

RS Group plc

Results of Annual General Meeting

Following the annual general meeting held today at the offices of Allen & Overy 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 15 (inclusive) were passed as ordinary resolutions. Resolutions 16 to 19 (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 2023	386,474,848	100.00%	4,493	0.00%	386,479,341	5,374,905
2	Approve Directors' Remuneration Report for 2023	233,063,776	61.59%	145,370,019	38.41%	378,433,795	13,417,931
3	Approve Final Dividend for 2023	391,599,224	99.94%	248,644	0.06%	391,847,868	6,378
4	Re-elect Alex Baldock	371,844,233	95.07%	19,278,915	4.93%	391,123,148	731,078
5	Re-elect Louisa Burdett	371,558,557	95.00%	19,564,590	5.00%	391,123,147	731,079
6	Re-elect Rona Fairhead	388,891,633	99.86%	539,548	0.14%	389,431,181	2,423,045
7	Re-elect Navneet Kapoor	391,557,658	99.93%	263,793	0.07%	391,821,451	31,775
8	Re-elect Bessie Lee	391,536,287	99.93%	288,577	0.07%	391,824,864	29,362
9	Re-elect Simon Pryce	391,576,939	99.94%	241,934	0.06%	391,818,873	35,353
10	Re-elect David Sleath	371,588,804	95.01%	19,533,614	4.99%	391,122,418	731,808
11	Re-elect Joan Wainwright	359,090,807	91.75%	32,290,313	8.25%	391,381,120	473,106
12	Reappoint PwC as Auditor	390,742,464	99.73%	1,066,533	0.27%	391,808,997	30,229
13	Agree remuneration of the auditor	391,701,570	99.97%	116,631	0.03%	391,818,201	21,025
14	Limited authority to make political donations and to incur political expenditure	373,888,864	95.43%	17,908,037	4.57%	391,796,901	56,782
15	Authority to allot shares	362,853,596	92.61%	28,962,660	7.39%	391,816,256	37,970
16	Authority to disapply pre-emption rights up to 5%	388,114,045	99.06%	3,686,667	0.94%	391,800,712	53,514
17	Authority to disapply pre-emption rights for additional 5%	378,232,167	96.54%	13,566,176	3.46%	391,798,343	55,883
18	Authority to purchase own shares	391,080,929	99.82%	716,275	0.18%	391,797,204	57,022
19	Notice Period for General Meetings	367,212,213	93.72%	24,620,625	6.28%	391,832,838	21,388

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.

The Board notes the outcome of the shareholder vote on resolution 2 (the Directors' Remuneration Report for 2023). With particular reference to the 2022 Remuneration Policy and its implementation, the Committee has valued the opportunity to engage extensively with shareholders on matters relating to executive remuneration, in order to understand and address their perspectives and any concerns. It intends to maintain this open and transparent dialogue over the coming months and in the future. We recognise that executive pay is a topic which can attract strong and often differing opinions amongst investors and we will therefore continue to seek an approach which is balanced, fair, and supports the delivery of the Company's long-term strategy. In accordance with the UK Corporate Governance Code we will publish an update on further engagement within six months of the date of this AGM.

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, 13 July 2023 was 473,413,515 ordinary shares in the Company. A total of 82.8% 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
13 July 2023

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