

Annual General Meeting of ReadSoft AB (publ)

The shareholders in ReadSoft AB (publ) are hereby invited to the Annual General Meeting on Tuesday April 20, 2010 at 3 p.m. at Hotel Marina Plaza, Kungstorget 6, Helsingborg, Sweden.

Registration and notification

Shareholders who wish to participate in the Annual General Meeting must be registered in the company's share register, per April 14, 2010, which is kept by Euroclear Sweden AB, and shall further, not later than 4 p.m. on April 14, 2010, notify the company of their intention to participate.

Notification 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 and their registered holdings. Personal data are only used to draw up the voting list. Shareholders represented by proxy should submit the proxy to the company prior to the Annual General Meeting. The company provides proxy form at the company's website and send it to shareholders at request. The same address and telephone number as for notification 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 14, 2010, which means that the request should be submitted well in advance of said date.

Program at the Annual General Meeting

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

3 p.m. – The Annual General Meeting is opened

Agenda

1. Opening of the Annual General Meeting
2. Election of chairman of the Annual General Meeting
3. Establishment and approval of the voting list
4. Election of two minutes-checkers
5. Approval of agenda
6. Determination that the Annual General 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 Chief Executive Officer and a statement on the activities of the Board of Directors and the Board's committees
9. Resolutions on:
 - a) adopting the Income Statement and Balance Sheet as well as the Consolidated Income Statement and Consolidated Balance Sheet,
 - b) appropriation of the company's profits pursuant to the adopted Balance Sheet,
 - c) discharging the Board members and the Chief Executive Officer from liability
10. Determination of the number of members of the Board of Directors
11. Determination of the remuneration to the Board of Directors and auditors
12. Election of the Board of Directors
13. Election of the Election Committee
14. The issue of convertibles and transfer of convertibles

15. Adoption of guidelines for remuneration to senior executives
16. Purchase and transfer of own shares
17. Authorization for the Board of Directors to decide on issues of new shares
18. Closing of the Annual General Meeting

Motions

The Election Committee for this year's Annual General Meeting has comprised Hans Forsmann (Livförsäkringsbolaget Skandia Liv), the Chairman of the Board of Directors Göran E Larsson, Jan Andersson and Lars Appelstål. The Election Committee has, under items 2 and 10-13, proposed that:

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

Item 10: The number of Board members will be six, with no deputy members.

Item 11: Directors' fees will be SEK 785,000, with the Chairman of the Board receiving SEK 285,000 and other members not being employed by the company each receiving SEK 125,000. A Board member will have the right to invoice directors' fee through his/her own company provided that this does not give rise to any additional costs for the company.

Fees to the auditors will be payable according to applicable procurement contract against approved account.

Item 12: Re-election of the Board members Göran E Larsson, Lars Appelstål, Lennart Pihl, Håkan Valberg, Anna Söderblom and Pelle Gille. Re-election of Göran E Larsson as Chairman of the Board.

Item 13: In connection with the Annual General Meeting 2011, the Election Committee shall propose: 1. Chairman of the Annual General 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 Election Committee.

It is proposed that the Annual General Meeting resolves to assign to the Chairman of the Board to invite a minimum of three and a maximum of five of the largest shareholders, counted by the number of votes, per September 30, 2010, to appoint one representative each that, together with the Chairman of the Board, comprise the Election Committee. If the ownership structure has changed by the end of the fourth quarter, the composition of the Election Committee shall be adjusted accordingly, if possible and deemed necessary.

Item 9 b): The Board of Directors proposes a dividend of SEK 0.15 per share for the financial year 2009, with Friday, April 23, 2010, as the record date. If the Annual General Meeting resolves pursuant to the proposal, dividends will be scheduled for disbursement from Euroclear Sweden AB beginning on Wednesday, April 28, 2010.

Item 14: The Board of Directors proposes that the Annual General Meeting shall resolve to adopt an incentive program for leading employees and key employees in the ReadSoft group, principally in accordance with the following.

