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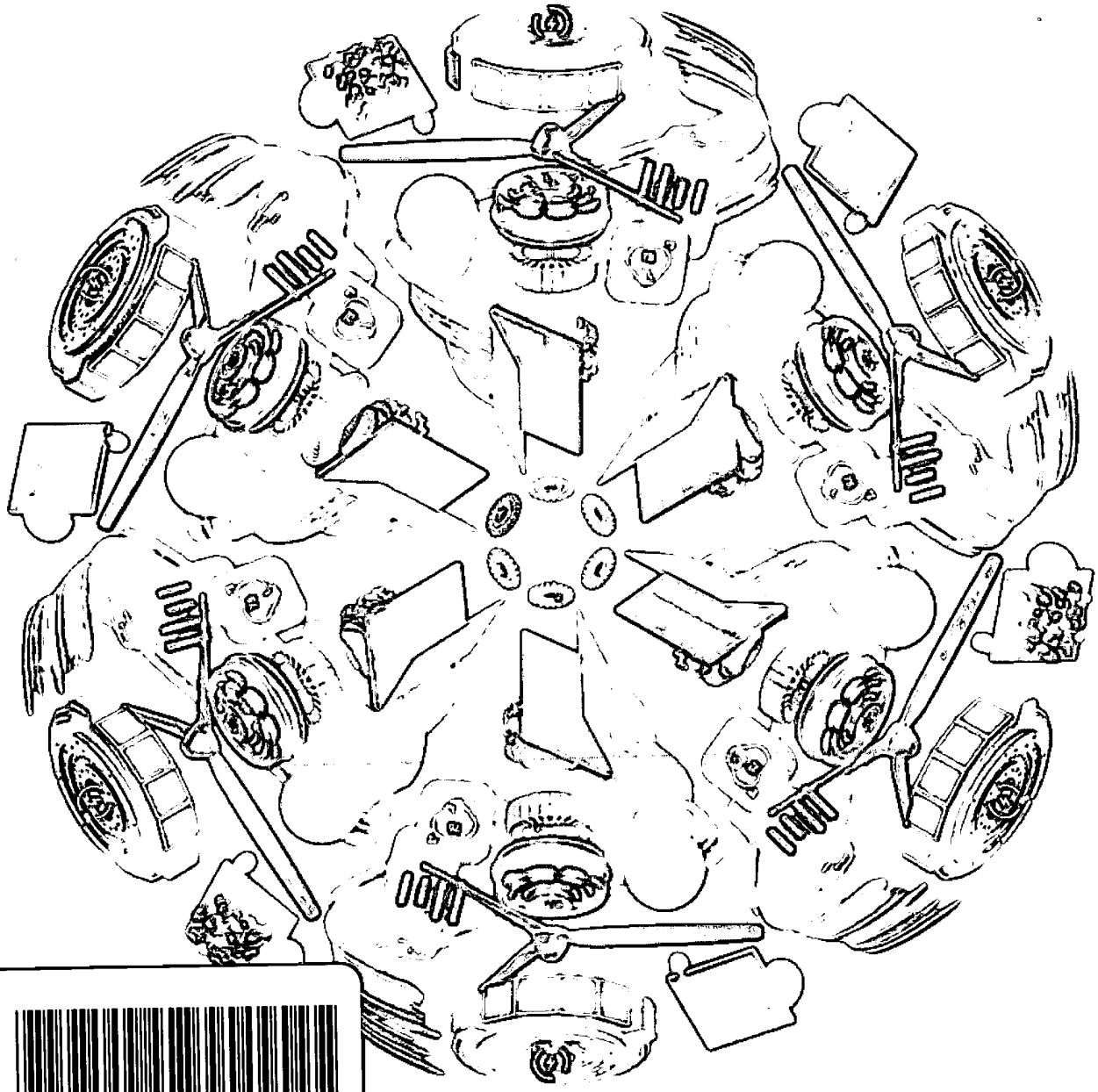
s|three

Beyond Recruitment

2025

STHREE plc
Annual Report and Accounts



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STHree is the global STEM workforce consultancy. Our vision is to be the game-changers in STEM.

We advise businesses, build expert teams and deliver project solutions, to outpace tomorrow, together.

STEM: Science, Technology, Engineering and Mathematics

SThree's Annual Report and Accounts 2025 is our primary report to shareholders.

It provides an overview of the performance of the Group for the year ended 30 November 2025, disclosures relating to our financial, operational, environmental and social performance, and detail on our strategy.

More information
Supplementary information and disclosures about SThree's business are provided in the following documents and referenced in this report.

Climate Change Report:
sthree-climate-change-2025.pdf

Summary of notices and policies:
sthree-ar25-notices-and-policies.pdf

Online quick read
A concise summary of the SThree Annual Report and Accounts, highlighting strategy, performance and sustainability information as well as examples of how we have engaged with our stakeholders, can be found at:
sthree.com/annual-report-2025

Online investor centre
All SThree corporate reports, including investor briefings, trading updates, share price information and analyst coverage can be found at:
sthree.com/investor-centre

The Strategic Report from page 02 to page 87 was approved by the Board on 23 February 2026 and is signed on its behalf by:

Timo Lehne
Chief Executive Officer

Andrew Beach
Chief Financial Officer

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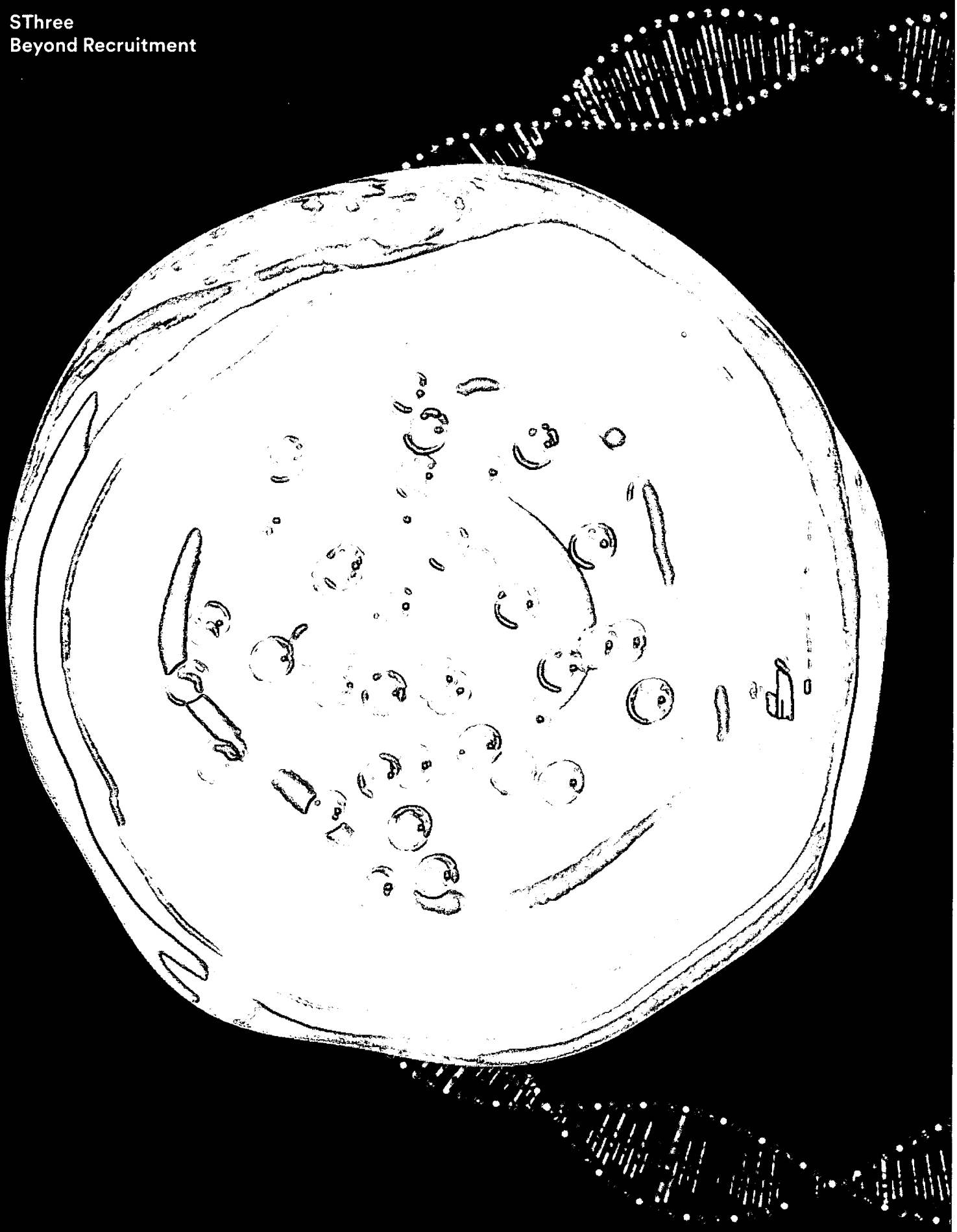
SThree
Beyond Recruitment



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Introduction

In this section

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Going beyond to lead growth in STEM and flexible talent

SThree is positioned at the centre of two long-term growth trends: STEM and flexible talent, which remain as relevant today as they have ever been and it is here where we see our opportunity.

Our clients' priority to retain critical STEM skills through-cycle has underpinned our performance in the year, providing us with sector-leading visibility.

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Financial highlights[1]

Net fees
(FY24: £369 million)

£323m

Operating profit
(FY24: £66 million)

£26m

Dividend per share
(FY24: 14.3 pence per share)

14.3p

Contractor order book
(FY24: £161 million)

£157m

Net cash
(FY24: £70 million)

£68m

1 The Group also uses alternative performance measures (APMs) to help explain its business performance. Further information on APMs, including a reconciliation to the financial statements (where appropriate), can be found on pages 199 to 200.

Operational highlights – future-proofing our business

As we look forward to the easing of the macro environment, our priority is to build an organisation fit for purpose, with rich industry experience, deep networks and strong commercial footing, for sustainable and profitable growth.

Rollout of integrated technology infrastructure completed
Transactions across our 11 global markets facilitated via a comprehensive, end-to-end integrated technology infrastructure

11

Scope 1 and Scope 2 greenhouse gas emissions reduction
FY24: 21% reduction since FY19

40% since FY19

Women in Leadership
FY24: 37%

37%

Employee net promoter score (eNPS)
FY24: 35

21

Further reading: CEO's statement, pages 10 to 13.

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What makes us different

The strength of the Group stems from its purpose of **"Bringing skilled people together to build the future"**, which we deliver by:

Focus on STEM

Going further in everything we do to outpace expectations

Our clients come to us for our niche, highly technical specialists and the localised, industry expertise.

Through seven sector-specialist brands, our consultants provide our clients and candidates with expertise across STEM and help them build teams and deliver project solutions.

1,533

Recruitment consultants

Further reading: Strategic progress: Places, Position for more information on pages 28 to 35.

Stable, cash-generative business

Delivering seamlessly as trusted partners to outpace ambition

We build strategic partnerships across a diverse base of 6,000 clients, delivering flexible contract and permanent talent.

Recurring revenue primarily from our flexible contract business (84% of Group net fees) allows us to build a strong financial position and offer our shareholders regular dividends.

14.3p

Total dividend per share

£123m

Total accessible liquidity

Further reading: Chief Financial Officer's statement for more information on page 36.

Digital first – an industry-leading platform

Staying ahead of industry dynamics to outpace change

We invest in innovative solutions in recruitment and new service offering for our customers.

Our capital allocation policy provides us with strategic flexibility to pursue value-enhancing opportunities when they arise.

£32m

Investment in our Technology Improvement Plan in the last three years

c.2%

Our average share of STEM market in top five countries, with significant potential for growth

Further reading: Strategic progress: Places, Platform, People for more information on pages 26 to 35.

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Our values

We are all in

- We are curious to explore new ways of working.
- We have a growth mindset to set ambitious goals.

We build partnerships

- We collaborate between colleagues to promote trust and mutual respect.
- We nurture strong connections with our colleagues and customers.

We think big

- We actively pursue opportunities for growth.
- We take accountability for our transformation and overall success.

We do the right thing

- We have integrity, speak up and act in the best interests of everyone.
- We are respectful and inclusive in all aspects of our work.

Further reading: CEO's statement, pages 10 to 13.

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Well-positioned for sustained growth as market conditions improve

The past year has been another challenging period, as the widespread recovery we were expecting did not fully materialise, and market conditions remained uncertain. Despite this uncertainty, our FY25 performance has been in line with guidance set at the start of the year, and we have delivered growth in two of our top five countries, USA and Japan. Pleasingly, we saw improved momentum in new business activity through Q4, which gives us confidence that the environment is stabilising and underpins the reiteration of FY26 PBT guidance given in September 2025.

Our unique strategic focus on STEM skills and flexible talent, supported by the global megatrends that are driving long-term demand for workers with these specialist skills, gives us confidence that we are in the right markets and focusing on the right sectors where we can make a real difference, drive growth and increase market share. Whilst disruption is ongoing, organisations will require more STEM talent across their workforce.

Building for the future of STEM talent

Notwithstanding the challenges that we have faced from the external environment, we are incredibly pleased to have completed the rollout of our Technology Improvement Programme (TIP). We are proud and excited by what we have built and believe that it provides a unique platform for growth, profitability and outperformance over the coming years.

Despite challenging markets, we delivered results in line with guidance, completed the rollout of TIP, returned surplus capital to shareholders and exited the year with improving momentum.

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Additionally, it should not be understated that we have delivered this complex three-year programme on time and on budget.

Implementing change is never easy, so I would like to thank our teams around the world for their patience and commitment throughout this process, and for delivering these results. We have a dedicated and skilled workforce that is well set to drive the business forward. I would also like to express thanks to our shareholders and other stakeholders for their ongoing support during this challenging macro-economic period as we continue to strive to deliver growth and shareholder value over the mid-to-long term.

The Group has continued to take steps towards its long-term growth strategy. We remain focused on our people, platform, proposition, places of work, and ultimately our customers, as we look to grow market share by engaging existing and new clients and candidates who value specialism at scale.

Prudent stewardship of capital

In line with the Group's capital allocation policy, the Board is proposing a final dividend at 9.2 pence per share this year. This, combined with the interim dividend of 5.1 pence per share, gives the total dividend for the year of 14.3 pence per share. We remain committed to maximising shareholder value while ensuring effective and pragmatic capital allocation across the Group that allows us to deliver growth in net fees and margin, maintain a healthy balance sheet, invest in our people and technologies and grow through acquisition, should we find the right opportunity to do so.

Within the period, we returned approximately £20 million to shareholders through our share buyback programme. Additionally, post-period end we are pleased to announce the launch of an additional share buyback programme of up to £20 million; we consider this to be in the best interests of the Company and its shareholders, returning surplus capital to shareholders while maintaining the financial flexibility to invest in the Group's strategy.

Commitment to strong governance

We were delighted to welcome both Paula Coughlan and Rosie Shapland as Non-Executive Directors to the Board in April and November 2025 respectively. Paula's experience in leading transformation programmes, together with her strong management experience and ESG credentials, alongside Rosie's extensive experience in audit and risk, and deep governance understanding, will serve to strengthen the Board as it continues to execute its strategy.

Their appointments followed the retirement of Denise Collis, after nine years' service, and the resignation of Elaine O'Donnell due to other business commitments. On behalf of the Board, I would like to thank them for their contribution to the Company and the commitment and insight they provided. We wish them every success in the future.

Ending the year with positive momentum

Looking ahead, we have exited the year with a period of improving new placement activity, complemented by continued resilient extensions. We are focused on optimising what we have built through our TIP: an agile, digitally enabled STEM workforce consultancy that is efficient, scalable and ready to respond rapidly to new opportunities. This, alongside our strategic focus on STEM and Contract, means that we are well placed to return to growth and fully capitalise when market conditions improve.

James Bilefield
Chair
23 February 2026

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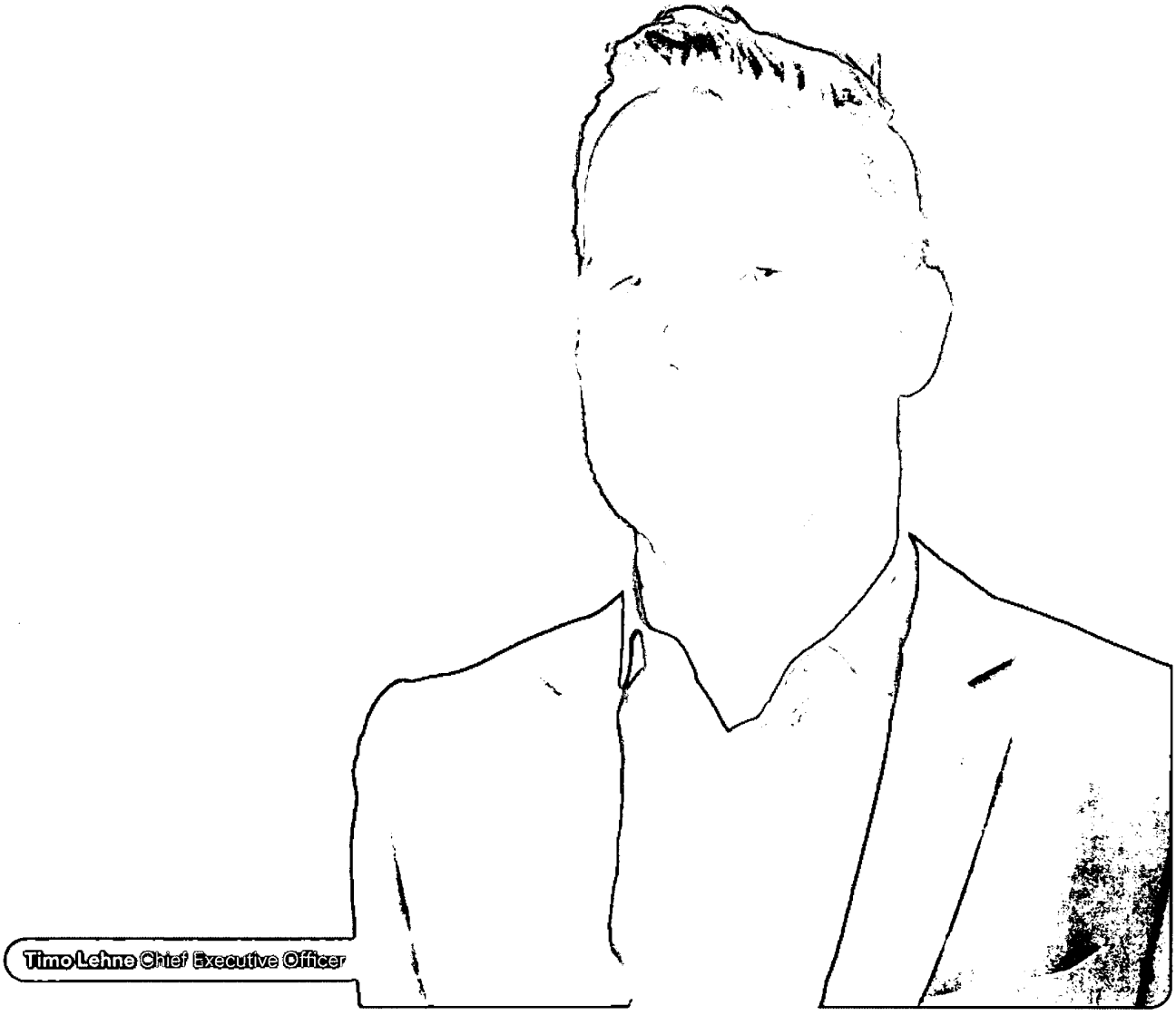

FY25 was a defining year of resilience and change, underpinned by disciplined execution against our vision for SThree. We maintained strategic momentum through uncertain times and remained laser-focused on building towards our vision as game-changers in STEM workforce consulting.

Dividend per share
FY24: 14.3p

14.3p

Net cash (excluding share buyback)
FY24: £70m

£88m

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Moving forward with clarity, resilience and strategic focus

Introduction: A defining year

FY25 was a year of resilience and change, a disciplined execution against our vision for SThree. Despite operating in persistently challenging global talent markets, we delivered on the expectations we set at the start of the year. This achievement reflects the strength of our strategy, the adaptability of our people, and the trust placed in us by our clients and candidates.

We have used this year to build strength. We have maintained strategic momentum through uncertain times and remained laser-focused on building towards our vision as game-changers in STEM workforce consulting. We have improved our position to capture emerging pockets of growth – achieving a return to growth in two of our top five countries – maintained sector-leading visibility with a robust contract order book, and closed the year with a strong balance sheet. We continued to prioritise areas of structural growth, ensuring that we remain aligned with long-term market trends.

The successful conclusion this year of the TIP rollout across all 11 of our countries marks a pivotal milestone in our journey. We are amongst few organisations that can point to a programme of this scale completing on time, within budget and delivering to an enhanced scope[1]. I am incredibly proud of what we have achieved together over the three years of the programme and would like to thank everyone for their commitment, persistence and resilience. TIP was designed to unify systems, streamline operations and embed best practices across the organisation, and the platform is performing as anticipated, providing the foundation for ongoing refinement and continuously evolving functionality. This achievement leaves us equipped with a fully integrated, end-to-end, scalable digital backbone that encourages innovation, accelerates future upgrades, and elevates the experience for clients and candidates. In doing so, we gain a significant competitive advantage in speed, efficiency and adaptability.

In addition, the capabilities enabled through TIP have driven us to scrutinise and elevate every aspect of our business, including our proposition, strategy, people and processes, resulting in meaningful improvements across the organisation. We have successfully realised our FY25 operational efficiencies programme, enhanced productivity of our Contract sales consultants, as measured by placements per head, and strengthened our ability to serve stakeholders effectively. These gains not only supported profitability in a challenging market but also created a leaner, more agile organisation ready to scale as conditions improve. Our broad-based progress this year showcases the strength of SThree: clarity of purpose, sharper direction, and the capability to lead from the front.

Market: STEM demand, digital transformation and evolving skills

A prolonged period of economic uncertainty has slowed clients' decision-making and investment across global STEM markets. As confidence returns, pent-up demand is expected to be released as organisations across sectors resume much-needed investment to remain competitive in a changing world. Rapid advances in AI and digital transformation are reshaping the skills employers need, tightening an already scarce STEM talent pool and pushing organisations to build workforces capable of adopting and scaling new technologies.

These same forces are reshaping the staffing industry itself, with AI-enabled tools raising the bar for service quality, efficiency and the value clients demand from their talent partners.

As a result, the gap is widening between providers focused solely on placements and those also able to deliver more complex, high-value services and solutions. With SThree's scale, digital capabilities and deep STEM expertise, we are strongly positioned to meet this evolving demand and lead in a market where human insight – augmented by technology – will matter more than ever. As clients increasingly seek guidance on AI and emerging technologies, we are partners in transformation, not transactional suppliers, and are well placed to capitalise on this evolving landscape.

Strategy: Delivery against ambition

SThree reports operational progress against five clearly defined strategic pillars – Places, Platform, Customer, Position and People – which the Group believes work synergistically to unlock the Group's full growth potential.

Places

Since early 2023, we have been intentionally rebalancing towards a more focused footprint, guided by our 'Market Investment Model' to identify where our capabilities and the market opportunity are most aligned. This disciplined approach has enabled us to deploy resources more effectively, strengthen our competitive position, and ensure that we are investing in the markets with the greatest potential – resulting in an increased emphasis on the USA and Japan, where the scale of STEM demand and structural growth trends present significant opportunity. We were pleased to have recorded growth in both during the year, reinforcing our approach. Growth in the USA, with net fees up 4% YoY, marked the reversal of two years of declines, with our initiatives to improve market positioning gaining traction throughout the year.

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In Germany, our largest market, we have analysed the government's recently announced stimulus plans and identified the sectors where investment is most likely to materialise. These are all sectors in which SThree already operates and we have dedicated specialist teams in place. Following the announcements, we have mapped our customer base and identified potential targets in the sectors most likely to benefit from the stimulus. In the meantime, we have used the period between the announcement and the deployment of funds to ensure our teams are appropriately sized and positioned to capture opportunities as they emerge.

In addition to geographic focus, we are becoming far more industry-focused in the markets we serve, deepening our sector expertise and enhancing our market intelligence to identify skill-gaps early and better anticipate customer needs. This includes our alignment to industries undergoing long-term transformations – an example being our Energy segment in the US which continues to expand in line with sector-wide investment to meet rising electricity demand from AI applications, data centres and electric mobility, alongside ongoing grid strengthening to ensure reliable energy delivery.

Platform

The completion of our phased rollout of TIP this year is a huge achievement. Total outflow for the programme was c.£32 million (c.£19 million capital expenditure and c.£13 million operational expenditure), which is within the lower-to-mid range of the budget set at the start of the programme. In implementing a programme of this scale across global operations, our teams have consistently demonstrated the expertise and commitment needed to navigate challenges presented by a country-by-country rollout. We have also exceeded our original project scope, introducing new tools such as our Contract Lifecycle Management AI and Call Navigator functionality, further strengthening the foundation on which we will continue to scale.

We are already seeing clear structural benefits of the TIP being realised – both in terms of efficiencies and the second wave of wider value outputs, including:

- Cost efficiencies: as of today, TIP has delivered annualised cost efficiencies of £6.5 million, demonstrating a financially compelling base case ROI.
- Pipeline quality: the number of higher-quality jobs per consultant (A and B grade roles) has increased by 38% across the Group since FY23[2]. These are roles with stronger client engagement and higher conversion potential, meaning that consultants are spending more time on the right opportunities, earlier in the cycle.
- Operational velocity: the Group has seen a meaningful 9% reduction in time-to-placement since FY23, which is even more pronounced in the USA Contract business where the platform has been embedded the longest and time-to-placement is down 22% over the same time period[2].
- Consultant productivity:
  - USA: evidenced by an 18% improvement in placements per head for Contract consultants in the US business, the first market to roll-out TIP and therefore with the longest live operating history[2].
  - Germany: evidenced by the controlled comparison of our Independent Contractor (IC) and Employed Contractor Model (ECM) divisions, where IC new placement weekly net fees outperformed ECM by 10 percentage points since FY23[3].

When looking at the cost efficiencies, these are being enabled by automation across back and middle office processes, and by the simplification of non-fee earning front office management layers. These gains reflect the programme's focus on system consolidation and a more standardised order to cash operating model, which removes duplication and rework and provides the foundations for enhanced data and reporting to support faster, more impactful decision making.

As mentioned above, the most decisive evidence of TIP's commercial impact to date comes from the German Contract business, where the performance of IC and ECM divisions provide a controlled environment given that both divisions operate under the same leadership, serve the same clients, and are subject to the same market conditions. Historically, the divisions' performances have been closely correlated, however a performance divergence emerged only after IC transitioned onto TIP in early 2024. What was shown was that the TIP-enabled business, being the IC division, preserved relatively stronger throughput than the ECM business, even despite experiencing a deeper reduction in sales headcount, with IC new placement weekly net fees outperforming ECM by 10 percentage points since FY23[3]. What this reflects in aggregate is that TIP has not only modernised SThree's technology foundations, but it has also redefined how the organisation operates and competes on a global scale.

Beyond immediate financial returns, TIP's greatest contribution is strategic. The Group has moved from reactive, retrospective performance reviews to proactive, real-time operational control to drive continuous improvement. By rebuilding SThree's core infrastructure on a unified, cloud-based architecture, it has laid the foundation for complementary next-generation technology, including agentic AI, working to broaden our addressable market. With the foundational rollout now complete, we enter the new year with all of our resources now fully focused on driving customised, next-generation enhancements and unlocking TIP's full potential.

Customers

Our recently introduced Customer pillar reflects our strategy to drive revenue growth through deeper client engagement and stronger candidate relationships. We are evolving our services to meet the changing needs of our clients, becoming more client-centric and enhancing the end-to-end experience across every interaction. As clients increasingly seek integrated solutions, and as we receive more demand for complex, consultative support, we are increasing our focus on large enterprise accounts and refining our account management approach to enable deeper penetration of our strategic accounts.

This focus is already delivering results, with double-digit growth recorded among our top client cohort[4] demonstrating the benefit of our Global Client Strategy and staying closer to those we serve.

The value of our services is further evidenced by resilient contract extensions, robust and sustained pricing, and a 10% increase in average contract lengths over the year. Our success continues to rest on a simple but powerful promise: whatever the market demands, we are there for our clients. By listening, adapting and delivering with precision, we are deepening partnerships and creating sustainable value across the industries we support.

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Position

Our branding refresh, as announced in the first half of the year, continues to receive strong customer and partner feedback, reinforcing our confidence that a unified brand architecture will unlock greater value and accelerate our ambition to be the authority in the STEM world of work. Bringing our go-to-market brands together under the strength and endorsement of the SThree parent brand is sharpening our position as the trusted global partner and more clearly articulates what we have long delivered: complex, consultative-led workforce solutions. At the core of this performance is our Contract business, with ECM, our most complex, value-added offering, continuing to outperform IC and now accounting for 49% of Contract net fees, reflecting sustained demand for sophisticated workforce solutions.

To amplify this progress, we have been elevating SThree's external profile to showcase how we have redefined the traditional staffing model with a more advisory, value-adding approach. This included the launch of the SThree STEM Skills Index, developed with the Centre for Economics and Business Research (CEBR), the only global measure of STEM skills readiness, which has quickly become a cornerstone of our thought leadership and a valuable tool for client engagement. We also introduced the STEM Workforce Report to capture the perspectives of STEM professionals across key markets. Together, these initiatives reinforce our commitment to providing evidence-based insights that help businesses and professionals succeed in an evolving STEM landscape.

People

We are equipping our people with technology that removes manual tasks and enables them to focus on high-value work, building stronger relationships with clients and candidates, while keeping human expertise at the heart of our proposition. As expected with a transformation of the scale of TIP, the rollout has brought both opportunities and challenges, with change management a major area of focus. Engagement levels have inevitably been affected by the pace of change internally and compounded by the wider market backdrop; our global eNPS score was 21, placing the Group within the middle range of the professional services sector.

We have learned a great deal through this journey. With the rollout phase of TIP now complete, its functionality will continue to evolve, and we remain committed to supporting our teams and ensuring they are fully engaged with the platform to maximise its benefits.

TIP is now enabling us to manage our global operations in a more cohesive and consistent way. One of the year's major milestones was the launch of our unified HR platform, SuccessFactors. It will support the full employee life cycle and will allow managers to devote more time to client engagement and revenue generation as well as coaching. By consolidating multiple legacy systems, it will provide leaders with clean, reliable data to inform decision-making and workforce planning. Additional progress this year included the rollout of our AIR (Attitude, Input and Results) performance framework to enhance our high-performance culture, the launch of a refreshed global sales onboarding programme, and the introduction of a new global DE&I policy. With this infrastructure and these processes now firmly in place, our teams are becoming increasingly accustomed to our new ways of working, and going forward, we will be able to tailor the platform in ways that best support them.

Delivering impact beyond our business

At the heart of our business lies a commitment to sustainability and long-term positive impact. Despite economic fluctuations, we remain resolute in our focus on delivering on our ESG commitments, which we regard as a fundamental driver of long-term value creation. By embedding responsible practices throughout our business, we are enhancing resilience and aligning with the evolving expectations of our clients, candidates and investors. Our sustainable business practices and ESG commitments are demonstrated by:

- Our net zero ambition: In FY25, our Scope 1 and 2 emissions declined by 54% YoY, with a 40% decrease from our 2019 baseline. Our absolute Scope 3 emissions reduced by 41% versus 2019. This year, the Net Zero Working Group has continued to implement our transition plan.
- Gender diversity in leadership: Our targets align with the FTSE Women Leaders Review, aiming for 40% women representation on the Board and in leadership roles. As of 30 November 2025, women represent 50% of our Board and hold 37% of leadership positions.
- Ethnic diversity targets: In line with the Parker Review, we have met and maintained our target of at least one Board member from an ethnic minority background since 2024. We are also working towards 18% ethnic minority representation in UK leadership by FY27, with current representation at 16%.

Outlook and priorities for FY26

While the extended market cycle has been challenging, we have used this period to build a lean, scalable operational backbone across both our front and back office, leaving us well positioned as conditions begin to improve. We have exited the year with encouraging new business activity, and good momentum in select countries, such as the US, whilst a broader recovery is yet to materialise, particularly in Europe. We start FY26 having successfully concluded a key contract renewal period, underpinning our expectations for the new year.

We are moving into next phase, with clear priorities: driving further operational efficiencies, shifting from infrastructure rollout to service development, leveraging our workforce-consultancy offering to grow, scaling responsibly, and maintaining the right portfolio balance. We have established a proposition aligned to the new age of work, where technology removes non-value-added activity and human expertise delivers impact, and our TIP-enabled infrastructure now gives us the platform to accelerate new service capabilities. We planned early for this change, and the value-gap for future-built firms is widening[5]. By putting clients at the centre of everything we do, creating an agile organisation, and investing in innovation, we'll stay at the forefront of industry dynamics and outpace change.

Timo Lehne
Chief Executive Officer
23 February 2026

1 'BCG, Build for the Future 2024'.
2 KPI measures FY25 performance relative to FY23, which serves as the pre-TIP rollout baseline. The USA, our first market to adopt the new platform, went live in Q4 FY23.
3 KPI reflects Q3 YTD FY25 performance, the most recent period before Germany's ECM division moved onto the new platform, benchmarked against Q3 YTD FY23 on a like-for-like basis to remove seasonality effects.
4 Top 10 clients.
5 'BCG, Build for the Future 2025'.

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Our markets

Despite elevated economic uncertainty, we see many reasons for optimism about the global economy over the coming years, under five era-defining megatrends which transform the way we think about the STEM specialists' market. From manufacturing to finance, an ever-growing number of industries are adopting automated technologies and scientific advancements, boosting productivity and remodelling workplaces. Having a workforce skilled in these fields is essential for maintaining global competitiveness.

These developments increase SThree's business opportunity as we continue to build service partnerships with clients across industries to enhance their operating capabilities and help to pursue STEM-driven innovation.

In this Annual Report and Accounts, we contextualise the Group's performance and prospects through these five global megatrends which shape the STEM specialists' labour market.

Megatrends impacting supply of STEM skills

Shifting attitudes to work

Flexible work arrangements, especially remote work, are becoming more prevalent, impacting hiring trends and urban development.

Greater flexibility allows professionals to move between contracts, specialising within their niche and developing their expertise further. This contributes to a growing number of contract workers.

The move towards remote work post-pandemic has spurred businesses to adapt their infrastructure and invest in 'smart' urban developments. This, in turn, creates a greater demand for STEM professionals who are needed to support these technological advancements and infrastructure changes.

Demographic shifts

According to SThree STEM Skills Index Report 2025, the global population is ageing rapidly. By 2080, the number of over-65s will outnumber under-18s*. This will have profound implications for the global economy, and the STEM ecosystem will be no exception.

These demographic shifts are driving a smaller pool of available talent. The increase in demand for a scarce talent pool resource increases the need for strong relationships with this talent pool.

All major technology and industrial sectors depend on the supply of critical STEM skills.

In the global economy that is dependent on STEM skills, the most successful nations will be those that not only invest in STEM education and training but create environments where STEM-skilled professionals can flourish and drive innovation across sectors.

* Based on SThree STEM Skills Index 2025.

Of all 'flexible/remote/working from home' jobs advertised by IT & Internet sector **65%**

Source: Wave-RS, The Impact of Flexible Working on Recruitment, 24 January 2024

Share of students to be enrolled in STEM fields in the EU by 2030 **45%**

Source: One of three 2030 EU-level STEM targets according to European Commission, A STEM Education Strategic Plan, 5.3.2025

Of studied companies reported that adopted hybrid policies increased productivity **69%**

Source: Majority of women say hybrid work boosts their career progression, study shows

Digital Decade target of ICT specialists in the EU **20 million**

Source: European Commission, A STEM Education Strategic Plan, 5.3.2025

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Further reading: see Our net zero transition plan, pages 60 to 61, for information on key actions and initiatives to decarbonise SThree's operations.

Megatrends driving demand for STEM skills

Digitalisation

To harness the power of Artificial Intelligence (AI) and machine learning, consumers and businesses require ever more advanced/complex technology.

To counter the fast-changing demographics and tight labour markets, governments set new policies and launch investment incentives to provide a necessary boost to the growth in robotics and automation.

Worldwide focus on sustainable, rapid innovation and supportive government policies are the key growth drivers in cross-industry R&D investment among software developers, semiconductor manufacturers and producers of other components for robotics and automation. They are shaping the future of technology and in preparation for this automated world, clients need clean and well-structured data. These factors are driving demand for specialist technology skills.

Our five core countries, Germany, Netherlands, USA, Japan and UK among Top 20 countries leading in STEM innovation

Innovation Ranking
Top 20

Source: SThree STEM Skills Index 2025

Projected between 2023 and 2033, almost 3x faster than non-STEM jobs

Growth in US STEM jobs
10%

Source: The Ultimate List of STEM Statistics 2025 | 75+ STEM Education Stats

Decarbonisation

Green energy investment, of which automation and technology are essential elements, continues to rise across the world. Advances in technologies deployed in grid infrastructure, energy storage and renewables capacity help to protect scarce natural resources and minimise environmental damage.

According to the EU Commission, the number of STEM-skilled energy workers, including those in engineering and 'green' tech roles, is projected to increase by 50% by 2030*. Green and energy transition roles, including electric vehicle specialists, environmental engineers, and renewable energy engineers, are within the fastest-growing roles in Europe. This is driven by public and private investments, fuelled by global push for sustainability, electrification, and energy security.

* Based on European Commission A STEM Education Strategic Plan, 5.3.2025.

EU investment in clean energy in the past decade

$390 billion
(c.£285 billion)

Source: IEA's World Energy Investment 2025, 10th edition

New high in global clean energy investment in 2025, with record additions of renewables, strong Electric Vehicle sales and rapid deployment of batteries

$2.2 trillion
(c.£1.6 trillion)

Source: IEA's World Energy Investment, 2025, 10th edition

Research-led healthcare

From groundbreaking cancer treatments to cutting-edge genetic research, the Life Sciences sector is rapidly evolving, driving advancements in healthcare and working towards health equity.

A thriving biotech and pharmaceutical industry are crucial for global medical progress, requiring expertise across various fields including medical science, quality assurance, regulatory affairs and AI.

Finding people with the right skills and expertise remains essential for Life Sciences to break down traditional barriers and accelerate the journey from research to real-world treatments and reshape how healthcare is delivered in the coming years.

This unprecedented landscape and convergence of traditional biological sciences with new tech solutions like AI, creates strong demand for highly diverse STEM professionals, offering attractive career prospects.

Of hospitals surveyed across Australia, Canada, Germany, the Netherlands, the UK and the US now use AI to improve patient care and operational efficiency

80%

Source: Deloitte's 2025 Global Health Care Outlook survey

Lost revenues due to drugs going off-patent. This cliff-edge is driving increase in R&D spend

$400 billion

Source: PwC's Next in Pharma: The 2025 Outlook—The Future is Now

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Our key value drivers

We have a diverse, skilled and committed workforce

We have a global network of dedicated STEM recruitment experts. We employ approximately 2,400 people across the world.

We earn net fees from a well-balanced business

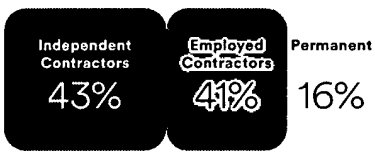
We deliver a comprehensive suite of compliant STEM resourcing solutions to meet clients' increasingly complex needs.

Net fees is our core performance indicator. It represents the mark-up on time worked by Independent Contractors and Employed Contractors across the duration of the contract*, as well as one-time placement fees charged as a percentage of a Permanent candidate's starting salary.

Our strategic weighting towards Contract provides resilience and good forward visibility of fees.

Economically, contract placements typically provide far higher lifetime value and profitability than Permanent placements.

* SThree pays contractors in line with submitted timesheets and invoices clients with a mark-up.



FY25 net fees breakdown per revenue stream (as a proportion of Group net fees).

Clear and strong brand proposition

Our sector-specialist brands guide our vision for the future and reinforce SThree as a trusted partner who understands and adapts to the changing needs of customers and delivers seamless service across the following skill disciplines.

Science

Through our specialist brand **Real**, we place candidates in organisations within the scientific sector.

Net fees by skill
2024: 17%

16%

Technology

We place professionals with Tech skills across multiple sectors and industries predominantly through our **Computer Futures** and **Global Enterprise Partners** brand.

Net fees by skill
2024: 48%

45%

Engineering

Our network of consultants at **Progressive** connects engineers with organisations which provide renewable energy, sustainable infrastructure and cleaner legacy and modern transport.

Net fees by skill
2024: 29%

30%

Mathematics

Our specialist recruitment brands **Huxley**, **JP Gray** and **Madison Black** place candidates with specialist skills in managing data across the Netherlands and North America.

Net fees by skill
2024: 6%

9%

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We are a global business

We deliver STEM talent in countries which outpace expectations in innovation and job creation, thanks to dynamic tech sectors, robust research and development funding and strong industry-academic partnerships.

We are talent partners to global public companies through to dynamic start-ups across 11 countries grouped into the following reportable segments:

DACH

Net fees by reporting segment
2024: 35%

33%

Recruitment consultants
515

Rest of Europe

Net fees by reporting segment
2024: 17%

16%

Recruitment consultants
269

USA

Net fees by reporting segment
2024: 22%

26%

Recruitment consultants
276

Netherlands inc. Spain

Net fees by reporting segment
2024: 21%

19%

Recruitment consultants
281

Middle East & Asia

Net fees by reporting segment
2024: 5%

6%

Recruitment consultants
192

We deliver our purpose and strategy across 33 offices across three continents:

Europe offices
(Head office: London)

Amsterdam
Antwerp
Barcelona
Berlin
Birmingham
Bristol
Brussels
Düsseldorf
Eindhoven
Frankfurt
Glasgow
Hamburg
Hannover
Leeds
London
Madrid
Manchester
München
Nürnberg
Paris
Rotterdam
Stuttgart
Utrecht
Vienna
Zurich

USA offices
Austin
Boston
Chicago
Houston
New York
San Diego

Middle East & Asia offices
Dubai
Tokyo

■ Top 5 Markets
□ Other markets

Further reading: Business review, pages 40 to 49.

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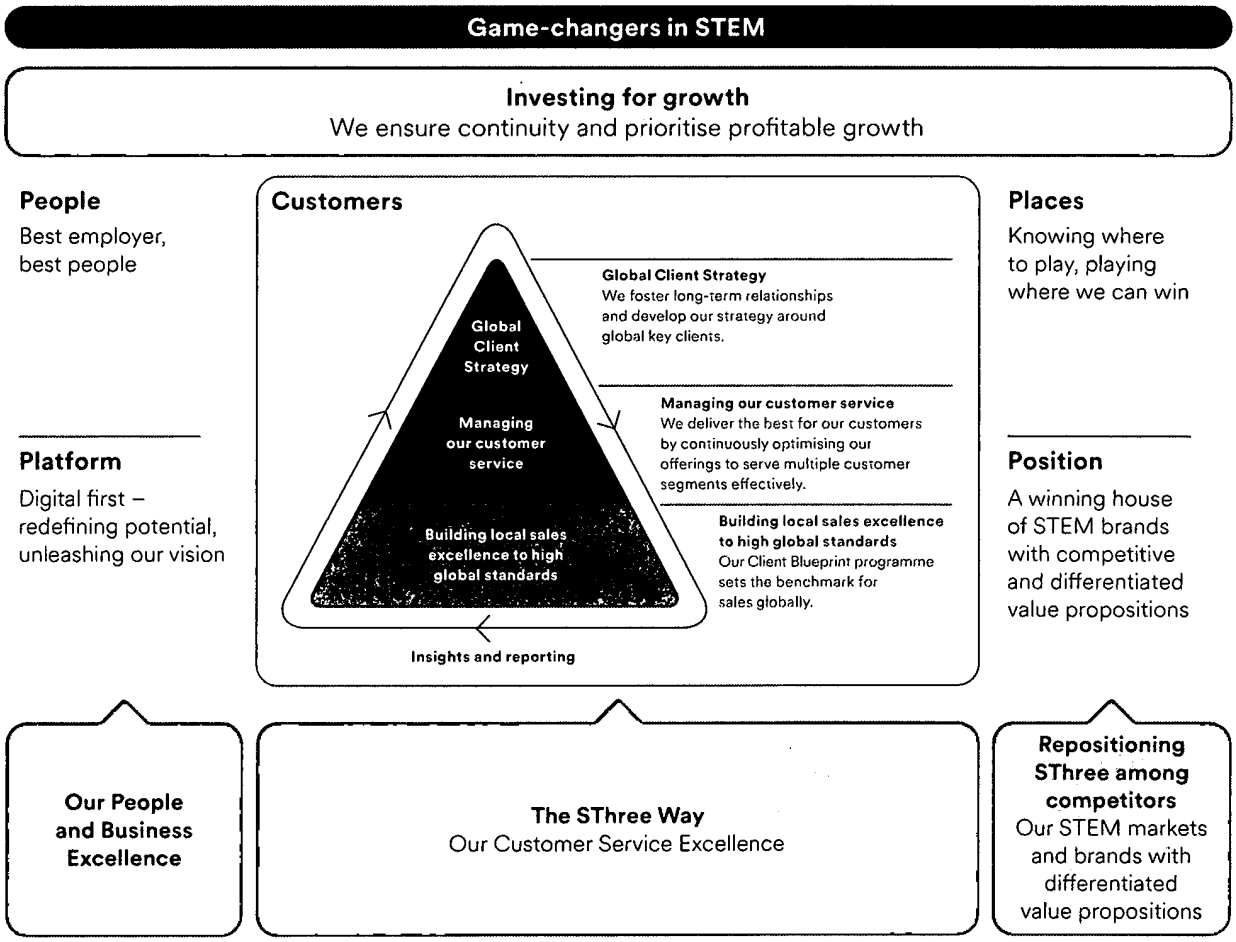
How we create value The SThree Way

Focused on key game-changing activities
We empower our people, by blending strategically enhanced SThree operations with the sector- and market-specific knowledge, to nurture the environment in which we accelerate careers, enrich lives and enable people to make a difference to the world around them.

Our customers are at the heart of everything we do

Building exceptional customer experience is the foundation of our **SThree Way**.

The SThree Way supports our Group strategic pillars by instilling an inclusive, high-performance culture and promoting an integrated approach across sales and core functions and a leading technology platform. It is underpinned by our values which guide our behaviours and ways of working.



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Value we create for stakeholders

Examples of our value creation in FY25.

Career with purpose

The full potential of SThree is highly dependent on its people. In return, we offer them a culture that supports ongoing learning, development and employee well-being. This approach aims to create an environment where every employee feels valued and empowered to reach their full potential.

13.9%

of operating profit invested in learning and professional development programmes

20,767

employee training hours

Enhancing lives of future generations

Understanding the needs and career aspirations of our candidates allows us to match them with the right client organisations. Our candidates' expertise and problem-solving skills help our clients make new discoveries, realise and increase the long-term potential of technology to address the challenges of today's world.

12,042

candidates placed in FY25

c.6,000

clients we worked with around the world in FY25

Shareholder returns

In FY25, the Board recommended a 9.2 pence per share in the final dividend for the year; this is flat YoY.

We aim to pay a dividend that is sustainable through the cycle, and which will be driven by long-term earnings growth.

Additional share buyback programme of up to £20 million.

14.3 pence

total recommended dividend per share

Developing cutting-edge STEM talent

We lead many initiatives across communities to promote STEM careers with great expansion prospects. We help eliminate barriers to employment and create more pathways into STEM careers.

2,653

hours volunteered in local communities

Addressing the climate crisis

We source the talent needed to build a sustainable future, partnering with clients to support the transition to a low-carbon economy. Our Science Based Targets initiative (SBTi) validated target is to be a net zero company by 2050, with a near-term target of reducing Scope 1 and 2 GHG emissions by 77%, and Scope 3 GHG emissions by 50%, by 2030 versus the base year 2019.

41%

reduction in CO_2 emissions since 2019 base year

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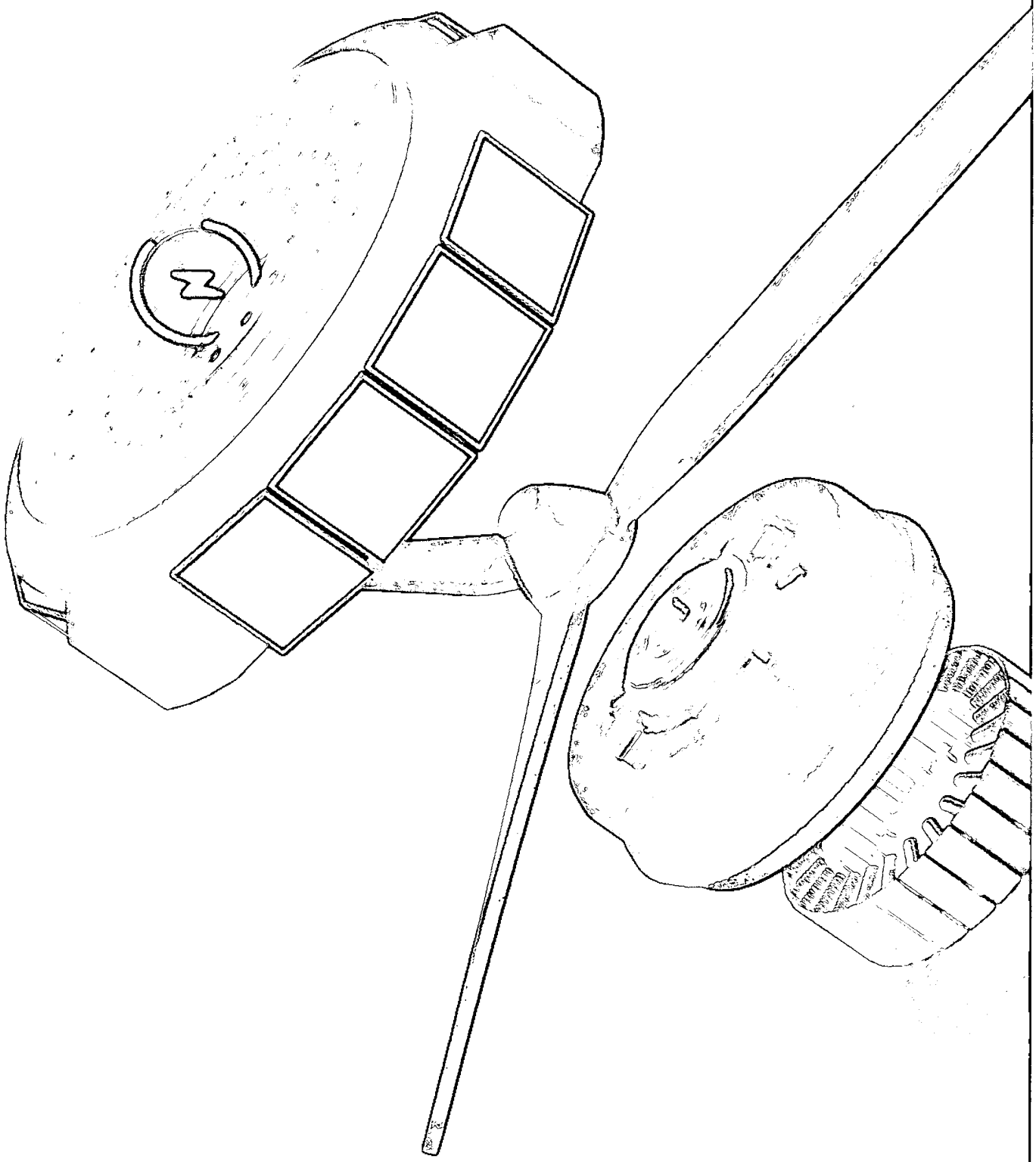

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Strategic Report

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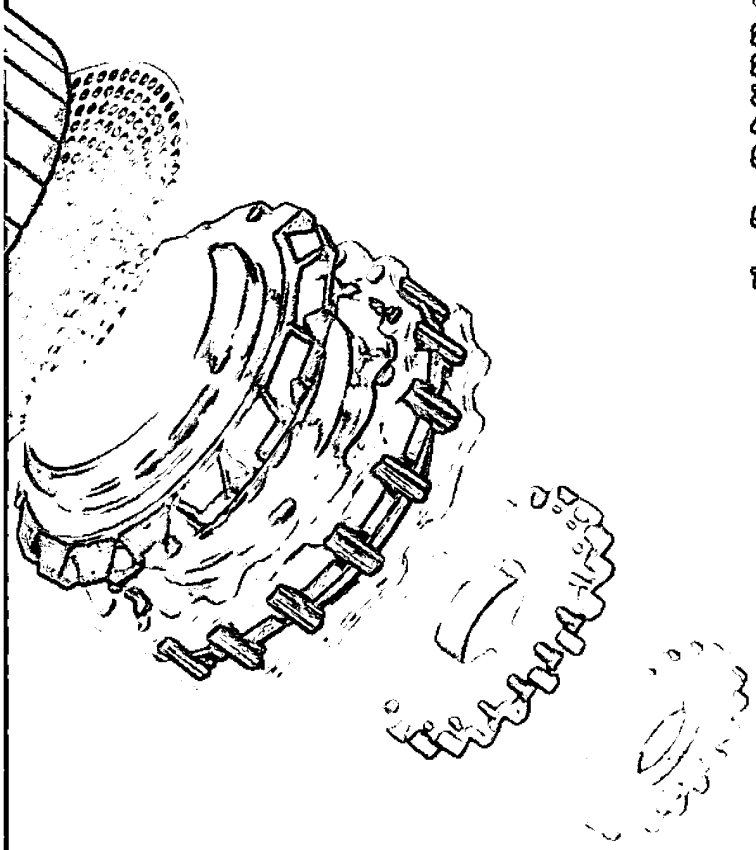

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Delivering performance

Our key performance indicators (KPIs) provide a balanced measure of the Group performance against our strategic priorities. These KPIs, a combination of five financial and three non-financial measures, help the SThree Board and Executive Committee evaluate operating performance and inform their financial, strategic and operating decisions.

KPIs used for executives' remuneration

To help our Board and Executive Committee align their focus with the interests of our stakeholders, all KPIs addressed in this section are reflected in the executive remuneration targets, as per the policy approved by shareholders at the 2024 Annual General Meeting.

Net fees

This KPI is calculated as revenue less cost of sales, and represents the mark-up we charge to our clients on top of candidate salaries. It is one of our fundamental financial measures as it indicates how our business is performing over time.

£323m

-12%* on FY24

FY25	£323m
FY24	£369m
FY23	£419m
FY22	£431m

FY25 performance

Ongoing macro-economic and geopolitical uncertainties continue to affect business confidence of our customers, which has resulted in a continued decline in new business activity across Contract and Permanent, partially offset by strong Contract extensions as clients seek to retain much-needed STEM skills. This resulted in our total net fees declining by 12%* YoY, with Contract down by 12% and Permanent down 9% YoY.

Based on the market data available to us as at the end of Q3 FY25, we have outperformed our local peer group (on a net fee basis versus FY19) and met our FY25 target.

Basic earnings per share (EPS)

EPS helps to assess the Group's profitability per share. Internally, it is also used for the vesting assessment of the Group Long-Term Incentive Plans. Our ongoing target is to achieve earnings growth for shareholders while balancing reinvestment to secure future growth opportunities.

