

STHREE PLC (OR 'THE COMPANY')
TERMS OF REFERENCE
OF THE ENVIRONMENT, SOCIAL AND GOVERNANCE COMMITTEE
('ESG COMMITTEE')

1. Establishment/Purpose

The ESG 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 the ESG strategy.

The Committee shall be responsible for setting guidance, direction and overseeing policies and progress on the SThree plc Group's environment, social and governance 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 ESG Committee comprises representatives from across the Board, key strategic functions and markets related to the business, as nominated from time to time by the CEO in consultation with the Board Chair. The committee shall consist of a minimum of five members at any given time, with any person being invited to attend meetings upon request.

3. Chair and Secretary

Any member may act as Chair of the ESG Committee.

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

The Secretary is responsible for the setting of meetings, including time and agenda points. All committee papers shall be shared in advance of meetings, preferably 5 working days in advance.

The Secretary is responsible for sharing actions from each meeting to all members within 5 working days.

4. Quorum

The quorum necessary for the transaction of business shall be five members. Decision-making must be made with majority of members present or by proxy and on a majority basis. If a decision cannot be agreed by the ESG Committee this will be escalated to the Executive Team or Board, if appropriate.

5. Frequency of Meetings

The ESG Committee will meet every quarter with additional meetings as necessary. If required, some decision making may also be made between formal meetings.

In line with the Group's carbon emission target, all meetings will be conducted remotely.

6. Conduct of Meetings

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

7. General Powers/Duties

The ESG Committee is directly responsible to the SThree plc Board for the development and implementation of the ESG strategy and global programme.

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

Governance & Compliance

- Developing and reviewing policies on various ESG related matters and making recommendations to the SThree plc Board or other Committees as appropriate.
- Ensuring SThree adhere to compliance related to ESG reporting.
- Communicating potential major ESG issues for appropriate inclusion in the analysis of key risks reviewed by the SThree plc Audit Committee and Board
- Overseeing all corporate philanthropy including the SThree Foundation which is established under the Charities Aid Foundation. The Charities Aid Foundation oversees the governance and distribution of donations on behalf of the foundation as directed by the SThree ESG Committee.

Strategy

- Support the development and delivery of the ESG Strategy, ensuring the appropriate budget, framework and measurement indicators are in place to deliver outcomes successfully.
- Share strategic updates to stakeholder groups across the business.
- Ensure ESG ambition and ethos is built into ways of working and new processes across the business.
- Monitor progress against agreed targets and overcoming obstacles to delivery, which includes encouraging positive reporting behaviours across the business.
- Evaluating the links between the Group's financial performance and its ESG performance

Programmes

- Agree key strategic programming including resource planning, KPIs and outcomes.
- Act as Project Sponsors and ambassadors for programmes when required.

Engagement

- Ensure all regions and business units are represented and considered.
- Support and empower ESG Ambassadors to deliver local activities.
- Champion ESG in relevant meetings, events and communications.

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, CPO, or CFO)
- Despatch its business, adjourn and otherwise regulate its meetings as it sees fit, including approving items of business by the written resolution procedure set out in the SThree plc Articles of Association.

8. Reporting Responsibilities

The SThree plc Board, via the CEO or other nominated person, is ultimately responsible for all SThree plc Group ESG matters. The minutes from each quarterly ESG Committee meeting will be distributed to SThree plc Group Board members and any appropriate matters arising will be addressed at the board meetings.

January 2021