

20 May 2026

RTC Group Plc
("RTC", "the Company" or "the Group")
Response to Shareholder Letter

The Company's notice of general meeting contained two resolutions that were proposed by Mr David Stredder, a member representing at least 5% of the total voting rights of all members of the Company. The Board is now required to release the statement set out below from Mr Stredder.

In the Board's opinion this statement contains a number of inaccuracies. However, your directors have no desire to enter into a public spat with a shareholder through a line-by-line rebuttal.

RTC is already a long-term sustainable business due to the strategic choices and management actions of your directors. This is well documented through the Company's total shareholder return which has outperformed both the wider sector and direct comparisons Mr Stredder chooses to compare the Group with.

The Board's focus will remain on delivering for all shareholders by continuing RTC's strong out-performance relative to the wider sector and building on the current record £300m order book that demonstrates the capabilities of the Group Board and the current management structure.

The Board has made its views very clear on the rationale behind its decision to recommend shareholders reject the Stredder resolutions. However, it will of course abide by the decision of shareholders at the AGM and would encourage Mr Stredder to do the same.

~ Ends ~

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About RTC

RTC Group Plc is an AIM listed recruitment business that focuses on white and blue-collar recruitment, providing temporary and permanent labour to a broad range of industries and customers in both domestic and international markets through its geographically defined operating divisions.

UK division

Through its Ganymede and ATA brands the Group provides a wide range of recruitment services to the following sectors in the UK:

- Rail
- Energy and utilities
- Manufacturing and engineering
- Water and environment
- Transportation
- Highways
- Construction

Ganymede specialise in recruiting the best technical and engineering talent and providing complete workforce solutions to help build and maintain infrastructure and transportation for a wide range of UK and international clients. Ganymede is a market leader in providing a diverse range of people solutions to the rail, energy, construction, highways and transportation sectors. With offices strategically located across the country, Ganymede provides its clients with the benefit of a national network of skilled personnel combined with local expertise.

ATA Recruitment provide high-quality technical recruitment solutions to the manufacturing, engineering and technology sectors. Working as an engineering recruitment partner supporting businesses across the UK and Europe, ATA Recruitment has a strong track record of attracting and recruiting the best engineering talent for our clients. ATA's regional offices which are strategically located in Leicester and Leeds each have dedicated market-experts to ensure ATA delivers excellence to both our clients and candidates.

International division

Through its GSS brand the Group works with customers across the globe that are focused on delivering projects in a variety of engineering sectors. GSS has a track record of delivery in some of the world's most hostile locations. Working closely with its customers GSS provides contract and permanent staffing solutions on an international basis, providing key personnel into new projects and supporting ongoing large-scale project staffing needs. GSS typically recruit across a range of disciplines and skills from operators and supervisors, through to senior management level.

The Group headquarters are located at the Derby Conference Centre which also provides office accommodation for its operating divisions in addition to generating rental and conferencing income from space not utilised by the Group.

In accordance with its obligations under the Companies Act the board is obliged to release the statement below from Mr Stredder.

A Case for Improved Corporate Governance at RTC Group plc

To the Shareholders of RTC Group plc ("RTC"),

I am David Stredder, a 5.08% shareholder in RTC. I am writing to you because I believe our company stands at a crossroads. While the underlying business of RTC remains sound and sustainable, I am deeply concerned that the current board structure prioritises the personal interests of directors over those of the shareholders. My goal is not to be disruptive, but to return RTC to being the long-term sustainable business it once was, ensuring that the executive team is appropriately remunerated based on performance and benchmarked against peers.

To this end, I have requested two resolutions for the upcoming **AGM on May 27, 2026**, to elect **Paul Hooper** and **Gerard Oates** as Independent Non-Executive Directors (NEDs).

