**RS Group plc**

**Results of Annual General Meeting**

Following the annual general meeting held today at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY, RS Group plc (the ‘Company’) announces that all resolutions put to shareholders at that meeting were duly passed by the requisite majorities. Resolutions 1 to 19 (inclusive) were passed as ordinary resolutions. Resolutions 20 to 23 (inclusive) were passed as special resolutions. A poll was held on each of the resolutions proposed.

The results of the poll are as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  | **Voted For (including Chair discretion)** | **Votes Against** | **Total Votes Cast (excl. Votes Withheld)** | **Votes Withheld\*** |
| **Resolution** | **Votes** | **% of Votes** | **Votes**  | **% of Votes** |
| 1 | Receive Annual Report and Accounts for 2025 | 412,727,537 | 100.00% | 10,509 | 0.00% | 412,738,046 | 5,903,119 |
| 2 | Approve Directors’ Remuneration Policy | 264,865,666 | 65.63% | 138,733,440 | 34.37% | 403,599,106 | 15,042,059 |
| 3 | Approve Directors’ Remuneration Report for 2025 | 402,826,628 | 97.90% | 8,644,692 | 2.10% | 411,471,320 | 7,169,845 |
| 4 | Approve Final Dividend for 2025 | 418,629,332 | 100.00% | 7,404 | 0.00% | 418,636,736 | 4,429 |
| 5 | Re-elect Alex Baldock | 403,412,514 | 96.37% | 15,203,148 | 3.63% | 418,615,662 | 24,503 |
| 6 | Re-elect Louisa Burdett | 400,167,445 | 95.59% | 18,448,216 | 4.41% | 418,615,661 | 24,503 |
| 7 | To elect Carole Cran | 411,390,362 | 98.28% | 7,214,226 | 1.72% | 418,604,588 | 36,577 |
| 8 | Re-elect Rona Fairhead | 407,607,643 | 97.37% | 11,004,739 | 2.63% | 418,612,382 | 28,782 |
| 9 | Re-elect Bessie Lee | 415,242,899 | 99.19% | 3,382,518 | 0.81% | 418,625,417 | 15,747 |
| 10 | Re-elect Simon Pryce | 418,464,558 | 99.97% | 135,312 | 0.03% | 418,599,870 | 41,295 |
| 11 | Re-elect Kate Ringrose | 417,043,797 | 99.63% | 1,566,084 | 0.37% | 418,609,881 | 31,284 |
| 12 | To elect Miles Roberts | 418,546,866 | 99.98% | 71,624 | 0.02% | 418,618,490 | 22,675 |
| 13 | Re-elect David Sleath | 407,345,063 | 97.31% | 11,275,625 | 2.69% | 418,620,688 | 20,476 |
| 14 | Re-elect Joan Wainwright  | 380,968,142 | 91.01% | 37,646,230 | 8.99% | 418,614,372 | 26,793 |
| 15 | Reappoint Deloitte as Auditor  | 418,605,932 | 100.00% | 20,478 | 0.00% | 418,626,410 | 12,255 |
| 16 | Agree remuneration of the auditor  | 418,616,794 | 100.00% | 13,732 | 0.00% | 418,630,526 | 8,139 |
| 17 | Limited authority to make political donations and to incur political expenditure | 409,658,219 | 97.87% | 8,926,559 | 2.13% | 418,584,778 | 38,739 |
| 18 | Authority to allot shares | 386,534,586 | 92.34% | 32,077,729 | 7.66% | 418,612,315 | 28,850 |
| 19 | Approve Restricted Share Incentive Plan 2025 | 269,259,110 | 67.43% | 130,031,191 | 32.57% | 399,290,301 | 15,052,864 |
| 20 | Authority to disapply pre-emption rights up to 12%  | 388,289,211 | 92.76% | 30,289,544 | 7.24% | 418,578,755 | 62,410 |
| 21 | Authority to disapply pre-emption rights for additional 12%  | 380,543,255 | 90.91% | 38,036,773 | 9.09% | 418,580,028 | 61,137 |
| 22 | Authority to purchase own shares | 418,471,314 | 99.99% | 51,754 | 0.01% | 418,523,068 | 118,097 |
| 23 | Notice Period for General Meetings | 397,655,485 | 94.99% | 20,972,153 | 5.01% | 418,627,638 | 13,527 |

The Board appreciates the support shown by the majority of shareholders for the resolutions at today’s AGM and it notes the outcome of the voting on Resolutions 2 and 19. The Board engaged extensively with c.86% of the shareholder register throughout the development of our remuneration proposals, which are designed to incentivise high performance and long-term shareholder value creation through the industrial cycle. We welcome the support of 65.63% and 67.43% of our shareholders on Resolutions 2 and 19 respectively and remain committed to continuing a constructive and positive dialogue on remuneration issues. An update on that engagement will be published within six months of the AGM, in accordance with the UK Corporate Governance Code.

Notes

The full text of the resolutions, along with the explanatory notes, is set out in the Notice of Meeting, which is available on the Company’s website: rsgroup.com

The total number of shares in issue on Thursday, 17 July 2025 was 474,049,468 ordinary shares in the Company. The Company does not hold any ordinary shares in Treasury. Therefore, the total voting rights in the Company were 474,049,468, and the proportion of the Company’s issued share capital represented by those votes cast is approximately 88.31%.

\*Ordinary shareholders are entitled to one vote per share. A “vote withheld” is not a vote in law and will not be counted in the calculation of the proportion of votes “for” or “against” a resolution, the total votes validly cast or the calculation of the proportion of issued share capital voted.

In accordance with Listing Rule 6.4.2., a copy of the Resolutions relating to Special Business has been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

**Clare Underwood**

**Company Secretary**

**17 July 2025**