Year to 31 March 2023

Section 172 and Corporate Governance

Statements and Reports

THE POWER OF BEING UNDERSTOOD
AUDIT | TAX | CONSULTING

RSM

CONTENTS

RSM UK HOLDINGS LIMITED
SECTION 172(1) STATEMENT 03

RSM UK HOLDINGS LIMITED
CORPORATE GOVERNANCE REPORT 10

RSM UK TAX AND ACCOUNTING LIMITED
SECTION 172(1) STATEMENT 17

RSM UK TAX AND ACCOUNTING LIMITED
CORPORATE GOVERNANCE REPORT 22

RSM UK MANAGEMENT LIMITED
SECTION 172(1) STATEMENT 24

RSM UK HOLDINGS LIMITED

STRATEGIC REPORT SECTION 172(1) STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

SECTION 172(1) STATEMENT

WORK OF THE BOARD

It is the Board's responsibility to ensure that the Directors have acted in good faith, individually and collectively, and in a way that they consider will promote the success of the Company and Group for the benefit of all its stakeholders, specifically, in relation to the matters set out in paragraphs (a) to (f) of Section 172(1) of the Companies Act 2006.

The Board recognises the impact that decisions made today might have on the longer-term success of the Group, particularly during this period of global uncertainty. All key decisions are made after appropriate discussion, engagement and collaboration between the Group's leadership bodies, including the Board, National Leadership Team (NLT) and service line and core function leaders.

All the Board's activities are aligned with our strategic pillars, outlined below.

A

PREMIUM SERVICE

Delivering excellence in every aspect of what we do, to ensure we can provide the right advice and support to help our clients overcome challenges and achieve their ambitions.

B

PREMIUM EMPLOYER

Attracting and retaining talent by equipping them with the skills they need to excel throughout their careers, and creating a work environment where everyone can thrive.

C

MAKING A DIFFERENCE

Having a positive impact on our people, the communities where we operate and our planet for the benefit of people today and generations to come.

SECTION 172(1) STATEMENT (CONTINUED)

NOTABLE ACTIVITIES OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2023

Key Board decisions	Board considerations	Principal stakeholders	Alignment to strategy
Offer to acquire ordinary shares from individual RSM shareholders.	▪ Ability of shareholders to realise their investment ▪ Obtaining 100% ownership by the RSM UK PBT Trustee Limited (PBT) ▪ Long-term security of the business and financial implications for the Group	▪ All	A, B, C
Review of the firm's Governance structures.	▪ Governance, oversight, representation ▪ Transparency and clarity of Board, NLT and other roles ▪ Project Tempest 2 impact on Group structure and key stakeholders ▪ Long-term governance, including the formation of key sub committees (e.g. Nominations and Partner Remuneration Committee ('PRC')) ▪ Transparency of remuneration-setting process	▪ All	A, B, C
Approval of £13.6m contribution advancement to the defined benefit pension scheme in light of liquidity requirements for Liability Driven Investments (LDIs).	▪ Scheme funding position ▪ Scheme investment strategy ▪ Affordability ▪ Scheme member and market expectations	▪ Regulators and Government ▪ People ▪ Pension Scheme	B, C
Approval of the Group's Carbon Reduction Plan.	▪ Climate emergency ▪ Morally the right thing to do ▪ Demands from our people to be more environmentally active ▪ Supply chain pressures to adopt a more proactive environmental stance	▪ Suppliers ▪ Community ▪ Regulators and Government ▪ People ▪ Clients	B, C
Approval of the Group's budget for the year to 31 March 2024 (FY24) and three year financial plans to FY26.	▪ Prior year performance ▪ Opportunities and challenges in the marketplace ▪ Resourcing constraints ▪ Alignment to overall strategy ▪ Investment requirements ▪ Financing arrangements	▪ Clients ▪ Suppliers ▪ Banks ▪ People ▪ Pension Scheme	A, B, C

SECTION 172(1) STATEMENT (CONTINUED)

NOTABLE ACTIVITIES OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2023 (CONTINUED)

Key Board decisions	Board considerations	Principal stakeholders	Alignment to strategy
Approval of the Annual Report and Financial Statements for FY22.	▪ Review and refresh content ▪ Audit Committee and auditor's reports	▪ People	B
Declaration of dividend on ordinary shares of 4.8 pence per share for FY22.	▪ Financial performance ▪ Affordability ▪ Dividend history ▪ Shareholder expectations	▪ Shareholders	B
Consultation on revising the Group's reporting structure to Audit, Tax, Consulting with effect from 1 April 2023.	▪ Strategic business planning ▪ Financial budgeting ▪ Performance monitoring	▪ Clients ▪ People	A, B
Review of principal risks and risk appetite.	▪ Identification, likelihood and impact of risks ▪ Evaluation, ownership and reporting requirements ▪ Risk mitigation measures	▪ All	A, B, C
Review and approval of Group strategy.	▪ Regular Chief Executive Officer (CEO) and Chief Financial Officer (CFO) reporting on progress ▪ Non Executive Director (NED) roadshow	▪ All	A, B, C
Commitment to engage actively with RSM International.	▪ Representation on Board of RSM International ▪ Input into global network strategy ▪ Attendance at and support for key events, working groups and strategy development	▪ All	A, B, C

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS AND THE VALUE WE CREATE FOR THEM

The Board is clear that good governance and effective communication are essential, day-to-day, to deliver our purpose and protect the Group's brand and reputation. They are also vital for positive relationships with our stakeholder community, which includes shareholders, clients, people (partners and employees), suppliers, regulators and the communities in which we work. The Board delegates certain operational and strategic engagement activities to the NLT.

