



RS2 Software plc

COMPANY ANNOUNCEMENT

The following is a Company Announcement issued by RS2 Software p.l.c. (“the Company”) pursuant to the Capital Market Rules as issued by the Malta Financial Services Authority in accordance with the provisions of the Financial Markets Act (Chapter 345 of the Laws of Malta) as they may be amended from time to time.

Quote:

At the meeting held today the 18th October 2022, the Board of Directors of the Company, the Board, pursuant to Articles 114 of the Companies Act and in line with the authorisation agreed to in terms of the Extraordinary Resolution No. 9 taken during Annual General Meeting of 27th June 2022, (hereunder reproduced for ease of reference)

“That the Directors be and are hereby authorised from time to time to allot from the unissued Authorised Share Capital within a period of five years from the date of approval of this resolution, as same may be extended according to law, any of the said unissued authorised share capital, whether Ordinary Shares or Preference Shares, in any amounts and at the time/s and in the manner as the Board of Directors may in its own absolute discretion from time to time determine, but subject to any limitation applicable as a result of any of the other resolutions approved during this general meeting”

resolved to capitalise the sum of one million five hundred and fourteen thousand, six hundred and eighty six Euros (€1,514,686) being part of the amount standing to the credit of the Company’s non-distributable reserves of the share premium account and that such sum be appropriated to the holders of the issued Ordinary Shares and Preference Shares of the Company (equally and without distinction between the two classes of shares and in terms of Clause 7(f)(vi) and Clause 7(f)(ix) of the Memorandum of Association) registered on Friday the 4th November 2022 (“the Record Date”) apply such amount in paying up and allotting in full twenty four million, one hundred twenty one thousand and seventy one (24,121,071) Ordinary Shares and one million, one hundred twenty three thousand and seven hundred (1,123,700) Preference Shares of six cents each (€0.06) in the capital of the Company (ranking *pari passu* in all respects with the existing issued Ordinary Shares and Preference Shares of the Company) to be allotted and issued credited as fully paid up at par to and amongst such holders in the proportion of one (1) new Ordinary Share / Preference Share for every eight (8) Ordinary Shares /Preference 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 “interim Bonus Issue”).

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RS2.COM



Pursuant to the Malta Stock Exchange Bye-Laws, the register as at close of business on Friday 4th November, 2022 will include trades undertaken up to and including Wednesday 2nd November 2022.

Unquote.

A handwritten signature in blue ink, appearing to read 'Ivan Gatt', written in a cursive style.

Dr. Ivan Gatt
Company Secretary
18th October 2022

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