

STHREE PLC (OR 'THE COMPANY')
TERMS OF REFERENCE
OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
('CSR COMMITTEE')

1. Establishment/Purpose

The CSR Committee is established as a Committee of SThree plc pursuant to Article 96 of the SThree plc Articles of Association and is directly responsible to the SThree plc Board for development and implementation of CSR strategy.

The Committee shall be responsible for setting guidance, direction and overseeing policies and progress on the SThree plc Group's corporate social responsibility and related activities and shall offer advice to the SThree plc Board and management on these matters.

All subject to the limitations of authority as detailed within the 'Schedule of Matters Reserved for the SThree plc Board/Committees and subsidiary company control framework' and Group Authorities Matrix, as amended from time to time.

2. Membership

The CSR Committee shall normally comprise such persons as are approved by the SThree plc CEO, CFO or Senior Regional/Operational Executives, may include Non Executive Director representation, if appropriate, and shall consist of not less than two members.

Additionally, any person may be invited by the above from time to time either to become a full CSR Committee member, or to attend all or any part of any meeting.

3. Chair

Any member may act as Chair of the CSR Committee.

4. Secretary

Any person so nominated by a member of the CSR Committee shall act as secretary or take minutes of CSR Committee meetings.

5. Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the CSR Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the CSR Committee.

6. Frequency of Meetings

The CSR Committee shall normally meet as required.

7. Notice of Meetings

Meetings of the CSR Committee shall be summoned by the secretary of the CSR Committee, as necessary.

Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers shall be forwarded as necessary to each member of the CSR Committee, or any other person required to attend.

8. Conduct of Meetings

Except as outlined above, meetings of the CSR Committee shall be conducted in accordance with the provisions of the Company's Articles of Association governing the proceedings of Directors.

9. Minutes of Meetings

The secretary shall minute the proceedings and resolutions of all meetings of the CSR Committee, including recording the names of those present and in attendance.

Minutes of CSR Committee meetings shall be circulated promptly to all members of the CSR Committee and, once agreed, to the Board of SThree plc.

10. General Powers/Duties

The CSR Committee is directly responsible to the SThree plc Board for the development and implementation of the CSR strategy and global programme. This currently covers the three strands of: Community, Environment and Workplace, and other any matters of significance to the company's performance and reputation as a global corporate citizen.

Specifically, such items may include but are not limited to the following:

- Ensuring that representation on the CSR Committee encompasses all relevant brands/functions;
- Reviewing, maintaining and underpinning the SThree plc Group's CSR statement and related disclosures detailed within the SThree plc Annual Report and websites to ensure that they address priority social, environmental and workplace areas;
- Helping to develop and oversee a suitable CSR management, budget and reporting framework covering SThree plc Group's key brands/areas of activity and appointing 'business/brand champions' where appropriate;
- Developing and reviewing policies on various CSR related matters such as governance, ethics, community, environmental; and making recommendations to the SThree plc Board as appropriate;
- Gathering and recording information about all existing CSR programmes and initiatives taking place in the SThree plc Group;
- Helping to develop indicators and measures that will be used to ascertain performance against prioritised CSR impact areas and approving improvement targets against these;
- Monitoring and reviewing progress in achieving the targets and ensuring that action is taken where necessary;
- Communicating potential major CSR issues for appropriate inclusion in the analysis of key risks reviewed by the SThree plc Audit Committee;
- Supporting external indices, initiatives, codes and standards that the SThree plc Group may decide to adhere or respond to in order to further validate its CSR commitments and making recommendations for any changes;
- Evaluating the links between the SThree plc Group's financial performance and its CSR performance;
- Helping to ensure that the SThree plc CSR statement and related disclosures detailed within the Annual Report and websites and key CSR responsibilities and achievements are effectively communicated both internally to employees and externally;

- Reporting to the SThree plc Board concerning the above and all other relevant matters as necessary to review its own performance, constitution and terms of reference to ensure that it remains effective.

The Committee is authorised by the SThree plc Board to:

- Investigate, or cause to be investigated, any activity within its terms of reference;
- Obtain external legal or independent professional advice (if endorsed by the SThree plc CEO, CFO, or Company Secretary);
- Despatch its business, adjourn and otherwise regulate its meetings as it shall see fit, including approving items of business by the written resolution procedure set out in the SThree plc Articles of Association.

11. Reporting Responsibilities

The SThree plc Board, via the CEO, or other nominated person, is ultimately responsible for all SThree plc Group CSR matters. The Chairman of the Committee or another nominated member shall report to the SThree plc Board at regular intervals informing the CEO or other directors of the CSR matters reviewed and making recommendations when considered appropriate and as and when requested.