At RSM, we know that to deliver excellence in everything we do, we must build sustainable relationships with our stakeholders through positive, collaborative interactions, based on transparency and respect. We continue to develop better understanding and decision-making processes through ongoing, constructive conversation. Through these connections, we aim to create value for all our stakeholders.

Stakeholders	Areas of interest	How we engage	The value we create
Clients	▪ Value of service ▪ Quality of service	▪ Tailored approach to clients ▪ Data driven industry and economic insight and thought leadership ▪ Client related technical and industry events ▪ Client surveys ▪ Voice of Client reviews	We use the full breadth of our collective knowledge, experience and expertise to help our clients achieve their aims, overcome challenges and grow with confidence.
People	▪ Wellbeing ▪ Learning and development ▪ Reward and recognition ▪ Diversity and inclusion	▪ Firm-wide CEO broadcasts ▪ Engagement surveys including Best Companies ▪ Employee networks ▪ Reverse mentoring of Board members ▪ Local office people updates and wellbeing activities ▪ Technical and personal skills training ▪ 360-degree feedback ▪ Partnership Council ▪ Follow up from NED roadshows with partners concluding in FY23 ▪ Executive Chair meetings with partners	We provide rewarding careers and protect wellbeing in an inclusive environment where employees and partners can develop skills, gain experience and make an impact. Further information regarding our people can be found on pages 30 to 33 (Strategic report, People) of the RSM UK Holdings Limited annual financial report (available at www.rsmuk.com/about-rsm/our-reports/our-financial-reports)
Suppliers	▪ Timely payments ▪ Landlord engagement	▪ Key contact points for major suppliers ▪ The finance team ensures correct and timely payments – for FY23 suppliers were paid on average within 9 days (2022:13 days)	We engage with local and national suppliers to address challenges, drive positive change and support businesses for the wellbeing of the wider economy.

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS AND THE VALUE WE CREATE FOR THEM (CONTINUED)

Stakeholders	Areas of interest	How we engage	The value we create
Community	▪ Social mobility and inclusion ▪ ESG considerations ▪ Charity	▪ 818 trainee positions (school and university) ▪ Volunteering scheme ▪ Active participation in social mobility programmes including 10k Black Interns, Leadership Through Sport and Business, and Access Accountancy ▪ RSM UK Foundation ▪ National and local charitable giving ▪ External trusteeships	We allocate a proportion of the firm's financial and non-financial resources towards making positive societal contributions to the communities in which we operate – locally and nationally. Further information on the Group's corporate responsibility, including the Group's Streamlined Energy and Carbon Report, can be found on pages 34 to 39 (Strategic report, Environment, Community, Charity) of the RSM UK Holdings Limited annual financial report (available at www.rsmuk.com/about-rsm/our-reports/our-financial-reports)
Shareholders	▪ Profitability and growth ▪ Dividends ▪ Operational performance	▪ Dividend payments ▪ Access to Board members ▪ Regular communication from CEO and Executive Chair	Through transparency, and good governance, we continue to build a profitable business, fostering stakeholder trust.
RSM International	▪ Board representation ▪ Global initiatives and methodologies ▪ Network ISQM 1 implementation	▪ One Group director is a member of the RSM International Board ▪ Centre of excellence membership (e.g. involvement in groups such as audit, tax, financial reporting, risk, technology and digital) ▪ Dedicated country practice leads	By working alongside RSM International network member firms, we support globally active clients by providing a high-quality international service.
Regulators and Government	▪ FRC, ICAS, ICAEW, ARGA, HMRC, SRA (Solicitors Regulation Authority)	▪ External quality reviews ▪ Internal quality control teams ▪ Audit Oversight Board (formerly Public Interest Committee) ▪ Audit Firm Transparency Report ▪ Regular liaison with Group's customer compliance manager (CCM) at HMRC ▪ Ongoing dialogue with the Financial Reporting Council (FRC), ICAEW, and ICAS, plus wider regulators ▪ Approval of the Group's tax strategy which can be found at www.rsmuk.com/about-rsm/ourreports/tax-strategy	We adhere to ethical practice and good governance that fosters trust in the profession, business and society. We engage with regulatory stakeholders to ensure we continue to comply and set a standard of excellence within our industry. For FY23 the Group paid taxes to HMRC (including payroll taxes, VAT, corporation tax and partnership tax) of £211.5m (2022: £181.4m).

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS AND THE VALUE WE CREATE FOR THEM (CONTINUED)

Stakeholders	Areas of interest	How we engage	The value we create
Banks and loan note holders	▪ Loans, facilities and covenants ▪ Net cash held and cashflow	▪ Covenant compliance reporting to bank ▪ Loan notes issued to loan note holders	Meeting covenant obligations and repayments as planned.
Pension Schemes	▪ Deficit and detriment recovery funding ▪ Liquidity requirements for LDIs ▪ Acquisition of own shares ▪ Statement of investment principles	▪ Regular communication between Board directors and Trustee Independent Chair ▪ Consultation with RSM and Scheme advisors in relation to key decisions ▪ Agreement of detriment contribution funding plan for acquisition of own shares ▪ Agreement to advance future committed contributions in light of liquidity requirements for LDIs ▪ Joint working group involving Board, NLT and Trustees	We ensure that we meet our obligations to our defined benefit pension scheme and group personal pension plan. We engage with trustees, scheme members and regulators to ensure we comply with the relevant industry standards.

The reputation of the Group is of paramount importance to the Board and is not limited to its operating and financial performance. The firm is committed to delivering its services to the highest possible standards. Throughout our business we are committed to working with policy makers, regulators and standard setters to help develop a profession that we can all trust. The firm's Head of Ethics sits on our Board to ensure regulatory and ethical matters are given the utmost prominence in everything we do.

