

# STHREE ANTI-BRIBERY AND CORRUPTION POLICY

## 1. PURPOSE AND SCOPE

SThree, our employees and the third parties we engage are subject to several anti-bribery and corruption (“ABC”) laws in all the countries where we operate, including but not limited to the UK Bribery Act of 2010 and the US Foreign Corrupt Practices Act (“FCPA”), both of which can apply to acts committed anywhere in the world. Violations of ABC laws are treated very seriously by enforcement authorities across the world and may result in severe criminal, civil and regulatory penalties for SThree and any involved individuals. Criminal penalties may include significant fine and imprisonment.

We understand that any involvement or perceived involvement in bribery or corruption could significantly damage our reputation and harm the trust we have established with our employees, clients and the communities where we work.

We take a zero-tolerance approach to bribery and corruption so to safeguard against this our policy sets out:

- The principles and requirements you must follow to avoid engagement in bribery and corruption.
- Details of how to recognise bribery and corruption.
- Instructions confirming out how to report any concerns relating to any actual, alleged or suspected breach of this policy.

SThree Plc, including all its subsidiary and associate companies (referred to in this policy as “the Company, SThree, us, we, our”), takes a zero-tolerance approach to bribery and corruption. This policy should be read together with our Gifts and Hospitality and Charitable Donations Policy.

SThree Plc’s Board of Directors and its Senior Leadership Team (“SLT”) are fully committed to this policy and supporting your compliance with it. The Chief Executive Officer has overall accountability for compliance with this policy and each member of the SLT is accountable for ABC compliance in relation to their area of responsibility.

This policy applies to everyone who works for us whether on a permanent or temporary basis, in any of our Group businesses, anywhere in the world, including all employees, workers, agency workers, employed contractors and temporary staff (collectively, “employees” or “you”) unless otherwise specified.

All individuals, groups of individuals and entities working on our behalf or providing services to SThree will be held to the same ethical standard as our employees,

This policy is non-contractual and may be amended by us from time to time without notice to the employee so please check back regularly to obtain the latest copy of this Policy.

## 2. KEY DEFINITIONS

**Bribery** involves the offering, giving, requesting or receiving of money, anything of value or anything else that may be considered a bribe, as an inducement or reward for an improper act or to influence someone in the performance of their role. For purposes of assessing a bribery risk, “**an improper act**” generally refers to someone performing (or failing to perform) a function or activity in a manner that is illegal, unethical, in bad faith or in breach of a position of trust. Bribes are sometimes called “kickbacks”. “**Anything else of value**” includes, but is not limited to the following:

- Gifts (including cash equivalents, such as gift cards or vouchers)
- Favourable commercial arrangements (e.g. favourable contracts)
- Hospitality, such as meals, hotel stays, tickets or invitations to sporting or cultural events
- Other promotional expenses (such as travel and accommodation expenses)
- Favours that are of value to the recipient (such as offers of employment, work experience or internships for a directly involved party or a relative of a party)
- Free use of company services, facilities or property
- Political contributions
- Charitable Donations

**Charitable Donations** means voluntary philanthropic contributions and non-commercial sponsorship in the form of monetary or non-monetary Gifts, for which no return payment or service is expected or made.

**Corruption** refers to the misuse of public office or power for private gain, or the misuse of private power in relation to business. Corruption can take many forms, such as fraud, extortion, Bribery or Facilitation Payments.

**Facilitation Payments**, sometimes called “grease payments”, are unofficial payments or gifts made to secure, facilitate or speed up a Public Official's performance of a government action or process. These government actions or processes include, but are not limited to, issuing licenses or permits and scheduling inspections.

**Gifts** means all products, services, cash or cash equivalents (such as cheques, prepaid debit or credit cards, gift cards, vouchers, loans and shares) and all business courtesies, gratuities, discounts, favours and other things of any value (even if nominal) for which the recipient does not pay the fair value.

**Hospitality** means all meals, drinks, entertainment (including, but not limited to, tickets or invitations to sporting or cultural events), recreation, travel, accommodation (such as hotel stays) and other courtesies which are of any value (even if nominal) and for which the recipient does not pay the fair value.

**Political Contributions** includes (but is not limited to) gifts (of money or other property), sponsorship, subscription or membership fees, of any political party, candidate or political party/action committee and donations to charities that have political affiliations or connections.

**Public Officials** Includes (but is not limited to):

- Individuals (whether elected or appointed) who hold positions of any kind (such as legislative, administrative, military or judicial) in any national, local or municipal government.
- Individuals who exercise a public function for or on behalf of any branch or public agency of any national, local or municipal government officers, employees or representatives of any government/state-owned or controlled commercial enterprise (“SOE”), public international

organisation, non-governmental organisation or of any regulatory agency, exchange or listing authority, and politicians, political candidates or employees of any political party.

