

Code of Conduct

Who our Code applies to, what it means to me?

This Code applies to everyone at SThree and includes all subsidiaries, group companies and brands. We expect our suppliers, contractors and service providers to apply similar standards.

The Code will help you deal with business situations honestly and professionally. You can also use it to make important business decisions and actions.

We want to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships
- Compliance with applicable governmental laws, rules and regulations
- Full, fair, accurate, timely and understandable disclosure in reports and documents that we submit
- The prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code
- Accountability for adherence to the Code

Although it doesn't cover every issue you might face, the Code sets out basic principles to guide you in different situations. We want everyone to conduct themselves accordingly and avoid even the appearance of improper behaviour.

Sometimes, we might have to modify the Code due to international laws or customs. If that's the case, we will issue guidelines to your office to inform you. If you have any questions or concerns about the proper course of action, discuss it with your manager or Group Legal.

The Code should be read in conjunction with the different SThree policies which apply to various Company operations and you need to know and follow those policies that apply to your work.

BY FOLLOWING THE CODE, YOU CAN HELP US CONDUCT OUR BUSINESS WITH UNCOMPROMISING INTEGRITY AND PROFESSIONALISM.

Breaking the Code might also be breaking the law. This may result in civil or criminal penalties for you, your managers, business partners and/or SThree.

How does the Code apply to me?

If you are an employee, contractor, or representative of our company, you should:

- Get to know the Code and associated SThree policies
- Talk, act and make decisions consistent with the Code
- Ask for guidance from your Business Contact, manager or Group Legal if you come across anything not covered by the Code

If you are a manager, you should:

- Lead by example by living SThree's values of Respect, Energy, Rapport and Reward
- Ensure that your team members understand their responsibilities under the Code and other SThree policies
- Encourage employees to conduct business in an open and honest environment in line with this Code

- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or law
- Create an environment where employees feel comfortable raising concerns
- Not attempt to investigate a potential act of non-compliance without proper support from Group Human Resources and/or Group Legal

If you are a Country Director, you are responsible for the staff in your country. You should:

- Communicate the Code to all your staff
- Make available a copy of this Code to all employees and stakeholders within your business
- Ensure via Group Human Resources that all new employees are provided a copy of this Code and are given necessary training to understand and comply with the Code

Failure to follow the Code will result in SThree taking appropriate disciplinary actions, up to and including termination and/or termination of an agreement with a third party. SThree may also be obliged to report any wrong doing to external parties in order to comply with its legal obligations.

The SThree Code: Business

Obeying the law, both in letter and in spirit, is the foundation on which SThree's ethical standards are built.

How this affects you?

You must respect and obey the laws, rules and regulations of the cities, states and countries in which we operate. We don't expect you to know the details of each of these laws, rules and regulations, but you need to know when to seek advice from your manager or Group Legal.

We expect everyone to act with the highest standards of honesty and ethical conduct, whether you're in the office or at an offsite location carrying out SThree's business.

1. Bribery and Corruption

What is bribery and corruption?

Bribery and Corruption involves "receiving, offering, promising or giving any undue pecuniary or other advantage, whether directly or through intermediaries with the intent of obtaining favourable treatment, retaining business which would not have occurred otherwise or other improper advantage".

How this affects you?

SThree does not tolerate any instances of bribery and corruption, either to or from third parties.

You will not be penalised or be subject to other adverse consequences for refusing to pay bribes, even if it may result in SThree losing business.

2. Working with Subsidiaries, Business Partners and Suppliers

We want everyone to act with due care before engaging with a business partner and ensuring that subsidiaries and business partners have working practices in line with our Code of Conduct. We conduct our procurement practices in a fair and transparent manner and we act with due care when evaluating major prospective contractors and suppliers.

How this affects you?

Our contracts contain anti-corruption clauses. We review the conduct of major contractors and suppliers and have a right of termination in the event that they pay or solicit bribes. We will not deal with prospective contractors and suppliers known to, or suspected of paying bribes.

3. Facilitation Payments

Facilitation payments are a form of bribery given to a public official to speed up or facilitate the performance of a routine governmental action. Facilitation payments are usually demanded by low level and low income officials to obtain levels of service, which under normal conditions a company would be entitled to. Facilitation payments are prohibited in most countries.

How this affects you?

SThree does not tolerate any instances or requests for facilitation payments and does not make facilitation payments.

4. Employment outside of SThree

You must not take opportunities outside of SThree that are discovered through the use of corporate property, information or position without the consent of the Board of Directors.

How this affects you?

You may not use corporate property, information or position for personal gain and you may not compete with SThree directly or indirectly.

