

STRATEGIC PROGRESS



BUILDING MOMENTUM

NOTICE OF ANNUAL GENERAL MEETING 2026

Contents

Chairman's letter to shareholders	2
Notice of Annual General Meeting	3
Explanatory notes to the Resolutions	6
Notes to the Annual General Meeting	9
Annual General Meeting arrangements and facilities	11
Appendix 1: Directors' biographies	12

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, it is recommended that you should consult a stockbroker, solicitor, accountant, or other independent professional advisor, authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or, if you reside elsewhere, another appropriately authorised financial advisor.

If you have received a hard copy version of this document and you have recently sold or otherwise transferred all of your shares in RS Group plc, please pass this document together with the accompanying documents (except for any personalised forms) at once to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

CHAIRMAN'S LETTER TO SHAREHOLDERS

28 May 2026

Dear shareholder

I am delighted to provide details of the Annual General Meeting (AGM) of RS Group plc (the Company) which will be held at the offices of Teneo, The Carter Building, 11 Pilgrim Street, London, EC4V 6RN at 12.00pm on Thursday, 16 July 2026. The formal Notice of AGM, together with details of the Resolutions to be put to shareholders, are set out on pages 3 to 5 of this document.

Attending and voting at the AGM

Shareholders are invited to attend the AGM in person. However, whether or not you are able to attend, we encourage shareholders to submit their vote in advance by appointing the Chairman of the meeting to be their proxy to exercise their rights to vote at the AGM, in accordance with their voting instructions.

Please complete the proxy form which is being sent to you with this circular and return it to our Registrars by post, or complete an eproxy online at www.investorcentre.co.uk/epoxy. **To be valid, our Registrars must receive your proxy appointment by 12.00pm on Tuesday, 14 July 2026.** Completing and returning a proxy form or eproxy will not prevent you from attending and voting at the AGM instead of the proxy if you wish. Voting at the AGM will be on a poll and will reflect all proxy instructions duly received. Further information is on pages 9 and 10.

The results of the votes on the proposed Resolutions will be announced through the London Stock Exchange and published on our website as soon as practicable, after the conclusion of the AGM.

Raising questions

Shareholders are welcome to submit questions relating to the business to be conducted at the AGM in the following ways:

- in advance, by email to companysecretary@rsgroup.com, by no later than 12.00pm on Tuesday, 14 July 2026; or
- on the day during attendance at the AGM in person/via a proxy.

The Board will consider all questions received and we will aim to provide answers ahead of or during the AGM or as soon as reasonably practicable thereafter. However, we reserve the right to edit questions or not to respond where we consider it appropriate to do so, taking account of our legal obligations.

Dividend

The Board is recommending for approval at the AGM a final dividend payment of 14.2p per ordinary share in respect of the financial year ended 31 March 2026. The Company will again be offering shareholders a choice of a share alternative to a cash dividend through its Dividend Reinvestment Plan (DRIP). Shareholders can find out more about the DRIP on page 6.

Your Board of Directors

I would like to thank our Board for their support and contribution over the last year. All Directors will be standing for re-election this year.

Individually, each Director brings a broad range of skills and experience to the Board which collectively provide a comprehensive set of expertise. Full biographical details of each Director seeking re-election can be found on pages 12 to 14.

Voting recommendation

The Directors consider that all the Resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board intends to vote in favour of all of the Resolutions in respect of their own holdings and unanimously recommends that you do so as well.

On behalf of the Board, thank you for your continued support of RS Group plc.

Yours sincerely

Rona Fairhead

Chairman
RS Group plc

Registered office: Fifth floor, Two Pancras Square, London, N1C 4AG, United Kingdom

Registered in England and Wales No: 647788

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (AGM) of RS Group plc (the Company) will be held at the offices of Teneo, The Carter Building, 11 Pilgrim Street, London, EC4V 6RN on 16 July 2026 at 12.00pm, to consider and, if thought fit, pass the resolutions (the Resolutions) as set out below.