The Governance Deficit

In the 2025 Annual Report, the Chairman states that the Board has chosen to comply with the Quoted Companies Alliance (QCA) Corporate Governance Code. However, the current structure deviates significantly from these best-practice benchmarks for AIM-listed companies

- **The Joint Chairman/CEO Role:** Since the passing of Bill Douie in July 2023, Andy Pendlebury has acted as both Chairman and CEO. The QCA Code explicitly states these roles should be separate to ensure no single individual has "unfettered powers of decision".
- **Lack of Independence:** There is currently only one independent NED, whereas the QCA Code recommends at least two. Furthermore, the current NED, Nick Spolier, is employed by the company's broker, Zeus Capital, compromising his strict independence.
- **Remuneration Committee Flaws:** The committee currently includes Andy Pendlebury (an Executive). Best practice dictates that this committee should consist exclusively of non-executive directors to ensure objective oversight of executive pay.
- **Lack of Shareholder Engagement:** For several years, the company has failed to hold regular presentations or results meetings, leaving shareholders in the dark regarding strategic direction.
- **Minimal Outreach:** Aside from one very recent "Investor Meet Company" presentation, there has been a total absence of formal forums where investors can query management on performance. It is noted that the recent Investor Meet Company event is an exception to an otherwise poor track record.
- **Market Visibility:** The board's reluctance to provide market guidance or comment on analyst consensus reduces the visibility of RTC shares to potential investors.

The Cost of Poor Oversight

This lack of independent oversight has led to a startling disconnect between performance and pay. As highlighted in the Investors Chronicle "No Free Lunch" article published on May 7, 2026, RTC's governance issues have reached a critical testing point for AIM.

- **Skyrocketing Pay:** Since July 2023, directors' remuneration as a percentage of revenue has increased by **40%**.
- **Peer Comparison:** RTC's director remuneration is **1.81% of revenue**, which is **5.7x the average** (0.32%) of our competitors, including SThree, Hays, and Staffline.

- **Market Cap Metric:** Using Hercules as a close peer, RTC's CEO remuneration (at 3.95% of market cap) and CFO remuneration (at 2.35%) are roughly **double** those of their Hercules counterparts.
- **Transparency:** The annual report fails to detail how bonuses are calculated or what performance hurdles must be met.

Furthermore, the board's reluctance to provide market guidance or comment on analyst consensus reduces the visibility of RTC shares to potential investors, potentially stifling the share price.

The Proposed Solution: Paul Hooper & Gerard Oates

The board may argue that these appointments are "disruptive" or that these candidates are not independent because of their professional relationship with me. I want to tackle this head-on: I have known Paul and Gerard professionally for years and can attest to their independence of mind. In fact I have only physically met Paul 4 times. They are not "proxies" for my shareholding; they are seasoned professionals who understand their fiduciary duties to act in the best interests of all shareholders.

Paul Hooper (Proposed Chairman)

Paul is a highly experienced leader who would be available to step into the role of Chairman, finally separating that role from the CEO.

- **Market-Leading Performance:** As CEO of The Alumasc Group plc, he oversaw exceptional growth. In 2024, Alumasc was the number one performing share in the listed Housing, Building Materials, and Merchants sector (out of approximately 40 companies).
- **Track Record:** Recently retired after 23 years as CEO of The Alumasc Group plc, where he delivered a record 2025 performance and a 6-year UPBT CAGR of 13.6%.
- **Governance Excellence:** Under his leadership, Alumasc won the Corporate Governance Award at the AIM Awards in 2025.
- **Accessibility:** As an independent Chairman, Paul would be accessible to all shareholders outside the executive forum, providing true stewardship.

Gerard Oates (Independent NED)

Gerard brings essential financial rigor and digital transformation expertise to the board.

- **Experience:** A PwC-qualified Chartered Accountant with an extensive background in insolvency and executive leadership (MBO of Arcadia Products plc).
- **Board Roles:** Currently a Board Advisor and NED for multiple firms, specialising in manufacturing, ERP systems and digital strategy.

Board Proposed Independent NED

Furthermore, the Board's proposed post-AGM appointment of Andrew Kitchingham does not solve the governance deficit. Mr. Kitchingham is already the Chairman of two PLCs and a major regulatory body, alongside three other directorships. Under any standard 'overboarding' metric, he is significantly overcommitted. RTC requires a dedicated, independent Chairman who has the time to enact real change, not a 'portfolio director' with limited capacity for oversight.

Conclusion and Action

The Board has recommended that you vote against these appointments, claiming they are unnecessary. However, note that I am not seeking to remove any current directors—only to

strengthen the board with much-needed independence at a time when the company is already holding its AGM.

I urge you to consider the company's financial results and the clear governance deficiencies. Please support me in voting IN FAVOUR of Resolutions 10 and 11.

If you have already voted, you can still change your vote prior to the proxy cut-off date or attend the AGM in person to voice your opinion. I welcome the opportunity to discuss these matters further with any shareholder. Please contact me at david@melloevents.com.

Sincerely,

David Stredder