The Board proposes that the Annual General Meeting resolves to take up a convertible loan of nominally maximum SEK 7,000,000 by issue of a maximum of 350,000 convertibles, running from June 8, 2010 to June 7, 2013. The convertibles shall be subscribed for from May 10, 2010 to May 24, 2010. Right to subscribe for the convertibles, with deviation from the shareholders preferential rights, shall be granted to leading employees and key employees appointed by the Board. Besides employees, ReadSoft Financial AB, a subsidiary of ReadSoft AB, shall be entitled to subscribe for a number of convertibles determined by the Board of Directors, initially a maximum of 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 for a maximum 20,000 additional convertibles.

The reason for the deviation from 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 ReadSoft group. A personal economical long term engagement is assumed to further stimulate leading employees' and key employees' interest in the business, increase motivation and strengthen the loyalty with the ReadSoft group. Improved result and strengthened solidarity with the ReadSoft 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 correspond to the nominal amount. The interest shall be determined annually by Swedbank Markets.

Conversion to B-shares may be made from December 10, 2012 to May 21, 2013. The conversion price shall correspond to 125% of the average price paid for the B-share in the company on the NASDAQ OMX Stockholm stock exchange's official list during the period from April 21, 2010 to April 27, 2010. The conversion price shall, however, be SEK 6 at the lowest. At 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 on this item 14 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 Annual General Meeting.

Item 15: The Board of Directors proposes that the remuneration to the Chief Executive Officer 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 Chief Executive Officer.

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 by the company shall generally not exceed 12 months.

The normal retirement age shall be 65 years. For the moment the Chief Executive Officer and the Executive Vice President 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.

The Board may deviate from these guidelines in the individual case should special reasons so motivate.

- Item 16: The Board of Directors proposes that the Annual General Meeting authorizes the Board, on one or more occasions in the period until the next Annual General Meeting, to decide on purchase and transfer of own shares. Purchase may be made provided that the company's possession of shares at no point in time exceeds ten (10) percent 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 not at any time be made of shares exceeding a number of shares corresponding to ten (10) percent of the total number of shares in the company. Transfer may be made with deviation from the shareholders preferential rights on NASDAQ OMX Stockholm and to third parties in connection with acquisitions of companies or businesses. Payment for transferred shares may be made in cash, payment in kind or through set-off. Transfer in connection with the acquisition of a company or business may be made on a market value determined by the Board of Directors. The purpose for the authorization is to give the Board of Directors possibility to adjust the company's capital structure and to enable acquisition financing through use of own shares.

A valid resolution on this item 16 requires that the motion is supported by shareholders representing at least two-thirds of the votes cast as well as the shares represented at the Annual General Meeting.

- Item 17: The Board of Directors proposes that the Annual General Meeting authorizes the Board to decide, on one or more occasions in the period until the next Annual General Meeting, to increase the company's share capital with an aggregate maximum of SEK 320,000 by issue of a maximum of 3,200,000 new series B-shares. The Board shall be entitled to determine that such issues shall be made with or without preferential rights for existing shareholders.

The new shares shall be issued on market terms and payment for the new shares shall be possible through payment in kind or set-off or otherwise in accordance with chapter 13, article 5, first paragraph 6 of the Swedish Companies Act.

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

A valid resolution on this item 17 requires that the motion is supported by shareholders representing at least two-thirds of the votes cast as well as the shares represented at the Annual General Meeting.

Shares and votes

There are 32,487,940 shares in the company, of which 1,354,500 are shares of series A and 31,133,440 are shares of series B, corresponding to, in total, 44,678,440 votes. At the time of release of this Notice convening the Annual General Meeting, the company has 2,842,760 own shares of series B representing 2,842,760 votes.

Documents

Beginning April 6, 2010, the complete proposals and statements of the Board of Directors as well as the auditor's statement pursuant to chapter 8 article 54 of the Swedish Companies Act will be available at the company's head office in Helsingborg and will be sent to shareholders on request.

The Annual Report and Audit Report will be available from April 6, 2010 on www.readsoft.com and at the company's head office and will be sent to shareholders that request so.

Helsingborg, March 2010

The Board of Directors