Resolutions 1 to 16 (inclusive) are proposed as ordinary resolutions. For each of these Resolutions to be passed, more than half the votes cast must be in favour of the Resolution. Resolutions 17 to 20 (inclusive) are proposed as special resolutions. For each of these Resolutions to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

Ordinary resolutions

Annual Report and Accounts

1. To receive the Company's accounts and the reports of the Directors and the Auditors for the year ended 31 March 2026.

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the year ended 31 March 2026 as set out on pages 98 to 117 of the 2026 Annual Report (excluding the summary of the Directors' Remuneration Policy as set out on pages 103 to 106).

Declaration of dividend

3. To declare a final dividend recommended by the Board of Directors of 14.2p per ordinary share for the year ended 31 March 2026 to be paid on 24 July 2026 to all ordinary shareholders who were on the Register of Members on 12 June 2026.

Re-election of Directors

4. To re-elect Alex Baldock as a Director.
5. To re-elect Carole Cran as a Director.
6. To re-elect Rona Fairhead as a Director.
7. To re-elect Bessie Lee as a Director.
8. To re-elect Simon Pryce as a Director.
9. To re-elect Kate Ringrose as a Director.
10. To re-elect Miles Roberts as a Director.
11. To re-elect David Sleath as a Director.
12. To re-elect Joan Wainwright as a Director.

Auditors' re-appointment and remuneration

13. To re-appoint Deloitte LLP (Deloitte) as Auditors of the Company from the conclusion of the AGM.
14. To authorise the Audit Committee to agree the remuneration of the Auditors.

Political donations

15. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the Act), the Company and all companies that are subsidiaries of the Company at any time during the period for which this Resolution has effect are authorised to:
 - (i) make political donations to political parties or independent election candidates, not exceeding £100,000 in total;
 - (ii) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
 - (iii) incur political expenditure not exceeding £100,000 in total,

- provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000, during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 September 2027.

For the purpose of this Resolution the terms "political donations", "political parties", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in sections 363 to 365 of the Act.

Directors' authority to allot shares

16. That:

- (i) the Directors be generally and unconditionally authorised, in accordance with section 551 of the Act, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (a) up to a maximum nominal amount of £15,793,765 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph b) below in excess of £15,793,765); and
 - (b) comprising equity securities (as defined in section 560 of the Act) up to a maximum nominal amount of £31,587,530 (such amount to be reduced by any shares allotted or rights granted under paragraph (a) above) in connection with an offer:
 - (A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (B) to holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

Notice of annual general meeting continued

- (ii) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 September 2027;
- (iii) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the Directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired; and
- (iv) all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this Resolution, which would or might require shares to be allotted or rights to be granted on or after that date).

Special resolutions

Directors' authority to disapply pre-emption rights

17. That, if Resolution 16 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- (i) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:
 - (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (ii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount of £4,738,129; and

- (iii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30 September 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

18. That if Resolution 16 is passed, the Board be authorised in addition to any authority granted under Resolution 17 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,738,129 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- (ii) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company after the passing of this Resolution (or, if earlier, at the close of business on 30 September 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

19. That, in accordance with section 701 of the Act, the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company (Ordinary Shares) on such terms and in such manner as the Directors of the Company may determine provided that:

- (i) the maximum number of Ordinary Shares that may be purchased under this authority is 47,381,296;
- (ii) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of:
 - (a) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - (b) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out, including when the shares are traded on different trading venues;
- (iii) the minimum price which may be paid shall be 10p per Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
- (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or, if earlier, at the close of business on 30 September 2027, unless renewed before that time; and
- (v) the Company may make a contract or contracts to purchase Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

Notice period for general meetings other than AGM

20. That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

By Order of the Board

Clare Underwood

Company Secretary
28 May 2026

EXPLANATORY NOTES TO THE RESOLUTIONS

The notes on the following pages give an explanation of the proposed Resolutions.

All Resolutions shall be put to shareholders by way of a poll rather than a show of hands. On a poll, each shareholder has one vote for every share held and all votes tendered are counted, meaning the poll vote is more representative of shareholders' voting intentions.

Shareholders have the right to request information to enable them to determine that their vote on a poll has been validly recorded and counted.

Resolutions 1 to 16 are proposed as ordinary resolutions.
Resolutions 17 to 20 are proposed as special resolutions.

