



MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA

100000

Form of Proxy - Annual General Meeting to be held on 11 July 2024



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 919124

SRN: C00000000000

PIN: 1245



View the Annual Report online: **www.rsgroup.com/investors**

Register at **www.investorcentre.co.uk** - elect for electronic communications & manage your shareholding online!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 9 July 2024 at 12.00 noon.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as their proxy to exercise all or any of their rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise their discretion as to whether, and if so how, they vote (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise their discretion as to whether, and if so how, they vote).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 703 0199 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via a designated voting platform, any such messages must be received by the issuer's agent prior to the specified deadline within the relevant system. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the relevant designated voting platform) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent via a designated voting platform in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 0199 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chair.
Please leave this box blank if you want to select the Chair. Do not insert your own name(s).

*



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I/We hereby appoint the Chair of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of RS Group plc to be held at the offices of Allen Overy Shearman Sterling LLP, One Bishops Square, London, E1 6AD on 11 July 2024 at 12.00 noon, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

☐ Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a black pen. Mark with an X inside the box as shown in this example.



| | | Vote | | | | | Vote | | |
|----------------------|--|--------------------------|--------------------------|--------------------------|---------------------|---|--------------------------|--------------------------|--------------------------|
| Ordinary Resolutions | | For | Against | Withheld | | | For | Against | Withheld |
| 1. | To receive the Company's accounts and the reports of the Directors and the Auditors for the year ended 31 March 2024. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. | To re-elect David Sleath as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | To approve the Directors' Remuneration Report for the year ended 31 March 2024 as set out on pages 99 to 115 of the 2024 Annual Report (excluding the part summarising the Directors' Remuneration Policy on pages 103 and 104). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. | To re-elect Joan Wainwright as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | To declare a final dividend recommended by the Board of Directors of 13.7p per ordinary share for the year ended 31 March 2024. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. | To appoint Deloitte LLP as Auditors of the Company from the conclusion of the AGM. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | To re-elect Alex Baldock as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. | To authorise the Audit Committee to agree the remuneration of the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | To re-elect Louisa Burdett as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. | To provide limited authority to make political donations and to incur political expenditure. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. | To re-elect Rona Fairhead as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 16. | To authorise the Directors power to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. | To re-elect Navneet Kapoor as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Special Resolutions | | | | |
| 8. | To re-elect Bessie Lee as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 17. | Subject to the passing of Resolution 16, to authorise the Directors power to dissapply pre-emption rights for up to 12% of Issued Share Capital. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. | To re-elect Simon Pryce as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 18. | Subject to the passing of Resolution 16, to authorise the Directors power to dissapply pre-emption rights for additional 12% of Issued Share Capital. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. | To elect Kate Ringrose as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 19. | To authorise the Company to make market purchases of its own ordinary shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | | 20. | That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

