

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 today the 11th June 2014, the shareholders considered and approved the following resolutions:

Ordinary Resolutions (Ordinary Business)

1. That the Financial Statements for the year ended 31 December 2013 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 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, Mr Radi Abd el Haj and Mr Christopher Wood, be automatically appointed as Directors.
4. That the net final dividend of €0.02c35 per Ordinary Share amounting to €1,000,000 as recommended by the Directors be hereby approved for payment on 12 June 2014.

Ordinary Resolutions (Special Business)

5. That, for the purposes of Articles 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.

Extraordinary Resolution (Special business)

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 the 12 May 2014 ("the Record Date") and be generally and unconditionally authorised, pursuant to Articles 85 of the Companies Act, to exercise all 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 one (1) new ordinary share of twenty cents (€0.20) each for every seventeen (17) 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 Christopher Wood

Unquote



Dr. Ivan Gatt
Company Secretary

11 June 2014