Ordinary Resolutions

Resolution 1: Receipt of Annual Report and Accounts

The Directors must present the Company's accounts and the reports of the Directors and of the Auditors for the year ended 31 March 2026 at the AGM.

Resolution 2: Approval of Directors' Remuneration Report

Shareholders are asked to approve the Remuneration Report that appears on pages 98 to 117 of the 2026 Annual Report (excluding the summary of the Directors' Remuneration Policy as set out on pages 103 to 106). This vote is advisory and the Directors' entitlement to remuneration is not conditional on it.

Resolution 3: Declaration of dividend

Shareholders are being asked to approve a final dividend of 14.2p per ordinary share for the year ended 31 March 2026. An interim dividend for 2025/26 of 8.7p per ordinary share was paid on 2 January 2026, making a total dividend of 22.9p per ordinary share in respect of the financial year ended 31 March 2026.

If the recommended final dividend is approved, it will be paid on 24 July 2026 to all ordinary shareholders who were on the Register of Members at the close of business on 12 June 2026.

The Company will continue to offer shareholders the opportunity to use the cash dividend paid to purchase shares in the Company through its DRIP which is operated by Computershare.

Shareholders who wish to join or cancel their participation in the DRIP for the final dividend must provide their instructions to Computershare which must be received no later than 5.00pm on 3 July 2026. Shareholders can find further information about the DRIP on the Company's website at the following address:
rsgroup.com/investors/shareholder-information/registrars

Subject to shareholder approval of the final dividend, an entitlement notice in respect of the dividend paid and used to purchase shares under the DRIP will be dispatched by Computershare to shareholders participating in the DRIP.

Dividends will not be paid to any sanctioned person or to any person who cannot confirm that they have not been sanctioned, if requested to do so.

Resolutions 4-12: Re-election of Directors

In accordance with the UK Corporate Governance Code, each Director who wishes to continue in office will submit themselves for election or re-election by shareholders at the AGM.

All Directors are recommended for re-election.

Information on the skills, experience and contribution for each Director standing for re-election is set out in Appendix 1. It is the Board's view that this information illustrates the specific reasons why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

Resolutions 13-14: Re-appointment and remuneration of the Auditors

The Board is proposing the re-appointment of Deloitte LLP as the Company's Auditors, following the recommendation of the Audit Committee.

Resolution 14 follows best corporate governance practice in authorising the Audit Committee to determine the Auditors' remuneration.

Further information on the work carried out by the Audit Committee is set out on pages 91 to 97 of the 2026 Annual Report.

Resolution 15: Political Donations

Part 14 of the Act, amongst other things, prohibits the Company and its subsidiaries from making UK political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure. However, the Act defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, and in line with the practice of other listed companies, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations or in political expenditure being incurred.

As permitted under the Act, the Resolution covers the Company and extends to all companies which are subsidiaries of the Company at any time the authority is in place. The proposed authority will expire at the next annual general meeting of the Company or, if earlier, at close of business on 30 September 2027.

Resolution 16: Directors' authority to allot shares

The purpose of this Resolution is to renew the Directors' authority to allot shares. Paragraph (i)(a) of the Resolution will allow the Directors to allot shares up to a maximum nominal amount of £15,793,765 representing approximately one-third (33.3%) of the Company's existing issued share capital and calculated as at 28 May 2026 (being the latest practicable date prior to publication of this Notice). In accordance with the latest institutional guidelines issued by the Investment Association, paragraph (i)(b) of the Resolution will allow the Directors to allot, including the shares referred to in paragraph (i)(a), further of the Company's shares in connection with a pre-emptive offer, up to a maximum nominal amount of £31,587,530, representing approximately two-thirds (66.6%) of the Company's existing issued share capital, calculated as at 28 May 2026 (being the latest practicable date prior to publication of this Notice). As at 28 May 2026, the Company did not hold any shares in treasury. There are no present plans to allot new shares other than in connection with employee share and incentive plans. However, the Directors consider it desirable to have flexibility to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. If the Resolution is passed, the authority will expire on the earlier of 30 September 2027 and the conclusion of the next AGM of the Company after the passing of this Resolution.

