

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR AUTHORISED PURSUANT TO THE FINANCIAL SERVICES AND MARKETS ACT 2000 IMMEDIATELY. IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR ORDINARY SHARES IN STHREE PLC PLEASE SEND THIS DOCUMENT, TOGETHER WITH THE OTHER ACCOMPANYING DOCUMENTS, AT ONCE TO THE PURCHASER OR TRANSFEREE, OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.



Registered Office:

41-44 Great Windmill Street
London
W1D 7NB

Registered in England No. 3805979

29 January 2010

Dear Shareholder

ANNUAL GENERAL MEETING 2010

I am pleased to inform you that our fifth Annual General Meeting ("**AGM**") is to be held at Home House, 20 Portman Square, London W1H 6LW on Friday, 23 April 2010 at 11.30am. The formal notice of the AGM, particulars of the resolutions on which you can vote and details of the administrative arrangements made are set out in this circular.

If you are not able to come to the AGM in person, your vote is still important and I would urge you to complete, sign and return the accompanying proxy form to be received by 11.30am on Wednesday, 21 April 2010. Submission of a proxy appointment will not prevent you from attending and voting at the AGM in person should you wish to do so.

Your Directors believe that the proposed resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommend you to vote in favour of all the resolutions set out in the attached notice, as they intend to do in respect of their own shareholdings.

In line with our CSR policy, we also offer shareholders the opportunity to register to receive communications by email. The Board are keen to encourage the use of this service and, if it is of interest, you can find further information in Note 8 to the Explanatory Notes of this document.

Yours sincerely

A handwritten signature in black ink that reads "Tom Cleaver".

Sir Anthony Cleaver
Chairman

NOTICE OF 2010 ANNUAL GENERAL MEETING OF STHREE PLC

This document lists the resolutions to be voted on at the Company's Annual General Meeting to be held on Friday, 23 April 2010 at 11.30am.

Notice is hereby given that the Annual General Meeting of STthree plc will be held at Home House, 20 Portman Square, London W1H 6LW on Friday, 23 April 2010 at 11.30am to consider the following resolutions:

Resolutions 11 to 13 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

Resolution 1

THAT the Accounts for the financial year ended 29 November 2009, together with the Directors' and Auditor's reports thereon, be received.

Resolution 2

THAT the Directors' Remuneration Report for the financial year ended 29 November 2009 be received and approved.

Resolution 3

THAT Sunil Wickremeratne be re-elected as a Director of the Company.

Resolution 4

THAT Tony Ward be re-elected as a Director of the Company.

Resolution 5

THAT Alicja Lesniak be re-elected as a Director of the Company.

Resolution 6

THAT PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.

Resolution 7

THAT the Directors be authorised to determine the remuneration of the Auditors.

Resolution 8

THAT:

- (i) the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect be and is hereby authorised for the purposes of Part 14 of the Companies Act 2006 (the "Act") during the period from the date of the passing of this resolution to the

earlier of the conclusion of the Company's Annual General Meeting in 2011 and 23 July 2011:

- (a) to make political donations to political parties, and/or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and
- (c) to incur political expenditure,

up to an aggregate amount of £50,000, and the amount authorised under each of paragraphs (a) to (c) shall also be limited to such amount;

- (ii) all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- (iii) words and expressions defined for the purpose of the Act shall have same meaning in this resolution.

Resolution 9

THAT:

- (i) the Company be and is hereby authorised to offer key individuals the opportunity to purchase shareholdings in certain of the Company's subsidiaries as detailed in, and on the terms set out in the Appendix accompanying this notice of Annual General Meeting;
- (ii) the proposed amendment to the terms on which offers may be made in respect of subsidiaries/businesses previously approved by shareholders as detailed in and on the terms set out in the Appendix, be and is hereby approved; and
- (iii) for all prior shareholder authorities granted, the five year period available to the Company to make such offers to key individuals as described under (i) and (ii) above, be renewed from the date of the 2010 Annual General Meeting, or any adjournment thereof.

