

STHREE PLC (OR 'THE COMPANY')
TERMS OF REFERENCE
OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
('CSR COMMITTEE')

1. Establishment/Purpose

The CSR 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 CSR strategy.

The Committee shall be responsible for setting guidance, direction and overseeing policies and progress on the SThree plc Group's corporate social responsibility 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 CSR Committee shall normally comprise such persons as are approved by the SThree plc CEO, COO, CFO or CDO, shall include Non Executive Director representation and consist of not less than two members.

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

3. Chair

Any member may act as Chair of the CSR Committee.

4. Secretary

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

5. Quorum

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

6. Frequency of Meetings

The CSR Committee shall normally meet as required.

7. Notice of Meetings

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

8. Conduct of Meetings

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

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

10. General Powers/Duties

The CSR Committee is directly responsible to the STthree plc Board for development and implementation of CSR strategy. Specifically, such items may include but are not limited to the following:

- Ensuring that representation on the CSR Committee encompasses all relevant brands/functions;
- Reviewing, maintaining and underpinning the STthree plc Group's CSR statement and related disclosures detailed within the STthree plc Annual Report and website to ensure that they address priority areas of environmental and social responsibility, or other relevant areas;
- Helping to develop and oversee a suitable CSR management and reporting framework covering STthree plc Group's key brands/areas of activity and appointing 'business/brand champions' where appropriate;
- Gathering and recording information about all existing CSR programmes and initiatives taking place in the STthree plc Group;
- Helping to develop indicators and measures that will be used to ascertain performance against prioritised CSR impact areas and approving improvement targets against these, alongside specific responsibilities;
- Monitoring and reviewing progress in achieving the targets and ensuring that action is taken where necessary;
- Communicating potential major CSR issues for appropriate inclusion in the analysis of key risks reviewed by the STthree plc Audit Committee;
- Supporting external indices, initiatives, codes and standards that the STthree plc Group may decide to adhere to or respond to in order to further validate its CSR commitments and making recommendations for any changes;
- Evaluating the links between the STthree plc Group's financial performance and its social and environmental performance;
- Helping to ensure that the STthree plc CSR statement and related disclosures detailed within the Annual Report and website and key CSR responsibilities and achievements are effectively communicated both internally to employees, and externally to investors, customers, advisors, agents, or other interested parties.

The Committee is authorised by the STthree 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, COO, CFO, CDO or Company Secretary).
- Despatch its business, adjourn and otherwise regulate its meetings as it shall see fit, including approving items of business by the written resolution procedure set out in the SThree plc Articles of Association.

The responsibilities of the Committee shall be to:

- Consider the SThree plc Group's strategy towards CSR related issues and to monitor relevant external developments making recommendations to the SThree plc Board as appropriate;
- Review the SThree plc Group's CSR policy disclosure, related disclosures and supporting principles for all key policy elements, to include such matters as Governance, Ethics, Stakeholders (Shareholders, Customers, Suppliers, Employees), Diversity, Environmental, as well as related disclosures of Corporate Social Responsibility (Standards of Business Conduct, Health and Safety, Human Rights, Community) and to consider whether they continue to meet the SThree plc Group's CSR strategy and objectives and make recommendations to the SThree plc Board as appropriate;
- Communicate potential major CSR risk exposures for appropriate inclusion in the analysis of key risks reviewed by the SThree plc Audit Committee;
- Review, update and submit to the SThree plc Board for approval, the SThree plc Group's CSR statement and related disclosures detailed within the SThree plc Annual Report and website and provide an appropriate form of assurance for such;
- To report to the SThree plc Board concerning the above and all other relevant matters.

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

The SThree plc Board, via the CEO, or other nominated person, is ultimately responsible for all SThree plc Group CSR matters. The Chairman of the Committee or another nominated member shall report to the SThree plc Board at regular intervals informing the CEO or other directors of the matters the Committee has reviewed and making recommendations when considered appropriate and as and when requested.

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