Special Resolutions**Resolution 17: General power to disapply pre-emption rights**

At the 2025 AGM, a special resolution was passed, under sections 570 to 573 of the Act, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders in line with the latest institutional shareholder guidelines, including the revised Statement of Principles published by the Pre-Emption Group in November 2022 (the Statement of Principles). It is proposed that this power be renewed.

If approved, this Resolution, which follows the Pre-Emption Group's template resolution, will authorise the Directors to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares and/or sell treasury shares for cash:

- (A) for general corporate purposes (under paragraph (ii) of the Resolution), up to a maximum nominal amount of £4,738,129 (representing approximately 10% of the issued share capital of the Company as at 28 May 2026 (being the latest practicable date prior to publication of this Notice)); and
- (B) for the purposes of making a follow-on offer to existing shareholders (under paragraph (iii) of the Resolution and as described in the Statement of Principles), up to an additional aggregate amount equal to 20% of any allotment under paragraph (ii) of the Resolution. The maximum additional nominal amount that could be issued under paragraph (iii) of the Resolution (based on the authority under paragraph (ii) being used in full) is £947,625 (representing approximately 2% of the issued share capital of the Company as at 28 May 2026).

The total maximum nominal amount of equity securities to which Resolution 17 relates is £5,685,754 (representing approximately 12% of the issued share capital of the Company as at 28 May 2026).

The Directors confirm that, should they exercise this power, they intend to follow best practice as regards its use, including: (i) following the shareholder protections in Part 2B of the Statement of Principles; and (ii) in respect of any follow-on offer, following the expected features as set out in paragraph 3 of Part 2B of the Statement of Principles.

This Resolution will be proposed as a special resolution to renew this authority until the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, the close of business on 30 September 2027.

Resolution 18: Additional power to disapply pre-emption rights

This Resolution requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders. This proposed Resolution, which follows the Pre-Emption Group's template resolution and reflects the Statement of Principles, will expire on 30 September 2027 or at the conclusion of next year's AGM, whichever is the earlier.

The power granted by this Resolution, if passed, will be limited to the allotment of equity securities and sale of treasury shares for cash:

- (i) under paragraph (i) of the Resolution, up to an aggregate nominal value of £4,738,129 (representing approximately 10% of the issued share capital of the Company as at 28 May 2026 (being the latest practicable date prior to publication of this Notice)), to be used only in connection with an acquisition or other capital investment which the Board determines to be of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment; and
- (ii) under paragraph (ii) of the Resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (i) of the Resolution, for the purposes of making a follow-on offer to existing shareholders as described in the Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (ii) of the Resolution (based on the authority under paragraph (i) being used in full) is £947,625 (representing approximately 2% of the issued share capital of the Company as at 28 May 2026).

The power granted by this Resolution would be in addition to the general authority to disapply pre-emption rights under Resolution 17.

The total maximum nominal amount of equity securities to which Resolution 18 relates is £5,685,754 (representing approximately 12% of the issued share capital of the Company as at 28 May 2026).

Explanatory Notes to the Resolutions continued

The Directors confirm that, should they exercise this power, they intend to follow best practice as regards its use, including: (i) following the shareholder protections in Part 2B of the Statement of Principles; and (ii) in respect of any follow-on offer, following the expected features as set out in paragraph 3 of Part 2B of the Statement of Principles.

Resolution 19: Authority to purchase own shares

On 20 May 2026, the Company announced the launch of a share buyback programme to repurchase ordinary shares in the Company up to a maximum aggregate value of £100 million (the Buyback Programme). The Buyback Programme commenced on 20 May 2026, and will end no later than 19 May 2027, subject to shareholders granting the Company the requisite authority under Resolution 19 to enable the Company to continue the Buyback Programme following the AGM.

Purchases of the Company's ordinary shares pursuant to the Buyback Programme and prior to the conclusion of the AGM are, and have been, undertaken pursuant to and in accordance with the buyback authority granted by shareholders at the 2025 AGM. As at 27 May 2026 (being the latest practicable date prior to publication of this Notice) and pursuant to the Buyback Programme, the Company has purchased 294,500 ordinary shares at a total price of £2,000,361.49 under the authority granted at the 2025 AGM. All of the purchased shares have been cancelled.