Our business has evolved over the last three years. Our audit and assurance work remains a core component of our broad offering to clients, which includes tax and consulting services. The audit profession has received much public scrutiny and challenge in recent years.

The Board understands the concerns and expectations of society and the need to evolve and improve the quality of external audit services across the profession. One of our Board members sits on the firm's Audit Oversight Board to provide that crucial link with the public interest and the whole of the business. There continues to be regulatory and political interest in our profession.

Through working collaboratively with the NLT and our wider management teams and core functions, and listening to feedback from the Group's stakeholders, the Board believes that RSM is well positioned to respond and adapt to market changes and increasing uncertainty. This means continuing to deliver to all stakeholders and respond to society's expectations.

RSM UK HOLDINGS LIMITED

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 MARCH 2023

OVERVIEW AND BOARD COMPOSITION

INTRODUCTION TO GOVERNANCE

This is the RSM UK Board's Governance report for the year ended 31 March 2023.

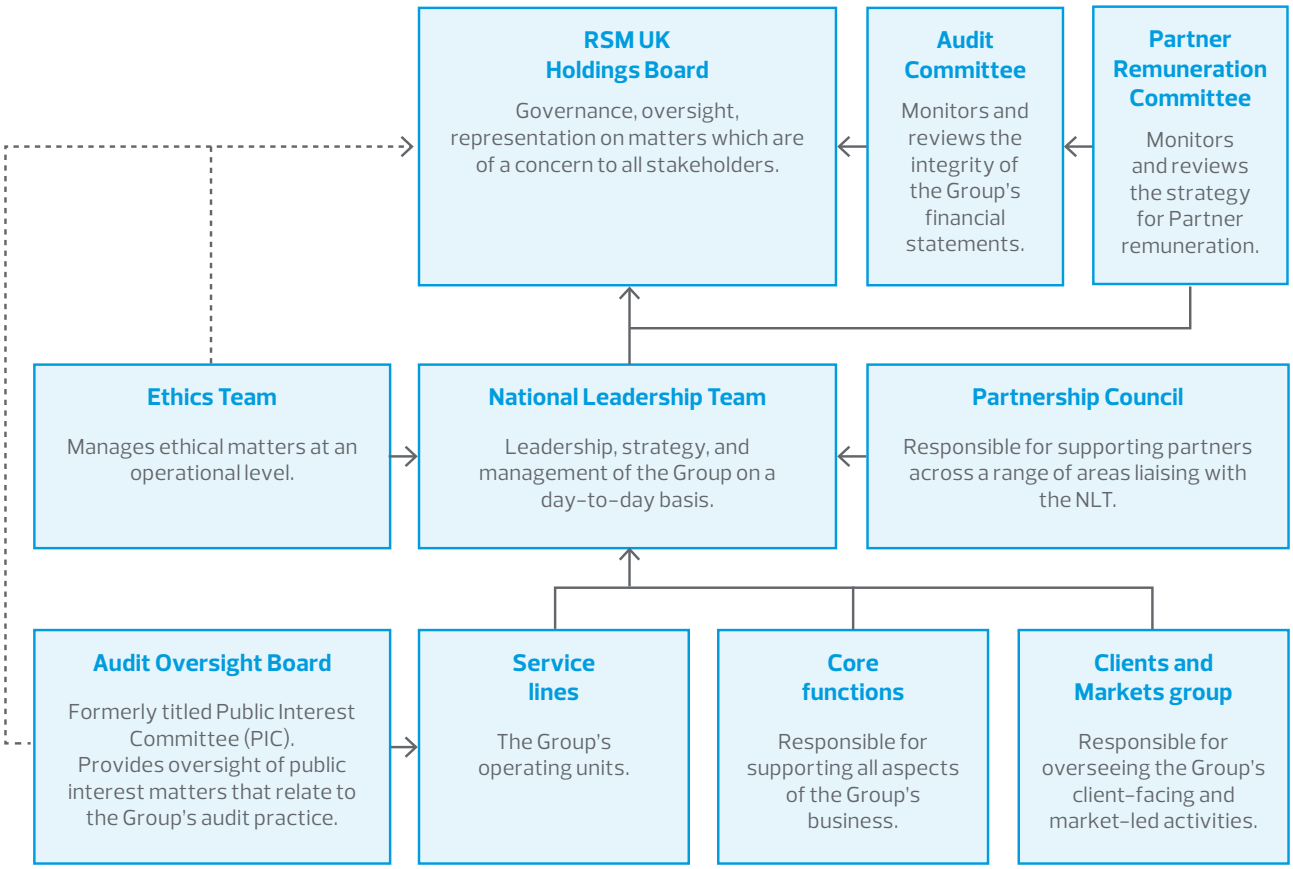
The report sets out our governance framework, the Board's work during the year and our engagement with stakeholders. It confirms our compliance with the provisions of s172 of the Companies Act 2006 and how we have applied the principles set out in the Wates Corporate Governance Principles for Large Private Companies (published by the Financial Reporting Council in 2018).

The Board has considered the annual report and accounts and confirms that in its opinion, taken as a whole, this presents a fair, balanced and understandable assessment of the company, and provides shareholders with information necessary to assess the Group's position, performance and strategy.

In parallel with the successful completion of Project Tempest 2 as referred to in note 34 to the Financial Statements (Post Balance Sheet Event) of the RSM UK Holdings Limited annual financial report (available at www.rsmuk.com/who-we-are/financial-report), the Board has reviewed its approach to the Group's Governance to align with its change in ownership. These governance updates became effective early FY24 and full details will be given in the 2024 Annual Report and Financial Statements of RSM UK Holdings Limited.

