



Annual General Meeting

MONDAY 27 JUNE 2022

Notice to shareholders in terms of Article 35 of the Articles of Association

Resolutions 1 – 4 are proposed as ordinary resolutions and require more than half of the votes cast. Resolutions 5 – 14 are proposed as extraordinary resolutions and require more than seventy-five percent of the votes cast.

Notice is hereby given of the Annual General Meeting of RS2 Software p.l.c. to be held remotely on Monday 27 June at 10.30hrs for the purpose of considering and if thought fit, passing the resolutions hereunder.

ORDINARY RESOLUTIONS (ORDINARY BUSINESS)

1 To approve the accounts

Resolution:

That the Financial Statements for the year ended 31 December 2021 and the Directors' and Auditors' Report thereon be hereby received and approved.

2 To appoint auditors

Resolution:

That the appointment of Deloitte as Auditors, be hereby approved and the Board of Directors be hereby authorised to fix their remuneration.

3 Appointment of Directors

Resolution:

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, Mr. Raša Karapandža and Mr. David Price be automatically appointed as Directors.

ORDINARY RESOLUTION (SPECIAL BUSINESS)

4 Aggregate emoluments of Directors

Resolution:

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 €500,000.

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**RS2 Software p.l.c, RS2 Buildings,
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EXTRAORDINARY RESOLUTIONS (SPECIAL BUSINESS)

Amendments to the Object Clauses of the Memorandum of Association of the Company

Resolutions:

Registered Office

5. To approve that the title of Clause 3 be changed from Registered Office to Registered Office & Electronic Mail Address.
6. To approve that Clause 3 be hereby deleted and replaced by the following:

The registered office of the Company shall be at RS2 Buildings, Fort Road, Mosta, Malta, or any other address in Malta which may be determined from time to time by the Board of Directors. The electronic mail address of the Company shall be info@rs2.com or such other address as may be determined from time to time by the Board of Directors.

Share capital

7. To approve that the Authorised Share Capital of the Company be varied and increased as follows, with the appropriate amendments made to Clause 7(a) of the Memorandum of Association:

That the Authorised Share Capital of the Company be increased from eighteen million Euro (€18,000,000) to twenty-one million six hundred thousand Euro (€21,600,000) and shall be split between eighteen million Euro (€18,000,000) divided into three hundred million (300,000,000) Ordinary Shares of six Euro cents (€0.06) each, and three million six hundred thousand Euro (€3,600,000) divided into sixty million (60,000,000) Preference Shares of six Euro cents (€0.06) each.

8. To approve that pursuant to the resolution proposed in 7 above, Clause 7a) be and is hereby deleted and replaced by the following:

"7. SHARE CAPITAL

- a) That the Authorised Share Capital of the Company is twenty-one million six hundred thousand Euro (€21,600,000) and split between eighteen million Euro (€18,000,000) divided into three hundred million (300,000,000) Ordinary Shares of six Euro cents (€0.06) each, and three million six hundred thousand Euro (€3,600,000) divided into sixty million (60,000,000) Preference Shares of six Euro cents (€0.06) each."

Authority to Directors to issue and allot unissued Authorised Share Capital

9. To approve 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.

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Amendments to the Articles of Association of the Company

Resolutions:

10. To approve that Article 87.2 be and is hereby deleted and replaced by the following:

The Directors shall cause a copy of the profit and loss account and balance sheet, together with any Directors' and Auditors' report attached thereto, to be made available in electronic form on the Company's website or in any such form as the Malta Financial Services Authority may determine from time to time.

11. To approve the deletion of Article 94.1 which reads as follows:

All holders of ordinary shares shall rank "pari passu" upon any distribution of assets in a winding up. The holders of preference shares of the Company shall at all times rank prior to the holders of ordinary shares upon any distribution of assets in a winding up. As between the holders of different issues of preference shares they shall rank in accordance with the relative terms.

12. To approve that pursuant to the approval of resolution 10 above, Article 94.2 be renumbered to Article 94.

13. To approve that wherever "Listing Rules" appears throughout the Articles of Association, be changed to "Capital Markets Rules" to reflect the changes in the Financial Markets Act (Cap 345) as amended by Act No. XLVI of 2021.

