

**STHREE PLC (OR 'THE COMPANY')**  
**TERMS OF REFERENCE**  
**OF THE ROUTINE BUSINESS COMMITTEE ('RB COMMITTEE')**

**1. Establishment/Purpose**

The RB Committee is established as a Committee of SThree plc pursuant to Article 96 of the SThree plc Articles of Association. Its purpose is to deal with business issues of an administrative or routine nature to facilitate a more efficient use of the SThree plc Board/Committees' time.

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 RB Committee shall normally comprise any Executive Director (of SThree plc), the Company Secretary or the Deputy Secretary.

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

**3. Chair**

Any member may act as Chair of the RB Committee.

**4. Secretary**

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

**5. Quorum**

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the RB 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 RB Committee.

**6. Frequency of Meetings**

The RB Committee shall normally meet as required.

**7. Notice of Meetings**

Meetings of the RB Committee shall be summoned by the secretary of the RB 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 RB Committee, or any other person required to attend.

**8. Conduct of Meetings**

Except as outlined above, meetings of the RB 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 RB Committee, including recording the names of those present and in attendance.

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

## **10. General Powers/Duties**

The purpose of the RB Committee is to deal with business issues of an administrative or routine nature to facilitate a more efficient use of the SThree plc Board/Committees' time. Specifically, such items may include but are not limited to the following:

- Allotment and issue of SThree plc ordinary shares or recommendations to the Trustee(s) of the Employee Benefit Trust(s) to make awards or purchase such shares;
- Issuing of Parent Company Guarantees, Letters of Support or similar, to third parties;
- Authorisation of signatories on behalf of SThree plc, including those related to treasury/banking operations;
- Approval of routine documents on behalf of SThree plc in respect of ordinary shares, share schemes, etc
- Such other items as may be delegated by the SThree plc Board or other Committees from time to time.

As necessary, to review its own performance, constitution and terms of reference to ensure that it remains effective and to recommend any changes considered necessary for approval by the SThree plc Board.

## **11. Reporting Responsibilities**

Any member shall report formally to the SThree plc Board on the proceedings of the RB Committee, as required. Minutes of meetings will also be available to the Board or circulated as appropriate.

**November 2020**