BOARD COMPOSITION

The governance and leadership structure of the RSM UK Holdings Limited Group comprises the following:



OVERVIEW AND BOARD COMPOSITION (CONTINUED)

BOARD COMPOSITION (CONTINUED)

The RSM UK Holdings Board consists of our Executive Chair, Chief Executive Officer, Chief Financial Officer, two non-executive directors and representatives from our partner group. The Chief Executive Officer has a four-year term. All other Directors have to retire by rotation and offer themselves for re-election every three years. The Board has a separate Executive Chair and Chief Executive Officer to ensure accountability, an appropriate degree of challenge, and a balanced division of responsibilities.

The Board represents a wide range of the business's key stakeholders, including partners, staff, risk and regulation officers and our international network. This is complemented by non-executive directors who provide an external perspective and challenge the Board on its decision making.

The size and composition of the Board is reviewed annually to assess the appropriateness for the size and complexity of our business. Following the review completed in FY23 the Board has committed to the process of appointing a new Non-Executive Director (NED). A biography for each Director can be found on the Group's website, www.rsmuk.com/about-rsm/meet-our-leadership-team.

The Board is committed to operating as effectively as possible and in line with best practice. The Executive Chair meets individually with Board members monthly. In March 2022 the Board embarked on its first formal evaluation and effectiveness process.

Two key recommendations were identified as part of the review. The first being Board composition, diversity, and succession planning. This framed a review of future Board composition and succession planning that has now been agreed and will be implemented over the next two years.

Secondly, the review also included a skills appraisal, which identified people and digital as being two areas of representation that the Board would look to strengthen as part of its succession planning. The Board is in the process of appointing a third NED in the upcoming financial year with the skills matrix in mind.

The review also included peer review of individual Director performance and followed up with discussions with the Executive Chair. Finally, the review looked at meeting structure and content, resulting in changes being implemented for the 2023 meeting cycle.

The Directors have a duty in accordance with the Companies Act 2006 to disclose any actual or potential conflicts of interest to the Board. All cases are considered by the Board, and if a conflict of interest is identified, the conflicted Director is not permitted to participate in any discussion or vote on the matter unless agreed to by the Board as a whole. A conflict of interest log is maintained.

The Board delegates authority for all day-to-day management of the Group's affairs to the NLT. The NLT includes the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, the Chief Digital Officer, the Head of People and leaders of our three operational business units – Audit, Tax and Consulting.

The Board acknowledges that, whilst much has been achieved, there is still more work to do in relation to diversity in our senior leadership. The Board is committed to developing:

- a more diverse workforce, including at the most senior levels;
- a programme of training for Board members; and
- its members to ensure it is effective and adheres to best practice.

The Board has six full meetings each year, as well asmany ad-hoc meetings to discuss specific matters. In the year ended 31 March 2023, a total of 12 (2022: 19) meetings were held (individual Board attendance is noted on the following page).

OVERVIEW AND BOARD COMPOSITION (CONTINUED)

BOARD COMPOSITION (CONTINUED)

Board and Board sub-committee meeting attendance

Name	Position	Board	Audit Committee
A Baker*	Consulting Partner	–	1/1
R H Donaldson	Chief Executive Officer	12/12	–
R Fleming	Audit Partner	–	4/4
H Freedman**	Shareholder representative	12/12	4/4
R M Hamlin	Non-Executive Director	11/12	4/4
S A Hart	International Partner	12/12	–
V K Kirkhope***	Head of People	6/7	–
K P O'Connor	Executive Chair	12/12	–
D J Punt	Head of Ethics	11/12	–
Z J Rudling	Partner representative	12/12	–
R Stupart ****	Tax Partner	–	2/2
V C Thakrar	Non-Executive Director	10/12	4/4
A J Westbrook	Chief Financial Officer	12/12	–

* Appointed 16 February 2023
** Resigned 31 March 2023
*** Resigned 31 December 2022
**** Resigned 18 August 2022

SUB-COMMITTEES AND SUPPORTING GROUPS

BOARD SUB-COMMITTEES AND SUPPORTING GROUPS

Audit Committee

The Board appoints the members of the Audit Committee and delegates matters to the formally constituted Audit Committee. Management team members may attend committee meetings by invitation only. Those frequently invited include the Chief Financial Officer and a finance representative, who give insight and input.

During the year Ross Stupart, following a three-year term, stepped down as an Audit Committee member and after a formal selection process, was replaced by Andrew Baker. Howard Freedman also stepped down from the Committee to coincide with his retirement from the firm.

The Committee has clearly defined terms of reference which are reviewed annually and are available from the Company Secretary. The primary focus of the Audit Committee is the:

- integrity of the Group's financial statements;
- identification and management of the Group's key risks;
- effectiveness of internal controls;
- performance and independence of the external auditor; and
- Group's compliance with legal and regulatory requirements.

The Board is satisfied that the experience, skills and knowledge of both the Audit Committee Chair and its members allow the Committee to follow the principles of good governance. To support good governance, the Group's Audit Committee regularly reviews its performance and relationship with the external auditor and will periodically retender the Group's statutory audit.

Supporting groups

The Board and NLT are further assisted by supporting groups that provide specialist input and advice. These groups are as follows:

- Ethics Team;
- Partnership Council;
- Service lines;
- Core functions;
- Audit Oversight Board; and
- Client and Markets group.

Details of the roles and responsibilities of these groups are outlined on the Board composition structure chart on page 11. The Audit Oversight Board replaced the Public Interest Committee in January 2023 with no amendment to its previous responsibilities or reporting structure.

HOW THE BOARD OPERATES

The Board and the NLT consider and review the level of financial resilience and liquidity needed to deliver the required business performance over the longer term.

