



FORM OF PROXY
Extraordinary General Meeting
TUESDAY 15 DECEMBER 2020

[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./Passport No. _____
- Address _____
- _____
- _____

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

Note: Please be advised that due to the Coronavirus pandemic, the current restrictions on public gatherings and social distancing measures dictate that EGM is to be held remotely. For this reason and to facilitate the voting process the shareholder entitled to vote is being strongly advised to appoint the Chairman of the Company as his/her/its proxy.

Tel: +356 2134 5857
Email: info@rs2.com
Vat: MT 1185-5601
Co. Reg No: C25829

RS2 Software p.l.c, RS2 Buildings,
Fort Road, Mosta MST 1859, Malta, Europe





PART II - VOTING PREFERENCES

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

EXTRAORDINARY RESOLUTIONS	For	Against
Amendments to the Object Clauses (Resolutions 1, 2 & 3)		
Resolution 1		
Resolution 2		
Resolution 3		
Changes to Share Capital (Resolutions 4, 5 & 6)		
Resolution 4		
Resolution 5		
Resolution 6		
Waiver of Pre-emption rights (Resolution 7)		
Resolution 7		
Authority to Directors to issue and allot unissued Authorised Share Capital (Resolution 8)		
Resolution 8		
Share Option Scheme - Allotment of Shares to Officers and Employees (Resolution 9)		
Resolution 9		
Changes to the Articles of Association to cater for virtual meetings (Resolutions 10, 11, 12, 13 & 14)		
Resolution 10		

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EXTRAORDINARY RESOLUTIONS	For	Against
Resolution 11		
Resolution 12		
Resolution 13		
Resolution 14		
Other changes to the Articles of Association (Resolutions 15, 16, 17 & 18)		
Resolution 15		
Resolution 16		
Resolution 17		
Resolution 18		

Signature/s

Date

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, 4 December 2020.

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.

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Purpose of Proxy

Due to the current Coronavirus pandemic and the restriction on travel, public gathering and social distancing, the shareholder is strongly advised to appoint the Chairman of the Company as her/his/its 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 join 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 join 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 join the Meeting provided that: (a) Irrespective of whether both the husband and the wife join the Meeting, 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 by using a mark/cross under either the 'For' or 'Against' columns.

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 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.

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DATA PRIVACY STATEMENT

Privacy is a value which RS2 Software plc, with its registered offices at Fortress Road, Mosta, Malta, (hereinafter referred to as “the Controller”) in its capacity as Data Controller of the personal data provided, recognizes and respects. In accordance with the applicable laws governing data protection, prior to sending us the personal data, please read the following privacy notice, detailing how such data may be used by us.

1. The personal data provided will be processed only for the General Meeting and for any further legal steps which follow such an event, as well as for verifying the eligibility requirements. Where necessary, the personal data provided may also be processed to fulfil the obligations set out in the national and European legislation. Only the following personal data shall be processed and shall be collected directly from the shareholder:
 - a. Name;
 - b. Surname;
 - c. Address;
 - d. MSE registration number; and
 - e. Balance of shares held on Shareholders’ register as of cut-off date.
2. The personal data provided will be processed using paper/electronic means closely related to the above-mentioned purposes and in any case according to the provisions of General Data Protection Regulation (GDPR) (EU) 2016/679.
3. The personal data provided will not be shared with anyone except internal employees who are responsible of organizing the Annual General Meeting.
4. It is entirely at your discretion whether to submit the personal data. However, in the event of failure to provide the necessary data for the proxy, the Controller will not be able to fulfil your right to access, right to rectification and right to be forgotten upon your request.
5. You could exercise at any time the rights granted to you by contacting our Data Protection Officer on dpo@rs2.com or the Office of the Information and Data Protection Commissioner through <https://idpc.org.mt/en/Pages/contact/complaints.aspx>
6. The collected and processed personal information shall be retained by the Controller for a period of 1 year from AGM date, with Voting sheets and Proxy Forms being retained for a period of 1 month from AGM date.