



RS2 Software p.l.c.
COMPANY ANNOUNCEMENT

The following is a company announcement issued by RS2 Software p.l.c. (the “**Company**”) pursuant to the Malta Financial Services Authority Listing Rules.

Quote:

Issue of Preference Shares by RS2 Software p.l.c.

Further to the company announcement dated 15 February 2021, the Company is pleased to announce that the Listing Authority has on Friday, 19 February 2021, granted regulatory approval in respect of an offer of up to 28,571,400 preference shares in the Company having a nominal value of €0.06 per preference share at an offer price of €1.75 (the “**Preference Shares**”) hereinafter referred to as the “**Offer**”.

Pursuant to a prospectus dated 19 February 2021 (the “**Prospectus**”), the Preference Shares will be available for subscription as follows:

- i) an amount not exceeding 14,285,700 Preference Shares is being reserved for subscription by Financial Intermediaries (listed in Annex I of the Securities Note forming part of the Prospectus) through an Intermediaries’ Offer;
- ii) the remaining balance of 14,285,700 Preference Shares together with any number of Preference Shares not taken up during the Intermediaries’ Offer referred to in (i) above, shall be made available for subscription by: a) **holders of ordinary shares in RS2 Software p.l.c.** (appearing on the share register as at 19 February 2021 with last trading on 17 February 2021) and **RS2 employees**, being those persons employed by the Company and its subsidiaries as at 19 February 2021, together referred to as “**Preferred Applicants**”; and b) the general public. In determining the allocation policy, the Company will be giving preference to Preferred Applicants.

Applications to subscribe for the Preference Shares with respect to the Intermediaries’ Offer referred to in (i) above shall be subject to a minimum of 150,000 Preference Shares and in multiples of 100 Preference Shares thereafter. Applications by Preferred Applicants and the general public referred to in (ii) above shall be subject to a minimum of 1,000 Preference Shares and in multiples of 100 Preference Shares thereafter.

Pre-printed Application Forms ‘A’ shall be mailed by the Company to holders of ordinary shares in RS2 Software p.l.c. on 26 February 2021. Application Forms ‘A’ shall be available to RS2 employees from the Company’s offices as from 3 March 2021, whereas Application

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**RS2 Software p.l.c, RS2 Buildings,
Fort Road, Mosta MST 1859, Malta, Europe**

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Forms 'B' shall be available to the general public from Financial Intermediaries as from 3 March 2021.

Subscription agreements with respect to the Intermediaries' Offer may be submitted by Financial Intermediaries by latest 14:00 hours on 17 March 2021. The Offer period during which Preferred Applicants and the general public may subscribe for the Preference Shares shall be between 08:30 hours on 3 March 2021 and 12:00 hours on 30 March 2021, or such earlier date as may be determined by the Company in case of oversubscription.

Further detailed information on the Offer is set out in the Prospectus which will be available on the Company's website (www.rs2.com) from 23 February 2021. Printed copies of the Prospectus will be available from Financial Intermediaries as from 3 March 2021.

Unquote

A handwritten signature in black ink, appearing to read 'Ivan Gatt', with a horizontal line underneath.

Dr. Ivan Gatt
Company Secretary
22 February 2021

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