The Directors incorporate external factors in their decision making such as the performance of the professional services industry overall, and current economic, political and market conditions.

The Board delegates authority for day-to-day management of the Group's affairs to the NLT. In addition, certain governance responsibilities are delegated to Board committees which support the Board to carry out its duties. These committees are made up of partners, and non-executives and they assist the Board by providing independent management oversight.

The Board has an agenda of standing items appropriate to the Group's operating and reporting cycles. Items requiring Board approval or endorsement are clearly defined.

Agenda items typically include reviews of strategy, business performance, ESG and consideration of risk (including risk deep dives on specific areas of risk), governance, shareholders and people matters (including diversity and inclusion).

The Board receives regular and timely information on all key aspects of the business. The Board reviews the Group's budget and forecasts and monitors its implementation throughout the year through reports, key performance indicators and other operational and financial performance information.

MATTERS RESERVED FOR THE BOARD

While day to day management is delegated to the NLT, the following matters are reserved for the Board:

- Approving the Group's published financial results and its declaration of dividends;
- Approving material acquisitions and disposals;
- Approving the purchase of its own shares; and
- All matters related to the Company's share capital.

REMUNERATION

The NLT, overseen by the Board, is responsible for setting staff and Partner remuneration that will support the Group's overall strategy and is market appropriate. The Group aims to attract and retain the highest-quality people who can deliver its strategic ambitions in line with its corporate purpose and in the interests of its stakeholders.

Partner remuneration is determined on an annual basis based upon the strategy set by the NLT. The process for all partners is overseen by the NLT working alongside our Service Line Heads and Core Function Leaders and the respective subsidiary LLP management Boards who are responsible for implementing this strategy.

PARTNER REMUNERATION COMMITTEE

During FY23, aligned to Project Tempest 2 and overall governance reforms, the Group moved to partner remuneration being overseen by a sub-committee of the Board called the Partner Remuneration Committee. This body is responsible for oversight of the overall partner remuneration strategy and process led by the NLT. It is also directly responsible for determining the CEO and Executive Chair's remuneration.

INCLUSION

Inclusion is an essential part of our people strategy. This year the Group is voluntarily reporting its ethnicity pay gap alongside the statutory gender pay gap (see below). Both reports are available on our website, www.rsmuk.com. The Group is determined to increase the representation and progression of people from all minority backgrounds, and we continue to identify and remove any barriers.

COMPLIANCE

The Board receives regular updates on the Group's legal and regulatory matters and statutory non-financial requirements, including the:

- Modern Slavery Act;
- Bribery Act 2010; and
- Equality Act 2010 (gender pay reporting).

In adherence with the Acts, the Board has approved the Group's zero-tolerance policies against slavery, human trafficking, bribery and corruption (all available on www.rsmuk.com).

The Board has also considered the data and narrative relevant to the Group's gender and ethnicity pay reporting (GPR). The most recent GPR published can be found on the Group's website, (www.rsmuk.com/who-we-are/diversity-reports).

EFFECTIVENESS OF THE SYSTEM OF INTERNAL CONTROLS

The Board is responsible for the Group's systems of risk management and internal control and for reviewing their effectiveness. The Board is satisfied that the Group's internal control systems are functioning effectively.

It is important to note, however, that systems of risk management and internal control are designed to mitigate and manage, rather than eliminate principal risks. They can, therefore, provide only reasonable, rather than absolute, assurance against:

- the firm not achieving its business objectives; or
- non-compliance with laws, regulations and professional standards.

The same is true of financial controls, which are also designed to mitigate and manage, rather than eliminate, principal risks. They can therefore provide only reasonable, rather than absolute, assurance against making a material misstatement in the RSM UK Holdings Limited financial statements (for example).

WATES CORPORATE GOVERNANCE PRINCIPLES

CORPORATE GOVERNANCE PRINCIPLES

For the year ended 31 March 2023, under the Companies (Miscellaneous Reporting) Regulations 2018, the Company has applied the Wates Corporate Governance Principles for Large Private Companies (published by the Financial Reporting Council in December 2018 and available on the FRC website).

Using the principal headings in the code, the table below outlines how the Company has applied those principles and references other parts of these reports, or the RSM UK Holdings Limited annual financial report (available at www.rsmuk.com/who-we-are/financial-report) which provide more detail.

Principles	Reference
PRINCIPLE 1 **PURPOSE AND LEADERSHIP** An effective Board develops and promotes the purpose of a company, and ensures that its values, strategy and culture align with that purpose.	For further information, please see pages 18 to 19 (Strategic Report, Our strategy) of our annual financial report.
PRINCIPLE 2 **BOARD COMPOSITION** Effective Board composition requires an effective chair and a balance of skills, backgrounds, experience and knowledge, with individual directors having sufficient capacity to make a valuable contribution. The size of a Board should be guided by the scale and complexity of the company.	Please see above section on 'Board composition' and 'Board sub-committees and supporting groups'.
PRINCIPLE 3 **DIRECTORS' RESPONSIBILITIES** The Board and individual directors should have a clear understanding of their accountability and responsibilities. The Board's policies and procedures should support effective decision-making and independent challenge.	Please see above section on 'Board composition' and 'Board sub-committees and supporting groups'.
PRINCIPLE 4 **OPPORTUNITY AND RISK** A Board should promote the long-term sustainable success of the company by identifying opportunities to create and preserve value, and establishing oversight for the identification and mitigation of risks.	For further information, please see pages 50 to 59 (Strategic Report, Risk management and principal risks) of our annual financial report.
PRINCIPLE 5 **REMUNERATION** A Board should promote executive remuneration structures aligned to the long-term sustainable success of a company, taking into account pay and conditions elsewhere in the company.	Please see above section on 'Matters reserved for the Board'
PRINCIPLE 6 **STAKEHOLDER RELATIONSHIPS AND ENGAGEMENT** Directors should foster effective stakeholder relationships aligned to the company's purpose. The Board is responsible for overseeing meaningful engagement with stakeholders, including the workforce, and having regard to their views when taking decisions.	Please see the RSM UK Holdings Limited Section 172 statement, on pages 4 to 9 of this booklet.