You owe a duty to SThree to advance SThree's interests when the opportunity to do so arises.

5. Gifts and Hospitality

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers.

How this affects you?

The acceptance or offer of small gifts or casual hospitality, such as business lunches, is acceptable, as long as it is a normal and appropriate expression of business courtesy.

It is standard within the recruitment industry globally for umbrella or management companies to offer consultants cash, vouchers or a gift in exchange for recommending a contractor to them. You are forbidden from accepting anything from such companies, except entertainment or training which is provided generally to SThree staff, has been approved by Group Legal and is unrelated to volumes of business. If you are offered such incentives you should report the offer to your line manager.

The practice of giving and accepting gifts or hospitality varies between countries and regions and what may be normal and acceptable in one region may not be in another. Sometimes giving and accepting gifts or hospitality can lead to improper influence, conflicts of interest and can damage the Company's reputation or even break the law.

Hospitality and entertainment should never be used as a bribe to influence business decisions. If in doubt, you should consult the SThree Gifts and Hospitality policy or check with your line manager.

6. Social Media

Social media encapsulates anything you may publish and is now part and parcel of daily life. It's changed the way we interact and share information. Across our business, we use a number of different channels for recruitment purposes.

How this affects you?

Be careful talking about subject matter that could offend anyone reading it – for example, strong views on individuals, politics, ethnicity, religion, sex or drugs.

In a similar vein, avoid comments about sensitive business related topics, such as performance, remuneration or share price.

If you are using social media purely for personal use, bear in mind that your name and the content can still be linked to SThree and its brands. Remember even your personal comments can have a negative impact on your personal and SThree brand.

If you do see material that reflects poorly on us, speak to your manager or notify us at socialmedia@sthree.com. Any response we provide needs to be thought through and addressing the comment in hand, rather than a quick-fire reaction.

To view the SThree social media guidelines click [here](#).

7. Conflicts of Interest

A “conflict of interest” is when a person’s private interests interferes in any way - or even appears to interfere - with the interests of SThree. Conflicts of interest may also arise when an employee or officer, or a member of their family, receives improper personal benefits as a result of their position in SThree.

How this affects you?

It is a conflict of interest for you to work for a competitor, customer or supplier. You should avoid any direct or indirect business connection with our customers, suppliers or competitors.

It is a potential conflict of interest if you work for or with a family member, or if a family member is a contractor or supplier. This relationship must be identified to your manager who may take appropriate action to avoid a conflict of interest. This may mean a move to another team or removing you from a supplier account.

Loans to or guarantees of obligations of employees and officers and their family members by SThree may create conflicts of interest and in certain instances are prohibited by law.

Conflicts of interest are prohibited as a matter of SThree policy, except as approved by the Board of Directors.

8. Competition and Fair Trading

We want to be the best, but fairly and honestly.

We seek competitive advantages through superior performance, never through unethical or illegal business practices.

How this affects you?

Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies is prohibited.

You should endeavour to respect the rights of and deal fairly with SThree’s customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other illegal trade practice.

You are not permitted to engage in price fixing, bid rigging, allocation of markets or customers, or similar illegal anti-competitive activities with any of our competitors, customers, and business partners. It is against SThree's policy to have a discussion or communication with any competitor relating to price or any matter that affects pricing, including costs, credit terms, allocation of markets, geographies, customers or lines of business.

9. Insider Trading

You may at some time have access to information related to SThree or our business that is not known to the general public. This is known as "insider information".

All non-public information about SThree should be considered confidential information.

How this affects you?

Insider information may not be used at any time for improper purposes.

Employees and officers who have access to confidential information about SThree or any other entity are not permitted to use or share that information except for the purpose of conducting SThree business. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult SThree's Guidelines for Trading Company Stock.

10. Employees Expenses

During your job, you may incur expenses necessary to conduct SThree's business, such as business travel, education, relocation expenses and business entertainment.

How this affects you?

You are responsible for the accuracy, completeness and timely filing of the required forms, including appropriate backup documentation for receiving reimbursements, advances of funds or credit card purchases.

It is the responsibility of the approving manager to ensure that reimbursable expenses or funds advanced are reasonable, ordinary and necessary to conduct the Company's business and within the Group Authorities Matrix.

11. Using our Systems

Every placement entry on our systems feeds into our business records and ultimately into our statutory accounts. As a public company it is essential that our business records are accurate and professional.

How this affects you?

SThree expects you to take this responsibility very seriously and provide prompt and accurate answers to inquiries related to SThree's public disclosure requirements.

