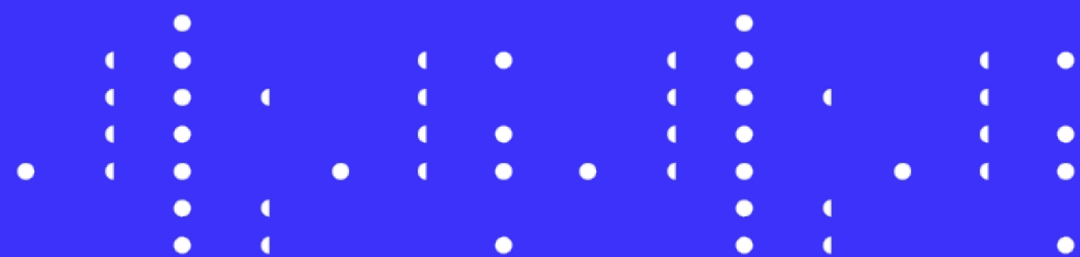


Annual General Meeting

15 June 2023



Agenda

01

RS2 Today

02

Strategy and
Business Update

03

2022 Financial Results

04

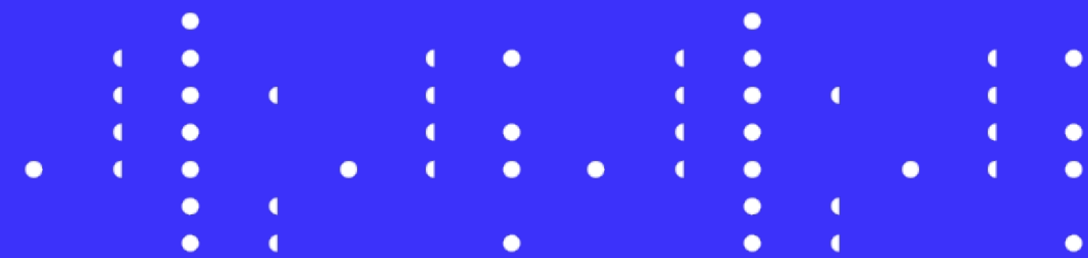
Q & A

05

Resolutions & Voting

01

RS2 Today



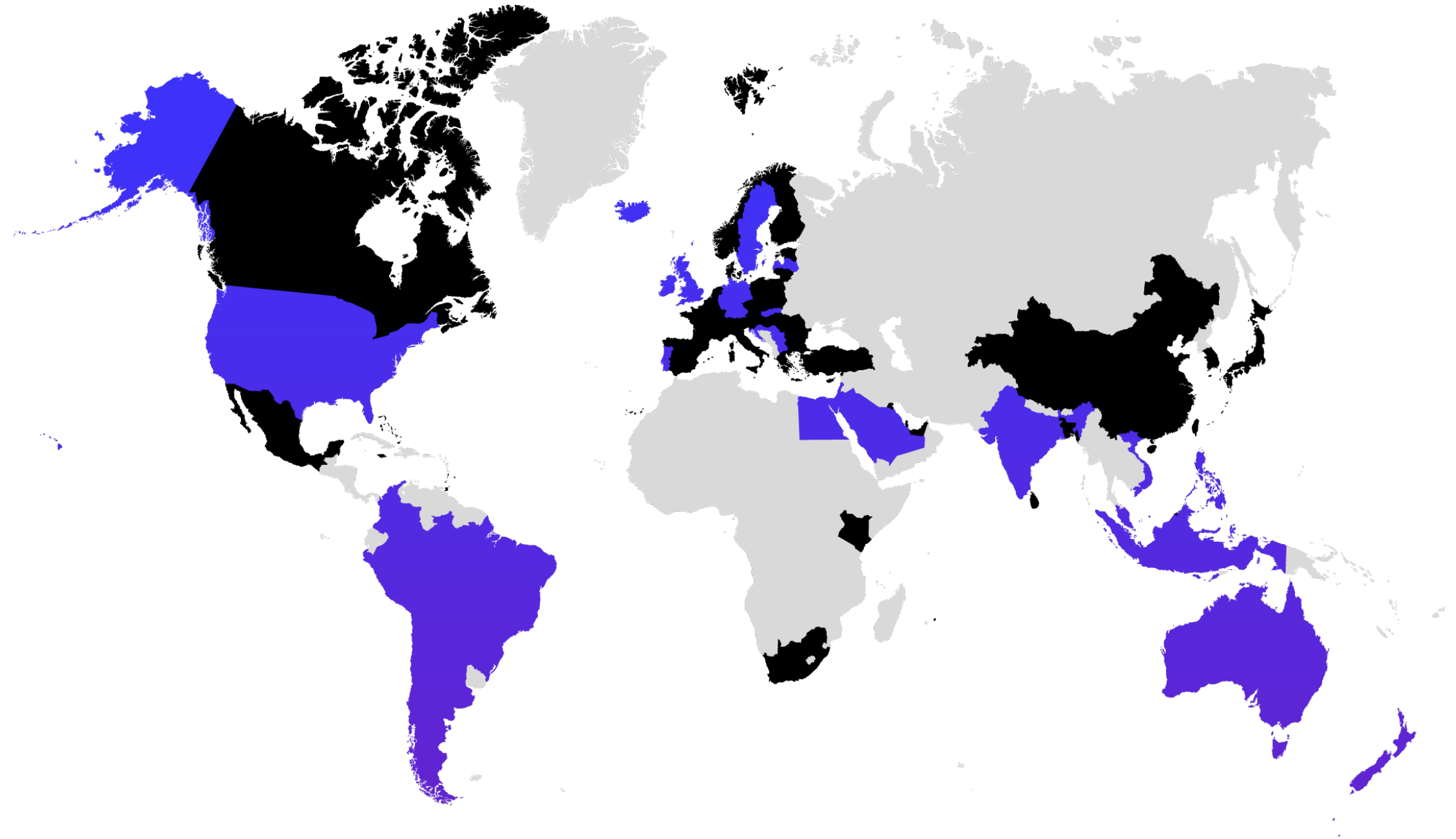
RS2 Today

GROWING INTO A GLOBAL PLAYER

A trusted global payment partner for

- Banks / Financial Institutions
- ISV's, Wholesale ISO's and PayFacs
- Merchants

to reduce complexity and maximise revenue opportunities.



- RS2 Active Markets
- RS2 Interchange Coverage



Active in
33 markets
worldwide



Offices in
