

## Corporate governance statement

### Statement by the Chairman on corporate governance

As a Company listed on the AIM market of the London Stock Exchange, RTC Group Plc takes cognisance of the Quoted Companies Alliance Corporate Governance Code "the Code". This report outlines the Company's governance structure and mechanisms and explains any departures from the principles within the Code.

The strategy and business model of the Group are set out in the Strategic Report in the Annual Report. A description of the Board and its committees, together with the Group's systems of internal financial control, is set out below.

### The Board

The Board comprises three executive directors, the chairman and chief executive, the group finance director and the managing director of Ganymede Solutions Limited, together with two independent non-executive directors.

The executive directors are engaged full-time, and the independent non-executive directors are required to spend at least one day per month considering Company matters and attending Board meetings.

### Combined Chairman and Chief Executive role

Given the size of the company, the Board believes that it continues to be both appropriate and cost-effective to combine these roles, as previously agreed with our Nomad and without prejudice to good governance. The Board feel that when compared to other listed recruiters of a similar size the decision has been a significant factor in the Group delivering its standout performance for its shareholders. Further, our Chairman and CEO is both trained and qualified to undertake the combined role having studied at both INSEAD and the Financial Times completing their Non-Executive Diploma course in readiness for taking on the role. The Board will, in the event of any significant change to the Company's size or structure, keep their position on this corporate governance structure under review to ensure it remains in the best interest of all shareholders.

The Group believes that in the Board, there is an appropriate range of skills and experience to ensure the interests of all stakeholders in the Group are fully accommodated, as demonstrated by the following biographies. The Board keep their skill sets up to date through a combination of membership of professional bodies and the associated continuing professional development that must be undertaken to maintain that; executive development training and extensive reading on economic and business matters. The relevant experience of each Board member is detailed below:

### A M Pendlebury, Chairman and Chief Executive

Andy held several senior management positions during his long career with British Aerospace Plc. In 1992 he joined the board of Wynnwith Engineering and was appointed Managing Director in 1995 establishing the business as one of the United Kingdom's fastest growing recruitment businesses. In 2002 Andy joined GKN Plc as interim Managing Director of the Company's in-house recruitment business Engage and guided it through the board's divestment strategy. From 2004 to 2007, as Chief Executive, he engineered a trading turnaround and subsequent sale to the Morson Group of White & Nunn Holdings. He joined the Board of RTC Group Plc as a Non-Executive in July 2007, becoming Group Chief Executive in October 2007 and Chairman in August 2023.

### S L Dye, Group Finance Director

Sarah is a Chartered Accountant who has worked in both the public and private sectors in the UK and overseas. Sarah qualified with BDO LLP before moving to The Post Office Plc and then The Boots Company Plc gaining experience in risk management, internal audit, and commercial finance. In 1998, Sarah joined Allied Domecq Plc as Finance and Planning Manager for Europe. In 2004 Sarah joined Nottingham Trent University where she held several senior finance positions. Sarah spent 5 years in New Zealand with the Office of the Auditor-General, working with central and local government entities and the tertiary sector. In 2011 Sarah joined Staffline Group Plc as Group Financial Controller. Sarah was appointed Group Finance Director of RTC Group in February 2013.

### P S Crompton, Managing Director Ganymede Solutions

Paul is a highly experienced civil engineer with over 25 years of expertise across various industries including transportation, energy, and recruitment. Graduating in 1995, he honed his expertise in engineering and project management through roles at Volker Rail and Bechtel, contributing to the successful delivery of several major projects in the UK, including High Speed 1. Transitioning into the recruitment sector in 2005, Paul initially served as an Operations Director for Vital Rail before assuming the role of Managing Director at Ganymede Solutions Limited, a subsidiary of RTC Group Plc, in 2013.

### **A N Spoliar, Senior Independent Non-Executive Director**

As a self-employed, independent consultant, Nick writes research on a number of listed companies. He is an experienced analyst who has followed a wide range of companies in the London market ranging from large cap to small over the past twenty-plus years and has been involved in numerous IPO's and fundraisings. As an analyst, he has focused primarily on the Support Services/Business Services sectors. He started his career as an analyst at the No. 1 rated Paper/Packaging team at Credit Lyonnais (Laing & Cruickshank) and has worked at firms with mid-Cap credentials such as Panmure Gordon, Bridgewell, Arbuthnot, and Altium. He holds a first-class degree from Oxford University, is a past winner of Starmine prizes, and in 2019 was short-listed for Small-Cap analyst of the Year by the Small Cap Network.

