RS2 p.l.c.

COMPANY ANNOUNCEMENT

The following is a company announcement issued by RS2 p.l.c. (the "Company") pursuant to the Capital Markets Rules as issued by the Malta Financial Services Authority in accordance with the provisions of the Financial Markets Act (Chapter 345 of the Laws of Malta) as they may be amended from time to time.

Quote

During the meeting held on the 26th August 2026, the Board of Directors of the Company approved the attached Condensed Interim Consolidated Financial Statements, for the six-month period commencing on the 1st January 2026 to the 30th June 2026.

The Board of Directors has authorised the publication of the Condensed Interim Consolidated Financial Statements, which are available for viewing on the Company's website at http://www.rs2.com/financial-news/#financials.

Unquote

Dr. Ivan Gatt

Company Secretary

26th August 2026

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Interim Consolidated Financial Statements

For the period ended

30 June 2026

Company Registration Number: C 25829

Contents

Directors' Report

For the period ended 30 June 2026

This interim Directors' Report has been prepared in accordance with Chapter 5 of the Capital Markets Rules issued by the Malta Financial Services Authority (MFSA).

The condensed financial statements have been extracted from the Group's unaudited consolidated accounts for the six months ended 30 June 2026 and its comparative period in 2025. The comparative statements of financial position have been extracted from the audited financial statements as at 31 December 2025. The condensed interim financial statements have been prepared in accordance with accounting standards adopted for use in the EU for interim financial statements (IAS 34 Interim Financial Reporting). In terms of Capital Markets Rule 5.75.5, the Directors state that the half-yearly financial report has not been audited or reviewed by the Group's independent auditors.

Principal activities

The Group and the Company are principally engaged in the development, installation, implementation and marketing of computer software for financial institutions under the trademark of BankWORKS® (Licensing Solutions). Through its subsidiaries, the Group acts as service provider with the use of BankWORKS® (Processing Solutions) and has also established its own Issuing and Acquiring business line by making use of a financial institution licence obtained through BaFin, the German regulator (Issuing and Acquiring Solutions, previously Merchant Solutions).

Business and strategic review

During the period, RS2 expanded its client base and project delivery activities across Europe, the Middle East, North America, Latin America and Asia Pacific. This commercial momentum supported continued growth in both Processing Solutions and Issuing and Acquiring Solutions.

The Group continued to strengthen its global presence by securing new clients while supporting existing customers in their expansion into new markets. Through its Managed Services offering, RS2 provides scalable payment infrastructure to a diverse range of organisations, including Payment Facilitators (PayFacs), Independent Software Vendors (ISVs), banks, financial institutions and large enterprises.

RS2 maintained its investment in the BankWORKS® platform, with a particular focus on its cloud-native microservices architecture and application programming interfaces. These investments are designed to enhance flexibility, reduce technology dependencies, improve operational efficiency and support processing at scale. The Group also continued to invest in infrastructure, security, resilience and platform performance, with the aim of reducing infrastructure costs per transaction as processing volumes increase.

Within Issuing and Acquiring Solutions, RS2 Financial Services GmbH further broadened its proposition for banks, fintechs and payment providers seeking access to regulated payment capabilities without the need to establish and maintain their own licensed infrastructure. Its offering includes fintech enablement services, supported by the Group's integrated technology and operational capabilities.

Directors' Report (Continued)

Customer service and long-term client relationships remain central to RS2's strategy. The Group's support organisation operates 24 hours a day, seven days a week, with regional teams serving clients across multiple geographies. RS2 also continued to deploy automation, robotics and internally developed AI-enabled tools to reduce repetitive manual processes, improve resource utilisation and support greater operational scalability.

Together, these initiatives reinforce the Group's strategic focus on expanding its international presence, enhancing its technology platform and delivering scalable, resilient payment solutions to a growing and increasingly diverse client base.

Financial Performance Overview

For the six months ended 30 June 2026, the Group generated revenue of €24.1m, an increase of 37% compared with €17.6m in the corresponding period of 2025.

Metric (€m)	H1 2026	H1 2025	Movement
Revenue	24.1	17.6	+37%
Cost of sales	16.1	14.1	+14%
Administrative, marketing and promotional expenses	4.6	4.6	Stable
Direct operating result[1]	3.3	(1.0)	Turnaround
EBITDA	5.5	(1.0)	Turnaround
Profit/(loss) before income tax	3.5	(2.5)	Turnaround

Processing Solutions revenue increased by 55% to €15.9m (H1 2025: €10.3m). Growth was driven primarily by one-time implementation revenue, together with higher processing revenue.

Issuing and Acquiring Solutions revenue increased by 40% to €3.2m (H1 2025: €2.3m), driven by continued growth in acquiring activity.

[1] Gross profit less administrative, marketing and promotional expenses

Directors' Report (Continued)

Cost of sales increased by 14% to €16.1m, reflecting higher personnel and infrastructure costs and directly attributable costs, including acquiring fees. Administrative, marketing and promotional expenses remained stable at €4.6m, supported by cost-management measures implemented during 2025.

Profitability for the 6 months reflects this strong operational leverage, delivering a direct operating result (gross profit less administrative, marketing and promotional expenses) of €3.3m compared to a loss of €1.0m in the first six months of 2025. The financial result also benefited from a net foreign exchange gain of €0.6m (H1 2025: loss of €1.7m), partly offset by a €0.2m increase in the expected credit loss provision (H1 2025: release of €0.2m).

Consequently, the Group reported an EBITDA of €5.5m for H1 2026, as compared with a negative EBITDA of €1m in H1 2025. Profit before tax reached €3.5m, marking a substantial turnaround from the pre-tax loss of €2.5m recorded in the prior year period.