6 regions



Interchange
services in
71 markets



200+ payment methods
and wide ranging
payment services

RS2 Today

Processing on BankWORKS

31Bn

Transactions per year

Processing capability

80M

Transactions per hour

Processing capability

8.6K

Authorisations per second



4 of the Top 15

European Acquirers are RS2 clients



40

Financial Institutional Clients

4.1M



Merchants Boarded in 3 Days through our APIs

5 of the Top 20

Global Acquirers are RS2 clients

35



Years Experience

7



Offices

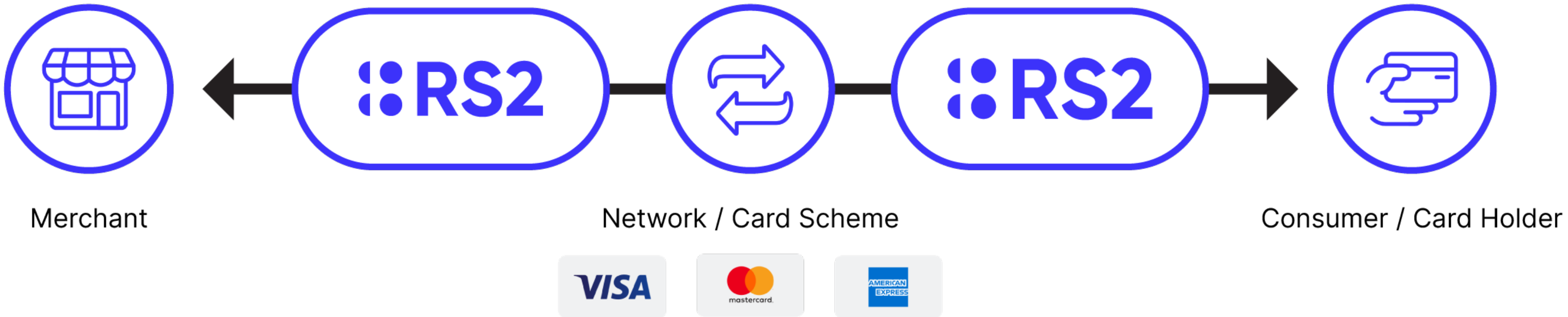
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Employees

