

Lexmark International Technology acquires further shares in ReadSoft

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Lexmark International Technology S.A.

Lexmark International Technology S.A. ("Lexmark International Technology") has acquired a further 2,284,239 class B shares in ReadSoft AB (publ) ("ReadSoft" or the "Company") and now holds 1,193,580 class A shares and 11,970,363 class B shares in the Company, representing approximately 42.9 percent of the shares and 57.7 percent of the votes in aggregate^[1].

On 14 July 2014, Lexmark International Technology, a wholly-owned subsidiary of Lexmark International Inc. ("**Lexmark**"), announced a new recommended public offer to the shareholders in ReadSoft to sell their shares in ReadSoft to Lexmark International Technology (the "**Offer**"). Lexmark International Technology offered SEK 50.00 in cash per share in ReadSoft. In the said press release, Lexmark International Technology also announced that Lexmark International Technology had acquired a total of 1,624,077 class B shares in ReadSoft, corresponding to approximately 5.3 per cent of the shares and 3.9 per cent of the votes in ReadSoft^[2].

On 5 August 2014, Lexmark International Technology announced an increase of its Offer price for all outstanding shares in ReadSoft in response to a SEK 55.00 increased competing offer for the shares in ReadSoft that was announced by Hyland Software UK Ltd on August 4, 2014. The Offer price was increased from SEK 50.00 per share to SEK 55.50 per share, irrespective of share class.

On 7 August 2014, Lexmark International Technology announced that it had acquired an additional 1,153,640 class B shares in ReadSoft, corresponding to approximately 3.8 per cent of the shares and 2.8 per cent of the votes in ReadSoft^[3]. On 12 August 2014, Lexmark International Technology announced that it had acquired an additional 1,086,017 class B shares in ReadSoft, corresponding to approximately 3.5 per cent of the shares and 2.6 per cent of the votes in ReadSoft ^[4].

On 19 August 2014, Lexmark International Technology announced that it had acquired an additional 1,193,580 class A shares and 5,822,390 class B shares in ReadSoft from the Company's founders Messrs. Lars Appelstål and Jan Andersson (personally and from personal holding companies), corresponding to approximately 22.8 per cent of the shares and 42.8 per cent of the votes in ReadSoft^[5]. The price per share paid by Lexmark International Technology under the acquisitions amounted to SEK 57.00 in cash. The acquisitions described above commits Lexmark International Technology to compensate the seller of the shares if those shares are sold before 31 December 2015 at a price which is higher than the consideration received by the seller. The same applies if the shares are tendered in a public takeover offer or if the purchaser commits to sell or tender the shares in a public takeover offer before 31 December 2015, or if Lexmark International Technology before 31 December 2015 acquires any further shares in ReadSoft at a price per share exceeding the consideration paid to the seller. Any compensation will correspond to the difference between the consideration paid to the seller and the price at which the shares are sold, or the price in the public takeover offer, or the price for which Lexmark International Technology has acquired further shares (as the case may be). Due to the principle of equal treatment of shareholders in public takeover offers, such compensation will also be payable to shareholders who accept the Offer. The Offer price was adjusted accordingly at the same time.

Immediately prior to this announcement, Lexmark International Technology has acquired a further 2,284,239 class B shares in ReadSoft, corresponding to approximately 7.4 per cent of the shares and 5.5 per cent of the votes in ReadSoft^[6]. The price per share paid by Lexmark International Technology under the acquisition amounted to SEK 57.00.

Further information

For further information about Lexmark and the Offer for the shares of ReadSoft, please see www.lexmarkinfo.se.

For media questions, please contact:

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Important notice

This is a translation of the original Swedish language press release. In the event of discrepancies, the original Swedish wording shall prevail.

Offer restrictions

The Offer is not being made to persons whose participation in the Offer requires that any additional offer document is prepared or registration effected or that any other measures are taken in addition to those required under Swedish law. This press release and any documentation relating to the Offer are not being published in or distributed in or to and must not be mailed or otherwise distributed or sent in or to Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or any other country in which doing so would require any such additional measures to be taken or would be in conflict with any applicable law or regulation (the "Restricted Jurisdiction"). Any such action will not be permitted or sanctioned by Lexmark International Technology. Any purported acceptance of the Offer resulting from a direct or indirect violation of these restrictions may be disregarded.

The Offer is not being made, directly or indirectly, in or into any Restricted Jurisdiction by use of mail or any other 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 security exchange, and the Offer cannot be accepted by any such use, means, instrumentality or facility of, or from within, any Restricted Jurisdiction. Accordingly, this press release and any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into any Restricted Jurisdiction.

Lexmark International Technology will not deliver any consideration under the Offer in or into any Restricted Jurisdiction.

This press release is not being, and must not be, sent to shareholders with registered addresses in any Restricted Jurisdiction. Banks, brokers, dealers and other nominees holding shares for persons in any Restricted Jurisdiction must not forward this press release or any documentation relating to the Offer to such persons.

Forward-looking statements

Statements in this press release relating to future status or circumstances, including statements regarding future results, growth and other projections regarding development and the 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 Lexmark International Technology. Any such forward-looking statements made herein speak only as of the date on which they are announced. Except as required by the Takeover Rules or applicable law or regulations, Lexmark International Technology expressly disclaims any obligations or undertaking to publicly announce updates or revisions to any forward-looking statements contained in this press release to reflect any change in expectations with regards thereto or any change in events, conditions or circumstances on which such statement is based. The reader should, however, consult any additional disclosures that Lexmark International Technology or ReadSoft has made or may make.

Special notice to shareholders in the United States

The Offer described in this announcement is subject to the laws of Sweden. It is important for US securities holders to be aware that this document is subject to disclosure and takeover laws and regulations in Sweden that are different from those in the United States. The Offer is made in the United States in compliance with Section 14(e) of, and Regulation 14E under, the US Securities Exchange Act of 1934, as amended ("Exchange Act"), subject to the exemptions provided by Rule 14d-1(d) under the Exchange Act and otherwise in accordance with the requirements of Swedish law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the Offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and laws.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED OF THIS OFFER, PASSED UPON THE FAIRNESS OR MERITS OF THIS ANNOUNCEMENT OR DETERMINED WHETHER THIS ANNOUNCEMENT IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

[1] Based on 30,707,744 shares, being the number of currently outstanding shares, excluding the 2,540,696 shares held by the Company

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