



Annual General Meeting

TUESDAY 19 JUNE 2018

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.

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**

RS2.COM



PART II - VOTING PREFERENCES

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

ORDINARY RESOLUTIONS	For	Against
ACCOUNTS		
AUDITORS		
APPOINTMENT OF DIRECTORS*		
DIVIDEND		
AGGREGATE EMOLUMENTS OF DIRECTORS		

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 Monday, 11 June 2018.

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 less nominations than there are vacancies, no elections will take place and the nominees, namely Mr Mario Schembri, Mr Radi Abd El Haj, Dr Robert Tufigno, Mr Franco Azzopardi, Mr Christopher Wood, Mr John Elkins and Mr Raza Karapandza will be automatically appointed as directors.

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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 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.

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