Operating indicators and revenue conversion

Under the Group's commercial model, processing revenue is linked to transaction count. During the period under review, the Group achieved a 17% increase in processed transactions in RS2 Smart Processing Limited, generating processing revenue growth of 41%. This growth was generated primarily by existing clients, while newly contracted clients progressed through implementation, contributing to combined revenue growth of 55% for the Processing Solutions segment. Subject to successful implementation and client readiness, processing revenue from newly contracted clients is expected to commence progressively throughout 2027.

Acquiring revenue is linked to transaction value through percentage-based commissions. Acquiring transaction value handled by RS2 Financial Services GmbH expanded by 81%, delivering acquiring revenue growth of 90%. Revenue within RS2 Zahlungssysteme increased marginally by 1%, resulting in a combined revenue growth of 40% for the Issuing and Acquiring segment.

Future developments

For the remainder of 2026, management will remain focused on converting the implementation pipeline into live processing activity, scaling regulated issuing and acquiring operations, expanding the Group's presence in the United States, and maintaining disciplined investment in platform capability, infrastructure, security and automation.

The timing of go-lives, transaction ramp-up and revenue conversion depends on the completion of implementation milestones, client readiness, regulatory and scheme requirements and prevailing market conditions. Accordingly, forward-looking statements in this report should be read in the context of the principal risks and uncertainties as identified in the financial statements for the year ended 31 December 2025.

Directors' Report (Continued)

Going Concern

Management has conducted a going concern assessment for the Group, incorporating the strong financial performance achieved during H1 2026 alongside approved budgets and cash flow forecasts through 2028. Cash flow projections and assumptions taken are continuously updated to reflect observable trends in client activity and prevailing cost dynamics. These movements have been modelled into the Group's budgets and impairment testing. The discount rates used in the determination of the assets' value in use have been further updated to reflect current market assessments of the time value of money through the current risk-free rate when calculating the Weighted Average Cost of Capital.

The positive trajectory established in H1 2026, highlighted by a 37% revenue increase and a return to pre-tax profitability reinforces the Group's forward-looking projections. Consolidated revenues are forecast to maintain steady improvement, supported by onboarding new clients from recent contract wins and expanding transaction volumes.

Concurrently, management remains focused on cost discipline while leveraging growing economies of scale, particularly across Managed Services Solutions and Issuing and Acquiring Solutions (previously Merchant Solutions), to drive sustained margin expansion.

The Group continues to execute its strategy across its core business pillars: expanding the managed service business, scaling its direct acquiring and issuing operations, and broadening its US footprint. Capital continues to be directed toward strengthening technical infrastructure and enhancing product functionality, enabling the Group to deliver a comprehensive offering across the entire customer journey.

Segment performance during the period further supports this assessment. Software and Managed Services Solutions continue to yield positive pre-tax bottom-line contributions, while Issuing and Acquiring Solutions (previously Merchant Solutions) is expected to progress towards profitability post-2028, subject to continued organic growth across direct merchants and partners.

Supported by the positive momentum in earnings and cash generation during the first half of the year, the Board and management maintain full confidence in the Group's ability to meet its working capital and operational commitments as they fall due.

The Directors are satisfied that at the time of approving the financial statements, the Group has adequate resources to continue operating as a going concern for the foreseeable future. This is based upon due consideration of the Group's anticipated profitability, liquidity, capital adequacy and solvency.

Principal Risks and Uncertainties

Through its operations, the Group has exposure to credit risk, liquidity risk and market risk. The Group's objectives, policies and processes target to mitigate the effect of such risk by constantly measuring and managing the risk, whilst proactively managing its capital.

Directors' Report (Continued)

Related party transactions

Similar to what was reported in the financial statements for the year ended 31 December 2025, the Group had related party transactions with entities in which the Directors of the Company, or their immediate relatives, have an ownership interest.

Transactions with each category of related parties and the balances outstanding at the end of the reporting periods are set out in Note 12 to these Condensed Interim Consolidated Financial Statements.

Dividends and reserves

The Board continues to prioritise reinvestment in core infrastructure and business development in support of the Group's long-term strategy. Accordingly, the Board of Directors has resolved not to declare an interim dividend for the six months ended 30 June 2026 (H1 2025: €nil).

Retained earnings of €21.4 million (31 December 2025: €21.8 million) for the Company and accumulated losses of €0.5 million (31 December 2025: €1.8 million) for the Group are carried forward.

Key Events during the period

Major deals concluded

The Group concluded multiple major commercial agreements during H1 2026 and continued onboarding clients under contracts secured in Q4 2025, realising the commercial value of its previously announced strategic partnerships. This represents the culmination of extensive business development efforts over recent years and serves as a springboard for the Group's next phase of growth.

RS2 Financial Services GmbH selected to participate in ECB Digital Euro Pilot

RS2 Financial Services GmbH was selected by the Eurosystem as one of 36 payment service providers participating in the digital euro pilot, in the role of acquiring payment service provider. The 12-month pilot is expected to begin in H2 2027 and will test a potential digital euro in real-world payment scenarios. The selection supports the Group's strategy of investing in regulated acquiring capabilities and next-generation European payment infrastructure.

