

Companies Act 2006
Company Limited by Shares

STHREE PLC
(“the Company”)

At the Annual General Meeting of SThree plc, held on **19 April 2023** at 11.30am, the following Resolutions were duly passed:

Resolution 14

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 are 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 2024 or 19 July 2024:

- (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 Act 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 the same meaning in this resolution.

Resolution 15

THAT, pursuant to section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £448,204.26 provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 19 July 2024 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.

This authority is in substitution for all existing authorities under section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

Resolution 16

That the rules of the SThree plc Global All Employee Plan (the “Plan”), produced in draft to the meeting and a summary of the main provisions of which is set out in Appendix 1 to the Notice of Meeting dated 27 January 2023, be approved and the directors be authorised to:

- (i) do all such acts and things necessary to establish and give effect to the Plan; and

(ii) establish schedules to, or further incentive plans based on, the Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the Plan.

SPECIAL RESOLUTIONS

Resolution 17

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

Resolution 18

THAT, subject to the passing of resolution 15 and pursuant to sections 570 and 573 of the Companies Act 2006, the Directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 15 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

18.1 in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

18.1.1 to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and

18.1.2 to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

18.2 otherwise than pursuant to paragraph 15.1 of this resolution, up to an aggregate nominal amount of £67,231.31,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 20 July 2024 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the Directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under sections 570 and 573 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

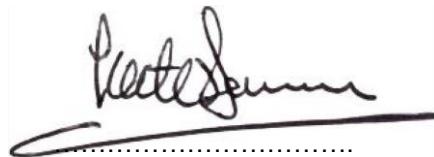
Resolution 19

THAT the Company be generally and unconditionally 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 on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 13, 446,262;
- (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 is the higher of:

- (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share in the Company, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
- (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and

(d) this authority shall, unless previously varied, revoked or renewed, expire on 19 July 2024 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2024, 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.



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Kate Danson
Company Secretary, SThree plc