

STHREE PLC (OR 'THE COMPANY')
TERMS OF REFERENCE
OF THE REMUNERATION COMMITTEE
OF THE STHREE BOARD

1. Purpose

The Remuneration Committee is established as a Committee of SThree plc pursuant to Article 96 of the SThree plc Articles of Association. It has full power and authority to determine the Company's policy on the remuneration of the Company Chairman, Executive Directors, Group Company Secretary, members of the Executive Committee (Senior Executive Committee, SEC or such other names as this committee is known), and such other members of management as it is designated, to consider and determine specific remuneration packages (including pension rights) and compensation packages on employment or partnership and termination of office for each of the aforementioned.

The Committee will also oversee workforce remuneration and related policies, ensuring alignment of incentives and rewards with culture, taking these into account when setting the policy for Executive Director remuneration.

All powers are 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

2.1 The Committee shall comprise at least three members, all of whom shall be independent Non Executive Directors. The Chairman of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chairman. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chairman of the Remuneration Committee.

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive Officer, the head of Human Resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

2.3 Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up three-years, provided the Director still meets the criteria for membership of the Committee.

2.4 The Board shall appoint the Committee Chairman who shall be an independent Non Executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to Chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not be Chairman of the Committee.

3. Secretary

The Group Company Secretary or his or her nominee shall act as the secretary of the Committee.

4. Quorum

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

5. Meetings

The Committee shall meet at least twice a year and otherwise as required.

6. Notice of meetings

6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chairman.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and (if agreed), to all other Non Executive Directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7. Minutes of meetings

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

7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.

8. Annual General Meeting

The Committee Chairman should attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

9. Duties

The Committee should carry out the duties below for the parent Company, major subsidiary undertakings and the Group as a whole, as appropriate.

The Committee shall

9.1 determine and agree with the Board the framework or broad policy for the remuneration of the Company Chairman, Executive Directors, Group Company Secretary, members of the Executive Committee (SEC) and such other members of management as it is designated to consider. The remuneration of Non Executive Directors shall be a matter for the Company Chairman and the Executive members of the Board. No Director or manager shall be involved in any decisions as to their own remuneration

9.2 in determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code ('the Code') and associated guidance. The objective of such policy shall be to ensure that members of the Executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company

9.3 when setting remuneration policy for Directors, review and have regard to the remuneration trends across the Group, especially when determining annual salary increases

9.4 review the ongoing appropriateness and relevance of the remuneration policy

9.5 within the terms of the agreed policy and in consultation with the Chairman and/or Chief Executive Officer, as appropriate, determine the total individual remuneration package of the Chairman, Executive Directors, Group Company Secretary, members of the Executive Committee, SThree Regional Managing Directors and other designated senior Executives, including bonuses, incentive payments, share options or other share awards, as well as all drawings, incentive profit share or capital rights awarded to such individuals as partners.

9.6 obtain reliable, up-to-date information about remuneration in other companies, particularly of other companies of comparable scale and complexity. To help it fulfil its obligations the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the Board

9.7 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee

9.8 approve the design of, and determine measures and targets for, any performance related pay or partner incentive schemes operated within the Group and approve the total annual payments made under such schemes

9.9 review the design of all share or partner incentive plans, including the measures and performance targets to be used, for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to the Chairman, Executive Directors, Group Company Secretary, members of the Executive Committee, SThree Regional Managing Directors and other designated senior Executives

9.10 determine the policy for, and scope of, pension arrangements or partner equivalents for each Executive Director and other designated senior Executives

9.11 ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is recognised

9.12 review workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive

director remuneration, whilst also overseeing any major changes in employee benefits or partner equivalent structures throughout the Company or Group

9.13 agree the policy for authorising claims for expenses from the Directors

10. Reporting responsibilities

10.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3 The Committee shall produce a report of the Company's remuneration policy and practices to be included in the Company's Annual Report and ensure, in line with legal and regulatory requirements, that it is put to shareholders for approval.

11. Other matters

The Committee shall

11.1 have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required

11.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members

11.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate

11.4 arrange for periodic reviews of its own performance and, at least bi-annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12. Authority

The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

Nov 2018