13.7p

-63% on FY24

FY25	13.7p
FY24	37.4p
FY23	42.4p
FY22	41.0p

FY25 performance

Basic EPS decreased by 63% over the prior year. This was attributable to 60% lower operating profit, which was partially offset by increased finance income, and 430 bps higher Group effective tax rate.

* In constant currency.

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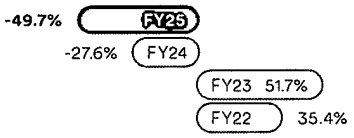
Total shareholder return (TSR)

The growth in value of a shareholding over a three-year period, assuming that dividends are reinvested at the closing price on the ex-dividend date. This KPI helps to assess the Group's performance in the delivery and maximisation of long-term value for shareholders. Our ongoing target is to generate good returns on the investments we make and create long-term value for shareholders.

-49.7%

-22.1% pts on FY24



FY25 performance

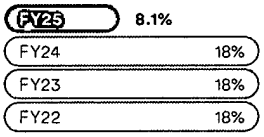
During the assessed three-year period (FY22 to FY25), SThree plc's share price declined by half. This performance places SThree in a mid-range position relative to the basket of comparator companies and reflects the Group's strategic focus on Contract which continued to underpin our performance in the challenging market. Based on this final performance test, the TSR portion of the FY22–25 LTIP award will lapse in full.

Operating profit conversion ratio

This measure represents operating profit stated as a percentage of net fees. It measures the Group's effectiveness in controlling costs and managing its investments for future growth. Our aim is to operate our business efficiently and cost-effectively with stable margins and to deliver a mid-term sustainable operating profit conversion ratio in excess of 21%.

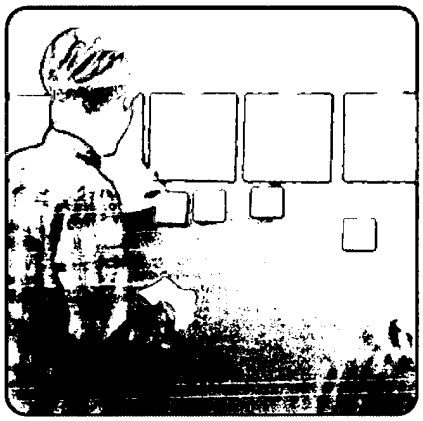
8.1%

reduction in 10% pts on FY24



FY25 performance

Operating profit conversion decreased to 8.1% in FY25, reflecting lower net fees from weaker new business activity, particularly in Technology and Life Sciences. This was partly offset by disciplined cost control and the delivery of operational efficiencies, including benefits from the TIP. As market conditions improve, the structurally lower cost base is expected to support a recovery in conversion through the cycle.



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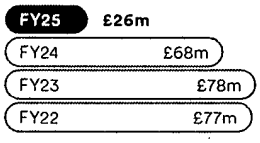
Profit before tax (PBT)

This KPI represents net fees less administrative expenses and less net interest. It is a measure of our underlying profitability, our efficiency and how we manage our cost base. Delivering a healthy and consistently profitable growth is important as we aim to create value for all our stakeholders over the long term.

£26m

-62%* on FY24



FY25 performance

PBT decreased by 62% on both a reported and constant currency basis compared to FY24, primarily reflecting lower operating profit from reduced net fees, partially offset by disciplined cost management and higher finance income.

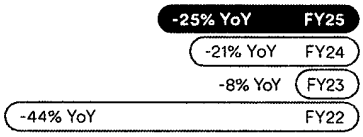
* In constant currency.

Carbon reduction

Our near-term goal is to reduce Scope 1 and 2 carbon emissions by 77%, and Scope 3 carbon emissions by 50% by FY30, from a FY19 base. Our short-term ambition was to reduce Scope 1, 2 and 3 carbon emissions by 25% between FY19 and FY24. Progress against carbon reduction is also used as a factor in determining vesting of Long-Term Incentive Plans granted to executives.

41%

reduction from base year FY19



FY25 performance

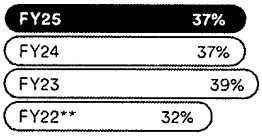
In FY25, our Scope 1 and 2 emissions declined by 54% YoY, with a 41% decrease from our 2019 baseline. Our absolute Scope 3 emissions reduced by 41% versus 2019. This year, the Net Zero Working Group has continued to implement our transition plan. Reductions across all scopes can be attributed to key carbon reduction initiatives including car fleet policy changes in Belgium and the Netherlands with more electric cars in our fleet and varied benefit options including mobility allowances on offer. We have also worked closely with data providers to improve car fleet reporting to ensure continuous improvement in the quality of our data.

Representation of women in leadership roles

This KPI is a measure of gender balance within the Group and an indicator of our strategic growth plans leading to a diverse leadership team. Since FY23, to ensure alignment with the FTSE Women in Leadership Review requirements, this KPI is calculated by taking the number of women in 'ExCo' and 'ExCo minus one' roles (excluding administrative roles) as a percentage of our total workforce at this level. Our short-term target is to achieve 40% of women in leadership roles, aligned to the FTSE Women in Leadership Review, with a longer-term ambition to achieve 50/50.

37%

of women in leadership



FY25 performance

In May, we celebrated the successful completion of the Identify Leadership Development Programme, reinforcing our commitment to investing in the development of high-potential women across the business. Women now represent 35% of sales leadership roles, marking progress in an area we've prioritised for growth. Additionally, eight high-performing women from our Sales Team Leaders population were enrolled in our mentoring programme partnership with Femme Palette, further strengthening our pipeline of future leaders.

** The comparators for years prior to FY23 are using a definition which resulted in a larger population being included and restating has not been possible due to a lack of data.

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Employee net promoter score (eNPS)

The score is the result of the annual employee survey that captures regular feedback from our people about their experience of working at SThree. Our success is reliant on having a motivated and engaged workforce, so our aim is to never stop listening to, and acting upon, our people's feedback. eNPS helps us identify areas for ongoing improvement so that we can ensure SThree is a great place to work, and we attract and retain the best people.

21 pts

-14 pts on FY24

FY25	21 pts
FY24	35 pts
FY23	43 pts
FY22	51 pts

FY25 performance

We ran our global engagement survey in October 2025 with a strong 77% participation rate, reflecting trust in leadership. Engagement has declined in line with tough market conditions, consistent with external benchmarks, and our Global eNPS dropped by 14 points to 21, placing us mid-range for professional services. Strengths remain in goal setting, management support and recognition, highlighting the impact of AIR (Attitude, Input and Results) and PACE (Prioritise with purpose, Accelerate progress, Control the controllables and Evaluate and energise) performance frameworks as managers step up amid reduced pay, promotions and incentives.

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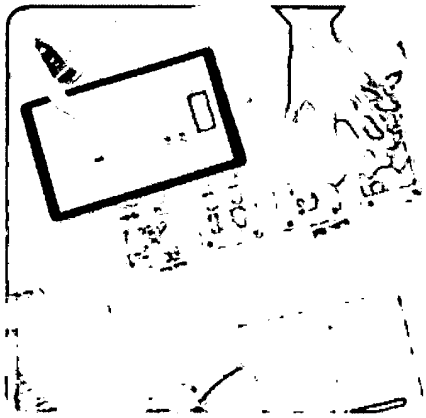
Customer

Going further to achieve customer service excellence

To ensure our strategy is shaped by customer needs we created this new strategic pillar to guide everything we do. Our aims are to foster long-term relationships and build the value of each customer through offering the best possible service.

Jelte Hacquebord Chief Commercial Officer

We're building a business where the customer is at the heart of everything – bringing the voice of the customer into every part of the organisation, right up to the boardroom.



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Leveraging our global footprint and greater connectivity

We continue to offer a range of services to meet the needs of different customer segments, with a particular focus on developing global key clients. This year, we embedded our global client strategy with the launch of our Global Customer Board. It oversees enterprise account development and has successfully grown revenue from our top global clients in a challenging market. We also formalised our Technical Services proposition, enabling us to partner on full project delivery, supplying whole teams and providing quality assurance and compliance oversight. This evolution up the value chain is enabling us to deepen client relationships and further differentiate ourselves from more transactional competitors.

Using our new platform to better serve customers

Our upgraded platform gives a consolidated view of clients and candidates from all our companies. This, combined with enhanced Customer Relationship Management tools, enables our consultants to access talent and opportunities across borders with real-time data and compliance insight. Bringing all the Group and subsidiary business information systems together also enables real-time analysis and insight. This allows managers to provide better support for their teams as soon as it is needed.

Further reading: see our US Utilities Workforce Expansion case study on our website.

The new platform embeds our best practice blueprint, the SThree Way, while AIR, our new performance management framework, puts accountability and client impact at the centre of every role, ensuring that every team member understands what great performance looks like. To check we continue to meet the changing requirements of clients, our Voice of the Customer programme embeds continuous feedback loops across our operations. Together, all these initiatives mean that any company using SThree should experience the same high-quality professionalism, responsiveness and expertise.

Looking forward

Next year, we will step up our use of AI-enabled tools to help identify emerging demand and better serve clients. We will focus on delivering specialism at scale by deepening sector expertise and expanding our consultancy offering into new regions.

Further reading: see our Mastering power of data case study on our website.

We've turned our sales blueprint into data – a live system that shows managers and consultants what drives success, in real time.

Nicholas Folkes
Chief Operating Officer

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Places

I am confident that no other company offering STEM talent can do what we can – partnering with clients on global projects across markets from the UK to Germany, the USA, to Japan and Dubai. Our model means we can deliver anywhere in the world.

Beyond single role placement to building global project teams

Our focus remains clear: to compete in the world's most dynamic STEM skills markets and serve the clients requiring talent in Technology, Engineering and Life Sciences. Operating in 11 countries, which represent 76% of global STEM demand, we continue to outperform key competitors despite one of the most challenging years in recent memory.

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Global STEM demand

76%

within 11 countries

Global market operations

11

countries

Geographical performance

Our strategy to concentrate on selective, high-value markets proved resilient again this year. Although ongoing economic uncertainty made clients reluctant to invest in major projects, our disciplined approach helped us maintain our position and continue to grow share in key territories. Notable bright spots included the US, Spain, Belgium and Japan – the latter a standout success story, where demand for STEM talent remains exceptionally strong and net growth is expected to accelerate further in 2026, driven by continued investment in technology and life sciences.

Further reading: see our Japan Energy Transition case study on our website.

Skill vertical performance

Within our skill verticals, Engineering was the standout performer, particularly in energy and infrastructure, supported by pro-hydrocarbon investment and the continuing global build-out of renewables. Technology declined, although specialist areas such as AI and data centres saw increased demand. Life Sciences remained subdued as post-pandemic investment continued to normalise. The megatrends driving demand for STEM skills (see 'Market overview' on page 14 for more details) have not gone away. The business is well positioned for recovery and growth when client investment returns.

Employment model performance

Our strong mix of Contract and Permanent placements remains a core strength. Contract continues to offer greater visibility and stability throughout the cycle, underpinned by deep client partnerships. Complementing this, our Permanent recruitment capability enables us to respond to changing client needs – particularly for global and enterprise accounts seeking international mobility solutions.

Looking forward to FY26

Next year, we will continue to enhance enterprise-level client servicing through global delivery models that extend beyond our current operating footprint.

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Platform

Nicholas Folkes Chief Operating Officer

We said what we were going to do – and we did it. On time, within budget, and to a greater scope than planned.

Beyond expectations

FY25 marked the successful completion of our Technology Improvement Programme (TIP), a milestone that has fundamentally reshaped the digital infrastructure of the business.

The TIP has equipped us with a fully unified and scalable cloud-based platform that strengthens our operational resilience and is already unlocking new avenues for efficiency and growth.

We completed the rollout of the programme across all territories during the year, bringing all the Group and subsidiary business information systems together into a single, global model. This clean data environment gives us, for the first time, a consolidated view of clients and candidates, enabling real-time analysis and insight not possible with our legacy systems.

Further reading: see our London Metropolitan University case study on our website.

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Increase in US Contract placements since FY23

18%

Digitising processes and systematising best practice

The new core platform is enabling us to innovate at pace and we introduced up to ten new features each month over the year. These included several major process automations which will make a significant contribution to better aligning our processes with our strategic goals.

We completed the digitisation of our proven sales process, Blueprint, embedding it into gamified stimulus to systematise sales best practice across the business. These data-driven systems incentivise the right behaviours, helping consultants understand the next best action at each stage. It also provides managers with unprecedented dashboard visibility to coach and direct performance in real time.

Improved productivity

Despite a challenging market backdrop, we are already seeing the platform's impact. In Germany, our IC business, operating on the new system since FY24, delivered net fee growth of 9%, compared to a 4% decline in ECM business, which was still using legacy technology for the majority of FY25. Typically, ECM outperforms IC in Germany. This reversal of historical trends demonstrates the business benefits created by TIP, even in adverse conditions.

Positioned for ongoing improvement

The successful completion of TIP signals our ability to execute large-scale transformation on time and within budget while refining its capability to fully exploit a technology's potential. With this new foundation in place, our focus now turns to leveraging advanced data, AI and automation in order to lead the industry's next wave of growth and performance improvement.

Office estate

This year we have shifted from largely regional property management to a centralised operating model. We hired a new Global Director of Property to draw up and deliver a plan that achieves cost optimisation, governance and efficiency while ensuring we offer high-quality offices where employees can do their best work.

Looking ahead to FY26

Having invested significantly during the market downturn in technology, we are in a position to lead the market in taking full advantage of the potential of AI. Next year we will continue to transform operations, delivery and effectiveness through AI and data-driven initiatives.

TIP has given us an absolutely clean, redesigned set of systems and data – the perfect foundation for layering advanced AI.

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People

Empowering performance, culture and connection

The launch of SuccessFactors in September 2025 marked a pivotal step in our HR function's digital-first transformation, concluding several years of investment through the TIP.

For the first time in our history, every employee and manager across SThree is able to operate within a single, unified HR platform.

The system manages the full employee life cycle, from hiring and onboarding through to career development and succession planning. It enables true self-service, giving employees direct access to their information and managers the ability to action staff changes themselves. Once fully embedded, this transformation will save time and enable managers to focus more on coaching, client engagement and performance.

In practical terms, SuccessFactors consolidates multiple legacy systems and processes, from absence management to peer recognition. It gives leaders clean, reliable data and a global view of our workforce – a critical enabler for data-led decision-making, talent development and future workforce planning.

Sarah Mason Chief People Officer

SuccessFactors will transform how we work – giving managers the data and tools they need to focus on people development, as they have the real-time performance insights they need.

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Evolving a high-performance culture

Central to the People strategy is continuing to develop a performance culture that drives excellence and accountability at every level. Our new global AIR performance management framework, 'Attitude, Input and Results', sets a clear and consistent foundation across all territories. Designed to be simple, measurable and aligned with our values, AIR ensures that every individual understands what great performance looks like and how it links to business outcomes.

Managers have been upskilled globally to embed the framework, focusing on coaching, feedback and developing their teams' capabilities. Feedback indicates that employees report greater clarity around objectives and expectations, and stronger alignment between performance conversations and business goals.

Embedding our values and behavioural framework

Our values are now fully integrated into key people processes including performance management, incentives, promotions and end-of-year reviews. This behavioural framework forms the 'Attitude' component of AIR, defining the mindsets and behaviours that underpin the SThree way of working. This integration is reinforcing a culture where the way results are achieved matters as much as the results themselves.

Sales enablement and onboarding

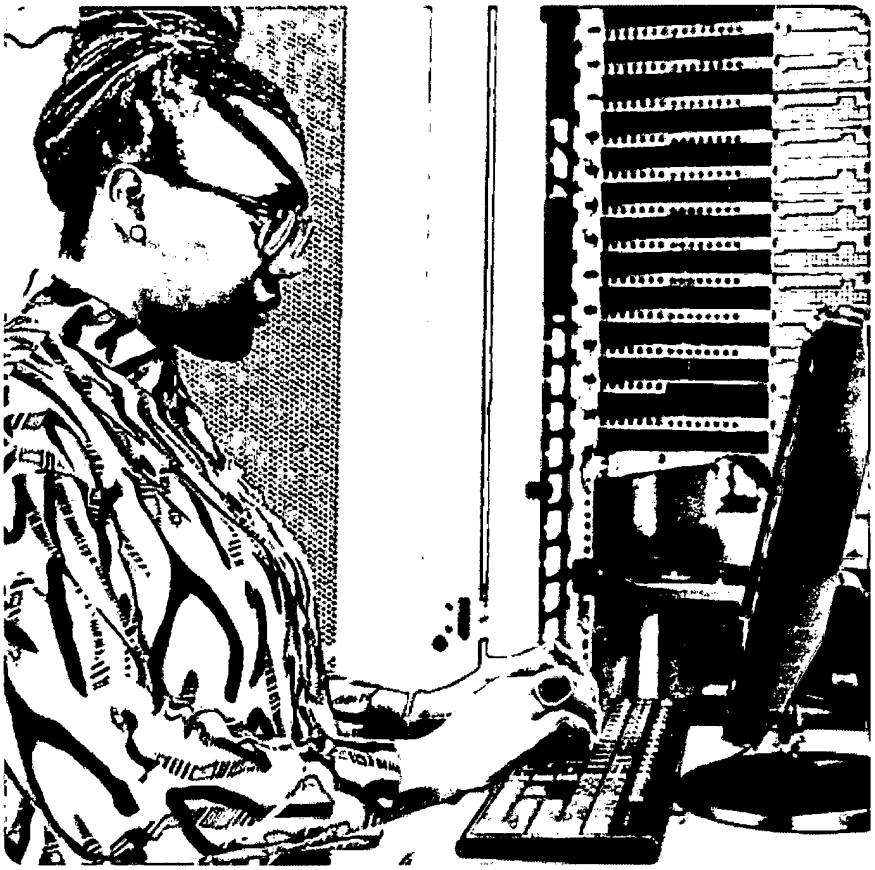
To accelerate the effectiveness of new consultants, we refreshed the global sales onboarding programme. Combining scenario-based learning, simulation tools and AI-driven feedback, the programme helps new hires reach productivity quicker. We have invested in supporting our new consultants through a range of tools and enablers, including enhanced systems and improved training.

Data-driven hiring for better outcomes

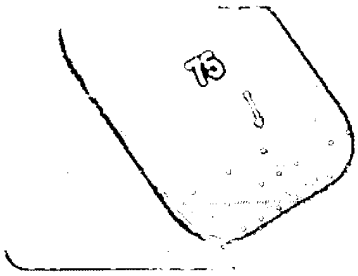
Hiring the right people remains the foundation of our success. During FY25, the Talent Acquisition (TA) function was restructured under new global leadership, moving from a regional to a unified global model.

A key innovation has been the use of psychometric profiling to develop a better understanding of what predicts success in our business. The analysis revealed that individuals matching the 'high-performance' profile closed around 50% more placements and generated 50% higher net fees than those that did not.

As we scale this approach, it will continue to enhance hiring quality and consistency across the Group, aligning recruitment decisions with the values and competencies that deliver success for our customers and for our business.



The Attitude, Input and Results framework – AIR – has given us a common language for performance: it's clear, consistent and focused on what really drives results.



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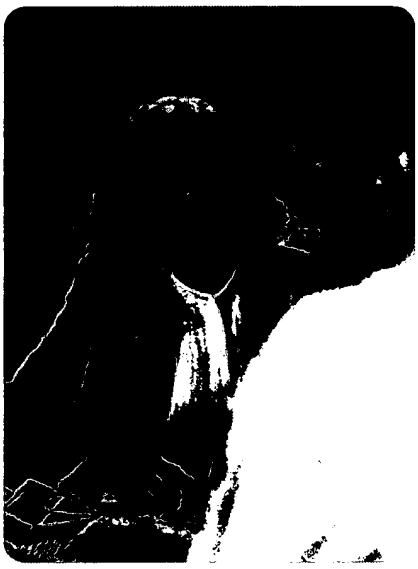
We're developing leaders who coach, connect and care – because that's what creates great teams. And great teams create loyal customers.

Sarah Mason
Chief People Officer



Taking a scientific approach to hiring will help us identify the people who will thrive here.

Leadership and development

This year, managers received focused training in performance coaching, effective feedback and turning around underperformance. For our top 100 leaders, development plans and succession calibrations were completed with Executive Committee oversight. Bite-sized learning modules for core function teams, alongside change management training for the CRM rollout, ensured capability development remained aligned with business priorities.

Further reading: see our Empowering the Future of EnergyTech case study on our website.

Diversity, Equity and Inclusion – belonging and balance

This year, our DE&I strategy was refreshed to focus less on numerical targets and more on fostering a genuine sense of inclusion and belonging. Inclusion will now be measured through the company-wide engagement survey, helping us understand cultural progress in real time.

Practical steps have included launching a new global DE&I policy, planning company-wide inclusion events, and updating the volunteering policy to encourage wider participation. Country-level initiatives – such as the Netherlands' Women's Mentoring programme, which has now been extended to employed contractors – show how inclusion is being embedded locally.

Improving representation in leadership, particularly sales leadership, will play a critical role in addressing our gender pay gap.

Further reading: see our Dina Othman interview case study on our website.

Gender diversity profile as of 30 November 2025

		Men		Women	
	Total	Number	%	Number	%
Board of Directors including Non-Executive Directors	**8**	4	50%	4	50%
Executive Committee	**9**	6	67%	3	33%
Executive Committee minus one	**53**	33	62%	20	38%
Other employees	**2,280**	1,139	50%	1,141	50%
Total	**2,350**	1,182	50%	1,168	50%

For more information on the composition of our Board of Directors, see pages 90 to 91.

Looking ahead to FY26

The coming year will focus on embedding and leveraging what has been built. Key priorities include:

- extending our new HR platform, SuccessFactors, across additional modules;
- continuing to strengthen the high-performance culture through AIR and manager development; and
- reviewing the operating model, benefits and compensation structures to ensure the employee value proposition remains competitive and employees enjoy long careers with us.

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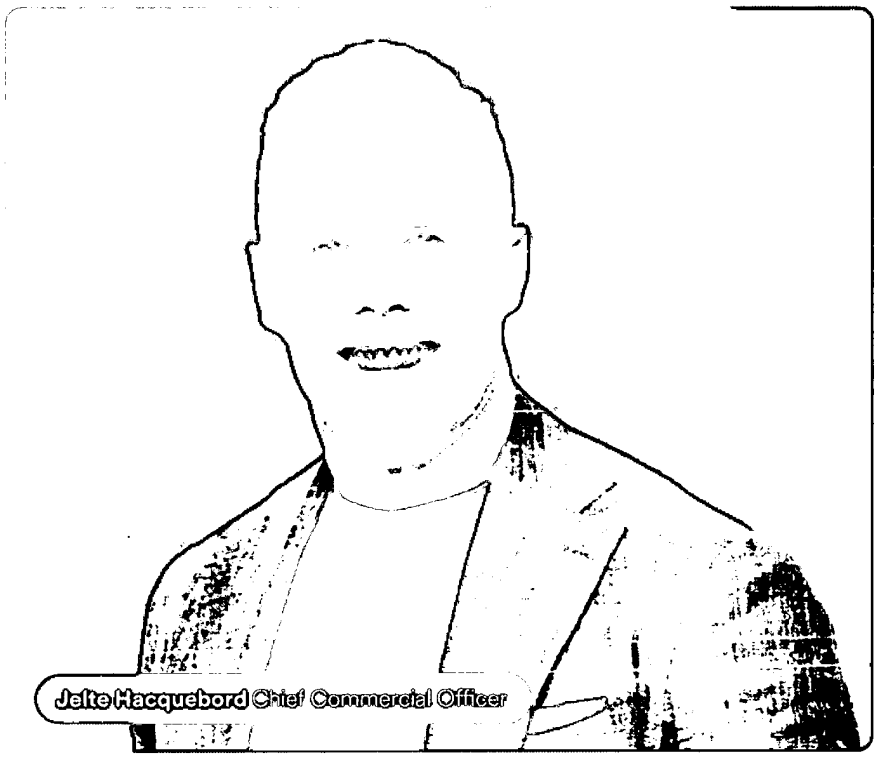
Position



Every brand is now endorsed, and recognisably part of, the SThree Group – it's a true growth vehicle that makes us stronger together.

Beyond comparison: becoming the leader in STEM workforce consultancy

Uniting our purpose, strategy and proposition

This year marked an important evolution in how we express who we are and what we do. Through the launch of our refreshed brand identity and the new proposition, *Outpace Tomorrow, Together*, we have strengthened the link between our purpose, our strategy and the value we deliver for customers.

Our endorsement strategy – linking the SThree Group brand with each of our go-to-market brands – has created a clear, unified 'house of brands'. Each market-facing brand now reflects a specialist focus in its sector or skill area while being recognisably part of SThree. This alignment strengthens our credibility, builds cross-market awareness, and makes our offer clearer for both clients and candidates.

Building a global workforce consultancy

The Position pillar brings together the initiatives that translate this strategy into action – from brand identity, digital presence awareness and messaging to the development focus of our Global Service and Sales Excellence programmes. It demonstrates how our investments in technology, people and data are all connected to one outcome: serving our customers better and building the trusted, enterprise-level partnerships that define SThree as a global workforce consultancy.

We also continued to expand our leadership in thought and insight. Through our global STEM Skills Index, sector research and commentary on how the STEM world works, we are establishing SThree as an authority in our chosen fields.

This focus on specialisation is central to our positioning. In a world being reshaped by AI, deep expertise becomes an ever more important differentiator.

Looking ahead to FY26

Our priorities for FY26 centre on further embedding our brand proposition and continuing our journey of specialisation. We will extend our sector leadership through data-driven insights, accelerate the rollout of our Voice of the Customer programme, and keep refining how we communicate and deliver our workforce consultancy model worldwide.

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Chief Financial Officer's statement

In FY25, the Group was impacted by increased political and macro-economic uncertainty, particularly in Europe, further delaying businesses' investment plans and the anticipated easing of market conditions.

Net fees
2024: £369m

£323m

Operating profit
2024: £66m

£26m

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The Group's net fees performance, down 12% YoY on a like-for-like basis, was therefore significantly impacted by continued weak new business activity, partially offset by robust contract extensions.

			Variance	
FY25 Group performance highlights	**FY25**	FY24	Reported	Like-for-like[1]
Revenue (£ million)	**1,302.2**	1,492.9	-13%	-12%
Net fees (£ million)	**322.7**	369.1	-13%	-12%
Operating profit (£ million)	**26.1**	66.2	-61%	-60%
Operating profit conversion ratio	**8.1%**	17.9%	-10%	-10%
Profit before tax (£ million)	**25.5**	67.6	-62%	-62%
Basic earnings per share (pence)	**13.7**	37.4	-63%	-63%
Proposed final dividend per share (pence)	**9.2**	9.2	–	–
Total dividend (interim and final) per share (pence)	**14.3**	14.3	–	–
Net cash (£ million)[2]	**68.0**	69.7	-2%	-2%

1 Variance compares reported results on a constant currency basis, whereby the prior year foreign exchange rates are applied to current and prior financial year results to remove the impact of exchange rate fluctuations.

2 Net cash represents cash and cash equivalents less bank borrowings and bank overdrafts and excluding leases.

Income statement

On a reported basis, revenue for the year was down 13%[3] and amounted to £1.3 billion (FY24: £1.5 billion) while net fees declined by 12% to £322.7 million (FY24: £369.1 million). The weakening of the US Dollar against Sterling during the year, partially offset by a slight strengthening of the Euro, decreased total net fees by £1.6 million. Therefore, when presented on a constant currency basis, the net fees decreased by 12% YoY.

Contract net fees, which represented 84% of Group net fees in the year (FY24: 84%), declined by 12% YoY on a like-for-like basis. Performance reflected earlier softness in new business activity, which more than offset the benefits of recent improvement and consistently resilient contract extensions. Across our core regions, the USA, our second largest Contract region, returned to growth after two years of declines, increasing 1% YoY, driven by strong demand from the Energy sector. This was offset by softer performances in our other core regions. DACH, our largest Contract region, declined 14%, primarily reflecting softer demand for Technology skills. The Netherlands including Spain saw a decline of 20% in Contract net fees, driven by lower demand for Technology and Engineering roles.

Rest of Europe declined 16% YoY, impacted by the performance of its largest skill vertical Technology, whilst Middle East & Asia, our smallest Contract region, declined 12%. By skill vertical, Engineering was the most resilient in Contract, down 6% YoY, underpinned by demand in the USA. Life Sciences and Technology declined 13% and 18% respectively, reflecting continued market uncertainty. The Group Contract net fee margin, calculated as Contract net fees as a percentage of Contract revenue[4], remained flat YoY at 21.7% (FY24: 21.7%).

The contractor order book[5] closed at £156.6 million, down only 2% YoY, equivalent to approximately five months of net fees, and providing sector-leading forward visibility. Under the contractor model, net fees are earned on a month-by-month basis, with the contractor order book reflecting the value of net fees under contract but yet to be recognised. During softer market conditions, this provides resilience with visibility over contract fees as contracts run their course (contract 'finishers'). In a market recovery context, the Board would expect the contractor order book to gradually increase as and when new placements outpace finishers over a sustained period through the year.

Permanent net fee income declined 9% YoY reflecting challenging market conditions across most regions, but represented a marked difference on the prior year (FY24: down 18%). This was driven by strong performances in our second and third largest Permanent regions, Middle East & Asia and the USA, which delivered growth of 8% and 32% respectively. In contrast, our largest Permanent region, DACH, declined 25%, whilst the smaller Permanent regions of Rest of Europe and Netherlands including Spain declined 30% and 28% respectively. Permanent average fees increased by 25% YoY in the year, with average permanent fee margin (net fees as a percentage of salary) now at 28.0% (FY24: 27.2%).

Operating expenses were reduced by 2% YoY on a reported basis, amounting to £296.6 million (FY24: £302.9 million) despite incurring additional costs to deliver future saving. Overall, the reported operating profit was £26.1 million (FY24: £66.2 million), down 60% YoY in constant currency, while the Group operating profit conversion ratio[4] decreased to 8.1% (FY24: 17.9%) reflecting the protracted challenging economic conditions impacting net fees, partially offset by disciplined management of operating costs and the realisation of further operational efficiencies. This programme, previously communicated in December, is primarily focused on the streamlining of operations through the removal of redundant back-office positions and non-fee earner front-office management layers. Early efficiencies achieved from the TIP, along with insights into its full potential, gave the business the confidence to accelerate its implementation. We made good progress this year, with the FY25 efficiencies programme delivering net savings of c.£7 million, marginally ahead of the plan. The net currency movements versus Sterling were unfavourable to the operating profit, reducing it by £0.3 million. Fluctuations in foreign currency exchange rates continue to be a sensitivity for the Group's reported results. By way of illustration, each 1% movement in annual exchange rates of the Euro and US Dollar against Sterling impacts the Group's operating profit by £0.6 million and £0.2 million respectively per annum.

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Net finance income

The Group incurred net finance cost of £0.6 million (FY24: £1.4 million net finance income) which included interest income of £1.5 million (FY24: £2.9 million), earned on the Group's bank deposits, partially offset by the interest charge on lease liabilities of £2.1 million (FY24: £1.4 million).

Income tax

The total tax charge for the year on the Group's profit before tax was £7.9 million (FY24: £19.9 million), representing a full-year effective tax rate (ETR) of 30.8% (FY24: 26.5%). The YoY increase in the Group's ETR reflects the benefit of a one-off credit recognised in FY24 following the resolution of the state aid case at the European Court of Justice. In addition, the Group has adopted a prudent view on the forecast utilisation of tax losses, taking into account the continued challenging conditions in the sector. The Group ETR can also vary YoY due to the mix of taxable profits by territory, non-deductibility of the accounting charge for LTIPs and other one-off tax items.

Overall, the reported profit before tax was £25.5 million, down 62% YoY in constant currency and down 62% on a reported basis (FY24: £67.6 million).

The reported profit after tax was £17.7million, down 64% YoY in constant currency and down 64% on a reported basis (FY24: £49.7 million).

Earnings per share (EPS)

The EPS was 13.7 pence (FY24: 37.4 pence). The YoY movement is attributable to the overall trading performance, partially offset by the reduced weighted average number of shares, due to 7.8 million in shares bought back and immediately cancelled.

The diluted EPS was 13.6 pence (FY24: 37.1 pence). Share dilution mainly results from various share options in place and expected future settlement of vested tracker shares. The dilutive effect on EPS from tracker shares will vary in future periods, depending on the profitability of the underlying tracker businesses and the settlement of vested arrangements.

Dividends

The Board monitors the appropriate level of dividend, considering achieved and expected trading of the Group, together with its balance sheet position. The Board aims to offer shareholders long-term ordinary dividend growth within a targeted dividend cover[7] range of 2.5x to 3.0x through the cycle.

The Board has proposed to pay a final dividend of 9.2 pence (FY24: 9.2 pence) per share, which together with the interim dividend of 5.1 pence (FY24: 5.1 pence) per share, will give the total dividend of 14.3 pence (FY24: 14.3 pence) per share for FY25.

The final dividend, which amounts to approximately £11.9 million, will be subject to shareholder approval at the 2025 Annual General Meeting. It will be paid on 12 June 2026 to shareholders on the register on 15 May 2026.

As previously communicated alongside our interim results this year, the Directors determined that certain distributions, being the FY24 interim dividend paid 6 December 2024, the share buyback programme undertaken December 2024 to May 2025, and the FY24 final dividend paid 6 June 2025 (together the 'Relevant Distributions'), were made without complying fully with the technical requirements of the Companies Act 2006 ('the Act').

The Group as a whole has, at all times, had sufficient profits and other distributable reserves to pay the Relevant Distributions, however the parent Company itself had insufficient distributable reserves at the time these distributions were made. A course of action, consistent with the approach taken by other listed companies that have historically encountered similar issues, was followed to remedy this position without the Company pursuing any rights that it may have to seek repayments of the relevant funds. The Company has subsequently announced the Special Resolution set out in the notice of General Meeting dated 5 September 2025, was duly passed on a poll at the General Meeting held on 1 October 2025.

The Directors took action to remedy this technical issue by paying sufficient dividends to the Company from its subsidiaries and by preparing interim accounts (as defined in the Act) showing the requisite level of distributable reserves and net assets and filing them at Companies House. Consequently, as at the date of our interim results announcement on 29 July, the Company held distributable reserves in excess of the amount required in respect of both the Relevant Distributions and the known future committed capital returns in FY25.

The Company's past accounts will not need to be restated and no repayments are expected in respect of any dividends or the share buyback.

Balance sheet

Total Group net assets decreased to £235.1 million (FY24: £248.6 million), driven by share buybacks and dividends, partially offset by profit for the year.

Net working capital, including contract assets, decreased by £18.7 million on the prior year, driven mainly by the slowdown in trading, including reduced contractor order book. After taking account of the £20.2 million share buyback completed earlier in the year, the Group ended the year with a net cash position of £68.0 million. This was supported by a strong final quarter of cash collection, leaving the balance sheet in a robust position. In FY25 DSO decreased to 53 days (FY24: 55 days).

Overall, our business model remains highly cash generative, and we have no undue concentration of repayment obligations in respect of trade payables or borrowings.

Investments in subsidiaries

The subsidiary undertakings principally affecting the profits and net assets of the Group are listed in note 24 to the Consolidated Financial Statements. Although the latest trading forecasts were revised downwards compared to prior year expectations, their impact was absorbed by significant headroom in the recoverable amounts which had accumulated in prior years for most of the Company's investments in trading subsidiaries. No impairment of investments was recognised in the year.

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Tracker shares

In FY25, the Group settled certain vested tracker shares for a total consideration of £0.8 million (FY24: £4.8 million) which was determined using a formula set out in the Articles of Association underpinning the tracker share businesses. The consideration was settled in SThree plc shares; 30,544 (FY24: 508,396) new shares were issued and 627,000 (FY23: 776,000) of shares held by the EBT were utilised. The arrangement is deemed to be an equity-settled share-based payment arrangement under IFRS 2 *Share-based payments*. There was no charge to the income statement as initially the tracker shareholders subscribed to the tracker shares at their fair value.

All current tracker share businesses remaining in existence will continue to be reviewed for settlement based on the pre-agreed criteria each year, until the full closure of the scheme in the next few years. As at the year end, the valuation of the outstanding shareholdings was approximately £0.9 million. These settlements may either dilute the earnings of SThree plc's existing ordinary shareholders if funded by a new issue of shares or result in a cash outflow if funded via treasury shares or shares held in the EBT[6].

Liquidity management

In FY25, cash generated from operations was £70.1 million (FY24: £59.8 million). The increase was primarily driven by a favourable working capital inflow, especially stronger cash collections and lower contract assets, partially offset by reduced payables. Income tax paid decreased to £9.9 million (FY24: £23.0 million).

Capital expenditure decreased to £8.6 million (FY24: £13.2 million), as the Group-wide TIP reached its final stage, with all developed assets brought to active use during the period. The capital expenditure also included costs of certain leasehold improvements and furniture/IT equipment purchases across our office portfolio.

The Group paid £14.6 million in rent (principal and interest portion) (FY24: £14.4 million). The Group spent £21.4 million (FY24: £10.0 million) on the purchase of its own shares, the majority of which related to the share buyback programme and were subsequently cancelled.

Dividend payments were £18.5 million comprising primarily the FY24 final dividend paid in June 2025 (FY24: £15.9 million).

Foreign exchange had a negative impact of £0.2 million (FY24: negative impact £0.1 million).

Overall, net cash closed at £68.0 million (FY24: £69.7 million), a modest £1.7 million decline despite returning £20.2 million to shareholders through the buyback programme. This resilience reflects a £22.0 million uplift in operating cash flow, driven by a significant working capital inflow from receivables, alongside reduced capital expenditure as the TIP rollout concluded, which largely offset higher outflows from buybacks and dividends.

Accessible funding

The Group's capital allocation priorities are financed mainly by retained earnings, cash generated from operations, and a £50.0 million RCF. This has remained undrawn during the year, but any funds borrowed under the RCF would bear a minimum annual interest rate of 1.2% above the benchmark Sterling Overnight Index Average. The Group also maintains a £30.0 million accordion facility as well as a substantial working capital position reflecting net cash due to SThree for placements already undertaken.

On 30 November 2025, the Group had total accessible liquidity of £123.0 million, made up of £68.0 million in net cash (FY24: £69.7 million), the £50.0 million RCF and a £5.0 million overdraft facility (undrawn at the year end).

Capital allocation

SThree remains disciplined in its approach to allocating capital, with the core objective at all times being to maximise shareholder value. The Group's capital allocation policy is reviewed periodically by the Board and was last reviewed in January 2026:

- Balance sheet – our intention is to maintain a strong balance sheet at all times to provide operational flexibility throughout the business cycle.
- Dividend – we aim to pay a sustainable dividend, with a commitment to a through-the-cycle dividend cover range of 2.5x to 3.0x of EPS[7].
- Deployment of capital prioritised in the order of:
  1. Organic growth: investing in our people and ensuring sufficient working capital on hand to fund growth in the contractor order book while developing new business opportunities.
  2. Business improvement: digitalising our business, putting in place the technology and tools that are key to driving both scale and higher margins.
  3. Acquisitions: strict inorganic growth discipline, with a focus on complementary and value-enhancing acquisitions.
  4. Capital return to shareholders: after all organic and inorganic opportunities within an appropriate time horizon have been assessed, further cash returns to shareholders may be considered.

Andrew Beach
Chief Financial Officer
23 February 2026

3 Unless specifically stated, all growth rates in revenue and net fees are expressed in constant currency.

4 The Group has identified and defined certain APMs. These are the key measures the Directors use to assess SThree's underlying operational and financial performance. The APMs are fully explained and reconciled to IFRS line items in note 25 to the Consolidated Financial Statements.

5 The contractor order book represents value of net fees until contractual end dates, assuming all contractual hours are worked.

6 Notes 11 and 19 to the financial statements provide further details about the Group-wide tracker share arrangements.

7 In certain circumstances, the Board may exercise its discretion to depart from this policy, subject to careful and ongoing assessment of the Group's trading performance, future outlook, and balance sheet position. Any such departure would be considered as part of the Group's established dividend review schedule, and only where deemed appropriate in light of prevailing conditions.

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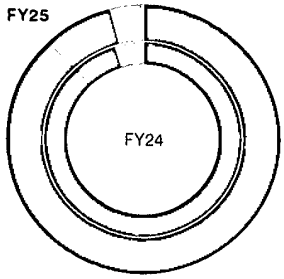
DACH

Despite near-term headwinds, the DACH region's structural trends continue to create long-term opportunity. We remain focused on operational discipline and deepening client partnerships to drive sustainable, profitable growth.

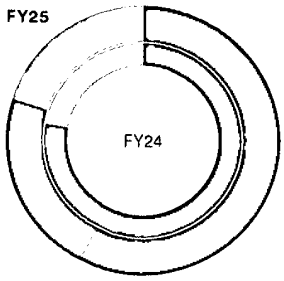
Net fees mix by country

	FY25	FY24	
	88%	88%	Germany
	8%	7%	Switzerland
	4%	5%	Austria



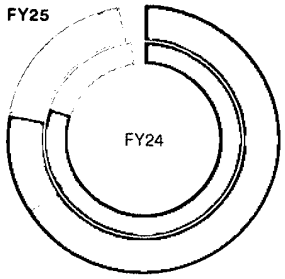
Net fees mix by service

	FY25	FY24	
	55%	54%	Independent contractors
	25%	24%	ECM
	20%	22%	Permanent



Net fees mix by skills

	FY25	FY24	
	66%	67%	Technology
	12%	13%	Life Sciences
	19%	18%	Engineering
	3%	2%	Other[1]



1 Primarily Banking & Finance, Procurement & Supply Chain and Sales & Marketing.

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Impact of global megatrends

The DACH region is at the forefront of all five megatrends, each reshaping its investment landscape.

Digitalisation is accelerating innovation through AI, automation and data, but also widening the STEM skills gap. In response, governments are investing in reskilling and digital infrastructure to stay competitive.

The green transition – exemplified by Germany's Energiewende and Switzerland's climate goals – underscores strong regional commitment to decarbonisation, though it brings challenges like energy volatility, supply chain risks and rising ESG demands.

The region's robust academic and biotech sectors position it as a healthcare innovation leader. Breakthroughs in genomics, synthetic biology and personalised medicine are transforming care, while ageing populations drive demand for efficient delivery. This shift requires agile regulation, ethical oversight and cross-border collaboration.

Workforce transformation is redefining employer-employee dynamics. Flexibility, wellbeing and purpose are now central to talent attraction and retention. Hybrid work models are challenging traditional structures, requiring new approaches to leadership, performance and culture – areas with implications for productivity and organisational resilience.

Demographic shifts, particularly ageing populations and declining birth rates, are straining labour markets and social systems. Long-term sustainability hinges on rethinking education, promoting lifelong learning, and policies that support intergenerational equity – critical for maintaining economic stability and consumer demand.

FY25 performance highlights

Net fees in the DACH region declined by 16% YoY, with Contract down 14% and Permanent down 25%. This reflects a broad-based slowdown in new business activity across all sectors.

The local market remained subdued, impacted by persistent global geopolitical tensions and macro-economic uncertainty. These factors contributed to a downward revision in GDP growth expectations for Germany and Austria and dampened business sentiment. Many German companies reported low confidence levels and adopted a cautious stance on new investments.

Germany, which accounts for 88% of DACH net fees, saw a 16% decline in overall net fees, with Contract down 13%. Switzerland experienced a 17% YoY decline, driven by a 23% drop in Technology. Austria net fees declined 30% YoY.

The performance in Germany was primarily driven by reduced demand in its largest vertical – Technology, which fell by 16%. The decline was most pronounced in software development skills, partially offset by relatively solid demand for cyber security, BDDS (Big Data and Distributed Systems), and ERP skills. Engineering, down 11% YoY, was affected by low demand for construction skills – the lowest since 2022 – though this was partially offset by resilient vacancy levels in Energy, HSE and Automation.

People initiatives

In the current challenging market environment, our primary focus this year has been on increasing employee job satisfaction to support retention. We introduced new KPIs that are more closely aligned with the responsibilities of senior directors and business managers. These KPIs were embedded into existing reward schemes to ensure that performance targets reflect the level of accountability. To drive productivity, we implemented meaningful High Performance Plans (HPPs) for senior members of the sales function. This was complemented by the rollout of the AIR (Attitude, Input and Results) framework across sales, strengthening our performance management approach.

To deepen our consultants' specialist expertise, we continued to host networking and educational events dedicated to a specific sector or skill, giving teams the opportunity to engage with industry experts. As part of our adoption of new ways of working enabled by the TIP, we launched aftercare training modules to boost process efficiency and support team-wide adoption.

Outlook

Given the current challenging market conditions and low short-term growth expectations for the DACH economy, our immediate focus will be on stabilising earnings. This will be achieved through strict cost control, enhanced operational efficiency and disciplined spending. These measures are designed to mitigate margin pressure and protect profitability over the medium term.

Demographic shifts and the growing shortage of skilled professionals – particularly in STEM fields – continue to act as structural tailwinds for our business. In response to continued demand for STEM talent and flexible working models, we aim to further expand our Contract business and leverage our key account management strategy. This approach focuses on building and maintaining long-term, profitable relationships with key clients, supporting sustainable growth and success. We will continue to serve the market from our existing offices using a multi-brand strategy.

Through the implementation of a transformative change programme in recent years, we have aligned our business model with the evolving needs and expectations of both our customers and our people. These changes have improved service delivery, streamlined our organisational structure and enhanced our employer brand. These developments are expected to support the achievement of long-term, sustainable growth.

Group net fees

33%

Performance highlights

			Variance	
	FY25	FY24	Reported	Like-for-like[2]
Revenue (£ million)	**397**	456	-14%	-13%
Net fees (£ million)	**107**	127	-16%	-16%
Average total headcount (FTE)	**692**	811	-15%	n/a

2 Variance compares FY25 against FY24 on a constant currency basis, whereby the prior year foreign exchange rates are applied to current and prior financial year results to remove the impact of exchange rate fluctuations.

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USA

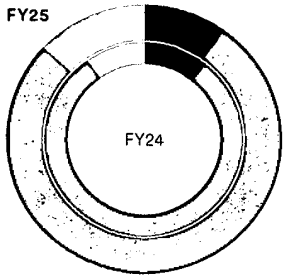
In a market defined by rapid technological change and shifting economic forces, our strength lies in our ability to adapt, invest in talent, and stay ahead of the curve. The USA continues to be a powerhouse for STEM innovation, and we're committed to deepening our partnerships with clients and empowering our people to deliver exceptional outcomes.

Group net fees

26%

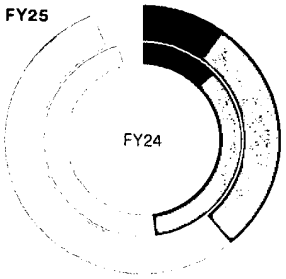
Net fees mix by service

	FY25	FY24	
●	7%	11%	Independent contractors
○	80%	79%	ECM
○	13%	10%	Permanent



Net fees mix by skills

	FY25	FY24	
●	10%	13%	Technology
○	29%	35%	Life Sciences
○	55%	48%	Engineering
○	6%	4%	Other[1]



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Impact of global megatrends

With a robust infrastructure, world-class research institutions and a dynamic workforce, the USA is home to leading STEM employers with a consistently high demand for resilient, diverse and skilled talent.

Emerging technologies – particularly AI, cloud computing and automation – are reshaping business models and job requirements in the US. By 2030, 48% of US employers – compared to 41% globally – expect AI and information-processing technologies to transform their operations including workforce structures, driving demand for adaptable, tech-savvy talent[3]. To maintain global leadership, US employers are increasingly investing in upskilling and reskilling programmes to keep pace with technological change. These efforts are further supported by government-led strategic priorities aimed at strengthening the domestic STEM workforce. Initiatives such as the CHIPS (Creating Helpful Incentives to Produce Semiconductors) and Science Act[4] and the STEMM Opportunity Alliance[5] – backed by billions in funding – seek to expand local talent pipelines and reduce reliance on foreign-born professionals.

This adaptability is a key strength of the US job market, enabling workers to transition into emerging roles and industries.

Despite strong support from the current administration for traditional oil and gas industries, many of our US clients continue to pursue ambitious net zero decarbonisation targets due to pressure from investors, customers, employees and global partners. This is creating strong demand for skilled workers across solar, wind, energy efficiency, battery storage and grid modernisation.

Overall, despite current market correction and uncertainty driven by tariff disputes, the US economy remains robust. Clients are hiring, albeit more cautiously.

Further reading: see our US Renewables case study on our website.

Performance highlights

	FY25	FY24	Variance Reported	Variance Like-for-like[2]
Revenue (£ million)	**290**	299	-3%	-1%
Net fees (£ million)	**83**	82	+1%	+4%
Average total headcount (FTE)	**366**	411	-11%	n/a

2 Variance compares FY25 against FY24 on a constant currency basis, whereby the prior year foreign exchange rates are applied to current and prior financial year results to remove the impact of exchange rate fluctuations.

FY25 performance highlights

The USA region delivered a strong performance, driven by productivity gains resulting from a successful technology transformation and a more efficient organisation, shifting from a brand-led to a region-focused operating model. Notably, the USA was the first of SThree's operating segments to implement and benefit from the new, highly automated platform, significantly enhancing workforce effectiveness.

Contract net fees increased by 1% YoY, supported by a surge in demand for roles within the Energy sector, which itself grew by 22% YoY. This growth reflects the ongoing shift in the US toward a cleaner, more electrified and digitally powered economy.

Performance was further boosted by a strong recovery in the Permanent division, up 32% YoY, as US corporations intensified hiring across Technology, particularly in FinTech, up 55% YoY, Life Sciences, up 18% YoY and Engineering, up 14% YoY.

People initiatives

This year, we prioritised several key people-focused initiatives to strengthen leadership capability, enhance operational effectiveness and improve workforce planning:

- Leadership development: We expanded our learning modules and launched a new Leader Playbook to promote consistent, high-impact leadership across the US.
- Operational efficiency: We implemented the PACE framework to cultivate a high-performance culture, leveraging advanced technologies, increasing agility and deepening customer partnerships.
- AI enablement and training: We initiated a build and rollout of AI tools alongside system aftercare training modules to improve process efficiency and support adoption across teams.
- Talent mapping and succession planning: We progressed our strategic workforce planning to build a robust pipeline of future leaders and critical talent.

Outlook

The US is expected to continue demonstrating remarkable agility in responding to technological and economic shifts, reinforcing its position as a global leader in STEM and attracting top talent and investment. Demand for skilled STEM professionals and workforce adaptability is projected to rise steadily over the medium term. According to the U.S. Bureau of Labor Statistics, STEM occupations are forecast to grow by 8.1% between 2024 and 2034 – significantly outpacing the 2.7% growth expected for non-STEM roles[6].

Supported by our best-in-class platform, we will expand coverage of our largest clients to capture growing and resurging demand for our services, particularly in Engineering and Technology.

3 Source: World Economic Forum 2025 Future of Jobs Report: As many as 41% of employers plan to use AI to replace roles.

4 Signed into US law in 2022, authorising approximately $280 billion in funding to boost domestic semiconductor manufacturing, research, and workforce development

5 Launched in 2022, during the inaugural White House Summit on STEMM Equity and Excellence, SOA is a public-private partnership led by the White House Office of Science and Technology Policy, AAAS, and the Doris Duke Foundation.

6 Source: Employment in STEM occupations: U.S. Bureau of Labor Statistics.

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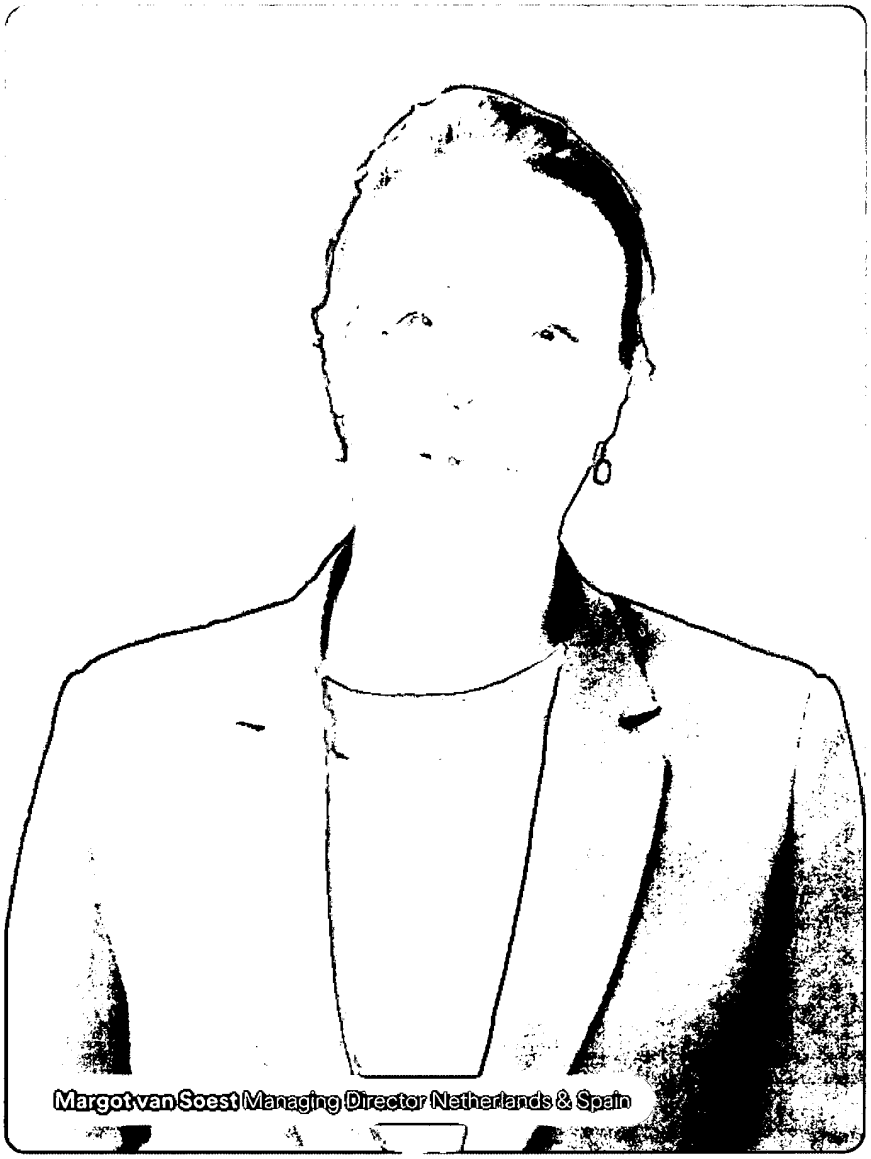
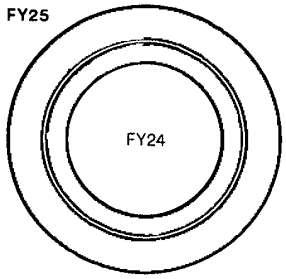
Netherlands including Spain


Margot van Soest Managing Director Netherlands & Spain

As the pace of change accelerates across our region, we remain focused on anticipating client needs and aligning our services to the forces shaping the future. By investing in sector-focused growth and deepening our expertise, we're building a resilient, future-ready business.