The RS2 USP

COVERING THE ENTIRE VALUE CHAIN

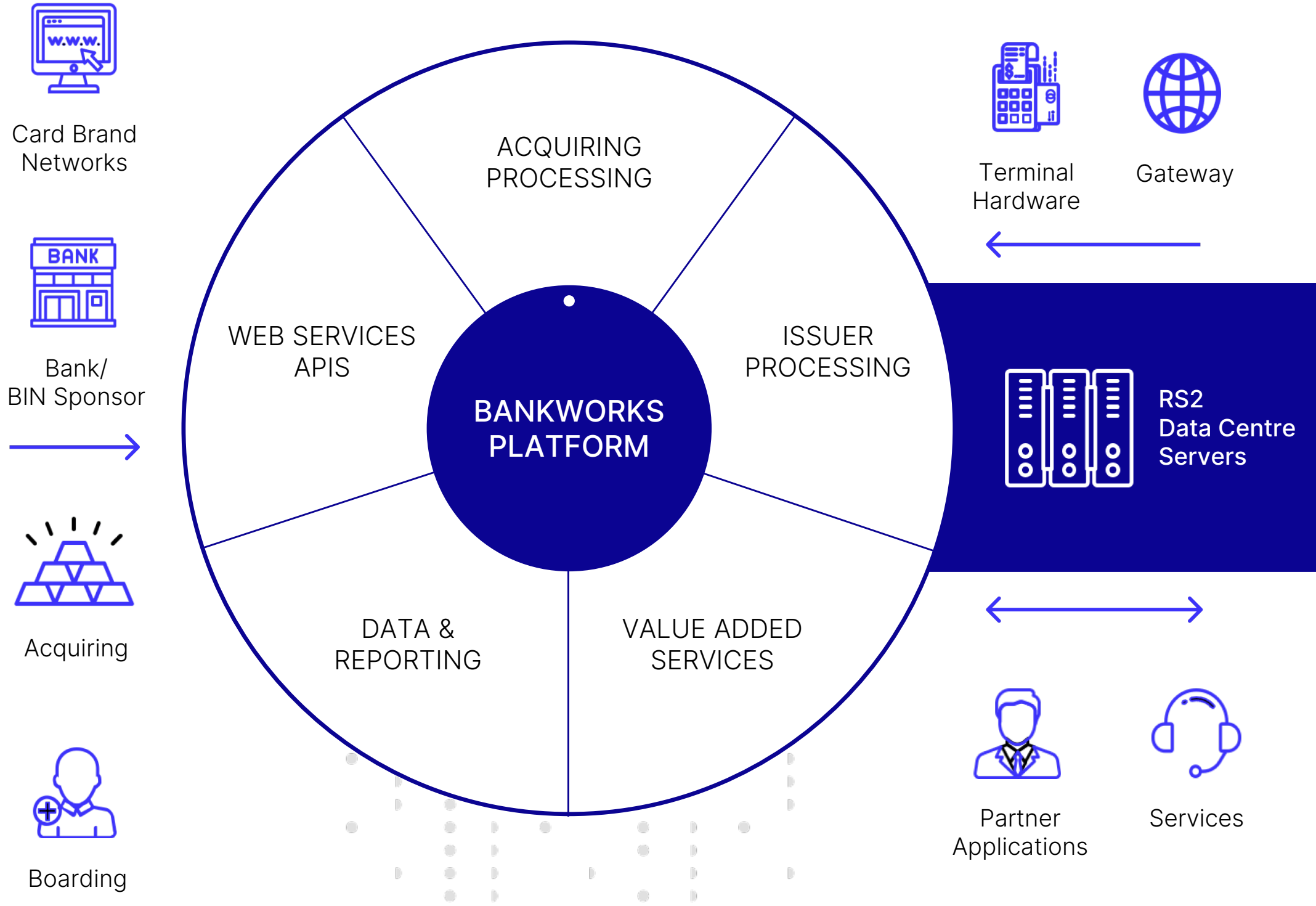


- We harness the power of a **single cloud-native platform**
- We offer a truly **global omni-channel payment services**
- We cover the **entire payments value chain**

Our Single Global Platform

BANKWORKS

- Payments-as-a-Service: single, fully-digital payments platform for merchants
- Enable innovators to disrupt markets by connecting to global payments networks
- Simple integration <4 hours
- Delivered world-wide through existing relationships
- Cloud-native offering with strong APIs - removes need for human engagement











Best-in-class Payment Solutions





WIDE RANGING PAYMENT SERVICES



Acquiring Solutions

 Online Authorization Services	 Interchange Optimization	 Onboarding Services	 Dispute / Chargeback Services
 RS2 Global Connect Multichannel®	 Reconciliation and Settlement Services	 Risk & Fraud Services	 Value Added Services

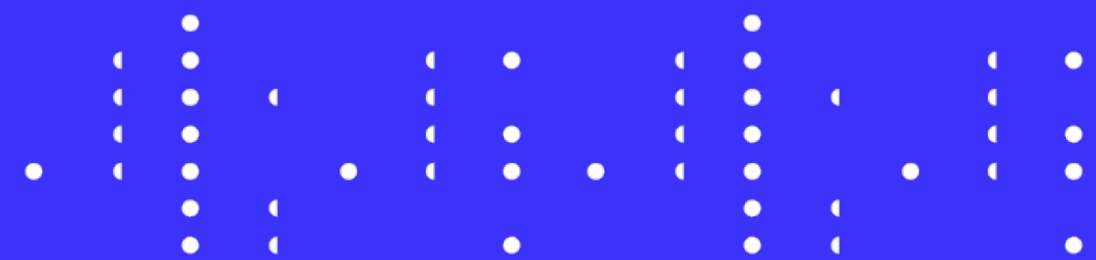
Issuing Solutions

 One Platform for Cards and Services	 Card / PIN Management and Controls	 Processing, Maintenance and Reporting	 Value Added Services
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02

Strategy and Business Update



Strategic Priorities for the Processing Solution Business

BEING EXECUTED AT A STEADY PACE



Growing and expanding Processing Solution Business

 <p>Increasing services offered to existing clients</p>	 <p>Enabling clients to enter into new markets</p>	 <p>Consolidating global business</p>	 <p>Following clients internationally</p>
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Strategic Priorities for the Merchant Solution Business

