

RESOLUTIONS

of

RTC GROUP PLC (the "Company")

(Incorporated in England and Wales with registered number 2558971)

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19/06/2020

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COMPANIES HOUSE

At the **ANNUAL GENERAL MEETING** of the Company duly convened and held at midday at The Derby Conference Centre, London Road, Derby, DE24 8UX on 17 June 2020, the following Resolutions were duly passed. Resolution 6 was passed as an ordinary resolution. Resolutions 7 and 8 were passed as special resolutions.

ORDINARY RESOLUTION

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 2021 or the conclusion of the Annual General Meeting to be held in 2021 (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

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 2021 or the conclusion of the Annual General Meeting of the Company to be held in 2021 (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 2021 (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 pursuance of any such contract.



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CHAIR