

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.

By Order of the Board

16 April 2026

Registered Office:
The Derby Conference Centre
London Road, Derby
DE24 8UX

NOTES:

1. Only those members registered on the Company's register of members at:
 - 6.00 p.m. on 22 May 2026; or
 - if this Meeting is adjourned, at 6.00 p.m. on the date which is 48 working hours (not including any non-business days) prior to the time of the adjourned Meeting,

shall be entitled to attend and vote at the Meeting pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001.

2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and on a show of hands or a poll, vote in his/her stead. A proxy need not be a member of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A member of the Company may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member is not entitled to appoint more than one proxy to exercise rights attached to the same share. Please contact the Company's Registrar at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY if you wish to appoint more than one proxy.
4. A proxy form for use in connection with the Meeting accompanies this report and accounts. Additional copies may be obtained from the registered office. The proxy form and any power of attorney under which it is signed must be lodged at the address printed on the proxy form not less than 48 working hours (not including any non-business days) before the time appointed for holding the Meeting. The fact that members may have completed forms of proxy will not prevent them from attending and voting at the Meeting should they afterwards decide to do so.
5. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via <https://www.euroclear.com/about/en/business/Keylegaldocuments.html>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and International Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (Computershare) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. In the case of joint holders, where more than one of the joint-holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
7. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises power over the same share.
8. Copies of the directors' service contracts, copies of letters of appointment between the Company and the Non-Executive Director, and a copy of the Memorandum and Articles may be inspected during usual business hours on any weekday (public holidays excepted) at the registered office of the Company from the date of this Notice of Annual General Meeting until the date of the Meeting.
9. Except as provided above, shareholders who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
 - calling our shareholder helpline on 0370 889 3202.

You may not use any electronic address provided either:

- in this Notice of Annual General Meeting; or
- any related documents (including the chairman's letter and proxy form);

to communicate with the Company for any purposes other than those expressly stated.