BEING EXECUTED AT A STEADY PACE



Direct Acquiring and Issuing Services in Europe

 <p>International credit and debit card acquiring services</p>	 <p>Ramping up initially by cross selling</p>	 <p>Higher profit margin compared to processing</p>	 <p>Organic growth and potential acquisitions</p>
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Merchant Solution Business

OFFERING ISSUING AND ACQUIRING PAYMENT SOLUTIONS DIRECTLY TO MERCHANTS

Price

- Simple to understand
- Transparent with no hidden costs
- Competitive and perceived as value
- Calculator allows merchant to understand savings
- Flexible terms

Service

- Contactable over various channels (telephone, email, WhatsApp, web) with real-time response
- Robust online portal with an easy reconciliation dashboard and partner support
- Personal touch

Speed to Market

- Single, digital application process
- Boarding process including credit/risk review within 48 hours
- Next day replacement

Complete Merchant Package

- All payment services included with a single contract
- Integrated Electronic Cash Register

Value Adds

- Wallets
- Prepaid & Gift Cards
- QR Codes
- Paylink

Payment Orchestration

- Global Acquiring
- Omni-channel offering
- Cross-border with a single contract and relationship

New Brand Identity for Merchant Solution Business

AN INDIVIDUAL AND STRONG BRAND INDEPENDENT FROM RS2 BUT PART OF THE RS2 FAMILY



Beyond by RS2 provides complete end-to-end payment services directly to Merchants in Europe, including







- Payment Network Services
- Payment Acceptance
- POS Devices
- eCommerce Solutions
- Digital Wallets
- Merchant Loyalty Programs

Antoine Cutajar – New Group Chief Technology Officer

AN INTRODUCTION

Antoine joined RS2 in 2003, and has since served in multiple roles within the technology team. He has been involved in a number of transformation projects, and led multiple software development initiatives from R&D phase up to successful deployment of strategic projects across the globe. In 2016 Antoine was entrusted to head the Technical Unit, and in 2023 appointed Chief Technology Officer for the Group.



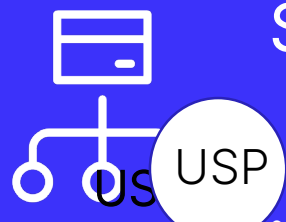



-  2003
UI Software Developer
-  2005
Software Developer Backoffice
-  2007
Software Team Lead
-  2012
R&D Team Lead
-  2016
Head of Technical Unit
-  2023
Chief Technology Officer

Strategic Priorities for the Software Solution Business

BEING EXECUTED AT A STEADY PACE



Relentless Focus on Technology Innovation

 <h3>Sustain Key USP's</h3> <ul style="list-style-type: none">• One Global System• Multi Tenant, Multi-Currency, Multi Language• Business configuration driven	 <h3>Cloud Architecture</h3> <ul style="list-style-type: none">• Build for the Cloud• Cloud native microservice architecture• Resilient, highly available, cost effective	 <h3>Real-time direction</h3> <ul style="list-style-type: none">• Lead growth into real-time space• Orchestration of data• Drive cost saving through real-time opportunities	 <h3>Front-end Drive</h3> <ul style="list-style-type: none">• Micro Front-end UI architecture• User Experience centric solutions• Seamless integration with 3rd party UI – offering centralised customer experience
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03