14. To approve that wherever "Listing Authority" appears throughout the Articles of Association, be changed to "Malta Financial Services Authority" to reflect the changes in the Financial Markets Act (Cap 345) as amended by Act No. XLVI of 2021.

By Order of the Board,

Ivan Gatt

Company Secretary

26 May 2022

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Notes:

- i. This notice has been mailed to shareholders registered as at Wednesday, 25 May 2022 (Record Date), who are entitled to join and vote at the Annual General Meeting (AGM). Only such shareholders shall be entitled to join and vote at the AGM. Any change to an entry on the Register after the Record Date shall be disregarded in determining the right of any person to join and vote at the AGM.
- ii. For admittance to the remote meeting please follow closely the attached instructions.
- iii. 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.
- iv. 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.
- v. 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.
- vi. When a shareholder is a body corporate, including a company, a partnership, an association of persons, a foundation or other entity, a representative thereof 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 the competent organ of the entity which he/she represents and that the Form of Proxy has been duly received by the Company Secretary by Monday, 13 June. The office of the Company Secretary reserves the right to request evidence of the aforesaid.
- vii. A shareholder who is a minor may be represented at the Meeting by his/her legal Guardian who will be entitled to attend as per attached instructions.

Voting will be carried out according to the attached instructions.

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Voting Instructions

Voting will take place by poll and as per attached instructions.

Voting by placing a mark

Unless voting is done via the appointment of a Proxy in terms of these instructions, voting will take place remotely and according to the attached instructions.

Any resolution not voted for will be treated as an abstention.

Appointment of a Proxy

Every shareholder is entitled to appoint the Chairman as his/her/its proxy (and is being strongly encouraged to do so) to vote on the shareholder's behalf.

A shareholder may appoint a proxy and mark the box authorising the proxy to vote as the appointed proxy wishes. In this case, the shareholder must not put any mark whatsoever in the boxes reserved for voting, as otherwise this voting preference will be treated as superseding the conflicting instruction that the appointed proxy is to vote as he/she/it wishes and the Form of Proxy itself will be registered as a pre-voted proxy.

A shareholder may appoint the Chairman as his/her/its proxy and mark the box specifying how the appointed proxy is to vote. In this case, the shareholder MUST vote for each resolution the shareholder wishes to vote upon. Any resolution not voted on the Form of Proxy will be treated as an abstention and will not be available for the appointed proxy to vote at the Meeting.

Draft Resolutions and Documents

The draft resolutions to be considered and voted upon at the meeting are included as an integral part of this notice. The full unabridged text of any documents submitted to the meeting shall be available at the registered office of the Company and on www.rs2.com.

A copy of this notice together with all documents and information required by Capital Market Rule 12.11 are available at www.rs2.com.

Right to ask questions

Every shareholder shall have the right to ask questions which are pertinent and related to items on the agenda of the Annual General Meeting and to have such questions answered by the Directors or such person as the Directors may delegate for that purpose subject to any reasonable measures that the Company may take to ensure the identification of the shareholder.

If they desire, shareholders may either send the questions in writing either at RS2 Software p.l.c, RS2 Buildings, Fort Road, Mosta MST1859, Malta or to agm@rs2.com by Monday 13 June, or alternatively may ask questions during the meeting as per attached instructions.

The said right shall also be enjoyed by a proxy holder appointed by the shareholder.

We may provide one overall answer to questions having the same content.

Whilst every effort will be made to provide an answer to all questions raised, an answer to a question asked is not required where:

- a) to give an answer would interfere unduly with the preparation for the AGM, involve the disclosure of confidential information or cause prejudice to the business interests of the Company;
- b) the answer has already been given on the Company's website in the form of an answer to a question;
- c) it is not in the interests of good order of the Meeting that the question be answered; or
- d) the Company is unable to provide an immediate reply, provided that such reply is subsequently posted on the Company's website.

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DATA PRIVACY STATEMENT

Privacy is a value which RS2 Software p.l.c., 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 organising 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>.

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.

N.B. All references to a shareholder include a proxy holder appointed by a shareholder.

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