Resolution 10

THAT the authority conferred on the Directors by Article 9.2 of the Articles of Association of the Company be and is hereby renewed for the period ending on 23 July 2011 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2011 and that for such period the Section 551 Amount shall be £405,854.

SPECIAL RESOLUTIONS

Resolution 11

THAT the power conferred on the Directors by Article 9.3 of the Articles of Association of the Company be and is hereby renewed for the period ending on 23 July 2011 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2011 and that for such period the Section 560 Amount shall be £60,878.

Resolution 12

THAT the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Companies Act 2006 to make market purchases, as defined in Section 693 of that Act, of ordinary shares of 1p each in the capital of the Company ('Ordinary Shares'), and where such shares are held in treasury, the Company may use them for the purpose of its employees' share schemes, provided that:

- (a) the maximum number of Ordinary Shares that may be purchased is 12,175,628;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1p;
- (c) the maximum price (exclusive of expenses) that may be paid for each Ordinary Share shall be no more than the higher of: (i) the amount equal to 105 per cent. of the average of the middle market quotations of the Ordinary Shares as derived from the London Stock Exchange Daily Official list for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
- (d) this authority shall, unless previously varied, revoked or renewed, expire on 23 July 2011 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2011, save that the Company shall be entitled under such authority to make at any time before such expiry any contract to purchase its own shares which will or might be executed wholly or partly after such expiry.

Resolution 13

THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

Steve Hornbuckle
Company Secretary

29 January 2010
41-44 Great Windmill Street
London W1D 7NB

Notes

1. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
3. To be effective the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be sent to the Company's Registrars, Capita Registrars, in accordance with the instructions on the form of proxy, so as to arrive no later than 48 hours before the time for holding the meeting or any adjournment of it or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, or (b) lodged using the CREST Proxy Voting Service – see Note 8 below.
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("**nominated persons**"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands every member who is present has one vote. Each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more member to vote against the resolution On a poll vote every member who is present in person or by proxy has one vote for every ordinary share of which he is the holder.
6. As at 29 January 2010 (being the latest practicable date before the publication of this Notice) the Company's issued share capital consists of 121,756,276 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 29 January 2010 are 121,756,276.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual available via web address www.euroclear.com/site/public/EUI. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him by other means.
9. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

1 Explanatory Notes

Resolutions 1 to 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 13 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

1.1 Reports and Accounts (Resolution 1)

The Directors of the Company must present the accounts to the AGM.

1.2 Directors' Remuneration Report (Resolution 2)

The Directors' Remuneration Report in the Annual Report and Accounts for the year ended 29 November 2009 sets out the Company's policy towards, and provides details of, the Directors' remuneration.

1.3 Election and re-election of Directors (Resolutions 3 to 5)

The Company's Articles of Association require that all Directors retire at least every three years and that all Directors appointed by the Board (since the last Annual General Meeting) seek election at the first Annual General Meeting following their appointment. Accordingly, Sunil Wickremeratne, Tony Ward and Alicja Lesniak, will retire and submit themselves for re-election by shareholders.

The biographies of those Directors retiring at the AGM and who wish to seek re-election are as follows:

Chief Operating Officer

Sunil Wickremeratne has served as STthree's Chief Operating Officer since 2004 having previously been Managing Director of Progressive. After working for VNU Business Publications, he joined Computer Futures in 1988 and subsequently established Progressive in 1990, Pathway in 1997 and Real IT Resourcing (now Real Staffing Group) in 1998. Sunil holds a degree in Economics from University College, London.

Non-Executive Director (Senior Independent Non-Executive Director)

Tony Ward, OBE was appointed to the STthree Board in August 2006 and to the STthree Remuneration and Nomination Committees in October 2006. Tony currently chairs the Remuneration Committee and has over thirty years experience in a variety of senior executive roles with blue chip companies, including BAA plc, Kingfisher plc and Grand Metropolitan Group plc. He joined BAA in 1997 as Group HR Director and was Services Director from 1999 until March 2007, being responsible for activities including IT, Security, Rail and Airside Operations. Tony was a board director of BAA plc between November 1999 and July 2006. Tony is a Non-Executive Director of the OCS Group Limited, and an advisor to Manchester Square Partners LLP; a Fellow of the Chartered Institute of Personnel Development; a former Deputy Chairman of the Commission for Racial Equality; and a graduate of the University of Leeds.