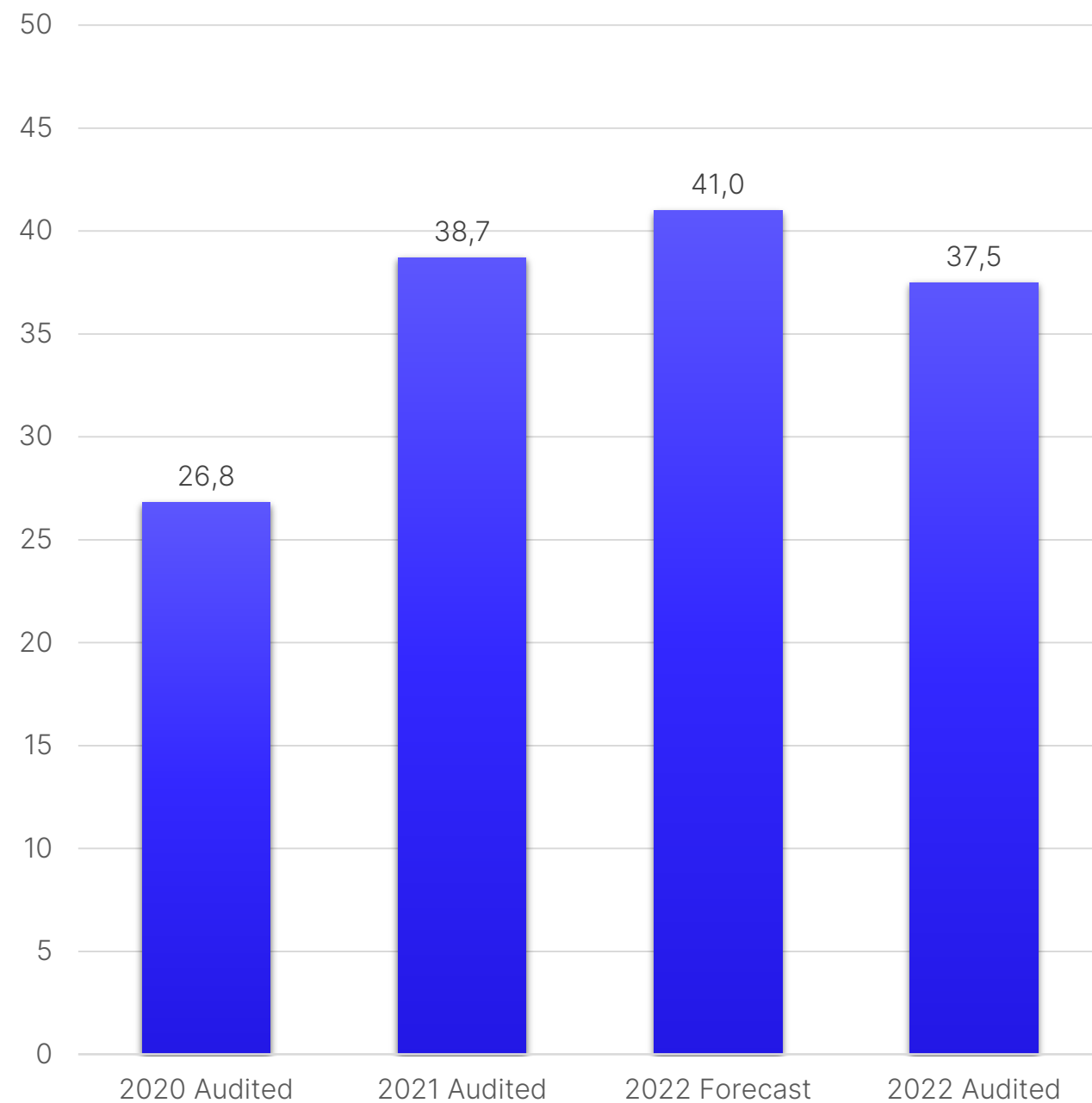
2022 Financial Results



Revenues

KEY FIGURES

Revenues (€M)

