. Any information about such purchases will be announced in Swedish and in a non-binding English translation available to the U.S. Holders through relevant electronic media if, and to the extent, such announcement is required under applicable Swedish or U.S. law, rules or regulations.*

*The receipt of cash pursuant to the Offer by a U.S. Holder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult an independent professional adviser regarding the tax consequences of accepting the Offer. Neither Bonnier News nor any of its affiliates and their respective directors, officers, employees or agents or any other person acting on their behalf in connection with the Offer shall be responsible for any tax effects or liabilities resulting from acceptance of this Offer.*

**NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, PASSED ANY COMMENTS UPON THE MERITS OR FAIRNESS OF THE OFFER, PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS PRESS RELEASE OR PASSED ANY COMMENT ON WHETHER THE CONTENT IN THIS PRESS RELEASE IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.**