Non-Executive Director

Alicja Lesniak was appointed to the STthree Board in May 2006, to the STthree Audit Committee in July 2006, the Remuneration Committee in February 2008 and the Nomination Committee in April 2008. Alicja is currently a Non-Executive Director of

DTZ Holdings plc and was, until 30 September 2009, CFO of Aegis plc and has over thirty years experience in fast moving service businesses, in the latter twenty years holding senior financial and managerial roles within the advertising/media sector, including seven years with BBDO Worldwide, latterly as Chief Financial Officer for BBDO EMEA, and seven years at WPP Group plc, where she held positions as Chief Financial Officer for Ogilvy & Mather Worldwide and Managing Director of J Walter Thompson in the UK. Prior to joining the advertising sector she held senior management positions with Arthur Andersen & Co, having originally qualified as a Chartered Accountant with them in 1976. Alicja is a Fellow of the Institute of Chartered Accountants in England & Wales and holds a degree in Mathematics from Imperial College.

Having considered the performance of and contribution made by each of the Directors standing for re-election or election, the Board remains satisfied that each of the relevant Directors performs effectively and demonstrates full commitment to their individual role, including the appropriate commitment of time for Board and Committee meetings and other duties required, and as such, recommends their re-election or election.

1.4 Re-appointment and Remuneration of Auditors (Resolutions 6 and 7)

Resolutions 6 and 7 propose the re-appointment of PricewaterhouseCoopers LLP as Auditors of the Company and authorise the Directors to set their remuneration. The Board, on the recommendation of the Audit Committee, recommends the re-election of PricewaterhouseCoopers LLP, as auditors, to hold office until the next general meeting at which accounts are laid.

1.5 Authority to make donations to EU political organisations to incur EU political expenditure (Resolution 8)

The Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any twelve month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could also include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular party.

It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. However, the Directors consider that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Companies Act 2006, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure for the period from the date of the passing of this resolution to the earlier of the conclusion of the Company's Annual General Meeting in 2011 and 23 July 2011, up to a maximum aggregate amount of £50,000.

1.6 New authority to offer key individuals minority shareholdings in certain of the Company's subsidiaries (Resolution 9)

Shareholders are asked to approve the creation of new minority shareholdings in certain of the Company's subsidiaries/businesses as detailed in, and on the terms set out in the Appendix and to approve minor changes to the terms on which such minority shareholdings previously approved by shareholders, but which are unallocated, may be made available, as also detailed in the Appendix. Note that it is not intended to make changes to any existing contractual arrangements and that the revisions will only apply to minority shareholding offerings to new individuals.

For all prior shareholder authorities granted, the five year period available to the Company to make such offers to individuals (as described above), is to be deemed renewed from the date of the 2010 Annual General Meeting, or any adjournment thereof.

1.7 Directors' authority to allot securities (Resolution 10)

The Directors wish to renew the Company's authority to allot unissued shares in the share capital of the Company. The Directors have no present intention to exercise this authority, however, it is considered prudent to maintain the flexibility that this authority provides. This resolution authorises the Directors to allot shares or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal value of £405,854 (the amount shown as the Section 551 Amount in Resolution 10) during the 15 months from the date of the resolution or, if earlier, up to the conclusion of the next Annual General Meeting of the Company in 2011. This amounts to approximately one-third of the issued ordinary share capital of the Company as at the date of the Notice of AGM. The Company did not hold any treasury shares at the date of the Notice of AGM.

1.8 Disapplication of pre-emption rights (Resolution 11)

Under Section 561 of the Companies Act 2006, if the Directors wish to allot any of the unissued shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must first offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights and that is what this resolution proposes. The authority will be limited to the issue of shares for cash up to a maximum aggregate nominal value of £60,878 which is equivalent to approximately 5 per cent. of the Company's issued ordinary share capital as at the date of the Notice of AGM.