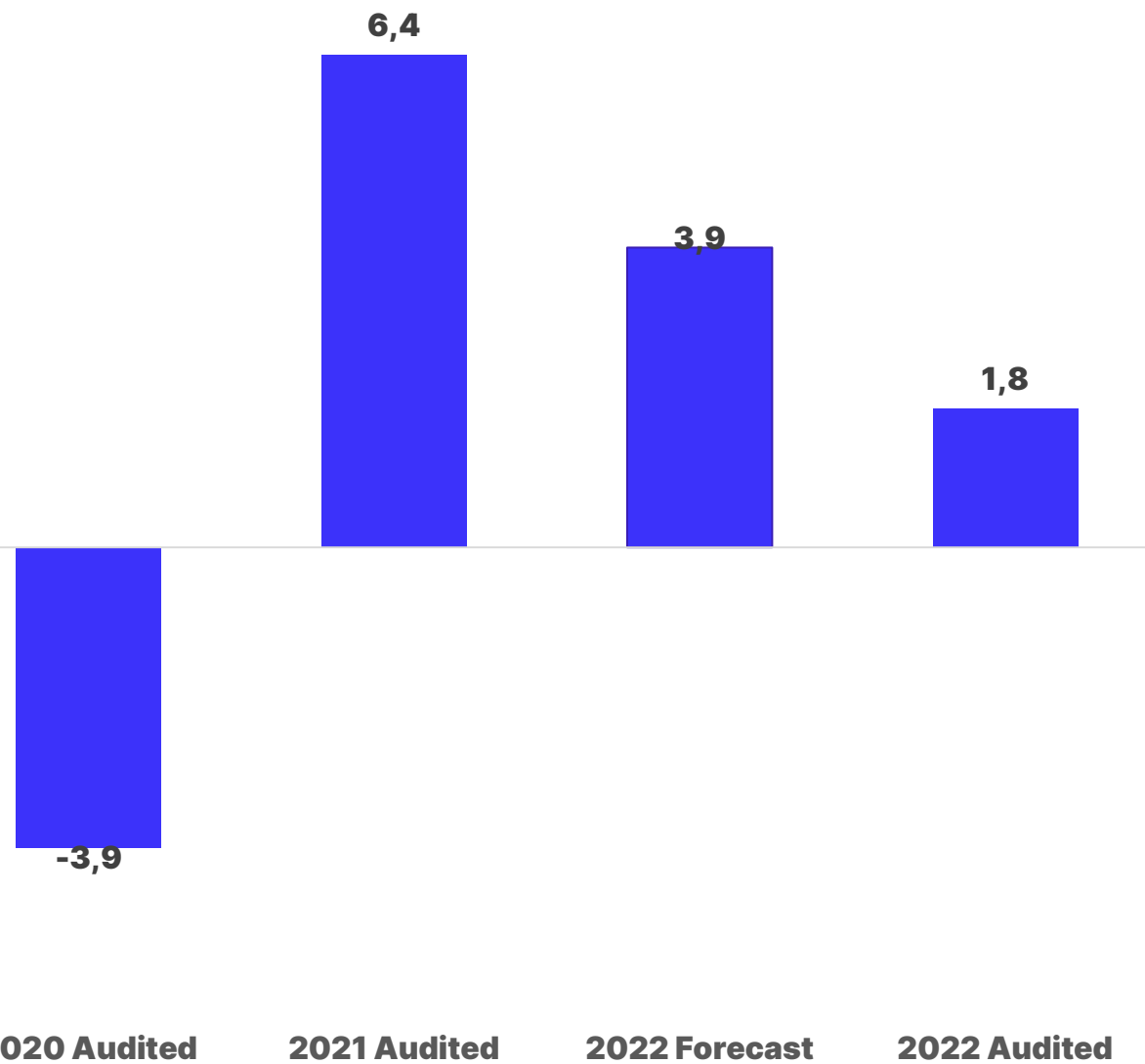


- Revenues during 2022 amounted to €37.5m due to the difficult economic climate following Russia`s invasion of Ukraine.
- Revenues fell short of the projections of €41m published in August 2022.
- The movement of €3.5m is due to banks putting on hold contracted development work.

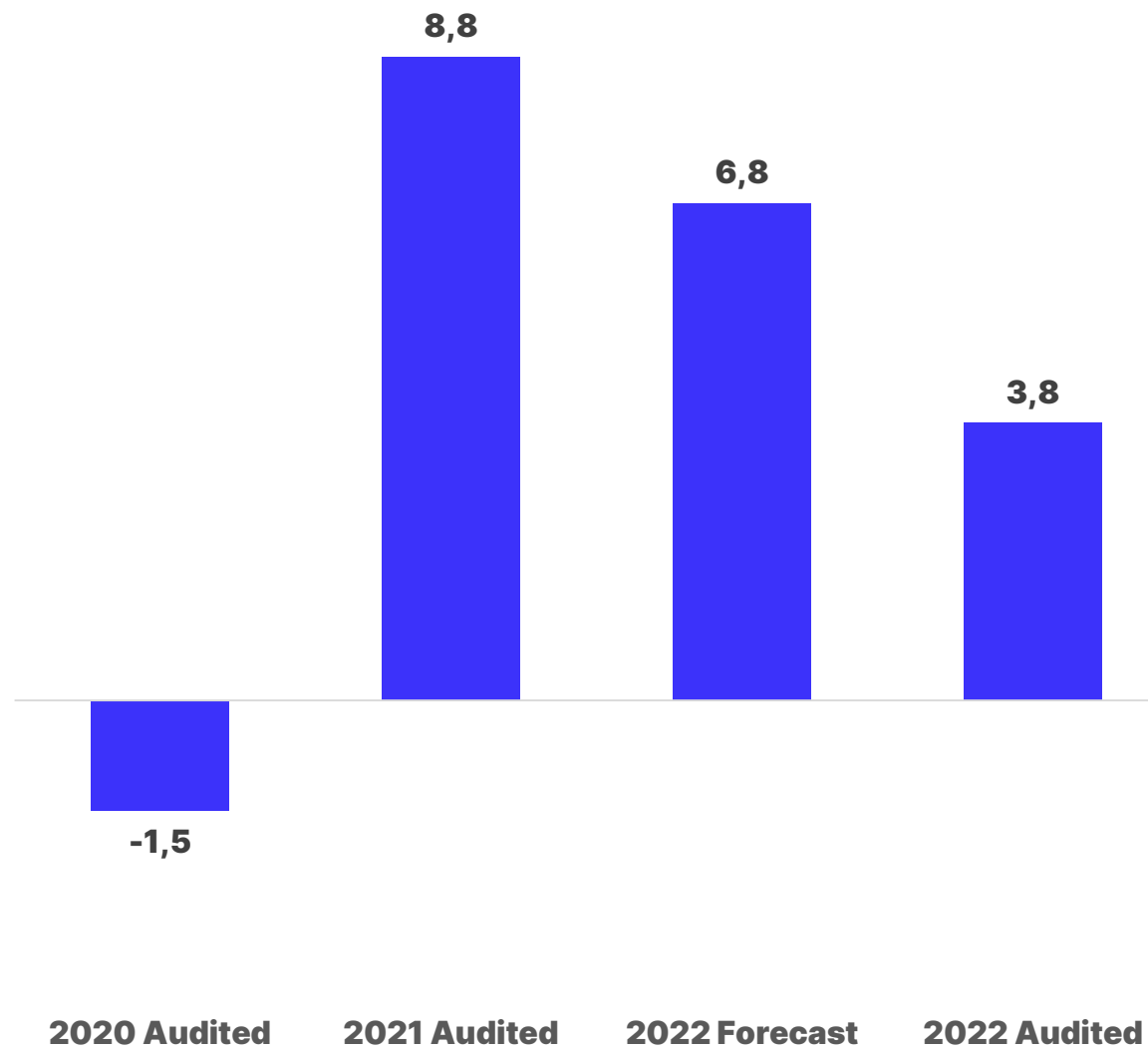
NBIT & EBITDA

KEY FIGURES

NIBT (€M)