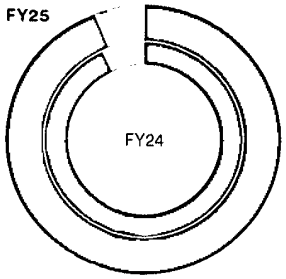
Net fees mix by country

	FY25	FY24	
	87%	90%	Netherlands
	13%	10%	Spain



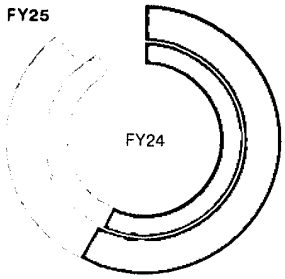
Net fees mix by service

	FY25	FY24	
	56%	54%	Independent contractors
	38%	39%	ECM
	6%	7%	Permanent



Net fees mix by skills

	FY25	FY24	
	53%	52%	Technology
	5%	5%	Life Sciences
	31%	35%	Engineering
	11%	8%	Other[1]



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Impact of global megatrends

Five key megatrends are redefining industry landscapes and driving demand for STEM talent in the Netherlands and Spain. Digitalisation and AI are transforming healthcare and infrastructure, with both countries adopting AI to enhance diagnostics, automate workflows and personalise care. This is fuelling demand for data scientists, AI engineers and digital health specialists. Research-led Healthcare continues to thrive, particularly in the Netherlands, a leading hub for clinical trials and biotech. AI is streamlining research and regulatory processes, while Spain's investment in genomics and personalised medicine is expanding opportunities in life sciences and health informatics. Decarbonisation is a growing priority across public infrastructure and healthcare. Digital solutions are being deployed to reduce emissions, creating demand for STEM roles in sustainable engineering, green IT and environmental monitoring – especially in the Netherlands, where targeted investments are under way. Ageing populations are also increasing the need for tech-enabled care. Both markets are embracing innovations such as robotics, smart home systems and wearable health tech, driving demand for professionals who can develop and support these solutions. Together, these megatrends reinforce the strategic importance of our specialised service models and sector expertise.

FY25 performance highlights

The region saw net fees decline by 21% YoY, with Contract down 20% and Permanent down 28%. The Netherlands, our largest country in the region (87% of net fees), delivered a resilient performance despite an ongoing challenging macro environment resulting in a drop in new hiring demand mainly in Technology and Engineering compared with strong prior-year comparators.

Overall, net fees generated in the Netherlands were down 24%, with Contract down 24% and Permanent down 27%. From a sector perspective, Technology in the region was down 18%, Engineering was down 30% and Life Sciences was down 19%.

Spain had a good year, with net fees up 8% driven primarily by demand for both Technology and Engineering roles.

People initiatives

This year, we focused on stabilising our technology platform by delivering 'systems aftercare' training and rolling out SuccessFactors, our dedicated HR system for all people-related matters.

We also rolled out the AIR (Attitude, Inputs and Results) framework across sales, strengthening our performance management approach.

To support our sales consultants, we launched the Global Tech Academy, designed to boost market awareness, align pricing and negotiation skills, and increase agility in responding to client needs.

We also introduced new, sector-specific leadership development plans to retain top talent and establish clear succession pathways. This was complemented by the appointment of a dedicated talent acquisition manager in Spain, tasked with driving headcount growth in entry-level roles.

Further momentum came from our onboarding programme launched in FY24, which has already delivered tangible results – significantly improving sales consultant effectiveness and reducing churn.

Outlook

Our key objective for FY26 is to continue growing our specialised service models – primarily in response to strong trends and evolving preferences among blue-chip clients. Our Tech proposition will be aligned with an industry-focused approach, tailoring services to the specific needs of each sector. As part of this shift, we will refine our individual IT brand propositions to create a stronger platform for growth. This will enable targeted investments to expand our service offering in the Public and Utilities sectors in the Netherlands. In Life Sciences, we anticipate a continued shift toward a more commoditised model through managed service provider (MSP) delivery. We will maintain a strong focus on delivery management and supply chain opportunities. Our two brands in this space – Real and Progressive – will benefit from a simplified management structure, driving greater operational efficiency, agility and a unified response to emerging market opportunities. Our Engineering business is positioned to meet rising demand for mechanical, robotics and construction skills, particularly within the chemical and downstream industries. In Renewables and Offshore, our focus will remain on roles across global projects, particularly in:

- QA/QC (Quality Assurance/Quality Control) – ensuring processes and outputs meet defined standards.
- EC&I (Electrical, Control and Instrumentation) – covering the design and maintenance of systems that monitor and control engineering operations.
- QHSE (Quality, Health, Safety and Environment) – ensuring compliance with safety, environmental and quality regulations.

Group net fees

19%

Performance highlights

			Variance	
	FY25	FY24	Reported	Like-for-like[2]
Revenue (£ million)	**281**	344	-18%	-18%
Net fees (£ million)	**62**	79	-21%	-21%
Average total headcount (FTE)	**380**	411	-7%	n/a

2 Variance compares FY25 against FY24 on a constant currency basis, whereby the prior year foreign exchange rates are applied to current and prior financial year results to remove the impact of exchange rate fluctuations.

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Rest of Europe

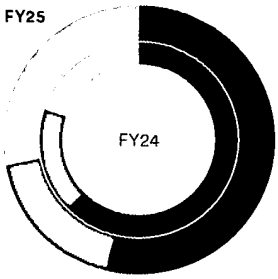
Despite the broader market adjustment, it is encouraging to see signs of stabilisation and resilience, in the UK and across Europe.

Group net fees

16%

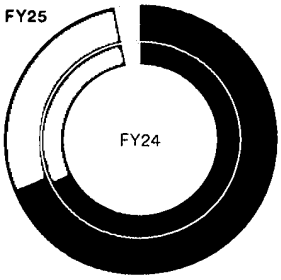
Net fees mix by country

FY25	FY24	
54%	63%	UK
18%	17%	France
28%	20%	Belgium



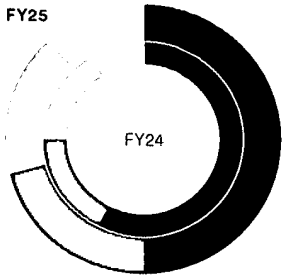
Net fees mix by service

FY25	FY24	
70%	68%	Independent contractors
27%	29%	ECM
3%	3%	Permanent



Net fees mix by skills

FY25	FY24	
50%	58%	Technology
21%	17%	Life Sciences
17%	16%	Engineering
12%	9%	Other[1]



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Impact of global megatrends

Part of the RoE region's strength stems from a wide-ranging and expansive tech ecosystem, supported by local governments' pro-innovation policies, subsidies and tax reliefs. On top of this, AI is fast transforming businesses across western Europe, as a means to develop new products and enhance productivity through automation and machine-led processes (a trend supported by increasing enterprise adoption rates and supportive EU policies like the AI Act).

The UK is the third largest and most dominant country outside the US and UAE for fintech investment (nearly $1.5 billion raised and 240 deals done in the first half of 2025). Belgium is rapidly developing as a hub for impact tech, channelling significant investment into green energy initiatives and solutions for the UN Sustainable Development Goals. France is also undergoing a significant transformation in its financial sector, marked by technological advancements, digitalisation and innovation in areas like open banking and AI.

Technology is therefore SThree's most important discipline in RoE, underpinned by our tech offerings in Education and Public Services in the UK (the latter increasingly adopting and advancing AI technologies), Banking & Finance in France and Life Sciences and Energy in Belgium.

FY25 performance highlights

FY25 had a challenging start with underperformance seen in both Contract and Permanent divisions due to subdued business confidence.

The UK labour market slowed down in FY25, with the unemployment rate up from a low of 3.6% to 4.7% and vacancies down 45% on their May 2022 peak. Productivity and new investment declined, and consumption remained weak.

But as the year progressed, driven by our focus on new deal activity and use of performance managing tools, we reduced our cost base, improved productivity per head and delivered total net fees for the region at £51 million (16% down YoY).

Performance highlights

			Variance	
	FY25	FY24	Reported	Like-for-like[2]
Revenue (£ million)	**293**	353	-17%	-17%
Net fees (£ million)	**51**	61	-16%	-16%
Average total headcount (FTE)[3]	**390**	441	-12%	n/a

2 Variance compares FY25 against FY24 on a constant currency basis, whereby the prior year foreign exchange rates are applied to current and prior financial year results to remove the impact of exchange rate fluctuations.

3 Excludes central headcount located in the UK.

The UK, our largest country in the region (54% of net fees), saw net fees down 27%, driven by reduced level of demand for Technology and Engineering skills, down 33% YoY and 18% YoY respectively.

In France, net fees were in line with expectations but below prior year (11%), largely driven by its Contract performance, which reflected lower demand for Life Sciences (down 10% YoY) and Technology skills (down 13% YoY).

Belgium – a star performer in RoE – saw a significant growth in Life Sciences (up 30% YoY) and moderate growth in Engineering, up 7% vs prior year.

People initiatives

This year, we have focused on two key areas: supporting employee careers and professional growth; and digital transformation. We launched a new manager development and induction programme, as well as rolled out and embedded the AIR (Attitude, Inputs and Results) framework across sales, strengthening our performance management approach.

To finalise the digital transformation programme, our L&D (Learning & Development) team introduced a 'Design & Deliver System' training offer with an accompanying aftercare plan to ensure continued success.

To better serve the UK business, a dedicated senior HR business partner was appointed to design and set new HR initiatives and policies in response to employee feedback.

Outlook

Our key objective for FY26 is to drive UK performance through effective leadership, increased productivity and agility. This rests on our assumption that a moderate cyclical rebound in consumption, driven by a rise in real income, and modest expansion in business investment, helped by lower interest rates, can keep the UK in mild growth territory. Additionally, we aim to increase growth in Technology and Engineering.

In France, we will remain customer-focused, responding to clients' long-term investment priorities for whom we plan to reinforce our Tech proposition to match evolving opportunities in the financial services sector. Whilst in Belgium, we will align our proposition to clients' actions towards more sustainable operations, all underpinned by STEM skills.

Further reading: see our University of Reading case study on our website.

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Middle East & Asia

Hashim Kapadia Senior Director MENA

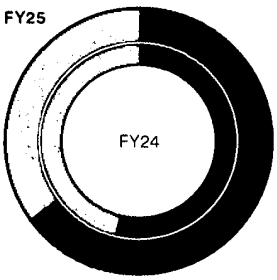
Christopher Reilly Country Sales Director Japan

The Middle East is at the forefront of global transformation – from digital innovation to clean energy leadership. Our role is to connect this momentum with the right talent, helping our clients build future-ready teams that can thrive in a fast-evolving landscape.

Japan's journey is one of balancing tradition with innovation. As the market embraces digitalisation, clean energy and new ways of working, we're proud to support our clients with the expertise and talent they need to lead with confidence and purpose.

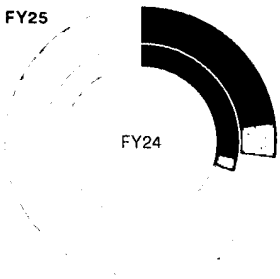
Net fees mix by country

	FY25	FY24	
●	65%	54%	Japan
○	35%	46%	UAE



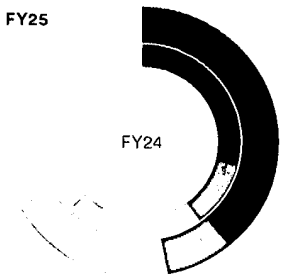
Net fees mix by service

	FY25	FY24	
●	24%	28%	Independent contractors
○	3%	2%	ECM
○	73%	70%	Permanent



Net fees mix by skills

	FY25	FY24	
●	39%	29%	Technology
○	8%	11%	Life Sciences
○	20%	23%	Engineering
	33%	37%	Other[1]



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Impact of global megatrends

The Middle East and Asia region is undergoing profound transformation, shaped by five global megatrends.

Digitalisation is rapidly redefining economies across the region. In the Middle East, this is driven by major investments in artificial intelligence, cloud infrastructure and smart city initiatives. In Japan, digitalisation is accelerating through government-led modernisation efforts, automation in manufacturing and the adoption of AI in healthcare and public services – helping to address demographic challenges and boost productivity.

Decarbonisation is also a critical focus. Countries in the Middle East are committing to ambitious net zero targets and directing substantial resources towards renewable energy, hydrogen and carbon capture technologies, positioning themselves as future leaders in sustainable energy. Japan is similarly advancing its clean energy agenda, with significant investment in hydrogen innovation, offshore wind and carbon neutrality initiatives aimed at achieving its 2050 net-zero goal.

In healthcare, the region is embracing research-led models. The Middle East is expanding its life sciences capabilities through genomics, biotechnology and AI-driven diagnostics aimed at enhancing personalised care and building competitive life sciences sectors. Japan is also investing in advanced healthcare technologies to support its ageing population, with a strong focus on personalised medicine, digital health and biotech innovation.

Together, these megatrends are accelerating the region's transition toward a more diversified, resilient and future-ready economy – one that will require a skilled and adaptable workforce to bring these ambitions to life.

FY25 performance highlights

The Middle East region experienced a challenging start to the year, primarily driven by geopolitical tensions and heightened volatility in oil prices. These factors negatively impacted the Energy sector, reducing crude oil export volumes and domestic refining revenues. Despite this, our net fees for the region this year were up 2% YoY.

Performance in Life Sciences declined by 26% YoY, reflecting the lingering effects of industry-wide restructuring, longer hiring cycles and more rigorous recruitment processes, especially for mid-to-senior level roles.

This was offset by a stronger-than-expected performance in Technology, where net fees grew by 35% YoY. Local businesses continue to invest heavily in software development capabilities, while also strengthening their IT leadership strategies to support long-term digital transformation.

Japan, which represents 65% of the region, delivered a strong performance in FY25, its fifth consecutive year of growth, with net fees growing by 20% YoY. This growth was primarily driven by the Technology sector, up 35% YoY, reflecting robust demand for skills in business intelligence, data science and enterprise application software development. The Engineering sector also contributed significantly, with net fees increasing by 15% YoY.

People initiatives

In FY25, we achieved Great Place to Work certification in both Dubai and Japan – marking the fourth consecutive year of recognition in Dubai. This reflects our strong employee engagement, consistently low attrition rates and a high Net Promoter Score across the MEA region.

The entire region also benefited from our ongoing technology transformation, which introduced automation and operational efficiencies across our Dubai- and Japan-based business functions. These improvements unlocked synergies, particularly within sales-enabling teams, enhancing collaboration and performance.

Talent retention, development and attraction remained a strategic priority. A key initiative this year was the launch of a tailored training programme for senior leadership, designed to support knowledge transfer and strengthen succession planning across the region. This was further supported by the rollout of the AIR framework (Attitude, Inputs and Results), aimed at fostering a culture of recognition, motivation and continuous improvement by encouraging positive behaviours and outcomes.

In Japan, we also participated in the Tokyo Summer Career Forum, engaging with new graduates and promoting career opportunities for 2026. This initiative supports our commitment to building a strong pipeline of future leaders and expanding our talent base.

Outlook

Looking ahead, our focus will be on increasing profitability across both Contract and Permanent offerings, recognising their equal strategic importance. Our aim is to further develop and expand our service offering across the Technology and Engineering sectors, capitalising on regional demand and sector growth. In Japan, we will place additional emphasis on expanding our Contract offering within the Financial Services and Engineering sub-sectors, aligning with evolving market needs.

This direction is guided by the Group-wide principle of 'knowing where to play and playing where we can win', and reflects the region's growing focus on workforce upskilling, digital transformation and the accelerated development of renewable energy production.

Across both subregions (Japan and Middle East), governments are leveraging substantial financial resources to drive a remarkable shift toward becoming global leaders in renewable energy and fuels. This transformation presents significant opportunities for talent acquisition and workforce development, and SThree is well-positioned to support clients throughout this evolution.

Performance highlights

			Variance	
	FY25	FY24	Reported	Like-for-like[2]
Revenue (£ million)	**41**	41	0%	+5%
Net fees (£ million)	**19**	20	-5%	+2%
Average total headcount (FTE)	**221**	202	+9%	n/a

2 Variance compares FY25 against FY24 on a constant currency basis, whereby the prior year foreign exchange rates are applied to current and prior financial year results to remove the impact of exchange rate fluctuations.

Group net fees

6%

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Section 172 statement

In accordance with Section 172 of the Companies Act 2006 ('the Act'), the Directors confirm that during the financial year ended 30 November 2025, they have acted in good faith to promote the success of the Company for the benefit of its shareholders as a whole. In doing so, they have had regard to the likely long-term consequences of decisions and the interests of other stakeholders, as required by the Act.

Supported by a well-established corporate governance framework, the Board considers the long-term interests of the Group's key stakeholders, including employees, clients and candidates (collectively referred to as customers), shareholders and local communities, when making decisions. This includes assessing the impact of our business activities and the likely consequences of planned actions to ensure sustainable growth.

The Board maintains close business relationships and partnerships with these stakeholder groups to remain informed of material issues. In addition to regular feedback from customers and employees, the Board engages in open, two-way dialogue with investors to communicate its actions and strategic priorities. This engagement is integral to the Board's decision-making framework, which is focused on delivering shared and sustainable value for all stakeholders.

For more information supporting this statement, see: Decision-Making by the Board, page 99, Board Activities, pages 100 to 101, and Employee Engagement, page 102.

Stakeholder engagement

Our people

How we engage

Our people are at the heart of SThree's success. Understanding their priorities, challenges and risks is essential to shaping effective, Group-wide strategies.

The Board engages with employees through semi-annual surveys and focus groups led by the Senior Independent Non-Executive Director and the Employee Engagement NED, Sanjeevan Bala. These are complemented by site visits, town halls, webinars and leadership forums.

Ongoing communication is supported by the Group intranet, social media channels and regular newsletters. Employee resource groups and internal ambassadors also play a vital role in shaping HR and reward policies, and in delivering events that connect colleagues with SThree's purpose.

Key topics of interest and challenges/concerns in FY25

Throughout FY25, the Board and senior management actively engaged with employee-related themes and challenges, focusing on:

- fostering a culture of recognition, motivation, and continuous improvement, with an emphasis on performance enablement and employee experience;
- supporting sales consultants in building market awareness, refining pricing and negotiation skills, and increasing agility in responding to client needs;
- stabilising the new platform and user processes, as the Group approached the final stages of its digital transformation programme;
- building a strong pipeline of future leaders and expanding our talent base, while strengthening succession planning across key functions.

Outcomes and our response

Management responded to employee feedback and evolving workforce needs by implementing several strategic initiatives:

- SuccessFactors Launch: A dedicated HR system was introduced to streamline all people-related matters, enhance data visibility and improve employee life cycle management.
- AIR Framework Deployment: The Attitude, Inputs and Results framework was rolled out across core and sales enablement functions to strengthen performance management and encourage positive behaviours and outcomes.
- Global Tech Academy: Building on the success of the internal Global Renewable Energy Network, the Academy was established to deepen consultants' expertise in the Tech market and promote best practices in sales.
- Systems Aftercare Training: Targeted training programmes supported platform stabilisation, process efficiency and team-wide adoption, ensuring a smooth transition post-implementation.
- Leadership Development Plans: Sector-specific programmes were launched to retain top talent and establish clear succession pathways, aligned with long-term workforce planning.
- Talent Acquisition Expansion: New talent acquisition managers and HR business partners were appointed in key locations to drive headcount growth in entry-level roles and design HR initiatives aligned with employee feedback.

Further reading: for more information on actions and initiatives designed to improve EVP, see Employee Engagement, pages 102 to 104.

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How we engage and foster strong relationships with some of our key stakeholders.

Our clients and candidates

How we engage

Clients and candidates are central to SThree's strategy. By staying close to their evolving needs, we adapt our business model, invest in specialist verticals and enhance our service proposition to foster long-term partnerships and remain the STEM talent provider of choice.

Engagement is delivered through dedicated account managers, client visits, digital platforms, webinars and social media. We support customers with thought leadership and #STEMSeries events to help them navigate change and optimise resources. Our consultants maintain regular contact with candidates throughout the hiring process, complemented by surveys, publications and multichannel communication to ensure a high-quality experience.

Key topics of interest and challenges/concerns in FY25

Throughout FY25, the Board and senior management actively engaged with customer-related themes and challenges, focusing on:

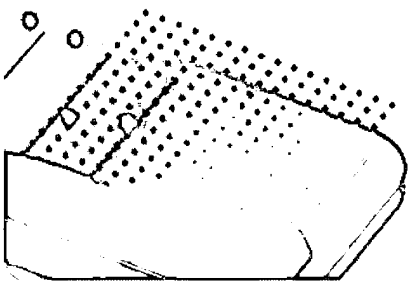
- driving marketing-led growth by exploring new opportunities to build a scalable marketing engine;
- enhancing operational efficiency and collaboration through the adoption of advanced technologies, improving agility and strengthening customer partnerships;
- expanding cross-border capabilities with robust processes and controls to support client relationships beyond SThree's core markets;
- supporting consultants in a dynamic global landscape, enabling them to exceed customer expectations and reinforce SThree's position as the leading global STEM workforce consultancy.

Outcomes and our response

Management responded to evolving customer needs by launching several strategic initiatives:

- Lead Management Transformation: We introduced a redefined lead management process, enabling real-time routing of digital campaign leads and AI-powered prioritisation. This eliminated manual handling, improved speed and accuracy, and allowed consultants to focus on meaningful customer interactions. Integrated dashboards with predictive insights further empowered our teams to act swiftly, make informed decisions and deliver greater value to customers.
- International Placement Process: A new process was launched to support placements outside our core markets, building on the enhanced due diligence framework introduced in 2023. This initiative ensures a smoother, more compliant experience for our sales consultants and clients, facilitating effective cross-border talent solutions.
- PACE Framework Deployment: We rolled out PACE across our sales teams – an innovative framework designed to foster a high-performance culture. By leveraging our core strengths, PACE enables teams to work smarter, deepen customer relationships and deliver exceptional value in the global STEM market.
- STEM Skills Insights: We shared findings from our STEM Skills Index report, highlighting where the most capable STEM talent is emerging and identifying regions with critical skills gaps. The report provided our clients with actionable insights into workforce readiness and innovation, and pinpointed specific areas where investment is needed to strengthen the STEM ecosystem.

Further reading: For more information on actions and initiatives in response to evolving customers' needs, see Strategic progress, pages 26 to 35.



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Our shareholders

How we engage

We engage with investors to build confidence and secure long-term support by providing transparent, accurate information about our strategy, sustainability commitments and performance drivers.

Our Investor Relations team maintains regular dialogue through one-to-one consultations and group meetings with institutional and retail investors. Senior executives host quarterly results presentations, trading updates, the Annual General Meeting and investor briefings. We also gather insights through shareholder perception studies conducted by our stockbrokers and financial advisers.

Key topics of interest and challenges/concerns in FY25

Throughout FY25, the Board actively engaged with investor-related themes and challenges, focusing on:

- Maintaining financial resilience amid macro-economic uncertainty, including reaffirming FY25 profit before tax guidance at approximately £25 million.
- Optimising capital allocation, with a completed £20 million share buyback programme and plans for further buybacks in FY26, supported by a strong net cash position of £68 million.
- Accelerating digital transformation through the completion of the TIP, enabling greater operational scalability and efficiency.
- Positioning for future growth via planned investment in next-generation AI capabilities, aimed at enhancing productivity and competitive advantage.
- Navigating regional and sector-specific headwinds, particularly in Continental Europe and the Technology and Life Sciences verticals, where investor concerns centred on declining net fees and subdued hiring activity.

Outcomes and our response

The Board and senior management responded to investor feedback and market dynamics by initiating several strategic actions:

- Strategic Investment Planning: The Group refined its investment roadmap to balance innovation with financial discipline, ensuring long-term value creation while managing short-term impacts.
- TIP Rollout Completion: The final phase of the TIP rollout was accelerated, with all 11 markets fully onboarded by year-end. This initiative enhances consultant productivity, improves data visibility and supports more agile decision-making across the Group.
- AI Capability Development: A dedicated programme was launched to explore AI-driven enhancements across sales, operations and customer engagement. This aligns with investor interest in future-proofing the business and leveraging emerging technologies.
- Regional Performance Review: Targeted reviews were conducted in underperforming markets, leading to tailored interventions aimed at stabilising net fees and strengthening client relationships in Germany, the Netherlands and the UK.
- Sector Diversification: In response to vertical-specific challenges, the Group continued development of specialised teams for sectors/skill verticals, with a focus on aligning resources to recovering markets and resilient demand segments.

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Our local communities and environment

How we engage

We engage with local communities to support economic growth, address employment inequality and help bridge the STEM skills gap – critical to our business and our clients.

The impact of our placements contributes to solving global challenges, from medical innovation to climate action across communities in which we operate. We enhance this positive impact through volunteering, skills sharing, fundraising and gifts in kind, while our outreach efforts aim to connect clients with diverse talent and foster thriving, inclusive communities.

Key topics of interest and challenges/concerns in FY25

Throughout FY25, the Board and senior management actively engaged with community-related themes and challenges, focusing on:

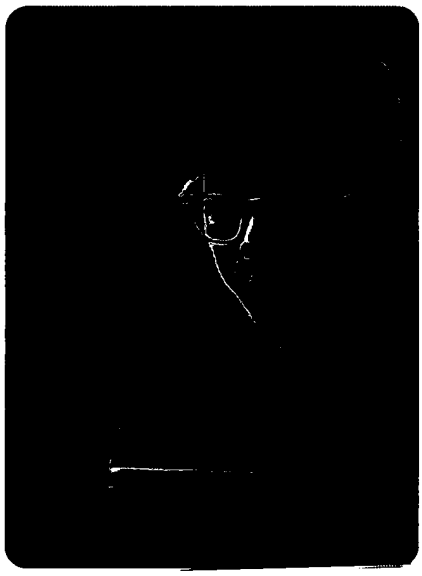
- delivering social impact through STEM access – initiatives to broaden participation in STEM careers among underrepresented groups;
- strengthening local partnerships with educational institutions, non-profit organisations and industry bodies to support community development and skills readiness;
- supporting environmental sustainability, with community engagement linked to SThree's broader net zero commitments and climate leadership;
- enhancing volunteering and outreach, encouraging employees to contribute time and expertise to causes aligned with SThree's values and local needs.

Outcomes and our response

Management responded to community needs and stakeholder feedback by launching and expanding several initiatives:

- Volunteering and Outreach: Employees contributed over 2,653 hours to local community projects, including education, mentoring and environmental activities. These efforts were coordinated through internal networks and aligned with global awareness campaigns.
- Environmental Engagement: Community initiatives were linked to SThree's net zero strategy, including awareness campaigns and partnerships that promote sustainability and climate resilience at the local level.

Further reading: See Our commitment to being a responsible business, pages 60 to 75.



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Beyond goals to adoption

We conducted a comprehensive review of our ESG activities in the first half of the year, aligning our approach with key stakeholder priorities. This has resulted in a refresh of our ESG strategy. We will broaden our Diversity agenda to focus on diversity of experience and inclusion. In addition, we shall introduce some fresh ESG initiatives to support the Group's brand positioning as a STEM workforce consultancy.

Although work has started on realising this refreshed strategy, this year's report provides progress updates against our existing priorities for which we have a full year's data.

//

As ESG Lead, my mission is to turn sustainability commitments into tangible actions that create long-term value. ESG is not just a compliance requirement – it's a strategic driver that shapes how we manage our facilities, mobility, and resources to reduce environmental impact while enhancing employee well-being. By embedding ESG principles into every decision and encouraging volunteering initiatives such as community projects and social support programmes, we amplify our positive impact on society, strengthen employee engagement, and build a culture of shared responsibility.

Lamia Berkane
Facility & Mobility Manager, SThree France

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Targets and progress

The following chart outlines the ESG targets that we report against externally. Two targets – 'Doubling the share of our global renewables business by FY24' and the 'To positively impact 150,000 lives by FY24' – have been achieved. As these are now built into the fabric of our business and considered business-as-usual, we do not plan to report against them. Two targets remain from previous years:

- Carbon emissions: we have a long-term SBTi target to be net zero by 2050, supported by near-term targets to reduce Scope 1 and 2 emissions by 77% and reduce Scope 3 emissions by 50% by 2030 from a 2019 baseline.
- Gender representation: this is a global target to increase representation of women in leadership to 40% by 2025 and applies to our ExCo and ExCo minus one leadership teams.

Further reading: see our Identify case study on our website.

Target	Carbon reduction	Gender representation (40% target for women in leadership)
Progress	41% decrease in absolute emissions from 2019 (baseline years). 40% reduction in Scope 1 & 2 and 41% reduction in Scope 3 in FY25 from 2019 (baseline year). Continued offsetting of Scope 1 and 2 carbon emissions.	Representation of women in leadership: 37% in ExCo and Exco-1 in line with 2024.
Activities in 2025	A cross-functional net zero working group (mobilised in FY24) continued to implement the net zero transition plan this year focusing on data quality, car fleet and property as a priority. Work was undertaken this year to launch a new carbon accounting platform which will elevate our sustainability reporting in FY26 and beyond. For more details, see the TCFD section on page 62.	Provided external mentoring for eight, high-potential saleswomen to support future sales leadership development. 29 women graduated from the fourth cohort of our Identify leadership accelerator talent development programme. 97% of women participated in the fourth cohort retained. 21% of women in the fourth cohort promoted.
Alignment to strategic pillars	Platform	People
Sustainable Development Goals	13	10

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Social

Giving back is a part of growth. Volunteering helped me understand how teamwork and kindness can make something great. It's rewarding to be a part of something that inspires and supports others.

Vy Nguyen Delivery Engineer SThree Japan

Upskilling for future growth
Hours of training delivered

20,767

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People development

The focus this year was on utilising development opportunities offered by our new technology platform. We delivered sales training on the new processes and designed workshops to cascade best practice. You will find more detail on these initiatives in the People section of this report – see pages 32 to 34.

Training covering business ethics, health and safety, cyber security, data protection, anti-bribery & corruption and essential legal knowledge was mandatory for all employees.

A career with purpose for everyone

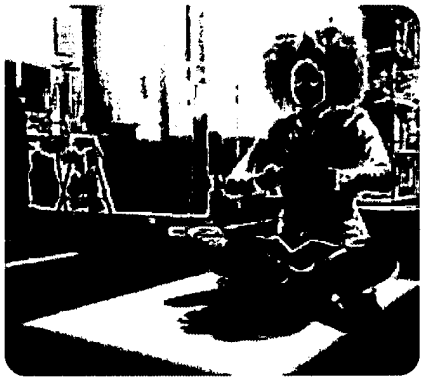
We are committed to developing our people and nurturing an environment in which everyone can thrive and reach their potential. A new performance management framework was rolled out to support ExCo level managers in developing their teams thus creating a positive, energetic and collaborative sales environment. In parallel, we launched a series of bite-size learning modules to support personal development planning conversations between managers and direct reports. For more details, see the People section on page 32.

Further reading: see our Aleto Foundation case study on our website.

Key to our success in achieving our ESG goals is listening and acting on the priorities and attitudes of our people. We ran our colleague survey in November. This survey generates an eNPS that provides us with an employee satisfaction measure that can be compared to our peers in the sector and reveals topics of most concern to our people. We also delivered three Board level focus groups and conducted pulse surveys.

447 colleagues attended our four internal Global Connect events this year to create awareness, support inclusion and celebrate difference: International Women's Day, Pride, Inclusion and Mental Wellbeing. This was supported by speaker participation from our senior leadership team and colleagues. For more details, see the Employee Engagement section on page 102.

Further reading: see our University of Edinburgh case study on our website.



Investing in our community

Every SThree colleague receives up to 40 hours' paid leave to volunteer and this year we introduced a focus on learning whereby 15 hours could be used for training and education on ESG topics.

A new volunteer policy was launched this year, to more closely align with our business priorities but also reflect what matters most to our people.

Further reading: see our Community Impact Map on our website.

Metrics tracked include hours volunteered in local communities for environmental causes and participation in skills-based activities. We continue to assist underrepresented groups with career development through career support volunteering that helps address employment inequality and close the STEM skills gap.

Key focus areas and achievements

The following table highlights key areas of focus within our People and Culture strategy and their associated achievements and metrics.

People and Culture Focus Area	Employee Net Promoter Score (eNPS) Target is to increase eNPS to between the median and top quartile in professional services sector	Employee listening	Volunteering	Training & development	Investing in diversity
Achievements/ Metrics	21 eNPS (FY24: 35) which places SThree in the middle of the Professional Services Industry benchmark. 77% completion rate	Three Board level focus groups delivered in FY25 AIR pulse survey completion rate: 18% Comms survey completion rate: 7% EVP survey completion rate: 36%	2,653 hours volunteered 10% of employees utilising volunteer leave	Mandatory training – completion rate: 96% 97% completed H&S training 98% completed cyber security training 98% completed data protection training 98% completed anti-bribery and corruption training 69% of people have objectives and 27% personal development in place 32% of women and 37% of men have objectives in place 46% of women and 54% of men have personal development in place	16% of UK Leadership is ethnically diverse

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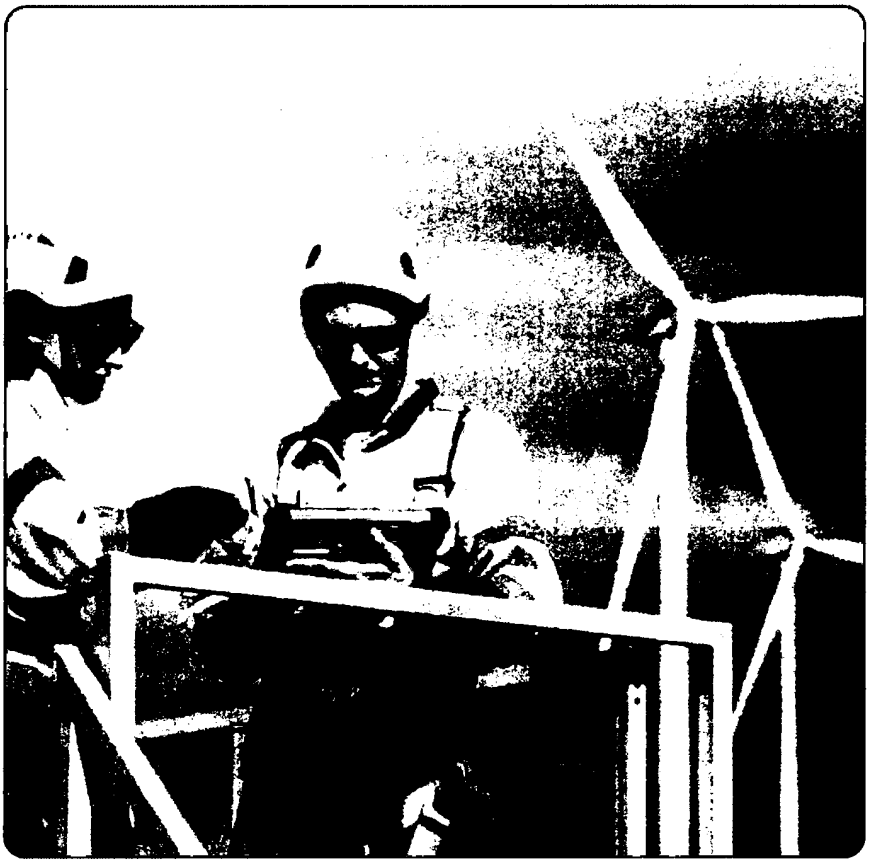
Environment



Reduction in Scope 1 and 2 carbon emissions YoY

54%

Reduction in Scope 3 carbon emissions YoY

20%

Reduction in absolute carbon emissions YoY

25%

FY25 marked a year of strong carbon reduction progress, with significant emissions reductions delivered across Scope 1, 2 and 3. This progress reflects SThree's continued commitment to achieving our science-based net zero targets and is reinforced by maintaining a B score with Carbon Disclosure Project.

Francesca Greaves Senior Purpose and Inclusion Manager

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The environment is important to our business, and we are committed to play our part in the world's journey to net zero.

Decarbonising our business

SThree is actively transitioning to become a net zero business by FY50, and we measure our progress against Science Based Target initiative (SBTi) verified targets. A cross-functional net zero working group was mobilised in FY24 to build and implement the net zero transition plan, and a five-year roadmap has been developed focusing on four key areas, including Scope 1 & 2 (property, car fleet) and Scope 3 (business travel, supply chain). We are committed to continuous improvement in the quality of carbon emission data we report, and this has been a focus in 2025.

Further reading: see our Carbon Offsetting case study on our website.

Progress against targets

We report progress against near-term targets for Scope 1 & 2 emissions and Scope 3 emissions, as well as the overall target of becoming net zero by FY50.

Target:
To reduce Scope 1 and 2 emissions by 77% by 2030

Progress from FY19 (baseline year)

40%

reduction in absolute emissions

Target:
To reduce Scope 3 emissions by 50% by 2030

Progress from FY19 (baseline year)

41%

reduction in absolute emissions

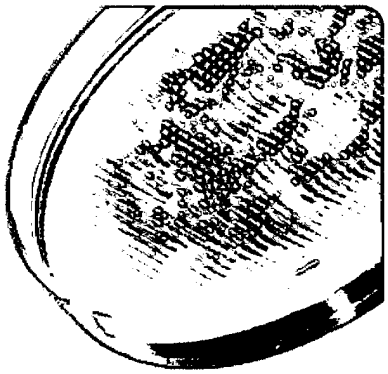
Target:
To be net zero across Scope 1, 2 and 3 emissions by 2050

Progress from FY19 (baseline year)

41%

reduction in absolute emissions

We are proud of the recognition we receive for our sustainability efforts. Our FY25 CDP score, which measures our commitment and progress towards climate change action, was a B, which is high. We were included in the FTSE4Good Index which demonstrates our commitment to balancing purpose with performance. We also participate in EcoVadis, the global sustainability assessment platform that scores companies and rates them for their environmental, social and ethical performance. We are pleased to have increased our score within the Environmental pillar by 14 points compared to our previous submission, demonstrating continued progress on our sustainability journey.



For more details, see the TCFD section on page 62.

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Our transition to net zero

In FY23, we announced our SBTi target to be a net zero business by FY50, and since then, we have turned this commitment into action.

In FY25, our net zero working group met quarterly to drive actions against our net zero roadmap; these were focused on our priority areas: property, internal car fleet, business travel, and supply chain, deemed material to our business through a review of our carbon footprint. We are proud that this year, the Netherlands introduced a mobility allowance policy that will phase out fuelled cars, and we saw our London Headquarters move to an EPC A, BREEAM Outstanding office. These are just two highlights that show sustainability embedded within our business operations.

We know the transition to net zero will take time and that we will need to adapt our plan to the changing landscape. We are also committed to taking action today while we transition to net zero, which is why we continue to offset our Scope 1 and 2 carbon emissions in partnership with Earthly. All projects we support meet the criteria for the Oxford Offsetting Principles.

Further reading: More information on our net zero commitment can be viewed in our Sustainability policy.

Further reading: More information on Earthly and the projects we fund can be found here.

In FY25, we invited our colleagues to vote for our offsetting projects. Two projects were selected: Forest Management & Reforestation in Mayab, Mexico and Peatland Protection in Rimba Raya, Indonesia.

Net zero roadmap FY25–FY30

	Scope 1 & 2	
Workstream	**Property**	**Internal Car Fleet**
FY30 vision	100% clean energy powered by 2030	All internal cars will be 100% clean fuelled by 2030. We will favour mobility allowances over a traditional car fleet.
Achieved this year	All UK and Netherlands leased offices achieved 100% green energy.	Netherlands launched a mobility policy phasing out traditional fuelled cars in favour of mobility allowance and an electric fleet. Belgium continued to implement their transition to clean fuel, seeing a 63% increase in electric vehicles in their fleet.
FY26	Transition France to green energy from February 2026 and continue shifting leased offices across DACH to green energy as contracts renew, with Austria and Switzerland already fully green.	France to conduct a review of their transition plan. Germany has set a target to achieve a 50%–80% EV fleet by 2026. A further transition plan will be created to move to 100% clean fuel by 2030.
FY27	Aim for all DACH offices to operate on 100% green energy. Continue working with serviced-office providers to improve transparency on green credentials and request green terms within our agreements.	Collaborate with Benefits on our approach to car fleet management. Conduct a full review of our car fleet to inform decision making on policy and strategy to ensure alignment with our net zero goals.

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Supply Chain

All our suppliers will align to our environmental commitments, and we will prioritise choosing sustainable suppliers as standard. Partnered with a reduction in consumption, we will achieve 50% reduction in supply chain emissions by 2030.

Engaged over ten suppliers on sustainability through Carbon Disclosure Project and engagement calls.

Improve processes to track supply chain emissions through introduction of a new sustainability platform and new technology to support the supplier tender process.

Engage with current suppliers to understand their sustainability credentials.

Build a supplier engagement plan, focusing on suppliers who are yet to start their carbon reduction journey.

Compile a preferred green supplier list which should be used when choosing suppliers.

Deliver the supplier engagement plan.

Business Travel

All colleagues consider sustainability when booking business travel, resulting in a 50% reduction in travel emissions by 2030.

Business travel significantly reduced, opting for collaboration tools such as Microsoft Teams for internal meetings. This resulted in a 62% decrease in business travel carbon emissions.

Build a communications plan to educate colleagues on sustainable travel options.

Explore carbon allowances per employee based on role for travel.

Green Commuting

Colleagues will commute using sustainable travel where available, supported by SThree to do so through public transport infrastructure surrounding our offices and mobility benefits.

All new office locations were reviewed using our property criteria to ensure clean travel facilities and public transport connections are available.

Conduct a commuter survey to identify changing travel habits post Covid-19.

Share results from the commuter survey internally and build a communication plan to support our people to travel sustainably.

Review green commuter benefits to identify new opportunities.

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TCFD Report

Task Force on Climate-related Financial Disclosures statement

We support the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) and confirm that we are reporting in line with the FCA Listing Rule UKLR 6.6.6(8), which requires us to report on a 'comply or explain' basis against all the TCFD Recommendations and Recommended Disclosures in respect of the financial year ended 30 November 2025.

We have also considered the TCFD additional guidance (2021 TCFD Annex), specifically the 'All Sectors Guidance' in preparing the disclosures of the TCFD Recommendations and Recommended Disclosures. We confirm that we are compliant with the requirements of the UK Listing Rule UKLR 6.6.6(8).

We have set out our disclosures against each TCFD pillar (the table below provides cross-references where the disclosures are located in this Annual Report and Accounts). In preparing them we had to make several assumptions and took into account materiality of information in the TCFD Recommendations related to strategy, risks, metrics and targets pillars.

SThree plc's materiality considered the importance of key climate change-related topics to our internal and external stakeholders.

Through our materiality assessment – last performed in FY23 – it is clear that climate change is a critical topic to all our stakeholders. As a STEM workforce consultancy, we are committed to being led by climate science and our net zero targets reflect this. We aim to reduce our carbon emissions in line with a 1.5°C scenario and achieve the net-zero greenhouse gas (GHG) emissions reduction target by FY50. SBTi validated our targets as science-based Scope 1, 2 and 3 net zero targets in 2022.

TCFD index table

Recommended disclosure	Where reported	Further information
Governance pillar		
a) Describe the Board's oversight of climate-related risks and opportunities.	Page 63	**Governance Report** Our Board, pages 98–101
b) Describe management's role in assessing and managing climate-related risks and opportunities.	Page 63	**Governance Report** Our Board, pages 98–101
Risks pillar		
a) Describe the organisation's processes for identifying and assessing climate-related risks.	Page 65	**Strategic Report** Risk management, pages 76–83
b) Describe the organisation's processes for managing climate-related risks.	Page 65	n/a
c) Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management.	Page 65	**Strategic Report** Risk management, pages 76–83
Strategy pillar		
a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium and long term.	Page 66	**Strategic Report** Risk management, pages 76–83
b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy and financial planning.	Page 66	**Strategic Report** Market overview, pages 14–15
c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	Page 67	n/a
Metrics and targets pillar		
a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	Page 73	**Strategic Report** Key performance indicators, pages 22–25
b) Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions, and the related risks.	Page 73	n/a
c) Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	Page 73	**Strategic Report** Key performance indicators, pages 22–25

We will continue to monitor TCFD guidance as it evolves and will consider opportunities to enhance future disclosures of our governance, strategy, risk management and metrics and targets in relation to SThree action on climate risks and opportunities.

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Governance pillar

Board oversight

TCFD recommendation: Describe the Board's oversight of climate-related risks and opportunities.

While engaging with, and having regard to the interests of, all the Group's key stakeholders, the Board is accountable for ensuring ESG-related matters, including climate-related risks and opportunities, are integrated into the Group's strategy, minimising risks and maximising opportunities to ensure value creation across our business model.

The Board brings a variety of skills and experience, including expertise in relation to sustainability, climate change risk management strategies and risk-informed financial planning. The Board's experience, which is further described on pages 98 to 101 of the Governance Report, supports the implementation of the TCFD recommendations across the Group.

The Board utilises the Group's governance structure to ensure effective oversight and management of climate-related strategy and goals, with the Chief Financial Officer (CFO) acting as senior sponsor for all climate-related matters including risks, metrics and targets. As an active member of the Group ESG Committee, the CFO ensures that the impact of climate risks and opportunities is regularly assessed and considered throughout strategic and financial planning. The CFO reports progress to the Board on a regular basis.

SThree's climate change governance framework is illustrated in more detail in the table on page 64.

During the current financial year, the Board agenda included the following climate-related matters:

- Updates twice a year via risk updates. The Board received a bi-annual report for all principal and emerging risks governed by the Group Risk Committee. This included both an update and thorough conversation on climate risk.
- Net zero agenda item twice yearly in July and November. The Board received an update on the Group's net zero targets and progress towards these targets. In FY25, this included progress against measures of success and actions taken by the Net Zero Working Group.
- Since FY24, a Non-Executive Director is present at each meeting of the Group ESG Committee which ensures that alongside our CFO and CEO, the Board receives all Committee papers prior to the meeting and minutes post meeting. The Board can monitor progress towards targets and is aware of key strategic decisions.

Management oversight

TCFD recommendation: Describe management's role in assessing and managing climate-related risks and opportunities.

The Board delegates management of climate-related risks and opportunities to the Group CFO and CPO. Under this delegation, the CFO oversees processes aimed at identifying and managing climate-related risks and monitors the allocation of the Group's resources required to mitigate these emerging risks and to benefit from any identified climate-related opportunities (this also includes climate-related risks and opportunities associated with SThree's net zero transition plan).

The Executive Committee monitors the Group's approach to climate change by ensuring climate risks, opportunities and progress towards net zero targets are reported and reviewed bi-annually. This review takes place within the strategic review of every business region and function, ensuring climate change is integrated into financial and strategic planning. The Executive Committee established and delegated operational management of climate-related matters and wider ESG ambitions to the ESG Committee.

SThree's ESG Committee has representatives from the Executive Committee, including the CEO, CFO, Chief People Officer and Chief Legal Officer, as well as attendees from key strategic markets and departments. The ESG Committee meets quarterly to direct the Group ESG strategy, policies and implementation of key changes across the business. This includes identifying climate risks and providing oversight of the assessment and mitigation of these risks.

To coordinate the assessment and management of climate-related risks and opportunities across the Group, the ESG Committee is supported by the Global Purpose and Inclusion team and Global Strategy Director. These functions bring dedicated business expertise to address areas potentially impacted by climate-related factors.

The Global Renewable Energy Network (GREN), chaired by the Group Strategy Director, plays a key role in aligning regional strategies and enhancing the performance of our clean energy (renewables) revenue stream. GREN facilitates collaboration on strategic initiatives and ensures consistency across regions through quarterly meetings with regional heads, enabling the Group to focus on high-value opportunities.

In FY25, key initiatives included:

i. Client portfolio expansion: sharing best practices and strategic advice on how to grow and diversify the client base.
ii. Job intensity dashboard: leveraging a dashboard to monitor and optimise job intensity across regions.
iii. Renewable energy projects: showcasing expertise and thought leadership through refreshed case studies highlighting the Group's involvement in major renewable energy projects.
iv. Client investment pipelines review: sharing insights into client investment plans in the renewable energy sector in Europe, the USA and Japan.
v. Additionally, sales consultants dedicated to the renewable energy revenue stream participated in a masterclass focused on leveraging automated tools within the Mercury CRM environment. This initiative aimed to equip them with the skills to effectively utilise the digital tools to capitalise on the growing renewables market and to drive clean energy growth.

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Governance pillar continued

Climate change governance framework

SThree Board*

Oversight of business strategy and performance, including material ESG factors.

The Board reviews the Group's strategy, including response to climate-related risks and opportunities at least twice a year.

Audit & Risk Committee

Oversight of the effectiveness of the Group's Risk Management systems and processes including emerging climate change risk. Reviews assurance over mitigating controls.

Remuneration Committee

Oversight of the Group's remuneration policy, employee incentive arrangements and bonus target setting for the Board and Executive Committee which includes the carbon emission reduction target.

CFO

Overarching oversight of all ESG matters including climate change.

CPO

Chair of the ESG Committee.

Executive Committee

Appointed by the CEO. Includes senior leaders within the business.

Conducts regular business reviews related to strategy, risk management (including climate-related risks) and performance, including progress towards ESG targets.

Reports to the Board on climate-related matters and recommends risk appetite to the Board.

Develops Company strategy in line with Board appetite.

ESG Committee

Includes CFO and other members of the Executive Committee, with Non-Executive Directors attending on a rotation basis.

Meets quarterly to discuss and report ESG-specific topics. In particular, it identifies, assesses and mitigates climate risks and opportunities, ensuring integration into strategic and financial planning. These topics are then discussed with the Group Risk Committee, Executive Committee, Remuneration Committee and the Board.

Group Risk Committee

Appointed by the Executive Committee to oversee the governance of risk management, including climate-related risks.

Reviews and assesses strength of controls related to climate risks and reports on risks to the Executive Committee, Audit & Risk Committee and the Board.

Global Director of People Experience

Oversees the development of climate targets, action plans and data reporting.

Global Renewable Energy Network

Energy sector leaders who work on actions that grow our clean energy (renewables) business.

Senior Purpose & Inclusion Manager

Implements climate-related scenario analysis, and stakeholder engagement to ensure delivery of action plans.

Climate Risk Owners

Monitor climate risks, develop and implement mitigating initiatives, and escalate changes within risk environment to the Group Risk Committee.

ESG Ambassadors

Network of ambassadors across the business delivering local climate action, engaging colleagues in climate-related issues and providing local insights to the ESG Committee.

* Nomination Committee has no climate change responsibilities.

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Risks pillar

Identifying and managing climate-related risks, and their integration with the Group's risk management framework

TCFD recommendation: Describe the organisation's processes for identifying and assessing climate-related risks.

TCFD recommendation: Describe the organisation's processes for managing climate-related risks.

TCFD recommendation: Describe how processes for identifying, assessing and managing climate-related risks are integrated into the organisation's overall risk management.

The process for identifying and assessing climate-related risks is the same as for all the Group's principal risks and emerging risks. Our Group-wide Enterprise Risk Management (ERM) framework is designed to identify, assess, score and monitor all risks. The risk mitigation plans and timelines are determined by the appetite and tolerance for risks as set by the Board and directed by the Executive Committee. The Group ERM framework also details who is responsible for managing each individual risk and the mitigating controls.

Operational management (identifying, assessing and mitigating) of climate-related risks and opportunities is delegated to the ESG Committee. The Committee's approach to identifying climate-related risks includes utilising market research data, external partner insights and internal business reviews. The latter comprises an Executive Committee-led strategic review process during which senior leaders from across the business are asked to identify emerging risks within their markets, with key questions around climate-related market changes and policy. These are then discussed at local management meetings and escalated to the ESG Committee, who, in turn, ensures the right mitigation measures and controls are in place.

Once assessed, climate risks are integrated to our climate risk statements and principal risk statements, ensuring risk owners are in place to develop and implement risk mitigation actions, controls and metrics. These plans and progress reports are then shared with the Group Risk Committee and Group ESG Committee on a regular basis.

It is the Group Risk Committee that holds key responsibility for reviewing and assessing all risks on an ongoing basis, and formally at least twice a year. The Risk Committee also ensures that all risks are integrated into the Group ERM framework.

For each principal and emerging risk, the Risk Committee reviews and assesses the strength of controls put in place; this assessment is reported to the Board on a bi-annual basis.

To date, climate-related scenario analysis has demonstrated that there are no immediate risks to SThree and therefore, climate change continues to be an emerging risk to our business as opposed to a standalone Group principal risk. However, some of the Group's principal risks are, to an extent, impacted by climate change, and therefore, where applicable, our principal risks reflect elements of the climate-related risks identified through scenario analysis.

The Group's ERM framework is further described on page 76 of this Annual Report and Accounts.

NGFS scenario framework

- Green revolution (1.5°C)
- Disruptive change (2°C)
- Fossil fuelled (3°C+)

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Strategy pillar

The impact of climate change on SThree

TCFD recommendation: Describe the impact of climate-related risks and opportunities on the organisation's business, strategy and financial planning.

TCFD recommendation: Describe the potential impact of different scenarios, including a 2°C scenario, on the organisation's businesses, strategy and financial planning.

SThree utilises climate scenario analysis to assess the potential magnitude and likelihood of specific climate-related risks and opportunities under the following standardised climate scenarios within the Network for Greening the Financial System (NGFS) framework:

- 1.5°C maximum increase in global temperatures ('Green revolution');
- 2°C increase in global temperatures ('Disruptive change'); and
- 3°C and more increase in global temperatures ('Fossil fuelled').

We utilise these three scenarios to ensure all potential risks and opportunities are identified, and that we are testing our resilience under each scenario as political landscapes shift and the likelihood of each scenario materialising shifts. Our net zero commitment is aligned to the Paris Agreement, that is facilitating a renewables-led scenario (global warming limited to 1.5°C) which reinforces our commitment to doing the right thing and maximising the opportunities we have identified within this scenario. Each risk and opportunity is analysed based on an estimated impact on net fees, aligned to our risk management framework.

Table 1. Climate-related scenarios

SThree uses the NGFS climate scenario framework to stress test key climate-related risks and opportunities. The key outcomes from the climate-related scenario analysis inform SThree's targets and growth opportunities, and wider business strategy, e.g. how we grow our value proposition as a green recruitment partner to mitigate reputational risk and realise opportunities with both clients and candidates as outlined above.

Green revolution (orderly 1.5°C)	Disruptive change (disorderly 2°C)	Fossil fuelled (hot house 3°C+)
This orderly scenario assumes that climate policies are immediately implemented, with an increasing carbon price levelled that ensures the world does not exceed 1.5°C warming. The economy is strong, driven by new industries providing green solutions and technologies such as AI, robotics and battery technology. The development of circular economy business models disrupts legacy industries, removing incumbents. Global opportunities expand in all markets as consumer technologies are democratised. Under this scenario, the energy sector mix shifts rapidly, as the world transitions away from fossil fuels and towards low-carbon power, heat and mobility solutions. Consumer concern over the environmental sustainability of products and services is high, and candidates actively disassociate with companies not following the renewable revolution.	This disorderly scenario assumes that significant climate policy is not implemented until 2030. In order to reach the 2°C mitigation goal, the transition from this point happens at a far quicker pace than in the orderly transition. Engineering and finance sectors benefit from the rapid development of a carbon dioxide removal industry – funding for which comes in the form of increased energy prices for businesses and consumers. Under this scenario, the energy sector mix does not change noticeably until after 2030, at which point actions taken are relatively late and limited by available technologies, to enable a sharp reduction in emissions. The pace of change claims many victims within high-carbon industries who are left with significant levels of stranded assets.	This scenario incorporates the policies and measures that governments around the world have already put in place and assumes that no further policy action will be taken. The scenario assumes only cautious implementation of current commitments and plans. Emissions grow until 2080 leading to 3°C+ of global warming and increased physical risks. New technology solutions are not developed quickly or cost-effectively enough to disrupt legacy industries. Energy prices are kept suppressed by the lack of any meaningful carbon price and the lack of progress in carbon removal technologies. Significant disruption can be expected on sectors with offices and manufacturing sites located in regions with high physical risk.