**Third Parties** means any person or company you encounter during your work for us. It includes actual or potential clients, customers, suppliers, distributors, business contacts, agents, advisors, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

### 3. GENERAL PRINCIPLES

SThree is committed to acting professionally, fairly and with integrity in all our business dealings and relationships and take a zero-tolerance approach to bribery and corruption. This applies to wherever we operate.

The Company will act quickly against any potential malpractice to ensure it always conducts its business with the highest standards of integrity and honesty.

We are committed to educating our employees on the requirements of this policy and embedding its standards and requirements throughout the organisation.

All Employee's must raise any concerns they may have about potential bribery and corruption immediately.

### 4. YOUR RESPONSIBILITIES

This policy sets out our zero-tolerance approach to bribery and corruption but does not provide exhaustive guidance for every possible bribery and corruption risk, examples include but are not limited to:

- It is your responsibility to be alert to bribery and corruption risks, provide information to your line manager about these risks, and seek further guidance from the Legal Team as necessary.
- You must not offer, give, request or accept bribes, whether directly or indirectly (such as bribes made through a third party), to or from any entity or individual.
- Bribes are strictly prohibited in all circumstances but interactions with Public Officials present a heightened bribery risk.
- You must not make Facilitation Payments of any kind, whether directly or indirectly (i.e., through another person or company), even if they are customary business practice in a particular country.
- All Gifts, Hospitality or Charitable Donations that you give or receive must comply with this policy and our GH&C Policy).
- You must not use SThree funds for Political Contributions. If you are unsure if your donor contribution constitutes a Political Contribution, you must consult the Legal Team or the Head of Business Integrity.
- You must report known or suspected violations of this policy.
- A non-exhaustive list of bribery and corruption Red Flags in relation to Third Party behaviour is contained at Annex A to this policy and you must familiarise yourself with this.
- If you observe, become aware of or suspect conduct has occurred that violates this policy or otherwise implicates SThree in bribery or corruption, you must notify SThree immediately, in line with the procedure set out in section 5 below.

## 5. REPORTING CONCERNS

Concerns relating to any actual, alleged or suspected breach of this policy can be raised via several channels, including:

- Your line manager
- A member of the Legal Team
- The Speak-Up line.

Our Speak Up Policy provides a framework that encourages and enables employees to raise concerns about serious malpractice and gives details of our external Speak-Up telephone hotline which hotline is available every day of the year, twenty-four hours a day and is staffed and maintained by a third-party service provider located in the UK. Additionally you may also use the following speak up site:

<https://www.safecall.co.uk/report>

We take any claims of retaliation, reprisal or detrimental treatment against anyone because of them raising a concern or assisting in an investigation very seriously. We will deal with retaliation by taking disciplinary action to protect those who do the right thing by speaking up.

## 6. COMMUNICATION

This policy is communicated to our people when it is updated and is available on our intranet. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

## 7. MONITORING AND REVIEW

SThree will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

## 8. CONSEQUENCES OF BREACH

Failure to comply with this policy will be a disciplinary offence and may result in disciplinary action up to and including dismissal. In extreme cases, breach could be a criminal offence and could result in law enforcement agencies acting against you and/or SThree.

## 9. ENQUIRIES

This policy is owned by Group General Counsel. Please contact the Head of Business Integrity if you have any enquiries relating to this Policy.

**ANNEX A**  
**SThree ABC Policy**  
**Dated 11<sup>th</sup> Jan 2022**

## **Red Flags**

Below is a non-exhaustive list of Red Flags you might encounter related to financial crime, bribery, and corruption. If you encounter these or any other Red Flags, you must report them to your line manager and the Legal Team:

- Third Party's Non-Compliance with SThree's Due Diligence Process

Third Party refuses or is reluctant to provide (or provides insufficient, false, or inconsistent) information in response to SThree's due diligence questions.

Third Party exhibits unusual concern about complying with SThree's Supplier Code of Conduct.

- Third Party's Background

Third Party (or person or entity associated with Third Party) has questionable background or is subject of news reports indicating possible criminal, civil or regulatory violations.

Third Party suggests services, gifts or hospitality are given before commencing or continuing contractual negotiations or offers you an unusually generous gift or lavish hospitality.

- Payment Terms

Third Party requests payment in cash (or cash equivalent such as a money order).

Third Party requests that payment is made through another party that has no contractual relationship with SThree, instead of being made directly to the Third Party.

Third Party requests that payment be made to a country, jurisdiction or geographic location that is different from where the Third Party is understood to reside or conduct business, or to a jurisdiction which does not impose tax or could be regarded as a tax haven.

Money or property is passed through an intermediary (such as a consultant or representative) to a Public Official.

- Third Party's Performance

Third Party has inappropriate business practices or has been accused of having inappropriate business practices.