



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 2022 Annual General Meeting of RTC Group Plc (the “**Company**”) will be held at The Derby Conference Centre, London Road, Derby, DE24 8UX on 1 June 2022 at 12.30pm (the “**Meeting**”) for the following purpose: -

To consider, and if thought fit, pass the following resolutions which will be proposed as to resolutions 1 to 6 as ordinary resolutions and as to resolutions 7 and 8 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 2021.
2. To receive and, if approved, to adopt the Remuneration Report for the year ended 31 December 2021.
3. To re-elect A M Pendlebury, a director of the Company, who retires by rotation, as a director of the Company.
4. To re-appoint BDO LLP as auditors of the Company (“**Auditors**”) from the conclusion of the Meeting in accordance with Section 489 of the Companies Act 2006 (the “**Act**”), until the conclusion of the next Annual General Meeting.
5. To authorise the directors to fix the Auditor’s remuneration.

Special Business

6. 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 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 £43,931, this authority to expire on 30 June 2023 or the conclusion of the Annual General Meeting to be held in 2023 (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.
7. THAT, subject to the passing of Resolution 6 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 6 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 7(a) above, up to an aggregate nominal amount of £14,643, provided that this power shall expire on 30 June 2023 or the conclusion of the Annual General Meeting of the Company to be held in 2023, (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.

8. 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 2,195,091;
 - (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 following the date upon which this resolution was passed or 30 June 2023 (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.

By Order of the Board

27 March 2022

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

IMPORTANT NOTICE RE COVID-19

In light of the COVID-19 outbreak, whilst shareholders may attend the Meeting if they so wish, the Company strongly encourages all shareholders to submit their Form of Proxy, appointing the Chair of the Meeting as proxy rather than attending the Meeting in person. Only the formal business of the Resolutions will be carried out at the Meeting and no update will be provided. The situation regarding COVID-19 is constantly evolving, and the UK Government may announce new restrictions or implement new measures relating to the holding of general meetings during the affected period. Any changes to the Meeting (including any change to the location of the Meeting) will be communicated to shareholders before the Meeting through our website at <https://www.rtcgroupplc.co.uk/> and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

NOTES:

1. Only those members registered on the Company's register of members at:
 - 6.00 p.m. on 30 May 2022; or
 - if this Meeting is adjourned, at 6.00 p.m. on the date which is 48 hours 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. **However, as per the above note, the Company strongly encourages all shareholders to submit their Form of Proxy, appointing the Chair of the Meeting as proxy rather than attending the Meeting in person.**
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. While a shareholder may ordinarily appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder, as above, **when completing your form of proxy, the Company recommends that you only reference the 'Chair of the Annual General Meeting' as your proxy (and do not specifically name any one individual).**
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 hours 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. **However, as per the above note, the Company strongly encourages all shareholders to submit their Form of Proxy, appointing the Chair of the Meeting as proxy rather than attending the Meeting in person.**
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. **As per the note above, due to restrictions on attendance at the Meeting, when registering the appointment of a proxy, the Company recommends that you only reference the 'Chair of the Annual General Meeting' as your proxy.**

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 www.euroclear.com/CREST). 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 Ireland 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. **However, when completing your Form of Proxy, the Company recommends that you only reference the 'Chair of the Annual General Meeting' as your proxy (and do not specifically name any one individual).**
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 existing 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.