If given, the authority will expire 15 months from the date of the AGM or, if earlier, at the conclusion of the next AGM of the Company in 2011. Shareholders will note that this resolution will also apply to the sale of any shares held in treasury by the Company.

In accordance with the guidelines of the institutional investment committees, the Directors do not intend to issue more than 7.5% of the Company's issued share capital on a non pre-emptive basis in any three-year period.

1.9 Authority to purchase own shares (Resolution 12)

In certain circumstances, it may be advantageous for the Company to purchase its own shares and Resolution 12 seeks the authority from shareholders to do so. The

Company has not made any market purchases of its ordinary shares for cancellation during the year and such purchases will only be made if the Directors believe, in the light of market conditions prevailing at the time, that the effect of such purchases will be to increase earnings per share and is in the best interest of the shareholders generally or if the Company decides to satisfy options granted under the Company's Executive Share Option Scheme, Long Term Incentive Plan ('LTIP'), Savings-Related Share Option Scheme ('SAYE'), Share Incentive Plan ('SIP') or other similar plans, through acquiring ordinary shares in the market to transfer to option or award holders upon exercise of their options, or vesting and the Directors are satisfied that this would be in the best interests of the Company taking into account cash resources, capital requirements and the effect of any such purchase on gearing levels. Any shares purchased by the Company will, unless the Directors determine that they are to be held as treasury shares for the purpose of satisfying employee share options, awards or otherwise, be cancelled and the number of shares in issue will be reduced accordingly.

The Companies Act 2006 allows companies to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Company is entitled to hold any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury shares as an alternative to cancelling them. This would give the Company the ability to re-issue such treasury shares quickly and cost effectively, and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on any shares held in treasury and no voting rights will be exercisable in respect of treasury shares.

The resolution explicitly authorises the Company to use any shares purchased and held in treasury for the purposes of satisfying options granted under the Company's Executive Share Option Scheme, LTIP, SAYE, SIP or similar plans. If any shares were used in this way, the Company would take them into account when calculating the limits on the number of shares which may be issued under the Scheme(s).

The resolution specifies the maximum number of ordinary shares that may be acquired (approximately 10 per cent. of the Company's issued ordinary share capital as at the date of the Notice of AGM) and the maximum and minimum prices at which they may be bought. The price for such purchases shall not exceed the higher of 105 per cent of the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for the five business days before each purchase, the price of the last independent trade in the shares on the London Stock Exchange at the time of the purchase and the highest current independent bid for the Company's ordinary shares on the London Stock Exchange at the time of the purchase.

Resolution 12 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire 15 months from the date of the AGM or, if earlier, at the conclusion of the next AGM of the Company in 2011.

The total number of options to subscribe for equity shares outstanding as at the date of this Notice of AGM is 775,232 shares. This represents 0.64 per cent. of the issued share capital at that date. There are outstanding other employee options and awards but the STthree Employee Share Ownership Trust has agreed to satisfy these. If the Company bought back the maximum number of shares permitted pursuant to the passing of this resolution and cancelled them, then the total number of options and awards to subscribe for equity shares outstanding at that date would represent 0.71 per cent. of the reduced issued share capital, following the repurchases. At the date

of the Notice of AGM, there are no warrants to subscribe for ordinary shares outstanding and no ordinary shares held in treasury.

1.10 Notice period for General Meetings (Resolution 13)

At the 2008 AGM, new articles of association were adopted which include a provision enabling general meetings other than AGMs of the Company to be called on at least 14 days' notice, the minimum notice period permitted by the Companies Act 2006 (the '2006 Act').

Under the EU Shareholder Rights Directive (the 'Directive'), the minimum notice period on which listed companies may call general meetings is 21 days. However, companies are able to reduce this period to at least 14 days for general meetings other than AGMs, provided that certain conditions are satisfied. One such condition is that a resolution reducing the period of notice for general meetings other than AGMs to 14 days has been passed at the immediately preceding AGM of the company or at a general meeting held since the immediately preceding AGM. The resolution must be passed notwithstanding that the Company's articles of association permit the Company to call general meetings other than AGMs on a notice period of at least 14 days.