The financial impact assessments for the above presented scenarios are based on the same method of calculations as those used for principal risks evaluated under the SThree Group-wide risk framework.

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Through a scenario analysis, we have identified no immediate climate risks which could significantly impact our long-term strategy or business model, performance or liquidity. This is consistent with the assertion that risks associated with climate change are not expected to have a material impact on the longer-term viability of the Group.

However, some growth opportunities may arise from the role STEM skills play in decarbonisation (see details on this megatrend on page 15) and our proposition as a green supplier (see further details on pages 68 to 72 related to our strategic pillars).

This has led SThree to pursue a strategy aimed at maximising growth in this side of our business (see actions undertaken by GREN under 'Management oversight' in Governance pillar, on page 63). In addition, the scenario analysis continues to inform broader business strategy, e.g. shaping how we enhance our value proposition as a green recruitment partner. This approach helps mitigate reputational risk whilst unlocking opportunities with both clients and candidates, as outlined above.

Risk and opportunity identification and assessment

TCFD recommendation: Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term.

Guided by our climate-related scenario analysis, and risk management articulated on pages 66 to 72, the climate-related risks and opportunities that could have a potential impact on SThree Group are detailed below, along with mitigating actions.

To assess the relative materiality of each climate-related risk and opportunity (CRRO) and help management to prioritise risk-mitigating and opportunity-management activities, we estimated size and probability of potential impact materialising under each CRRO, using internal financial and commercial impact analysis, market data and input from subject matter experts. The size and likelihood of each identified climate change risk and opportunity is categorised/assessed by applying a global five-by-five scoring matrix that we use in the Group ERM risk assessment.

To assess the materiality of climate-related risks and opportunities, we used the following timeframes which align to those used in the Group ERM risk assessment:

Timeframe (term):

Short	**up to five years to 2030**
Medium	**five to ten years from 2030 to 2040**
Long	**beyond ten years from 2040 onwards**

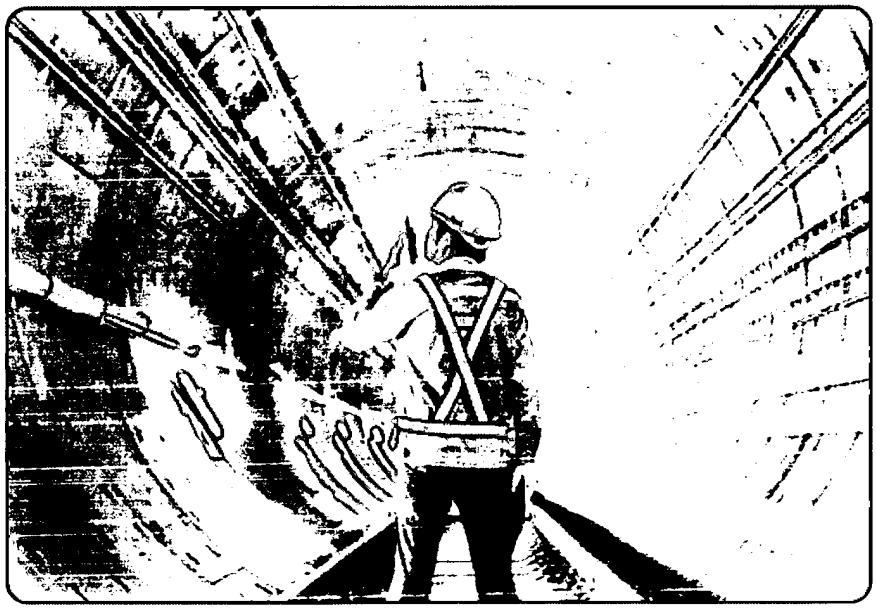
Each Group CRRO is assigned a likelihood across three categories:

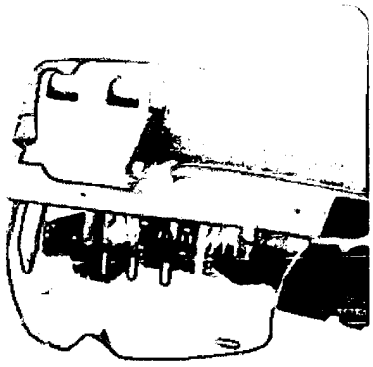
Likelihood:

Low	**very unlikely to unlikely to occur**
Moderate	**likely to occur**
High	**likely to occur to very likely to occur**

These risks and opportunities are global in nature and there are only modest variations in their relative significance for each of our business segments. Where appropriate, we refer to specific geographies.

Refer to the subsequent section, Metrics and targets on pages 73 to 75, for further information on measurement indicators, including our performance against them.





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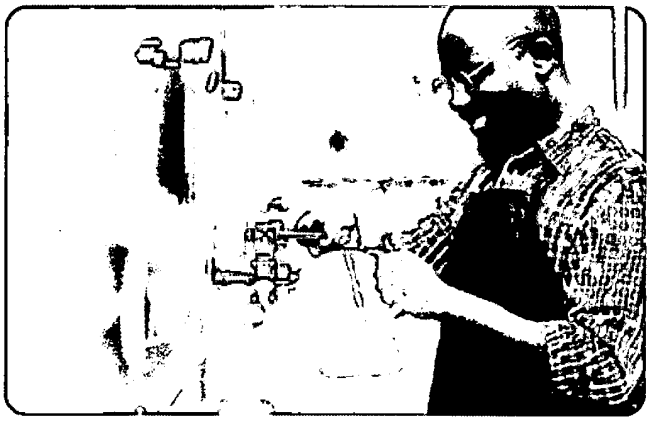
Strategy pillar continued

Table 2. Our key climate-related risks and opportunities

Risk	Measurement indicators	Potential impact under each assessed scenario	SThree's key mitigating activities
1. Transition Risk			
Commercial SThree may fail to maximise market opportunities if strategy and decision-making across the Group does not adequately consider the impact of climate change within the markets that it operates in and the requirements of clients and candidates. This may result in an inability to meet profitability and market share growth targets and fall behind peers. **Strategic pillar: Places** **Business segments potentially affected:** Group-wide Timeframe (term): Short Medium Long Likelihood: Moderate	EcoVadis score No. of client corrective action requests through EcoVadis Reduction in carbon footprint	**Green revolution (1.5°C)** In a rapid green transition, we may miss opportunities to grow market share if sufficient market intelligence and headcount growth plans are not in place. In response to this risk, SThree has mobilised an internal Global Renewable Energy Network and energy sector-specific market intelligence tools to ensure opportunities and best practice are shared across our global business. We are also developing market intelligence and regulatory horizon scanning tools, utilising AI, to efficiently identify market opportunities. In addition, under a low-carbon transition, potential net fees from Oil & Gas clients could be lost due to divestment and decline in client demand. The risk to SThree would be two-fold: a potentially material loss of revenue from the Oil & Gas sector, as well as ongoing operating costs incurred to meet limited opportunities available in this area of the market. **Disruptive change (2°C)** Some large energy and infrastructure projects are influenced by government. To respond successfully to invitations to tender and win government contracts, SThree requires investment in consultants' expertise, and, increasingly, obtain additional certifications. Preparation work for large renewables projects is an investment we must make as a potential vendor; however tender outcomes may change or turn unfavourable. Timeline and budgets for these projects are delayed and reduced. This could result in SThree having areas of operational costs which face delayed or reduced revenue opportunities. **Fossil fuelled (3°C+)** The need for talent is increasing across high-emitting industries which could contribute to higher net fees generated by SThree in these markets. This could then result in abrupt divestment as climate change materialises, and markets shift at pace.	Implementation of a monitoring process for reporting on client ESG requirements. Create an EcoVadis improvement plan to align our score with client expectations. Implement an ESG data book and sustainability resources for client-facing teams.



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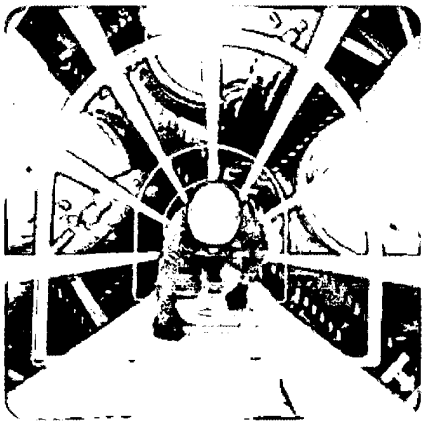
Risk	Measurement indicators	Potential impact under each assessed scenario	SThree's key mitigating activities
2. Transition Risk			
Policy and compliance There is a risk that SThree does not meet the changing reporting and compliance requirements expected by stakeholders. This could result in non-compliance fines alongside reputational damage. SThree is unable to meet its net zero targets which leads to reputational damage, an inability to meet client demands and loss of competitive advantage. **Business segments potentially affected:** Group-wide	CDP score Decarbonisation related net fees Net fees generated from Oil & Gas clients Reduction of carbon footprint Climate-related non-compliance	**Green revolution (1.5°C)** Under a green revolution scenario, SThree has access to clean technologies from suppliers who are decarbonising at pace. This supports our ability to decarbonise across Scope 1, 2 and 3 emissions as part of the Group transition towards net zero. Government policy and compliance requirements are ambitious and introduced at pace, particularly across Europe. **Disruptive change (2°C)** Within this scenario, our ability to decarbonise is limited to Scope 1 and 2 emissions. Scope 3 decarbonisation is delayed due to our heavy reliance on third parties, particularly those suppliers who face undermined/reduced progress towards their own decarbonisation targets. **Fossil fuelled (3°C+)** Within this scenario, we have delayed transition across Scope 1 and 2 emissions due to low availability of low-carbon energy required to fuel our property and car fleets. Scope 3 emissions are delayed even further beyond the time horizon used for this assessment.	Conduct a review of emerging compliance (including CSRD) to ensure we meet future compliance requirements. Work with key tech suppliers to understand impact of AI on carbon emissions and our net zero target.

Timeframe (term):

- Short
- Medium
- **Long**

Likelihood:

- **Moderate**



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Strategy pillar continued

Table 2. Our key climate-related risks and opportunities continued

Risk	Measurement indicators	Potential impact under each assessed scenario	SThree's key mitigating activities
3. Physical Risk			
Physical climate risk SThree may fail to operate in key markets during extreme weather events caused by climate change meaning there is a loss of productivity and sales as consultants are unable to work. This may result in reduced net fees and our inability to meet the Group operating profit and market share growth targets. **Business segments potentially affected:** See conclusions under each scenario Timeframe (term): Short Medium Long Likelihood: Moderate	No. of extreme weather events resulting in office closures No. of days of colleague work disrupted due to extreme weather	**Green revolution (1.5°C)** We would see minimal physical climate risks within this scenario. There are currently six office locations deemed as at risk of flooding and severe weather events based on historic events in those offices and the scenario analysis is highlighting minimal impact. Each office has a business continuity plan in place. **Business segments potentially affected:** Austin, Houston, Paris, Glasgow, Düsseldorf and Dubai **Disruptive change (2°C)** Infrastructure investment fails to materialise and although the impact is minimal based on the scenario analysis and location of offices, we anticipate that the increased temperature and lack of infrastructure could impact productivity and commuting to offices as well as the outdoor work of contracts. With impact remaining low, the likelihood of impact increases, based on recent temperature records. We would review business continuity plans alongside available infrastructure investment in the locations impacted. Flexible working and working conditions for both employee and contractors would be considered. **Business segments potentially affected:** Europe, USA and MENA **Fossil fuelled (3°C+)** Severe weather events and long-term climate change impact our physical working environment which could result in office closures and contractors being unable to access sites due to flooding, freezing, hurricanes and other severe weather conditions. SThree has adopted and successfully implemented working from home business continuity plans which were tested during the pandemic. We have however identified that in some extreme circumstances working from home could be disrupted due to power outages. In this instance, we will utilise our global network of offices to deliver services on behalf of impacted locations. This has been implemented previously during the Texas ice storms in 2021 but the risk has not materialised since then. **Business segments potentially affected: Group-wide**	Climate events to be included in incident and communication plan response. Business Continuity plans to be reviewed to understand obligations to clients and contractors for continuation of service during severe weather. Physical risk assessment of each office location to take place in FY26. Implement a reporting process for office closures impacted by physical climate events. Work with Operations teams to understand impact of extreme weather on contractors placed with clients.

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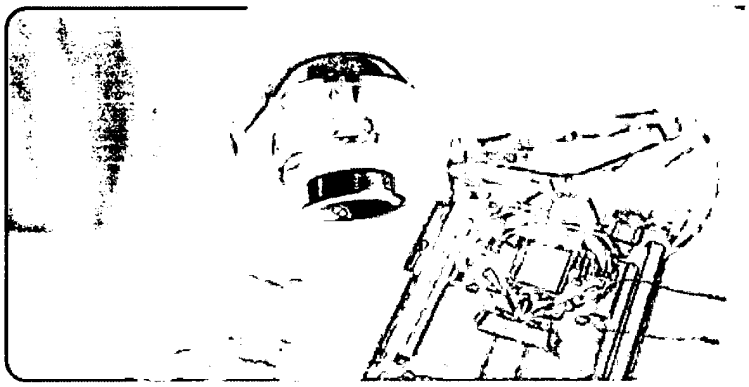

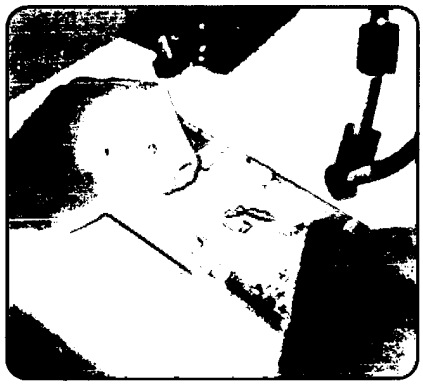

Opportunity	Measurement indicators	Potential impact under each assessed scenario	SThree's response
1. Climate Opportunity			
Responding to the changing demands of the market We are dynamic and flexible in our approach and can adapt to new market requirements with agility and pace. Our flexible approach, alongside offering full staffing compliance expertise and at times additional 'value-add' offerings such as trucks, IT equipment and adjacencies, makes us well placed to meet clients' growing decarbonisation talent needs. The growth of green innovation will create new STEM job opportunities. LinkedIn research from 2025 shows green hiring outpaces skill growth: roles requiring green skills are growing 7.7% annually, nearly double the 4.3% growth in green skill development. Interestingly, more than half of green hires are in roles not traditionally green, suggesting sustainability is becoming part of business as usual. **Business segments potentially affected:** Group-wide Timeframe (term): Short / Medium / Long Likelihood: High	Decarbonisation-related net fees	**Green revolution (1.5°C)** In a rapidly decarbonising world we will see increased investment in green technologies both commercially and at government level. This will generate demand for green skills, predominantly in STEM sectors. The pace of change will exacerbate the green skills/STEM skills gap. As a result, STEM recruitment expertise, such as SThree's, will be in high demand among clients in need of adequate talent. Areas of anticipated short-, medium- and long-term growth are across wind investment, storage technology, resilient grid technology, with hydrogen investment in Europe growing over the longer term. **Disruptive change (2°C)** Some large energy and infrastructure projects are influenced by government. To respond successfully to these tenders and win contracts, SThree requires investment in consultants, and sometimes additional certifications. The risk, which is outside of SThree's control, is that the level of preparation work for large renewables projects is an investment we must make as a potential vendor, however tender outcomes may change. Often the timeline and budgets for these projects are delayed and reduced. Areas of anticipated growth are across wind investment, storage technology, resilient grid technology and hydrogen investment in Europe over the longer term. **Fossil fuelled (3°C+)** Within this scenario investment is significantly delayed. Investment in resilient grid technology continues to be prioritised across Europe but more so in the USA market. Investment in storage technology in Europe is also an area of growth over the medium to long term. Within this scenario investment in projects continues to be inconsistent with changing agendas influenced by government policy and elections.	SThree will provide investment growth in headcount focused on anticipated growth areas. Purpose and Inclusion Team will track and regularly review tender requirements to ensure SThree remains competitive in new markets. SThree will conduct regular reviews of investment trends and impact assessment of new government policy and elections on STEM job opportunities in the markets we serve.

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Strategy pillar continued

Table 2. Our key climate-related risks and opportunities continued

Opportunity	Measurement indicators	Potential impact under each assessed scenario	SThree's response
2. Climate Opportunity			
Alignment to low-carbon clients As the market moves towards a low-carbon future, companies are reviewing their own transition plans. Increasingly they are questioning the environmental impact of all suppliers. SThree has been working on carbon footprint management and carbon offsetting for over a decade. Our long-term environmental strategy, targets and transparent reporting provides a competitive advantage. In European markets there is an emergence of small, sustainable recruitment agencies who solely work with low-carbon clients. SThree has the potential to also compete in this niche market and obtain competitive advantage given the climate leadership position, experience and compliance benefits already in place. **Business segments potentially affected:** See conclusions under each scenario Timeframe (term): **Short** **Medium** **Long** Likelihood: **High**	CDP score Decarbonisation-related net fees	**Green revolution (1.5°C)** In a green revolution scenario client demands for sustainable recruitment suppliers will be standard and implemented at pace. Sustainable recruitment partners will support the realisation of client net zero ambitions. We see the adoption of sustainable supply chain management platforms, sustainability within contracts, metrics and monitoring being introduced at speed. Given minimal differential economic incentives, candidates often choose to work for a more socially conscious company – this could extend to SThree itself as a recruiter who aligns themselves to a low-carbon solution, providing opportunities to grow net fees. This scenario is materialising in Europe at present. **Business segments potentially affected:** Europe **Disruptive change (2°C)** The speed of client demand for sustainable suppliers is delayed with the pace for sustainable reporting and net zero transition progress not being realised until 2035. **Business segments potentially affected:** Europe and USA **Fossil fuelled (3°C+)** The speed of client demand for sustainable suppliers is delayed with the pace for sustainable reporting and net zero transition progress not being realised until 2035. **Business segments potentially affected:** Group-wide	SThree will adapt to changes by building its recruitment specialism to meet clients' new needs. We will continue to deliver strong sustainable reporting and support clients to meet their decarbonisation targets.

In summary, we understand the importance of climate change on our stakeholders and therefore the Group's exposure to climate-related risks and opportunities is regularly considered in our strategic and financial planning, our capital allocation decisions and in operational management.

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Metrics and targets pillar

Metrics

TCFD recommendation: Disclose the metrics and targets used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.

The Group has set both near-term and long-term GHG emissions reduction targets which were validated by SBTi and are consistent with a reduction required to keep global warming to 1.5°C by 2050. Our overall climate commitment to be net zero across GHG absolute emissions from SThree's operations and its supply chain by FY50 (Scope 1, 2 and 3 carbon emission reduction) is broken down into medium-term milestones:

- Reduce absolute Scope 1 and 2 GHG emissions by 77% by FY30 from a FY19 base year.
- Reduce absolute Scope 3 GHG emissions by 50% by FY30 from a FY19 base year.
- Reduce absolute Scope 1, 2 and 3 GHG emissions by 90% by FY50 from a FY19 base year.
- Increase annual sourcing of electricity from renewables, from 28% in FY19 to 100% by FY30.

The table below describes climate-related metrics in more detail.

Table 3. SThree's climate-related metrics and associated targets

Metric	Key initiatives and progress in FY25	Target
Climate-related risks (Transition risks)		
% reduction in Scope 1 and Scope 2 carbon emissions	In FY25, our Scope 1 and 2 emissions equated to 1,415 tCO_2e (market based) which represents a 54% decrease YoY and 40% reduction from FY19 base year. This is due to improvements within our company leased vehicles. We are now starting to see the real impact of policy changes in Belgium and the Netherlands with more electric cars in our fleet and varied benefit options including mobility allowances. We have also worked closely with data providers to improve car fleet reporting to ensure continuous improvement in the quality of our data. For quantitative details, please see Streamline energy and carbon reporting (SECR) information.	Reduce absolute Scope 1 and Scope 2 GHG emissions by 77% by FY30 from a FY19 base year.
% reduction in Scope 3 carbon emissions	Scope 3 equated to 13,810 tCO_2e (market based). This represents a 20% decrease YoY and a 41% reduction from FY19 base year. This is primarily due to continued reduction in business travel, spend and fewer office fit outs resulting in a decrease in Capital Goods. For quantitative details and further explanation, please see Streamline energy and carbon reporting (SECR) information.	Reduce absolute Scope 3 GHG emissions by 50% by FY30 from a FY19 base year.
% energy procured from clean energy sources	Green energy now represents 49% of our portfolio. Our ongoing audit and gap analysis will help us pinpoint key areas for improvement. We continue to engage proactively with landlords to improve transparency around green credentials, strengthen green clauses within our leases, and look to negotiate renewable energy contracts across the SThree estate, all in support of our 2030 sustainability goal.	Increase annual sourcing of electricity from renewables from 28% in FY19 to 100% by FY30.
Remuneration		
Given the strategic importance of sustainability to SThree, 10% of Executive Directors' share awards (LTIP) are linked to their contribution towards carbon emission reduction targets	In FY25, we made strong progress towards our net zero target with reductions across Scope 1, 2 and 3. We are committed to continue this progress in line with our LTIP targets. For more information, see Directors' remuneration report on page 117.	Variety of ESG targets, including GHG reduction targets, as outlined in the KPI section of this Annual Report and Accounts.

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Metrics and targets pillar continued

SECR information

SThree is committed to providing transparent carbon reporting to our stakeholders. Our carbon data management platform helps us to provide oversight of our carbon footprint and the ability to report more widely across Scope 1, 2 and 3 emissions. We are excited to build on this strength with the introduction of a new carbon data management platform in FY26 which will improve and future proof our reporting in line with emerging sustainability regulations.

In FY25, our Scope 1 and 2 emissions equated to 1,415 tCO_2e (market based) which represents a 54% decrease YoY. This is due to improvements within our company leased vehicles. We are now starting to see the real impact of policy changes in Belgium and the Netherlands with more electric cars in our fleet and varied benefit options including mobility allowances. We have also worked closely with data providers to improve car fleet reporting to ensure we report accurately; this included reallocation of Netherlands ECM car fleet from Scope 1 to Scope 3. Scope 3 equated to 13,810 tCO_2e (market based). This represents a 20% decrease YoY due to continued reduction in business travel and fewer office fit outs resulting in a decrease in Capital Goods. Our overall decrease in carbon emissions YoY is 25%.

Energy efficiency initiatives

We have seen a strong reduction in carbon emissions across Scope 1, 2 and 3 this year which is testament to our continued commitment and progress towards net zero.

The energy efficiency initiatives which have taken place in FY25 include:

- introduction of a mobility allowance policy in the Netherlands and continued delivery of an electric vehicle transition plan in Belgium have contributed to a 66% reduction in emissions from leased transport compared to FY24;
- carbon emissions from purchased electricity fell by 18%, supported by the move to two new sustainable office locations in Glasgow and London, where renewable energy is available. We saw a 100% reduction in refrigerant because of our office move in London;
- business travel emissions decreased by 62%, reflecting the continued success of our internal travel policy;
- although emissions from 'other fuels' increased slightly, this reflects the positive transition to an electric vehicle fleet, which will deliver long-term reductions.

Table 4. GHG emissions (tCO_2e) and associated energy consumption (kWh) for FY25

(Energy and carbon disclosures for financial year, 1 December 2024–30 November 2025)

		FY19 (baseline year)		FY24		**FY25**			
	Emissions source (tCO_2e)	UK and offshore	Global (excluding UK and offshore)	UK and offshore	Global (excluding UK and offshore)	**UK and offshore**	**Global (excluding UK and offshore)**	% change in total emissions (FY25 vs FY24)	% change in total emissions (FY25 vs FY19)
Scope 1	Natural gas	346	2	9	58	**4**	**24**	-58%	-92%
	Leased transport	42	990	–	2,218	**–**	**751**	-66%	-27%
	Refrigerant	–	–	79	–	**–**	**–**	-100%	–
Scope 2	Purchased electricity (market/location based)	157	802	132/79	400/300	**38/42**	**398/285**	-18%	-55%
	Other fuels (heat and steam, EV)	–	9	7	185	**–**	**200**	4%	2121%
Scope 3	Category 1: Purchased goods and services	–	17,339	87	9,201	**33**	**9,163**	-1%	-47%
	Water (purchased goods and services)	13	98	–	6	**1**	**15**	175%	-85%
	Paper (purchased goods and services)	–	4	4	2	**3**	**9**	86%	206%
	Category 2: Capital goods	–	213	1,230	112	**1**	**308**	-77%	45%
	Category 3: T&D and WTT (fuel and energy-related activities)	14	–	29	741	**16**	**325**	-56%	2341%
	Category 4: Upstream transportation and distribution	56	89	3	26	**–**	**34**	17%	-76%
	Category 5: Waste generated in operations	15	33	5	13	**13**	**97**	515%	129%
	Category 6: Business travel	261	1,223	331	897	**80**	**392**	-62%	-68%
	Category 7: Employee commuting incl. working from home	–	3,637	314	1,293	**312**	**1,173**	-8%	-59%
	Category 8: Upstream leased assets	2	188	–	71	**–**	**124**	75%	-25%
	Category 13: Downstream leased assets	–	184	–	2,871	**–**	**1,710**	-40%	829%
Total tonnes of CO_2e (market based)		**906**	**24,811**	**2,231**	**18,094**	**502**	**14,723**	**-25%**	**-41%**
Total tonnes of CO_2e (location based)		**906**	**24,811**	**2,178**	**17,994**	**506**	**14,610**	**-25%**	**-41%**
Number of employees		860	2,504	700	2,139	**666**	**1,980**	–	–
Tonnes of CO_2e per employee		**1.05**	**9.91**	**3.19**	**8.46**	**0.75**	**7.44**	**-20%**	**-25%**
Total energy consumption used to calculate emissions (kWh)		2,983,847	5,927,067	581,730	12,777,245	**327,029**	**6,746,187**	-47%	-21%

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Methodology

The method used to calculate GHG emissions is the GHG Protocol Corporate Accounting and Reporting Standard (revised edition), together with the latest emission factors from recognised public sources including, but not limited to, BEIS, the US Energy Information Administration, the US Environmental Protection Agency and the Intergovernmental panel on Climate Change.

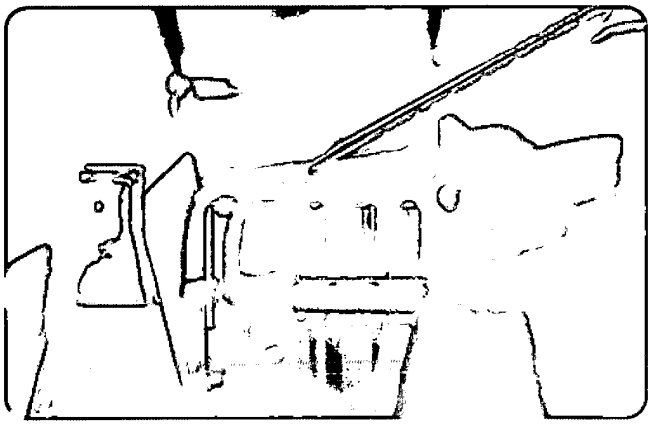
For FY25, we made the decision to end carbon data collection after 11 months and extrapolated for the full 12 months. We have done this to ensure sufficient internal quality control and audit on our data prior to publication. We are also moving to a new sustainability platform in January 2026 and bringing forward our timeline will aide a smooth transition.

Changes to methodology can be found below:

Category	Methodology
Business Travel	Actual data used for all months except November where the data was estimated based on the actual data provided from September and October. The estimate was calculated by proportioning September and October data to the 30 days of November.
Purchased goods and services	
Upstream transportation and distribution	
Downstream leased assets	
Company leased vehicles	
Capital goods	Actual data was used for all months except November. November was estimated based on monthly average per activity data.

Prior to calculating Scope 3 emissions, a materiality assessment was conducted to assess relevance using the GHG protocol. As a result, categories 9–12 and 14–15 were considered to have no material contribution to the businesses' Scope 3 emissions and have therefore been omitted from the SECR table published above.

Following an operational control approach to defining our organisational boundary, our calculated GHG emissions from business activities fall into the reporting period of 1 December 2024 to 30 November 2025, and use the reporting period 1 December 2023 to 30 November 2024 for comparison.



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Risk management

Risk management is a key part of our business, values and culture. Effective risk management enables us as a business to protect value and proactively manage threats to the delivery of strategic and operational objectives, while enhancing the realisation of opportunities.

Our principal risks

1. Macro-economic environment
2. Industry innovation
3. Client strategy
4. Credit collection
5. Contractual liability
6. People, talent acquisition and retention
7. Cyber security
8. Data privacy
9. Regulatory compliance
10. Strategic change management

Connecting risk, opportunity and strategy

Integration of risk management into our day-to day activities helps us to maximise our competitive advantage and successfully deliver on our strategy. Whilst the ultimate responsibility for risk management rests with the Board, the effective day-to-day management of risk is delegated to our leaders across the business, seeking at all times to maintain a prudent balance between mitigating risks and taking advantage of opportunities.

Fraud risk management

During the year, we undertook a comprehensive review of the Group's fraud risk exposure in anticipation of the UK Economic Crime and Corporate Transparency Act 2023, which introduced the corporate offence of failure to prevent fraud. This review included a Group-wide risk assessment to identify areas where fraudulent activity could arise through associated persons acting for the benefit of the organisation, together with a review of associated controls. These controls will undergo effectiveness testing as part of our internal controls framework. We have updated our Fraud policy to align with the regulatory guidance and conducted fraud awareness training.

These measures form part of our broader compliance framework and demonstrate our ongoing commitment to maintaining fraud prevention measures and ensuring compliance with evolving regulatory standards; they will continue to evolve as guidance and best practice develop.

Risk management approach

Our ERM framework and processes help us to describe, analyse, report and monitor risks and controls at all levels in the Group. We believe that the effective management of risk is based on a 'top-down' and 'bottom-up' approach, which includes:

- our strategy setting process;
- the quality of our people and culture;
- established internal controls with assurance via self-certification on the strength of controls;
- processes for reviewing, escalating and controlling risks;
- independent assurance by Internal Audit and external audit;
- regular oversight by the relevant Committees; and
- reacting quickly to market conditions and the cycle.

Principal and key operational risks are considered and discussed as part of the strategic planning process. Our principal risk statements include key risk indicators and risk tolerance measures, as well as assessments of key controls and risk appetite.

What we review when assessing our principal and key risks:

- Risk ownership: each risk has a named owner. In addition, each principal risk is sponsored by a member of the ExCo, who drives progress.
- Likelihood and impact: globally applied five-by-five scoring matrix.
- Gross risk: before mitigating controls.
- Net risk: after mitigating controls are applied.

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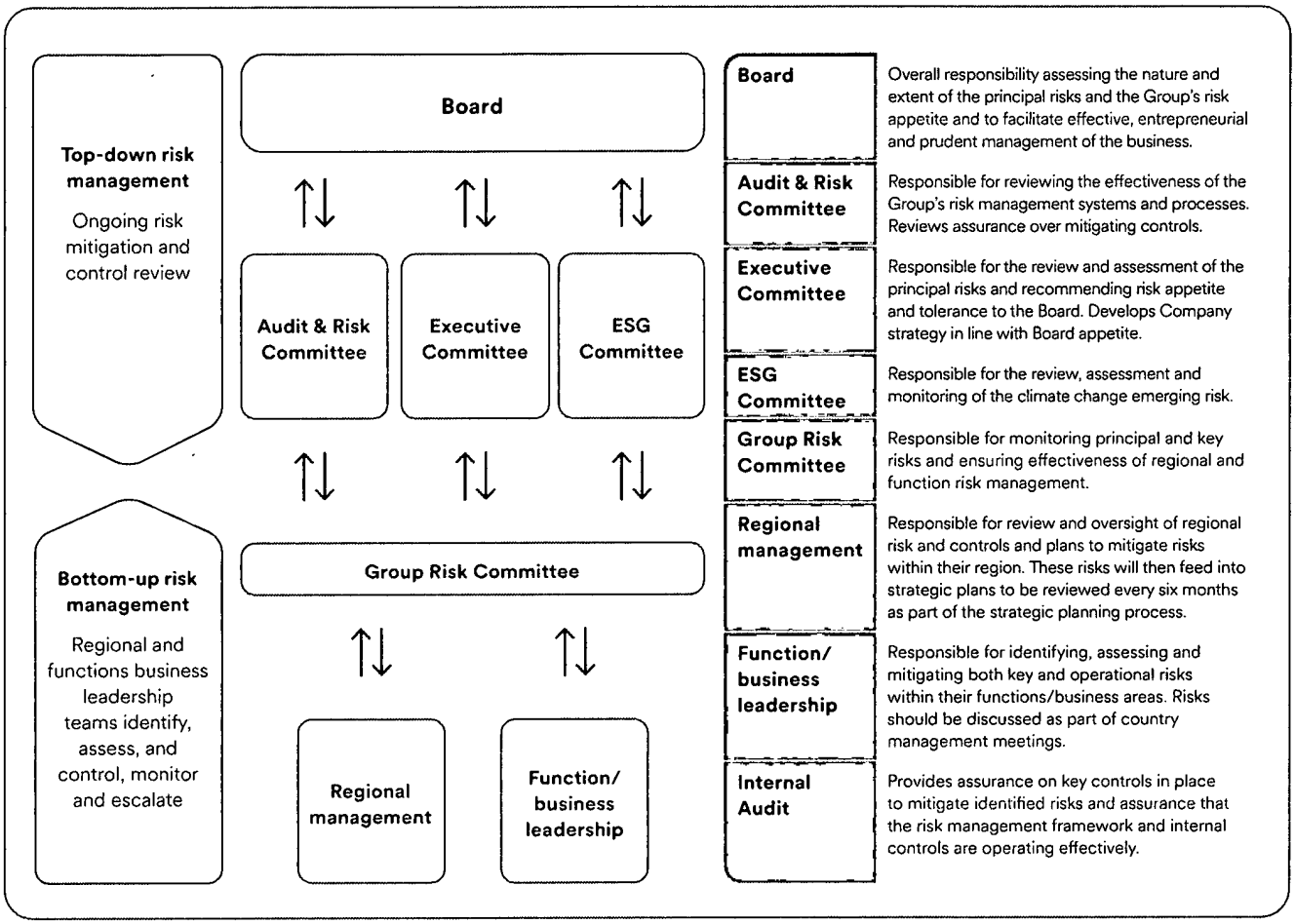

- Risk appetite: defined at principal risk level and categorised into five levels.
- Risk tolerance: in data format, showing the amount of deviation from the risk appetite.
- Key risk indicators: quantitative measures that provide early signals of a change in the risk.
- Actions: key controls in place and activities required for further mitigation if required.
- Impact on the Group's strategic pillars and interdependencies between principal risks.
- Any relevant emerging risks where the principal risk is impacted by or could impact the emerging risk.

All principal risks are reported in a standardised format. During 2025, the principal risks were integrated into the Group's risk management tool, enabling linkage between functional and country risk registers to ensure consistent reporting. This integration supports effective review, clear understanding and robust monitoring across the Group, while promoting consistency in both terminology and underlying risk assessments.

As part of this year's top-down process, an updated assessment was completed for each principal risk by the relevant risk owner, working with the ExCo risk sponsor and the risk function.

The statements are challenged and reviewed in detail by the Group Risk Committee, and by the Board twice a year.

Following the 2024 update to the Corporate Governance Code by the Financial Reporting Council, work continues with key stakeholders to identify and review material controls within the existing internal controls framework. This process will provide the necessary detail to support assurance testing, which is scheduled to commence in 2026.

Emerging risks

As part of our ongoing risk management process, emerging risks are reviewed by the Board twice a year. An emerging risk is defined as a risk that materialises over a period of time, rather than at once, meaning the likely impact of the risk is difficult to evaluate at the time of assessment of the risk.

Emerging risks are identified during:

- twice yearly Board principal risk reviews;
- the strategic review process with each region and function;
- periodic assessment by the Group Risk Committee;
- horizon scanning undertaken by the Group Legal function; and
- bi-monthly financial reviews of country performance and macro-economic trends.

During the year there were no new emerging risks identified. Climate change risk continues to be an emerging risk for the Group. Further assessment on the emerging risk is shown on page 65 as part of the TCFD Report. Where an emerging risk may impact or be impacted by a principal risk, this is detailed within the principal risk description.

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Risk management continued

Principal risks

Risks can develop and evolve over time and their potential impact or likelihood may vary in response to changes in internal and external circumstances. Risks and mitigation activities that are outlined below, whilst not exhaustive nor in any order of priority, are those which could have a material adverse effect on the implementation of our strategic priorities, our business, financial performance, cash flows, liquidity, shareholder value or reputation, or could affect other key stakeholders, including employees, clients and candidates.

Changes during FY25

Following review by the Board, the Board believes that the risks presented are the appropriate assessment and the right principal risks for the Group. At the half-year review, it was agreed that health and safety would be removed as a principal risk after a holistic assessment of health and safety obligations and risks across the business operations. This area will continue to be carefully monitored with key risk indicators submitted to the Group Risk Committee.

During the year, two principal risks, Strategic change and Credit collection, were reassessed and reframed to more accurately reflect the current risk landscape facing the Company. This review resulted in an increased net risk rating for Strategic change, reflecting the scale and complexity of ongoing transformation initiatives, and updated key risk indicators for Credit collection to strengthen monitoring and enable early intervention.

Given the continuing challenging external environment and significant internal change programme being undertaken by the Company, a net increase in likelihood was seen in some principal risks. However, overall, the risks continue to move in a positive direction.

Strategic pillars

Places	Platform	People	Position
To be a leader in markets we choose to serve.	Create a world-class operational platform through data, technology and infrastructure.	Attract, develop and retain great people.	Leverage our position at the centre of STEM to deliver sustainable value to our candidates and clients.

1. Macro-economic environment

Risk description

Rapid changes in the macro-economic environment could result in SThree suffering financial exposure and/or loss. SThree operates in a sector that is highly cyclical and sensitive to the economy and business sentiment. Mixed economic signals can delay identification of changes in market conditions and the business decisions to respond, both on the upside and downside. The growth in the ECM models globally and fixed central support costs impact on the flexible cost base so may exacerbate any time lag between financial performance impact and ability to cut costs, impacting our ability to scale when the economy recovers quicker than anticipated.

Link to climate change and sustainability: SThree may be affected, primarily through its work with the Energy sector, to changes in Government policy related to climate change, including in the renewable energy space, which may present positive business opportunities for the Company and fluctuations in the oil price. Geopolitical events, including energy price shocks and other energy security risks, can have an impact on economies, and in turn SThree markets and profits.

Mitigations

- The annual strategic planning and budgeting process incorporate reviews of the broader market conditions. Monthly business performance monitoring and twice-yearly reviews as part of the strategy cycle help inform any changes that are required to react to changes in the economy.
- The Group is a strategically diversified business, geographically, by sector and by product, with a focus on STEM markets which are less sensitive to economic cycles.
- Strategic focus on Contract market which is more resilient in less certain economic conditions than Permanent and provides a counter-cyclical cash hedge working capital release with each contract finisher.
- The Group has a strong balance sheet with a positive net cash position through the year and committed debt facilities to support the business.

Change from FY24

Net risk increased during the first half of the year. However, the Group's diversified business model and ability to respond swiftly to changing market conditions acted as effective mitigators, resulting in the net risk remaining stable in the second half of the year.

Executive Committee sponsor:

Andrew Beach – Chief Financial Officer

Link to Strategic Pillar:

Places, Position

Principal risk interdependency:

2 3 4 6 10

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2. Industry innovation

Risk description

If the Company fails to keep pace with technology innovation and/or the emergence of disruptive business models, this could adversely impact financial performance, competitive advantage and future growth. The Group recognises the need to proactively plan and react to rapidly changing markets and technologies, with the right strategy to adapt to client needs, grow market share and remain competitive.

Link to artificial intelligence: As part of this approach, the Group views artificial intelligence as a strategic enabler, with the opportunity to leverage its potential to drive operational efficiency, enhance client experience and unlock new growth opportunities. We continue to monitor and invest in AI developments across the industry to ensure we remain ahead of competitors and capitalise on emerging opportunities.

Mitigations

- Clear strategy, with regular planning and review meetings as part of strategy setting cycle.
- Oversight of strategic workstreams and technology investments through the project governance and ExCo.
- Market intelligence reporting on industry developments.
- Regular review of business models with feedback loop to review market demands.

Change from FY24

Net risk decreased during first half of the year and remained stable for the rest of the year due to continuing effectiveness of controls in place such as horizon scanning and continued investment in technology developments.

Executive Committee sponsor:

Scott McKenzie – Global Strategy Director

Link to Strategic Pillar:

Places, Platform, People, Position

Principal risk interdependency:

1 3 5 7 9 10

3. Client strategy

Risk description

Failure to effectively design and execute our client strategy could limit acquisition, retention and growth of clients, thereby adversely impacting the future growth of the Group. The Company recognises that it is vital that our clients' needs and expectations are met with the right strategy, through consistent global processes and practices, to enable us to become a key partner in their business.

Link to climate change and sustainability: Our clients expect us to have a robust climate change strategy to meet their procurement requirements and therefore we require robust policies and procedures to ensure we meet this expectation to continue to offer services to our clients.

Mitigations

- Targeted client approach, informed by client categorisation and standardised segmentation.
- Data-driven client and performance dashboards.
- Sales-excellence team to drive and embed standards.
- Monthly regional meetings to discuss client strategy.
- Comprehensive online and in-person training programme.

Change from FY24

No change to net risk. Progress continues to be made in strengthening structures, processes and training, to support enterprise client growth and strategy.

Executive Committee sponsor:

Jelte Hacquebord – Chief Commercial Officer

Link to Strategic Pillar:

Places, Platform, People, Position

Principal risk interdependency:

1 2 4 5 6 7 8 9 10

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Risk management continued

4. Credit collection

Risk description

SThree may suffer a liquidity crisis and/or financial loss due to extended payment terms agreed with clients and/or the ability to collect receivables from our clients. The Group's growing ECM business has increased the need for sufficient working capital to ensure payments are made to candidates whilst waiting for clients to settle invoices. Bad debts can impact future cash flow for operations when uncollectable debts are written off.

Link to climate change and sustainability: SThree works with a number of clients who are helping to solve the most significant challenges of our time for both the environment and society.

Link to artificial intelligence: Technology advances have the potential to provide quicker trend and payment behaviour analysis and identify errors on invoices, leading to earlier debt collection and thereby reducing uncollectable debt.

Mitigations

- Accounts receivable daily leadership meetings.
- Robust legal process for overdue balances.
- Operational processes to ensure data accuracy.
- Regular reviews and credit risk scoring model for higher-risk clients managed by credit risk analysts.
- Regional oversight of debt through credit risk dashboard and monthly key performance indicator reviews.
- Effective end-to-end process for review of non-standard payment terms, with Chief Financial Officer approval required.
- Continued focus on aged debt.

Change from FY24

No change in net risk due to continuing focus on effectiveness of controls and reducing aged debt. Current challenges are historical and contained with no new issues arising due to the year.

Executive Committee sponsor:

Andrew Beach – Chief Financial Officer

Link to Strategic Pillar:

Places, Platform

Principal risk interdependency:

1 3 5

5. Contractual liability

Risk description

If SThree enters into unfavourable contractual terms with customers, it risks suffering significant financial loss. SThree operates in a highly competitive environment in which clients sometimes seek to assign significant contractual responsibilities and high financial liabilities to SThree. Where SThree acts as the employer of record (as with its ECM model), this expectation is generally heightened.

Link to artificial intelligence: Opportunity for advanced technology to improve efficiency of the contract review process.

Mitigations

- SThree seeks to ensure that its contractual exposure to claims is effectively controlled through its contracts.
- Contract approval processes are in place with defined escalation procedures for the proposal of contractual terms that do not align with standard negotiation parameters.
- Well established in-house legal team, aligned to, and working closely with, the regional businesses, ensures a close understanding of business risks and associated contractual requirements.
- Risk Committee oversight of any changes in the external environment that should be incorporated into approach to contracting.
- The Company seeks to place the responsibility for supervision and control of contractors directly with the client, including the acceptance of liability for any acts, defaults or omissions.
- Global insurance.

Change from FY24

No change to net risk, due to controls remaining effective with greater understanding of acceptable contractual liability for the business models in operation.

Executive Committee sponsor:

Kate Danson – Chief Legal Officer

Link to Strategic Pillar:

Places, Platform, People

Principal risk interdependency:

2 3 4 8 9

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6. People, talent acquisition and retention

Risk description

SThree's profitability, long-term enterprise value and ultimately our ability to deliver our strategy will be detrimentally impacted if we cannot attract and retain the right talent and drive the right levels of productivity to deliver against our growth ambitions.

The Group is reliant on attracting and retaining people that can deliver against its growth strategy. Sales consultants take time to reach their productivity peak, and this therefore needs to be taken into account when considering timelines. It is vital that SThree attracts and retains an engaged, productive, diverse workforce to ensure the future success of the Company.

Link to artificial intelligence: If left unaddressed, a concern amongst the employee population that AI could replace certain roles could cause issues with engagement and retention. Conversely, inadequate adoption of AI could mean a missed opportunity to use the technology in a way which encourages and enables people to achieve their potential.

Mitigations

- Improved employee engagement through survey platform.
- Flexible hybrid working policy offered to all employees.
- Award-winning training platform to strengthen development of consultants throughout their career.
- New employee platform improving professional development processes.
- Continued focus on mental health and wellbeing.

Change from FY24

Net risk has reduced in impact but increased in likelihood due to higher levels of attrition, caused by multiple factors including the current macro-economic climate.

The ongoing strategic programme within the Company is likely to continue to affect this risk, however, further initiatives will be launched during 2026 which are expected to reduce the net risk.

Executive Committee sponsor:

Sarah Mason – Chief People Officer

Link to Strategic Pillar:

Places, People

Principal risk interdependency:

1 2 3 10

7. Cyber security

Risk description

If SThree suffers a serious system or third-party disruption, this could cause loss of data or security breach that disrupts business-critical activities and its ability to meet its contractual and regulatory obligations.

The threat landscape continues to evolve, heightened by world events, with an increase in cybercrime and the evolution of ransomware attacks. Secure data is at the heart of creating a strong culture and trusted brand for our candidates and clients; failing to protect our data and manage security across our services will directly impact our reputation and our ability to sustain and grow our business.

Link to climate change and sustainability: Expansion of services, such as supply of laptops, provided under the ECM business model could potentially increase carbon emissions and therefore requires investment into greener solutions to ensure both SThree and our clients make a positive impact.

The continued investment in use of AI will impact carbon emissions and requires further understanding to ensure net zero plans are adapted to take into account any negative impact.

Link to artificial intelligence: Being utilised to develop and evolve threats and attack methods to circumvent security controls, or human responses. However, AI can also be used, in its various forms, to support security, through machine learning and other techniques to help identify malicious activities and respond to active threats.

Mitigations

- Global information security framework, designed to ensure that SThree identifies and meets requirements relating to cyber security.
- Vulnerability scanning to early identify weaknesses across the estate alongside information security team actively monitoring for security incidents and remediating where necessary.
- Mandatory cyber security training including phishing simulation exercises for all employees to build awareness and understanding of how individuals can help to protect the Company.
- Incident management plan with clear escalation in the event of a serious incident and linked to outsourced security event monitoring to assist.
- Ongoing improvements to authentication requirements.
- Insurance cover in place that provides access to expert helpline in the event of an incident.

Change from FY24

The overall net risk position increased in likelihood during the year, driven by the growing volume and sophistication of external threats. In response, controls continued to strengthen, with enhanced focus on emerging risks associated with AI, including the potential misuse of technologies such as deepfakes.

Executive Committee sponsor:

Nicholas Folkes – Chief Operating Officer

Link to Strategic Pillar:

Places, Platform, People

Principal risk interdependency:

2 3 5 8 10

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Risk management continued

8. Data privacy

Risk description

Non-compliance with international data protection regulations and/or contractual obligations in relation to data protection could expose SThree to loss of revenue, reputational damage and regulatory sanctions. Solid data foundations are required for SThree to fulfil its business strategy. Great customer experience starts with accurate, complete and timely data, and secure data is at the heart of creating a strong culture and trusted brand for our candidates and clients.

Link to artificial intelligence: Use of AI technology by sales consultants could result in personal data being added into an uncontrolled environment and shared with third parties without clear and embedded policy and procedures on AI use within the Group.

Mitigations

- Data privacy landscape continues to be monitored by our cross-functional privacy team and international Data Protection Champion network to ensure compliance with GDPR and applicable data privacy legislation.
- A global data protection framework is in place to ensure that the Group can identify and meet regulatory requirements relating to data protection within each jurisdiction.
- Embedded processes to manage and respond to Data Subject Rights requests, such as Right to be Forgotten.
- Mandatory yearly data privacy training for all current employees and all new employees as part of the induction process.
- Continued investment in our IT systems and technology controls.

Change from FY24

Net risk decreased in the second half of the year due to improvement in controls.

Executive Committee sponsor:

Kate Danson – Chief Legal Officer

Link to Strategic Pillar:

Places, Platform, Position

Principal risk interdependency:

2 3 5 7 9

9. Regulatory compliance

Risk description

A failure by the organisation to meet its regulatory obligations in respect of its business models could undermine our reputation, may result in legal exposure and regulatory sanctions, and could negatively impact our ability to operate. The staffing and recruitment industry sits against the backdrop of an increasingly stringent and complex regulatory environment. These regulatory changes bring commercial opportunities for SThree, as companies seek staffing models which remove both the burden of administration and the risk of regulatory non-compliance through engaging with companies such as SThree. However, they also present risk to SThree in circumstances where we fail to manage those opportunities appropriately. Failure to comply leaves SThree open to a range of risks, including fines, penalties, litigation, personal Director liability and loss of licence to operate. Additionally, the reputational impact and loss of stakeholder confidence could undermine SThree's business in its entirety.

Link to artificial intelligence: AI could improve identifying and tracking compliance processes in the system and highlight patterns of behaviour where controls may not be effective or escalate a point of non-compliance quicker than manual processes to ensure prompt action. Potential to provide greater flexibility in adapting to changing regulatory compliance requirements through AI-powered tools that could be trained on new regulations and then quickly incorporate updates and changes as they occur.

Mitigations

- Regular horizon scanning by Legal function with reporting to regional management boards, Group Risk Committee and Executive Committee.
- Regional Legal team involvement in the establishment of new products/services and entering new jurisdictions to ensure there is full understanding of regulatory compliance required and the processes to support the compliance.
- Local internal processes designed to ensure regulatory compliance for each placement.
- Oversight of regulatory compliance risks and controls at Group Risk Committee.
- Regional regulatory compliance training rolled out by the Legal department.
- Detailed regulatory risk assessments regularly reviewed for all business models in each country the Company has an entity incorporated, to ensure full understanding and relevant appropriate controls are in place.

Change from FY24

No change to the net risk. Robust policies, processes and training continue to be effective. Horizon scanning remains a material control in ensuring the business can respond in sufficient time to an increasing number of new regulations.

Executive Committee sponsor:

Kate Danson – Chief Legal Officer

Link to Strategic Pillar:

Places, Platform

Principal risk interdependency:

2 3 5 8

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10. Strategic change management

Risk description

If the Company does not effectively manage and implement strategic change, this could result in poorly implemented projects, wasted resource and/or adverse financial impact and ability to execute strategy due to employees' inability to absorb change, impacting productivity and future growth of the Group. Effective strategic change management is inherently tied into the achievement of our strategy; change management is required for the effective implementation of parts of the strategy that require us to operate differently. Attempting too many projects, incorrectly mobilising projects, poor change management and lack of oversight causing the rejection by staff of change, would prevent SThree moving to the next level of revenue growth and profitability.

Link to artificial intelligence: AI could strengthen the effectiveness and speed of change management by providing data-driven insights into readiness, identify areas of risk or resistance and enable more targeted stakeholder engagement. It could further help by monitoring adoption, giving clear visibility of progress and emerging issues.

Mitigations

- Prioritisation of investment decisions, approval of business cases and oversight of the investment portfolio, with strong linkage into the annual budget cycle.
- Formal governance structure in place for strategic projects, including independent assurance for key technology-related programmes.
- Full Board visibility of the portfolio status, including timelines, project spend and issues escalation.
- A formal digital demand process to coordinate requests that place demands on our technology change resources. The forum ensures correct resource allocation against the Company priorities.
- Monthly programme steering committees review project status, risks and document decisions.
- Employee feedback workshops.

Change from FY24

The net risk has increased as a reflection of the amount of change experienced as a result of the transformation programme. Improvements to the change management programme are ongoing to ensure disruption is minimised and risks mitigated where possible.

Executive Committee sponsor:

Nicholas Folkes – Chief Operating Officer

Link to Strategic Pillar:

Places, Platform, People, Position

Principal risk interdependency:

2 3 6 7

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Compliance information

The Strategic Report and the Governance Report, originally approved by the Board on 26 January 2026, was subsequently updated and re-approved on 23 February 2026. Minor amendments were made on pages 84, 119, 121 and 129 to address drafting points identified prior to publication. These changes do not affect any figures or information included in the Company's final results announcement published on 27 January 2026.

Going concern statement

The Directors have reviewed the Group's cash flow forecasts, including the assumptions contained in the budget, and considered associated principal risks which may impact the Group's performance in the period to 31 July 2027.

The overall Group's financial position is strong. Credit facilities relevant to the review period comprise a committed £50.0 million RCF (with the expiry date of July 2027) and an uncommitted £30.0 million accordion facility, both jointly provided by HSBC and Citibank. These facilities remained undrawn on 30 November 2025. A further uncommitted £5.0 million bank overdraft facility is also held with HSBC. In addition, the Group had £68.0 million of net cash and cash equivalents at 30 November 2025 available to fund its short-term needs, as well as a substantial working capital position, reflecting net cash due to SThree for placements already undertaken. At 30 November 2025, the Group debt comprised primarily lease liabilities of £47.5 million.

The RCF is subject to covenants that are measured biannually in May and November, on a trailing 12-month basis, being (i) net debt to EBITDA of a maximum of 3.0x and (ii) interest cover of a minimum of 4.0x. The ratio of net debt to EBITDA at 30 November 2025 was nil as there was no debt, other than lease at the year end.

In FY25, the Group's trading performance declined against the prior year, driven by persistent challenging market conditions, which have extended beyond the industry's expectations. The total Group net fees declined by 12% YoY on a like-for-like basis, reflecting protracted soft new placement activity across Permanent and Contract, partially offset by ongoing strong Contract extensions. Despite market uncertainties, the Group's long-term prospects and competitive positioning remain strong, underpinned by its strategic focus on STEM and Contract, supported by a robust financial position and significant operational enhancements gradually materialising via our TIP.

In this going concern assessment, the Directors tested the Group's forecast liquidity under two downside scenarios considering the potential impact of three principal risks: Macroeconomic environment/cyclicality risk; Strategic change management risk; and Contractual liability risk. The Directors considered primarily the robustness of the Group in the face of a prolonged macro-economic downturn with limited net fee income benefit from the TIP. The Directors also assessed the impact of continuing working capital challenges as a result of the transition to new systems. For each scenario, the forecast liquidity was positive and compliant with the Group's RCF covenants.