Approved by the Board of Directors on 26 August 2026 and signed on its behalf by:

Mario Schembri	Radi Abd El Haj
Chairman	Director

Statements of Financial Position

		THE GROUP		THE COMPANY	
		30.06.2026	31.12.2025	**30.06.2026**	31.12.2025
		Unaudited	Audited	**Unaudited**	Audited
	Note	**€**	€	**€**	€
ASSETS					
Property, plant and equipment	8	**7,446,817**	7,475,272	**7,039,549**	7,061,877
Right-of-use assets		**1,612,476**	1,859,833	**337,407**	350,552
Intangible assets and goodwill	9	**26,130,841**	25,478,382	**20,495,079**	19,678,896
Investments in subsidiaries		**-**	-	**25,745,982**	24,120,982
Loans receivable		**-**	-	**2,057,027**	2,055,567
Finance lease receivable		**146,493**	203,526	**-**	-
Total non-current assets		**35,336,627**	35,017,013	**55,675,044**	53,267,874
Trade and other receivables	7	**5,345,118**	10,009,362	**19,324,976**	21,340,167
Finance lease receivable		**166,162**	113,501	**-**	-
Loans receivable		**64,168**	86,032	**808,283**	844,277
Prepayments		**1,744,438**	1,792,220	**421,429**	432,593
Contract assets	7	**8,542,999**	4,291,577	**331,604**	310,529
Inventory		**343,456**	328,379	**-**	-
Restricted cash	10	**7,519,409**	2,930,348	**-**	-
Cash at bank and in hand		**1,825,984**	2,768,729	**211,831**	69,055
Total current assets		**25,551,734**	22,320,148	**21,098,123**	22,996,621
Total assets		**60,888,361**	57,337,161	**76,773,167**	76,264,495

Statements of Financial Position (Continued)

		THE GROUP		THE COMPANY	
		30.06.2026	31.12.2025	**30.06.2026**	31.12.2025
		Unaudited	Audited	**Unaudited**	Audited
	Note	**€**	€	**€**	€
EQUITY					
Ordinary Share Capital		**13,104,222**	13,104,222	**13,104,222**	13,104,222
Preference Share Capital		**608,499**	608,499	**608,499**	608,499
Reserves		**13,254,835**	13,365,041	**13,519,504**	13,694,250
(Accumulated losses)/ Retained earnings		**(453,192)**	(1,836,363)	**21,410,707**	21,789,527
Total equity attributable to equity holders of the Company		**26,514,364**	25,241,399	**48,642,932**	49,196,498
Non-controlling interest		**(2,165,734)**	(2,077,714)	**-**	-
Total equity		**24,348,630**	23,163,685	**48,642,932**	49,196,498
LIABILITIES					
Lease liabilities		**1,226,662**	1,488,876	**349,079**	376,752
Employee benefits		**3,603,408**	3,379,436	**3,133,164**	2,918,660
Deferred tax liability		**6,242,991**	5,709,841	**4,427,449**	4,076,763
Total non-current liabilities		**11,073,061**	10,578,153	**7,909,692**	7,372,175
Bank borrowings		**6,067,678**	8,919,014	**6,067,678**	8,919,014
Trade and other payables	10	**10,314,727**	6,361,179	**9,765,385**	7,669,561
Lease liabilities		**499,611**	502,329	**22,276**	21,963
Current tax payable		**3,507,212**	1,888,723	**517,840**	509,151
Accruals		**3,022,957**	2,767,163	**2,137,032**	1,441,024
Provisions		**787**	794	**-**	-
Employee benefits		**37,403**	39,243	**-**	-
Contract liabilities	7	**2,016,295**	3,116,878	**1,710,332**	1,135,109
Total current liabilities		**25,466,670**	23,595,323	**20,220,543**	19,695,822
Total liabilities		**36,539,731**	34,173,476	**28,130,235**	27,067,997
Total equity and liabilities		**60,888,361**	57,337,161	**76,773,167**	76,264,495

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Approved and authorised for issue by the Board of Directors on 26 August 2026 on its behalf by:

Mario Schembri
Chairman

Radi Abd El Haj
Director

Statements of Profit or Loss

For the period ended 30 June		THE GROUP		THE COMPANY	
		30.06.2026	30.06.2025	**30.06.2026**	30.06.2025
		Unaudited	Unaudited	**Unaudited**	Unaudited
	Note	**€**	€	**€**	€
Revenue	7	**24,105,525**	17,605,317	**9,302,890**	8,471,660
Cost of sales		**(16,111,424)**	(14,078,083)	**(8,067,670)**	(7,605,364)
Gross profit		**7,994,101**	3,527,234	**1,235,220**	866,296
Other income		**25,738**	130,769	**2,011**	1,500
Marketing and promotional expenses		**(491,346)**	(620,571)	**(76,815)**	(90,528)
Administrative expenses		**(4,155,825)**	(3,940,055)	**(1,133,448)**	(1,064,015)
Other expenses		**(99,274)**	(48,425)	**(24,636)**	(2,571)
Exchange gain/(loss) on operating activities		**565,427**	(1,667,946)	**122,624**	(752,107)
Impairment (loss)/gain on trade receivables and contract assets		**(213,441)**	218,391	**7,914**	46,808
Results from operating activities		**3,625,380**	(2,400,603)	**132,870**	(994,617)
Finance income		**55,956**	38,917	**47,523**	52,307
Finance costs		**(231,295)**	(183,691)	**(199,838)**	(152,282)
Net finance costs		**(175,339)**	(144,774)	**(152,315)**	(99,975)
Profit/(Loss) before income tax		**3,450,041**	(2,545,377)	**(19,445)**	(1,094,592)
Income tax expense		**(2,173,781)**	(85,198)	**(359,375)**	(21,649)
Profit/(Loss) for the period		**1,276,260**	(2,630,575)	**(378,820)**	(1,116,241)

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Statements of Comprehensive Income

