

STHREE PLC - SECTION 430 (2B) COMPANIES ACT STATEMENT – GARY ELDEN

Following the announcement on 14 December 2018, Gary Elden will step down as a director of STthree plc in early 2019. The following remuneration arrangements, which comply with the policy approved by shareholders at the AGM in April 2017, will apply.

Salary, pension and benefits

In line with his contractual provisions, once he steps down as a director, Gary will be on garden leave and continue to receive his salary, pension and other contractual benefits until 13 December 2019. A contribution has also been made towards legal fees and outplacement services in connection with his departure.

The Company may, at its sole and absolute discretion, agree to release Gary from his employment prior to 13 December 2019 should Gary ask to be so released. The terms of any such early release would be agreed between the Company and Gary and would be in line with his contractual provisions including the requirement for notice monies, if any, to be reduced to take account of any remuneration Gary may receive from any new role.

Annual Bonus

Gary will be eligible to receive an annual bonus payment in respect of the FY 2018, as he will have been in active service for the full financial year. The amount of any payment will be subject to the satisfaction of the relevant performance conditions, as set at the start of the financial year and will be determined by the Remuneration Committee in early 2019. He will also be eligible for a bonus payment for FY 2019, pro rated to the extent that he has been engaged in active service during that year and which will be assessed in early 2020, in line with the bonus criteria set at the start of the financial year.

Share awards

Awards granted under the Long Term Incentive Plan will, after application of the performance conditions, be reduced pro rata from the date of grant to 13 December 2019, as a proportion of the original three-year vesting period.

The relevant remuneration information relating to Gary Elden will be included in the Directors' Remuneration Report in the Annual Report & Accounts for FY 2018.

In accordance with section 430 (2B) of the Companies Act 2006, the information contained in this document will be made available on the Company's website until the Company's next Directors' Remuneration Report is made available.

**For further information please contact: Steve Hornbuckle, Group Company Secretary
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