The base case forecast for the Group, being that arising over the going concern assessment period to 31 July 2027 as reflected in the Group's FY26-FY28 plan, was sensitised to reflect a plausible downside scenario and a severe but plausible downside scenario on Group performance. In the plausible downside scenario, the key assumption was 6% decline in net fees in FY26, driven by reduced new placement activity, and decline of 3.5% in FY27 with no investment in sales headcount and cost base flexed only for variable costs, such as commissions and bonuses, overall resulting in reduced margins and operating profit.

In the severe but plausible downside scenario, the Group is expected to have sufficient liquidity headroom through the whole period covered despite the assumed 12% decline in net fees in FY26, which is driven by 13% reduction in new Contract placements and 7% reduction in Permanent placements. A further 7% decline in net fees was forecast for FY27 with no investment in sales headcount. This stress test did incorporate potential mitigating actions at the Board's disposal to improve the position identified by the analysis, such as deferrals of capital expenditure, suspension of dividend payments and/or share buyback programmes, cash preservation initiatives, and a number of further reductions in operating expenditure across the Group primarily related to workforce cost reductions.

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Following this assessment, the Directors have formed a judgement, at the time of approving the SThree Group Annual Report and Accounts 2025, that there are no material uncertainties that cast doubt on the Group's going concern status and that it is a reasonable expectation that the Group has adequate resources to continue in operational existence for the period to 31 July 2027. For this reason, the Group continues to adopt the going concern basis in preparing the Annual Report and Accounts and Consolidated Financial Statements for the year ended 30 November 2025.

Viability statement

In accordance with provision 31 of the UK Corporate Governance Code 2018 ('the Code'), the Directors have assessed the prospects of the Group over the five-year period, based on management's reasonable expectations of the financial position and performance of the Group over this period, internal budgets, medium-term targets and the potential impact of the principal risks as documented on pages 114 to 116 of the Annual Report and Accounts.

Assessment of prospects

The Group's strategy is to deliver a sustainable and profitable growth by focusing on four strategic pillars and building on the favourable megatrends that influence all markets and sectors we operate in. The Group has a clear framework for investments in selective strategic initiatives and operational decisions made to continue strengthening the Group's market position into the future. Our performance against our strategic objectives is discussed in more detail on pages 22 to 25.

The review period covers five years from FY26 to FY30, which comprise the next financial year plan used in the going concern assessment and projections for the subsequent four financial years. The Directors believe that the five years to November FY30 is an appropriate period over which a reasonable evaluation of the potential impact of future risk events on the Group can be made. The viability period also aligns to:

- the impairment review process, where investments in subsidiaries are tested based on five-year forecasts;
- the period over which the capital investment decisions are appraised;
- the period over which the Group's major strategic priorities and plans have historically been considered.

Given our principal risks, the Directors believe that the ability to assess the Group's longer-term viability beyond this period becomes increasingly reduced.

In this assessment, the Directors have reviewed the Group's current financial position, progress against the Group's strategic targets, resilience of the Group's business model over the long term (including the strategic focus on STEM), alongside an evaluation of favourable market trends in areas such as digitalisation and climate change and the long-term opportunities they bring to us. The financial projections were based on the following key assumptions:

- Key macro-economic data that could impact recruitment activity and demand for our services and consequently our revenues and net fees.
- Expected headcount retention rates and our ability to dynamically change hiring decisions and other operational spend in the light of trading conditions.
- Expected increase in productivity of sales teams (placements per consultant) following a full rollout of outputs delivered under the TIP.
- Changes in the Group's working capital levels.
- Movements in foreign currency rates, tax rates and interest rates.
- Impact of climate change risk and opportunities.
- Dividend per share.

The viability assessment focused mainly on the expected future solvency of the Group in the event of three severe but plausible scenarios that could threaten the viability of the Group. The key assumptions in the Group's five-year FY26–FY30 plan were stress-tested to evaluate the potential impact on the Group's viability of certain principal risks, including the macro-economic environment cyclicality, customer risk and strategic change management, and an emerging risk of climate change. These assumptions are summarised in the table on page 86.

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Table 1. Scenario testing

	Modelled assumptions	Link to risks
Base case scenario	**Decline in new placement activity in short term, followed by return to growth in FY26** Reduction in demand impacting both Contract and Permanent businesses, with cost base flexed only for variable costs, such as commissions and bonuses, with no other cost-mitigating actions assumed. – 1% net fee reduction in FY26 based on the Q4 FY25 new placement activity average with limited headcount growth. – 4% net fees increase from FY27 and limited sales headcount growth. – 9% net fees increase from FY28 and limited sales headcount growth.	Macro-economic environment/ cyclicality risk Strategic change management Commercial relationships and customer risk
Plausible downside scenario	**Protracted challenging macro-economic conditions in FY25 and some positive outlook expected towards the end of FY26** Negative impact on the Group's sales volume resulting in reduced net fees and profits. Flat headcount and higher labour costs, reducing operating profit conversion ratio. No mitigating levers activated, except for variable staff costs. – 6% decline in net fees in FY26 based on the Q4 FY25 new placement activity average, with stable sales headcount YoY. – 4% net fees decrease from FY27 and limited headcount savings as a mitigation. – 1% net fees decrease from FY28 and limited headcount savings as a mitigation.	Macro-economic environment/ cyclicality risk Strategic change management Commercial relationships and customer risk
Severe but plausible scenario	**Prolonged severe macro-economic conditions in FY25 and FY26, followed by return to growth in subsequent years** Reduction in contractor order book compounded by the lower volume of Permanent opportunities. Significant negative impact on the Group's sales volume resulting in reduced net fees and profits. With flat headcount for two years in a row, inflating labour costs and reducing operating profit conversion ratio. No mitigating levers activated, except for variable staff costs. – 12% net fees decline in FY26 driven by reduced Contract placement activity of 17% and reduced Permanent placement activity of 12%. Based on equivalent downwards movements experienced in FY20 vs FY19 when the global pandemic struck. No recovery of working capital is assumed in FY25. – 12% net fees decline in FY26 based on Q4 FY25 new placement average, with stable sales headcount YoY. – 7% net fees decrease from FY27 and sales headcount growth of 1.0%.	Macro-economic environment/ cyclicality risk Strategic change management Commercial relationships and customer risk

Based on the results of these scenarios individually and as a cluster of events for Scenarios 1 and 2, the Directors are satisfied that the Group would be able to respond to such circumstances through various means which could include a reduction and deferral of capital expenditure and further rationalisation and/or restructuring of operations, to ensure that the Group continues to meet its ongoing obligations. In addition, the Directors have considered the fact that the Group operates in stable markets and has the robust financial position of the Group, including the ability to sell assets, raise capital and suspend or reduce the payment of dividends.

Viability statement

Following this assessment, the Board can confirm that it has a reasonable expectation that the Group will continue in operation and meet its liabilities, as they fall due, over a viability horizon of five years for the period ending 30 November 2030. In making this statement, it is recognised that not all future events or conditions can be predicted, and future assessments are subject to a level of uncertainty that increases with time.

SThree non-financial and sustainability information statement

The Group has complied with the requirements of Sections 414CA and 414CB of the Companies Act 2006 by integrating the required non-financial and sustainability information disclosures throughout the Strategic and Governance Reports. The table below is intended to provide our stakeholders with references where the key content on our development, performance, position and the impact of our activities with regards to specified non-financial matters can be found.

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Non-financial matter	Relevant policies, standards and section of the Annual Report[1]	Annual Report page reference
A. Environmental matters	– TCFD (governance and risk management) – Our road to net zero carbon emissions – Sustainability policies	– Climate-related financial disclosures, pages 62–75 – Emerging risks – climate change, page 65 – The role of the Board and its key decisions, pages 98–101
B. Employees	– Our operating principles – Global DE&I policy – Health and safety policy – Whistleblowing policy – Data protection policy – Bullying and sexual harassment policy	– Governance targets, page 109 (plus Summary of notices and policies available online) – Strategic overview, People pillar, page 142 – Employee engagement (how the Board engaged with SThree employees), pages 102–104 – Gender Pay Gap Report 2023–2024 (online)
C. Social matters	– Our community programmes aimed at building and educating future generations of diverse STEM talent – Volunteering guidelines – Corporate giving and fundraising policy – Tax strategy for FY25 (online)	– Social targets, page 53 – Governance targets, page 109 (plus Summary of notices and policies available online)
D. Respect for human rights	– Our Code of Conduct – Procurement process – The Company's Modern Slavery and Human Trafficking Statement (online)	– Governance targets, page 109
E. Anti-corruption and anti-bribery matters	– Anti-bribery and corruption policy – Gifts, hospitality and charitable contributions policy	– Governance targets, page 109 (plus Summary of notices and policies available online)
Description of principal risks relating to matters A–E above	– Risk management approach, pages 76–83 – Emerging risks – climate change, page 60 – TCFD Report, climate-related risks and opportunities, pages 62–73	

	Relevant information
Business model description	– Our business model, pages 16–19

Description of non-financial KPIs	– Key performance indicators, pages 22–25
	– Our non-financial KPIs include:
	  – Under strategic pillar Platform: carbon reduction
	  – Under strategic pillar People: Representation of women in leadership roles, eNPS
	  – Under strategic pillar Proposition: Number of lives positively impacted

1 Please note some of the policies are available on request from the Company Secretary.

Climate-related financial disclosures

In accordance with Section 414CB of the UK Companies Act 2006, the required climate-related financial information disclosures can be found integrated throughout the Strategic Report, primarily in the TCFD Report on pages 62 to 73.

A summary of key areas of disclosure is set out below:

Reporting requirement	Further information
(a) Group's governance for assessing and managing climate-related risks and opportunities	Pages 63–64
(b) How climate-related risks and opportunities are identified, assessed and managed	Pages 65
(c) How processes for identifying, assessing, and managing climate-related risks are integrated into the overall Group risk management framework	Pages 65–66
(d) Description of climate-related risks and opportunities, and time periods over which they are assessed	Pages 66–72
(e) Impact of the climate-related risks and opportunities on the Group's business model and strategy	Pages 67
(f) Analysis of the resilience of the Group's business model and strategy (climate-related scenarios)	Pages 85
(g) Targets used by the Group to manage climate-related risks and to realise climate-related opportunities	Pages 60–75
(h) Key performance indicators (including basis of calculating) used to assess progress against targets identified under (g)	Pages 22–25

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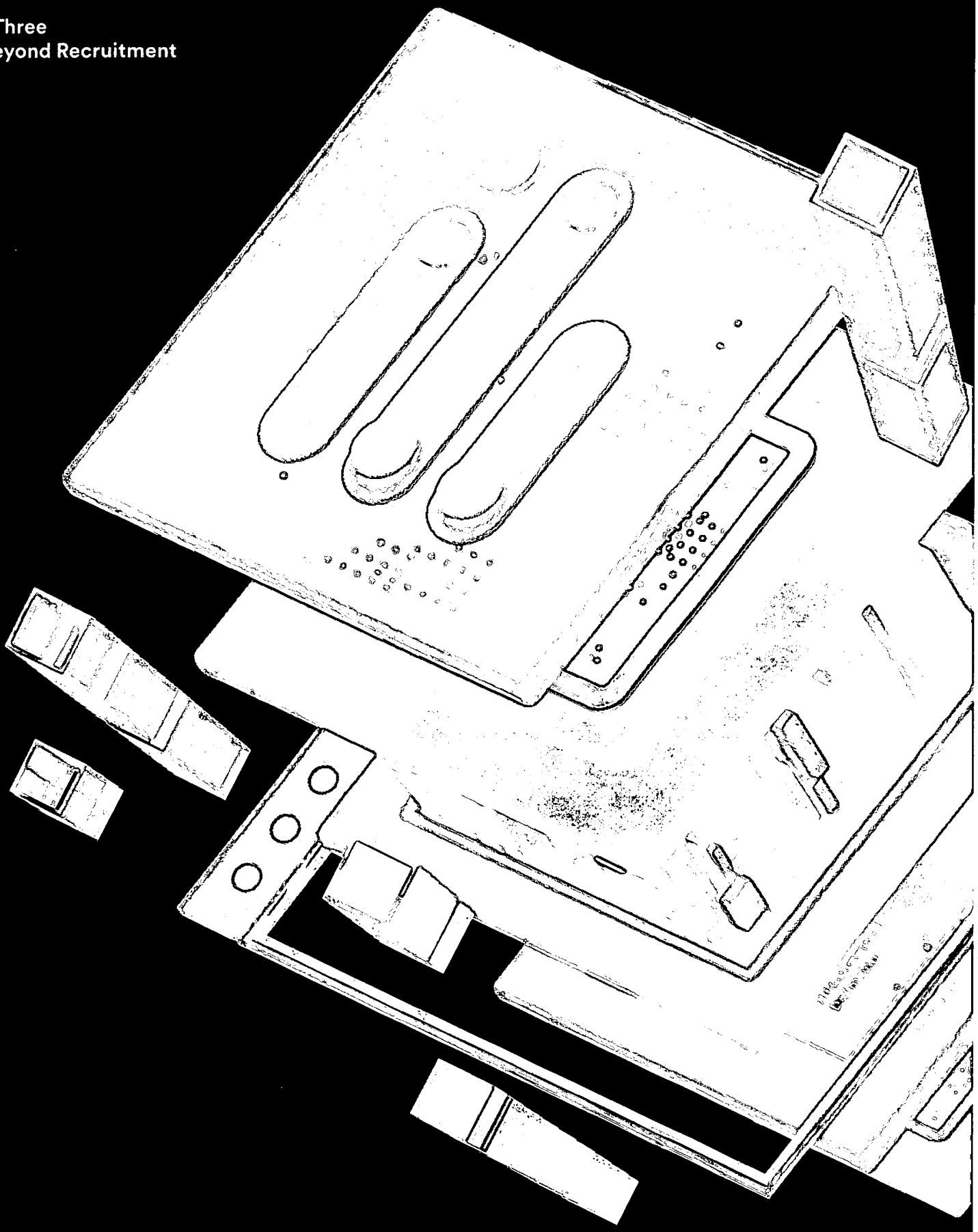

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Governance Report

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Board of Directors

Appointed: October 2017

N R

Experience

James Bilefield was appointed to the SThree Board as Senior Independent Director and Chair Designate in October 2017, becoming Chair in April 2018. He is Chair of the Nomination Committee and a member of the Remuneration Committee.

James is a Non-Executive Director and Chair Designate of HBX Group International plc. He is a Trustee of the Science Museum Group, the world's leading group of science museums, and a Senior Advisor to McKinsey & Company, SystemIQ. James was appointed as a Non-Executive Director of the Foreign, Commonwealth & Development Office in April 2024.

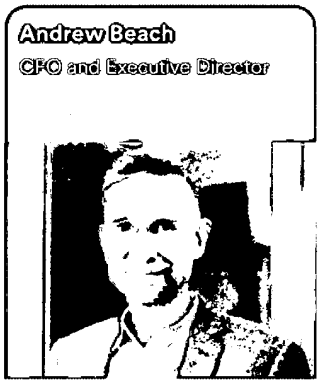
He managed the digital transformation of media group Condé Nast across 27 countries, scaled Skype's global operations as part of its founding management team and held senior management roles at Yahoo! during its major growth phase. Formerly CEO of global advertising technology company, OpenX, he also co-founded the UK local information business, UpMyStreet, following an investment banking career at JP Morgan Chase. James was previously a Non-Executive Director of MoneySupermarket.com, stepping down in May 2022, and Stagecoach Group plc, stepping down in June 2022 following its acquisition and subsequent delisting from the London Stock Exchange.

Appointed: January 2022

Experience

Timo Lehne was appointed CEO in April 2022 having joined the Board as interim CEO and an Executive Director on 1 January 2022. Prior to this Timo was a Senior Managing Director with full responsibility for the day-to-day running of SThree's largest region, DACH, which comprises Germany, Austria and Switzerland.

Timo studied International Economics in the Netherlands before joining our Progressive Recruitment business in Germany as a sales consultant in 2006. He was appointed Senior Business Manager in Düsseldorf for SThree in 2009, quickly turning it into our fastest growing business and growing the city's share of net fees within the DACH region from 4% in 2009 to 27% in 2012. He was promoted to Senior Sales Director in 2013, taking joint responsibility for the running of the overall DACH business and in 2017 became Managing Director for the region, where he was responsible for the overall DACH business of SThree accounting for over 33% of the Group's revenue and more than 1,000 employees across ten locations.



Appointed: July 2021

Experience

Andrew Beach was appointed to the SThree Board in July 2021, joining from Hyve Group plc, a global exhibitions business. As CFO he holds full responsibility for the financial strategy and financial activities across the SThree Group.

He is an accomplished CFO with considerable experience in listed companies. He has global experience of business transformation, funding and M&A in fast-paced and high-growth companies and has extensive experience of working alongside boards and senior leadership on company strategy and direction.

As CFO of Hyve, Andrew was instrumental in leading the company through a period of significant transformation and rapid international growth, which resulted in its promotion to the FTSE 250. Previously, he held a number of roles at Ebiquity plc, joining as Group Financial Controller in 2007 and quickly being appointed as CFO in 2008. In 2014 he was promoted to Chief Financial and Operating Officer. Andrew trained and qualified as a Chartered Accountant with PwC, working with them from 1998 until 2007.

Appointed: December 2022

A N R

Experience

Imogen Joss was appointed to the SThree Board, the Audit & Risk, Remuneration and Nomination Committees in December 2022, becoming Senior Independent Director and Chair of the Remuneration Committee on 1 July 2025.

Imogen is a Non-Executive Director of XPS Pensions Group PLC. Imogen is an Independent Non-Executive Director of Grant Thornton UK LLP, the accounting and consulting firm, and a Non-Executive Director of Envetec Sustainable Technologies.

Imogen spent her executive career working in senior general management, sales and marketing roles for a range of information services and other companies, including the London Stock Exchange Group plc and S&P Global Inc.

Imogen was previously a Non-Executive Director and Senior Independent Director of Fintel plc and Chair of its Remuneration Committee, and was a Non-Executive Director and Chair of the Remuneration Committee of Euromoney Institutional Investor plc, stepping down in November 2022 on completion of the acquisition of Euromoney and its delisting from the London Stock Exchange.

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Committee membership

Ⓐ Audit & Risk Committee
Ⓝ Nomination Committee
Ⓡ Remuneration Committee
● Chair

Sanjeevan Bala

Independent Non-Executive Director and Employee Engagement NED

Appointed: April 2024

Ⓐ Ⓝ Ⓡ

Experience

Sanjeevan Bala was appointed to the SThree Board, the Audit & Risk, Nomination and Remuneration Committees in April 2024. Sanjeevan was appointed as Employee Engagement NED on 1 July 2025.

Sanjeevan is a Non-Executive Director and the Designated Workforce Engagement NED at Bakkavor Group plc, Co-Chair of the Chief Data and AI Office Board at Evanta, a Gartner Company and on the Advisory Board of DataIQ.

He is also a guest lecturer at INSEAD Business School where he teaches applied AI to Global MBA students.

Sanjeevan has extensive experience driving customer-centric technology transformation, having most recently been responsible for driving the digital data and AI transformation of the UK's largest commercial broadcaster and media company, ITV plc as the Group Chief Data and AI Officer. Prior to this, Sanjeevan was Head of Data Science at Channel 4 and held senior roles at Dunnhumby, a global leader in Customer Data Science. Sanjeevan has successfully operated across a range of sectors including media, retail, financial services, digital marketplaces and telecoms.

Paula Coughlan

Independent Non-Executive Director

Appointed: April 2025

Ⓐ Ⓝ Ⓡ

Experience

Paula Coughlan was appointed to the SThree Board in April 2025. She is a member of the Audit & Risk, Nomination and Remuneration Committees.

Paula is the Chief People, Communication and Sustainability Officer at Currys plc, a leading omnichannel retailer of technology products and services, operating online and through 715 stores in six countries, employing over 24,000 people. Before joining Currys, Paula held senior leadership roles at McDonald's and PepsiCo.

Paula has extensive experience in managing global transformation programmes and in organisational design. She has been recognised in Retail Week's Top 100 Most Influential and Inspiring Leaders for two years running.

Rosie Shapland

Independent Non-Executive Director

Appointed: November 2025

● Ⓝ Ⓡ

Experience

Rosie Shapland was appointed to the SThree Board, the Audit & Risk, Nomination and Remuneration Committees on 27 November 2025 and became Chair of the Audit & Risk Committee on 1 January 2026.

Rosie is a Non-Executive Director, Senior Independent Director and Audit Chair of both Workspace Group plc and Foxtons Group plc. Rosie is also a Non-Executive Director and Chair of the Audit Committee of Paypoint plc.

Rosie is a Chartered Accountant and a former Audit Partner at PwC, with over 30 years of audit experience across multiple sectors within public and private companies. She brings to SThree extensive knowledge of accounting and financial reporting, risk management and governance.

Kate Danson

Chief Legal Officer and Company Secretary

Appointed: May 2021

Experience

Kate Danson joined SThree in 2021. She is responsible for leading the provision of legal services, as well as holding responsibility for enterprise risk, business integrity, health and safety and insurance across the SThree Group, and is the PLC Company Secretary. Prior to joining, she was General Counsel, Group at Johnson Matthey plc, responsible for leading the provision of legal services across the global group functions. She had previously worked in a variety of senior global roles within Johnson Matthey.

Kate brings a wealth of knowledge and experience in complex global legal, ethics and compliance, business and risk management issues. She is a qualified solicitor and started her career in private practice at the international law firm Ince & Co.

Kate completed a degree at King's College London before studying at the College of Law.

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The Board continues to shape and develop our culture with a focus on diversity and inclusion, and we have maintained oversight of the Group's initiatives in this important area.

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Chair's Governance statement

I am pleased to introduce SThree plc's Corporate Governance Report for the financial year ended 30 November 2025.

Key governance and oversight activities since my last report:

- Monitoring, assessing and tracking progress on People and Culture matters to ensure behaviours, policies and practices remain aligned with the Company's purpose, values and strategy.
- Maintained strategic prioritisation, including close monitoring of the progress and implementation of our TIP and considered its impact, both in terms of the maturity of our technology infrastructure and its measurable impact across the business.
- Considered and approved the proposal for a £20 million share buyback programme, which commenced in December 2024.
- Monitored performance across sales cohorts and reviewed the global talent strategy, ensuring alignment with long-term business needs and future workforce planning.
- Refreshed Board composition, welcoming Paula Coughlan and Rosie Shapland as Non-Executive Directors, bringing valuable experience in global transformation, organisational design, financial reporting, risk management and governance.
- Continued monitoring of ESG and DE&I metrics and initiatives.
- Reviewed progress towards gender and ethnicity representation targets for senior leadership, reinforcing our commitment to inclusive leadership.
- Considered the recommendations within the UK Government's Ministerial letter on cyber security, received a briefing from the Chief Operating Officer on cyber security, and considered the output and recommendations of a crisis management exercise focused on cyber security. Further briefings are planned for the New Year.
- Reviewed and approved the strategy and business case for agentic AI, supporting innovation and responsible technology adoption.
- Engaged directly with investors through calls and meetings, incorporating feedback into Board discussions.
- Progressed actions arising from the 2024 Board effectiveness review, including conducting an internally facilitated evaluation to support continuous improvement in Board performance.
- Held Board engagement sessions with employees, including opportunities for selected individuals to attend part of a Board meeting and share their perspectives.
- Considered the circumstances that led to technical issues relating to the share buyback programme and previous payment of dividends to shareholders, and convening a General Meeting of shareholders to remedy the matter.

Further reading: Read my introduction to strategy on pages 08–09.

Compliance with the UK Corporate Governance Code 2018

The Board considers that the Company has applied the principles and complied with the provisions of the Code throughout the year ended 30 November 2025. The Board is now reviewing the revised Corporate Governance Code, which will take effect from FY26, and is committed to ensuring full compliance with its provisions.

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Dear Shareholder,

It is my responsibility as Chair to ensure that the Group upholds strong corporate governance and that the Board remains effective in its role. This involves making sure that both the Group and the Board act in the best interests of our stakeholders and that the Board fulfils its responsibilities with diligence. A key part of this is fostering a constructive Board dynamic and ensuring that all significant matters – particularly strategic decisions – are given the time and attention they require during Board meetings.

Since my last report there have been changes to the Board composition. In April 2025, we welcomed Paula Coughlan as a new Non-Executive Director. Paula has extensive experience in managing global transformation programmes and in organisational design. In June 2025 we bid farewell to Denise Collis, who retired after nine years' service on the Board.

In November 2025, we welcomed Rosie Shapland to the Board as a new Non-Executive Director. Rosie brings extensive expertise in accounting, financial reporting, risk management, and governance. In December, Elaine O'Donnell, who joined the Board in 2022 and served as Non-Executive Director and Chair of the Audit & Risk Committee, stepped down from the Board. I would like to thank Elaine for her contribution and commitment during her tenure. To ensure continuity, Rosie worked closely with Elaine ahead of her departure and has now assumed the role of Chair of the Audit & Risk Committee.

SThree has always been guided by core business principles, driven by a commitment to delivering value as a talent partner and contributing positively to society.

Our purpose and culture underpin our focus on long-term performance and reflect our respect for all stakeholders – including clients, candidates, employees, suppliers, and communities – whom we regard as essential partners in our business.

Throughout the year, we have continued to strengthen our approach to stakeholder engagement, as detailed in the Strategic Report. In parallel, the Board has deepened its oversight of our ESG efforts. While the ESG Committee remains a management-led body chaired by the Chief Executive, Non-Executive Directors continue to attend meetings on a rolling basis, ensuring broader Board involvement. This enhanced focus is further supported by the introduction of a dedicated quarterly ESG agenda item at Board meetings.

As disclosed in our interim results in July 2025, we became aware of certain technical issues in respect of the Company's procedures for the payment of the interim and final dividends, which were paid to shareholders in December 2024 and June 2025 respectively; and technical issues relating to the purchase of the Company's own shares during the period December 2024 to May 2025. Upon being made aware of the issue, the Board and Audit & Risk Committee carefully considered the circumstances that had led to the technical issue and processes required to reduce the likelihood of such an issue arising in the future.

While the Company followed its usual internal processes ahead of the payment of the dividends and the commencement of the Company's share buy back programme, to check the sufficiency of the Company's distributable reserves by reference to the Company's audited accounts for the financial year ended 30 November 2024, the Board subsequently became aware that certain reserves had been incorrectly identified as distributable when, under the Companies Act 2006, they were not available for distribution. This arose from a misinterpretation of which reserves within the Company's balance sheet were legally distributable, including reserves relating to share-based payments.

As a result, the Company did not have sufficient distributable reserves at the time the relevant distributions were made. Despite there being ample distributable reserves available in the Group as a whole at all relevant times, the distributions were not made in accordance with the Companies Act.

Steps were immediately taken to arrange for sufficient dividends to be paid to the Company by its subsidiaries and we then put in place steps to rectify the defective distributions. This included considering and approving interim accounts which were then filed at Companies House, and the convening of a General Meeting at which shareholders were asked to consider passing a Special Resolution to remedy the matter. I am pleased to report that 99.98% of the shareholders that voted were in favour of the resolution.

As Chair, I have had the pleasure of visiting a number of our offices this year. In March, the Board, together with our Executive Committee, visited our Glasgow office and held an all-employee townhall meeting as well as spending time with the local management team and senior leaders.

In September, the Board had the pleasure of visiting our vibrant German business. I have also had the opportunity to visit a number of sites, including Amsterdam, Brussels and Houston, spending time with both management and our broader employee population.

The Board continues to shape and develop our culture with a focus on diversity and inclusion and we have maintained oversight of the Group's initiatives in this important area. Further information on diversity and gender pay can be found in the Strategic progress section.

Finally, I would like to take this opportunity to thank all of our stakeholders for their support during this year. I, along with the Board, am available to respond to any questions on this report or any of our activities both now and at the 2026 Annual General Meeting.

James Bilefield
Chair
23 February 2026

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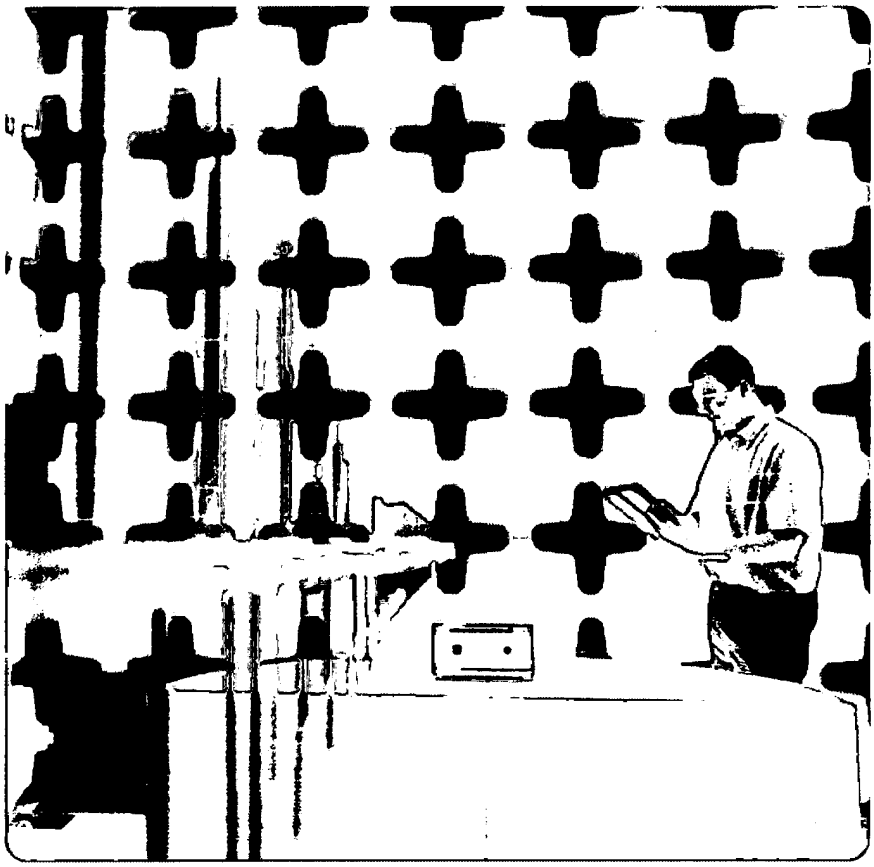

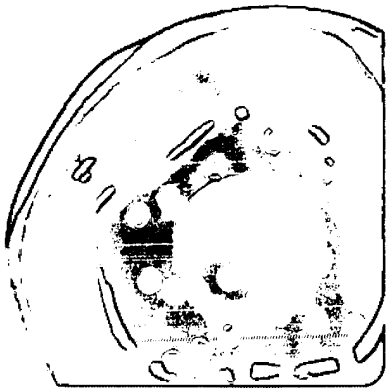

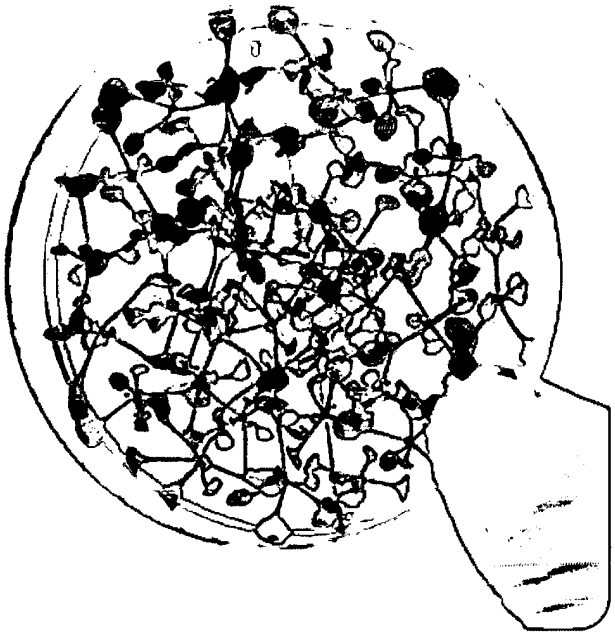

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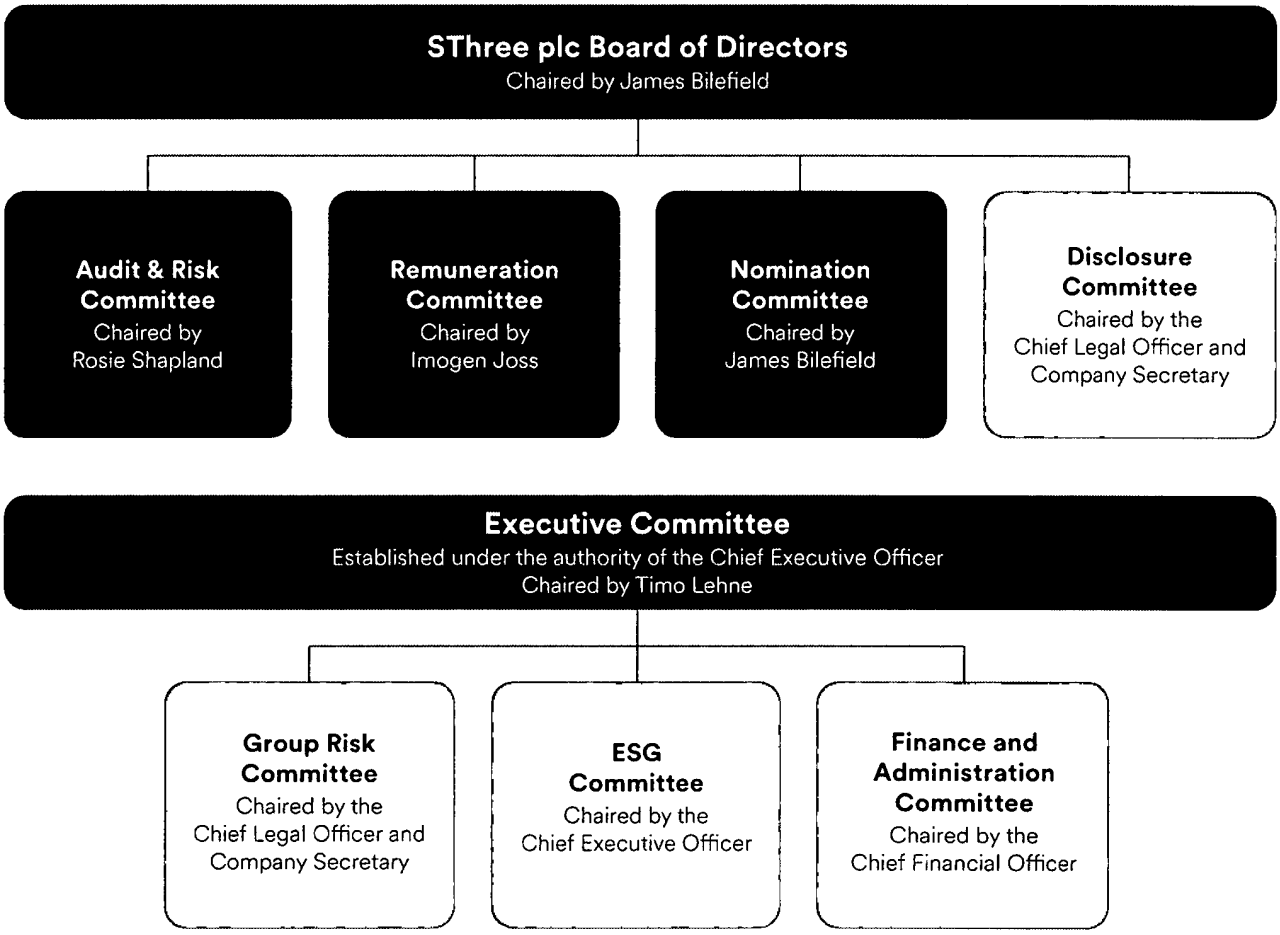
Governance Framework

Board and Committee structure



● Board Committees
○ Other Committees

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Skills Matrix

		James Bilefield	Timo Lehne	Andrew Beach	Imogen Joss	Sanjeevan Bala	Paula Coughlan	Rosie Shapland
Skill Areas	Strategy & Transformation	✓	✓	✓	✓	✓	✓	✓
	Finance			✓	✓			✓
	Risk Management	✓		✓				✓
	People & Culture		✓		✓	✓	✓	✓
	Marketing				✓	✓		
	Tech & Cyber Security	✓				✓		
	Data	✓	✓	✓	✓	✓	✓	✓
	ESG/Responsible Business	✓		✓			✓	
	Commercial		✓	✓	✓	✓		
Experience	Sector	Technology, Publishing, Financial Services	Staffing, Professional Services	Events Services, Marketing Services and Accountancy	Business Information, Professional Services	Media, Retail, Financial Services, Health, Education, Telecoms	Consumer, Retail, Ecommerce	Professional Services, Real Estate, Consumer and Industrial Products
	International	UK, US, Europe	UK, US, Europe, Asia	UK, US, Europe, Middle East, Asia	UK, Europe, Middle East, North America, APAC	UK, North America, Europe, APAC	UK, Europe, North America, Australasia	UK, Europe, US, Asia

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Roles and responsibilities

Chair

- Leads the Board in fostering a culture of mutual respect, openness, constructive debate and challenge.
- Promotes open communication and collaborative working relationships between Executive and Non-Executive Directors.
- Encourages Executive Directors to be responsive to constructive challenge from Non-Executive Directors.
- Maintains effective communication with shareholders and conveys their views to the Board.
- Facilitates the Board's engagement with the workforce, customers and other stakeholders, particularly in relation to principal decisions.
- Works with the Company Secretary to set the Board's agenda and allocate sufficient time for discussion.
- Supports constructive Board discussions by providing high-quality, accurate and timely information.

Senior Independent Director

- Acts as a sounding board for the Chair and serves as a focal point and intermediary for Non-Executive Directors when needed.
- Raises and considers significant issues not addressed by the Chair or executive management, maintaining regular dialogue with the Chair on matters affecting the Board and the Company.
- May intervene directly or work with others to help resolve issues that could impact the stability of SThree or its Board.
- Is available to shareholders with unresolved concerns or where normal channels may be inappropriate.
- Leads the annual appraisal of the Chair's performance.
- Plays a key role in ensuring an orderly process for the appointment of the Chair.

Non-Executive Directors

- Scrutinise management's performance against agreed goals and objectives and monitor how that performance is reported.
- Assess the integrity of the Group's financial information and review the effectiveness of risk management and internal controls.
- Bring independent judgement and a broad range of experience to Board deliberations.
- Provide constructive challenge to shape strategic proposals and support objective decision-making.
- Support the Chair and Executive Directors in promoting and embedding the Company's culture, values and standards across the Board and the wider organisation.
- Determine appropriate levels of remuneration for Executive Directors.
- Play a key role in the appointment, removal and succession planning of Executive Directors.

Chief Executive

- Oversees the day-to-day management of the Group's operations.
- Implements the Group's strategy as approved by the Board.
- Applies Group policies and promotes the Company's culture and governance standards.
- Holds broad authority from the Board to run the Company and is accountable for its performance.
- Reports to the Board on operational and strategic progress.
- Plays a key role in shaping and reviewing strategy.
- Communicates the views of Executive Directors and the workforce to the Board in a balanced and constructive manner.
- Operates within a clearly defined division of responsibilities from the Chair, as set out in a written statement.

Chief Financial Officer

- Manages the Group's Finance function.
- Leads finance activities, including financial risks, controls, funding arrangements and Investor Relations.
- Supports the Chief Executive in delivering the corporate strategy.
- Contributes to the oversight of the Group's operations and activities beyond the Finance function as a Board Director.

Company Secretary

- Reports to the Chair on Board governance matters and works collaboratively to review and enhance governance processes.
- Advises the Board and keeps it informed of legislative, regulatory and governance developments.
- Supports effective information flow within the Board, its Committees and between senior management and Non-Executive Directors.
- Facilitates Board inductions and assists with professional development.
- Provides advice, services and support to all Directors.

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Our Board

The Board has established various Committees, each with clearly defined Terms of Reference, procedures and powers. The Terms of Reference for the Audit & Risk, Remuneration and Nomination Committees are reviewed regularly and are aligned closely with the UK Corporate Governance Code. They are available at www.sthree.com.

Throughout the year, the Board held its scheduled meetings, along with a dedicated strategy session and ad-hoc meetings as needed. The number of scheduled Board meetings held, and attendance at each, is set out in the table below. All Directors attended the Annual General Meeting and attendance at each of the Committee meetings can be found in the Nomination, Audit & Risk and Remuneration Committee reports.

Each Committee operates under clearly defined Terms of Reference, procedures and delegated powers. These Terms of Reference are reviewed regularly to ensure alignment with the UK Corporate Governance Code and are available at www.sthree.com.

Should Directors be unable to attend meetings due to unavoidable commitments, full Board packs are distributed and separate dialogue held with the Chair on all matters of relevance. Further details of each Committee are contained in the Nomination, Audit & Risk and Remuneration Committee sections of this Annual Report and Accounts.

Board and Committee attendance

Director	Scheduled Board meetings attended
James Bilefield	**8/8**
Timo Lehne	**8/8**
Andrew Beach	**8/8**
Imogen Joss	**8/8**
Elaine O'Donnell	**8/8**
Sanjeevan Bala	**8/8**
Paula Coughlan	**6/6**
Rosie Shapland	**1/1**
Denise Collis	**3/3**

Composition of the Board

The Board comprises a balance of Executive and Non-Executive Directors who bring a wide range of skills, experience and knowledge to its deliberations. The Non-Executive Directors fulfil a vital role in corporate accountability and have a particular responsibility to ensure that the strategies proposed by the Executive Directors are fully discussed, constructively challenged and critically examined, not only in the best long-term interests of shareholders, but to also take account of the interests of customers, employees and other stakeholders. The Non-Executive Directors are all experienced and influential individuals and through their mix of skills and business experience, they contribute significantly to the effective functioning of the Board and its Committees. This ensures that matters are fully debated and that no one individual or small group dominates the decision-making process.

Directors bring a broad range of experience across various industry sectors relevant to the Group's business. Each member brings independent judgement to bear in the interests of the Company on issues of strategy, performance, resources and standards of conduct. The Board is appropriately sized to meet the needs of the business and members have an appropriate and varied range of skills, vital to the success of the Group.

The composition and performance of the Board and its Committees are evaluated at least annually to ensure the appropriate balance of skills, expected time commitment, knowledge and experience. The Directors can therefore ensure that the balance reflects the changing needs of the Group's business and is refreshed if necessary. Board members feel a strong cultural affinity with the Group, engaging fully as a committed team and in a wide variety of activities with our employees around the globe, whether it be an office visit, or presentation by management.

The Nomination Committee report gives further information on activity in this regard, including changes in Board composition, succession planning and diversity and inclusion activity.

Excluding the Chair, the Non-Executive Directors, who comprise more than half the Board, are determined to be independent in character and judgement, with no relationships or circumstances that might have affected, or appeared to affect, their judgement. The Board has a Non-Executive Chair, who is not classed as independent because of his position but who met the independence criteria set out in the Code on appointment.

The role of the Board

Our Board provides leadership to the Company and sets the direction for management. It is collectively responsible and accountable to our shareholders for the long-term sustainable success of the Group – generating value for shareholders, contributing to wider society and ensuring the Group is appropriately managed and operates responsibly, with effective controls, as it pursues its objectives.

The Board reviews the performance of management and the operating and financial performance of the Group as a whole. In particular, the Board is responsible for establishing the Company's purpose and values and setting strategy, determining risk appetite, ensuring appropriate risk management and internal controls are in place, ensuring good governance, decision-making and promoting the desired culture. The Board also ensures that plans are in place for orderly succession for appointments to the Board and to senior management, so as to maintain an appropriate balance of skills and experience within the Company and on the Board.

In order to carry out its work, the Board, which usually meets formally eight times a year, agrees an annual agenda plan to ensure all necessary matters are covered and to allow sufficient time for debate and challenge. In particular, the Board has sought to ensure there is sufficient time to discuss strategy so that the Non-Executive Directors have a good opportunity to challenge and help develop strategy proposals. The Board also takes time to review past decisions.

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At its meetings, the Board receives and considers papers and presentations from management on relevant topics. Effective review and decision-making are supported by providing the Board with high-quality, accurate, clear and timely information, including input from experts and independent advisers where necessary. The Board seeks to work at all times in the best interest of SThree plc and its stakeholders.

Certain powers are delegated to the Nomination, Audit & Risk and Remuneration Committees, with details of the roles and responsibilities of these Committees being set out under the relevant sections of this report.

Division of responsibilities

To facilitate more efficient working practices, there are agreed Terms of Reference for the Board's main Committees and for the Group's management committees, including an Executive Committee, a Disclosure Committee, a Group Risk Committee, an ESG Committee, and a Finance and Administration Committee, all of which provide a clear framework of delegated authorities.

The Board is responsible to shareholders for the proper management of the Group and has identified key financial and operational areas that require regular reporting, and which enable the performance of senior management to be reviewed and monitored. These are set out in a schedule of matters reserved for the Board, which is reviewed on a regular basis.

The schedule sets out matters requiring specific Board approval, including the Group's strategy, operating plans, annual budget, the Annual Report and Accounts, the Interim Report, trading updates, major divestments and capital expenditure, meaningful acquisitions and disposals, the recommendation of dividends and the approval of treasury, tax and risk management policies.

The schedule facilitates structured delegation, subject to certain financial limits, and provides a practical framework for executive management and reporting, which seeks to achieve the objectives of maintaining effective financial and operational controls, whilst allowing appropriate flexibility to manage the business.

The current schedule of matters reserved for the Board is available on the Company's website and has been incorporated into our Corporate Governance Framework.

Information and support

Board and Committee meeting papers are circulated well in advance of the relevant meeting. Where a Director is unable to attend, they receive the full set of papers and have the opportunity to comment on the matters under discussion.

The Company Secretary helps to ensure information flows between the Board and Committees, as well as senior individuals across the Group and Non-Executive Directors, and appropriately advises the Board on governance matters.

Directors have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring that its procedures are complied with and to assist in arranging any additional information as required. The appointment and removal of the Company Secretary is a matter reserved for the Board as a whole.

Directors are entitled to obtain independent professional advice at the Company's expense, on the performance of their duties as Directors. All Committees are serviced by the Company Secretary's team and are appropriately resourced.

Section 172 duties, including link to purpose, values and culture

Directors must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to the:

- likely consequences of any decision in the long term;
- interests of employees;
- need to foster business relationships with suppliers, customers and others;
- impact of operations on the community and the environment;
- desirability of maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between members.

As a purpose-driven organisation, this also drives our approach to values and culture to help deliver on our strategy. Board and Committee meeting attendees are reminded of these duties at the start of each meeting, including considering the long-term impact of decisions, whilst aiming to uphold the highest standards of governance.

The issues, factors and stakeholders that the Board considers relevant to complying with Section 172 are set out in the Section 172 statement.

Engagement with shareholders and constructive use of our AGM

As a listed plc, engagement with shareholders is given a high priority as part of a comprehensive Investor Relations programme. The Company produces Annual and Interim Reports for shareholders and the Company's website contains up-to-date information on the Group's activities, investor presentations and published financial results.

There are regular meetings with institutional shareholders and analysts following key trading updates and throughout the year on an ad-hoc basis, whilst ensuring that price-sensitive information is released consistently and at the same time to all, in accordance with best practice market rules.

There is also dialogue on specific issues, which this year included business performance and general governance matters. In between trading updates, there is continued dialogue with the investor community by meeting key investor representatives, holding investor roadshows and participating in conferences. Investor sentiment is regularly relayed to the Board, whilst meetings between management and debt providers, principally the Company's banks, also take place periodically.

The Chair, Senior Independent Director and other Non-Executive Directors are available to discuss governance, strategy or other issues or matters of concern that have not been, or cannot be addressed through the Executive Directors. The Chair and Company Secretary offer separate investor meetings to discuss governance matters ahead of the AGM.

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Views of analysts, brokers and institutional investors are sought on a non-attributed basis via periodic sentiment surveys and these, as well as regular analyst and broker publications, are circulated to all Directors to ensure they develop a full understanding of the views of shareholders.

Any issues or concerns are raised and discussed by the Board, and Directors routinely receive regular reports on share price, trading activity and sector updates.

The Board views the AGM as an opportunity to communicate with private and institutional investors alike and welcomes active participation. The Company proposes a separate resolution on each substantially separate issue and the proxy appointment forms for each resolution provide shareholders with the option to direct their proxy to vote either for or against any resolution or to withhold their vote.

The Company's registrars ensure that all valid proxy appointments received for the AGM are properly recorded and counted, and a schedule of proxy votes cast is made available to shareholders attending the meeting. There is also full disclosure of the voting outcome via the London Stock Exchange and on the Company's website as soon as practicable after the AGM.

All Board members attended the AGM and the Chairs of the Audit & Risk, Nomination and Remuneration Committees are available to answer questions. The Notice of AGM is posted at least 20 working days prior to the date of the meeting and the Company's website contains copies of all Notices issued.

Engagement with employees and stakeholder influence in decision-making

The Board is committed to engaging with employees to assess and monitor culture and ensure the desired culture is effectively embedded, together with gaining a broad understanding of the challenges and issues employees face.

On a rolling cycle, the Board engages with employees from one region ahead of a Board meeting, without Executive Directors present.

These meetings are designed to coordinate with Board reviews for the relevant region, to enable a holistic understanding of the experience of our people in the workplace, in addition to the strategic and operational perspective of regional management.

Across the year, the Board has therefore met collectively with employee groups from a number of our key markets, including Japan, Germany, the Netherlands, the UK, Spain and the US.

Following the resignation of Denise Collis, in July 2025 Sanjeevan Bala was appointed as the designated NED responsible for employee engagement, to gather views from employees and ensure that these are brought into the boardroom.

In carrying out this role, Sanjeevan has met with a diverse range of employees, at all levels of seniority, whilst also engaging with Group and local HR teams. See the separate 'Employee engagement' section for details on Sanjeevan's engagement with employees across the SThree Group during the course of 2025.

To ensure the continuing success of the Group in setting strategy, making decisions and addressing principal risks, key stakeholders are considered as part of the business model and value chain.

The Board's annual programme, reviewed each year, is designed to ensure the voice of each stakeholder group is heard, either directly (e.g. by inviting customers to meet Board Directors) or indirectly (e.g. through independent surveys or management reports). The Board oversees and challenges the executive on stakeholder engagement and its influence on strategy by including appropriate direct or independent assessments (e.g. investor or client/customer survey feedback); it also ensures appropriate stakeholder management processes are in place. (e.g. by facilitating escalation procedures and complaints/grievance mechanisms (such as whistleblowing)) which are also appropriately reviewed or investigated, as needed.

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Sanjeevan Bala Independent Non-Executive Director and Employee Engagement NED

When the market is constrained for long periods of time, you absolutely rely on colleagues, their behaviour and the culture. We have performed well given the wider market conditions and that's a testament to colleagues' engagement with the brand and the organisation, and their desire to continue to do great work.

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Beyond TIP rollout to adoption

This has been a pivotal year for employee engagement at SThree, and my first as the Board's Non-Executive Director responsible for this area. I have been struck by how deeply engagement is embedded in our culture and how central it has become to delivering our strategy. With the TIP now moving from rollout into its embedding phase, our focus has shifted decisively from systems to people; from implementation to adoption, leadership and behavioural change.

The context has not been easy. This has been one of the most challenging markets our sector has faced since the financial crisis. Yet, in that environment, our colleagues have shown remarkable resilience, professionalism and belief in what SThree stands for. Their commitment and adaptability have enabled the business to maintain its position while continuing to invest in the future.

Over the past year, engagement has played a vital role in helping the organisation move through change. Through direct conversations, regional sessions and structured feedback, colleagues have shared open and constructive views that have informed Board discussions and led to tangible action.

Several themes emerged from the employee focus group feedback and were reported to the Board across the year. It was encouraging to hear that continued progress was being made embedding the values which are highly visible and becoming recognised as an important factor in career progression.

It was also good to see that we have a culture where employees feel they can voice constructive feedback and point out challenges. One recurring theme was the pressure experienced by our operations teams in Glasgow as TIP increased their workload as productivity in our front-office functions improved. In response, our CFO and COO spent extended time on site, working with teams to understand their challenges and rebalance workflows – a clear example of feedback leading directly to action.

We also heard concerns about change fatigue, prompting the Board to sequence transformation activities more carefully and reinvigorate communication around the purpose and benefits of TIP. As trading conditions tightened, feedback reaffirmed the importance of in-person collaboration to maintain consistency, share learning and improve performance. Feedback also showed that encouraging colleagues back into offices has helped re-embed the positive sales behaviours that underpin our culture.

Looking ahead, the rapid emergence of artificial intelligence will further reshape our business and our industry. I firmly believe that this next phase of transformation will be driven not by technology alone, but by people: by how we engage, equip and empower our colleagues to make change real. Their insight and commitment remain our greatest source of strength.

Sanjeevan Bala
Non-Executive Director for Employee Engagement

Focus groups held:
- March: London Core Functions
- May: London Sales
- June: Glasgow Core Functions

Regional Management TIP progress meetings with Main Board:
- January: MENA
- April: UK
- July: Netherlands and Spain
- September: Germany

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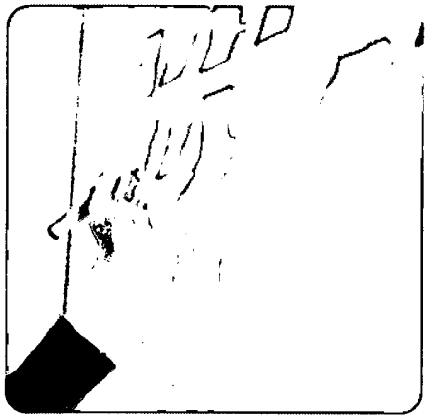
You said	We did
The rollout of TIP created extra workload for our Core Services teams in Glasgow.	Senior leaders, including our CFO and COO, worked on site to streamline processes and rebalance responsibilities, ensuring the full productivity benefit of TIP is shared across functions.
The pace of change feels intense.	We sequenced transformation projects more carefully and refreshed internal communications to reinforce the purpose and outcomes of change.
Market conditions are a challenge and there's continued need for upskilling.	We introduced a focused Aftercare plan, including competency assessments and additional support for sales colleagues, through regional L&D teams. We launched a monthly Sales Leadership call, fostering collaboration, sharing best practice and celebrating success. This is complemented by the CSO's weekly performance email and regular video updates, ensuring messaging reaches all sales colleagues.
Communications could be more engaging.	We shifted to shorter-form content, increased people-led storytelling and launched initiatives like the strategy-focused video series with the CEO and SThree TV, replacing underperforming global town halls. Regional town halls have also been redesigned. In FY26, we will introduce Viva Engage to meet demand for internal social media.
We value in-person collaboration.	We encouraged teams to return to offices to re-embed positive sales behaviours, strengthen consistency and sustain performance culture.