For the period ended 30 June	THE GROUP		THE COMPANY	
	30.06.2026 Unaudited €	30.06.2025 Unaudited €	**30.06.2026 Unaudited €**	30.06.2025 Unaudited €
Profit/(Loss) for the period	**1,276,260**	(2,630,575)	**(378,820)**	(1,116,241)
Other comprehensive income				
Items that are or may be reclassified to profit or loss				
Foreign currency translation differences on foreign operations	**76,035**	385,981	**-**	-
Items that will not be reclassified to profit or loss				
Remeasurement in net defined benefit liability	**(167,350)**	111,317	**(174,746)**	97,053
Total comprehensive income/(loss)	**1,184,945**	(2,133,277)	**(553,566)**	(1,019,188)
Profit/(Loss) attributable to:				
Owners of the Company	**1,383,171**	(2,564,255)	**(378,820)**	(1,116,241)
Non-controlling interest	**(106,911)**	(66,320)	**-**	-
Profit/(Loss) for the period	**1,276,260**	(2,630,575)	**(378,820)**	(1,116,241)
Total comprehensive income/(loss) attributable to:				
Owners of the Company	**1,272,966**	(2,247,698)	**(553,566)**	(1,019,188)
Non-controlling interest	**(88,021)**	114,421	**-**	-
Total comprehensive income/(loss) for the period	**1,184,945**	(2,133,277)	**(553,566)**	(1,019,188)
Earnings/(Loss) per ordinary share	**€0.006**	-€0.011	**-€0.002**	-€0.005
Earnings/(Loss) per preference share	**€0.007**	-€0.012	**-€0.002**	-€0.005

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Statements of Changes in Equity

For the period ended 30 June

THE GROUP	Attributable to equity holders of the Company									
	Ordinary Share Capital €	Preference Share Capital €	Share Premium €	Translation Reserve €	Employee Benefits Reserve €	Other Reserve €	Accumulated Losses €	Total €	Non-Controlling Interest €	Total Equity €
Balance at 1 January 2026	**13,104,222**	**608,499**	**14,763,347**	**(460,791)**	**(946,885)**	**9,370**	**(1,836,363)**	**25,241,399**	**(2,077,714)**	**23,163,685**
Comprehensive income/(loss) for the period										
Profit for the period	-	-	-	-	-	-	**1,383,171**	**1,383,171**	**(106,911)**	**1,276,260**
Other comprehensive income/(loss)										
Foreign currency translation differences	-	-	-	**57,144**	-	-	-	**57,144**	**18,891**	**76,035**
Remeasurement in net defined benefit liability	-	-	-	-	**(167,350)**	-	-	**(167,350)**	-	**(167,350)**
Total other comprehensive income/(loss) for the period	-	-	-	**57,144**	**(167,350)**	-	-	**(110,206)**	**18,891**	**(91,315)**
Total comprehensive income/(loss) for the period	-	-	-	**57,144**	**(167,350)**	-	**1,383,171**	**1,272,965**	**(88,020)**	**1,184,945**
Balance at 30 June 2026	**13,104,222**	**608,499**	**14,763,347**	**(403,647)**	**(1,114,235)**	**9,370**	**(453,192)**	**26,514,364**	**(2,165,734)**	**24,348,630**

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Statements of Changes in Equity (Continued)

For the period ended 30 June

THE GROUP	Attributable to equity holders of the Company									
	Ordinary Share Capital €	Preference Share Capital €	Share Premium €	Translation Reserve €	Employee Benefits Reserve €	Other Reserves €	Accumulated Losses €	Total €	Non-Controlling Interest €	Total Equity €
Balance at 1 January 2025	13,104,222	608,499	14,763,347	(531,397)	(1,052,187)	9,370	(931,793)	25,970,061	(2,266,116)	23,703,945
Comprehensive loss for the period										
Loss for the period	-	-	-	-	-	-	(2,564,255)	(2,564,255)	(66,320)	(2,630,575)
Other comprehensive income/(loss)										
Foreign currency translation differences	-	-	-	205,240	-	-	-	205,240	180,741	385,981
Remeasurement in net defined benefit liability	-	-	-	-	111,317	-	-	111,317	-	111,317
Total other comprehensive income for the period	-	-	-	205,240	111,317	-	-	316,557	180,741	497,298
Total comprehensive income/(loss) for the period	-	-	-	205,240	111,317	-	(2,564,255)	(2,247,698)	114,421	(2,133,277)
Balance at 30 June 2025	13,104,222	608,499	14,763,347	(326,157)	(940,870)	9,370	(3,496,048)	23,722,363	(2,151,695)	21,570,668

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Statements of Changes in Equity (Continued)

For the period ended 30 June

THE COMPANY	**Ordinary Share Capital**	**Preference Share Capital**	**Share Premium**	**Employee Benefits Reserve**	**Retained Earnings**	**Total**
	€	**€**	**€**	**€**	**€**	**€**
Balance at 1 January 2026	**13,104,222**	**608,499**	**14,763,347**	**(1,069,097)**	**21,789,527**	**49,196,498**
Comprehensive loss for the period						
Loss for the period	-	-	-	-	**(378,820)**	**(378,820)**
Other comprehensive loss						
Remeasurement in net defined benefit liability	-	-	-	**(174,746)**	-	**(174,746)**
Total other comprehensive loss for the period	-	-	-	**(174,746)**	-	**(174,746)**
Total comprehensive loss for the period	-	-	-	**(174,746)**	**(378,820)**	**(553,566)**
Balance at 30 June 2026	**13,104,222**	**608,499**	**14,763,347**	**(1,243,843)**	**21,410,707**	**48,642,932**

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Statements of Changes in Equity (Continued)

For the period ended 30 June

THE COMPANY	Ordinary Share Capital €	Preference Share Capital €	Share Premium €	Employee Benefits Reserve €	Retained Earnings €	Total €
Balance at 1 January 2025	13,104,222	608,499	14,763,347	(1,138,216)	22,413,513	49,751,365
Comprehensive loss for the period						
Loss for the period	-	-	-	-	(1,116,241)	(1,116,241)
Other comprehensive income/(loss)						
Remeasurement in net defined benefit liability	-	-	-	97,053	-	97,053
Total other comprehensive income for the period	-	-	-	97,053	-	97,053
Total comprehensive income/(loss) for the period	-	-	-	97,053	(1,116,241)	(1,019,188)
Balance at 30 June 2025	13,104,222	608,499	14,763,347	(1,041,163)	21,297,272	48,732,177