EBITDA (€M)



- Movement from forecast mainly driven by a negative variance in revenues
- partly netted off by costs not materialising in line with forecast (mainly being payroll costs, card scheme fees, depreciation & amortisation, professional fees) and declining FX movements in the last quarter

RS2 Group Statements of Profit or Loss

BUSINESS PERFORMANCE

Amounts in €m	Audited	Audited	Audited	Variance
	Dec-20	Dec-21	Dec-22	ACT Dec-22 vs ACT Dec-21
Statements of Profit or Loss for the year ended				
Revenue	26.8	38.7	37.5	(1.2)
Cost of sales	(18.6)	(21.7)	(25.7)	(3.9)
Gross profit	8.2	16.9	11.8	(5.1)
Marketing and promotional expenses	(1.5)	(1.4)	(1.6)	(0.3)
Administrative expenses	(8.3)	(8.5)	(10.3)	(1.9)
Other income	0.1	0.3	2.2	1.8
Other expenses	(1.9)	(0.9)	(0.2)	0.7
Results from operating activities	(3.4)	6.6	1.8	(4.8)
Net finance costs	(0.4)	(0.1)	(0.0)	0.1
(Loss)/Profit before income tax	(3.8)	6.4	1.8	(4.7)
Income tax expense	(2.1)	(3.1)	(2.0)	1.0
(Loss)/Profit for the year	(5.9)	3.4	(0.2)	(3.6)

- Stable top line despite current market conditions
- Decline in Company revenues compensated for by increases in revenues from subsidiaries, in line with Group's strategy of transforming revenue model from licence revenue to managed services and merchant services
- Customers delayed projects or reduced investment. Group's counter measures resulted in a positive ramp up in top line and bottom line in last few months of year
- During 2022, the Group processed over 1.25 billion transactions.

RS2 Group Statements of Financial Position ^{1 of 2}

BUSINESS PERFORMANCE

Amounts in €m	Audited	Audited	Audited	ACT
	Dec-20	Dec-21	Dec-22	Variance Dec-22 vs Dec-21
Assets				
Property, plant and equipment	8.8	9.2	8.2	(1.0)
Right-of-use assets	2.2	2.1	2.3	0.2
Intangible assets and goodwill	12.8	15.7	18.8	3.1
Deferred tax assets	0.2	-	-	-
Loans receivable	0.8	-	-	-
Finance lease receivable	0.1	0.1	0.2	0.1
Total non-current assets	25.0	27.2	29.5	2.3
Trade and other receivables	2.7	6.1	6.4	0.3
Finance lease receivable	0.0	0.1	0.1	0.0
Loans receivable	0.0	0.9	0.2	(0.7)
Prepayments	0.8	1.3	1.3	0.0
Accrued income and contract costs	2.4	3.8	2.1	(1.7)
Inventory	0.0	0.1	0.2	0.1
Cash at bank and in hand	6.8	8.2	3.5	(4.7)
	12.8	20.4	13.8	(6.6)
Non-current asset held-for-sale	0.3	-	-	-
Total current assets	13.1	20.4	13.8	(6.6)
Total assets	38.1	47.6	43.4	(4.2)

- Intangible assets and goodwill have increased due to internally generated software.
- Loans receivable refers to amounts due to RS2 Software plc from ITM (parent company) was settled by way of shares in RS2 Software INC in 2022.
- Trade receivables include amounts outstanding at year-end, the majority of which were settled to date. The Group has a few slow paying debtors but none which are problematic.
- RS2 Group has a positive cash position as at 31 December 2022. Cash at bank and in hand totalled €3.5m for RS2 Group. The o/d facility of €10m is available but not utilised at year end.