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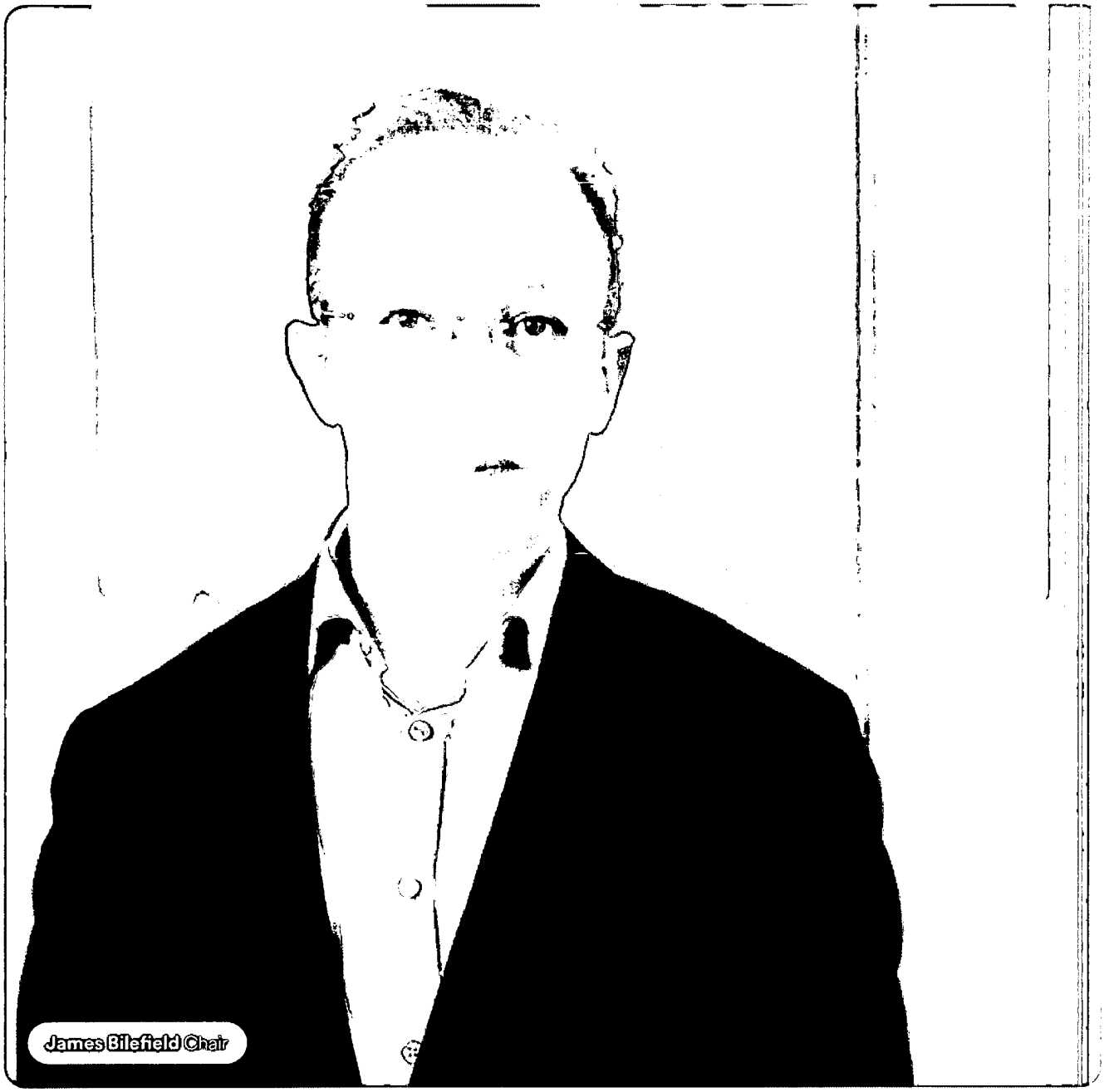
Nomination Committee



Attendance table

James Bilefield (Chair)	2/2
Denise Collis	1/1
Elaine O'Donnell	2/2
Imogen Joss	2/2
Sanjeevan Bala	2/2
Paula Coughlan	1/1
Rosie Shapland	1/1

Further reading: Full biographies are available on pages 90 and 91.

Committee meetings held

2

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Dear Shareholder,

I am pleased to present the Nomination Committee report, which outlines the Committee's activities during the year in accordance with the UK Corporate Governance Code ('the Code').

SThree's purpose is to bring skilled people together to build the future. This future-focused and long-term approach also underpins the work of the Nomination Committee, which continually reviews the composition of the Board and ensures robust succession planning to support the delivery of our strategy and safeguard the Company's long-term success.

Since my last report, there have been a number of changes to the Board's composition. Denise Collis, who served on the Board since July 2016, retired and did not seek re-election at our Annual General Meeting (AGM) in April 2025, concluding a distinguished nine-year tenure. Imogen Joss, an experienced Remuneration Committee Chair, succeeded Denise as both Senior Independent Director and Chair of the Remuneration Committee.

Immediately following the AGM, we welcomed Paula Coughlan as an Independent Non-Executive Director. Paula brings extensive experience in global transformation programmes and organisational design.

In November 2025, we welcomed Rosie Shapland to the Board as an Independent Non-Executive Director. Rosie brings extensive expertise in accounting, financial reporting, risk management, and governance.

Both these appointments followed a comprehensive, externally facilitated recruitment process, utilising Korn Ferry and Odgers respectively. A role profile was developed and provided to the external recruitment agencies who provided a longlist of diverse candidates, assessed against defined criteria. Members of the Board interviewed shortlisted candidates and, following a thorough evaluation of their experience and capabilities, the Nomination Committee recommended the appointments to the Board.

Other than acting as advisers to the Remuneration Committee, Korn Ferry have no other connection to the Group. Odgers have no other connection to the Group.

Elaine O'Donnell, who joined the Board in 2022, stepped down as Non-Executive Director and Chair of the Audit & Risk Committee at the end of December 2025. I would like to express my appreciation to Elaine for her significant contribution and dedication during her tenure. Rosie, an experienced Audit Committee Chair, worked closely with Elaine in the run up to Elaine's departure to ensure a smooth and effective transition, and she assumed the role of Chair from 1 January 2026.

Director tenure and independence was reviewed as part of the annual Board Review. No Director's tenure exceeded the recommended nine years, and it was concluded that each Non-Executive Director (NED) remained independent. The Committee is aware that by September 2026 I will have served on the Board for nine years. Appropriate succession planning has commenced and an update will be provided in due course.

Summary of Terms of Reference

The Committee's Terms of Reference are, broadly, to regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board, make recommendations with regard to any changes and to review and prepare relevant job descriptions for new appointees, as well as ensuring the continuing development of, and adequate pipeline into, the Executive Committee for succession and bench strength purposes.

Summary of core Committee activities carried out since last report:

- Oversaw the Board and senior management succession plans.
- Oversaw the composition and effectiveness of the Board and Committees, with a focus on internal talent.
- Oversaw the search, and recommended the appointment of two new Non-Executive Directors.
- Considered Chair succession.

Selection and induction of Paula Coughlan

As part of the Committee's succession planning, the Chair led the search for a new Non-Executive Director to replace Denise Collis. Paula Coughlan was recruited in 2025, joining the Board after the AGM held on 19 April 2025.

Upon appointment to the Board, each Director engages in a comprehensive induction programme which is tailored to their individual needs. Paula's programme included:

- initial meetings with fellow Directors for discussion of key matters;
- meetings with Executive Committee members with responsibilities for key regions and countries;
- meetings with the Chief Legal Officer and Company Secretary covering an overview of legal framework applicable to directors of UK-listed companies, and an overview of SThree's products and services; and
- meetings with the Global Managing Director of Marketing, various senior representatives of our commercial and sales teams.

In addition, key strategic, financial and governance documents were provided to Paula in an electronic reading room.[1]

Succession planning and diversity

The Committee periodically reviews Board composition to ensure that the Code provisions regarding diversity, over-boarding, Chair tenure and Audit & Risk and Remuneration Committee Chair experience are all complied with. In November 2025, the Committee considered Board membership and the need to continually refresh the composition of the Board on a gradual basis, taking into account the length of service of current Board members.

1 Rosie Shapland's induction is in progress; details will be included in the 2026 Annual Report and Accounts. Since Rosie's appointment, her induction has included significant focus on the handover of Audit & Risk Committee Chair, including meetings with Elaine O'Donnell, the Chief Financial Officer, senior members of the finance team, the Chief Legal Officer and external audit partner.

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All Directors are subject to annual re-election, although Non-Executive Directors are typically expected to serve for an initial term of three years, which, in normal circumstances and subject to satisfactory performance/re-election at each AGM, is automatically extended annually. Non-Executive Directors will normally serve no longer than nine years, subject to review as part of the AGM re-election process and their agreement. The Company's Articles of Association also contain provisions regarding the removal, appointment and election/re-election of Directors.

I am pleased to confirm that we continue to meet the FCA's Board Diversity target to have in excess of 40% women representation on the Board and that Imogen Joss, as Senior Independent Director, is considered to hold a senior Board position. As noted in the table, we continue to meet the FCA's target of having at least one Director from a non-white minority ethnic background.

The Board is aware of the Parker Review objective for FTSE 350 companies to set a target for ethnic minority representation at UK-based senior management level. SThree is committed to achieving a target of 18% of UK senior management roles being held by individuals from an ethnic minority by 2027.

The Board continues to monitor management's efforts to achieve its short-term target of 40% of women in leadership. The Group has a global Diversity, Equity and Inclusion policy which applies to everyone who works at SThree, whether on a permanent or temporary basis, in any of our businesses worldwide, which was viewed and refreshed before approval by the Board in November 2025.

Board and executive management gender and ethnicity metrics

The following metrics set out the range of gender and ethnicity as they relate to our Board and executive management as at 30 November 2025. Executive management is considered to be our Executive Committee, which includes our Chief Executive and Chief Financial Officers. The process by which diversity data was collected was, where permitted by relevant laws, to contact relevant individuals and ask them how they identified using the categorisations set out in the Listing Rules.

Where we already held gender or ethnicity data for executives, with consents in place to use it for reporting on an anonymous basis, we used that data.

The data is used for statistical reporting purposes and is provided with consent.

The data in the tables below is as at 30 November 2025 and there have been no changes in the period between then and the date of this report.

Further information on gender balance of those in senior management and their direct reports can be found on page 34.

Board and executive management gender

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
Men	4	50%	3	6	70%
Women	4	50%	1	3	30%
Not specified/prefer not to say	–	–	–	–	–

Board and executive management ethnic background

	Number of Board members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in executive management	Percentage of executive management
White British or other White (including minority-white groups)	7	87.5%	4	9	100%
Mixed/Multiple Ethnic Groups	–	–	–	–	–
Asian/Asian British	1	12.5%	–	–	–
Black/African/Caribbean/Black British	–	–	–	–	–
Other ethnic groups, including Arab	–	–	–	–	–
Not specified/prefer not to say	–	–	–	–	–

Commitment

For Board vacancies, the Nomination Committee approves a detailed job specification, which sets out the indicative time commitment expected. Potential director candidates are required to disclose any significant outside commitments prior to appointment and must undertake that they have sufficient time to meet these, in addition to Company business.

Upon joining, each Director receives a formal appointment letter which identifies their responsibilities and expected minimum time commitment, which is typically two to three days a month. These letters are available for inspection at the Company's registered office, or by contacting cosec@sthree.com.

Development

At scheduled Board and Committee meetings, Directors receive detailed reports from management on the performance of the Group or specific areas of focus and responsibility.

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Non-Executive Directors may visit the Group's sales offices or other locations to engage directly with staff members and other stakeholders from different geographic regions, fostering dialogue around current initiatives and enhancing their understanding of the business.

Directors are aware of their responsibilities and receive periodic briefings on relevant regulatory, legal, governance or accounting matters, as required. Directors also attend external seminars aligned with their roles.

Non-Executive Directors also draw on insights from their own professional networks to support the management team effectively. These practices help to ensure the Board maintains a strong understanding of the Group's operations, engages meaningfully with senior management and remains informed of its governance obligations. Executive Directors are encouraged to accept external appointments in order to broaden their experience, although currently no such positions are held.

Induction arrangements are tailored for new appointments to ensure that these are appropriate to each role, depending on previous experience. Details of the induction of Paula Coughlan are set out on page 106.

Directors and other Senior Executives are invited to attend analyst briefings and our Investor Briefing Series of presentations.

As part of the annual Board evaluation process, the Chair assesses any training and development needs in respect of individual Directors.

James Bilefield
Chair
23 February 2026

Board evaluation

Each year, the Board reviews performance and effectiveness, including that of its Committees and individual Directors, to identify areas for improvement and ensure it is well placed to provide constructive challenge.

In 2024 the review was externally facilitated by Manchester Square Partners. In 2025 the review was undertaken internally by the Chair and Company Secretary, and in relation to the Chair's performance, by the Senior Independent Director.

The 2025 review was a formal and rigorous evaluation of the performance and effectiveness of the Board and its principal Committees, with Committee Chairs overseeing the review of their respective Committees. The evaluation process involved each Director considering a tailored questionnaire which included specific consideration of Board structure, meetings, key responsibilities of the Board and/or Committee, its relationship with management, its priorities and changes which the Directors believed would improve effectiveness. The review concluded that the Board operated effectively and that the Board Committees discharged effectively their duties under their respective terms of reference.

Themes of the 2025 review included:

- Challenge presented by the current macro-environment and change fatigue;
- Relationships with Investors;
- Transformation and AI;
- Talent retention and competitiveness;
- Monitoring culture and behaviours;
- Reviewing decision-making effectiveness and lessons learned.

The key focus areas identified in the prior year and actions taken are set out below:

Actions arising from 2024 review	Progress and insight
Ensuring the Board adequately hears the voice of the customer.	Regular updates to the Board from regional leadership, incorporating key customer case studies, with Board member attendance at SThree client and candidate events.
Ensuring a clear Board succession plan is in place to meet the needs of the Company.	Discussed regularly throughout the year.
Balancing oversight of current commitments with ensuring adequate time is spent on longer-term strategic areas.	Reviewed and discussed regularly by the Board, including through consideration of the Board forward planner to ensure the correct focus and balance of time between topics on the agenda.
Monitoring, tracking and assessing progress on People and Culture.	Continued area of focus and monitored throughout the year. Further employee engagement initiatives will be built out.

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Audit & Risk Committee

Attendance table

Rosie Shapland (Chair)	1/1
Elaine O'Donnell	4/4
Sanjeevan Bala	4/4
Imogen Joss	4/4
Paula Coughlan	3/3
Denise Collis	2/2

Further reading: Full biographies are available on pages 90 and 91.

Committee meetings held

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Dear Shareholder,

As the newly appointed Chair of the Audit & Risk Committee, I am pleased to present, on behalf of the Board, its Audit & Risk Committee report, prepared in accordance with the UK Corporate Governance Code. This report explains the Committee's responsibilities and how it has delivered on these.

I assumed the role of Chair of the Audit & Risk Committee on 1 January 2026, succeeding Elaine O'Donnell. I would like to acknowledge and thank Elaine for her leadership of the Committee during her time as Chair.

The Audit & Risk Committee assists the Board in carrying out its oversight responsibilities regarding the Company's financial and corporate reporting, risk management and internal controls, and in overseeing the relationship with the external independent auditor. This report sets out how the Committee has discharged its responsibilities during the year and, in relation to the financial statements, the significant issues it considered and how they were addressed.

Significant focus is placed on key accounting judgements and estimates, which underpin the financial statements, namely:

1. Revenue recognition.
2. The impairment of investment in subsidiaries in the parent Company statement of financial position.
3. Provisions for recoverability of Trade receivables and Contract assets, otherwise referred to as 'allowance for expected credit losses (ECLs)'.
4. Accrual for the share-based payment expense relating to the Growth Incentive Plan.
5. Capitalisation of technology development costs.
6. Adopting the going concern basis of preparation for the financial statements.

Having reviewed the content of the Annual Report and Accounts, the Committee considers that, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's and the Group's performance, business model and strategy. In reaching this conclusion the Committee considered the processes and controls in place, including liaising as necessary with external advisers and Committee Chairs.

Committee composition and experience

The Committee consists of Rosie Shapland (Chair), Imogen Joss, Sanjeevan Bala and Paula Coughlan. Elaine O'Donnell was Chair of the Committee until 31 December 2025.

Paula Coughlan was appointed as a Director of the Company on 30 April 2025 and joined the Committee on the same day. Denise Collis retired as a Director and as a member of the Committee on 30 June 2025. I was appointed as a Director of the Company on 27 November 2025 and joined the Committee on the same day. As noted above, I succeeded Elaine O'Donnell as Chair of the Committee following her resignation as a Director of the Company effective 31 December 2025.

The Board is satisfied that as Chair, I have extensive, recent and relevant financial experience and that the Committee, taken as a whole, is considered to have appropriate sector knowledge in addition to broad Board experience.

James Bilefield continues to attend meetings by invitation, as does the Chief Executive Officer, the Chief Financial Officer, the Chief Legal Officer & Company Secretary, the external auditor, the Head of Internal Audit, the Global Finance Director and the Head of Risk.

The Committee's principal responsibilities

- To monitor the integrity of the Consolidated Financial Statements of the Group and any announcements relating to financial performance.
- To review the appropriateness of accounting policies and practices, and significant financial reporting estimates and judgements.
- As requested by the Board, to advise whether, taken as a whole, the Annual Report and Accounts is fair, balanced and understandable and provides the information necessary for stakeholders to assess the Group's performance, business model and strategy.
- To review the Group's internal financial controls, internal control and risk management systems and reporting, including supporting the Board in overseeing risk management activity, advising on risk appetite and assessing any material control failures.
- To monitor and review the effectiveness of the Group's Internal Audit function.
- To agree the external auditor's engagement terms, scope, fees and non-audit services, to monitor and review the external auditor's effectiveness and associated independence and recommend reappointment to the Board and shareholders.
- To review arrangements by which the Group's employees may raise concerns about possible improprieties in financial reporting or other such matters and ensuring appropriate follow-up.
- To monitor and review the activities and priorities of the Group's risk function and the Risk Committee.
- To assess procedures for detecting fraud and preventing bribery.
- Where requested by the Board, to advise on proposed strategic transactions, including conducting due diligence appraisals and focusing on risk identification and mitigation.

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Summary of core Committee activities carried out during the year:

- Approved the annual Committee programme/cycle of work.
- Reviewed and recommended to the Board the full and half-year financial results for publication.
- Approved the external audit plan and reviewed the audit results.
- Reviewed the performance, independence and effectiveness of the external auditors.
- Reviewed the risk management and controls framework and its effectiveness through oversight and reporting from the Group Risk Committee and Director of Risk, including the control effectiveness of operational risks across global operations teams.
- Received updates with respect to the Group's preparedness for compliance with the enhanced internal control recommendations under Provision 29 of the 2024 UK Corporate Governance Code, which are applicable for the Group from FY27 onwards. A project is ongoing to identify Material Controls and ensure that the controls are properly documented, reviewed, monitored and enhanced where appropriate. Updates will be presented to the Committee during FY26.
- Considered the Code requirements concerning fair, balanced and understandable reporting.
- Reviewed the Company's going concern and long-term viability statements, including the impact of climate change on the business.
- Reviewed the output of Group Risk Committee meetings.
- Conducted an annual review of progress against the business integrity areas forming part of SThree's compliance programme and reporting on investigations conducted in the course of the year.
- Considered new legislation and governance developments relevant to the role of the Committee.
- Recommended the Audit & Risk Committee report for approval by the Board.
- Held discussions with the external auditor and Head of Internal Audit without management present.
- Approved the Internal Audit Charter, the Internal Audit plan and reviewed all reports/findings.
- Reviewed the effectiveness of the Internal Audit function.

As described earlier in this Annual Report, during the year the Board became aware of certain technical issues in respect of the payment of the interim and final dividends, which were paid to shareholders in December 2024 and June 2025 respectively; and technical issues relating to the purchase of the Company's own shares during the period December 2024 to May 2025. Upon being made aware of the issue, the Committee and the Board carefully considered the circumstances that had led to the technical issue and processes required to reduce the likelihood of such an issue arising in the future.

While the Company followed its usual internal processes ahead of the payment of the dividends and the commencement of the Company's share buyback programme, to check the sufficiency of the Company's distributable reserves by reference to the Company's audited accounts for the financial year ended 30 November 2024, the Board subsequently became aware that certain reserves had been incorrectly identified as distributable when, under the Companies Act 2006, they were not available for distribution. This arose from a misinterpretation of which reserves within the Company's balance sheet were legally distributable, including reserves relating to share-based payments. As a result, the Company did not have sufficient distributable reserves at the time the relevant distributions were made.

Despite there being ample distributable reserves available in the Group as a whole at all relevant times, the distributions were not made in accordance with the Companies Act.

Steps were immediately taken to arrange for sufficient dividends to be paid to the Company by its subsidiaries and we then put in place steps to rectify the defective distributions.

This included considering and approving interim accounts which were then filed at Companies House, and the convening of a General Meeting at which shareholders were asked to consider passing a Special Resolution to remedy the matter. I am pleased to report that 99.98% of the shareholders that voted were in favour of the resolution.

In July 2025, before recommending the payment of the Interim Dividend for the current year, the Committee carefully considered the affordability, cash flow impacts and level of distributable reserves. At its meeting in November the Committee once again considered these factors ahead of the payment of that dividend, paid to shareholders in early December 2025. The Group is reviewing processes to ensure that there is a regular cadence of dividend flows throughout the year, to ensure that there are sufficient distributable reserves at a Company level to support any dividend or share buyback before the recommendation of any distributions.

Monitoring the integrity of the financial statements, including significant judgements and estimates and other financial reporting matters

The Committee's primary responsibility is to monitor the integrity of SThree's financial reporting. This includes assessing compliance with accounting standards and internal control procedures and ensuring that significant judgements and sources of estimation uncertainty are appropriately addressed in the financial statements.

To discharge this responsibility, the Committee reviewed and challenged management's application of key accounting policies and considered recommendations on significant judgements and estimates, and other financial reporting matters, and concluded that these were appropriately reflected in the financial statements.

The Committee also discussed these matters with the external auditor during audit planning and upon completion of the audit. Further details are provided in the Independent Auditor's Report on pages 146 to 154.

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A summary of the significant accounting judgements and estimates, and other financial reporting matters considered by the Committee for FY25.

Matter considered	Audit Committee action
Significant judgements and estimates	
Revenue recognition A degree of estimation is required to determine revenue for services provided where timesheets have not been received by the reporting date. The key uncertainty relates to the calculation of the shrinkage rate applied to Contract assets at the reporting date.	– Reviewed management's key assumptions in calculating the shrinkage rate for Contract assets at the reporting date. – Considered how management assessed current trading performance compared to prior years, particularly in light of the Group's strategic focus on Contract business. – Concluded that the assumptions were appropriate.
Impairment of investments in SThree plc's subsidiaries The Group operates through subsidiaries in multiple countries. In line with the accounting policy (note 11 Investments), management performs an annual assessment to identify indicators of impairment for SThree plc's investments in its subsidiaries. Where indicators exist, judgement is applied in estimating recoverable amounts, based on the higher of 'fair value less costs of disposal' and 'value in use'. During FY25, a profit downgrade triggered a more detailed impairment review.	– Considered key judgements applied by management, including the use of medium-term forecasts at Operating Unit Profit level for all trading operations. – Evaluated the appropriateness of Operating Unit Profit as a key financial metric, including allocation of central costs, when assessing the financial health of subsidiaries. – Reviewed macro-economic trends affecting key trading subsidiaries. – Considered updated trading forecasts following the Group profit downgrade and assessed their impact on recoverable amounts. – Agreed that significant headroom in recoverable amounts absorbed the impact of reduced forecasts, resulting in no impairment.
Other financial reporting matters	
Provisions for recoverability of Trade receivables and Contract assets (allowance for expected credit losses (ECLs)) The allowance for ECLs is calculated using a four-step process that considers historical collection patterns, loss rates, and forward-looking factors such as market conditions.	– Reviewed whether the methodology for determining loss rates, which drive the value of the ECLs, was consistent with the approach applied in the prior year. – Assessed the data sources used by management to identify clients with elevated credit risk, including the continued appropriateness of the Dunn & Bradstreet credit tool for identifying 'severe' or 'high-risk' ratings. – Discussed with management the credit team's knowledge of payment behaviours and operational challenges in cash collection, which are critical to determining loss rates and forward-looking adjustments. – Evaluated management's reports on macro-economic conditions, insolvency trends, and cash collection patterns during FY25. – Considered management's judgements alongside the results of audit procedures. – Concluded, following detailed discussions with management and the auditor, that the ECL methodology remains appropriate and is fully aligned with IFRS 9 principles.

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Matter considered	Audit Committee action
Growth Incentive Plan Awards under a new Growth Incentive Plan (GIP) are subject to non-market performance conditions, primarily net fees and operating unit profit margin targets. Calculation of the underlying share-based payment charge involves estimation uncertainty as achievement rates are reassessed at each reporting date. This may affect both the timing and amount of employee benefit expense recognition. Where possible, management uses medium-term forecasts (2–3 years) to estimate the likelihood of participants meeting their targets by the vesting date. Where reliable medium-term forecasts are unavailable, management assesses current-year performance and extrapolates it over the vesting period to estimate progress against three-year targets.	– Reviewed the design of the GIP, including vesting conditions, settlement mechanisms, and compliance with IFRS 2 Share-based payment transactions requirements. – Evaluated management's methodology for estimating the share-based payment charge, including assumptions used to assess progress against three-year targets. – Reviewed the impact of current performance trends on expected vesting outcomes and associated financial implications. – Concluded that the accounting treatment and estimation methodology applied were reasonable and in compliance with applicable accounting standards.
Capitalisation of technology development costs During FY25, the Group commenced further technical developments, including its Agentic AI platform designed to enhance customer and candidate engagement. Management exercised judgement to assess whether development activities satisfy all recognition conditions under IAS 38 *Intangible Assets* (IAS 38).	– Reviewed management's judgement in determining which costs meet the capitalisation criteria under IAS 38. – Reviewed management's analysis, including evidence of feasibility studies, Board-approved project plans, resource allocation. – Considered the methodology for tracking and measuring development costs and the expected economic benefits, including projected cost savings and return on investment. – Following detailed discussions, concluded that management's approach to capitalising development costs is appropriate and consistent with IAS 38 and the Group's capitalisation policy.
Adopting the going concern basis of preparation of the financial statements	– Reviewed and challenged, where appropriate, the assumptions underpinning management's forecast models supporting the going concern and viability statements. – Evaluated management's robust assessment of principal risks, their potential impact on liquidity and covenant compliance, and the mitigating actions in place. – Assessed the appropriateness and relevance of the severe but plausible downside case to confirm the Group would maintain adequate liquidity and comply with bank covenants throughout the assessment period. – Reviewed the reverse stress test performed by management, which identified the circumstances that would cause the Group to breach its covenants or exhaust liquidity. The Committee considered this analysis to provide additional assurance that such scenarios were highly remote and that the Group's financial position remained resilient under extreme conditions. – Concluded, after detailed review and discussion, that it is appropriate for the Group to adopt the going concern basis in preparing the financial statements and recommended that the Board approve the viability statement.

The above significant judgements and estimates relating to the financial statements, and other financial reporting matters, are also set out in note 1 *Basis of preparation and consolidation* on page 161.

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External auditor

Responsibilities in relation to external auditor

The Committee places great importance on the quality, effectiveness and independence of the external audit. EY were appointed as SThree's statutory auditor in 2024.

During the year, the Committee carried out each of the following:

- Recommended the reappointment of EY as external auditor for the financial year ending 30 November 2025, for subsequent ratification of their remuneration and terms of engagement by shareholders at the 2025 Annual General Meeting.
- Reviewed and monitored the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
- Reviewed the policy on the engagement of the external auditor and supply of non-audit services. This policy sets out a list of permitted non-audit services, lists examples of prohibited services, sets out typical audit-related services, their award and approval, explains the cap on non-audit services which can be billed, and sets out reporting and independence provisions.

The Committee and the external auditor have safeguards in place to ensure that objectivity and independence are maintained. The Committee also considers independence taking into consideration relevant UK professional and regulatory requirements. Non-audit services provided during the year under review, amounting to £6,000, relate to the issue of a statutory auditor's report concerning a capital increase and reduction for SThree SAS.

Effectiveness of the external audit

During the year, the Committee reviewed performance and fees and met the external auditor without management present.

The Committee has adopted a broad framework to review the effectiveness of the Group's external audit process and audit quality which includes:

- assessment of the audit partner and team with particular focus on the lead audit engagement partner;
- planning and scope of the audit, including a dedicated audit planning afternoon, with identification of particular areas of audit risk;
- the planned approach and execution of the audit;
- management of an effective audit process;
- communications by the auditor with the Committee;
- how the auditor supports the work of the Committee;
- how the audit contributes insights and adds value;
- a review of independence and objectivity of the audit firm; and
- the quality of the formal audit report to shareholders.

The Committee also carried out a structured feedback exercise after year end. This collected feedback on a wide range of factors including the robustness of the audit process, the quality of delivery, quality of reporting and the quality of the EY team and service. Feedback was sought from the Committee members, standing attendees and relevant colleagues involved in the audit process.

The effectiveness of management in the external audit process is assessed principally in relation to the timely identification and resolution of areas of accounting judgement, the quality and timeliness of papers analysing those judgements, management's approach to the support of the independent audit and the booking of any audit adjustments arising, as well as the timely provision of documents for review by the auditor and the Committee.

During the year under review, the Committee received reports from the Audit Quality Review team of the FRC, for both the FY23 audit by the Group's former auditor, PwC, and the FY24 audit by the Group's current auditor, EY. The Committee was pleased to note that no key findings arose from either inspection. Two areas were identified for limited improvements in respect of the FY23 Audit, but as PwC is no longer Group auditor, no remedial action was considered necessary by the Committee in light of these findings. Both reports were discussed fully with the respective auditors.

Policy on non-audit work

The Committee sets clear guidelines on non-audit work, which is only permitted where it does not impair independence or objectivity and where the Committee believes that it is in the Group's best interests to make use of built-up knowledge or experience. Such work has included services required due to legislation and assurance work or other specialist services. The Committee continuously monitors the quality and volume of this work, fees incurred, as well as independent safeguards established, in order to consider whether to use other firms, and continues to use such firms to provide general tax advice or for other projects.

The policy aligns with regulations to prohibit a number of non-audit services, whilst also meeting FRC Ethical Standards and FRC guidance, to clearly set out:

- which types of non-audit work are allowed/prohibited;
- the types of work for which the external auditor can be engaged without Audit & Risk Committee referral, provided such services fall below £25,000 and are not specifically prohibited; and
- for which types of work Committee Chair referral is needed, i.e. which are above £25,000.

Under the policy, the external auditor is required to seek approval in advance of starting work on any assignment within the Group.

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Fees paid to the external auditor for audit work

The Committee reviewed the fee structure, resourcing and terms of engagement for the external auditor, EY. Total audit fees for the current year amounted to £1,292,000.

For comparison, audit fees paid in the previous two financial years were:

- FY24: £1,248,000
- FY23: £1,128,000

Non-audit fees of £6,000 during the year under review (FY24: £nil) relate to the issue of a statutory auditor's report concerning a capital increase and reduction for SThree SAS.

Further details on fees payable to the auditor for the audit of SThree plc's financial statements are disclosed in note 3 of the Group's Consolidated Financial Statements on page 168.

EY was appointed as SThree's external auditor in 2024 following a competitive tender process. Under current UK Corporate Governance requirements, the external audit provision will be subject to another tender no later than ten years from the date of appointment, ahead of the start of the FY34 audit. Nicola McIntyre is the lead engagement audit partner.

The Committee considers that the Company has complied with the Competition and Markets Authority's Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 for the financial year under review.

The Committee considers that it has met the requirements of the FRC's 'Audit Committee and the External Audit: Minimum Standard', published in May 2023.

Risk management and internal controls

The Committee supports the Board in its overall responsibility for risk management activities and implementing policies to ensure that all risks are evaluated, measured and kept under review by way of appropriate KPIs, as part of the Group's ERM framework. Information on both risk management activities and associated controls assessments are reported to the Committee through the Group Risk Committee and escalated to the Board where appropriate.

Presentations from both functional and regional senior management across the business are provided to the Board to further develop information, understanding and debate on risks and the relevant controls in place. Specific consideration is also given by both the Committee and the Board to areas such as the Group's cyber-risk profile and the mitigations in place, and the Group's data protection risk profile and the data protection programme activities and plans. Activities include monitoring of the effectiveness of the Group's risk management and internal control systems in order to safeguard shareholders' investments and the Group's assets and, at least annually, carrying out a robust assessment of risks and the effectiveness of associated controls. No significant failings or weaknesses were identified from this review.

Significant progress was made in further maturing the Company's system of risk management and internal controls and related policies. The Committee works closely with the Chief Financial Officer, Chief Legal Officer & Company Secretary, Director of Risk, Internal Audit team and external auditor to ensure that any potential risks of material misstatement are identified and targeted in terms of the overall audit strategy and that internal and external audit resources are appropriately allocated. This helps to ensure the External and Internal audit teams appropriately focus on risk, and helps to ensure continuous improvement in processes and internal controls.

Once again, a continued focus for the Committee has been considering the enhancements that will be required in respect of our risk and controls framework, risk management reporting and oversight for Group Risk and Internal Controls, to ensure that we can report on the effectiveness of all material controls by FY27, in accordance with the requirements of the 2024 UK Corporate Governance Code.

Internal Audit

Internal Audit continues to play an integral role in the Group's governance and risk management processes, and provides independent assurance to the Committee on compliance with the Group's policies and procedures. The function carries out a wide variety of audits including financial and operational, as well as ad-hoc and project-based reviews and fraud investigation.

The Committee oversees and monitors the work of Internal Audit, which carries out risk-based reviews of key controls and processes throughout the Group on a rolling cycle, including its resourcing, the scope of work and alignment with principal risks and the effectiveness of the function. The Head of Internal Audit has direct access to the Committee and meets regularly with both the Committee and its Chair without management present.

At the start of each year, an annual Internal Audit plan is presented for the Committee to agree, after appropriate review and challenge. For 2025, the programme was again focused on addressing both financial and overall risk management objectives across the Group, with reviews carried out, findings reported to the Committee, recommendations tracked and their closure monitored.

The Internal Audit team, working with the Group's Risk and Compliance functions, has continued to enhance the risk management framework and work with managers across the globe to further develop and embed the risk framework and methodology at a local level, whilst also ensuring that the Internal Audit plan is closely aligned to risk.

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Senior management are invited to present to the Committee, from time to time, to report back on progress against agreed Internal Audit actions and other risks in their area of responsibility.

The Committee ensures that the Group's Internal Audit function remains at an appropriate size and skill mix for the business, and firmly believes that this function remains effective and continues to add significant value. In 2024, an External Quality Assessment of Internal Audit was undertaken by independent reviewers approved by the Chartered Institute of Internal Auditors. The assessment was positive overall, noting that the team delivers audit fieldwork of good quality. A number of process improvement recommendations to enhance the function's effectiveness were made, and these have been addressed. In 2025 the Committee carried out a review of the effectiveness of the Internal Audit function and found that it operated satisfactorily.

Group Risk Committee

The Group Risk Committee was created in 2018, with agreed Terms of Reference, and with regular reporting to the Audit & Risk Committee. The Terms of Reference were updated in 2025. Under the Governance Framework, Group management includes discussions on risk in Country and Regional meetings and the half-yearly strategic reviews conducted for each country, so as to ensure that consideration of risk is fully incorporated into business activities and decisions and strategic planning.

The output of these discussions is reported back to the Group Risk Committee. The Group Risk Committee meetings consider a range of identified risks, their materiality and the progress of mitigating actions/projects and their successful implementation and likely effectiveness in reducing risk in line with Group appetite, on a regular basis, and reports to both the Executive Committee and the Audit & Risk Committee on these. The Chair of the Committee meets regularly with the Head of Risk without management present.

Fraud risk management and cyber risks

The Committee reviews the procedures for the prevention and detection of fraud in the Group and also closely monitors improvements to cyber security protection in light of the increasing risks in this area, having particular regard to data breaches that the Group may face and the processes and controls in place to tackle any security threats. This information is flowed through to the Board so that it can be considered as part of the detailed review of the data protection programme and the activities in place to mitigate personal data risks.

Suspected cases of fraud must be reported to senior management and are investigated by Internal Audit, with the outcome of any investigation reported to the Committee.

During the year, in compliance with the UK "failure to prevent fraud" requirements under the Economic Crime and Corporate Transparency Act, the Company updated its Fraud policy to align with regulatory guidance. The Group completed a comprehensive fraud risk assessment across all operations and initiated a review of associated controls. These controls will undergo effectiveness testing as part of our internal controls framework being developed as part of our ongoing work in relation to Provision 29 of the 2024 UK Corporate Governance Code.

These actions demonstrate our ongoing commitment to maintaining fraud prevention measures and ensuring compliance with evolving regulatory standards.

Anti-bribery and corruption, and business ethics

The Group maintains a zero-tolerance approach to corruption.

The Group has in place several policies, including an anti-bribery and corruption policy, procedures, training and controls to set correct expectations and stop any activity that breaches policy. Training is completed each year with a 98% completion rate in 2025.

The Group has adopted a Code of Conduct which sets out the standards of behaviour by which all employees are bound. This is based on the Group's commitment to acting professionally and with integrity.

Speak Up hotline

The Group has in place a Speak Up policy, aligned with best practice and a dedicated independent Speak Up (Whistleblowing) hotline. The policy and hotline are well publicised across the Group, including via the intranet and through the Group's training curriculum. Any matters are initially notified to the Chief Legal Officer & Company Secretary and the Head of Business Integrity. The Audit & Risk Committee reviews complaints made under the Speak Up policy and escalates any matters requiring Board oversight. Under this arrangement, employees are able to report any matters of concern, where this does not conflict with local laws or customs (see 'Company information and corporate advisers' section for details).

Committee evaluation

All members of the Committee in place at the time participated in an internal evaluation process this year which included feedback from management attendees. The Committee concluded that it continues to function effectively.

Rosie Shapland
Audit & Risk Committee Chair
23 February 2026

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Directors' Remuneration Report 2025

Attendance table

Imogen Joss	4/4
James Bilefield	4/4
Elaine O'Donnell	4/4
Sanjeevan Bala	4/4
Paula Coughlan	3/3
Rosie Shapland	1/1
Denise Collis	1/1

Further reading: Full biographies are available on pages 90 to 91.

Committee meetings held

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The recruitment market continued to be challenging in FY25, with a more prolonged quietening of the global market than many had envisioned. As a result, the FY25 incentive plan outturns are lower in comparison with prior years, and with additional discretion applied to the formulaic outturns. We have frozen executive salaries for a second consecutive year, for FY26, as part of our ongoing commitment to manage costs and maintain the appropriateness of our remuneration decisions.

Dear Shareholder

On behalf of the Board, I am pleased to present my first Directors' remuneration report as newly appointed Committee Chair, for the year that ended 30 November 2025. The report looks back on decisions taken by the Committee and pay outcomes during FY25 and forward to FY26, as we continue to operate the policy judiciously and formulate our longer-term plans.

I would like to start by expressing my thanks to Denise Collis for her stewardship of the SThree Remuneration Committee for the past nine years, where she provided the Committee with clear direction and oversight through some of the more challenging years in SThree's history. Denise retired from both the Board and the Remuneration Committee in June 2025, and I am thankful for the smooth running and highly effective Committee I now have the pleasure of chairing.

The Committee plays a multi-faceted role in ensuring that the remuneration of the Executive team is fit for purpose, in attracting, motivating and retaining key talent, whilst ensuring the right level of rigour is applied in line with the Corporate Governance Code – all with the goal of building and growing a sustainable business for the long-term benefit of shareholders and other stakeholders.

The recruitment market continues to be extremely challenging and is expected to remain so into 2026. Ensuring that our variable pay schemes strike the right balance of being performance-based and stretching, whilst being realistic and motivational, is an ever-present challenge.

Remuneration Policy review and other actions taken by the Committee in FY25

The FY25 Policy was in force for the full three-year term and has proved appropriately robust and flexible through a challenging period for the sector, and payments have been appropriately aligned to performance and reflective of market conditions.

The Committee reviewed the Policy ahead of the requirement to seek AGM approval for a new policy at our 2026 AGM. This was conducted against a backdrop of significant market uncertainty and a sector downturn, and whilst we have been considering different approaches to our incentive structure, particularly our long-term incentives, we believe that the time is not right to make significant changes. We therefore concluded that the existing incentive plan structure remains broadly appropriate for now, with a balance of operational priorities and a focus on annual profitability reflected in the annual bonus, and longer-term performance reflected in EPS growth, Total Shareholder Return and cash conversion in the LTIP.

Therefore, the outcome of the review was to continue with the existing policy, with no changes, but we will continue to keep the Policy under review.

The shareholdings of the Executive Directors and Executive Committee are reviewed each year to assess the current position versus the Policy requirements. This ensures that our Executives' actions and behaviours align to those of our shareholders. Year-on-year reductions in LTIP awards and share price decline – driven largely by market retraction – mean that despite significant personal share purchases, the shareholdings of the CEO and CFO are currently below the required level, but this will continue to grow with the deferral elements of future awards as the share price improves.

Whilst not directly in the Committee's scope, we take a keen interest in reward activity and incentives across the wider business, below Executive level. Having sight of these provides assurances that the roll-up effect of the broader colleague population's efforts is aligned to the achievement of the top-level objectives and strategic priorities.

At the start of the year the Committee considered carefully the target ranges for the FY25 annual bonus and LTIP award for the FY23–25 cycle. The target range that was agreed for the Operating Profit measure was set at a level in line with the business plan and analyst consensus for FY25.

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It was significantly lower than the prior year's outturn, and the range that had been set for the prior year's bonus cycle – a result of the market conditions at that time. The Committee recognised the balance that needed to be struck between absolute levels of profitability delivered to shareholders, and the need to incentivise management to deliver the best possible outcome in the circumstances, relative to market conditions. Similarly, with the LTIP for FY25–27, the target range for the EPS measure was significantly wider than usual, as disclosed in last year's report, to take into account the volatile market conditions and the timing of a market recovery.

The Committee considered the outcomes of the FY25 annual bonus and LTIP award for the FY23–25 cycle. Presented with the formulaic outcome of each of the scheme metrics, the Committee also applied a secondary lens; to ensure that the final awards considered the wider business context and shareholder experience over the performance period.

The formulaic annual bonus outturn against the performance targets was 41.4% of maximum for the CEO and 39% for the CFO, which on balance, the Committee felt is fair and reflective of where the business landed for FY25; a year of mixed fortune and macroeconomic challenges, but where management managed the cost base effectively, made significant strides to shape SThree to be future ready and where the global transformation programme was delivered on time and on budget.

The LTIP 23–25 formulaic outturn was just 8.1% of maximum, but failed to meet the EPS, TSR and OPCR thresholds, and only achieved on the ESG measures (one fully and one partially). This outturn highlights the challenge of setting financial targets three years ahead in such unpredictable market conditions. On balance of the achievements under this plan and the shareholder experience over the performance period, the Committee took the decision to apply discretion, to reduce the LTIP 23–25 payout to zero and as a result there is no vesting under this award.

FY25 marked the final year of the current remuneration policy and therefore during the year the Committee considered possible options for the next policy term.

It is vitally important that our remuneration policy delivers on the imperatives of engaging and motivating our Executive Directors to drive strategic transformation and financial performance for the long-term sustainability of the business and for the benefit of shareholders. We believe that the existing policy remains appropriate at the current time but will continue to keep this under review.

Imogen Joss
Remuneration Committee Chair

Full details of the annual bonus FY25 and LTIP 2023–25 measures, performance against them, and resultant payments are set out later in this report.

Policy implementation for 2026

Mindful of the ongoing need for careful cost control, there will be no annual salary increases for the CEO and CFO in 2026, for the third year running.

Annual Bonus FY26

The Committee decided to reduce the number of discrete metrics, from six metrics in FY25 – some of which accounted for as little as 5% of the overall bonus opportunity – to a more focused design of just four metrics for FY26, with no one metric accounting for less than 10% of the maximum opportunity. This change is designed to focus the Executives on the key strategic priorities and place a material portion of their overall bonus opportunity contingent upon delivery of each metric.

Operating Profit will remain the single highest weighted metric but will be down weighted from 50% to 40% of the overall bonus opportunity for the CEO, allowing for a heightened focus on another key financial metric – client penetration. The CFO will retain 50% of his opportunity on the delivery of Operating Profit, given his remit for managing costs.

Group Net Fees, our true measure of revenue, will remain at 20% for the CEO and CFO.

Client Penetration, a measure of the profile of our client base towards achieving a greater proportion of higher value clients – a metric that accounted for just 5% of the overall bonus opportunity last year, will now account for 20% for the CEO and 10% for the CFO. Improving the client mix is a strategic shift that is of significant importance in the current climate. Whilst not a traditional financial metric, this focus on delivering more profitable business is a financial driver, meaning that the mix of scheme metrics is effectively 80% financial and 20% personal.

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Personal objectives will increase from 15% to 20% in FY26. Objectives will be SMART in nature and linked to operational delivery against individual or functional strategic priorities. There will be clear disclosure in next year's Directors' remuneration report in relation to the targets set, performance and payments under this element.

With the reallocation and tighter focus of the metrics in FY26, the prior year elements based on employee engagement and ED&I will not be lost. They are still vitally important and so they will form part of the up-weighted personal objectives metric, which will measure both the 'what' (deliverables) and the 'how' (personal behaviours vs the Company's values) of personal delivery from the Executive Directors.

LTIP FY26–28

The LTIP design for FY26–28 will remain unchanged from the current design and structure – focusing on Earnings Per Share (EPS) at 50%, Total Shareholder Return (TSR) at 20%, Operating Profit Conversion at 20% and ESG targets at 10%. The vesting and holding periods will remain unchanged from the previous policy at three years and two years, respectively.

The EPS and Operating Profit Conversion Ratio target ranges have been carefully considered by the Committee and reflect the continuing challenging market outlook. The EPS range has been set to be significantly ahead of current analyst consensus, which goes out to FY27, and the ranges for both measures require significant improvement from the FY25 outturns, and the business plan numbers for FY26 and FY27. Overall, despite the ranges being lower than the ranges set for prior years, they are considered to represent an equivalent level of stretch.

At the time of writing the Committee is still considering the measures for the ESG element of the award and full details will be contained within the RNS Announcement for the Awards to the Executive Directors.

Chair and NED fees

There will be no increase in the fees payable to the Chair and Non-Executive Directors for 2026.

Conclusion

The global recruitment market remains challenging, but I am genuinely excited by what Timo and his team are busy building – a future ready, tech-enabled recruitment business that will lead the field as macro conditions improve.

We must continue to keep our current Executive team motivated, and to drive the right behaviours and outcomes. Our aim here is to present a balanced remuneration strategy that incentivises them to deliver significant shareholder value.

Imogen Joss
Chair of the Remuneration Committee
23 February 2026

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Remuneration at a glance

How have we performed?

Bonus-maximum potential 120% of base salary	Weighting	Threshold	Target	Max	Actual*	Achievement % (as a % of maximum)	Outcome (of metric)
Group adjusted operating profit £m	50.0%	20.10	22.11	24.12	22.00	48.5%	24.27%
Group net fees £m	20.0%	323.0	339.2	355.3	309.1	0%	0.00%
Group Financial objectives	**70.0%**						**24.27%**
Client – Weekly Net Fees £m	5.0%	5.5	5.8	6.1	5.75	42.8%	2.1%
Employee eNPS score against professional services peer group	5.0%	Median (20)	Linear progression	Upper quartile (35)	21	24%	1.20%
DE&I Measuring female vs male promotions at Velocity Level 3+	5.0%	Equal number of men and women promoted	One more female promotion over number of men promoted	Two + more female promotions over number of men promoted	Three fewer women promoted vs men	0.0%	0.00%
Shared objectives	**15%**						**3.30%**
Personal objectives	**15%**	**Details set out later in this report.**				**CEO 92%** **CFO 76%**	**CEO 13.83%** **CFO 11.43%**
Total pay-out (% of maximum)	**100%**						**CEO 41.4%** **CFO 39.0%**

* Established using the agreed internal exchange rates, but values are equal to those stated in the financial section of this report.

2023–25 LTIP award – grant 150% of base salary	Weighting	Threshold	Max	Actual	Achievement (% of maximum)
Earnings Per Share (EPS) (adjusted)	50%	55.8p	69p	13.7p	0.00%
Total Shareholder Return (TSR)	20%	50th percentile (-36.3%)	75th percentile (-4.2%)	-49.70%	0.00%
Operating Profit Conversion Ratio (OPCR) %	20%	20.0%	23.5%	8.10%	0.00%
ESG Scope 1 & 2:	5%	35%	45%	40.00%	3.13%
ESG Scope 3:	5%	20%	25%	41.00%	5.00%
Total vesting (% of maximum)					**8.13%**

Summary of total reward

	Reward component	CEO	CFO
2025	**Base pay £'000**	**510.9**	**372.5**
	Total remuneration £'000	**806.3**	**584.7**
2024	Base pay £'000	510.9	372.5
	Total remuneration £'000	912.4	669.7

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How we will apply the remuneration policy in 2026

Key reward component	Key features
Base salary and core benefits	The salaries of the Executive Directors will be unchanged at £510,854 for the CEO and £372,528 for the CFO Pension contributions: 5% of salary for CEO and CFO in line with the wider UK workforce
Annual bonus 2026 **CEO** 40% Group Operating Profit 20% Group Net Fees 20% Client Penetration 20% Personal Objectives **CFO** 50% Group Operating Profit 20% Group Net Fees 10% Client Penetration 20% Personal Objectives	Maximum of 120% of salary, with one third of any bonus award paid in shares and held for two years
LTIP award 2026–28 50% Earnings Per Share (EPS) 20% Total Shareholder Return (TSR) 20% Operating Profit Conversion Ratio % (OPCR) 10% ESG	Maximum award of shares worth 150% of annual salary, performance tested, vesting after three years with a further two-year holding period
Shareholding requirements	Requirement to build up and hold shares equivalent to 200% of salary whilst employed. Post-service requirement to hold the lower of 200% of salary or actual shareholding for two years after cessation of employment

Remuneration policy

This section of the Directors' remuneration report sets out the Group's full remuneration policy for Directors. Shareholder approval for the policy will be sought at the AGM on 29 April 2026.

The remuneration policy is designed to support the strategic business objectives of the Group; to attract, motivate and retain high-calibre Directors and senior leaders to deliver sustainable long-term shareholder value.

Remuneration payments and payments for loss of office to Directors can only be made if they are consistent with the approved Remuneration Policy or if approval for the payment outside of the policy has been sought from shareholders.

Decision-making process for determination, review and implementation of policy

The Remuneration Committee reviews the Policy and its operation taking into account the UK Corporate Governance Code, institutional investor and proxy agency views, market practice and regulatory developments. The Committee also takes into account views from advisers who provide the Committee with updates on corporate governance developments, market practice and technical changes. In addition, the Committee also carefully considers the remuneration arrangements, policies and practices of the workforce and the cascade of remuneration throughout the business to ensure that Executive Director pay is considered appropriate in context.

Where changes are being made to the remuneration policy or significant changes are proposed in the way we operate our policy, major shareholders will be consulted and their views taken into account.

To manage any potential conflicts of interest, no individual is involved in discussions regarding their own remuneration arrangements, and the Committee designs the policy such that remuneration is fully aligned to, and supports, the overall business strategy.

Application of the policy is considered annually, for the year ahead, in light of the strategic priorities and the market outlook. Incentive targets are set to be appropriately stretching.

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The Remuneration Policy is set out in the table below, followed by supporting notes which, together, form the Policy.

Executive Directors

Element	Purpose and link to strategy	Operation	Maximum	Performance metrics
Base salary	Sufficient to attract, retain and motivate high-calibre individuals.	Reviewed annually with any increases normally taking effect from 1 December.	Increases will normally be equivalent to the average salary increase for employees, other than in exceptional circumstances. Salary levels, and increases, take account of complexity of the role, responsibilities, market competitiveness, Group performance and individual performance.	Not applicable
Benefits	Market competitive benefits package.	Including benefits allowance, private medical insurance, permanent health insurance, life assurance and housing allowance (if relocated). Other benefits may be introduced to ensure benefits overall are competitive and appropriate for the circumstances.	Cost of insured benefits will vary in line with premiums. Other benefits will be at a level considered appropriate in the circumstances.	Not applicable
Pension	To provide a compliant and competitive pension provision.	Individuals may either participate in a pension plan into which the Group contributes or receive a salary supplement in lieu of pension.	Executive Directors are entitled to a Group contribution to a pension scheme or cash in lieu, of 5% of salary, aligned with the current UK workforce contribution.	Not applicable
Annual bonus	Incentivises high levels of personal and team performance, focused on the key business strategies and financial/operational measures which will promote the long-term success of the business.	Deferral into shares for one third of any bonus earned, which must be held for two years. Dividends or dividend equivalent payments accrue on deferred shares, payable normally in shares. Bonus may be subject to malus or clawback being applied.	Maximum bonus opportunity is 120% of annual salary.	Achievement of agreed strategic and financial/ operational annual business targets, weighted in line with business priorities. A majority of the performance conditions will be based on financial metrics. Sliding scales are used for each metric wherever practicable with up to 20% payable for achieving threshold performance. Normally 50% of the maximum bonus is payable for target performance for any financial metric. Within the maximum limit, the Committee may adjust bonus outcomes, based on the application of the bonus formula set at the start of the relevant year, if for instance it considers the quantum to be inconsistent with the Group's overall performance during the year.

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Element	Purpose and link to strategy	Operation	Maximum	Performance metrics
Long Term Incentive Plan	Incentivises and rewards Executives for the delivery of longer-term strategic objectives and to reward substantial relative and absolute increases in shareholder value.	LTIP awards may be granted each year in the form of a conditional award of shares or a nil-cost option. LTIP awards normally vest after three years. Dividend equivalent payments accrue on vested LTIP awards, payable normally in shares. Vested LTIP awards must be held for a further two years before the shares may be sold (other than to pay tax). LTIP awards may be subject to malus or clawback being applied.	The maximum award is 150% of annual salary in normal circumstances but may be increased to 175% of annual salary in exceptional circumstances.	Targets are reviewed annually ahead of each grant to ensure they are aligned to the business strategy and performance outlook. A majority of the performance conditions are based on Group financial performance and shareholder value-based outcomes. No more than 25% of an award may vest for the threshold level of performance. Within the maximum limit, the Committee may adjust vesting outcomes, if it considers the quantum to be inconsistent with the Group's overall performance during the performance period or for other factors, at its discretion.
All-employee share plans	Support and encourage share ownership by employees at all levels.	Individuals may participate in share plans offered on an 'all-employee' basis on the same terms as other colleagues. HMRC approved SAYE and SIP participation is available to all UK employees, including Executive Directors, on similar terms. Other plans may be introduced from time to time to ensure the all-employee share plans offering remains appropriate.	In line with statutory limits or lower limits specified by the Group from time to time.	Not applicable.
Share ownership requirements	Alignment of Executive Directors' interests with those of investors.	Executive Directors are expected to build and maintain a shareholding equivalent in value to no less than 200% of base salary. Until this threshold is achieved Executive Directors are normally required to retain no less than 50% of the net of tax value from vested LTIP, deferred bonus or other share awards (after the expiry of any relevant holding period). After ceasing employment Executive Directors must normally retain a level of shareholding for two years equivalent to the lower of 200% of salary or the level of shareholding on ceasing employment with the Group. Self-purchased shares are excluded from this requirement.	Not applicable.	Not applicable.

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Provisions under previous remuneration policies

For the avoidance of doubt, the Committee has authority to honour any payments due under the terms of the previous policy or which have been disclosed to shareholders in previous remuneration reports. As part of this policy, awards or other arrangements which were made in compliance with the policy in force at the relevant time, may be settled in accordance with their terms.

Operation of incentive plans

The Committee's policy is to review performance measures for the incentive schemes annually, so that they continue to align with strategic objectives. The Committee considers that linking annual bonus and the vesting of LTIP awards to a combination of different measures, capturing share price, financial results and non-financial performance, will ensure that incentive plans provide a reward for rounded performance, while maintaining the alignment of Executive and shareholder interests. Targets for the incentive schemes are reviewed annually, and consideration is given as to whether these remain appropriate or need to be recalibrated. The specific performance targets are set with the aim of setting stretching targets which incentivise and reward improved performance.