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Statements of Cash Flows

For the period ended 30 June	THE GROUP		THE COMPANY	
	30.06.2026	30.06.2025	**30.06.2026**	30.06.2025
	Unaudited	Unaudited	**Unaudited**	Unaudited
	€	€	**€**	€
Cash flows from operating activities				
Profit/(Loss) for the period	**1,276,260**	(2,630,575)	**(378,820)**	(1,116,241)
Adjustments for:				
Depreciation	**409,372**	426,894	**123,548**	117,425
Amortisation of intangible assets	**1,489,383**	994,091	**1,051,638**	907,822
Provision for impairment loss on receivables	**213,441**	(218,391)	**(7,914)**	(46,808)
Bad debts written off	**-**	(3)	**-**	-
Interest payable	**224,958**	181,059	**199,476**	149,212
Interest receivable	**(55,956)**	(38,917)	**(47,523)**	(52,307)
Unwinding of discount on post-employment benefits	**44,390**	34,401	**39,758**	30,436
Post-employment benefits written off/ settled during the period	**-**	(159,636)	**-**	(159,636)
Employee share benefits	**7,289**	(1,428)	**-**	-
Income tax	**2,173,781**	85,198	**359,375**	21,649
Provision for exchange fluctuations	**(535,564)**	1,595,300	**(141,850)**	740,526
	5,247,354	267,993	**1,197,688**	592,078
Changes in trade and other receivables	**(546,009)**	(2,725,008)	**173,492**	316,364
Changes in trade and other payables	**3,506,420**	2,089,505	**1,636,871**	22,660
Change in other related parties' balances	**816,345**	254,645	**3,730,511**	(1,362,306)
Inventories	**(325)**	(63,628)	**-**	-
Cash generated from/(used in) operating activities	**9,023,785**	(176,493)	**6,738,562**	(431,204)
Interest paid	**(194,783)**	(143,874)	**(193,933)**	(143,916)
Interest paid on lease liabilities	**(27,401)**	(36,279)	**(5,543)**	(5,848)
Interest received	**458**	444	**63,640**	35,560
Income taxes paid	**(202,478)**	(76,723)	**-**	-
Net cash generated from/(used in) operating activities	**8,599,581**	(432,925)	**6,602,726**	(545,408)

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Statements of Cash Flows (Continued)

For the period ended 30 June		THE GROUP		THE COMPANY	
		30.06.2026	30.06.2025	**30.06.2026**	30.06.2025
		Unaudited	Unaudited	**Unaudited**	Unaudited
	Note	**€**	€	**€**	€
Cash flows from investing activities					
Acquisition of property, plant and Equipment		**(150,981)**	(79,140)	**(88,073)**	(39,312)
Acquisition of intangible asset		**-**	(1,018,804)	**-**	-
Capitalised development costs		**(1,752,725)**	(1,093,540)	**(1,867,821)**	(1,190,367)
Proceeds from sale of asset		**3,688**	-	**-**	-
Advances to subsidiaries		**-**	-	**(1,625,000)**	(1,150,000)
Repayment of advances from subsidiaries		**-**	-	**-**	650,000
Finance lease receipts		**57,108**	95,795	**-**	-
Net cash used in investing activities		**(1,842,910)**	(2,095,689)	**(3,580,894)**	(1,729,679)
Cash flows from financing activities					
Repayments of bank borrowings		**-**	(177,347)	**-**	(177,347)
Repayment of lease liabilities		**(265,851)**	(271,440)	**(27,360)**	(27,055)
Net cash used in financing activities		**(265,851)**	(448,787)	**(27,360)**	(204,402)
Net movement in cash and cash equivalents including restricted cash held on behalf of customers		**6,490,821**	(2,977,401)	**2,994,472**	(2,479,489)
Cash and cash equivalents at 1 January including restricted cash held on behalf of customers		**(3,219,937)**	1,123,106	**(8,849,959)**	(5,087,679)
Effect of exchange rate fluctuations on cash held		**6,831**	(162,910)	**(360)**	(3,072)
Cash and cash equivalents at 30 June including restricted cash held on behalf of customers		**3,277,715**	(2,017,205)	**(5,855,847)**	(7,570,240)

		THE GROUP		THE COMPANY	
		30.06.2026	30.06.2025	**30.06.2026**	30.06.2025
		Unaudited	Unaudited	**Unaudited**	Unaudited
		€	€	**€**	€
Cash at bank and in hand		**3,222,640**	2,082,348	**211,831**	163,731
Other restricted cash held on behalf of customers	10	**6,122,753**	3,634,418	**-**	-
Bank overdraft		**(6,067,678)**	(7,733,971)	**(6,067,678)**	(7,733,971)
Total cash and cash equivalents including restricted cash held on behalf of customers		**3,277,715**	(2,017,205)	**(5,855,847)**	(7,570,240)

The accompanying Notes on pages 18 to 32 are an integral part of these financial statements.

Notes to the interim financial statements

1 Reporting entity

RS2 p.l.c. (the "Company") is a public limited liability company registered and domiciled in Malta.

The condensed interim financial statements of the Company as at the end and for the period ended 30 June 2026 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

2 Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards, as adopted by the EU, for interim financial statements (IAS 34 Interim Financial Reporting). The interim financial statements do not include all information required for full annual financial statements and should be read in conjunction with the financial statements of the Group for the year ended 31 December 2025.

Changes to significant accounting policies are described in Note 4.

3 Use of estimates and judgements

In preparing these interim financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those described in the last annual financial statements.