The Board considers it prudent to continue to maintain the Company's current flexibility to call general meetings other than AGMs on 14 days' notice. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. Consequently, Resolution 13 is proposed as a resolution which would satisfy the condition required by the Directive, as noted above.

2 Documents for Inspection

Copies of the following documents will be available for inspection during normal business hours at the Company's registered office from the date of the Notice of AGM to the close of the AGM and at the place of the AGM from 15 minutes prior to its commencement until its conclusion:

- the Executive Directors' service contracts;
- letters of appointment of the Non-Executive Directors;
- copies of the standard form Articles of Association for subsidiary companies in which key individuals will be invited to acquire different types of shares;

3 Entitlement to Attend and Vote and Multiple Proxies and Corporate Representatives

Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at 6.00pm on 21 April 2011 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded. The Company will also adhere to the ICSA guidance on multiple proxies and corporate representatives at general meetings.

4 Automatic Poll Voting

Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and notified to the UKLA Listing Authority once the votes have been counted and verified.

5. Administration

For the safety and comfort of those attending the AGM, certain items will not be permitted in the meeting room. These include large bags, cameras, recording equipment and such other items as the Chairman of the AGM may specify. Cloakroom facilities will be provided.

Any member attending the meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. In order to respond comprehensively, it would be helpful to have a note of the details of any proposed questions in advance, although this is not obligatory. Questions may be sent by post to the Company Secretary, Steve Hornbuckle at 41-44 Great Windmill Street, London W1D 7NB or by email to cosec@sthree.com.

6. Information available on website

A copy of this notice and other information required by Section 311A of the Companies Act 2006 can be found at www.sthree.com

7. Members' resolution and matters

Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of meeting, notice of any resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or person making it, must be received by the Company not later than 12 March 2010, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

8 Electronic and web communications

The Companies Act 2006 enable companies to communicate with members by electronic and/or website communications. Accordingly, the Company's Articles allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the provisions relating to website communications. However, before the Company can communicate with a member by means of website communication, the relevant member must be asked by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within a period of 28 days beginning with the date on which the request was sent. The Company will notify a member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

The Company would like to offer shareholders an electronic communication service and shareholders have the opportunity to register your email address in order to receive communications via email. If you would like to receive communications from the Company via email, including notification of when a new report/Notice of Meeting, etc is available on the website, please logon to www.capitashareportal.com <<http://www.capitashareportal.com/>> and follow the links to register your email address with the Registrar. If you require assistance while registering your email address, please telephone Capita Registrars on 0871 664 0391(calls cost 10p per minute plus network extras; lines are open 8.30am – 5.30pm Monday to Friday. If dialling from overseas please call + 44 20 8639 3367. Shareholders who opt for email communications will not receive a hard copy proxy form when a Notice of Meeting is published on the Company's website – instead, you will need to register your vote via the Registrar's website. This can also be done via <<http://www.capitashareportal.com/>> www.capitashareportal.com.

9. Publication of audit concerns

Shareholders should note that, under Section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year beginning 1 December 2008; or (ii) any circumstances connected with an auditor of the Company appointed for the financial year beginning 1 December 2008 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

APPENDIX

New offers to key individuals of minority interests in certain SThree plc subsidiaries and amendments to terms of offers previously approved by shareholders

Authority is sought to make offers to key individuals of minority interests in certain SThree plc subsidiaries/businesses. Whilst it is anticipated that the majority of the shares will be offered soon after shareholder approval, and normally in the first year, some will be held back for new joiners and promotions, and therefore authority is sought for a period of five years from the date of the Company's Annual General Meeting, to be held on 23 April 2010.

