

**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 2013, the shareholders considered and approved the following resolutions:

**Ordinary Resolutions (Ordinary Business)**

1. That the Financial Statements for the year ended 31 December 2012 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.
4. That a net final dividend of €0.02c5 per Ordinary Share amounting to €1,000,000 as recommended by the Directors be hereby approved for payment on 13 June 2013.

**Ordinary Resolutions (Special Business)**

5. 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 €100,000.
6. (i) That the Shareholders expressly authorise the Company to furnish in confidence to a bona fide offeror(s) information, including unpublished sensitive information as may be necessary to enable a bona fide offeror(s), a bona fide transferor(s) and their respective advisors to make, confirm, withdraw or modify an offer to acquire a Substantial Shareholding in the Company, provided that such disclosure shall in all cases be subject to the conditions set out in Listing Rules 5.174.3 et seq.

(ii) That in furtherance of this Resolution 6, and notwithstanding the provisions of Article 93 of the Articles of Association of the Company, the Board of Directors be authorised to disclose information in terms of this resolution as well as to take or authorise the taking of such steps as may be necessary, conducive or incidental to the disclosure of information as aforesaid, according to such terms, conditions and modalities as it deems fit and proper.

### **Extraordinary Resolutions**

7. 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 13 May 2013 ("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 sixteen (16) 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").

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 2013