4 Significant accounting policies

The accounting policies applied by the Group in these condensed interim financial statements are the same as those applied by the Group in its financial statements as at and for the year ended 31 December 2025. A number of amendments to existing standards are effective from 1 January 2026 however, both the Group and Company do not expect a material impact therefrom.

Notes to the interim financial statements (Continued)

5 Determination of fair values

The Group has an established control framework with respect to the measurement of fair values. The reported carrying amounts of the Group's and Company's current financial instruments are the same as those applied in the last annual financial statements and are a reasonable approximation of the financial instruments' fair values in view of their short-term maturities. The Group's and Company's fair values of other financial assets and liabilities, together with the carrying amounts in the statement of financial position are also a reasonable approximation of their respective fair values.

6 Segment reporting

6.1 Information about the Group’s reportable segments

	Software (Licensing) solutions	Processing solutions	Issuing and Acquiring Solutions	Total reportable segments
	Unaudited	Unaudited	Unaudited	Unaudited
30 June 2026	€	€	€	€
External revenues	**5,000,559**	**15,940,282**	**3,164,684**	**24,105,525**
Inter-segment revenues	**7,116,280**	**60,220**	**275,389**	**7,451,889**
Segment revenues	**12,116,839**	**16,000,502**	**3,440,073**	**31,557,414**
Reportable segment profit/(loss) before income tax	**2,852,037**	**2,388,228**	**(1,203,870)**	**4,036,395**

Notes to the interim financial statements (Continued)

6 **Segment reporting** (Continued)

6.1 **Information about the Group's reportable segments** (Continued)

	Software (Licensing) solutions Unaudited	Processing solutions Unaudited	Issuing and Acquiring Solutions Unaudited	Total reportable segments Unaudited
30 June 2025	€	€	€	€
External revenues	5,084,280	10,268,134	2,252,903	17,605,317
Inter-segment revenues	6,329,366	87,464	225,427	6,642,257
Segment revenues	11,413,646	10,355,598	2,478,330	24,247,574
Reportable segment profit/(loss) before income tax	1,777,182	(2,602,814)	(1,040,757)	(1,866,389)

6.2 **Reconciliation of reportable segment revenue and profit and loss**

	30.06.26 **Unaudited** **€**	30.06.25 Unaudited €
External revenues		
Total revenue for reportable segments	**31,557,414**	24,247,574
Elimination of inter-segment transactions	**(7,451,889)**	(6,642,257)
Consolidated revenue	**24,105,525**	17,605,317
Profit/(Loss) before income tax		
Total profit/(loss) before income tax for reportable segments	**4,036,395**	(1,866,389)
Elimination of inter-segment transactions	**(586,354)**	(678,988)
Consolidated reportable segment profit/(loss) before income tax	**3,450,041**	(2,545,377)

Notes to the interim financial statements (Continued)

7 Revenue

The Group's operations and main revenue streams are those described in the last annual financial statements.

7.1 Disaggregation of revenue

Revenue is stated after deduction of sales rebates and indirect taxes and comprises of revenue from contracts with customers.

In the following tables, revenue is disaggregated by category of activity, timing of revenue recognition and geographical market. The tables also include a reconciliation of the disaggregated revenue with the Group's reportable segments.

Category of activity

	Software (Licensing) solutions	Processing solutions	Issuing and Acquiring Solutions	Total reportable segments
	Unaudited	Unaudited	Unaudited	Unaudited
30 June 2026	€	€	€	€
Licence fees excluding customisations	2,357,272	-	-	2,357,272
Service fees and customisation	1,315,942	6,198,960	-	7,514,902
Transaction processing	-	7,435,655	-	7,435,655
Maintenance fees	970,345	65,317	-	1,035,662
Comprehensive packages	357,000	2,085,720	-	2,442,720
Operating lease revenue	-	-	5,210	5,210
Acquiring Revenue	-	-	3,046,302	3,046,302
Issuing Revenue	-	-	113,172	113,172
Reimbursement of expenses	-	154,630	-	154,630
Segment revenues	5,000,559	15,940,282	3,164,684	24,105,525

Notes to the interim financial statements (Continued)

7 Revenue (Continued)

7.1 Disaggregation of revenue (Continued)

	Software (Licensing) solutions Unaudited	Processing solutions Unaudited	Issuing and Acquiring Solutions Unaudited	Total reportable segments Unaudited
30 June 2025	**€**	**€**	**€**	**€**
Licence fees excluding customisations	2,516,594	-	-	2,516,594
Service fees and customisation	1,242,804	2,519,914	-	3,762,718
Transaction processing	-	5,273,825	-	5,273,825
Maintenance fees	967,882	49,647	-	1,017,529
Comprehensive packages	357,000	2,336,854	-	2,693,854
Operating lease revenue	-	-	20,415	20,415
Acquiring Revenue	-	-	2,232,488	2,232,488
Reimbursement of expenses	-	87,894	-	87,894
Segment revenues	5,084,280	10,268,134	2,252,903	17,605,317

Notes to the interim financial statements (Continued)

7 **Revenue** (Continued)

7.1 **Disaggregation of revenue** (Continued)

Timing of revenue recognition

	Software (Licensing) solutions	Processing solutions	Issuing and Acquiring Solutions	Total reportable segments
	Unaudited	**Unaudited**	**Unaudited**	**Unaudited**
30 June 2026	**€**	**€**	**€**	**€**
At a point in time	**-**	**188,918**	**26,638**	**215,556**
Over time	**5,000,559**	**15,751,364**	**3,138,046**	**23,889,969**
	5,000,559	**15,940,282**	**3,164,684**	**24,105,525**

