RS2 p.l.c.

COMPANY ANNOUNCEMENT

Interim Directors Statement

The following is a company announcement issued by RS2 p.l.c. (the "Company") pursuant to the Capital Market Rules as issued by the Malta Financial Services Authority.

Quote

As has been communicated in various reports and announcements, the focus of the Group remains on its Managed Services (Processing Solutions) business and Acquiring (Merchant Solutions) business.

Processing Solutions

Further growth in the managed services business in terms of transaction processing which contributes towards the recurring revenue of the Group was recorded in 2025. In the first three quarters of the year the Group reported a 16% increase in revenue from transaction processing compared with the same period last year. This growth is attributable to increased volumes of transactions of existing clients as a result of strong relationships and a wide variety of services provided. This was enhanced by the ability of the business to follow clients into new territories, particularly in the LATAM region, which has gained particular importance in recent years.

During the second half of the year, the Group continued to gain traction on the global Market, and has successfully concluded a major managed service contract and is on track to conclude four more in the coming months. The pipeline, generated through a combination of direct sales and the newly announced partnerships, remains strong with more deals expected to be closed by early 2026. Given the size of the one-time implementation fees involved in these contracts, the timing of conclusion of such contracts and subsequent delivery can have a significant impact on the revenue and profitability of the current financial year. This will provide the Group with recurring revenue over the next 5-7 years.

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

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

Merchant Solutions

The merchant solutions in Germany once again continues on its growth trajectory. Acquiring revenues generated by this business lines recorded growth of 131% in the first nine months of 2025 when compared with the same period last year. In line with its strategy of growing acquiring revenue, the Group has pursued its plans to focus on key accounts which can bring more significant transaction volumes. In the second half of the year, the Group managed to conclude its first key account. Revenues from this account are expected to increase during 2026. This growth will further contribute to strengthening the recurring revenue base of the Group.

In addition to the growth of the acquiring business, RS2 Financial Services in Germany has also positioned itself for the launch of its new issuing services. During the second half of 2025, this subsidiary obtained principal issuing member status with both Visa and Mastercard placing RS2 among a select group of providers in the region with full issuing capabilities.

United States business

In the United States, the Group continues to service one of the largest banks in the United States through a hybrid licensing and processing model, delivering global acquiring and issuing services. The pipeline remains strong with the RS2 brand gaining continued recognition in the market. Within its acquiring Program the Group has signed three deals that are in preparation to launch their live operation within the next months

For its processing and acquiring business in the United States, the Group is now live with four clients and in the implementation phase of another seven.

On the technology front AI and Data analytics is at the center of the Group's platform. The implementations of AI and Robotics are being the driver to improve Group efficiency, decrease expenses and increase revenue

As an example of this, the technology team has delivered the Merchant digital Onboarding App to digitally onboard merchants and partners, shortening the time from forty-eight hours to less than three hours.

The directors advise caution on expectations for the current financial year, while recurring revenue continues to generate significant growth, new opportunities continue to have an impact on overall revenue and profitability in the short term.

Unquote

Dr. Ivan Gatt
Company Secretary
27th of November 2025

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Email: info@rs2.com
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