

SUPPLEMENT

dated 30 March 2021 to the Prospectus dated 19 February 2021 issued in respect of an offer of up to 28,571,400 Preference Shares having a nominal value of €0.06 per Preference Share (at an Offer Price of €1.75 per Preference Share) in

RS2 SOFTWARE P.L.C.

*(a public limited liability company registered under the laws of Malta
with company registration number C 25829)*

This Supplement (the “**Supplement**”) to the Prospectus constitutes a supplement to the prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the offer of up to 28,571,400 Preference Shares having a nominal value of €0.06 per Preference Share (at an Offer Price of €1.75 per Preference Share) by RS2 Software p.l.c.

Terms defined in the Prospectus have the same meaning when used in this Supplement. This Supplement has been approved by the Listing Authority, as competent authority under the Prospectus Regulation. The Listing Authority only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Preference Share that are the subject of the Prospectus and investors should make their own assessment as to the suitability of investing in the Preference Shares.

The Issuer has taken all reasonable care to ensure that the information contained in this Supplement, as a supplement to the Prospectus dated 19 February 2021 is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly. Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus is capable of affecting the assessment of securities issued pursuant to the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus (as supplemented at the date hereof) by the Issuer.

Purpose

The Issuer has prepared this Supplement pursuant to Article 23 of the Prospectus Regulation for the purposes of updating the following information in the Prospectus:

- section 4.4 “*Reason for the Offer and Use of Proceeds*” of the Securities Note (Page 99 – 100 of the Prospectus); and
- the definition of the term “Offer Period” (Page 93 of the Prospectus) to reflect an extension from 30 March 2021 to 16 April 2021. Therefore, the dates as summarised in section 7.13 “*Expected Timetable*” of the Securities Note [Page 110 of the Prospectus and as referenced in the Summary (Page 9)] and anywhere else in the document, will be updated to reflect the extension to the Offer Period. The dates, as set out Application Form ‘A’ and Application Form ‘B’, affected by such change, will also be updated accordingly.

Changes to Section 4.4 “Reason for the Offer and Use of Proceeds”

In the last paragraph of section 4.4 of the Securities Note, forming part of the Prospectus, the Company had indicated the following:

“In the event that following the closing of the Offer Period total subscriptions for Preference Shares do not equate to at least 50% of the Offer (amounting to 14,285,700 Preference Shares), no allotment of Preference Shares will be made, the subscription for Preference Shares shall be deemed not to have been accepted by the Issuer and all proceeds received from Applicants shall be refunded accordingly.”

The said paragraph will be replaced with the following:

“In the event that the Offer is not fully subscribed for, the Issuer will proceed with the allotment and listing of the Preference Shares subscribed for.”

Extension of the Offer Period

The Offer Period is being extended until 16 April 2021 and as such, the definition of the term “Offer Period” will now refer to:

“the period between 08:30 hours on 3 March 2021 and 12:00 hours on 16 April 2021 during which Preferred Applicants and the general public may apply for the Preference Shares;”

In view of the change above, the Expected Timetable (the change affecting limitedly events 4 to 9) in section 7.13 of the Securities Note (as referenced in the Summary), shall be replaced with the following:

EVENT	DATE
1. Application Forms mailed to RS2 Ordinary Shareholders	26 February 2021
2. Opening of Offer Period	3 March 2021
3. Intermediaries’ Offer date	17 March 2021
4. Closing of Offer Period	16 April 2021
5. Announcement of basis of acceptance through a company announcement	23 April 2021
6. Refund of unallocated monies, if any	30 April 2021
7. Dispatch of allotment letters	30 April 2021
8. Expected date of admission of the Preference Shares to listing	30 April 2021
9. Expected Date of commencement of trading in the Preference Shares	3 May 2021

Any other reference to the dates above made elsewhere in the Prospectus and the Application Forms are to be construed accordingly.

Right of Withdrawal

In accordance with Article 23(2)(a) of the Prospectus Regulation, as amended by Regulation (EU) 2021/337 of the European Parliament and of the Council of 16 February 2021, investors who subscribed for the Preference Shares before 30 March 2021 are entitled to withdraw their Application within three (3) Business Days following the publication of this Supplement.

The final date of such right of withdrawal is 6 April 2021. No withdrawals will be accepted after such date.

Applicants who wish to avail themselves of the right to withdraw their Application, need to contact their respective Financial Intermediary with which the Application Form has been lodged within the timelines stipulated above.

APPROVED BY THE DIRECTORS



Mr Mario Schembri in his capacity as Director of the Company

and for and on behalf of: Mr Radi Abd El Haj, Dr Robert Tufigno, Mr Franco Azzopardi,
Mr John Elkins, Prof. Raša Karapandža and Mr David Price.