	Software (Licensing) solutions	Processing solutions	Issuing and Acquiring Solutions	Total reportable segments
	Unaudited	**Unaudited**	**Unaudited**	**Unaudited**
30 June 2025	**€**	**€**	**€**	**€**
At a point in time	-	87,894	61,941	149,835
Over time	5,084,280	10,180,240	2,190,962	17,455,482
	5,084,280	10,268,134	2,252,903	17,605,317

Notes to the interim financial statements (Continued)

7 Revenue (Continued)

7.1 Disaggregation of revenue (Continued)

Geographical markets

	Software (Licensing) solutions Unaudited	Processing solutions Unaudited	Issuing and Acquiring Solutions Unaudited	Total reportable segments Unaudited
30 June 2026	**€**	**€**	**€**	**€**
Europe	**2,404,923**	**6,259,336**	**3,144,109**	**11,808,368**
Middle East	**37,723**	**303,821**	**-**	**341,544**
North America	**2,357,273**	**6,194,292**	**20,575**	**8,572,140**
South America	**-**	**1,249,123**	**-**	**1,249,123**
Asia	**200,640**	**1,933,710**	**-**	**2,134,350**
	5,000,559	**15,940,282**	**3,164,684**	**24,105,525**

	Software (Licensing) solutions Unaudited	Processing solutions Unaudited	Issuing and Acquiring Solutions Unaudited	Total reportable segments Unaudited
30 June 2025	**€**	**€**	**€**	**€**
Europe	2,341,585	3,961,391	2,219,501	8,522,477
Middle East	31,539	233,373	-	264,912
North America	2,516,595	3,683,413	33,402	6,233,410
South America	-	1,251,728	-	1,251,728
Asia	194,561	1,138,229	-	1,332,790
	5,084,280	10,268,134	2,252,903	17,605,317

Notes to the interim financial statements (Continued)

7 Revenue (Continued)

7.2 Contract balances

The following table provides information about the Group and Company's receivables, contract assets and contract liabilities from contracts with customers.

	THE GROUP		THE COMPANY	
	30.06.26 Unaudited €	31.12.2025 Audited €	**30.06.26 Unaudited €**	31.12.25 Audited €
Receivables, which are included in ‘Trade and other receivables’	**5,345,118**	10,009,362	**19,324,976**	21,340,167
Contract assets	**8,542,999**	4,291,577	**331,604**	310,529
Contract liabilities	**(2,016,295)**	(3,116,878)	**(1,710,332)**	(1,135,109)

The contract assets primarily relate to the Group’s right to consideration for work completed but not billed at the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customer. The contract liabilities primarily relate to the advanced consideration received from customers, for which the revenue recognition criteria are not yet met. Once the transfer of control to the customer happens, the contract liability is then recognised as revenue.

In line with the heightened project implementation activity during the period, contract assets increased to €8.5m as at 30 June 2026 (31 December 2025: €4.3m). In accordance with IFRS 15, these balances represent completed project delivery milestones that will progressively transfer to trade receivables and generate operating cash inflows as contractual billing triggers and client go-lives occur over the coming quarters.

7.3 Future revenue

The following tables include revenue expected to be recognised in the future, related to performance obligations that were unsatisfied (or partially unsatisfied) as at 30 June 2026.

Notes to the interim financial statements (Continued)

7 Revenue (Continued)

7.3 Future revenue (Continued)

30 June 2026	**THE GROUP**			
	Within one year Unaudited €	**After one year Unaudited €**	**After two years Unaudited €**	**Total Unaudited €**
Services fees	**5,466,397**	**2,186,156**	**75,000**	**7,727,553**

	THE COMPANY			
	Within one year Unaudited €	**After one year Unaudited €**	**After two years Unaudited €**	**Total Unaudited €**
Licence fees	**-**	**-**	**480,000**	**480,000**
Services fees	**-**	**-**	**48,000**	**48,000**

The following tables include revenue expected to be recognised in the future, related to performance obligations that were unsatisfied (or partially unsatisfied) as at 30 June 2025.

30 June 2025	**THE GROUP**			
	Within one year Unaudited €	**After one year Unaudited** €	**After two years Unaudited** €	**Total Unaudited** €
Services fees	77,561	75,000	-	152,561

	THE COMPANY			
	Within one year Unaudited €	**After one year Unaudited €**	**After two years Unaudited €**	**Total Unaudited €**
Licence fees	-	-	480,000	480,000
Services fees	-	-	48,000	48,000

The Group applies the practical expedient in paragraph 121 of IFRS 15 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Notes to the interim financial statements (Continued)

7 Revenue (Continued)

7.3 Future revenue (Continued)

The Group also does not disclose information about the remaining performance obligations that have a fixed amount and for which the Group has a right to invoice the customer in the amount that corresponds directly with the value of the entity's performance completed to date in accordance with paragraph B16 of IFRS 15.

The above also excludes fees from transaction processing services.

8 Property, plant and equipment

During the period ended 30 June 2026, the Group acquired assets with a cost of €0.15m (2025: €0.08m) and disposed €0.004m (2025: €nil) of assets by the Group in the current reporting financial period.

9 Intangible assets and goodwill

During the period ended 30 June 2026, the Group and Company capitalised expenditure on the development of computer software amounting to €1.8m and €1.9m respectively (30 June 2025: €1.1m and €1.2m respectively).

Intangible assets as at 30 June 2026 also include goodwill amounting to €1.9m (31 December 2025: €1.9m).

10 Restricted cash

As at 30 June 2026, restricted cash amounting to €7.5m (December 2025: €2.9m) relates to cash held in trust accounts by RS2 Financial Services GmbH and RS2 Software INC. This cash is restricted as it is used to pay its customers (merchants) in the ordinary course of its business activities. These are due daily or weekly depending on the client's contract.

The corresponding liability amounting to €7.4m (December 2025: €3.3m) is included within Trade and Other Payables.