This Resolution 19 is proposed as a special resolution and seeks authority for the Company to purchase up to 47,381,296 ordinary shares (being approximately 10% of the issued share capital as at 28 May 2026) of its issued ordinary shares, renewing the authority granted by shareholders at the 2025 AGM.

Under the terms of Resolution 19, the minimum price, exclusive of expenses, which may be paid for an ordinary share is 10 pence. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is to be carried out, including when the shares are traded on different trading venues.

The Directors believe that it is an important part of the financial management of the Company to have the flexibility to make market purchases of its ordinary shares (and, in particular, to continue the Buyback Programme following the conclusion of the AGM in accordance with its terms). The Directors would exercise this authority only after careful consideration of the Group's capital allocation framework and if they are satisfied that it would be in the best interests of the Company and its shareholders generally, and if it could be expected to result in an increase in the earnings per share of the Company.

As a listed company, the Company is permitted, subject to certain restrictions, to hold its own shares which it purchases in treasury for resale or transfer at a later date, rather than being obliged to cancel them. When purchasing ordinary shares pursuant to the authority referred to above, the Directors will consider holding any ordinary shares as treasury shares. This could provide the Company with additional flexibility in the management of its capital base. The Company currently has no ordinary shares in treasury.

As at 28 May 2026, a maximum of 7,705,236 shares would be required to satisfy all outstanding options to subscribe for equity shares and conditional awards of shares. This represents 1.63% of the Company's issued ordinary share capital. If the existing authority given at the 2025 AGM and the authority now being sought by Resolution 19 were to be fully utilised, then shares required for such purposes would represent 2.03% of the Company's issued ordinary share capital.

If granted, the authority under Resolution 19 will expire at the earlier of the close of business on 30 September 2027 or the conclusion of the next AGM.

Resolution 20: Notice period for general meetings other than an AGM

Under the Act, the minimum notice period required for all general meetings of the Company is 21 clear days. Shareholders can, however, approve a shorter notice period for general meetings other than annual general meetings, which cannot be less than 14 clear days. This Resolution seeks to renew shareholder approval for a minimum notice period for general meetings (other than annual general meetings) of 14 clear days.

The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The Company will also need to meet the requirements for electronic voting under the Act in order to be able to call a general meeting on 14 clear days' notice.

NOTES TO THE ANNUAL GENERAL MEETING

Attendance and voting

To be entitled to attend, speak and vote at the AGM, a shareholder's details must be entered in the Register of Members by 6.30pm on Tuesday, 14 July 2026, or, if this meeting is adjourned, by 6.30pm on the day falling two working days prior to the date fixed for the adjourned meeting.

Only shareholders and their duly appointed proxies or corporate representatives are entitled to attend, speak and vote at the meeting.

Right to appoint a proxy

A member entitled to vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote instead of them provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the Company.

Appointment of a proxy will not preclude a member from attending or voting at the AGM if they so wish. **We encourage shareholders to submit their vote in advance by appointing the Chairman of the AGM or other named individual as proxy, with voting instructions.** Note that if you appoint a named individual as your proxy, that person must attend the AGM in order to vote on your behalf. Please see below for further information on appointing a proxy and giving your voting instruction.

Appointing more than one proxy

If you wish to appoint more than one proxy, you can obtain additional proxy cards by contacting Computershare using the telephone number set out on page 11 of this document. You should indicate the number of shares for which each proxy is entitled to vote next to their name.

Joint shareholders

The signature of any one holder will suffice when completing the proxy voting form. If multiple instructions are received, the instructions of the most senior joint holder will be accepted in priority to other instructions. Seniority will be determined by the order in which the names stand in the Register of Members for the joint holding.

Appointing a proxy and giving voting instructions

1. A form of proxy is enclosed. To be effective, a form of proxy and the authority (if any) under which it is signed or a notarially certified copy of such authority must be deposited at the offices of the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom by no later than 12.00pm on Tuesday, 14 July 2026. You can also register your proxy instruction electronically by no later than 12.00pm on Tuesday, 14 July 2026 (or, in the event of any adjournment of the AGM, not less than 48 hours before the time fixed for the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day), by logging on to www.investorcentre.co.uk/eproxy. You will require your Control Number, Shareholder Reference Number (SRN) and PIN which you can find on your proxy form. You must inform the Company's Registrars in writing of any termination of the authority of a proxy.