The Group's website (www.rsmuk.com) contains further supporting information on the Wates Principles.

RSM UK

TAX AND ACCOUNTING LIMITED

SECTION 172(1) STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

SECTION 172(1) STATEMENT

It is the RSM UK Tax and Accounting Limited (the 'Company') board's (the 'Board's') responsibility to ensure that the Directors have acted in good faith, individually and collectively, and in a way that they consider will promote the success of the Company for the benefit of all its stakeholders, specifically, in relation to the matters set out in paragraphs (a) to (f) of Section 172(1) of the Companies Act 2006.

The Board recognises the impact that decisions made today might have for the longer-term success of the RSM UK Group and Company, particularly during this period of global uncertainty. All key decisions are made after appropriate discussion, engagement and collaboration between the Group's leadership bodies, including the RSM UK Holdings Limited Board, National Leadership Team (NLT) and service line and core function leaders.

NOTABLE ACTIVITIES OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2023

Key Board decisions	Board considerations	Principal stakeholders
Approval of £13.6m contribution advancement to the defined benefit pension scheme in light of liquidity requirements for Liability Driven Investments (LDIs).	• Scheme funding position • Scheme investment strategy • Affordability • Scheme member and market expectations	• Regulators and Government • People • Pension Scheme
Approval of the Group's Carbon Reduction Plan	• Climate emergency • Morally the right thing to do • Demands from our people to be more environmentally active • Supply chain pressures to adopt a more proactive environmental stance	• Suppliers • Community • Regulators and Government • People • Clients
Approval of the Group's budget for the year to 31 March 2024 (FY24) and three year financial plans to FY26.	• Prior year performance • Opportunities and challenges in the marketplace • Resourcing constraints • Alignment to overall strategy • Investment requirements • Financing arrangements	• Clients • Suppliers • Banks • People • Pension Scheme
Review of principal risks and risk appetite	• Identification, likelihood and impact of risks • Evaluation, ownership and reporting requirements • Risk mitigation measures	• All
Review and approval of Group strategy	• Regular CEO and CFO reporting on progress • NED roadshow	• All

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS

The Board is clear that good governance and effective communication are essential, day-to-day, to deliver our purpose and protect the Group's brand and reputation. They are also vital for positive relationships with our stakeholder community, which includes shareholders, clients, people (partners and employees), suppliers, regulators and the communities in which we work.

At RSM, we know that to deliver excellence in everything we do, we must build sustainable relationships with our stakeholders through positive, collaborative interactions, based on transparency and respect. We continue to develop better understanding and decision-making processes through ongoing, constructive conversation. Through these connections, we aim to create value for all our stakeholders.

Stakeholders	Areas of interest	How we engage	The value we create
Clients	▪ Value of service ▪ Quality of service	▪ Tailored approach to clients ▪ Data driven industry and economic insight and thought leadership ▪ Client related technical and industry events ▪ Client surveys ▪ Voice of Client reviews	We use the full breadth of our collective knowledge, experience and expertise to help our clients achieve their aims, overcome challenges and grow with confidence.
People	▪ Wellbeing ▪ Learning and development ▪ Reward and recognition ▪ Diversity and inclusion	▪ Firm-wide CEO broadcasts ▪ Engagement surveys including Best Companies ▪ Employee networks ▪ Reverse mentoring of Board members ▪ Local office people updates and wellbeing activities ▪ Technical and personal skills training ▪ 360-degree feedback ▪ Partnership Council ▪ Follow up from NED roadshows with partners concluding in FY23 ▪ Executive Chair meetings with partners	We provide rewarding careers and protect wellbeing in an inclusive environment where employees and partners can develop skills, gain experience and make an impact.
Suppliers	▪ Timely payments ▪ Landlord engagement	▪ Key contact points for major suppliers ▪ The finance team ensures correct and timely payments – for FY23 suppliers were paid on average within 9 days (2022:13 days)	We engage with local and national suppliers to address challenges, drive positive change and support businesses for the wellbeing of the wider economy.

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS (CONTINUED)

Stakeholders	Areas of interest	How we engage	The value we create
Community	▪ Social mobility and inclusion ▪ ESG considerations ▪ Charity	▪ 818 trainee positions (school and university) ▪ Volunteering scheme ▪ Active participation in social mobility programmes including 10k Black Interns, Leadership Through Sport and Business, and Access Accountancy ▪ RSM UK Foundation ▪ National and local charitable giving ▪ External trusteeships	We allocate a proportion of the firm's financial and non-financial resources towards making positive societal contributions to the communities in which we operate – locally and nationally.
Shareholders	▪ Profitability and growth ▪ Dividends ▪ Operational performance	▪ Dividend payments ▪ Access to Board members ▪ Regular communication from CEO and Executive Chair	Through transparency, and good governance, we continue to build a profitable business, fostering shareholders' trust.
Regulators and Government	▪ FRC, ICAS, ICAEW, HMRC, SRA (Solicitors Regulation Authority)	▪ External quality reviews ▪ Internal quality control teams ▪ Audit Oversight Board (formerly Public Interest Committee) ▪ Audit Firm Transparency Report ▪ Regular liaison with Group's customer compliance manager (CCM) at HMRC ▪ Ongoing dialogue with the Financial Reporting Council (FRC), ICAEW, and ICAS, plus wider regulators ▪ Approval of the Group's tax strategy which can be found at www.rsmuk.com/about-rsm/our-reports/tax-strategy	We adhere to ethical practice and good governance that fosters trust in the profession, business and society. We engage with regulatory stakeholders to ensure we continue to comply and set a standard of excellence within our industry. For FY23 the Group paid taxes to HMRC (including payroll taxes, VAT, corporation tax and partnership tax) of £211.5m (2022: £181.4m).