Notes to the interim financial statements (Continued)

11 Financial instruments – fair values and risk management

11.1 Measurement of fair values

Loans receivable

The fair value of loans receivable is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. This fair value is determined for disclosure purposes and is categorised as Level 2 of the fair value hierarchy.

Non-derivative financial liabilities

Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. Such non-derivative financial liabilities are made up of bank borrowings, which have been categorised as Level 2 of the fair value hierarchy.

Share-based payment transactions

The fair value of employee share options or awards is measured using inputs that include the share price at measurement date, the exercise price of the instrument, if any, expected volatility (based on an evaluation of the Company's historic volatility) where appropriate, the life of the instrument, expected dividends to the extent applicable, and the risk-free interest rate. Service and non-market performance conditions attached to the transactions are not considered in determining fair value.

Finance lease receivables

The fair value of the finance lease receivables are classified as Level 2 and calculated using the discounted cash flow method using an appropriate discount rate.

Fair values versus carrying amounts

The reported carrying amounts at the respective reporting dates of the Group and Company's current financial instruments are a reasonable approximation of their fair values in view of their short-term maturities.

The Group and Company's carrying amounts of other financial assets and liabilities, other than the Company's investment in subsidiaries, in the statement of financial position, are a reasonable approximation of their respective fair values.

11.2 Transfers between levels

There were no transfers from Level 2 to Level 1 nor from Level 1 to Level 2 during the period ended 30 June 2026.

Notes to the interim financial statements (Continued)

11 **Financial instruments – fair values and risk management** (Continued)

11.3 Concentration of credit risk

The movement in the allowance for impairment in respect of trade receivables and contract assets during the reporting period was as follows:

	THE GROUP Unaudited	THE COMPANY Unaudited
	€	€
Balance at 1 January 2025	896,311	609,333
Net remeasurement of loss allowance	(218,391)	(46,808)
Foreign exchange movements	(1)	-
Balance at 30 June 2025	677,919	562,525
Balance at 1 January 2026	**875,158**	**533,957**
Net remeasurement of loss allowance	**213,441**	**(7,914)**
Foreign exchange movements	**6,011**	**-**
Balance at 30 June 2026	**1,094,610**	**526,043**

The movement in loss allowance is mainly attributable to the total movement in the gross carrying amounts of trade receivables and contract assets. The methodology for the calculation of such loss allowance (Expected Credit Loss, or, ECL) is the same as described in the last audited annual financial statements.

Notes to the interim financial statements (Continued)

12 Related Parties

12.1 Related party transactions

Similar to what was reported in the financial statements for the year ended 31 December 2025, the Group and Company had the following transactions with related parties:

	THE GROUP		THE COMPANY	
	30.06.26 Unaudited €	30.06.25 Unaudited €	**30.06.26 Unaudited €**	30.06.25 Unaudited €
Subsidiaries				
Support services provided to	**-**	-	**6,801,804**	6,035,659
Support services provided by	**-**	-	**2,315,895**	1,928,484
Recharge of overheads to	**-**	-	**691,772**	641,140
Recharge of salaries by	**-**	-	**444,665**	396,351
Other related parties				
Depreciation charge on right-of-use asset	**125,709**	125,709	**-**	-
Interest expense on lease liability	**10,637**	12,969	**-**	-
Legal and administrative services provided by	**101,719**	29,555	**57,525**	1,227
Support services provided to	**1,749,621**	1,498,127	**1,749,621**	1,498,127
Support services not yet invoiced provided to	**183,624**	295,002	**183,624**	295,002

All transactions with related parties are reviewed under standard arm's length protocols and have been entered into at fair and reasonable prices.

Notes to the interim financial statements (Continued)

12 Related Parties (Continued)

12.2 Related party balances

	THE GROUP		THE COMPANY	
	30.06.26 Unaudited	31.12.25 Audited	**30.06.26 Unaudited**	31.12.25 Audited
Assets				
Loans receivable from subsidiary companies (non-current)	**-**	-	**2,057,027**	2,055,567
Loans receivable owed by group companies	**-**	-	**744,115**	760,232
Loans receivable owed by other related parties	**64,168**	86,032	**64,168**	84,045
Trade receivables owed by subsidiary companies	**-**	-	**18,812,871**	20,884,063
Trade receivables owed by other related entities	**84,461**	201,038	**84,461**	201,038
Contract assets owed by subsidiary companies	**-**	-	**135,676**	-
Contract assets owed by other related parties	**127,456**	148,356	**127,456**	148,356
Liabilities				
Trade payables due to subsidiary companies	**-**	-	**1,925,073**	5,861,391
Accrued expenses due to other related parties	**638,237**	474,464	**1,103,164**	799,260
Contract liabilities owed by subsidiary	**-**	-	**528,000**	528,000
Contract assets owed by other related parties	**846,580**	320,420	**846,580**	320,420

Notes to the interim financial statements (Continued)

13 Comparative Information

Comparative information disclosed in the main components of these financial statements have been reclassified to conform with the current year's disclosure format for the purpose of compliance with International Financial Reporting Standards, and the requirements of the Maltese Companies Act (Cap. 386).

Statement pursuant to Capital Markets Rule 5.75.3 issued by the Malta Financial Services Authority

We confirm that to the best of our knowledge:

- the condensed interim financial statements which have been prepared in accordance with International Financial Reporting Standards, as adopted by the EU, for interim financial statements (EU adopted IAS 34 Interim Financial Reporting), give a true and fair view of the financial position of the Group and Company as at 30 June 2026, as well as the financial performance and cash flows for the period ended 30 June 2026; and
- the interim Directors' report includes a fair review of the information required in terms of Capital Markets Rules 5.81 to 5.84.

Mario Schembri
Chairman

Radi Abd El Haj
Director