2. CREST members who wish to appoint a proxy or proxies, or amend an instruction to a previously appointed proxy, through the CREST electronic proxy appointment service may do so for the AGM to be held at 12.00pm on Thursday, 16 July 2026 and any adjournment(s) thereof, by using the procedures described in the CREST manual (available via euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited (Euroclear)'s specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID: 3RA50) by no later than 12.00pm on Thursday, 16 July 2026 (or no later than 48 hours before the time appointed for any adjourned meeting (excluding for these purposes any part of a day that is not a working day)). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages.

Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service provider(s) is/ are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

The return of a completed CREST Proxy Instruction will not prevent a member attending the AGM and voting in person.

Notes to the annual general meeting continued

Proxymity Voting

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.00pm on Tuesday, 14 July 2026 in order to be considered valid (or, in the event of any adjournment of the AGM, not less than 48 hours before the time fixed for the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day). Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Indirect investors

If this Notice of the AGM is sent to you as a person nominated to receive copies of Company communications, the proxy rights described above do not apply to you. The rights described in these paragraphs only apply to shareholders. You may have a right under an agreement with the registered member holding shares on your behalf to be appointed (or have someone else appointed) as a proxy for the AGM. If you do not have such a right, or you do not wish to exercise the right, you may have under the agreement with the registered member holding shares on your behalf a right to give instructions as to the exercise of voting rights. You are advised to contact the registered holder of the shares (and not the Company) on matters relating to your investments in the Company.

Right to publish a statement about the auditor

Shareholders should note that, under section 527 of the Act, shareholders meeting the threshold requirements in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company appointed for the financial year ceasing to hold office since the previous AGM at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Right to include a resolution at the AGM

Under sections 338 and 338A of the 2006 Act, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give to shareholders of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/ or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.

A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six clear weeks before the meeting, or, if later, not later than the time this notice of the AGM is given and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Corporate representatives

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company provided that they do not do so in relation to the same shares.

RS Group plc total voting rights

As at 28 May 2026, the latest practicable date prior to the printing of this Notice, the Company's total capital consisted of 473,812,968 ordinary shares carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 28 May 2026 is 473,812,968.

Documents available for inspection

The service contracts of the Directors (including any side letters relating to severance terms and pension arrangements), the terms and conditions of appointment and letters of appointment of the Directors and the articles of association: (a) on request at the Company's registered office during normal business hours; and (b) at the place of the AGM from at least 15 minutes prior to the meeting and until the conclusion of the meeting. The Rules have also been published alongside this AGM Notice on the National Storage Mechanism.

Shareholder information

In accordance with section 311A of the Act, the contents of this Notice of AGM, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: rsgroup.com/investors/shareholder-information.

Use of electronic addresses

You may not use any electronic address provided either in this Notice of the AGM or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

ANNUAL GENERAL MEETING ARRANGEMENTS AND FACILITIES

Venue

The AGM will be held at the offices of Teneo, The Carter Building, 11 Pilgrim Street, London, EC4V 6RN. Shareholders can attend in person. Identification will be required in order to enter the building and join the AGM.

Time

The AGM will start at 12.00pm on Thursday, 16 July 2026. Please arrive no later than 11.45am for registration. Shareholders wishing to attend will be able to access the building from 11.00am.

Shareholders requiring assistance

The AGM is fully accessible. Shareholders attending the AGM in person may request accessibility assistance from the reception desk upon arrival. Please note that sign language interpreters will not be present at the AGM.

In advance of the AGM, queries relating to accessibility may be directed to companysecretary@rsgroup.com.

Photography

Photography is not permitted throughout the venue, and you may be asked to leave cameras or other recording devices with the reception desk. All mobile phones must be switched off for the duration of the AGM.

Personal data

The Company may process the AGM attendees' personal data including (but not limited to) names, votes, contact details, webcasts, photos, recording audio and video links. The Company shall process personal data in accordance with its privacy policy, which is available at rsgroup.com/privacy/

Questions and behaviour at the AGM

Shareholders, their appointed proxies and authorised corporate representatives have the right to ask questions at the AGM relating to the business of the meeting. The Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM except in certain circumstances including:

- (i) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered;
- (ii) if to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information; or
- (iii) if the answer has already been given on a website in the form of an answer to a question.

