

## 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:

Resolution		Voted For (including Chair discretion)		Votes Against		Total Votes Cast (excl. Votes Withheld)	Votes Withheld*
		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 Mles 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 ..	388,289,211	92.76%	30,289,544	7.24%	418,578,755	62,410

	disapply pre-emption rights up to 12%						
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](http://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**

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