

PRESS RELEASE

Helsingborg, Sweden, May 6, 2014

Statement by the Board of Directors of ReadSoft AB (publ) in relation to Lexmark International Technology's public takeover offer

Background

This statement is made by the Board of Directors of ReadSoft AB (publ) ("ReadSoft" or the "Company") pursuant to section II.19 of the rules concerning takeover bids on the stock market adopted by NASDAQ OMX Stockholm (the "Takeover Rules").

Lexmark International Technology S.A ("Lexmark International Technology"), a wholly-owned subsidiary of Lexmark International Inc. ("Lexmark"), has today, through a press release, announced a public offer to the shareholders of ReadSoft to transfer all of their shares in the Company to Lexmark International Technology for a consideration of SEK 40.05 in cash per share in ReadSoft (the "Offer").

The total value of the Offer is approximately SEK 1,226 million¹. The Offer represents a premium of:

- 117.7 per cent compared to the closing share price of SEK 18.40 per class B share in ReadSoft on NASDAQ OMX Stockholm on 5 May 2014, the last trading day before the announcement of the Offer;
- 124.7 per cent compared to the volume-weighted average share price of SEK 17.82 of the Company's class B shares on NASDAQ OMX Stockholm during the last three months prior to 5 May 2014; and
- 42.0 per cent compared to the fifty-two week high share price of SEK 28.20 of the Company's class B shares on NASDAQ OMX Stockholm during the last twelve months prior to 5 May 2014.

The acceptance period for the Offer is expected to commence around May 23, 2014 and end around June 23, 2014. Settlement is expected to begin around June 30, 2014. The Offer is inter alia conditional upon Lexmark International Technology becoming the owner of more than 90 per cent of the total number of shares in ReadSoft on a fully diluted basis and receipt of necessary regulatory approvals.

The Board of Directors of ReadSoft (the "Board") has allowed Lexmark International Technology to conduct a limited confirmatory due diligence investigation prior to the announcement of the Offer. Lexmark International Technology has not received any non-public price-sensitive information through such due diligence investigation.

¹ Based on 30,603,744 shares, being the number of currently outstanding shares, excluding the 2,540,696 shares held by the Company.

The founders of ReadSoft, Lars Appelstål and Jan Andersson, representing in aggregate 22.9 per cent of the shares and 41.5 per cent of the votes in ReadSoft², have undertaken to accept the Offer. It has been stated that the undertakings will lapse in the event that the Offer has lapsed or been withdrawn or has not been declared unconditional (*i.a.* by the acceptance level of 90 percent not being obtained) by the date that is 100 calendar days from the later of Lexmark International Technology's announcement of the Offer or the announcement of a revised offer from Lexmark International Technology that matches or exceeds a competing offer to acquire all the shares of ReadSoft.

Lars Appelstål and Jan Andersson, also members of the Board, have due to conflict of interest based on the above described undertakings, not participated in the Board's handling of or resolutions regarding the Offer.

The Company has entered into a transaction agreement with Lexmark International Technology regarding the Offer, which will be disclosed in its entirety in Lexmark International Technology's offer document. The agreement includes *i.a.* a provision that the Company shall not conduct discussions or negotiate with any other party regarding a competing offer or otherwise support such offer unless this represents at least 7 percent higher value for the shareholders than the Offer or a revised offer from Lexmark International Technology.

The Board of Directors' Recommendation

The Board's opinion of the Offer is based on a joint assessment of a number of factors that the Board has considered relevant in relation to the evaluation of the Offer. These factors include, but are not limited to, the Company's present position, the expected future development of the Company and thereto related possibilities and risks.

The Board concludes that the Offer price entails a substantial premium of approximately 124.7 per cent compared to ReadSoft's volume-weighted average share price on NASDAQ OMX Stockholm during the last three months and a premium of approximately 117.7 per cent compared to the closing price per share on NASDAQ OMX Stockholm on May 5, 2014.

In its evaluation of the Offer, the Board also takes into account that shareholders representing 22.9 per cent of the shares and 41.5 per cent of the votes³ have undertaken to accept the Offer.

Under the Takeover Rules, the Board of Directors shall also, based on what Lexmark International Technology has expressed in its announcement of the Offer, present its views on the impact the completion of the Offer may have on ReadSoft, especially regarding employment, and its views on Lexmark International Technology's strategic plans for ReadSoft and the impact these could be expected to have on employment and on ReadSoft's business locations. Based on what Lexmark International Technology has stated in the press release relating to the Offer regarding the impact that the implementation of the Offer would have on ReadSoft, in particular in respect of the terms and places of employment for ReadSoft's employees, the Board does not see that the Offer would reasonably result in any major changes or have any substantial near term consequences for the employment or for the places where ReadSoft carries out its operations.

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Based on the above, the Board of Directors unanimously recommends ReadSoft's shareholders to accept Lexmark International Technology's Offer of SEK 40.05 per share in the Company.

As part of the Board's evaluation of the Offer, the Board has engaged Evli Corporate Finance as financial advisors and Mannheimer Swartling as legal advisors.

This statement shall in all aspects be governed by and interpreted in accordance with Swedish law. Any disputes relating to or arising in connection with this statement shall be settled exclusively by Swedish courts.

For further information, please contact:

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The information provided herein is such that ReadSoft AB (publ) is obligated to disclose pursuant to the Swedish Securities Markets Act (SFS 2007:528) and/or the Swedish Financial Instruments Trading Act (SFS 1991:980). The information was submitted for publication at 08:10AM CET on May 6, 2014.

About ReadSoft. ReadSoft simplifies business for organizations of all sizes with applications for business processes such as [accounts payable automation](#), [accounts receivable](#), [sales order processing](#), and multichannel [mailroom automation](#). Its on-premises and cloud [document process automation solutions](#) enable some of the world's largest corporations as well as small and medium businesses to compete and thrive in today's environment by improving customer and supplier satisfaction, increasing operating efficiency, and providing greater visibility into business processes. ReadSoft is the world's number one choice for [invoice processing automation](#), and its applications integrate seamlessly with ERP systems from [SAP](#), [Oracle](#), [Microsoft](#), as well as with many other business systems. Since 1991, the company has grown into a worldwide group, delivering industry expertise and support in 17 countries on six continents through its local and global partner network. ReadSoft is headquartered in Helsingborg, Sweden, with revenue of approximately SEK 761 million in 2013, and its share is traded on the NASDAQ OMX Stockholm's Small Cap list. Visit www.readsoft.com.



The English text is an unofficial translation of the Swedish original and in case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.