In designing incentive structures and approving incentive payments, the Committee pays due consideration to risk management and environmental, social and governance (ESG) issues.

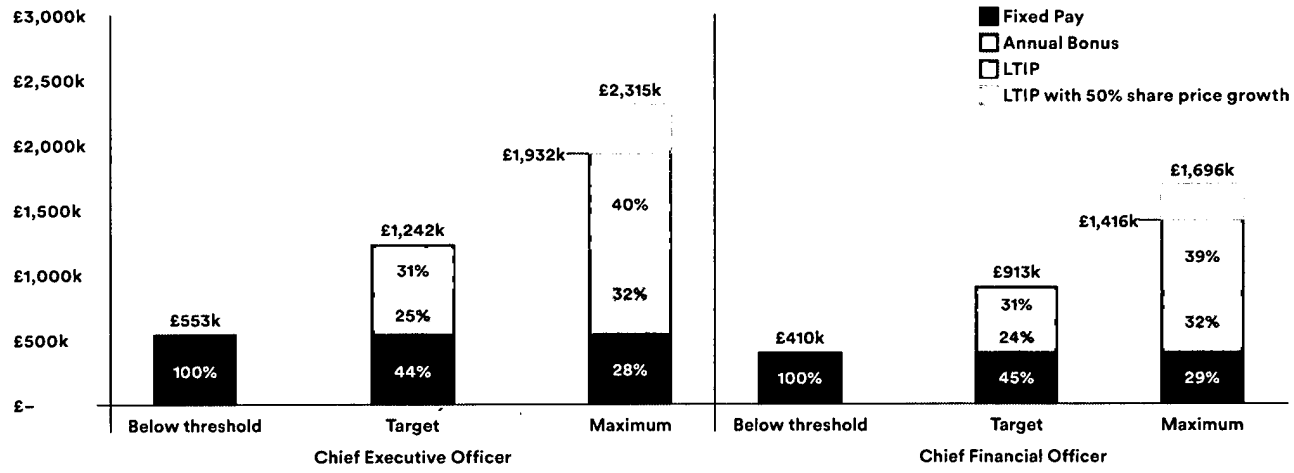
The Committee may exercise discretion in assessing achievement against each stated target where it considers that it would be fair and reasonable to do so. The Committee may also exercise broader discretion in relation to the terms of all incentive plans, for instance (but not limited to) adjustments required for corporate restructuring and change of control.

Malus and clawback

Malus and clawback may be applied in the event of financial misstatement, error, misconduct, reputational damage or corporate failure, which has led to an over-payment.

Illustration of potential 2026 Executive Directors' remuneration

The charts below show the remuneration potentially payable to Executive Directors under different performance scenarios.



Assumptions for the charts above:

Fixed pay comprises base salary as at 1 December 2025, pension contribution of 5% of salary and the value of benefits received in 2025. The on-target level of bonus is 50% of the maximum opportunity. The on-target level of the LTIP is taken to be 50% of the value of a single year's award.

The maximum level of bonus award is shown at 120% of base salary and for the LTIP, it shows full vesting of the LTIP award at 150% of base salary award level. No share price appreciation has been assumed for deferred bonus and the value of all-employee share plans has been excluded. The 'maximum' column includes an additional 50% value of the LTIP to illustrate potential 50% share price growth.

Role of the Committee in overseeing broader employee pay and differences in remuneration policy for Executive Directors compared to other employees

The Committee actively considers the pay structures across the wider Group when setting policy for Executive Directors to ensure that a consistent approach to reward is adopted that is in line with our values. There is a particular focus in relation to any base salary review.

Overall, compared to most employees, the remuneration policy for Executive Directors is weighted more to long-term share-based incentives and stringent deferral and shareholding requirements. This is to ensure that the relatively higher pay levels are justifiable internally and externally to shareholders as a clear link between the long-term value created for shareholders and the remuneration received by Executives.

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Consideration of employment conditions elsewhere in the Group

When setting the Executive Directors' remuneration policy, the Committee takes into account the pay and conditions of employees more generally and, at least once a year, is given full details of the remuneration policy across the Group, with any changes highlighted.

Since 2024 we have maintained our commitment to paying all UK colleagues at or above the Real Living Wage Foundation's recommended level. More generally we are embracing the importance of 'pay transparency' across the business, as we ready ourselves for EU Pay Transparency legislation taking effect.

Consideration of shareholders' views in determining the remuneration policy

The Committee actively consults with shareholders on executive remuneration policy changes. Feedback is taken on board, and any proposals are adjusted, as appropriate, given the objective of ensuring that shareholders are supportive of the policy and its implementation. In addition, the Group follows shareholder sentiment on executive pay and takes it into account in considering the application of policy in the years between the development of a new policy.

Remuneration policy for recruitment and promotion

The remuneration package for a new Executive Director would take into account the skills and experience of the individual and the market rate for a candidate of that experience. The Committee will not pay more than necessary to facilitate the recruitment of an individual.

Base salary levels will be set in line with the policy taking account of their skills and experience and applicable market data provided by the Committee's advisers. Benefits and pension will be in line with the policy. Additionally, there is flexibility to make payments to cover relocation and other related expenses.

Annual bonus opportunity will be in line with the policy and there is flexibility to set different performance conditions measurable over a part-year for Executives in the first year of appointment.

LTIP award levels will be in line with the policy.

For internal promotions, outstanding incentive payments may continue and vest on their original terms. For external recruits there may be a need to buy-out unvested incentive awards at a previous employer. The Committee confirms that any such buy-out arrangements would only be used if necessary, would take a similar form to that surrendered (e.g. cash or shares and timeframe), would take account of performance conditions, vesting periods and quantum, and would be no greater than that which the individual has forfeited on appointment.

Policy on Directors' service contracts and payments for loss of office

The Executive Directors have rolling service contracts subject to a maximum of 12 months' notice by the Group or Executive. For the avoidance of doubt, an individual's notice period will start on the date of the announcement of their departure. At the Group's discretion, on termination a payment may be made in lieu of notice equivalent to 12 months' salary, which may be paid in monthly instalments and offset against future earnings. For new hires the policy is to provide a 12-month notice period.

Service contracts are available for inspection by appointment at 8 Bishopsgate, London EC2N 4BQ.

Depending on the circumstances, the Committee may consider payments in respect of statutory entitlements, outplacement support and legal fees. Mitigation would be applied to reduce any payments associated with loss of office.

'Good leavers' (e.g. redundancy or retirement) as determined by the Committee may generally retain any earned bonus (pro-rata if active employment ceases part way through the year and normally paid at the usual time) or share-based awards, with LTIP awards scaled back on a pro-rata basis for the portion of the vesting period elapsed on cessation of active employment, subject to still achieving any relevant performance criteria.

Awards would vest at the normal time and any deferral or holding periods would continue to apply for the normal duration. Only in exceptional circumstances would awards vest or shares be released early, such as serious ill-health.

'Bad leavers', such as a resignation, will lose any entitlement to participate in the current bonus scheme and any LTIP awards will normally lapse on cessation of employment.

Deferred bonus shares are beneficially owned but must be held for a minimum of two years.

External appointments

Executive Directors are encouraged to undertake one external appointment, where they are able to combine this with their existing role. This helps to broaden experience and capability, which can benefit the Group. Currently, no external appointments are held by any Executive Directors.

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Terms of appointment and remuneration policy for Non-Executive Directors (NEDs)

NEDs are appointed by letters of appointment providing for an initial three-year term, subject to satisfactory performance and re-election at each AGM, with an expectation that they would serve for at least six years, to provide a mix of independence, balance and continuity of experience. In practice NEDs may be requested to serve up to nine years, subject to rigorous review. The dates of appointment and current terms of the NEDs who were serving at the year-end are set out in the below table.

Non-Executive Director	Date of appointment	Expiry date of current term
James Bilefield	October 2017	September 2026
Imogen Joss	December 2022	December 2028
Sanjeevan Bala	April 2024	April 2027
Paula Coughlan	April 2025	April 2028
Rosie Shapland	November 2025	November 2028

The appointment may be terminated by either the Group or the NED giving three months' notice. Upon termination or resignation, NEDs are not entitled to compensation and, except for the three months' notice, no fee is payable in respect of any unexpired portion of the three-year term of appointment.

Service contracts are available for inspection by appointment at 8 Bishopsgate, London EC2N 4BQ.

The policy for the remuneration of NEDs is summarised below:

Element	Purpose and link to strategy	Operation	Maximum	Performance metrics
Fees	Attracts, retains and motivates high-calibre NEDs to provide experience, capability and governance in the interest of shareholders.	Fees are determined by the Board as a whole and set by reference to those fees paid in similar companies, related to allocated responsibilities and subject to the aggregate Directors' fee limits contained in the Group's Articles of Association. Fees may be payable in cash and/or in shares. In exceptional circumstances, additional fees may be paid where there is a substantial increase in the temporary time commitment required of Non-Executive Directors. Out of pocket expenses including travel may be reimbursed by the Group in accordance with the Group's expenses policy (and may settle any tax incurred in relation to these).	There is no maximum individual fee limit. The overall fee comprises a basic fee plus payment for additional responsibilities such as chairing Committees and for interim additional duties. NEDs do not participate in the Group's incentive schemes.	Non-Executive Directors are not eligible for any performance-related remuneration. Obligation to perform satisfactorily and attend and contribute to meetings, assessed via Board effectiveness reviews.

Sourcing shares for share plans

Shares used to settle vested share awards may include new issue shares, treasury shares, Employee Benefit Trust (EBT) shares or market-purchased shares. The use of new issue or treasury shares is constrained by dilution limits which are reviewed by the Board annually. In order to comply with investor guidelines, the Board has agreed that certain LTIP awards will be satisfied using market-purchased shares via the EBT, if appropriate.

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Section 1 – Total reward for 2025

1.1 Directors' total remuneration for 2025
1.2 Annual bonus for 2025
1.3 LTIP awards vested by reference to performance over the three years to 2025
1.4 LTIP awards granted during the year
1.5 Performance conditions for the 2025–2027 LTIP award
1.6 Payments for loss of office
1.7 Payments to past Directors

1.1 Directors' total remuneration for 2025 (audited)

Director		Salary and fees £'000	Benefits[1] £'000	Pension[2] £'000	Total fixed pay £'000	Annual bonus £'000	Long Term Incentive Plan[3] £'000	Total variable pay £'000	Total annual compensation £'000
Timo Lehne	**2025**	**510.9**	**16.2**	**25.4**	**552.4**	**253.9**	**0.00**	**253.9**	**806.3**
	2024	510.9	16.4	25.5	552.8	291.5	68.1	359.6	912.4
Andrew Beach	**2025**	**372.5**	**19.2**	**18.6**	**410.4**	**174.3**	**0.00**	**174.3**	**584.7**
	2024	372.5	19.9	18.6	411.0	205.8	52.9	258.7	669.7
Elaine O'Donnell[4]	**2025**	**68.1**			**68.1**			**–**	**68.1**
	2024	68.1			68.1			–	68.1
Denise Collis[5]	**2025**	**48.5**			**48.5**			**–**	**48.5**
	2024	83.1			83.1			–	83.1
James Bilefield	**2025**	**179.5**			**179.5**			**–**	**179.5**
	2024	179.5			179.5			–	179.5
Sanjeevan Bala[6]	**2025**	**60.2**			**60.2**			**–**	**60.2**
	2024	34.9			34.9			–	34.9
Imogen Joss	**2025**	**66.5**			**66.5**			**–**	**66.5**
	2024	58.1			58.1			–	58.1
Paula Coughlan[7]	**2025**	**34.1**			**34.1**			**–**	**34.1**
	2024	–			–			–	–
Rosie Shapland[8]	**2025**	**0.76**			**0.76**			**–**	**0.76**
	2024	–			–			–	–

1 Benefits comprise car allowance, medical cover and life/income protection insurance.
2 Timo Lehne's pension is paid into a pension scheme. Andy Beach's pension is paid as cash in lieu.
3 2025 LTIP awards relate to those granted in early 2023 and due to vest in February 2026, based on performance assessed over 2023 to 2025 and including dividend equivalents. The value has been calculated using a share price of 164p, being the average closing price over Q4 of the financial year.
2024 LTIP awards relate to those granted in early 2022 and vested in February 2025 for both Executive Directors and additionally July 2025 for Timo Lehne. The LTIP value has been updated to reflect the actual share prices on the dates of vesting which were 247p and 241.5p.
4 Elaine O'Donnell stepped down from the Board on 31 December 2025.
5 Denise Collis retired from the Board on 30 June 2025.
6 Sanjeevan Bala was appointed to the Board on 25 April 2024.
7 Paula Coughlan joined the Board on 30 April 2025.
8 Rosie Shapland joined the Board on 27 November 2025.

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1.2 Annual bonus for 2025 (audited)

Bonus-maximum potential 120% of base salary	Weighting	Threshold (20%)	Target (50%)	Max (100%)	*Actual	Achievement % (as a % of maximum)	Outcome (of metric)
Group adjusted operating profit £m	50.0%	20.10	22.11	24.12	22.00	48.5%	24.27%
Group net fees £m	20.0%	323.0	339.2	355.3	309.1	0%	0.00%
Group Financial objectives	**70.0%**						**24.27%**
Client – Weekly Net Fees £m	5.0%	5.5	5.8	6.1	5.75	42.8%	2.1%
Employee eNPS score against professional services peer group	5.0%	Median (20)	Linear progression	Upper quartile (35)	21	24%	1.20%
DE&I Measuring female vs male promotions at Velocity Level 3+	5.0%	Equal number of men and women promoted	One more female promotion over number of men promoted	Two + more female promotions over number of men promoted	Three fewer women promoted vs men	0.0%	0.00%
Shared objectives	**15%**						**3.30%**
Personal objectives	**15%**	**Details set out later in this report.**				**CEO 92%** **CFO 76%**	**CEO 13.83%** **CFO 11.43%**
Total pay-out (% of maximum)	**100%**						**CEO 41.4%** **CFO 39.0%**

* Established using the agreed internal exchange rates, but values are equal to those stated in the financial section of this report.

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Performance of the CEO and CFO against their personal objectives for 2025 is detailed below:

Director	Personal objective	Assessment of performance by Committee	Overall achievement (out of maximum 100%)
Timo Lehne	**Strategy execution** Lead the evolution of our strategy, in conjunction with the Board and ExCo, into our next phase	Board approved/supported the revised strategy in Summer 2025, moving our focus away from M&A (for the moment) and concentrating on a lean operating model in front and back-office, while focusing our investments on expanding our technology offering through building AI Agents.	92%
	Upskilling sales colleagues to maximise impact of Mercury Sales consultants through Aftercare programme, and validated by evaluation process testing competence and sales enabler adoption	Comprehensive programme for new starters using a range of interventions. Identified new critical workflows to be trained as the new functionality is turned on. Some of these have only recently been launched. On top we had a wide range of system trainings provided by Sales Excellence and individual SMEs.	
	Grow activity levels per head by 20% for top four activities Increase the average BYD points in top four activity levels across the Group by more than 10% compared to 2024 average on a per head basis	Interviews per head (+12%), AB Hobs per head (+19%), Client meetings per head (+24%), Unique send-outs (+26%) etc. all up materially per head.	
	Order-to-cash improvement Right first time	H2 performance improved vs H1 baseline.	
	Transformation proof points & savings realisation Externally communicable proof points on productivity delivered in HY & FY results	TIP teaching planned for Jan 2026 with a very detailed analysis done in Q4 2025. All proof points included in HY25 results: page 4 of Interim Report and page 22 of results presentation.	
	FY25 cost savings delivered Achieve in-year savings of £11m	Achieved all budgeted savings, and considerably more than the target, due to underachievement of Budgeted Net Fees, ensuring that we hit our 2025 OP city number.	
	High performance culture – AIR rollout & adoption – over 50% of SL1 active users – Usage of hotlists in BYN > 65% of users with gold manager (100 contacts) & gold candidate (100 contacts) hotlists	AIR has been rolled out globally. No systems data to measure completion due to transfer across HR system but did receive very positive feedback on usage from the engagement survey and from testing a sample of colleagues. – BYN adoption of 70% across gold managers and 65% around gold candidates	
	Evolution of global operating model Post-transformation, TOM agreed for Operations, Finance, Legal, People	All agreed and part of FY26 deliverables.	
	Key staff retention High engagement of Sales – Top biller engagement and retention at 80%	Retention data currently not fully available, but retention of our top-performing cohorts has been overall very good.	

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Director	Personal objective	Assessment of performance by Committee	Overall achievement (out of maximum 100%)
Andrew Beach	**Stabilisation of the O2C team and performance post Transformation** Unallocated cash +30 days as % of total unallocated cash returned to pre-Transformation levels	– Nov 25 actual: 52% – Target: 44% (pre-Transformation, average Dec to July FY23) – Summary: whilst the target was not quite met, this metric did peak at 79% in H1 and so very strong recovery was achieved in H2	76%
	Unbilled +30 days as % of total unbilled returned to pre-Transformation levels	– Ave Q4 actual: 6.3% – Target: 8% (pre-Transformation, average Dec to July FY23) – Summary: target achieved	
	Disputes as % of collectable debt returned to pre-Transformation levels (interdependency: reliant on Transformation fixes and Sales/Operations working in line with new processes	– Ave Q4 actual: 8.3% – Target: 11% (pre-Transformation, average Dec to July FY23) – Summary: target achieved	
	Transformation proof points & savings realisation Externally communicable proof points on productivity and savings delivered in HY results	All proof points included in HY25 results: page 4 of Interim Report and page 22 of results presentation.	
	Improve forecasting accuracy Introduce new forecasting tool based on rolling new placement performance	New forecasting tool (CFO mid-month report) shared with Board from P4 onwards (first one issued on 11 April 2025).	
	FY25 cost savings delivered Achieve in-year savings of £13m	Achieved all budgeted savings, and considerably more than the target, due to underachievement of Budgeted Net Fees.	
	Post-Transformation target operating model for Finance Operations agreed TOM agreed between Global Finance Director and Global Process Director – Finance, including quantification of annualised savings	FinOps plan fully settled and agreed in August.	
	TOM transition plan agreed between Global Finance Director and People team	FinOps TOM transition plan agreed in September.	

The table below sets out the annual bonus outcome for the Executive Directors. In determining the final outcome, the Committee chose to exercise discretion in relation to the formulaic outturn, in recognition of shareholder experience. One third of the bonus payable will be paid in shares, which must be held for a period of two years.

	Financial element		Shared element		Personal element		
	% achievement (out of 70%)	Payment under Financial element £	% achievement (out 15%)	Payment under Shared element £	% achievement (out of 15%)	Payment under Personal element £	Total bonus payable £
Timo Lehne	24.27%	148,779	3.30%	20,471	13.83%	84,598	253,848
Andrew Beach	24.27%	108,493	3.30%	14,928	11.43%	50,962	174,383

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1.3 2023–2025 LTIP award vested by reference to performance over the three years to 2025 (audited)

Earnings Per Share (EPS) for 50% of the award:

EPS Pay-out range	Pay-out range (threshold to maximum)	Actual performance	Vesting level	Vesting % of total LTIP award
Between 55.8p and 69.0p per share	25%–100%	13.7p	0.0%	0.0%

Total Shareholder Return (TSR) for 20% of the award:

TSR – Rank of the Company compared to the peer group Pay-out range	Pay-out range (threshold to maximum)	Actual performance	Vesting level	Vesting % of total LTIP award
TSR performance between the median (-36.3%) and upper quartile (-4.2%)	25%–100%	-49.7%	0.0%	0.0%

Strategic objectives for 20% of the award:

Measure	Target	Actual performance	Vesting level	Vesting % of total LTIP award
Operating profit conversion ratio	Financial operating profit conversion ratio of between 20.0% and 23.5% in 2025	8.10%	0.0%	0.0%

ESG objectives for 10% of the award – equally weighted

Measure	Target	Actual performance	Vesting level	Vesting % of total LTIP award
ESG	Scope 1 and 2 – reduction between 35% and 45% Scope 1: CO_2 from sources the Company owns or controls directly, such as an internal car fleet. Scope 2: CO_2 derived from the Company's purchase of electricity, steam, heat, or cooling.	40%	62.6%	3.13%
	Scope 3 – Carbon reduction (absolute reduction of between threshold 20% and 25%) Scope 3: CO_2 derived from across the value chain, both upstream and downstream, e.g. supply chain and clients	41%	100%	5.00%
Total				8.13%

Number of shares granted vs vested vs lapsed based on assessment versus targets for 2023–2025 LTIP award granted in 2023 (audited)

In its review of the formulaic outturn for LTIP 2023–25, the Committee chose to exercise discretion, reducing the award to nil vesting.

Executive Director	Number of shares granted	Number of shares vested	Number of shares lapsed	Dividend equivalent additional shares	Value of vested shares based on grant price £	Value of vested shares attributable to share price growth £	Dividend equivalent additional shares £	Total £
Timo Lehne, CEO	159,164	0.00	159,164	0.00	0.00	£0	0.00	0.00
Andrew Beach, CFO	116,066	0.00	116,066	0.00	0.000	£0	0.00	0.00

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1.4 LTIP awards granted during 2025 (audited)

2025–27 LTIP award – grant 150% of base salary	Type	Date of grant	Number of shares	Face value of award[1]	% of award receivable at threshold	Performance period
Timo Lehne	Conditional share awards	10 March 2025	307,867	£766,280.96	25%	1 December 2025 to 30 November 2027 for EPS, OPCR and ESG.
Andrew Beach	Conditional share awards	10 March 2025	224,505	£558,792.94	25%	10 March 2025 to 9 March 2028 for TSR only.

1 Based on the closing share price on day before grant date of 249p.

1.5 Performance conditions for the 2025–2027 LTIP award (audited)

Awards vest on the third anniversary of grant, with a further two-year holding period on vested shares. Performance conditions are based on EPS, TSR, operating profit conversion ratio, and an ESG metric, each applied independently, and there will be a straight-line sliding scale between threshold and maximum.

LTIP Weighting	EPS	TSR	OPCR %	ESG
2025–2027	50%	20%	20%	10% (5% for each measure)
2025–2027	Between 22.0 pence (25% vesting) and 38.0 pence (100% vesting)	Between median (25% vesting) and upper quartile (100% vesting)	Adjusted operating profit conversion ratio between 14.0% (25% vesting) and 18.0% (100% vesting)	Measuring carbon reduction across Scope 1, 2 and 3 emissions. Incremental progress against 2030. Milestones, with reductions vs 2019 baseline: 1) Scope 1 and 2 reduction: between threshold 2,717 tCO_2e (25% vesting) and maximum 2,348 tCO_2e (100% vesting); and 2) Scope 3 reduction: between threshold 16,206 tCO_2e (25% vesting) and maximum 14,662 tCO_2e (100% vesting).

Notes:
For the 2025–27 LTIP grant the TSR peer group comprises of the following 14 companies – Robert Half International, Randstad, Adecco Group, Asgn, Manpower Group, Korn Ferry, Hays, Page Group, Kforce, Amadeus Fire, Groupe Crit, Kelly Services 'A', Robert Walters and Brunel Intl.

1.6 Payments for loss of office (audited)

No payments were made for loss of office in the year.

1.7 Payments to past Directors (audited)

No payments were made to past Directors in the year.

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Section 2 – How we will apply our remuneration policy in 2026

2.1 Base salary
2.2 Benefits and pension
2.3 2026 annual bonus including financial, shared and personal measures
2.4 2026 Long-Term Incentive Plan awards
2.5 Non-Executive Directors (NEDs)

2.1 Base salary

The table below illustrates the most recent base salary review (effective 2026).

Executive Director	Base salary 2025 £'000	Increase (from 1 Dec 2025)	Base salary 2026 £'000
Timo Lehne, CEO	510.9	0.0%	510.9
Andrew Beach, CFO	372.5	0.0%	372.5

2.2 Benefits and pension

There are no changes to the benefits offered. Any fluctuation in benefit values stated is due to changes in insurance premiums. The CEO and CFO receive a pension contribution of 5% of salary in line with the rate applying to the majority of the UK workforce.

2.3 2026 annual bonus including financial, shared and personal measures

The maximum annual bonus remains capped at 120% of base salary. One third of bonus is deferred in shares for two years. The bonus metrics and weightings for the 2026 annual bonus scheme are summarised in the table below. As the target ranges for each metric are considered to be commercially sensitive, they will be disclosed retrospectively in next year's Directors' remuneration report.

	Metric	Weighting	Measure	Link to strategy/notes
CEO	**Group Operating Profit**	40%	**Group Operating Profit**	Operating profit is the key underlying measure of profitability used within the business.
CFO		50%		
CEO	**Group Net Fees**	20%	**Group Net Fees**	Revenue less cost of sales. A broad indicator of trading.
CFO		20%		
CEO	**Client Penetration**	20%	**Client Penetration**	Improving our client base; pivoting towards a greater focus on higher value, more profitable clients.
CFO		10%		
CEO	**Personal Objectives**	20%	**Personal Objectives**	Delivery versus agreed objectives to produce value or efficiency gains.
CFO		20%		

2.4 Long-Term Incentive Plan awards

LTIP awards to be granted in early 2026 will be granted in shares worth 150% of salary, subject to a review of the prevailing share price at the date of grant. Awards will vest on the third anniversary of grant, with a further two-year holding period on vested shares. Performance conditions will be based on EPS, TSR, operating profit conversion ratio, and an ESG metric, each applied independently, and performance will be measured along a straight-line scale between threshold and maximum. The performance period for the TSR measure will start on 1 December 2025 and end on 30 November 2028.

These measures are considered to provide an effective link to the business KPIs and provide a strong long-term alignment of interest between Executives and shareholders.

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For comparison, LTIP targets are summarised in the following table, for grants made in 2024 and 2025:

LTIP Weighting	EPS	TSR	OPCR%	ESG
2024–2026	50%	20%	20%	10% (5% for each measure)
2025–2027	50%	20%	20%	10% (5% for each measure)
2026–2028	50%	20%	20%	10% (5% for each measure)
2024–2026	Between 50.0p (25% vesting) and 61.0p (100% vesting)	Between median (25% vesting) and UQ (100% vesting)	Adjusted operating profit conversion ratio between 18.5% (25% vesting) and 22.0% (100% vesting)	Measuring carbon reduction across Scope 1, 2 and 3 emissions. Incremental progress against 2030 milestones. 1) Scope 1 and 2 reduction: Between threshold 40% (25% vesting) and 50% (100% vesting). 2) Scope 3 reduction: Between threshold 20% (25% vesting) and 25% (100% vesting). Weighted equally as 5% of overall total.
2025–2027	Between 22p (25% vesting) and 38p (100% vesting)	Between median (25% vesting) and UQ (100% vesting)	Adjusted operating profit conversion ratio in 2027 to be between 14% (25% vesting) and 18% (100% vesting)	Measuring carbon reduction across Scope 1, 2 and 3 emissions. Incremental progress against 2030 milestones. 1) Scope 1 and 2 reduction: between threshold 2,717 tCO_2e (25% vesting) and maximum 2,348 tCO_2e (100% vesting); and 2) Scope 3 reduction: between threshold 16,206 tCO_2e (25% vesting) and maximum 14,662 tCO_2e (100% vesting) Weighted equally as 5% each of overall total.
2026–2028	Between 20p (25% vesting) and 25p (100% vesting)	Between median (25% vesting) and UQ (100% vesting)	Adjusted operating profit conversion ratio between 10.6% (25% vesting) and 12.8% (100% vesting)	Measures and targets are currently being finalised and will be disclosed in the RNS announcement for the Directors' LTIP awards.

Notes:
The TSR peer group comprises of the following 14 companies – Robert Half International, Randstad, Adecco Group, Asgn, Manpower Group, Korn Ferry, Hays, Page Group, Kforce, Amadeus Fire, Groupe Crit, Kelly Services 'A', Robert Walters, Brunel Intl.

2.5 Non-Executive Directors (NEDs)

The Committee and Board reviewed the fee levels during the year taking into consideration market benchmarks, the responsibilities and time commitment required for the Chair and NEDs to fulfil their role.

Again, this year it was agreed the Chair and NED fees shall remain unchanged.

The fees for the Chairman and NEDs are as follows:

Role	**2025 annual fee £'000**	2026 annual fee £'000
Chair	**179**	179
NED base fee (x 4 in 2025 and 2026)	**58**	58
Committee Chair (Audit and Remuneration)	**10**	10
SID	**10**	10
Employee engagement NED	**5**	5
Total (Articles of Association limit is £750,000 per annum)	**447**	447

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Section 3 – Directors' interests in shares and broader context for Directors' pay

3.1 Outstanding share awards held by Directors under LTIP and SAYE
3.2 Statement of Directors' shareholdings
3.3 Total Shareholder Return (TSR) performance of SThree over the last ten-year period
3.4 Historical levels of CEO remuneration and incentive plan pay-outs
3.5 Year-on-year percentage change in CEO remuneration compared to employees
3.6 CEO pay ratio
3.7 Relative importance of spend on all employees' pay compared to dividend payments

3.1 Outstanding share awards held by Directors under LTIP and SAYE (audited)

Awards outstanding (including those granted in the year), comprising LTIP, and SAYE (audited) Executive Directors' awards outstanding under the LTIP are set out in the table below. Awards are currently structured as conditional awards of shares.

Executive Director	Type of award	Dates of LTIP grant/award	Market price at grant/award	Shares originally awarded	Face value £	Vesting date	Remaining unvested at 30/11/2025
Timo Lehne	LTIP	09/03/2023	472	159,164	£751,254.00	09/03/2026	159,164
	LTIP	06/03/2024	416.5	213,915	£890,955.98	06/03/2027	213,915
	LTIP	10/03/2025	248.9	307,867	£766,280.96	10/03/2028	307,867
Andrew Beach	LTIP	09/03/2023	472	116,066	£547,832.00	09/03/2026	116,066
	LTIP	06/03/2024	416.5	155,992	£649,706.68	06/03/2027	155,992
	LTIP	10/03/2025	248.9	224,505	£558,792.94	10/03/2028	224,505

3.2 Statement of Directors' shareholdings (audited)

Under the remuneration policy Executive Directors must build and maintain a level of shares equivalent to at least 200% of base salary. Directors' interests in the ordinary share capital of the Company as at the year end, or at the date of stepping down from the Board, are shown in the table below, including the interests of connected persons and any changes since the start of the year. Other than the usual monthly purchases of shares under the Group's all-employee share purchase plans as disclosed in Regulatory Announcements, there have been no changes to the share interests of Directors between year-end and 23 February 2026. No Director had any other interest in the share capital of the Company or its subsidiaries, or exercised any option during the year, other than as disclosed.

Director	Ordinary shares held at 1 December 2024	Ordinary shares acquired	Ordinary shares disposed	Ordinary shares held at 30 November 2025[1]	Indirect interest with performance conditions (i.e. LTIP)[2]	Indirect interest with performance conditions (i.e. SIP)	Share options (SAYE)	Shareholding requirement (% of salary)	Shareholding (% of 2025 salary)[3]
Timo Lehne	317,099	44,718	–	361,817	680,946	262	–	200%	116%
Andrew Beach	82,916	36,515	–	119,926	496,563	269	–	200%	53%
James Bilefield	15,000	–	–	15,000	–	–	–	–	–
Elaine O'Donnell	11,000	–	–	11,000	–	–	–	–	–
Imogen Joss	–	–	–	–	–	–	–	–	–
Sanjeevan Bala	–	–	–	–	–	–	–	–	–
Paula Coughlan	–	–	–	–	–	–	–	–	–
Rosie Shapland	–	–	–	–	–	–	–	–	–
Denise Collis (retired)	5,000	–	–	5,000	–	–	–	–	–

1 Includes Deferred Bonus Shares. Shares held as at 30 June 2025 for Denise Collis.
2 By reference to original award numbers.
3 The value has been calculated using a share price of 164p, being the share price on the last day of the financial year.

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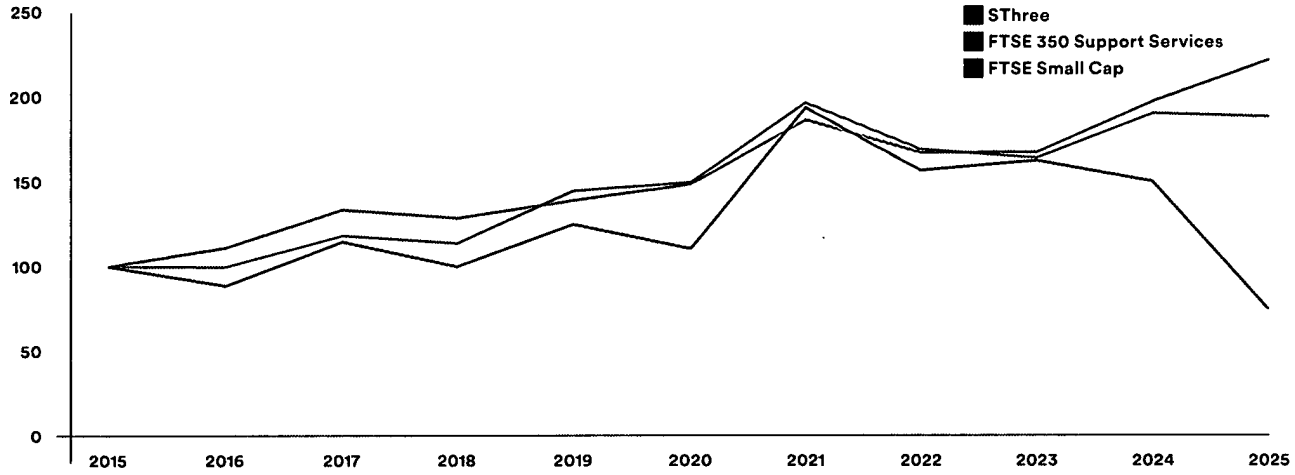
3.3 Total Shareholder Return (TSR) performance of SThree over the last ten-year period

The following graph shows the TSR of the Company, compared to the FTSE 350 Support Services and FTSE Small Cap indices. These are considered the most illustrative comparators for investors as the Company is or has been a constituent in the past of these indices.



3.4 Historical levels of CEO remuneration and incentive plan pay-outs

The table below shows historical levels of CEO total remuneration over a ten-year period, as well as annual bonus and LTIP vesting percentages over the same period.

Year	CEO	CEO total remuneration £'000	Annual bonus (% of maximum)	LTIP awards vesting (% of maximum)
2025	Timo Lehne	806.3	41.4%	0.00
2024	Timo Lehne	946.8	47.6%	16.2%
2023	Timo Lehne	946.0	18.5%	91.3%
2022	Timo Lehne[1]	942.8	82.7%	50.8%
2022	Mark Dorman[2]	364.2	79.3%	50.8%
2021	Mark Dorman	1,533.1	83.3%	34.4%
2020	Mark Dorman	500.2	00.0%	n/a[3]
2019	Mark Dorman (appointed 18 March 2019)	629.1	55.7%	n/a[4]
2019	Gary Elden (stepped down 18 March 2019)	832.1	53.2%	63.5%
2018	Gary Elden	1,064.0	73.4%	18.8%
2017	Gary Elden	1,228.9	76.2%	41.0%
2016	Gary Elden	1,058.5	56.4%	50.0%

1 Timo Lehne was appointed as interim CEO on 1 January 2022 and permanent CEO from 28 April 2022.
2 Mark Dorman stepped down from the CEO role on 31 December 2021.
3 Mark Dorman was not eligible to receive the 2018–2020 LTIP award for which the performance period ended in 2020; the LTIP vested at 19.3% of maximum for participants.
4 Mark Dorman was not eligible to receive the 2017–2019 LTIP award for which the performance period ended in 2019; the LTIP vested at 71.8% of maximum for participants.

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3.5 Year-on-year percentage change in Directors' remuneration compared to employees

The table below shows the percentage change for each element of remuneration between FY21 and FY25 for Directors who served during each year, compared with all Group employees.

	FY25 vs FY24			FY24 vs FY23			FY23 vs FY22			FY22 vs FY21		
	Salary/ fees	**Benefits**	**Annual bonus**	Salary/ fees	Benefits	Annual bonus	Salary/ fees	Benefits	Annual bonus	Salary/ fees	Benefits	Annual bonus
Timo Lehne	**(0.0%)**	**(0.8%)**	**(12.9%)**	2.0%	(2.8%)	162.8%	10.2%	16.2%	(75.3%)	n/a	n/a	n/a
Mark Dorman							n/a	n/a	n/a	n/a	n/a	n/a
Andrew Beach	**0.0%**	**(1.7%)**	**(15.3%)**	2.0%	2.9%	154.4%	3.5%	9.0%	(76.8%)	n/a	n/a	n/a
James Bilefield	**0.0%**			2.0%			3.5%			13.3%		
Elaine O'Donnell	**0.0%**			1.9%			3.2%			n/a		
Denise Collis	**n/a**			1.5%			2.4%			13.5%		
Barrie Brien	**n/a**			(59.1%)			(4.2%)			23.8%		
Sanjeevan Bala	**72.6%**											
Imogen Joss	**14.3%**			2.2%			(0.0%)					
Paula Coughlan	**n/a**											
Rosie Shapland	**n/a**											
All Employees	**(4.5%)**	**7.0%**	**(2.0%)**	11.8%	26.3%	0.1%	(1.2%)	(0.3%)	(22.1%)	13.8%	20.4%	(15.5%)

Notes:

n/a: comparisons for these executives cannot be provided if they joined or left in the year or were not on the Board in the prior year.

1 Denise Collis retired from the Board on June 2025.

2 Paula Coughlan joined the Board in April 2025.

3 Rosie Shapland joined the Board in November 2025.

4 No employees other than Directors are in the listed parent Company, therefore we have chosen to use Group employees.

5 All Employees: Uses the average Salary/Benefits/Annual bonus for the population in place at the time. Please see previous years' reports for comments in relation to comparisons for prior years.

3.6 CEO pay ratio

The Committee has decided to use Option B in the relevant regulations to calculate the Chief Executive Officer pay ratio, using 2025 gender pay gap information to identify the three UK employees as the best equivalents of P25, P50 and P75. The total pay and benefits for P25, P50 and P75 has been calculated based on full-time equivalent at 30 November 2025. This methodology was selected as the Committee believes this provides a more accurate and consistent calculation based on the information available at this time.

The following table sets out the CEO pay ratio at the median, 25th and 75th percentile.

Financial year	Method	25th percentile pay ratio	Median	75th percentile pay ratio
2025	**Option B**	**28:1**	**19:1**	**13:1**
2024	Option B	27:1	16:1	15:1
2023	Option B	32:1	20:1	12:1
2022	Option B	40:1	22:1	14:1
2021	Option B	59.1	35.1	23.1
2020	Option B	22.1	19.1	10.1
2019	Option B	34.1	26.1	16.1
2018	Option B	39.1	24.1	20.1

The employee remuneration data points at the three percentile ranges are shown below:

	Employees' salary (£)	Employees' total remuneration (£)
P 25 pay	32,450	34,072
P 50 pay	46,665	48,999
P 75 pay	71,167	74,725

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Ratios have varied each year primarily driven by varying CEO bonus awards and long-term incentive plan vesting.

The Committee is satisfied the median pay ratio is consistent with the pay, reward and progression policies for the Group's employees. Workforce pay and reward policies across the Group are actively considered by the Committee when determining the Executive Director Remuneration Policy and its implementation each year to ensure that our approach to reward across the Group is aligned with our values.

3.7 Relative importance of spend on all employees' pay compared to dividend payments

The table below sets out the change to the total employee remuneration costs compared with the change in dividends for 2025 compared to 2024. All figures are taken from the relevant sections of the Annual Report.

Item	**2025**	2024	Change
Dividends	**£18.5m**	£15.9m	16.4%
Remuneration paid to employees (incl. Directors)	**£222.2m**	£234.7m	(5.3%)

Section 4 – Governance

4.1 The Committee and its advisers
4.2 Statements of voting at most recent AGMs
4.3 Approval

4.1 The Committee and its advisers

The Committee's Terms of Reference (available at www.sthree.com) are reviewed periodically to align as closely as possible with the UK Corporate Governance Code (the 'Code') and CGI best practice guidelines. During the year, the Committee comprised only independent NEDs, being Denise Collis (Chair until 30 June 2025), James Bilefield, Sanjeevan Bala, Imogen Joss (Chair from 1 July 2025), Paula Coughlan (from 30 April 2025), Elaine O'Donnell and Rosie Shapland (from 27 November 2025). The Committee therefore meets Code requirements to comprise at least three independent NEDs.

The Chief Executive Officer, Chief Financial Officer and the most senior HR representative attend meetings by invitation, excluding matters related to their own remuneration. The Committee met four times during the year for routine business. No member of the Committee has any personal financial interest (other than as a shareholder) in the matters decided.

The Committee appointed Korn Ferry as its independent remuneration adviser in 2016, following a comprehensive review.

Fees paid to Korn Ferry for advice in relation to remuneration matters during the 2025 year were £115,766 (2024: £71,838) on a time spent basis, both excluding VAT. A representative from Korn Ferry attends each Remuneration Committee meeting and provides input into the papers. Korn Ferry are members of the Remuneration Consultants Group (RCG) and comply with the RCG Code of Conduct. Korn Ferry has no other relationship with the Company, and the Committee is satisfied that their advice was and is objective and independent.

4.2 Statements of voting at most recent AGMs

At the AGM held in April 2023, the following votes were cast in relation to the binding vote on the remuneration policy and at the AGM held in April 2025, the following votes were cast in relation to the advisory vote on the Directors' Remuneration Report.

Resolution	For	%	Against	%	Withheld
Directors' remuneration policy*	91,519,780	96.35	3,469,671	3.65	20,939
Directors' remuneration report*	93,558,964	92.23	7,886,269	7.77	332,657

* Votes withheld are not counted in the % shown above.

4.3 Approval

This report was approved by the Board of Directors on the date shown below and signed on its behalf by:

Imogen Joss
Chair of the Remuneration Committee
23 February 2026

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The Directors present their Annual Report and Accounts on the activities of the Company and the Group, together with the audited Consolidated Financial Statements for the year ended 30 November 2025.

The Board confirms that these, taken as a whole, are fair, balanced and understandable and that the narrative sections of the report are consistent with the financial statements and accurately reflect the Group's strategy, performance and financial position. Where reference is made to other sections of the Annual Report and Accounts, these sections are incorporated into this report by reference. An overview of the principal risks and uncertainties faced by the Group is also provided in the Strategic Report on pages 02 to 87, along with the Company's Section 172 statement.

These sections, together with the Governance (pages 90 to 101), Employee engagement (pages 102 to 104), Nomination Committee (pages 105 to 108), Audit & Risk Committee (pages 109 to 116) and Directors' remuneration reports (pages 117 to 139), provide an overview of the Group, including on environmental and employee matters, and give an indication of future developments in the Group's business, providing a balanced assessment of the Group's position and prospects in accordance with the latest reporting requirements. The Group's subsidiary undertakings, including branches outside the UK, are disclosed in note 24 to the financial statements, found on pages 197 to 198.

The forward-looking statements reflect knowledge and information available at the date of preparation of this Annual Report and Accounts and nothing in this Annual Report and Accounts should be construed as a profit forecast.

The Directors confirm that they have carried out a robust assessment of the principal and emerging risks facing the Company and the Group, including those that would threaten the business model, future performance, solvency and liquidity, and explained how they are being managed or mitigated (see analysis of key risks, mitigation and impact on strategy within the Strategic Report). Information on the Company, including legal form, domicile and registered office address, is included in note 1 to the financial statements, on page 161.

Business operations and performance business model

The Strategic Report provides information relating to the Group's activities, its business model, governance, strategy, future developments and the principal risks and uncertainties faced by the business, including analysis using both financial and non-financial KPIs where necessary.

Results and dividends

Results and other key financial information for the year ended 30 November 2025 are set out in the financial statements, beginning on page 155.

The Group paid an interim dividend of 5.1 pence per share in December 2025 (FY24: 5.1 pence). The Directors have also recommended a final dividend of 9.2 pence per share to be paid in June 2026 (FY24: 9.2 pence) to shareholders on the register at the close of business on 15 May 2026.

Financial instruments

Information and policy in respect of financial instruments and financial risk management is set out in note 22 to the financial statements, together with information on price, credit and liquidity risks, on pages 192 to 197.

Research and development

The only expenditure incurred in the area of research and development relates to software and system development, which is shown in the notes to the financial statements.

Events occurring after the reporting period

On 27 January 2026 the Company announced its intention to launch a share buyback programme of up to £20 million. The share buyback programme commenced on 12 February 2026. At 23 February 2026, £390,920.47 has been completed.

Significant agreements and implications following a change of control or takeover

The Group has business relationships with a number of clients and contractors but is not reliant on any single one.

There are no significant agreements which the Company is party to that take effect, alter or terminate upon a change of control of the Company following a takeover offer, with the exception of the Citibank and HSBC Revolving Credit Facility agreements.

The Company does not have agreements with any Director or employee that would provide compensation for loss of office or employment resulting from a takeover, except that in the event of a takeover, provisions of the Group's share plans and tracker share arrangements may cause options and awards to vest or for tracker shares to be acquired.

Directors and their interests

The Directors of the Company, including their biographies and Board Committee composition, are shown within the Board of Directors section of this Annual Report and Accounts on pages 90 to 91.

All Directors served throughout the financial year, except for Paula Coughlan, who was appointed to the Board on 30 April 2025, Rosie Shapland, who was appointed to the Board on 27 November 2025, and Denise Collis who retired as a Director on 30 June 2025. Elaine O'Donnell stepped down as a Director on 31 December 2025, after the year end.

In accordance with the UK Corporate Governance Code, all serving Directors will retire at the 2026 Annual General Meeting and submit themselves for election or re-election. Rules on the appointment and replacement of Directors are governed primarily by the Company's Articles, the UK Corporate Governance Code and the Companies Act 2006.

Other than employment contracts, none of the Directors had a material interest in any contract with the Company or its subsidiary undertakings. Key terms of the Directors' service contracts and interests in shares and options are disclosed in the Directors' remuneration report on pages 117 to 139. Details of the gender and ethnic diversity of the Board of Directors can be found on page 107.

Directors' indemnities, and Directors' and Officers' insurance

The Directors have the benefit of the indemnity provisions contained in the Company's Articles, and the Company has maintained throughout the year Directors' and Officers' liability insurance for the benefit of the Company, the Directors and its officers. The Company has entered into qualifying third-party indemnity arrangements for the benefit of all its Directors in a form and scope which comply with the requirements of the Companies Act 2006 and which were in force throughout the year and remain in force.

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Conflicts of interest

The Board also confirms that there are appropriate procedures in place to ensure that its powers to authorise the Directors' conflicts of interest are operated effectively. The Board maintains a register of all potential conflicts, which include external appointments, close family members and companies of which a Director maintains a significant shareholding.

Shareholders and share capital

Share capital and share rights

SThree plc is listed on the main market of the London Stock Exchange, and trades under the STEM ticker. As at 30 November 2025, the issued share capital of the Company was 127,858,067 ordinary shares of 1 pence each, which includes 35,767 shares held in treasury.

Details of the share capital of the Company, together with movements during the year are shown in the notes to the financial statements. The rights and obligations attached to the Company's ordinary shares are contained in the Articles. Shares acquired by employees under a Company share scheme rank equally with all other shares in issue.

Ordinary shares allow holders to receive dividends and to vote at general meetings of the Company. They also have the right to a return of capital on a winding-up.

There are no restrictions on the size of holding or the transfer of shares, which are both governed by the general provisions of the Company's Articles and relevant legislation. Under the Articles, the Directors have the power to suspend voting rights and the right to receive dividends in respect of ordinary shares, as well as to refuse to register a transfer in circumstances where the holder of those shares fails to comply with a notice issued under Section 793 of the Companies Act 2006. The Directors also have the power to refuse to register any transfer of certificated shares that does not satisfy the conditions set out in the Articles.

The Company is not aware of any agreements between shareholders that might result in the restriction of transfer of voting rights in relation to the shares held by such shareholders.

Authority to issue or make purchases of own shares including as treasury shares and dilution

The Company is, until the date of the forthcoming AGM, generally and unconditionally authorised to issue and buy back a proportion of its own ordinary shares.

The Company's policy is to comply with investor guidelines on dilution limits for its share plans by using a mixture of market-purchased and new-issue shares.

In December 2024, the Company announced a £20 million share buyback programme to purchase ordinary shares in the capital of the Company. Under the programme 7,779,335 ordinary shares were repurchased and cancelled.

In addition, 578,761 shares were purchased in the market during the year at a cost of £1,183,288 by the Employee Benefit Trust (EBT).

Purchases may be made for cancellation, to be held as treasury shares, or for the EBT. The Company's EBT has waived its right to dividends on shares held in the Trust account. The Directors will seek to renew the authority to purchase up to 10% of the Company's issued share capital at the next AGM.

Substantial shareholdings

As at the date of this report, the Group has been notified, under the Financial Conduct Authority's (FCA) Disclosure and Transparency Rules (DTR 5), of the significant interests in the ordinary share capital of the Company, shown below.

Name of holder	Number of shares	Percentage shareholding	Date of notification
JO Hambro Capital Management	13,961,276	10.92%	2 January 2026
Van Lanschot Kempen Investment Management NV	12,729,804	9.96%	12 June 2025
JP Morgan Asset Management	9,725,746	7.23%	11 December 2022
FIL Limited	6,444,316	5.04%	23 October 2025
FMR LLC	6,441,828	5.04%	21 October 2025
GLG Partners LP	6,742,647	5.03%	11 February 2025
Littlejohn & Co	6,739,588	5.01%	6 July 2023
Allianz Global Investors GmbH	6,104,204	4.78%	10 July 2025

The information provided above was correct at the date of notification. However, since notification of any change is not required until the next notifiable threshold is crossed, these holdings are likely to have changed. No Director held over 3% of the Company's share capital.

In addition, the Companies Act 2006, s992 (13c) requires disclosure of persons with significant direct or indirect holdings of securities as at the year end. At the year end we were aware of the following significant shareholdings:

Name of holder	Number of shares	Percentage shareholding	Nature of holding
Kempen Capital Management	14,495,866	11.34%	Indirect
JO Hambro Capital Management	14,115,577	11.04%	Indirect
Fidelity International	10,022,543	7.84%	Indirect
JPMorgan Asset Management	7,373,123	5.77%	Indirect
Jupiter Asset Management	7,109,407	5.56%	Indirect
Fidelity Management & Research	6,008,735	4.70%	Indirect
Man GLG	5,787,234	4.53%	Indirect
Allianz Global Investors	5,776,034	4.52%	Indirect
Harris Associates	4,695,355	3.67%	Indirect
Wellington Management	4,362,979	3.41%	Indirect

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Annual General Meeting (AGM)

The AGM of the Company will be held on 29 April 2026, at 8 Bishopsgate, London, England, EC2N 4BQ. A separate Notice details all business to be transacted.

Governance, policies and stakeholder information to be disclosed under LR 6.6.1R

Details of the disclosures to be made under Listing Rule 6.6.1R are listed below.

6.6.1R (3): Details of any long-term incentive schemes can be found in the Directors' remuneration report, on pages 117 to 139.

Aside from the above, the other required disclosures are not applicable.

Related party transactions

Details of any related party transactions undertaken during the year are shown in the notes to the financial statements.

Corporate and social responsibility, including diversity, human rights and environmental matters

The Board pays due regard to environmental, health and safety, and employment responsibilities, and devotes appropriate resources to monitoring compliance with, and improving, standards. The Chief Executive Officer has responsibility for these areas at Board level, ensuring that the Group's policies are upheld and providing the necessary resources.

Further information on the Group's diversity, human rights and anti-bribery and corruption policies, plus detail on environmental matters, including carbon emissions data, is contained in the 'Strategic progress' and 'Responsible business' sections of this Annual Report and Accounts, whilst information on employee share plans and share ownership is contained in the Directors' remuneration report and the notes to the financial statements.

Section 172 and stakeholder engagement

Information about our stakeholders, including employees, suppliers and customers, and how the Board has engaged and considered their views in regard to principal decisions can be found in the Corporate Governance Report and within the Stakeholder engagement section on pages 50 to 52 and Employee engagement section on pages 102 to 104.

Health and safety

The Group is committed to providing for the health, safety and welfare of all current and potential employees. Every effort is made to ensure that all health and safety legislation, regulations or similar codes of practice, are complied with.

Equal opportunities

The Group is also committed to providing equal opportunities and employees are encouraged to train and develop their careers. Group policy is to offer the opportunity to benefit from fair employment, without regard to gender, sexual orientation, marital status, race, religion or belief, age or disability, and full and fair consideration is given to the employment of disabled persons for all suitable jobs.

In the event of any employee becoming disabled, every effort is made to ensure that employment continues within the existing or a similar role, and it is the Group's policy to support disabled employees in all aspects of their training, development and promotion where it benefits both the employee and the Group.

Greenhouse gas emissions

The Board is conscious of the role that the business plays in building a greener future and its impact on the environment, and is committed to our ambitious environmental goals. Details of the business's carbon emissions can be found in the 'Our commitment to being a responsible business' section on pages 54 to 75.

Political donations

No donations for political purposes of any kind were made during the year (FY24: £nil).

Modern Slavery Act 2015: slavery and human trafficking statement

The Board of Directors has approved and published on its website its Modern Slavery Statement. This statement is made pursuant to Section 54(1) of the Modern Slavery Act 2015 and constitutes our slavery and human trafficking statement for 2024. The Company's Modern Slavery Act statement can be found on our website, www.sthree.com.

Championing human rights

Our Equal Opportunities policy sets out clear expectations of how to conduct business in an ethical and transparent way, without compromising integrity and professionalism, and respecting the rights and dignity of all people.

Our focus is on ethical recruitment and working conditions at our sites, security, and community health and livelihoods.

Given that we also expect our business partners to respect these workplace values, our Code of Conduct promotes:

- ethical handling of actual or apparent conflicts of interest;
- compliance with applicable governmental laws, rules and regulations;
- complete, accurate, fair and balanced disclosure in reporting; and
- prompt internal reporting of violations.

Furthermore, ensuring candidates are placed within a fair and ethical workplace is a fundamental pillar in the recruitment process. We have a responsibility to all candidates we place to ensure that they are not subjected to bribery, corruption, exploitation, forced labour or modern slavery at the companies they join. Implementation of this is ensured through extensive training and the continuous education of our people.

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Employees, contractors or other third parties are required to immediately report any instances of unethical behaviour or suspicion of malpractice to a line manager, or a member of the Group HR Team, or the Speak Up whistleblowing line. Any breaches in human rights are reported to our Chief People Officer and, where required, to relevant authorities.

Independent auditor

Ernst & Young LLP has expressed its willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming AGM.

Audit fees and non-audit services in respect of EY's 2025 audit are disclosed in the Audit & Risk Committee report, on page 115.

Statement of Directors' responsibilities in respect of financial statements

The Directors are responsible for preparing the Annual Report and Accounts 2025 and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the Group financial statements in accordance with UK-adopted International Accounting Standards and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 Reduced Disclosure Framework (FRS 101), and applicable law).

Under company law, Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group for that period.

In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK-adopted International Accounting Standards have been followed for the Group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the Company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' remuneration report comply with the Companies Act 2006.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' confirmations

The Directors consider that the Annual Report and Accounts 2025, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and Company's position and performance, business model and strategy.

