

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 9th June 2015, the shareholders considered and approved the following resolutions:

Ordinary Resolutions (Ordinary Business)

1. That the Financial Statements for the year ended 31 December 2014 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 less 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 a net final dividend of €0.04c4 per Ordinary Share amounting to €2,000,000 as recommended by the Directors be hereby approved for payment on 15 June 2015.

Ordinary Resolutions (Special Business)

5. That, for the purposes 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.

Extraordinary Resolutions (Special Business)

6.
 - (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 16 June 2015 (“Eligible Members”) at the ratio of two (2) shares for each one (1) share held by each of the Eligible Members.

Amendment of the Memorandum of Association

7. 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.”*

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
- Mr Christopher Wood

Unquote



Dr. Ivan Gatt
Company Secretary

9 June 2015