Accurate records play a vital role in assuring maintenance of high ethical standards. All employees and officers have responsibility to record all transactions accurately, completely and in a timely manner. You should never:

- Make false or artificial entries in any company records
- Understate or overstate reports of sales or expenses
- Alter any documents used to support those reports
- Make unprofessional or potentially libelous comments about individuals

Reporting false information is strictly prohibited.

12. Relationship with SThree's Auditors

Our Internal Auditors conduct audits and we are also required to retain External Auditors. This ensures open and transparent business activities.

How this affects you?

You must not coerce, manipulate, mislead or fraudulently influence SThree's internal or independent external auditors. You must be open and honest in your dealings.

13. Equal Opportunities Policy

We aim to create a diverse and inclusive working environment in which all individuals are treated with dignity and respect, free from discrimination and harassment, and where decisions are made based on fairness and merit.

How this affects you?

SThree will not tolerate discrimination or harassment against employees, clients and or customers on the basis of their gender, sexual orientation, marital or civil partner status, gender reassignment, race, colour, nationality, ethnic or national origins, religion or political beliefs, disability or age.

You have a personal responsibility not to behave in a manner that could be offensive to others and that could constitute discrimination, victimisation or harassment.

You should report any instances of bullying or harassment by customers (including clients and candidates), suppliers, visitors or others to your line manager or if this is not appropriate a member of the Group HR Team who will take appropriate action.

To view the Equal Opportunities Policy in full [click here](#).

14. Drugs and Alcohol Misuse Policy

We aim to ensure a working environment free from the effects of alcohol abuse and drug use.

How this affects you?

You are strictly prohibited from using or being under the influence of alcohol, whilst at work or any work-related activity, unless approved by a Director.

When you are permitted to consume alcohol you must do so in moderation and work performance should not be impacted. During any company event you are representing SThree and as such should behave in a sensible manner and you are expected to drink responsibly at these events.

15. Data Privacy

SThree takes its obligations under privacy and data protection laws and regulations seriously and is committed to respecting the privacy of its employees, clients, candidates and suppliers.

The European Union's General Data Protection Regulation ("GDPR") applies in respect of the handling, storing or processing of personal data of EU Citizens. The GDPR applies stricter obligations that all employees must follow.

A breach of obligations may result in criminal proceedings and/or disciplinary action which could include dismissal.

How this affects you?

You have to ensure that your activities during the course of your employment comply with local privacy and data protection laws and regulations. You should not use personal data other than in accordance with SThree's procedures and policies. If you have any questions, please contact SThree's or your regional Data Protection Officer.

16. Confidentiality

SThree is committed to ensuring that all confidential information it has received from third parties is protected and handled responsibly and any confidential information that is provided to third parties is adequately protected.

How this affects you?

During the course of your employment, confidential information may be disclosed to you in relation to clients, candidates, suppliers of SThree, or your colleagues. You are under an obligation to keep this information secure and only use this information for the purpose for which it was supplied. You are also required to ensure that confidential information which is provided to third parties is protected, by ensuring adequate confidentiality obligations are agreed with the third party.

How to raise a question?

Anonymous reports can also be made through SThree's Whistleblowing Hotline on 0808 2347501 or <https://www.integrity-helpline.com/sthree.jsp>. This hotline is run by an external Company, allowing employees to raise concerns confidentially.

- You may report violations in confidence and without fear of retaliation

If you don't want to be identified, your anonymity will be protected. SThree does not permit retaliation of any kind against employees or officers for good faith reports of suspected violations.

- Always ask first, act later

If you are unsure of what to do in any situation, seek guidance before you act. You can also refer to the Whistleblowing Policy which provides country relevant guidance on when and how to raise a concern.

In some situations it is difficult to know right from wrong. Since we can't anticipate every situation that will happen, we have to have a way to approach a new question or problem. We also need to ensure prompt and consistent action against violations of this Code.

These are the steps to keep in mind:

- Everyone is required to follow the Code

Everyone must follow the Code and make sure that others also do. Everyone is also expected to cooperate in internal investigations of misconduct.

- Make sure you have all the facts

In order to reach the right solutions, we must be as fully informed as possible.

- Ask yourself: What specifically am I being asked to do?

Does it seem unethical or improper? This will enable you to focus on your situation and the alternatives you have. Use your judgement and common sense; if something seems unethical or improper, it probably is.

- Discuss the problem with your manager

This is the basic guidance for all situations. In many cases, your manager will know more about the question, and will appreciate being informed. Remember that it is your manager's responsibility to help solve problems.

If you are uncomfortable discussing the problem with your manager, you can also talk to Group Legal.