

## RS Group plc

### Results of Annual General Meeting

Following the annual general meeting held today at the offices of Allen Overy Shearman Sterling LLP, One Bishops Square, London E1 6AD, 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 16 (inclusive) were passed as ordinary resolutions. Resolutions 17 to 20 (inclusive) were passed as special resolutions. A poll was held on each of the resolutions proposed.

The results of the poll are as follows:

Resolution		Voted For (Incl. Chair's discretion)		Votes Against		Total Votes Cast (excl. Votes Withheld)	Votes Withheld*
		Votes	% of Votes	Votes	% of Votes		
1	Receive Annual Report and Accounts for 2024	420,728,923	100.00%	14,342	0.00%	420,743,265	10,758,247
2	Approve Directors' Remuneration Report for 2024	375,321,797	86.99%	56,138,542	13.01%	431,460,339	41,173
3	Approve Final Dividend for 2024	431,475,467	100.00%	1,451	0.00%	431,476,918	24,594
4	Re-elect Alex Baldock	421,135,712	98.63%	5,861,492	1.37%	426,997,204	4,444,308
5	Re-elect Louisa Burdett	421,169,891	98.63%	5,863,346	1.37%	427,033,237	4,408,275
6	Re-elect Rona Fairhead	413,892,196	99.59%	1,707,215	0.41%	415,599,411	15,842,101
7	Re-elect Navneet Kapoor	431,361,511	99.99%	34,917	0.01%	431,396,428	45,084
8	Re-elect Bessie Lee	431,388,765	99.99%	23,439	0.01%	431,412,204	29,308
9	Re-elect Simon Pryce	431,355,348	99.99%	52,058	0.01%	431,407,406	34,106
10	Elect Kate Ringrose	429,415,060	99.54%	1,996,473	0.46%	431,411,533	29,979
11	Re-elect David Sleath	421,179,562	98.63%	5,861,045	1.37%	427,040,607	4,400,905
12	Re-elect Joan Wainwright	425,508,949	98.64%	5,885,582	1.36%	431,394,531	46,981
13	Reappoint Deloitte as Auditor	431,374,592	99.99%	51,089	0.01%	431,425,681	15,831
14	Agree remuneration of the auditor	431,479,966	100.00%	13,797	0.00%	431,493,763	7,749
15	Limited authority to make political donations and to incur political expenditure	417,248,108	96.71%	14,184,094	3.29%	431,432,202	69,310
16	Authority to allot shares	388,065,167	89.94%	43,416,304	10.06%	431,481,471	20,041
17	Authority to disapply pre-emption rights up to 12%	386,711,751	89.63%	44,749,158	10.37%	431,460,909	40,603
18	Authority to disapply pre-emption rights for additional 12%	373,437,688	86.55%	58,008,198	13.45%	431,445,886	55,725
19	Authority to purchase own shares	427,035,135	98.98%	4,380,238	1.02%	431,415,373	86,139
20	Notice Period for General Meetings	397,045,536	92.02%	34,448,112	7.98%	431,493,648	7,864

The RS Group Board is pleased to note that all resolutions were passed with the requisite majority votes and welcomes the overwhelming support of the Company's shareholders for the majority of the resolutions proposed.

## 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](https://rsgroup.com)

The total number of shares in issue on Thursday, 11 July 2024 was 474,034,527 ordinary shares in the Company. A total of 91.03% of the share capital was voted.

\*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 9.6.2., 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**  
**11 July 2024**

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