If you would like to come to the AGM and would like to ask a question about the business of the meeting, you may register it in advance by sending it by email to companysecretary@rsgroup.com no later than 12.00pm on Tuesday, 14 July 2026.

If your question is not a matter for the AGM it may be referred to an appropriate team to respond.

If you would like to follow up on any answers given to questions raised at the AGM, please email

Companysecretary@rsgroup.com

Registrar

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ.

Telephone: 0370 703 0199

Security and health and safety arrangements

Attendees are reminded that the Directors may put in place such arrangements or restrictions as they think fit to ensure the health, safety and security of the attendees at the AGM and the orderly conduct of the AGM, including, without limitation, requiring attendees to submit to physical searches and restricting items of personal property which may be taken into the AGM. Directors or the Secretary reserve the right to (a) refuse entry to, or remove from, the AGM, any person who fails to comply with such arrangements or restrictions and (b) eject from a meeting any person who causes the proceedings to become disorderly. Shareholders are reminded that unacceptable behaviour will not be tolerated at the meetings and will be dealt with appropriately by the Chairman



Getting to the venue

The offices of Teneo are within easy walking distance of underground and railway stations:

- City Thameslink is the nearest overground train station, just a three minute walk away (use the Ludgate Hill exit).
- Blackfriars station, which has links to both the underground and rail is also within a five minute walk (use the Queen Victoria Street exit).
- St. Pauls underground station on the Central Line is a 10 minute walk away.

APPENDIX 1: DIRECTORS' BIOGRAPHIES

A strong, experienced Board, with a diverse range of backgrounds and skills enhances decision-making for the benefit of all stakeholders.

Members as at 28 May 2026:

- N Nomination Committee
- A Audit Committee
- R Remuneration Committee
- D Disclosure Committee
- Committee Chair



Simon Pryce

Chief Executive Officer¹

Committee membership

D

Date of appointment

September 2016

Skills, experience, and contribution

Simon is a highly experienced leader of customer-focused, global industrial manufacturing and service businesses. He has a strong track record of driving results and delivering excellent stakeholder outcomes through enhanced performance and the effective execution of organic and inorganic growth strategies. Previous roles include chief executive officer of Ultra Electronics Holdings plc, group chief executive of BBA Aviation plc and a range of international finance and management roles at GKN plc, JP Morgan, and Lazards. He is also currently a non-executive director of Smiths Group plc.

Current external roles

- Non-executive director of Smiths Group plc

1. Joined in September 2016 as Non-Executive Director. Appointed as CEO on 3 April 2023.



Rona Fairhead

Chairman

Committee membership

N

Date of appointment

November 2020

Skills, experience, and contribution

Rona brings a tremendous range of commercial and strategic experience to the Company. Rona's strong understanding of UK corporate governance and her extensive experience in digital transformation and international expansion provide the Board with strong and valuable leadership to deliver long-term sustainable value for all our stakeholders. Previous roles have included chair of the BBC Trust, minister of state in the UK Department for International Trade, non-executive director of HSBC Holdings plc and PepsiCo, Inc., and chair and chief executive officer of Financial Times Group.

Current external roles

- Non-executive director of Oracle Corporation
- Crossbench member of the House of Lords
- Member of the International Advisory Council of Hong Kong Exchanges & Clearing Limited
- Senior independent director of CVC Capital Partners plc
- Non-executive director of The Royal Marsden NHS Foundation Trust



Kate Ringrose

Chief Financial Officer

Committee membership

D

Date of appointment

October 2023

Skills, experience, and contribution

Kate has extensive experience of successfully leading the finance function in a FTSE 100 company. She has a proven track record in driving business transformation, improving business resilience, leading operational excellence, and accelerating strategic growth. Kate is a chartered accountant and trained with KPMG in South Africa. Previously, Kate had a successful 18-year career at Centrica plc, where she held various senior roles in energy supply, service solutions, trading, and financial operations. Her most recent role was group CFO.

