

**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 an Extraordinary General Meeting of the Company held on 2 October 2013, the shareholders considered and approved the following resolutions:

**Extraordinary Resolution**

**TO AMEND THE MEMORANDUM & ARTICLES OF ASSOCIATION OF THE COMPANY**

**I. To amend the current Memorandum of Association of the Company by making the deletions and incorporating the additions as hereunder described.**

(a) To replace Article 8 of the Memorandum of Association with the following:

*“The business and affairs of the Company shall be managed by a Board of Directors which shall be composed of not less than three (3) and not more than seven (7) directors, of which at least one third (1/3) shall be non-executive directors, unless an appointment is made in accordance with the provisions of Article 55.3 of the Articles of Association of the Company.”*

**II. To amend the current Articles of Association of the Company by making the deletions and incorporating the additions as hereunder described.**

(a) To insert a new Article, Article 53A immediately after Article 53 in the Articles of Association as follows:

*“53A Notwithstanding the provisions of Article 53, an extraordinary resolution intended to restrict or withdraw the right of pre-emption in accordance with the provisions of Article 88(5) of the Companies Act and Article 8.1 of the Articles of Association of the Company shall be deemed not to have been passed unless approved by Member/s holding in aggregate not less than seventy five (75) per cent. in nominal value of all the Equity Securities represented and entitled to vote at the meeting and at least ninety (90) per cent. in nominal value of all the Equity Securities entitled to vote at the meeting.*

*Provided that, if one of the aforesaid majorities is obtained but not both, another meeting shall be convened within thirty days in accordance with the provisions for the calling of meetings to take a fresh vote on the proposed resolution. At the second meeting the resolution may be passed by a Member or Members having the right to attend and vote at the meeting holding in the aggregate not less than seventy-five per cent in nominal value of the Equity Securities represented and entitled to vote at the meeting. However, if more than half in nominal value of all the Equity Securities having the right to vote at the meeting is*

*represented at that meeting, a simple majority in nominal value of such Equity Securities so represented shall suffice.”*

(b) To replace Article 55.1 (a) with the following:

*“55.1 (a) A Member holding not less than 0.5 per cent of the issued share capital of the Company having voting rights or a number of Members who in the aggregate hold not less than 0.5 per cent of the issued share capital of the Company having voting rights shall be entitled to nominate fit and proper persons for appointment as Directors of the Company.”*

(c) To insert a new Sub-Article having the letter (d) immediately after Sub-Article (c) of Article 55.1 as amended here above, with the new Sub-Article 55.1(d) to read as follows:

*“55.1 (d) The Board of Directors may, at any time, appoint a director if it believes that the appointment would be beneficial to the Company due to the skill, expertise and knowledge of such person.”*

(d) To replace Article 56.1 with the following:

*“56.1 (a) Unless they resign or are removed, Directors appointed pursuant to Article 55.1 shall hold office until the subsequent annual general meeting.*

*(b) Directors whose term of office expires, who resign or are removed are eligible for re-appointment.”*

(e) To replace Article 57 with the following:

*“57 A director may be removed solely in accordance with the provisions of Articles 58 and 59.”*

(f) To amend Article 68.2 by replacing the word “personal” with the word “material” and which will, following the amendment read as follows:

*“68.2 A Director shall not vote at a meeting of Directors in respect of any contract, arrangement or any other proposal in which he has, either directly or indirectly, a material interest.”*

**Unquote**



Dr. Ivan Gatt  
Company Secretary

2 October 2013