



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 the Annual General Meeting of the Company held today the 18 June 2019, the shareholders considered and approved the following resolutions:

Ordinary Resolutions (Ordinary Business)

1. That the Financial Statements for the year ended 31 December 2018 and the Directors' and Auditors' Report thereon be hereby received and approved.
2. That the appointment of Deloitte 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 than there are vacancies, no election will take place and that the nominees Mr Mario Schembri, Mr Radi Abd el Haj, Dr Robert Tufigno, Mr Franco Azzopardi, Mr John Elkins and Mr Raša Karapandža and Mr David Price be automatically appointed as Directors.

Ordinary Resolutions (Special Business)

4. 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 Resolution (Special Business)

5. That the directors be and are authorised to capitalise a sum of one million, two hundred eighty-six thousand, four hundred fifty-seven Euro (€1,286,457) being part of the amount standing to the credit of the Company's distributable reserves of the Retained earnings account and that such sum be appropriated to the holders of the issued ordinary shares of the Company registered on 17th May 2019 ("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 twenty one million four hundred and forty thousand, nine hundred and fifty [21,440,950] ordinary shares of six Euro cents each (€0.06) in the capital of the Company (ranking pari

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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 six Euro cents (€0.06) each for every eight (8) 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
- Dr Robert Tufigno
- Mr Franco Azzopardi
- Mr John Elkins
- Mr Raša Karapandža
- Mr David Price

Unquote:

A handwritten signature in black ink, appearing to read 'Ivan Gatt', written over a horizontal line.

Dr. Ivan Gatt
Company Secretary

18 June 2019