

**FORM OF PROXY**

[Holder Prefix][Holder Forename][Holder Surname]  
[Holder ADD1]  
[Holder ADD2]  
[Holder ADD3] [Holder Zip]  
[Holder Country]

MSE No. [MSE no.] Reg. Holding [Balance]

**PART 1 - IDENTITY OF PROXY**

As Shareholder/Shareholders of RS2 Software p.l.c., I/we hereby appoint:

A) The Chairman of the Meeting,

OR

B) Name of Proxy Holder \_\_\_\_\_

ID Card No. \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting and at any adjournment thereof.

**Note:** You are entitled to appoint a proxy of your own choice by filling the particulars of the proxy so appointed in (B) above. Otherwise you may choose to appoint the Chairman of the Meeting as your Proxy by ticking the box next to (A) above.

**PART II - VOTING PREFERENCES**

My/Our proxy is authorised to vote  as he/she wishes OR  as indicated on this Form of Proxy

<b>ORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>
1. ACCOUNTS		
2. AUDITORS		
3. APPOINTMENT OF DIRECTORS*		
4. DIVIDEND		
5. AGGREGATE EMOLUMENTS OF DIRECTORS		
<b>EXTRAORDINARY RESOLUTIONS</b>	<b>For</b>	<b>Against</b>
6. AMENDMENT TO THE MEMORANDUM OF ASSOCIATION (INCREASE IN NUMBER OF DIRECTORS)		
7. BONUS SHARES		
8. SHARE SPLIT		
9. AMENDMENT TO THE MEMORANDUM OF ASSOCIATION (CHANGE IN SHARE CAPITAL)		

To be valid, this Form of Proxy must be either deposited at the Office of the Company Secretary at RS2 Software p.l.c., RS2 Building, Fort Road, Mosta MST 1859 Malta, or via e-mail to agm@rs2.com by not later than Friday, 17 June 2016.

**Note:** If this Proxy Form is returned without the indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so, he desires.

\_\_\_\_\_  
Signature/s

\_\_\_\_\_  
Date

\* Since there are as many nominations as there are vacancies, no elections will take place and the nominees, namely Mr Mario Schembri, Mr Radi Abd El Haj, Mr Maurice Xuereb, Dr Robert Tufigno, Mr Franco Azzopardi, Mr Christopher Wood and Mr John Elkins will be automatically appointed as directors.

## **Purpose of Proxy**

Should a shareholder be unable to attend, participate and vote at the Annual General Meeting ("AGM"), such shareholder may appoint a third party to attend, participate and vote at the AGM on the shareholder's behalf ("proxy").

## **Completing the Proxy Form**

### *Identity*

A shareholder wishing to appoint a proxy can either (a) nominate the Chairman of the Meeting or (b) any other person. If the shareholder is desirous of nominating and appointing any other person, the full name, address and Identity Card number must be filled up clearly and legibly in the space provided.

### *Corporate Shareholders*

Where the shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a form of proxy must be duly executed (whether in favour of the Chairman of the Meeting or another representative of the Shareholder) in accordance with the Memorandum and Articles or similar constitutional documents of the entity. The Office of the Company Secretary reserves the right to request evidence of the aforesaid.

### *Joint Shareholders*

In the case of joint holders (with the exception of husband and wife), only the first-named holder on the Register of Members shall be entitled to attend and vote at the Meeting unless a proxy in the joint names of more than one person has been received by the Company in the ordinary course of receipt of proxies.

A single representative of a joint shareholding, who is not the first-named on the register, will only be eligible to attend and vote at the Meeting if a Form of Proxy has been duly executed in his/her favour by all other joint shareholders.

In the case of shares held jointly by husband and wife, either or both of them, may attend the Meeting provided that: (a) Irrespective of whether both the husband and the wife attend the Meeting, only one voting document will be issued and only one of them shall be entitled to vote and; (b) If they wish to appoint a proxy, the Form of Proxy must be signed and executed by both husband and wife.

### *Voting preference*

A shareholder can either (a) specify how the proxy is to vote or (b) leave the voting at the discretion of the proxy.

If the shareholder wishes to specify how the proxy is to vote, the shareholder has to indicate his voting preference either by (i) inserting the number of shares (votes) or (ii) by using a mark/cross under either the 'For' or 'Against' columns.

If the shareholder inserts the number of votes, these may be split in any ratio whatsoever, in favour or against any

resolution. A shareholder need not utilise all the shares/votes held for a particular resolution but, under no circumstance may the shareholder use more votes than the shareholder is entitled to. Should this occur, the vote on such resolution will be deemed to be invalid.

By choosing the latter option (cross/mark), the vote will be deemed to be for all the shares held by such shareholder. If the shareholder places a mark/cross under both "For" and "Against" column for the same resolution, such vote for that particular resolution will be deemed to be invalid.

If the proxy form is returned without an indication as to how the proxy is authorized to vote on any particular resolution, the proxy will exercise his discretion as to whether, and if so how he votes.

## **Disclosure by proxy in terms of Listing Rules 12.29 & 12.30**

A proxy is to disclose to the shareholder who appointed him/her any facts of which he/she is aware and which may be relevant for the Shareholder in assessing any risk that the proxy holder might pursue any interest other than the interest of the Shareholder. In particular, a proxy holder is required to disclose to the Shareholder:

- 1) whether the proxy holder is a Director of the Company or of a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable);
- 2) whether the proxy holder is an employee or an auditor of the Company or an employee or an auditor of a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable);
- 3) whether the proxy holder has a family relationship with a natural person who is:
  - i) a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable); or
  - ii) a director of the Company, or of a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable); or
  - iii) an employee or an auditor of the Company or of a controlling shareholder of the Company or of an entity controlled by the Company (as may be applicable).

Where the Shareholder is appointing the Chairman of the Meeting as proxy, the Chairman of the Meeting is declaring to the Shareholder that:

- i) he is not a controlling shareholder of the Company;
- ii) he is not an auditor of the Company;
- iii) he does not have a family relationship with a natural person who is a controlling shareholder of the Company, a director, an employee or an auditor of the Company or of a controlling shareholder of the Company or of an entity controlled by the Company; and
- iv) he is an employee and a director of the Company.