Common Features

Each of the proposed offerings in the subsidiaries, which shareholders are being asked to approve under Resolution 9, will share common features, which are broadly the same common features that shareholders approved in previous years. In addition, the Company reserves the right to offer key individuals shares in a UK sub-holding company which owns either several companies or several businesses, with the shares tracking the performance of the relevant business in which the individual is to have a stake, or to consolidate such businesses where this makes commercial sense.

The common features of the subsidiaries, whether a subsidiary owning the business or a holding company owning several businesses, are as follows:

(i) *Share Capital*

Each subsidiary will have at least two classes of ordinary shares. In the case of a holding company issuing tracker shares in a number of businesses, there will be at least two classes of ordinary shares for each business it owns. One class of ordinary shares will be held by the Company. Other classes will be offered to key individuals. The ordinary shares offered to key individuals will not be more than 25 per cent of the ordinary share capital of each subsidiary; whilst they will have up to 25 per cent of the voting power of the subsidiary, they are entitled to up to only 20 per cent of any dividend on the ordinary shares. There will also be one preference share in issue.

(ii) *Eligibility*

No person who is a director of the Company at the time shareholders approve the offer of shares in a particular subsidiary may acquire shares in the relevant subsidiary. Shares will therefore only be offered to key individuals, who may acquire shares in more than one subsidiary.

(iii) *Purchase price and financing*

The price payable by an individual will be based on the fair value of the shares awarded, as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association. The Group may lend the purchase price to the individual, on such terms as are appropriate, including that the loan is outstanding until such individual ceases to hold the shares or ceases to be employed by the Group. A market rate of interest will be charged if a loan is made.

(iv) *Cessation of employment*

If a minority shareholder ceases to be employed by any company in the Group, under provisions contained in the Articles of Association of that company, he can be required to sell his shares in the relevant company. The Board will set a period, which will never be less than three years and will normally be five years (the "Specified Period"), which will apply when the individual acquires the shares. If the sale is within the Specified Period, the price payable can be the lower of the market value and the amount paid for the shares (or, in exceptional circumstances and at the Company's discretion, such other price, not exceeding market value). If the sale is later than the Specified Period the price payable is the market value. For these purposes, market value is determined by computing the earnings per ordinary share of the last financial year prior to the sale multiplied by two thirds of the price/earnings ratio of SThree plc at the time of sale. The price/earnings ratio is calculated on the adjusted earnings per share published in the Company's annual accounts.

(v) *Other sale events*

In the event of a sale of a subsidiary, or a change of control of the Company, a minority shareholder in that subsidiary can be required to sell (and that shareholder can require the Company to purchase) his shares in the subsidiary. In the event of a sale of the subsidiary, the sale price will reflect the price which the Company receives for its shares, and in the event of a change of control of the Company the sale price will be the market value of the shares in the subsidiary. For key individuals who acquire shares in a sub-holding company which owns either several companies or several businesses, there are similar sale provisions which apply if the relevant operating company or business is sold.

(vi) *Restrictions on transfer*

If a minority shareholder wishes to transfer or dispose of his shares (other than to certain family members or on his leaving the employment of the Group) he must first offer them to the Company and the price payable for such shares is their market value. If the Company declines to purchase the shares, they can be transferred to a third party.

(vii) *Consideration payable*

If the Company acquires any shares from a minority shareholder, the consideration can either be paid in cash or in Ordinary Shares in the Company, at the Company's discretion. Any Ordinary Shares issued by the Company in this respect will be within the annual limit of authority granted under section 80 of the Companies Act 1985 approved by the Company's shareholders each year.

(viii) *Restrictions on alterations*

Certain provisions of the arrangements outlined above, namely the persons who are eligible to acquire shares in the relevant subsidiary, the maximum percentage of shares in the subsidiary which may be offered to key individuals, and the terms on which the company can acquire the shares from the key individuals cannot be altered to the advantage of these shareholders without the prior approval of the Company's shareholders in general meeting (except for minor amendments to benefit administration, or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the individual shareholders, the relevant subsidiary or for members of the Group).

(ix) *Pension benefits*

The acquisition of shares by key individuals, and their sale, will not give rise to any pensionable benefits.