### **A J Kitchingman, Independent Non-Executive Director**

Andrew is a very experienced non-executive director. He is currently Chair of Mpac Group Plc, where he also chairs the Nomination Committee and is a member of the Audit and Remuneration Committees. He is a non-executive director and chair of the Audit Committee at the AIM-quoted companies Andrews Sykes Group plc and London Security plc and is Chair of the British Board of Agrément. Andrew is a Fellow of the Institute of Chartered Accountants in England and Wales and formerly worked in corporate finance at a number of firms, including KPMG, Hill Samuel, Albert E Sharp, Brewin Dolphin and WH Ireland, during which time he worked with and advised both AIM listed and private recruitment businesses.

### **Board matters**

The Board has a schedule of matters specifically reserved for its decision. It is responsible for formulating the Group's corporate strategy, monitoring financial performance, acquisitions, approval of major capital expenditure, treasury, and risk management policies.

Board papers are sent out to all directors in advance of each Board meeting including management accounts and accompanying reports from the executive directors. Annual budgets are approved by the Board. Operational control is delegated by the Board to the executive directors.

The Company Secretary acts as the conduit for all governance related matters and shareholder enquiries and passes them to the Chairman to respond.

### **Corporate culture**

The Board is responsible for ensuring that the corporate culture is consistent with the Company's objectives, strategy and business model as set out in the strategic report. The Board achieves this by ensuring that appropriate policies on behaviour and ethics are in place and signed up to by all employees. Performance is appraised considering not just the achievement of objectives, but the behaviours demonstrated to do so. All managers and the Board lead by example in their behaviour and ethical values demonstrated. The managing directors of each subsidiary present to the Board at least annually on their subsidiary's performance and cultural matters. Periodically employee satisfaction surveys are undertaken to help inform management of the environment employees perceive they are working in.

### **Board performance**

The performance of the Board is measured by the earnings per share. This measure is externally reported twice yearly on the publication of the interim statement and the annual report. The executive directors' performance is also measured in relation to the achievement of specific operational and strategic objectives that support the key performance indicators which are presented in the annual report and the level of profit delivered. A significant proportion of executive director awards are in the form of profit related pay.

### **Succession planning**

The Board believes it is healthy to periodically refresh Board membership and that responsibilities within the Board should change from time to time. The Board has a succession plan in place which include the identification, training and mentoring of existing Board members to take on new responsibilities and for potential future Board members to step up.

### **Company secretary**

All directors have access to the advice of the Company Secretary and the Independent Director and can take external independent advice on certain matters, if necessary, at the Company's expense.

### **Board Committees**

The Board has established two specialist committees (the remuneration committee and the audit committee).

### **Remuneration committee**

The remuneration committee is responsible for determining the contract terms, remuneration and other

benefits for executive directors, including performance-related bonus schemes. The committee comprises A N Spoliar (Senior Independent Non-Executive Director) and A J Kitchingman (Independent Non-Executive Director). It is chaired by A N Spoliar. No members of the remuneration committee are involved in determining their own remuneration.

#### **Audit committee**

The audit committee comprises A J Kitchingman (Independent Non-Executive Director) and A N Spoliar (Senior Independent Non-Executive Director). It is chaired by A J Kitchingman. The committee meets as necessary to monitor the Group's internal control systems and major accounting and audit related issues.

The whole Board considers matters of nomination and succession and thus there is no requirement for a nomination committee.

#### **Engagement with shareholders**

The Board values the views of its shareholders. The directors hold a material interest in the Group which aligns their interests to shareholders. The split of shareholdings at the date of this report was:

<b>Type of shareholder</b>	<b>% Of total issued share capital</b>
Directors	7.10%
Institutional Investors	2.01%
Brokers, individuals and other	90.89%

The AGM is used to communicate with all investors, and they are encouraged to participate. The directors are available to answer questions. Separate resolutions are proposed on each issue so that they can be given proper consideration and there is a formal resolution to approve the Annual Report. Shareholders can also contact the Company Secretary or the Chairman via the Company's website. The Board takes full cognisance of the results of any poll or feedback from shareholders, and the Chairman will respond as appropriate whether by email or by offering a chance to meet with the shareholder to explain the Board's position.

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