



## RS2 Software p.l.c.

### COMPANY ANNOUNCEMENT

The following is a company announcement issued by RS2 Software p.l.c. in compliance with Chapter 5 of the Listing Rules.

#### Quote

At the Annual General Meeting of the Company held today the 20 June 2017, the shareholders considered and approved the following resolutions:

#### Ordinary Resolutions (Ordinary Business)

1. That the Financial Statements for the year ended 31 December 2016 and the Directors' and Auditors' Report thereon be hereby received and approved.
2. That the reappointment of KPMG as Auditors, be hereby approved and the Board of Directors be hereby authorised to fix their remuneration.
3. That in accordance with the provisions of Article 56.4 of the Articles of Association of the Company, since there are less nominations as there are vacancies, no election will take place and that the nominees Mr Mario Schembri, Mr Radi Abd el Haj, Mr Maurice Xuereb, Dr Robert Tufigno, Mr Franco Azzopardi, Mr Christopher Wood, and Mr John Elkins be automatically appointed as Directors.
4. That a net final dividend of €0.01 per Ordinary Share amounting to €1,583,331.87 as recommended by the Directors be hereby approved for payment on Thursday, 22 June 2017.

#### Ordinary Resolutions (Special Business)

5. That, for the purposes 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 €250,000.

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**RS2 Software p.l.c, RS2 Buildings,  
Fort Road, Mosta MST 1859, Malta, Europe**

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## Extraordinary Resolutions (Special Business)

6. That, the authorised share capital of the Company currently consisting of ten million Euro and two Euro cents (€10,000,000.02) and divided into one hundred sixty six million, six hundred and sixty six thousand, six hundred and sixty seven (166,666,667) Ordinary Shares of six Euro cents (€0.06) each be increased to twelve million Euro (€12,000,000) divided into two hundred million (200,000,000) Ordinary Shares of six Euro cents (€0.06) each.
7. That subject to and conditional upon the passing of resolution 6 above, the Directors be and are authorised to capitalise a sum not exceeding seven hundred ninety one thousand, six hundred and sixty six Euro (€791,666) 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 of the Company registered on the 19 May 2017 ("the Record Date") and be generally and unconditionally authorised, pursuant to Articles 85 of the Companies Act, to exercise all powers of the Company to apply such amount in paying up and allotting in full not more than thirteen million, one hundred and ninety four thousand and four hundred and thirty two (13,194,432) ordinary shares of six Euro cents each (€0.06) in the capital of the Company (ranking *pari passu* in all respects with the existing issued ordinary shares of the Company) to be allotted and issued as fully paid up at par to and amongst such holders in the proportion of one (1) new ordinary share of six Euro cents (€0.06) each for every twelve (12) ordinary 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 "Bonus Issue").

## Amendment of the Memorandum of Association

8. That subject to and conditional upon the passing of resolutions 6 and 7 above, Article 7 of the Memorandum of Association of the Company shall be replaced with the following:

### *"7. SHARE CAPITAL*

- (a) The authorised share capital of the Company is twelve million Euro (€12,000,000) divided into two hundred million (200,000,000) Ordinary Shares of six Euro cents each (€0.06).*

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*(b) The issued share capital is of ten million, two hundred ninety one thousand, six hundred and fifty seven Euro and fourteen Euro cents (€10,291,657.14) divided into one hundred seventy one million, five hundred twenty seven thousand, six hundred and nineteen (171,527,619) Ordinary Shares of six Euro cents (€0.06) each.*

*(c) All shares shall rank pari passu.*

*(d) In the event of there being any unissued shares in the capital of the Company, such shares shall be at the disposal of the Board of Directors who, subject to any provision in the Memorandum and Articles of Association, may allot, issue or otherwise deal with or dispose of the same to such persons on such terms and conditions and at such times as the Board of Directors shall think fit."*

Following the Annual General Meeting, the Board of Directors is composed of the following:

- Mr Mario Schembri
- Mr Radi Abd El Haj
- Mr Maurice Xuereb
- Dr. Robert Tufigno
- Mr Franco Azzopardi
- Mr Christopher Wood
- Mr John Elkins

## Unquote

A handwritten signature in black ink, appearing to read 'Ivan Gatt', written over a light blue horizontal line.

Dr. Ivan Gatt

Company Secretary

20 June 2017

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