

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 23rd June 2016, the shareholders considered and approved the following resolutions:

Ordinary Resolutions (Ordinary Business)

1. That the Financial Statements for the year ended 31 December 2015 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, Mr Radi Abd el Haj, Mr Maurice Xuereb, Dr Robert Tufigno, Mr Franco Azzopardi, Mr Christopher Wood, and Mr John Elkins be automatically appointed as Directors.
4. That a net final dividend of €0.0278c per Ordinary Share amounting to €2,501,997.5536 as recommended by the Directors be hereby approved for payment on Thursday, 30 June 2016.

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 €250,000.

Extraordinary Resolutions (Special Business)

6. 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 eight (8) 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".

7. That the directors be and are authorised to capitalise a sum of five hundred thousand Euro (€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 Monday, 23 May 2016 ("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 five million (5,000,000) Ordinary Shares of ten cents each (€0.10) in the capital of the Company (ranking pari passu in all respects with the existing issued ordinary shares of the Company) to be allotted, issued and credited as fully paid up at par to and amongst such holders in the proportion of 1 (one) new ordinary share of ten cents (€0.10) each for every eighteen (18) 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").
- 8.(a) That, the authorised share capital of the Company currently consisting of ten million Euro (€10,000,000) and divided into one hundred million (100,000,000) Ordinary Shares of ten Euro cents each (€0.10) be increased to ten million Euro and two Euro cents (€10,000,000.02) and re-designated into one hundred sixty six million, six hundred and sixty six thousand, six hundred and sixty seven (166,666,667) Ordinary Shares of six Euro cents each (€0.06).
- (a) That pursuant to the increase and change in nominal value of the share capital of the Company as set forth in (a) above:
The ninety four million, nine hundred and ninety nine thousand, nine hundred and twelve (94,999,912) Ordinary Shares having a nominal value of ten Euro cents each (€0.10) which would be in issue following the Bonus Issue as aforesaid shall, due to the rounding up of shares as a result of fractional entitlement, be re-designated and divided into one hundred and fifty eight million, three hundred and thirty three thousand, one hundred and eighty seven (158,333,187) Ordinary Shares having a nominal value of six Euro cents (€0.06) each, and all of the aforementioned one hundred and fifty eight million, three hundred and thirty three thousand, one hundred and eighty seven (158,333,187) Ordinary Shares shall be allotted proportionally to those members appearing on the register of members of the Company as at Monday, 4 July 2016 ("Eligible Members") at the ratio of five (5) shares for each three (3) shares held by each of the Eligible Members, 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 consideration for the increase in the issued share capital of the Company resulting from the re-designation of the Ordinary Shares as aforesaid is to be satisfied by the payment of cash: **€0.02.**

9. That Article 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 and two Euro cents (€10,000,000.02) divided into one hundred sixty six million, six hundred and sixty six thousand, six hundred and sixty seven (166,666,667) Ordinary Shares of six Euro cents each (€0.06).*
- (b) The issued share capital is of nine million, four hundred and ninety nine thousand, nine hundred ninety one Euro and twenty two cents (€9,499,991.22) divided into one hundred fifty eight million, three hundred and thirty three thousand, one hundred and eighty seven (158,333,187) Ordinary Shares of six Euro cents (€0.06) each.*
- (c) All shares shall rank pari passu.*

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
- Mr John Elkins

Unquote



Dr. Ivan Gatt
Company Secretary

23rd June 2016