RNS Number : 7089B
RTC Group PLC
23 April 2026

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RTC Group Plc
("RTC", "the Company" or "the Group")
Republication Notice of Annual General Meeting

In order to assist shareholders ahead of the forthcoming AGM, the Board is pleased to republish the Notice of AGM which was posted to shareholders on 16 April 2026, together with the Annual Report and Accounts for the year ended 31 December 2025.

Notice of Annual General Meeting

RTC Group Plc incorporated and registered in England and Wales with company number 2558971.

Notice is hereby given that the 2026 Annual General Meeting of RTC Group Plc (the "Company") will be held at The Derby Conference Centre, London Road, Derby, DE24 8UX on 27 May 2026 at 12 noon (the "Meeting") for the following purpose:

To consider, and if thought fit, pass the following resolutions put forward by management which will be proposed in the case of resolutions 1 to 7 as ordinary resolutions and in the case of resolutions 8 and 9 as special resolutions:

Ordinary Business

1. To receive and, if approved, to adopt the Directors' and Auditors' Report and the Financial Statements for the year ended 31 December 2025.
2. To receive and, if approved, to adopt the Remuneration Report for the year ended 31 December 2025.
3. To re-elect AM Pendlebury, a director of the Company, who retires by rotation, as a director of the Company.
4. To appoint Cooper Parry Group Limited as auditor of the Company ("Auditor") to hold office from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company.
5. To authorise the directors to fix the Auditor's remuneration.
6. To declare a final dividend of 5.5p pence per share in respect of the year ended 31 December 2025.

Special Business

7. **THAT** in substitution of all previous authorities to the extent unused, the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £37,663, this authority to expire on 30 June 2027 or the conclusion of the annual general meeting of the Company to be held in 2027 (whichever is earlier), unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the directors may allot shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

8. **THAT,** subject to the passing of Resolution 7 above, the directors be and are hereby generally and unconditionally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) and/or transfer equity securities held in treasury wholly for cash pursuant to the authority conferred by Resolution 7 above as if section 561 of the said Act did not apply to any such allotment or transfer of equity securities held in treasury, provided that this power shall be limited to the allotment and/or transfer of equity securities:

a) in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders (excluding any shareholder holding shares as treasury shares) but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, record dates, legal or practical problems arising in, or pursuant to, the laws of any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

b) otherwise than pursuant to paragraph 8(a) above, up to an aggregate nominal amount of £12,554 provided that this power shall expire on 30 June 2027 or the conclusion of the annual general meeting of the Company to be held in 2027 (whichever is earlier), unless previously renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted and/or transferred after such expiry and notwithstanding such expiry and the directors may allot and/or transfer equity securities, in pursuance of such offer or agreement as if this power had not expired.

9. **THAT** the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company provided that:

a) the maximum number of ordinary shares of 1p each in the capital of the Company hereby authorised to be acquired is 1,881,874;

b) the minimum price (exclusive of all expenses) which may be paid for such shares is 1p per share;

c) the maximum price which may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount equal to 105 per cent. of the average of the middle-market prices shown in the quotations for ordinary shares of the Company in the Daily Official List of the London Stock Exchange on the five business days immediately preceding the day on which the share is contracted to be purchased;

d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company following the date upon which this resolution was passed or 30 June 2027 (whichever is earlier); and

e) the Company may contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own shares in pursuant of any such contract.

Shareholder resolutions

Mr David Stredder, a member representing at least 5% of the total voting rights of all members of the Company who have a right to vote on the resolutions at the latest practicable date prior to the publication of this notice, has requested that the Company propose resolutions 10 and 11 set out below (the "Stredder Resolutions") as ordinary resolutions:

10. To elect Paul Hooper as a director of the Company.
11. To elect Gerard Oates as a director of the Company.

In accordance with the Companies Act, by virtue of Mr Stredder's shareholding he is entitled to requisition the Company to include resolutions at its forthcoming AGM. The Company, by abiding by Mr Stredder's instructions, is fulfilling its statutory responsibilities under the Companies Act.

However, the Directors consider the Stredder Resolutions to be contrary to the best interests of the Company's shareholders as a whole and contrary to good governance.

Directors' response to the Stredder Resolutions

The Directors recommend that shareholders vote against the Stredder Resolutions for the following reasons:

The Board has presided over sustained outperformance in the interests of all shareholders:

- The current Board of Directors (the "Board") has demonstrated its continued effectiveness through a sustained period of margin improvement and profit resilience. Gross profit margins have grown consistently from 17.6% in 2023 to 18.7% in 2025, while pre-tax profit has been maintained at record levels despite a challenging operating environment and declining revenues across the wider UK recruitment sector.
- In addition to the above, the Board has further enhanced shareholder value and liquidity through share buy-backs at a significant discount to the market price, net assets have increased and the Company has a robust cash position and no term-debt.
- The Company's performance compares favourably with several of its larger listed peers, some of whom reported significant double-digit declines in gross profit and, in some cases, operating losses during the same period.
- The Board continues to demonstrate its effectiveness through the significant contract awards and extensions announced in recent months.

A balanced Board, including Independent Non-Executive Directors, is essential, hence the current process:

- Given the size of the Company, the Board believes the most efficient board composition should include two independent non-executive directors with relevant experience. To achieve that optimal composition, the Board has been conducting, and is close to concluding, a recruitment campaign to appoint a second independent non-executive director. The Board believes the result will be a highly experienced group of directors, with sector knowledge, broad experience, and a commitment to acting in the interests of all shareholders - not a particular group of shareholders - as its underlying priority.

Mr Stredder's candidates cannot be considered independent, nor do they appear to have relevant experience:

- Mr Stredder's nominees, who are known to him personally, do not, in the Board's opinion, satisfy the requisite experience, independence, or sector knowledge that the Board considers vital in steering this proven and successful company in a highly competitive marketplace.
- Mr Stredder has, on a number of occasions, contacted the Board seeking to influence the Company's strategic direction. Whilst welcoming the input of shareholders the Board is committed to delivering for all shareholders, not just Mr Stredder. The Board believes that non-executive Directors should be independent from any shareholder group so as to be able to exercise their judgement for the benefit of all shareholders and therefore is opposed to the appointment of individuals whom the Board would view as Mr Stredder's proxies.

Cost considerations:

- The appointment of the Stredder nominees would add unnecessary and inappropriate costs to the Company at a time of significant cost pressures, which is counterintuitive to growing shareholder value.

The Directors recommend that shareholders vote against resolutions 10 and 11.

~ Ends ~

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