Current external roles

- None

David Sleath, OBE

Senior Independent Director

**Committee membership**

(N) (A) (R)

Date of appointment

June 2019

Skills, experience, and contribution

David brings a wealth of experience to the Board, including valuable insight into the dynamics of service-led business models, having been the senior independent director of Bunzl plc. As serving chief executive officer, and previously chief financial officer, of SEGRO plc, David has strong financial, real estate, manufacturing, and distribution experience. He also brings to the Board in-depth financial, strategic, and governance experience, which are essential to his role as Senior Independent Director. David has also previously served as president of the British Property Federation and group finance director of Wagon plc.

Current external roles

– Chief executive officer of SEGRO plc

Alex Baldock

Independent Non-Executive Director

**Committee membership**

(A) (R)

Date of appointment

September 2021

Skills, experience, and contribution

Alex has extensive experience in digital transformation, accelerating omni-channel growth, and embedding customer focus, evidenced through his successful transformation of Currys plc. Alex was previously chief executive officer of Shop Direct, now the Very Group, where he led the business's digital transformation from a catalogue retailer to the UK's second largest e-commerce pureplay and through four consecutive years of record growth in sales, profits, customer satisfaction, and colleague engagement.

Current external roles

– Group chief executive of Currys plc

Carole Cran

Independent Non-Executive Director

**Committee membership**

(A)

Date of appointment

December 2024

Skills, experience, and contribution

Carole has extensive financial experience and a strong focus on governance and risk. Carole is chief financial officer of Halma plc, having previously served as independent non-executive director. Previously, Carole held the position of chief commercial officer and finance officer of Forth Ports Limited until November 2024, prior to which she held the position of chief financial officer of Aggreko plc until December 2017 and a number of senior finance roles within that group. She also held senior financial positions at BAE Systems plc. Carole commenced her career in the audit division of KPMG where she qualified as a Chartered Accountant.

Current external roles

– Chief financial officer of Halma plc

Bessie Lee

Independent Non-Executive Director

**Committee membership**

(N)

Date of appointment

March 2019

Skills, experience, and contribution

Bessie has extensive strategic experience in digital marketing technology and media knowledge, principally in Greater China. She has in-depth experience in the world of eCommerce and digital media. She is a frequent media commentator, blogger, and international speaker. Bessie has more than 30 years' experience in the media communications industry in Greater China. Her previous roles include chief executive officer of JLL Greater China, Mindshare, GroupM, and WPP in China.

Current external roles

– Chief executive officer of Withinlink
– Governor of University of the Arts London

Appendix 1: Directors' biographies continued

Miles Roberts

Independent Non-Executive Director

**Committee membership**

(N) (A) (R)

Date of appointment

March 2025

Skills, experience, and contribution

Miles has extensive financial and operational experience, particularly within international manufacturing industries. Miles brings a wide level of board experience, together with specific experience of large, long-term capital projects, alongside a particular focus on sustainability. Miles was group chief executive of DS Smith Plc from 2010 until the company was taken over by International Paper in January 2025. He is currently acting as an advisor to DS Smith Limited and International Paper subsequent to that takeover. He was previously chief executive of McBride plc, having joined as its group finance director and has held non-executive positions at Aggreko plc and Poundland Group plc. Miles became a qualified chartered accountant after an early career in engineering.

Current external roles

- Non-executive director of Land Securities Group PLC
- Advisor to DS Smith Limited and International Paper

Joan Wainwright

Independent Non-Executive Director

**Committee membership**

(N) (R)

Date of appointment

November 2019

Skills, experience, and contribution

Joan has extensive experience in distribution, transforming digital platforms to generate revenue growth and leading customer experience programmes that drive measurable improvements. Her extensive knowledge of customer experience aligns with the Company's vision and she provides a strong insight into the customer dynamic in the US. Joan's previous roles include president, channel and customer experience at TE Connectivity Ltd, vice president, public affairs at Merck & Co, and deputy commissioner of communications at the US Social Security Administration.

Current external roles

- Director of NJM Insurance Group
- Member of the global advisory council of ServiceNow

This page is intentionally blank

RS Group plc

Fifth Floor
Two Pancras Square
London
N1C 4AG
United Kingdom

Tel: +44 (0)20 7239 8400

rsgroup.com