A standard form Articles of Association, containing the full details of the ordinary shares which key individuals can acquire, and the terms on which they can dispose of such shares, will be available for inspection at 41-44 Great Windmill Street, London W1D 7NB, the registered office of the Company, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the Meeting and will be available at the place of the meeting for at least 15 minutes prior to and at the Meeting. The Company reserves the right to alter the Articles of Association in any way it is advised is desirable or necessary to take account of legislative or other changes prior to the AGM.

In the case of an overseas subsidiary, the Company also reserves the right to offer key individuals shares in a UK sub-holding company which owns such overseas subsidiary, either directly or indirectly, and which track the performance of such overseas subsidiary. The Company also reserves the right to make such changes to the Article of Association for an overseas subsidiary as it may be advised is necessary or desirable to take account of local legal and tax requirements.

Amendment to terms of offers previously approved by shareholders

Shareholders have in previous years approved offers in respect of various subsidiaries. Certain of the terms cannot be amended without prior shareholder approval.

It is proposed to amend the specified period provisions of the previous offers approved by shareholders at AGM or EGM in 2006 and 2007 as these stated that the specified period would always be five years. However, for new offers of unallocated shares, it is proposed to amend this so that the specified period will still normally be five years but will never be less than three years, in line with more recent structures.

In addition, the Company reserves the right to offer key individuals shares in a UK sub-holding company which owns either several companies or several businesses, with the shares tracking the performance of the relevant business in which the individual is to have a stake, or to consolidate such businesses where this makes commercial sense.

For all prior shareholder authorities granted, the five year period available to the Company to make such offers to key individuals (as described above), is to be deemed renewed from the date of the 2010 Annual General Meeting, or any adjournment thereof.

Businesses to be subject to new offers

The various businesses in which key individuals are to be, subject to your approval, invited to acquire shares, are set out below. All figures are guideline only, based on existing management accounts/budget projections for the year to 28 November 2010, as available. Note that, for this period, most of these businesses are projected to achieve negative profit before tax, in view of the initial set up costs.

AUSTRALIA

FS Group ('FSG') and Progressive ('PR')

SThree already has one established brand in Sydney, but now wishes to set up FSG in Sydney and PR in Perth and Melbourne in respect of a variety of sectors of business.

Shares in the proposed businesses will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new businesses currently have little or no trading history in their own right. FSG and PR will make available any database and intellectual property rights, as required, to the new businesses and, prior to the offer, the new businesses will acquire the relevant portion of any existing business already operated by FSG and PR on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
FSG Sydney	£714.4	£342
Progressive Perth	£1,937.5	£846
Progressive Melbourne	£253.2	£111.7

INDIA

Real Staffing Group ('RSG') and Huxley ('HA')

SThree does not currently have a presence in India, but now wishes to set up RSG and HA as brands in Mumbai and Delhi in respect of a variety of sectors of business.

Shares in the proposed businesses will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new businesses currently have little or no trading history in their own right. RSG and HA will make available any database and intellectual property rights, as required, to the new businesses and, prior to the offer, the new businesses will acquire the relevant portion of any existing business already operated by RSG and HA on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
Real Mumbai	£66	£66
Real Delhi	Nil	Nil
Huxley Mumbai	Nil	Nil
Huxley Delhi	Nil	Nil

USA

Real Staffing Group ('RSG'), Huxley ('HA') and Progressive ('PR')

SThree already has one established brand in the USA, but now wishes to set up RSG, HA and PR in New York, San Francisco, Chicago, Denver and Houston in respect of a variety of sectors of business.

Shares in the proposed businesses will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new businesses currently have little or no trading history in their own right. RSG, HA and PR will make available any database and intellectual property rights, as required, to the new businesses and, prior to the offer, the new businesses will acquire the relevant portion of any existing business already operated by RSG, HA and PR on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
Real New York	£141.7	£141.7
Real San Fran	Nil	Nil
Huxley Chicago	Nil	Nil
Huxley Denver	Nil	Nil
Huxley San Fran	£1,256.7	£487
Progressive Houston	£50	£24

MIDDLE EAST

Real Staffing Group ('RSG') and Progressive ('PR')

SThree already has one established brand in the Middle East, but now wishes to set up RSG and PR in Qatar in respect of a variety of sectors.

