

PRESS RELEASE

Helsingborg, Sweden, August 21, 2014

Statement by the Board of Directors of ReadSoft AB (publ) in relation to increased offer price from Lexmark International Technology to SEK 57

On 6 May 2014, Lexmark International Technology S.A. (“Lexmark International Technology”), a wholly-owned subsidiary of Lexmark International Inc., announced a public offer to the shareholders in ReadSoft AB (publ) (“ReadSoft” or the “Company”) to sell their shares in ReadSoft to Lexmark International Technology (“Lexmark’s Initial Offer”). Lexmark International Technology offered SEK 40.05 in cash per share in ReadSoft.

In connection with Lexmark’s Initial Offer, ReadSoft entered into a transaction agreement with Lexmark International Technology, which was disclosed in its entirety in Lexmark International Technology’s offer document for Lexmark’s Initial Offer. The agreement included *i.a.* a provision that the Company was not to conduct discussions or negotiate with any other party regarding a competing offer or otherwise support such offer unless this represented at least 7 percent higher value for the shareholders than Lexmark’s Initial Offer or a revised offer from Lexmark International Technology.

On 19 June 2014, Lexmark International Technology announced an increase of the offer price under Lexmark’s Initial Offer from SEK 40.05 per share to SEK 43.00 per share in response to a competing offer for the shares in ReadSoft that was announced by Hyland Software UK Ltd. (“Hyland”) on 18 June 2014.

On 7 July 2014, Hyland increased the price in its offer from SEK 42.86 to SEK 45.00 in cash per share.

On 14 July 2014, Lexmark International Technology announced a new higher cash offer to the shareholders of the Company with an offer price of SEK 50.00 per share (“Lexmark’s New Offer”) and simultaneously withdrew Lexmark’s Initial Offer. According to the press release, the acceptance period for Lexmark’s New Offer was expected to commence around 7 August 2014 and end around 28 August 2014 with expected settlement around 4 September 2014.

On 4 August 2014, Hyland announced an increase of the price in its offer to SEK 55.00 per share in ReadSoft. The increased offer price represented a premium of 10.0 percent compared with Lexmark’s New Offer of SEK 50.00 per share.

On 5 August 2014, Lexmark International Technology announced an increase of the offer price in Lexmark’s New Offer to SEK 55.50 per share in the Company.

On 20 August 2014, Lexmark International Technology announced an increase of the offer price in Lexmark's New Offer to SEK 57.00 per share in the Company and an extension of the acceptance period to 3 PM on 4 September 2014. Lexmark International Technology also announced that it had acquired all shares owned (privately and through companies) by the Company's founders, Lars Appelstål and Jan Andersson, at the same price, meaning that Lexmark International Technology after the aforementioned acquisitions owns shares representing 35.4 percent of all shares and 52.2 percent of all votes in the Company [1]. According to the press release the aforementioned acquisitions also mean that the threshold requiring a mandatory offer has been reached. Lexmark International Technology declares Lexmark's New Offer to be unconditional in order to comply with applicable laws and regulations concerning mandatory offers.

According to Lexmark International Technology's press release a supplement to the offer document will be prepared and published with regard to the increased offer price and the extension of the acceptance period.

The increase of Lexmark's New Offer to SEK 57.00 per share means a premium of:

- 23.1 percent compared to the closing share price of SEK 46,30 per class B share in ReadSoft on NASDAQ OMX Stockholm on 11 July 2014, the last trading day before the announcement of Lexmark's New Offer;
- 44.8 percent compared to the volume-weighted average share price of SEK 39.37 of the Company's class B shares on NASDAQ OMX Stockholm during the last three months prior to 11 July 2014;
- 22.8 percent compared to the fifty-two week high share price of SEK 46.40 of the Company's class B shares on NASDAQ OMX Stockholm during the last twelve months prior to 11 July 2014;
- 219.9 percent compared to the volume-weighted average share price of 17.82 of the Company's class B shares on NASDAQ OMX Stockholm during three months prior to the announcement of Lexmark's Initial Offer on 6 May 2014; and
- 3.6 percent compared to Hyland's offer of SEK 55.00 per share.

Furthermore, the increase of the offer price means that the value of Lexmark's New Offer is approximately SEK 1,750 million [1].

Lars Appelstål and Jan Andersson, who are also members of ReadSoft's board of directors, have due to conflict of interest not participated in ReadSoft's board's handling of or resolutions regarding Lexmark's Initial Offer or Lexmark's New Offer, including the now announced increase of the offer price.

ReadSoft has as previously announced entered into a transaction agreement with Lexmark International Technology in relation to Lexmark's New Offer, which has been published in its entirety in Lexmark International Technology's offer document. The agreement contains substantially the same terms and conditions as the transaction agreement related to Lexmark's Initial Offer, *i.a.* an undertaking from ReadSoft's board of directors to, on the terms and conditions detailed in the agreement, maintain their recommendation of Lexmark's New Offer subsequent to an increase thereof.

The Board of Directors' Recommendation

On 7 August 2014, the board of directors of ReadSoft stated its views regarding Lexmark's New Offer after the increase of the offer price to SEK 55.50 per share. The statement was based on a joint assessment of a number of factors that the board considered relevant in relation to the evaluation of Lexmark's New Offer including, without limitation, the Company's present position, the expected future development and potential of the Company and thereto related possibilities and risks. The board also accounted for its view regarding Lexmark's New Offer in relation to the impact the completion of Lexmark's New Offer may have on the Company, 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. In its statement, the board unanimously recommended the shareholders to accept Lexmark's New Offer of SEK 55.50 per share.

The board of directors now makes corresponding considerations as those underlying the statement on 7 August 2014 and the board of directors also takes into account the fact that the Company's founders and principal shareholders have chosen to sell their shares to Lexmark International Technology for the increased offer price of SEK 57.00 per share.

Based on the above the board of directors now unanimously recommends ReadSoft's shareholders to accept Lexmark's New Offer with an offer price of SEK 57.00 per share in the Company.

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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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, 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.

[1] Based on 30,686,744 shares, being the number of currently outstanding shares, excluding the 2,540,696 shares held by the Company.