

## **RS2 Software p.l.c.**

### **COMPANY ANNOUNCEMENT**

The following is a company announcement issued by RS2 Software p.l.c. in compliance with Chapter 5 of the Listing Rules.

#### **Quote**

At the Annual General Meeting of the Company held on 12 June 2012, the shareholders considered and approved the following resolutions:

#### **Ordinary Resolutions**

1. That the Financial Statements for the year ended 31 December 2011 and the Directors' and Auditors' Report thereon be hereby received and approved.
2. That the reappointment of KPMG 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 as many nominations as there are vacancies, no election will take place and that the nominees Mr Mario Schembri, Dr Robert Tufigno, Mr Maurice Xuereb, Mr Franco Azzopardi and Mr Radi Abd el Haj, be automatically appointed as Directors.

#### **Extraordinary Resolutions**

4. That the authorised share capital of the Company be and is hereby increased from eight million Euros [€8,000,000] divided into forty million [40,000,000] Ordinary Shares of a nominal value of twenty cents [€0.20] each to ten million Euros [EUR 10,000,000], divided into fifty million [50,000,000] Ordinary Shares of a nominal value of twenty cents [€0.20] each.
5. That subject to the passing of Resolutions 4, Clause 7(a) of the Memorandum of Association of the Company (authorised share capital) be amended in order to reflect the changes brought about and to accordingly replace Clause 7(a) of the Memorandum of Association of the Company with the following:  
*"(a) The authorised share capital of the Company shall be ten million Euros (€10,000,000) divided into fifty million (50,000,000) Ordinary shares of twenty cents (EUR 0.20) each."*

6. That the directors be and are authorised to capitalise a sum not exceeding five hundred thousand Euros (€500,000) being part of the amount standing to the credit of the Company's non-distributable reserves of the share premium account and that such sum be appropriated to the holders of the issued ordinary shares of the Company registered on 11 May 2012 ("the Record Date") and be generally and unconditionally authorised, pursuant to Article 85 of the Companies Act, to exercise all the powers of the Company to apply such amount in paying up and allotting in full not more than two million five hundred thousand [2,500,000] ordinary shares of twenty cents each (€ 0.20) in the capital of the Company (ranking pari passu in all respects with the existing issued ordinary shares of the Company) to be allotted and issued credited as fully paid up at par to and amongst such holders in the proportion of 1 (one) new ordinary share of twenty cents (€0.20) each for every fifteen (15) ordinary shares held at the Record Date but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any regulatory body or exchange (the "Bonus Issue").
7. That subject to the passing of Resolution 4 and otherwise than for the allotment of shares pursuant to the Bonus Issue as indicated in Resolution 6, the Directors be generally and unconditionally authorised, pursuant to Article 85 of the Companies Act, to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of two million Euros [€2,000,000], renewing and modifying any authorisation previously granted and such authorisation shall unless renewed expire at the lapse of five years following the passing of this resolution.

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

- Mr Mario Schembri
- Mr Radi Abd El Haj
- Mr Maurice Xuereb
- Dr Robert Tufigno
- Mr Franco Azzopardi

Unquote



Dr Ivan Gatt  
Company Secretary

12 June 2012