RS2 Group Statements of Financial Position ^{2 of 2}

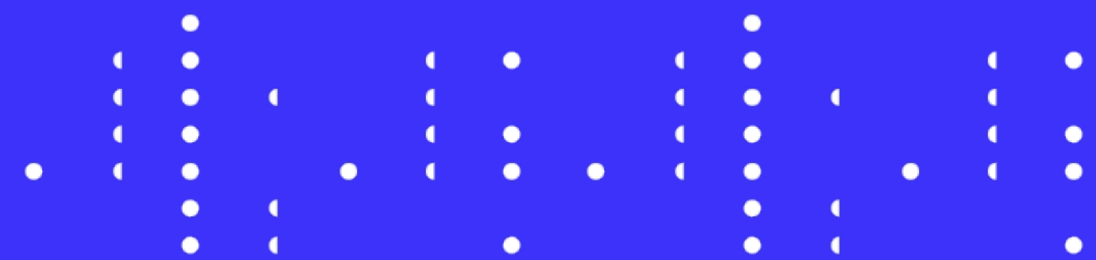
BUSINESS PERFORMANCE

<i>Amounts in €m</i>	Audited Dec-20	Audited Dec-21	Audited Dec-22	ACT Variance Dec-22 vs Dec-21
Equity				
Ordinary Share Capital	11.6	11.6	13.0	1.4
Preference Share Capital	-	0.5	0.6	0.1
Other equity	(0.1)	-	-	-
Reserves	(1.6)	13.1	11.6	(1.5)
Retained earnings	1.8	5.0	2.6	(2.4)
Total equity attributable to equity holders of the Company	11.7	30.2	27.9	(2.3)
Non-controlling interest	(4.6)	(4.8)	(3.7)	1.1
Total equity	7.1	25.4	24.2	(1.2)
Liabilities				
Bank borrowings	1.6	1.1	0.6	(0.5)
Lease liabilities	1.9	1.8	1.9	0.1
Employee benefits	3.8	4.0	3.4	(0.6)
Deferred tax liability	1.5	2.4	3.0	0.6
Total non-current liabilities	8.8	9.2	9.0	(0.2)
Bank borrowings	10.1	0.5	0.5	0.0
Trade and other payables	2.2	1.9	1.1	(0.8)
Lease liabilities	0.3	0.4	0.5	0.1
Current tax payable	2.9	3.3	3.2	(0.1)
Accruals and provisions	3.5	3.9	3.0	(0.9)
Employee benefits	1.4	1.4	0.4	(1.0)
Deferred income	1.9	1.6	1.6	0.0
Total current liabilities	22.2	12.9	10.2	(2.7)
Total liabilities	31.0	22.2	19.2	(3.0)
Total equity and liabilities	38.1	47.6	43.4	(4.2)

- The movement in Share Capital attributable to Bonus Issue
- Bank borrowings of €1.1m comprise the loan taken out to finance the Kalicom acquisition (2021: €1.6m). In 2020, such borrowings also include the overdraft facility of €9.7m, which was fully repaid upon issuance of the preference shares.
- The liability arising from performance-related share-based payment arrangements (cash-settled) of the US subsidiary decreased due to settled buyback of shares of a senior member of management of RS2 INC who left the Group.

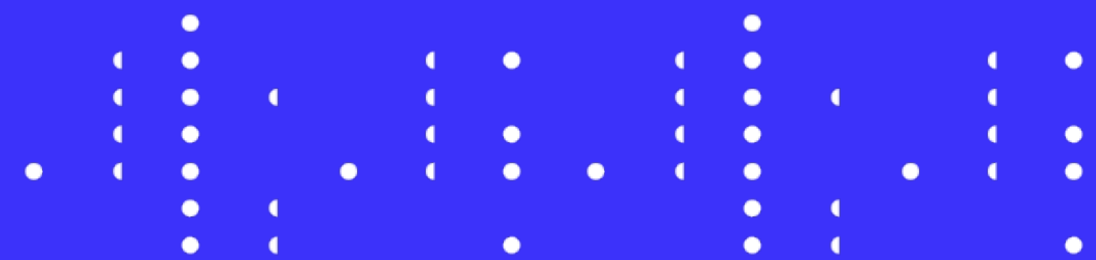
04

Q & A



05

Resolutions & Voting



Ordinary Resolutions

THE FOLLOWING ORDINARY RESOLUTIONS ARE BEING PROPOSED:

1. To Approve the Accounts

That the Financial Statements for the year ended 31 December 2022 and the Directors' and Auditors' Report thereon be hereby received and approved.

Ordinary Business

2. To appoint Auditors

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

Ordinary Business

3. Appointment of Directors

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,
Prof. Raša Karapandža and
Ms. Natalie Strange

be automatically appointed as Directors.

Ordinary Business

4. Aggregate emoluments of Directors

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.

Special Business

Amendments to Clause 1 of the Memorandum of Association

THE FOLLOWING EXTRAORDINARY RESOLUTIONS (SPECIAL BUSINESS) ARE BEING PROPOSED:

5. Name

To approve that the name of the company changes from RS2 Software plc to RS2 plc.

6. Name

Conditional to the approval of Resolution 5, that name of the company RS2 Software plc whereby occurs in the Memorandum and Articles of Association and any other documents of the company be substituted by the new name RS2 plc.

7. Name

Conditional to the approval of Resolution 5 and 6, that the directors of the company are hereby authorized to make all and necessary applications and to carry out all formalities to execute and file all forms and documents that may be necessary to give effect to the foregoing Resolution 5

Thank you

 **RS2**

rs2.com

