

Annual General Meeting of ReadSoft AB (publ)

The shareholders in ReadSoft AB are hereby invited to the Annual General Meeting on Wednesday April 25, 2007 at 3 p.m. in Konsertsalen at Dunkers Kulturhus, Kungsgatan 11, Helsingborg, Sweden.

Attendance

Shareholders who wish to attend the Annual General Meeting shall be registered in the company's share register, per April 19, 2007, which is kept by VPC AB, and shall further no later than 4 p.m. on April 19, 2007 notify the company of the intention to attend.

Application for attendance can be made per post sent to ReadSoft AB, S Kyrkogatan 4, 252 23 Helsingborg, Sweden; by telephone at +46 (0)42-490 21 00; by fax at +46 (0)42-490 21 20 or at ReadSoft's homepage with address www.readsoft.com. 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. A shareholder or a representative may bring maximum two assistants.

Program at the Meeting

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

3 p.m. - The Meeting is opened

Shareholders who have trustee-registered shares must temporarily register the shares in their own name with VPC. Such registration must be effective by April 19, 2007, which means that the request should be submitted well in advance of said date.

Agenda

1. Opening of the Meeting
2. Election of chairman of the Meeting
3. Establishment and approval of the voting list
4. Election of 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 President
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 of Directors and the President from liability
10. Resolution on amendment of the Articles of Association
11. Determination of the number of members of the Board of Directors
12. Determination of the remuneration to the Board of Directors and auditors
13. Election of the Board of Directors
14. Election of auditors
15. Election of Nomination Committee
16. Adoption of guiding principles for remuneration to senior executives
17. The issue of convertibles and transfer of convertibles
18. Authorization for the Board of Directors to decide on issue of new shares
19. Closing of the Meeting

Motions

Item 9 b) - Dividend

The Board of Directors proposes no dividend.

Item 10: The Board of Directors proposes that the Annual Meeting resolves on amendment of §6 of the Articles of Association, in accordance with the following:

Present wording:

“The board shall comprise 3-7 members, without or with at most 7 deputies.

1-2 auditors, with or without deputies, shall be appointed to examine the annual report and the accounts of the Company together with the management of the board and managing director.”

Suggested wording:

“The board shall comprise 3-7 members, without or with at most 7 deputies.

1-2 auditors, with or without deputies, *or a registered firm of auditors* shall be appointed to examine the annual report and the accounts of the Company together with the management of the board and managing director.

The Nomination Committee has the following proposals under items 2 and 11-15.

Item 2: Chairman of the Board, Göran E. Larsson, is suggested to be chairman of the Meeting.

Item 11: Five members with no deputy members.

Item 12: A remuneration amounting to SEK 525.000 is suggested until the next General Meeting to be paid as follows: SEK 225.000 awarded to the Chairman of the Board and SEK 100.000 awarded to each other Director of the Board who is not employed by the company. It is suggested that the remuneration to the auditors shall be in accordance with the current purchasing agreement.

Item 13: Re-election of Göran E. Larsson, Lars Appelstål, Lennart Pihl, Gundor Rentsch and Anna Söderblom. Göran E. Larsson is suggested to be elected Chairman of the Board of the Directors.

Item 14: Election of PricewaterhouseCoopers AB as auditor.

Item 15: In connection with next year's Annual Meeting, the Nomination Committee shall suggest: 1. Chairman of the Annual Meeting, 2. Election of members of the Board of Directors and chairman of the Board of Directors, and where applicable, election of auditors, 3. Remuneration to the Board of Directors and the auditors and 4. criteria for election of the Nomination Committee.

It is suggested that the Annual Meeting decides to assign the Chairman of the Board to invite minimum three and maximum five of the largest shareholders, counted by the number of votes, per September 31, to appoint one representative each and together with the Chairman of the Board comprise the Nomination Committee. If the ownership structure has changed by the end of the fourth quarter, the composition of the Nomination Committee shall be adjusted accordingly, if possible and if it is deemed necessary.

Item 16: The Board of Directors proposes that the Annual Meeting shall decide on a incentive program for leading employees and key employees in the ReadSoft group, principally in accordance with the following.

The Board proposes that the Annual 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 11, 2007 to June 10, 2010. The convertibles shall be subscribed for from May 14, 2007 to May 25, 2007. 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 of Directors, although maximum 35 000, 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.

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 on June 8, 2007 of the Swedbank Markets by use of the Black & Scholes formula.

Conversion to B-shares may be made from December 11, 2009 to June 10, 2010. The conversion price shall correspond to 125 % of the average price paid for the B –share in the company on the Stockholm stock exchange's official list during the period from April 30, 2007 to May 7, 2007. The conversion price shall be 20 kronor at the lowest. Calculated on a conversion price of 30 kronor and at full conversion the company's share capital will increase with 35 000 kronor 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 0,2 million kronor. A valid decision on this item 16 requires that the motion is supported by shareholders representing at least nine-tenths of the votes cast as well as the shares represented at the Meeting.

There exists one incentive program which comprises 300 000 convertibles with right to conversion to the same number of shares in the company. The program was adopted by the Annual Meeting 2006. Conversion can be made from December 11, 2008 up to and including June 10, 2009.

Item 17: Remuneration to the Managing Director and other senior executives shall comprise fixed salary, possible variable salary, other benefits and pension allowance. With senior executives is meant the management group which for the moment comprises nine persons, including the Managing Director. The total remuneration shall be adjusted to the market and

be competitive and be based on the individual's responsibilities and performance. Variable salary shall be based on the outcome of defined and measurable targets. Unless special reasons apply, the variable salary shall not exceed 40% of the fixed salary. The notice period in connection with termination of the company shall generally not exceed 12 months.

Retirement age shall normally be 65 years. For the moment the Managing Director and the deputy Managing Director benefit from a separate pension plan while other employees in Sweden are covered by ITP-plan only. Additional benefits shall be based on a defined-contribution plan and/or a defined-benefit plan.

In addition, senior executives, with exception of the Managing Director and the deputy Managing Director, have been offered to subscribe for convertibles in the incentive program adopted by the Annual Meeting 2006. The Board of Directors proposes that the Annual Meeting 2007 adopts another incentive convertible program, see item 16, which is proposed to apply to, among others, senior executives, with exception of the Managing Director and the deputy Managing Director.

Item 18: The Board of Directors proposes that the Meeting authorizes the Board to decide on one or more occasions in the period until the next Annual Meeting to increase the company's share capital with aggregate SEK 300 000 by issue of maximum 3 000000 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 of Directors 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.

Beginning April 11, 2007, the complete proposals will be available at the company's head office in Helsingborg and will be sent to shareholders on request.

The Annual Report 2007 will be available from April 11, 2007 on www.readsoft.com and at the company's head office and will be sent to shareholders that request so.

Helsingborg, March 2007

The Board of Directors