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RS GROUP PLC

2025 AGM VOTE OUTCOME UPDATE STATEMENT

RS Group plc (the “Company”) today provides an update in respect of the results of its Annual General Meeting (“AGM”) held on 17 July 2025. At the Company’s AGM, all resolutions were duly passed by poll with the requisite majority. The Board welcomed the overwhelming support of the Company’s shareholders for the majority of the resolutions but noted the outcome on the Directors’ Remuneration Policy (65.63%) (the “Policy”) and the Restricted Share Incentive Plan 2025 (67.43%).

We have remained committed to an open and transparent dialogue with our shareholders on executive pay. In the 2024 Directors’ Remuneration Report, we signalled our intention to work with shareholders to consider the senior executive remuneration structure for the 2025 Policy. The Remuneration Committee’s (the “Committee”) objective was to implement a policy more optimally aligned to our revised strategy and objectives and better reflecting the nature of the markets in which the Group trades, ensuring that the incentive structure allows us to appropriately reward Executive Directors for the delivery of sustainable performance and continued strategic execution through the industrial cycle.

In developing the 2025 Policy and determining the right level of reward, the Committee undertook an extensive multi-phased consultation process engaging with our top 30 shareholders, representing over 86% of the share register, broadening the coverage from previous Policy consultations. The feedback from this engagement was instrumental in shaping the final 2025 Policy.

Since the 2025 AGM, we re-engaged with our largest 30 shareholders to provide a further opportunity for their input. As anticipated given the extensive engagement exercise in advance of the AGM, we received limited follow-up with most responses reiterating support provided in the original engagement.

Based on all these engagements and the feedback received, the Committee has a good understanding of the views of our shareholders and is comfortable that overall, shareholders were supportive of the Policy. However, the Committee acknowledges that a minority of shareholders and some proxy voting agencies were unable to support the Policy, primarily due to the quantum of awards as we transitioned to the hybrid Long Term Incentive Plan structure. The Committee carefully considered the quantum of the awards under this structure, under which the Restricted Share award was subject to a 50% discount in line with investor guidance, and the awards were consistent with the revised FTSE 75-125 comparator group. The quantum of our long-term incentives was significantly reduced from the previous Policy. The CEO’s 2025 award addressed a number of issues as set out in the 2025 Directors’ Remuneration Report and was critical to the Committee’s objective to retain and engage the CEO to continue his exceptional leadership through the next phase of strategic execution, particularly in the face of a competitive market for experienced high-calibre leadership talent.

We would like to thank shareholders that took part in the engagement processes and value the feedback provided. We remain committed to ongoing dialogue with shareholders, stakeholders and proxy voting agencies and we will continue to engage on remuneration and other matters.

For further information on our 2025 Policy please refer [here](#)