

**RS2 Software p.l.c.**  
**COMPANY ANNOUNCEMENT**

**The following is a company announcement issued by RS2 Software p.l.c. pursuant to the Malta Financial Services Authority Listing Rules.**

**Quote**

At a meeting held today, the Board of Directors of RS2 Software p.l.c. resolved that the following resolutions of an extraordinary nature (special business) be submitted for the approval of the shareholders at the forthcoming Annual General Meeting which is scheduled for Tuesday 9<sup>th</sup> June 2015.

**EXTRAORDINARY RESOLUTION (SPECIAL BUSINESS)**

**6. Share Split**

*Resolution*

- (a) That the authorised share capital of the Company currently consisting of ten million Euros (€10,000,000) and divided into fifty million (50,000,000) Ordinary Shares of twenty Euro cents each (€0.20) be re-designated to one hundred million (100,000,000) Ordinary Shares of ten Euro cents each (€0.10)."
- (b) That pursuant to the change in nominal value of the authorised share capital of the Company as set forth in (a) above, the issued share capital of the Company currently standing at eight million nine hundred and ninety nine thousand nine hundred and ninety one Euros and twenty Euro cents (€ 8,999,991.20) and divided into forty four million nine hundred and ninety nine thousand nine hundred and fifty six (44,999,956) Ordinary Shares of twenty Euro cents (€0.20) each shall now be re-designated and divided into eighty nine million nine hundred and ninety nine thousand nine hundred and twelve (89,999,912) Ordinary shares of ten Euro cents (€0.10) each, and all eighty nine million nine hundred and ninety nine thousand nine hundred and twelve (89,999,912) Ordinary Shares shall be allotted proportionally to those members appearing on the register of members of the Company as at 8 May 2015 ("Eligible Members") at the ratio of two (2) shares for each one (1) share held by each of the Eligible Members".

**7. Amendment of the Memorandum of Association**

*Resolution*

That subject to and conditional upon the passing of Resolution 6 above, Clause 7 of the Memorandum of Association of the Company shall be replaced with the following:

*"7. SHARE CAPITAL*

- a) The authorised share capital of the Company is ten million Euro (€10,000,000) divided into one hundred million (100,000,000) Ordinary Shares of ten Euro cents each (€0.10).*
- b) The issued share capital is of eight million nine hundred and ninety nine thousand nine hundred and ninety one Euros and twenty cents (€8,999,991.20) divided into eighty nine million nine hundred and ninety nine thousand nine hundred and twelve (89,999,912) Ordinary shares of ten Euro cents (€0.10) each.*
- c) All shares shall rank pari passu.*

*d) In the event of there being any unissued shares in the capital of the Company, such shares shall be at the disposal of the Board of Directors who, subject to any provision in the Memorandum and Articles of Association, may allot, issue or otherwise deal with or dispose of the same to such persons on such terms and conditions and at such times as the Board of Directors shall think fit.”*

**Unquote**



Dr. Ivan Gatt  
Company Secretary

12<sup>th</sup> May 2015