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS (CONTINUED)

Stakeholders	Areas of interest	How we engage	The value we create
RSM International	▪ Board representation ▪ Global initiatives and methodologies ▪ Network ISQM 1 implementation	▪ One Group director is a member of the RSM International Board ▪ Centre of excellence membership (e.g. involvement in groups such as audit, tax, financial reporting, risk, technology and digital) ▪ Dedicated country practice leads	By working alongside RSM International network member firms, we support globally active clients by providing a high-quality international service.
Banks and loan note holders	▪ Loans, facilities and covenants ▪ Net cash held and cashflow	▪ Covenant compliance reporting to bank ▪ Loan notes issued to loan note holders	Meeting covenant obligations and repayments as planned.
Pension Schemes	▪ Deficit and detriment recovery funding ▪ Liquidity requirements for LDIs ▪ Acquisition of own shares ▪ Statement of investment principles	▪ Regular communication between Board directors and Trustee Independent Chair ▪ Consultation with RSM and Scheme advisors in relation to key decisions ▪ Agreement of detriment contribution funding plan for acquisition of own shares ▪ Agreement to advance future committed contributions in light of liquidity requirements for LDIs ▪ Joint working group involving Board, NLT and Trustees	We ensure that we meet our obligations to our defined benefit pension scheme and group personal pension plan. We engage with trustees, scheme members and regulators to ensure we comply with the relevant industry standards.

Further information on the RSM UK Group's response to section 172(1) can be found in the Section 172 Statement for RSM UK Holdings Limited (on pages 4 to 9 of this booklet) and in the financial statements of the ultimate parent company, RSM UK Holdings Limited (available at www.rsmuk.com/who-we-are/financial-report).

RSM UK

TAX AND ACCOUNTING LIMITED

CORPORATE GOVERNANCE REPORT

FOR THE YEAR ENDED 31 MARCH 2023

GOVERNANCE FRAMEWORK

The RSM UK Tax and Accounting Limited (the 'Company') board (the 'Board') consists of RSM UK Group's Chief Operating Officer (COO) acting as Chair, Chief Financial Officer (CFO), Chief People Officer, and relevant Service Line Heads composed of Partners from within the RSM UK Group with the required skills and experience to bring the appropriate degree of challenge, balance, division of responsibilities and accountability to the Board. The size and composition of the Board is appropriate to the size and complexity of the business.

The Directors delegate authority for the Company's governance compliance to the ultimate parent, RSM UK Holdings Limited. The RSM UK Holdings Limited Board oversees the RSM UK Group's governance framework policies and processes and ensures these are upheld consistently across all Group members and subsidiaries, including RSM UK Tax and Accounting Limited.

For the year ended 31 March 2023, under the Companies (Miscellaneous Reporting) Regulations 2018, the RSM UK Group has applied the Wates Corporate Governance Principles for Large Private Companies (published by the Financial Reporting Council (FRC) in December 2018 and available on the FRC website).

Full details of how the Group has applied the principles are disclosed in the Corporate Governance Report for RSM UK Holdings Limited (on pages 10 to 16 of this booklet) and within the financial statements of the ultimate parent company, RSM UK Holdings Limited (available at www.rsmuk.com/who-we-are/financial-report).

The Group's website (www.rsmuk.com) also contains further supporting information on the Wates Principles.

AUDIT COMMITTEE

The RSM Board delegates matters to the formally constituted Audit Committee. The Committee has clearly defined terms of reference, which are reviewed annually and are available from the Company Secretary.

The primary focus of the Audit Committee is the:

- integrity of the Group's financial statements;
- identification and management of the Group's key risks;
- effectiveness of internal controls;
- performance and independence of the external auditor; and
- Group's compliance with legal and regulatory requirements.

The RSM Board is satisfied that the experience, skills and knowledge of both the Audit Committee Chair and its members allow the Committee to follow the principles of good governance. To support good governance, the Group's Audit Committee regularly reviews its performance and relationship with the external auditor and will periodically retender the Group's statutory audit.

RSM UK

MANAGEMENT LIMITED

SECTION 172(1) STATEMENT

FOR THE YEAR ENDED 31 MARCH 2023

SECTION 172(1) STATEMENT

It is the RSM UK Management Limited (the 'Company') board's (the 'Board's') responsibility to ensure that the Directors have acted in good faith, individually and collectively, and in a way that they consider will promote the success of the Company for the benefit of all its stakeholders, specifically, in relation to the matters set out in paragraphs (a) to (f) of Section 172(1) of the Companies Act 2006.

The Board recognises the impact that decisions made today might have for the longer-term success of the RSM UK Group and Company, particularly during this period of global uncertainty. All key decisions are made after appropriate discussion, engagement and collaboration between the Group's leadership bodies, including the RSM UK Holdings Limited Board, National Leadership Team (NLT) and service line and core function leaders.