Shares in the proposed businesses will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new businesses currently have little or no trading history in their own right. RSG and PR will make available any database and intellectual property rights, as required, to the new businesses and, prior to the offer, the new businesses will acquire the relevant portion of any existing business already operated by RSG and PR on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
Real Qatar	£290.6	£290.6
Progressive Oil/Gas	Nil	Nil

GERMANY

FS Group ('FSG'), Huxley ('HA') and ITJB ('ITJB')

SThree already has established brands in Germany, but now wishes to set up FSG, HA and ITJB in Stuttgart, Dusseldorf and Munich in respect of a variety of sectors.

Shares in the proposed businesses will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share

valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new businesses currently have little or no trading history in their own right. FSG, HA and ITJB will make available any database and intellectual property rights, as required, to the new businesses and, prior to the offer, the new businesses will acquire the relevant portion of any existing business already operated by FSG, HA and ITJB on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
FSG Stuttgart	£3,553.7	£1,397.8
Huxley Dusseldorf	£1,709.9	£849.7
Huxley Munich	£89.2	£89.2
ITJB Germany	Nil	Nil

BELGIUM

FS Group ('FSG')

SThree already has established brands in Belgium, but now wishes to set up FSG in Antwerp in respect of a variety of sectors.

Shares in the proposed business will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new business currently has little or no trading history in its own right. FSG will make available any database and intellectual property rights, as required, to the new business and, prior to the offer, the new business will acquire the relevant portion of any existing business already operated by FSG on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
FSG Antwerp	£4,357.9	£1,640.2

LUXEMBOURG

FS Group ('FSG')

SThree does not currently have a presence in Luxembourg, but now wishes to set up FSG in Luxembourg in respect of a variety of sectors.

Shares in the proposed business will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new business currently has little or no trading history in its own right. FSG will make available any database and intellectual property rights, as required, to the new business and, prior to the offer, the new business will acquire the relevant portion of any existing business already operated by FSG on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
FSG Luxembourg	£342.4	£342.4

NETHERLANDS

JP Gray ('JP Gray')

SThree already has an established business in the Netherlands, but now wishes to set up a further JP Gray business in Amsterdam in respect of a new business sectors.

Shares in the proposed business will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new business currently has little or no trading history in its own right. JP Gray will make available any database and intellectual property rights, as required, to the new business and, prior to the offer, the new business will acquire the relevant portion of any existing business already operated by JP Gray on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
JP Gray Amsterdam	£826.7	£176.4

SWITZERLAND

Progressive ('PR') and Huxley ('HA')

SThree does not currently have a presence in Switzerland, but now wishes to set up PR and HA in Zurich in respect of a variety of sectors.

Shares in the proposed businesses will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new businesses currently have little or no trading history in their own right. PR and HA will make available any database and intellectual property rights, as required, to the new businesses and, prior to the offer, the new businesses will acquire the relevant portion of any existing business already operated by PR and HA on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
Progressive Zurich	£93.8	£93.8
Huxley Zurich	£445.8	£445.8

GLOBAL MARKETS

Progressive ('PR') and Orgtel

PR and Orgtel do not currently have a presence in the Global Comms market but now wish to set up in this market.

Shares in the proposed businesses will be offered to key individuals based on the fair value of the shares awarded as determined by an independent third party share

valuer and taking into account the particular rights attached to the shares described in the Articles of Association, as set out above.

The new businesses currently have little or no trading history in their own right PR and Orgtel will make available any database and intellectual property rights, as required, to the new businesses and, prior to the offer, the new businesses will acquire the relevant portion of any existing business already operated by PR and Orgtel on normal commercial terms.

Business (all figures in 000's)	Revenue	Gross Profit
Progressive / Orgtel global comms	Nil	Nil