



RS2 Software p.l.c.
COMPANY ANNOUNCEMENT

The following is a company announcement issued by RS2 Software p.l.c. pursuant to the Malta Financial Services Authority Listing Rules.

Quote

At the Annual General Meeting of the Company held today the 27th June 2022, the shareholders considered and approved the following resolutions:

Ordinary Resolutions (Ordinary Business)

1. That the Financial Statements for the year ended 31 December 2021 and the Directors' and Auditors' Report thereon be hereby received and approved.
2. That the appointment of Deloitte as Auditors, be hereby approved and the Board of Directors be hereby authorised to fix their remuneration.
3. That in accordance with the provisions of Article 56.4 of the Articles of Association of the Company, since there are less nominations than there are vacancies, no election will take place and that the nominees Mr Mario Schembri, Mr Radi Abd el Haj, Dr Robert Tufigno, Mr Franco Azzopardi, Mr John Elkins, Prof. Raša Karapandža and Mr David Price be automatically appointed as Directors.

Ordinary Resolutions (Special Business)

4. That, for the purpose of Article 63 of the Articles of Association, the maximum aggregate emoluments that may be paid to the Directors of the Company in any financial year shall be €500,000.

Extraordinary Resolutions (Special Business)

5. That the title of Clause 3 be changed from Registered Office to Registered Office & Electronic Mail Address.
6. That Clause 3 be hereby deleted and replaced by the following:

The registered office of the Company shall be at RS2 Buildings, Fort Road, Mosta, Malta, or any other address in Malta which may be determined from time to time by

Tel: +356 2134 5857
Email: info@rs2.com
Vat: MT 1185-5601
Co. Reg No: C25829

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

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the Board of Directors. The electronic mail address of the Company shall be info@rs2.com or such other address as may be determined from time to time by the Board of Directors.

7. That the Authorised Share Capital of the Company be varied and increased as follows, with the appropriate amendments made to Clause 7(a) of the Memorandum of Association:

That the Authorised Share Capital of the Company be increased from eighteen million Euro (€18,000,000) to twenty-one million six hundred thousand Euro (€21,600,000) and shall be split between eighteen million Euro (€18,000,000) divided into three hundred million (300,000,000) Ordinary Shares of six Euro cents (€0.06) each, and three million six hundred thousand Euro (€3,600,000) divided into sixty million (60,000,000) Preference Shares of six Euro cents (€0.06) each.

8. That pursuant to the resolution proposed in 7 above, Clause 7a) be and is hereby deleted and replaced by the following:

“7. SHARE CAPITAL

- a) That the Authorised Share Capital of the Company is twenty-one million six hundred thousand Euro (€21,600,000) and split between eighteen million Euro (€18,000,000) divided into three hundred million (300,000,000) Ordinary Shares of six Euro cents (€0.06) each, and three million six hundred thousand Euro (€3,600,000) divided into sixty million (60,000,000) Preference Shares of six Euro cents (€0.06) each.”

9. That the Directors be and are hereby authorised from time to time to allot from the unissued Authorised Share Capital within a period of five years from the date of approval of this resolution, as same may be extended according to law, any of the said unissued authorised share capital, whether Ordinary Shares or Preference Shares, in any amounts and at the time/s and in the manner as the Board of Directors may in its own absolute discretion from time to time determine, but subject to any limitation applicable as a result of any of the other resolutions approved during this general meeting.

10. That Article 87.2 be and is hereby deleted and replaced by the following:

“The Directors shall cause a copy of the profit and loss account and balance sheet, together with any Directors' and Auditors' report attached thereto, to be made available in electronic form on the Company's website or in any such form as the Malta Financial Services Authority may determine from time to time.”

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11. To deletion of Article 94.1 which reads as follows:

All holders of ordinary shares shall rank “pari passu” upon any distribution of assets in a winding up. The holders of preference shares of the Company shall at all times rank prior to the holders of ordinary shares upon any distribution of assets in a winding up. As between the holders of different issues of preference shares they shall rank in accordance with the relative terms.

12. That Article 94.2 be renumbered to Article 94.

13. That wherever “Listing Rules” appears throughout the Articles of Association, be changed to “Capital Markets Rules” to reflect the changes in the Financial Markets Act (Cap 345) as amended by Act No. XLVI of 2021.

14. That wherever “Listing Authority” appears throughout the Articles of Association, be changed to “Malta Financial Services Authority” to reflect the changes in the Financial Markets Act (Cap 345) as amended by Act No. XLVI of 2021.

Following the Annual General Meeting the Board of Directors is composed of the following:

- Mr Mario Schembri
- Mr Radi Abd El Haj
- Dr. Robert Tufigno
- Mr Franco Azzopardi
- Mr John Elkins
- Prof. Rasa Karapandza
- Mr David Price

Unquote



Dr. Ivan Gatt
Company Secretary

27th June 2022