NOTABLE ACTIVITIES OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2023

Key Board decisions	Board considerations	Principal stakeholders
Approval of £13.6m contribution advancement to the defined benefit pension scheme in light of liquidity requirements for Liability Driven Investments (LDIs).	▪ Scheme funding position ▪ Scheme investment strategy ▪ Affordability ▪ Scheme member and market expectations	▪ Regulators and Government ▪ People ▪ Pension Scheme
Approval of the Group's Carbon Reduction Plan.	▪ Climate emergency ▪ Morally the right thing to do ▪ Demands from our people to be more environmentally active ▪ Supply chain pressures to adopt a more proactive environmental stance	▪ Suppliers ▪ Community ▪ Regulators and Government ▪ People ▪ Clients
Approval of the Group's budget for the year to 31 March 2024 (FY24) and three year financial plans to FY26.	▪ Prior year performance ▪ Opportunities and challenges in the marketplace ▪ Resourcing constraints ▪ Alignment to overall strategy ▪ Investment requirements ▪ Financing arrangements	▪ Clients ▪ Suppliers ▪ Banks ▪ People ▪ Pension Scheme
Review of principal risks and risk appetite	▪ Identification, likelihood and impact of risks ▪ Evaluation, ownership and reporting requirements ▪ Risk mitigation measures	▪ All
Review and approval of Group strategy	▪ Regular CEO and CFO reporting on progress ▪ NED roadshow	▪ All

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS

The Board is clear that good governance and effective communication are essential, day-to-day, to deliver our purpose and protect the Group's brand and reputation. They are also vital for positive relationships with our stakeholder community, which includes shareholders, clients, people (partners and employees), suppliers, regulators and the communities in which we work.

At RSM, we know that to deliver excellence in everything we do, we must build sustainable relationships with our stakeholders through positive, collaborative interactions, based on transparency and respect. We continue to develop better understanding and decision-making processes through ongoing, constructive conversation. Through these connections, we aim to create value for all our stakeholders.

Stakeholders	Areas of interest	How we engage	The value we create
Clients	▪ Value of service ▪ Quality of service	▪ Tailored approach to clients ▪ Data driven industry and economic insight and thought leadership ▪ Client related technical and industry events ▪ Client surveys ▪ Voice of Client reviews	We use the full breadth of our collective knowledge, experience and expertise to help our clients achieve their aims, overcome challenges and grow with confidence.
People	▪ Wellbeing ▪ Learning and development ▪ Reward and recognition ▪ Diversity and inclusion	▪ Firm-wide CEO broadcasts ▪ Engagement surveys including Best Companies ▪ Employee networks ▪ Reverse mentoring of Board members ▪ Local office people updates and wellbeing activities ▪ Technical and personal skills training ▪ 360-degree feedback ▪ Partnership Council ▪ Follow up from NED roadshows with partners concluding in FY23 ▪ Executive Chair meetings with partners	We provide rewarding careers and protect wellbeing in an inclusive environment where employees and partners can develop skills, gain experience and make an impact.
Suppliers	▪ Timely payments ▪ Landlord engagement	▪ Key contact points for major suppliers ▪ The finance team ensures correct and timely payments – for FY23 suppliers were paid on average within 9 days (2022:13 days)	We engage with local and national suppliers to address challenges, drive positive change and support businesses for the wellbeing of the wider economy.

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS (CONTINUED)

Stakeholders	Areas of interest	How we engage	The value we create
Community	▪ Social mobility and inclusion ▪ ESG considerations ▪ Charity	▪ 818 trainee positions (school and university) ▪ Volunteering scheme ▪ Active participation in social mobility programmes including 10k Black Interns, Leadership Through Sport and Business, and Access Accountancy ▪ RSM UK Foundation ▪ National and local charitable giving ▪ External trusteeships	We allocate a proportion of the firm's financial and non-financial resources towards making positive societal contributions to the communities in which we operate – locally and nationally.
Shareholders	▪ Profitability and growth ▪ Dividends ▪ Operational performance	▪ Dividend payments ▪ Access to Board members ▪ Regular communication from CEO and Executive Chair	Through transparency, and good governance, we continue to build a profitable business, fostering shareholders' trust.
RSM International	▪ Board representation ▪ Global initiatives and methodologies ▪ Network ISQM 1 implementation	▪ One Group director is a member of the RSM International Board ▪ Centre of excellence membership (e.g. involvement in groups such as audit, tax, financial reporting, risk, technology and digital) ▪ Dedicated country practice leads	By working alongside RSM International network member firms, we support globally active clients by providing a high-quality international service.
Regulators and Government	▪ FRC, ICAS, ICAEW, ARGA, HMRC, SRA (Solicitors Regulation Authority)	▪ External quality reviews ▪ Internal quality control teams ▪ Public Interest Committee ▪ Audit Firm Transparency Report ▪ Regular liaison with Group's customer compliance manager (CCM) at HMRC ▪ Ongoing dialogue with the Financial Reporting Council (FRC), ICAEW, and ICAS, plus wider regulators ▪ Approval of the Group's tax strategy which can be found at www.rsmuk.com/about-rsm/our-reports/tax-strategy	We adhere to ethical practice and good governance that fosters trust in the profession, business and society. We engage with regulatory stakeholders to ensure we continue to comply and set a standard of excellence within our industry. For FY23 the Group paid taxes to HMRC (including payroll taxes, VAT, corporation tax and partnership tax) of £211.5m (2022: £181.4m).

SECTION 172(1) STATEMENT (CONTINUED)

HOW THE BOARD ENGAGES WITH KEY STAKEHOLDERS (CONTINUED)

Stakeholders	Areas of interest	How we engage	The value we create
Banks and loan note holders	▪ Loans, facilities and covenants ▪ Net cash held and cashflow	▪ Covenant compliance reporting to bank ▪ Loan notes issued to loan note holders	Meeting covenant obligations and repayments as planned.
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