Each of the Directors, whose names and functions are listed in the 'Our Board' section of this Annual Report and Accounts, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with UK-adopted International Accounting Standards, give a true and fair view of the assets, liabilities and financial position and profit of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities and financial position of the Company; and
- the Directors' report, together with the Strategic Report, Chair and other Officers' sections of this Annual Report and Accounts, includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the Group's and Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditors are aware of that information.

Kate Danson
Company Secretary
For and on behalf of SThree plc
23 February 2026

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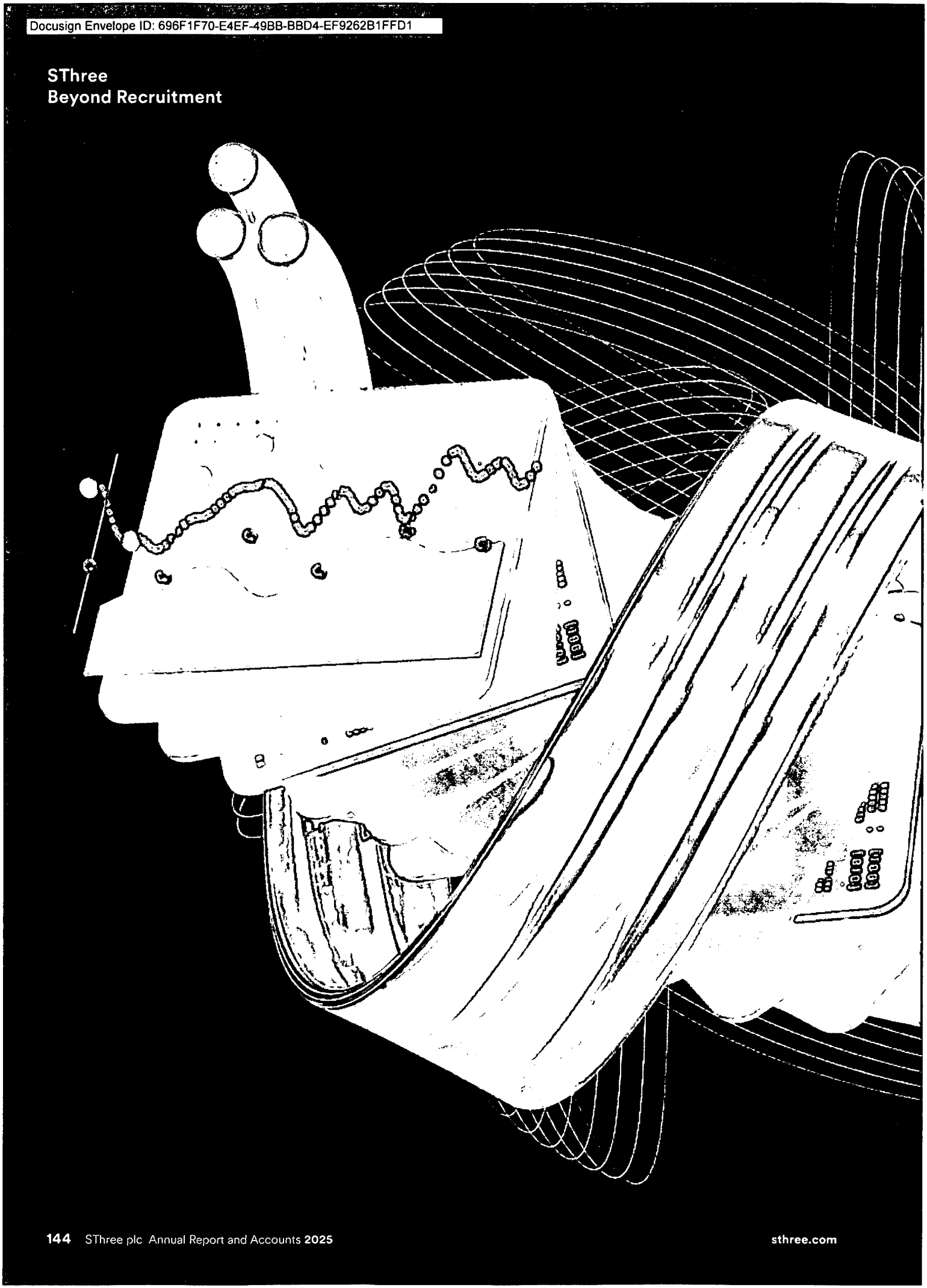

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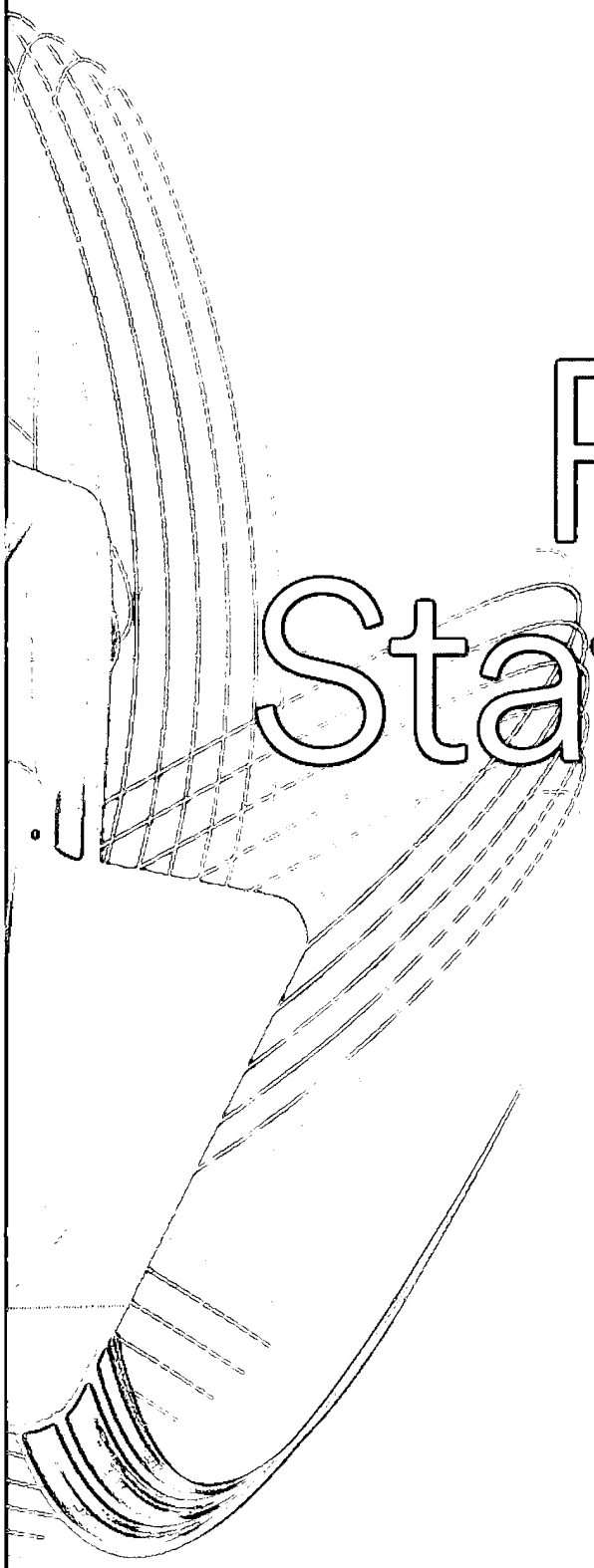

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Independent auditors' report to the members of SThree plc

Opinion

In our opinion:

- SThree plc's group financial statements and parent company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the parent company's affairs as at 30 November 2025 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of SThree plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 November 2025 which comprise:

Group	Parent company
Consolidated Income Statement for the year ended 30 November 2025	Statement of Financial Position as at 30 November 2025
Consolidated Statement of Comprehensive Income for the year ended 30 November 2025	Statement of Changes in Equity for the year ended 30 November 2025
Consolidated Statement of Financial Position as at 30 November 2025	Related notes 1 to 25 to the financial statements including material accounting policy information
Consolidated Statement of Changes in Equity for the year ended 30 November 2025	
Consolidated Statement of Cash Flows for the year ended 30 November 2025	
Related notes 1 to 25 to the financial statements, including material accounting policy information	

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the group and parent in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the group or the parent company and we remain independent of the group and the parent company in conducting the audit.

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Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group and parent company's ability to continue to adopt the going concern basis of accounting included:

- Confirming our understanding of management's going concern process including the review controls in place over the preparation of the group's going concern model;
- Assessing the appropriateness of the duration of the going concern assessment period to 31 July 2027 and considering the existence of any significant events or conditions beyond this period based on our knowledge arising from other areas of the audit;
- Obtaining management's board approved cash flow forecasts, forecast covenant calculations and sensitivities to 31 July 2027, ensuring the forecasts are consistent with those used in other areas including impairment and deferred tax asset recoverability assessments. We obtained management's reverse stress test to understand how severe the downside scenarios would need be to result in negative liquidity or a covenant breach and assess the plausibility of the scenarios. We tested the models for arithmetical accuracy, as well as checking the net debt position at the year-end date which is the starting point for the model. We assessed the reasonableness of the cashflow forecasts by analysing management's historical forecasting accuracy and by challenging management's assumptions in preparing the forecasts;
- Reviewing management's assessment of controllable mitigating options available to the group to reduce cash flow spend in the going concern period, to determine whether such actions could be implemented by management, if required. We have obtained support to determine whether these were within the control of management and evaluated the impact of these mitigations in light of our understanding of the business and its cost structures;
- Reading the group's borrowing facilities agreements to understand the covenant requirements. We reviewed that no covenants have been breached during the year to 30 November 2025 and there is no forecast covenant breach in either the base or severe but plausible downside scenarios during the going concern assessment period;
- Reviewing market data for indicators of potential contradictory evidence to challenge the company's going concern assessment including review of profit warnings within the sector and review of industry analyst reports; and
- Considering whether management's disclosures in the financial statements sufficiently and appropriately reflect the going concern assessment and outcomes.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period through to 31 July 2027.

In relation to the group and parent company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

Overview of our audit approach

Audit scope	– We performed an audit of the complete financial information of 10 components and audit procedures on specific balances for a further 5 components and central procedures on share options, taxation, right of use assets and lease liabilities, trade receivables, contract assets, provision for impairment of trade receivables and contract assets, cash and cash equivalents, provisions, trade payables, certain centralised accruals, and equity.
Key audit matters	– Appropriateness of the timing of revenue recognition around year-end.
	– Carrying value of investments in certain UK subsidiaries (parent company only).
Materiality	– Overall group materiality of £2.9m which represents 5% of profit before tax normalised over a 3-year period between 2023 to 2025.

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An overview of the scope of the parent company and group audits

Tailoring the scope

In the current year our audit scoping has been updated to reflect the new requirements of ISA (UK) 600 (Revised). We have followed a risk-based approach when developing our audit approach to obtain sufficient appropriate audit evidence on which to base our audit opinion. We performed risk assessment procedures, to identify and assess risks of material misstatement of the group financial statements and identified significant accounts and disclosures.

When identifying components at which audit work needed to be performed to respond to the identified risks of material misstatement of the group financial statements, we considered our understanding of the group and its business environment, the potential impact of climate change, the applicable financial framework, the group's system of internal control at the entity level, the existence of centralised processes, applications and any relevant internal audit results.

We determined that centralised audit procedures can be performed across all components in the following audit areas: share options, taxation, right of use assets and lease liabilities, trade receivables, contract assets, provision for impairment of trade receivables and contract assets, cash and cash equivalents, provisions, trade payables, certain centralised accruals, and equity.

We then identified 9 components as individually relevant to the group due to relevant events and conditions underlying the identified risks of material misstatement of the group financial statements being associated with the reporting components or a pervasive risks of material misstatement of the group financial statements or a significant risk or an area of higher assessed risk of material misstatement of the group financial statements being associated with the components and 3 of the components of the group as individually relevant due to materiality or financial size of the component relative to the group.

For those individually relevant components, we identified the significant accounts where audit work needed to be performed at these components by applying professional judgement, having considered the group significant accounts on which centralised procedures will be performed, the reasons for identifying the financial reporting component as an individually relevant component and the size of the component's account balance relative to the group significant financial statement account balance.

We then considered whether the remaining group significant account balances not yet subject to audit procedures, in aggregate, could give rise to a risk of material misstatement of the group financial statements. We selected 3 components of the group to include in our audit scope to address these risks.

Having identified the components for which work will be performed, we determined the scope to assign to each component.

Of the 15 components selected, we designed and performed audit procedures on the entire financial information of 10 components ("full scope components"). For 5 components, we designed and performed audit procedures on specific significant financial statement account balances or disclosures of the financial information of the component ("specific scope components"). For the remaining 78 components, we performed specified audit procedures to obtain evidence for one or more relevant assertions.

Our scoping to address the risk of material misstatement for each key audit matter is set out in the key audit matters section of our report.

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Involvement with component teams

All audit work performed for the purposes of the audit was undertaken by the group audit team.

Climate change

Stakeholders are increasingly interested in how climate change will impact SThree plc. The group has determined that the most significant future impacts from climate change on their operations will be from transition and physical risks. These are explained on pages 68 to 70 in the required Task Force On Climate Related Financial Disclosures. They have also explained their climate commitments on pages 73 to 75. All of these disclosures form part of the "Other information," rather than the audited financial statements. Our procedures on these unaudited disclosures therefore consisted solely of considering whether they are materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appear to be materially misstated, in line with our responsibilities on "Other information".

In planning and performing our audit we assessed the potential impacts of climate change on the group's business and any consequential material impact on its financial statements.

The group has explained in their Basis of Preparation how they have reflected the impact of climate change in their financial statements. There are no significant judgements or estimates relating to climate change in the notes to the financial statements.

Our audit effort in considering the impact of climate change on the financial statements was focused on evaluating management's assessment of the impact of climate risk, physical and transition, their climate commitments, the effects of material climate risks disclosed on pages 66 to 77 and whether these have been appropriately reflected following the requirements of the relevant accounting framework. As part of this evaluation, we performed our own risk assessment, supported by our climate change internal specialists, to determine the risks of material misstatement in the financial statements from climate change which needed to be considered in our audit.

We also challenged the Directors' considerations of climate change risks in their assessment of going concern and viability and associated disclosures.

Based on our work we have not identified the impact of climate change on the financial statements to be a key audit matter or to impact a key audit matter.

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Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Appropriateness of the timing of revenue recognition around year-end (FY25: £1,302.2m, FY24: £1,492.9m) Refer to the Audit Committee Report (page 112); and Note 2 of the Consolidated Financial Statements (page 165). The group has reported contract revenue of £1,248.0m (FY24: £1,431.1m) and permanent placement revenue of £54.2m (FY24: £61.8m). For permanent placement revenue, the group processes a high volume of low value, routine transactions which we determine not to be subject to increased risk of material misstatement. We have therefore determined that the risk of management override is through the recognition of topside revenue journals at year-end due to pressure to deliver in line with market expectations. This risk is also applicable to contract revenue. For contract revenue, this includes an assessment of professional services received by the client for services provided by contractors between the date of the last received timesheet and the year-end. At year-end this is amended to reflect the estimated historical shrinkage rate. There is a risk that an incorrect shrinkage rate is applied and therefore that related revenue does not exist or is not recognised in the correct period.	**Scoping:** We performed full and specific scope audit procedures over this risk area in 7 locations, which covered 88% of the revenue balance. All audit work in relation to this key audit matter was performed by the group audit team. **Tests of details:** Our procedures included: – We performed walkthroughs to obtain an understanding of the revenue recognition processes and evaluate the design effectiveness of key controls. – We performed detailed testing over the 12-month rolling average historical shrinkage rate calculation, including, testing the inputs to the calculation and recalculating the adjustment. – We validated the accuracy of management's manual journal entry to record the shrinkage adjustment by agreeing to the shrinkage calculation. – We performed sensitivity analysis and lookback procedures over the shrinkage rate calculation. – To address the risk of management override, we performed journal entry testing over revenue, focusing on management-initiated entries and top-side adjustments specifically around year-end. **For all other components which represent 12% of the revenue balance:** We performed audit procedures centrally on a legal entity basis to address the risk of an undetected material error occurring in the group's revenue. These comprised analytical review procedures over revenue.	We concluded that contract revenue and permanent placement revenue recognised is correctly recorded in accordance with the group's revenue recognition criteria and UK-adopted international accounting standards.

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Risk	Our response to the risk	Key observations communicated to the Audit Committee
Carrying value of investments in certain UK subsidiaries (Parent Company only) (Impairment charge FY25: £nil, FY24: £46.5m) Refer to the Audit Committee Report (page 112); and Note 11 of the Financial Statements (pages 178 to 179). The Company holds investments in a number of UK subsidiaries including its UK operations. An assessment of impairment indicators is performed by management annually at each reporting date. The trading update announcement in relation to the continued challenging market conditions in which the group operates was seen as an indicator of impairment and therefore a full impairment test was performed. Where there is an indicator of impairment, management applies judgement in assessing the recoverable amount of the investments. In conducting its reviews, the group makes judgements and estimates in relation to the assumptions behind the calculation of recoverable amount. The key assumptions are the forecast net fees and discount rate.	**Scoping:** We performed audit procedures over this risk area centrally by the group audit team, which covered 100% of the risk amount. **Audit procedures included:** – Performing a walkthrough to obtain an understanding of the impairment process, including, annual budgeting process, and evaluate the design effectiveness of key controls. – Evaluating management accounting policies and understanding of the methodology and material assumptions applied as part of the impairment assessment in accordance with IAS 36. – Performing historical look-back analysis to assess forecasting accuracy. – Engaging our valuation specialists to identify an independent range of acceptable outcomes for the discount rate based on external macroeconomic and market data. – Assessing the integrity of the impairment models through testing of the mechanical accuracy and evaluating the application of the input assumptions, including net fees. – Reviewing the market capitalisation of the group against the carrying value of investments. **Disclosure:** We assessed the appropriateness and completeness of the disclosures for compliance with IAS 36 in the parent company financial statements.	We confirmed that the recognition of no impairment charge for the UK business was appropriate as there was headroom between the recoverable amount and the carrying amount. We consider the disclosures in the financial statements to be appropriate.

In the prior year, our auditor's report included a key audit matter in relation to 'Provision for impairment of trade receivables and contract assets'. In the current year, this has not been included as a key audit matter as it was deemed to have a lower effect on our overall audit strategy and the allocation of resources than those outlined above. This is due to the consistency of the application of the expected credit loss model compared to the prior year.

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Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the group to be £2.9 million (2024: £3.4 million), which is 5% (2024: 5%) of profit before tax normalised over a 3-year period between 2023 to 2025 (2024: profit before tax). We believe that 3-year average profit before tax provides us with a consistent measure of the group's performance in light of the downturn in results in the current year.

We determined materiality for the parent company to be £2.0 million (2024: £0.8 million), which is 1% (2024: 1%) of net assets. Where parent company balances were audited as part of the group audit, they were audited to an allocation of the group's performance materiality.

During the course of our audit, we reassessed initial materiality and amended it for final profit before tax figures.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the group's overall control environment, our judgement was that performance materiality was 75% (2024: 50%) of our planning materiality, namely £2.1m (2024: £1.7m). We have set performance materiality at this percentage due to a low number and value of corrected and uncorrected misstatements in the prior year audit, and through the current year audit. Performance materiality was set at 50% in 2024 due to it being our first year as auditors of the group.

Audit work was undertaken at component locations for the purpose of responding to the assessed risks of material misstatement of the group financial statements. The performance materiality set for each component is based on the relative scale and risk of the component to the group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was £0.4m to £1.0m (2024: £0.3m to £0.7m).

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the audit committee that we would report to them all uncorrected audit differences in excess of £0.1m (2024: £0.2m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

Other information

The other information comprises the information included in the annual report set out on pages 1 to 143, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

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Opinions on other matters prescribed by the Companies Act 2006

In our opinion, the part of the directors' remuneration report to be audited has been properly prepared in accordance with the Companies Act 2006.

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Corporate Governance Statement

We have reviewed the directors' statement in relation to going concern, longer-term viability and that part of the Corporate Governance Statement relating to the group and company's compliance with the provisions of the UK Corporate Governance Code specified for our review by the UK Listing Rules.

Based on the work undertaken as part of our audit, we have concluded that each of the following elements of the Corporate Governance Statement is materially consistent with the financial statements or our knowledge obtained during the audit:

- Directors' statement with regards to the appropriateness of adopting the going concern basis of accounting and any material uncertainties identified set out on page 84;
- Directors' explanation as to its assessment of the company's prospects, the period this assessment covers and why the period is appropriate set out on page 84;
- Directors' statement on whether it has a reasonable expectation that the group will be able to continue in operation and meets its liabilities set out on page 84;
- Directors' statement on fair, balanced and understandable set out on page 140;
- Board's confirmation that it has carried out a robust assessment of the emerging and principal risks set out on page 140;
- The section of the annual report that describes the review of effectiveness of risk management and internal control systems set out on pages 76 to 83; and
- The section describing the work of the audit committee set out on pages 110 to 116.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 143, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group and parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

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Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the company and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the group and determined that the most significant are those that relate to the reporting framework (UK adopted international accounting standards, FRS 101, the Companies Act 2006 and UK Corporate Governance Code) and relevant tax compliance regulations in the jurisdictions in which the group operates. In addition, we concluded that there are certain laws and regulations which may have an effect on the determination of amounts and disclosures in the financial statements being the Listing Rules of the UK Listing Authority. There are no significant, industry specific laws or regulations that we considered in determining our approach.
- We understood how SThree plc is complying with those frameworks by making enquiries of management, internal audit, those responsible for legal and compliance procedures and the company secretary. We corroborated our enquiries through our review of board minutes and board papers provided to the Board and Audit Committee.
- We assessed the susceptibility of the group's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where they considered there was susceptibility to fraud. We also considered performance targets and their propensity to influence on efforts made by management to manage earnings. We considered the programmes and controls that the group has established to address risks identified, or that otherwise prevent, deter and detect fraud, and how senior management monitors those programmes and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved: journal entry testing, with a focus on manual consolidation journals and journals indicating large or unusual transactions based on our understanding of the business; enquiries of legal counsel, group management, internal audit; engaging with internal specialists; and review of any information received by management from their external specialists as required. In addition, we completed procedures to conclude on the compliance of the disclosures in the annual report and accounts with all applicable requirements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters we are required to address

- Following the recommendation from the audit committee we were appointed by the company on 25 April 2024 to audit the financial statements for the year ending 30 November 2024 and subsequent financial periods.

  The period of total uninterrupted engagement including previous renewals and reappointments is 2 years, covering the years ended 30 November 2024 to 30 November 2025.
- The audit opinion is consistent with the additional report to the audit committee.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Nicola McIntyre (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Glasgow
23 February 2026

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Consolidated Income Statement for the year ended 30 November 2025

£'000	Note	2025	2024
Revenue	2	**1,302,204**	1,492,906
Cost of sales	2	**(979,508)**	(1,123,827)
Net fees	2	**322,696**	369,079
Administrative expenses	3	**(295,256)**	(301,972)
Impairment losses on financial assets	12	**(1,305)**	(913)
Operating profit		**26,135**	66,194
Finance income	5	**1,469**	2,891
Finance costs	5	**(2,071)**	(1,445)
Profit before income tax		**25,533**	67,640
Income tax expense	6	**(7,859)**	(17,948)
Profit for the year attributable to the owners of the Company		**17,674**	49,692

Earnings per share attributable to shareholders pence			
Basic	7	**13.7**	37.4
Diluted	7	**13.6**	37.1

The accompanying notes form an integral part of this Consolidated Income Statement.

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Consolidated Statement of Comprehensive Income for the year ended 30 November 2025

£'000	Note	2025	2024
Profit for the year		**17,674**	49,692
Other comprehensive profit/(loss)			
Items that may be subsequently reclassified to income statement:			
Exchange differences on retranslation of foreign operations		**4,352**	(4,304)
Other comprehensive profit/(loss) for the year (net of tax)		**4,352**	(4,304)
Total comprehensive income for the year attributable to owners of the Company		**22,026**	45,388

The accompanying notes form an integral part of this Consolidated Statement of Comprehensive Income.

SThree plc ('the Company') has elected to take the exemption under Section 408 of the Companies Act 2006 not to present an income statement and statement of comprehensive income for the parent Company.

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Statements of Financial Position as at 30 November 2025

£'000	Note	Consolidated 30 November 2025	Consolidated 30 November 2024	Company 30 November 2025	Company 30 November 2024
ASSETS					
Non-current assets					
Property, plant and equipment	9	**54,051**	46,217	**–**	–
Intangible assets	10	**15,968**	12,122	**–**	–
Investments	11	**–**	–	**189,556**	184,720
Deferred tax assets	18	**3,292**	3,408	**3**	–
Total non-current assets		**73,311**	61,747	**189,559**	184,720
Current assets					
Trade and other receivables	12	**330,890**	364,907	**3,397**	66
Current tax assets		**11,242**	10,315	**14,584**	27,292
Cash and cash equivalents	13	**67,962**	69,756	**74**	82
Total current assets		**410,094**	444,978	**18,055**	27,440
Total assets		**483,405**	506,725	**207,614**	212,160
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	19	**1,279**	1,356	**1,279**	1,356
Share premium		**42,141**	42,098	**42,141**	42,098
Other reserves		**3,219**	(7,195)	**(134)**	(6,196)
Retained earnings		**188,457**	212,385	**152,310**	44,353
Total equity		**235,096**	248,644	**195,596**	81,611
Current liabilities					
Bank overdraft	13	**–**	88	**–**	–
Trade and other payables	14	**182,922**	198,223	**12,018**	130,538
Lease liabilities	15	**10,549**	10,419	**–**	–
Provisions	17	**2,831**	4,068	**–**	–
Current tax liabilities		**11,635**	12,275	**–**	–
Total current liabilities		**207,937**	225,073	**12,018**	130,538
Non-current liabilities					
Lease liabilities	15	**36,952**	29,362	**–**	–
Provisions	17	**2,581**	2,784	**–**	–
Deferred tax liabilities	18	**839**	862	**–**	11
Total non-current liabilities		**40,372**	33,008	**–**	11
Total liabilities		**248,309**	258,081	**12,018**	130,549
Total equity and liabilities		**483,405**	506,725	**207,614**	212,160

The accompanying notes form an integral part of these Statements of Financial Position.

The Company's profit after tax for the year was £148.3 million (FY24: loss after tax of £55.1 million).

The financial statements on pages 155 to 160 were approved by the Board of Directors on 23 February 2026 and signed on its behalf by:

Andrew Beach
Chief Financial Officer

Signed by:
Andrew Beach
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Company registered number: 03805979

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Consolidated Statement of Changes in Equity for the year ended 30 November 2025

£'000	Note	Share capital	Share premium	Capital redemption reserve	Capital reserve	Treasury reserve	Currency translation reserve	Fair value reserve of equity investments	Retained earnings	Total equity attributable to owners of the Company
Balance at 1 December 2024		**1,356**	**42,098**	**172**	**878**	**(7,246)**	**(999)**	**–**	**212,385**	**248,644**
Profit for the year		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**17,674**	**17,674**
Other comprehensive profit for the year		**–**	**–**	**–**	**–**	**–**	**4,352**	**–**	**–**	**4,352**
Total comprehensive income for the year		**–**	**–**	**–**	**–**	**–**	**4,352**	**–**	**17,674**	**22,026**
Dividends paid to equity holders		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(18,542)**	**(18,542)**
Distributions payable to tracker shareholders		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(18)**	**(18)**
Settlement of vested tracker shares	19(a)	**1**	**42**	**–**	**–**	**2,509**	**–**	**–**	**(2,550)**	**2**
Settlement of share-based payments	19(a)	**–**	**1**	**–**	**–**	**4,659**	**–**	**–**	**(4,659)**	**1**
Purchase of shares by Employee Benefit Trust	19(a)	**–**	**–**	**–**	**–**	**(1,184)**	**–**	**–**	**–**	**(1,184)**
Cancellation of share capital	19(a)	**(78)**	**–**	**78**	**–**	**20,199**	**–**	**–**	**(20,199)**	**–**
Purchase of own shares	19(a)	**–**	**–**	**–**	**–**	**(20,199)**	**–**	**–**	**–**	**(20,199)**
Credit to equity for equity-settled share-based payments	19(b)	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**4,428**	**4,428**
Current and deferred tax on share-based payment transactions	6, 18	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(62)**	**(62)**
Total movements in equity		**(77)**	**43**	**78**	**–**	**5,984**	**4,352**	**–**	**(23,928)**	**(13,548)**
Balance at 30 November 2025		**1,279**	**42,141**	**250**	**878**	**(1,262)**	**3,353**	**–**	**188,457**	**235,096**
Balance at 1 December 2023		**1,349**	**39,700**	**172**	**878**	**(7,939)**	**3,305**	**(13)**	**185,432**	**222,884**
Profit for the year		–	–	–	–	–	–	–	49,692	49,692
Other comprehensive loss for the year		–	–	–	–	–	(4,304)	–	–	(4,304)
Total comprehensive (loss)/income for the year		–	–	–	–	–	(4,304)	–	49,692	45,388
Transfer of loss on disposal of equity investments through other comprehensive income to retained earnings		–	–	–	–	–	–	13	(13)	–
Dividends paid to equity holders		–	–	–	–	–	–	–	(15,860)	(15,860)
Distributions payable to tracker shareholders		–	–	–	–	–	–	–	(44)	(44)
Settlement of vested and unvested tracker shares	19(a)	5	1,901	–	–	3,324	–	–	(4,167)	1,063
Settlement of share-based payments	19(a)	2	497	–	–	7,369	–	–	(7,539)	329
Purchase of shares by Employee Benefit Trust	19(a)	–	–	–	–	(10,000)	–	–	–	(10,000)
Credit to equity for equity-settled share-based payments	19(b)	–	–	–	–	–	–	–	4,894	4,894
Current and deferred tax on share-based payment transactions	6, 18	–	–	–	–	–	–	–	(10)	(10)
Total movements in equity		7	2,398	–	–	693	(4,304)	13	26,953	25,760
Balance at 30 November 2024		1,356	42,098	172	878	(7,246)	(999)	–	212,385	248,644

The accompanying notes form an integral part of this Consolidated Statement of Changes in Equity.

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Company Statement of Changes in Equity for the year ended 30 November 2025

£'000	Note	Share capital	Share premium	Capital redemption reserve	Capital reserve	Treasury reserve	Retained earnings	Total equity attributable to owners of the Company
Balance at 1 December 2024		**1,356**	**42,098**	**172**	**878**	**(7,246)**	**44,353**	**81,611**
Total comprehensive income for the year		**–**	**–**	**–**	**–**	**–**	**148,342**	**148,342**
Dividends paid to equity holders		**–**	**–**	**–**	**–**	**–**	**(18,542)**	**(18,542)**
Settlement of vested tracker shares	19(a)	**1**	**42**	**–**	**–**	**2,509**	**(1,506)**	**1,046**
Settlement of share-based payments	19(a)	**–**	**1**	**–**	**–**	**4,659**	**(4,659)**	**1**
Purchase of shares by Employee Benefit Trust	19(a)	**–**	**–**	**–**	**–**	**(1,184)**	**–**	**(1,184)**
Cancellation of share capital	19(a)	**(78)**	**–**	**78**	**–**	**20,199**	**(20,199)**	**–**
Purchase of own shares	19(a)	**–**	**–**	**–**	**–**	**(20,199)**	**–**	**(20,199)**
Credit to equity for equity-settled share-based payments		**–**	**–**	**–**	**–**	**–**	**4,509**	**4,509**
Current and deferred tax on share-based payment transactions	18	**–**	**–**	**–**	**–**	**–**	**12**	**12**
Total movements in equity		**(77)**	**43**	**78**	**–**	**5,984**	**107,957**	**113,985**
Balance at 30 November 2025		**1,279**	**42,141**	**250**	**878**	**(1,262)**	**152,310**	**195,596**
Balance at 1 December 2023		**1,349**	**39,700**	**172**	**878**	**(7,939)**	**118,401**	**152,561**
Total comprehensive loss for the year		–	–	–	–	–	(55,137)	(55,137)
Dividends paid to equity holders		–	–	–	–	–	(15,860)	(15,860)
Settlement of vested tracker shares	19(a)	5	1,901	–	–	3,324	(399)	4,831
Settlement of share-based payments	19(a)	2	497	–	–	7,369	(7,539)	329
Purchase of shares by Employee Benefit Trust	19(a)	–	–	–	–	(10,000)	–	(10,000)
Credit to equity for equity-settled share-based payments		–	–	–	–	–	4,894	4,894
Current and deferred tax on share-based payment transactions	18	–	–	–	–	–	(7)	(7)
Total movements in equity		7	2,398	–	–	693	(74,048)	(70,950)
Balance at 30 November 2024		1,356	42,098	172	878	(7,246)	44,353	81,611

The accompanying notes form an integral part of this Company Statement of Changes in Equity.

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Consolidated Statement of Cash Flows for the year ended 30 November 2025

£'000	Note	2025	2024
Cash flows from operating activities			
Profit before tax		**25,533**	67,640
Adjustments for:			
Depreciation and amortisation charge	9, 10, 15	**17,669**	15,254
Loss on disposal of property, plant and equipment other than right-of-use assets	9	**48**	135
Gain on lease modification	9	**(42)**	(69)
Finance income	5	**(1,469)**	(2,891)
Finance costs	5	**2,071**	1,445
Gain on disposal of subsidiary	3	**–**	(135)
Non-cash charge for share-based payments	19(b)	**4,662**	4,986
Operating cash flows before changes in working capital and provisions		**48,472**	86,365
Decrease/(increase) in receivables		**44,151**	(28,382)
(Decrease)/increase in payables		**(20,973)**	3,667
Decrease in provisions		**(1,558)**	(1,861)
Cash generated from operations		**70,092**	59,789
Interest received	5	**1,469**	2,891
Income tax paid		**(9,894)**	(23,002)
Net cash generated from operating activities		**61,667**	39,678
Cash flows from investing activities			
Purchase of property, plant and equipment	9	**(3,386)**	(6,830)
Purchase of intangible assets	10	**(5,240)**	(6,339)
Net cash used in investing activities		**(8,626)**	(13,169)
Cash flows from financing activities			
Interest paid	15, 16	**(2,071)**	(1,445)
Lease principal payments	15, 16	**(12,502)**	(13,111)
Proceeds from exercise of share options		**1**	499
Purchase of own shares	19(a)	**(20,199)**	–
Purchase of shares by Employee Benefit Trust	19(a)	**(1,184)**	(10,000)
Dividends paid to equity holders	8	**(18,542)**	(15,860)
Distributions to tracker shareholders		**(62)**	–
Net cash used in financing activities		**(54,559)**	(39,917)
Net decrease in cash and cash equivalents		**(1,518)**	(13,408)
Cash and cash equivalents at beginning of the year		**69,668**	83,202
Exchange losses relating to cash and cash equivalents		**(188)**	(126)
Net cash and cash equivalents at end of the year	13	**67,962**	69,668

The accompanying notes form an integral part of these Statements of Cash Flows.

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Notes to the financial statements for the year ended 30 November 2025

1 Basis of preparation and consolidation

General information

SThree plc is a public limited company, limited by shares, listed on the London Stock Exchange, incorporated in the United Kingdom and domiciled in the United Kingdom, and registered in England and Wales. Its registered office is Level 16, 8 Bishopsgate, London, EC2N 4BQ.

The business model, activities, locations of SThree plc ('the Company') and its subsidiaries (together 'the Group') are set out further in the Strategic Report of this Annual Report and Accounts.

Basis of preparation (Group and Company)

The Consolidated Financial Statements have been prepared in accordance with UK-adopted International Accounting Standards (IAS) and in accordance with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The Group's material accounting policies are set out across the following notes to the accounts and were applied consistently throughout the year and preceding year.

The Consolidated Financial Statements have been prepared under the historical cost basis of accounting, as modified by financial assets held at fair value through profit or loss or held at fair value through other comprehensive income.

The Consolidated Financial Statements are presented in Sterling, the functional currency of SThree plc. All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousand Sterling unless otherwise stated.

The Company-only Financial Statements have been prepared under the historical cost convention, in accordance with Financial Reporting Standard 101 (FRS 101) *Reduced Disclosure Framework* as issued by the Financial Reporting Council. As permitted by Section 408 of the Companies Act 2006, the Company's income statement and statement of comprehensive income have not been presented. The Company, as permitted by FRS 101, has taken advantage of the disclosure exemptions available under that standard in relation to share-based payments, financial instruments, certain disclosures regarding the Company's capital, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, certain related party transactions and the effect of future accounting standards not yet adopted. Where required, equivalent disclosures are provided in the Consolidated Financial Statements of SThree plc.

The material accounting policies and significant judgements and key estimates, including those applied in the individual going concern assessment relevant to the Company, are the same as those set out in this note 1 to the SThree Group Consolidated Financial Statements.

Going concern

The Consolidated and Company-only Financial Statements have been prepared on a going concern basis. The Directors have reviewed the Group's cash flow forecasts, considered the assumptions contained in the budget, and considered associated principal risks which may impact the Group's performance over the going concern assessment period to 31 July 2027.

At 30 November 2025, the Group had no debt except for lease liabilities of £47.5 million. Credit facilities relevant to the review period comprise a committed £50.0 million Revolving Credit Facility (RCF) (with the expiry date of 26 July 2027) and an uncommitted £30.0 million accordion facility, both jointly provided by HSBC and Citibank. These facilities remained undrawn on 30 November 2025. A further uncommitted £5.0 million bank overdraft facility is also held with HSBC, which was undrawn (FY24: £0.1 million drawn down) at the year end.

In addition, the Group has £68.0 million of cash and cash equivalents available to fund its short-term needs, as well as a substantial working capital position, reflecting net cash due to SThree for placements already undertaken.

The assessment of going concern is further described in the Strategic Report as part of the Compliance information under the heading 'Going concern' on page 84 which is incorporated by reference into these financial statements. Based on this evaluation, the Directors have formed a judgement that the Group has adequate resources to continue in operational existence for the period to 31 July 2027, and considered it appropriate to prepare the Consolidated and Company-only Financial Statements on the going concern basis.

Climate change consideration

Climate change is a significant issue for the world and the transition to a low-carbon economy will create both risks and opportunities for the Group. The management team has considered the impact of climate change in preparing the Consolidated Financial Statements in the areas listed below. These considerations, which are integral to the Group's strategy, are not viewed to be key areas of judgement or sources of estimation uncertainty in the current financial year.

The management team considered the impact from climate change on the following areas:

- The going concern and viability of the Group over the next five years, including the potential impact of climate-related risks, such as SThree's offices impacted by heightened physical risks affecting our operational ability to place contractors and service the existing contracts, resulting in lower revenue and income. This is subject to the ongoing assessment by the management team performed using three climate-related scenarios for 2024–2040. The assessment helps to continually test SThree's strategic resilience and its flexibility to adapt operations to ever-changing risks and opportunities as a consequence of climate change to drive continued growth.

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1 Basis of preparation and consolidation continued

Basis of preparation (Group and Company) continued

Climate change consideration continued

- Climate-related risks and the Group's net zero commitments have been assessed in determining useful lives, residual values and depreciation policies for non-current assets. The Group's main assets comprise office ROU assets, internally developed software and short-life IT and office equipment, all of which are expected to be fully depreciated within three to seven years. The climate initiatives outlined in the TCFD report (fleet transition, sustainable offices, supplier engagement and reduced travel) influence operational behaviours but do not require changes to, or early replacement of, existing assets. Management therefore considers the impact of climate change on the carrying amount.
- Share-based payments: some performance conditions of the Long-Term Incentive Plan (LTIP) for members of the Executive Committee are measured against ESG metrics since the 2022 financial year. This could impact the future amount of the share-based payment expense in the Group income statement. However, as the ESG-related performance condition constitutes 10% of each grant, the impact is low.
- Segmental reporting: in our response to climate change and transition to a net zero target, there has not yet been a change to the management information provided to, and reviewed by, the chief operating decision-maker.

Whilst there is currently no material medium-term impact expected from climate change, the management team is aware of the ever-changing risks and will continue to regularly monitor these risks against judgements and estimates made in preparation of the Group's financial statements.

Dividends and distributable reserves

The Board monitors the appropriate level of dividend, considering achieved and expected trading of the Group, together with its balance sheet position. The Board aims to offer shareholders long-term ordinary dividend growth within a targeted dividend cover range of 2.5x to 3.0x through the cycle.

The Board has proposed to pay a final dividend of 9.2 pence (FY24: 9.2 pence) per share, which together with the interim dividend of 5.1 pence (FY24: 5.1 pence) per share, will give the total dividend of 14.3 pence (FY24: 14.3 pence) per share for FY25.

The final dividend, which amounts to approximately £11.9 million, will be subject to shareholder approval at the 2026 Annual General Meeting. It will be paid on 12 June 2026 to shareholders on the register on 15 May 2026. The Board's decision to maintain the dividend in line with last year reflects a considered assessment of both the Group's trading performance to date and its future outlook, underpinned by a robust balance sheet and a strong track record of cash generation. It also underscores the Board's commitment to returning surplus capital to shareholders where appropriate.

The Directors have determined that certain distributions, being the FY24 interim dividend paid 6 December 2024, the share buyback programme undertaken December 2024 to May 2025, and the FY24 final dividend paid 6 June 2025 (together the 'Relevant Distributions'), were made without complying fully with the technical requirements of the Companies Act 2006 ('the Act').

The Group as a whole has, at all times, had sufficient profits and other distributable reserves to pay the Relevant Distributions, however the parent Company itself had insufficient distributable reserves at the time these distributions were made. A course of action, consistent with the approach taken by other listed companies that have historically encountered similar issues, was followed to remedy this position without the Company pursuing any rights that it may have to seek repayments of the relevant funds. The Company subsequently announced a Special Resolution set out in the notice of General Meeting dated 5 September 2025, which was duly passed on a poll at the General Meeting held on 1 October 2025.

The Directors took action to remedy this technical issue by paying sufficient dividends to the Company from its subsidiaries and by preparing interim accounts (as defined in the Act) showing the requisite level of distributable reserves/net assets and filing them at Companies House.

The Company's past accounts will not need to be restated and no repayments are expected in respect of any dividends or the share buyback.

Accounting policies

The accounting policies used in the preparation of the Consolidated Financial Statements are consistent with those applied in the previous financial year, except for the adoption of new and amended standards effective as of 1 December 2024 as set out below.

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New and amended standards effective in 2025 and adopted by the Group

The following amendments to the accounting standards, issued by the IASB and endorsed by the UK, have been adopted by the Group and became applicable as of 1 December 2024. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these amended standards.

- New disclosure requirements for characteristics of supplier finance arrangements (Amendments to IAS 7 *Statement of Cash Flows* and IFRS 7 *Financial Instruments: Disclosures*).
- New requirements for measuring lease liability arising in a sale and leaseback transaction (Amendments to IFRS 16 *Leases*).
- New classification requirements for liabilities as current or non-current (Amendments to IAS 1 *Presentation of Financial Statements*).

New and amended standards that are applicable to the Group but not yet effective

As at the date of authorisation of this Annual Report and Accounts, the following new standards and amendments to existing standards were in issue by the IASB, but not yet effective.

- New requirements for lack of exchangeability (Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates*), endorsed by the UK Endorsement Board on 17 July 2024 and effective for annual reporting periods beginning on or after 1 January 2025. These amendments are not expected to have any impact on the Group in the current or future financial years, as the Group operates in the highly developed and established countries (refer to note 2 *Operating segments*).
- New requirements for presentation within the income statement (IFRS 18 *Presentation and Disclosure in Financial Statements*, which replaces IAS 1 *Presentation of Financial Statements*), endorsed by the UK Endorsement Board on 10 December 2025 and effective for annual reporting periods beginning on or after 1 January 2027. The Group has already initiated its planning process for adoption. This includes redesigning the income statement and cash flow statement, and reassessing the disclosures to be included in the notes to the financial statements.
- New requirements relating to the classification and measurement of financial instruments and enhanced disclosure requirements (Amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments*), issued and endorsed by the UK Endorsement Board and effective for annual reporting periods beginning on or after 1 January 2026. The Group is currently assessing the impact of these amendments, which may result in additional disclosures and changes to the presentation of financial instruments once adopted.

The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

The Group's material accounting policies relating to specific financial statement items are set out under the relevant notes. Accounting policies that affect the financial statements as a whole and a description of the critical accounting judgements and estimates are set out below.

Basis of consolidation (Group)

The Consolidated Financial Statements of the Group include the financial statements of the Company and all its subsidiaries. Subsidiaries are fully consolidated from the date on which the Group obtains control. The Group has control when it has rights to variable returns from its involvement in the entity and has the ability to affect those returns through its power over the entity. The subsidiaries are deconsolidated from the date on which that control ceases.

Uniform accounting policies are adopted across the Group. All intra-group balances and transactions, including unrealised profits and losses arising from intra-group transactions, are eliminated on consolidation.

Foreign currencies and translation (Group and Company)

Functional and presentation currency

Items included in the financial statements of each Group subsidiary are measured using the currency of the primary economic environment in which that subsidiary operates (its functional currency).

Transactions and balances

Foreign currency transactions are translated using exchange rates at the date of the transactions. Any exchange gain or loss from settlement of these transactions or translation at the period end are recognised in the income statement.

Consolidation

On consolidation, the subsidiaries' assets and liabilities denominated in foreign currencies are translated into Sterling at the rates ruling at the reporting date. The results of foreign subsidiaries are translated into Sterling at average rates of exchange for the period and the exchange differences arising on translation are recognised in Other Comprehensive Income. Any exchange differences which have arisen from an entity's investment in a foreign subsidiary, including long-term loans, are recognised as a separate component of equity and are included in the Group's currency translation reserve (CTR). When a foreign operation is sold, such exchange differences are reclassified from CTR to the Consolidated Income Statement to form part of the gain or loss on disposal.

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1 Basis of preparation and consolidation continued

Critical accounting judgements and estimates (Group and Company)

The preparation of financial statements requires the use of certain critical accounting judgements and estimates. It also requires management to exercise judgement in the process of applying the Company's accounting policies. Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Details of critical accounting judgements and estimates which could have a significant impact upon the financial statements are set out in the related notes as follows:

(i) Revenue recognition (refer to note 2 *Operating segments*).

(ii) Impairment of investments in subsidiaries (Company only) (refer to note 11 *Investments*).

Other areas of judgement and accounting estimates

The Consolidated Financial Statements include other areas of judgement and accounting estimates. While this area does not meet the definition under IAS 1 of significant accounting estimates or critical accounting judgements, the recognition and measurement of certain material assets and liabilities are based on assumptions and/or are subject to longer-term uncertainties. The other areas of judgement and accounting estimates are:

(i) Provisions in respect of recoverability of trade receivables and contract assets, otherwise referred to as 'allowance for expected credit losses' (refer to note 12 *Trade and other receivables*).

(ii) Adopting the going concern basis of preparation of the financial statements (refer to note 1 *Basis of preparation and consolidation).*

(iii) Share-based payment charge for Growth Incentive Plan (GIP) (refer to note 19 *Equity*).

(iv) Capitalisation of technology development costs (refer to note 10 *Intangible assets*).

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2 Operating segments

Accounting policy (Group)

Revenue

Revenue from contracts with customers is recognised when or as the Group satisfies a performance obligation by transferring service to a client. For Contract placements, the Group satisfies its performance obligations over time. Contract revenue for the supply of professional services, which is mainly based on the number of hours worked by a contractor, is recognised when the service has been provided. Revenue earned but not invoiced at year end is accrued and included in 'Contract assets'. The management team applies the historical shrinkage rate to Contract assets, aimed at preventing the over-recognition of revenue.

For Permanent placements, the Group principally satisfies its performance obligations at a point in time. Revenue from Permanent placements is typically based on a fixed percentage of the candidate's remuneration package and is recognised when the candidate commences employment.

Revenue from retained assignments is recognised on completion of certain pre-agreed stages of the service. Fees received for the service are non-refundable.

Revenue is shown net of value-added tax and other sales-related taxes, credit notes, rebates and discounts and after elimination of sales within the Group. A bad debt provision is established for non-fulfilment of Permanent placement and Contract revenue obligations, which is netted off against the gross trade receivables on the face of the statement of financial position.

Cost of sales

Cost of sales consists of the contractors' (including employed contractors) cost of supplying services and any costs directly attributable to them.

Net fees

Net fees represent revenue less cost of sales and consist of the total placement fees of Permanent candidates and the margin earned on the placement of contractors.

Critical accounting estimates

Revenue recognition (Contract assets)

Contract revenue is recognised when the supply of professional services has been rendered. This includes an assessment of professional services received by the client for services provided by contractors between the date of the last received timesheet and the year end.

Revenue is accrued (known as Contract assets) for contracts which are valid in the period, but where no timesheet has been received or approved, and therefore billing and payments to contractors have not taken place. The value of unsubmitted/ unapproved timesheets for each individual contractor is system generated and the number of hours worked by each contractor is adjusted for expected holidays and the historical shrinkage rate.

The key estimation uncertainty arises from determining the historical shrinkage rate in relation to Contract assets at the reporting date. The historical shrinkage rate is primarily caused by contractors working less hours than expected, mostly due to public holidays, bridging days, annual leave and sick days, and represents a full-year (12-month rolling) average pattern in which revenue recognised for expected timesheets is reduced versus the actual timesheets received and approved each month.

In FY25, the average shrinkage rate was approximately 17.5% across the Group (FY24: 13.7%).

A 10% increase in this key assumption could have an impact of approximately £0.3 million on the amount of Contract net fees (£1.1 million on revenue less £0.8 million on costs of sales) in the Consolidated Income Statement in the next financial year.

The Group's operating segments are established on the basis of those components of the Group that are regularly reviewed by the Group's chief operating decision-making body, in deciding how to allocate resources and in assessing performance. The Group's business is considered primarily from a geographical perspective.

The Directors have determined the chief operating decision-making body (CODM) to be the Executive Committee made up of the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, the Chief Commercial Officer, the Chief People Officer and Regional Managing Directors, with other senior management attending via invitation.

The Group's five reporting segments are DACH, USA, Netherlands including Spain, Rest of Europe and Middle East & Asia.

The Group also presents separately the net fees of its five key markets: Germany, the Netherlands, the USA, the UK and Japan, as well as a breakdown of net fees per Contract and Permanent, referred to as 'service mix'.

DACH region comprises Austria, Germany and Switzerland. Rest of Europe comprises the UK, Belgium and France, and Middle East & Asia includes Japan and the UAE.

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2 Operating segments continued

Countries aggregated into DACH, Rest of Europe, Netherlands (including Spain), and Middle East & Asia have similar economic risks and prospects, i.e. they are expected to generate similar average gross margins over the long term, and are similar in each of the following areas:

- the nature of the services (recruitment/candidate placement);
- the class of candidates (candidates, who we place with our clients, represent skill-sets in Sciences, Technology, Engineering and Mathematics disciplines); and
- the methods used in which they provide services to clients (independent contractors, employed contractors and permanent candidates).

The Group's management reporting and controlling systems use accounting policies that are the same as those described in these financial statements and the accompanying notes.

Revenue, cost of sales and net fees by reportable segment

The Group assesses the performance of its operating segments through a measure of segment profit or loss which is referred to as 'net fees' in the management reporting and controlling systems. Net fees is the measure of segment profit comprising revenue less cost of sales.

	Revenue		Cost of sales		Net fees	
£'000	**2025**	2024	**2025**	2024	**2025**	2024
DACH	**397,303**	456,051	**290,697**	328,505	**106,606**	127,546
Rest of Europe	**292,924**	353,150	**241,430**	291,836	**51,494**	61,314
Netherlands including Spain	**280,964**	343,571	**218,709**	265,039	**62,255**	78,532
USA	**289,543**	299,229	**206,374**	217,195	**83,169**	82,034
Middle East & Asia	**41,470**	40,905	**22,298**	21,252	**19,172**	19,653
	1,302,204	1,492,906	**979,508**	1,123,827	**322,696**	369,079

Split of revenue from contracts with customers

The Group derives revenue from the transfer of services over time and at a point in time in the following geographical regions:

2025	**DACH**	**Rest of Europe**	**Netherlands including Spain**	**USA**	**Middle East & Asia**	**Total £'000**
Timing of revenue recognition						
Over time	**375,436**	**291,460**	**274,968**	**278,666**	**27,508**	**1,248,038**
At a point in time	**21,867**	**1,464**	**5,996**	**10,877**	**13,962**	**54,166**
	397,303	**292,924**	**280,964**	**289,543**	**41,470**	**1,302,204**

2024	DACH	Rest of Europe	Netherlands including Spain	USA	Middle East & Asia	Total £'000
Timing of revenue recognition						
Over time	427,228	351,135	334,802	290,774	27,194	1,431,133
At a point in time	28,823	2,015	8,769	8,455	13,711	61,773
	456,051	353,150	343,571	299,229	40,905	1,492,906

Major customers

In FY25 and FY24, no single customer generated more than 10% of the Group's revenue.

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Other information

The following segmental analysis has been included as additional disclosure to the requirements of IFRS 8 *Operating Segments*.

The Group's revenue from external customers, its net fees and information about its segment assets (non-current assets excluding deferred tax assets) by key location are detailed below:

	Revenue		Cost of sales		Net fees	
£'000	**2025**	2024	**2025**	2024	**2025**	2024
Germany	**348,285**	393,850	**254,175**	282,082	**94,110**	111,768
USA	**289,543**	299,229	**206,374**	217,195	**83,169**	82,034
Netherlands	**252,858**	318,665	**198,726**	247,706	**54,132**	70,959
UK	**163,853**	226,904	**136,112**	188,575	**27,741**	38,329
Japan	**16,066**	13,356	**3,573**	2,764	**12,493**	10,592
RoW*	**231,599**	240,902	**180,548**	185,505	**51,051**	55,397
	1,302,204	1,492,906	**979,508**	1,123,827	**322,696**	369,079

£'000	**30 November 2025**	30 November 2024
Non-current assets		
UK	**29,611**	28,334
Germany	**19,166**	13,887
USA	**12,837**	7,553
Netherlands	**3,751**	4,245
Japan	**842**	1,792
RoW*	**3,812**	2,528
	70,019	58,339

* RoW (Rest of World) includes all countries other than listed.

Non-current assets do not include Deferred Tax Assets as they are not reviewed by the CODM.

The following segmental analysis by brands, recruitment classification and sectors (being the profession of candidates placed) have been included as additional disclosure to the requirements of IFRS 8 *Operating segments*.

	Revenue		Cost of sales		Net fees	
£'000	**2025**	2024	**2025**	2024	**2025**	2024
Brands mix						
Progressive	**525,764**	560,519	**399,518**	422,172	**126,246**	138,347
Computer Futures	**340,335**	454,982	**250,318**	338,826	**90,017**	116,156
Real Staffing Group	**204,689**	239,976	**151,858**	176,938	**52,831**	63,038
Huxley Associates	**231,416**	237,429	**177,814**	185,891	**53,602**	51,538
	1,302,204	1,492,906	**979,508**	1,123,827	**322,696**	369,079

Other brands, including Global Enterprise Partners, JP Gray and Madison Black, are rolled into the above brands.

	Revenue		Cost of sales		Net fees	
£'000	**2025**	2024	**2025**	2024	**2025**	2024
Service mix						
Contract	**1,248,038**	1,431,133	**977,379**	1,120,516	**270,659**	310,617
Permanent	**54,166**	61,773	**2,129**	3,311	**52,037**	58,462
	1,302,204	1,492,906	**979,508**	1,123,827	**322,696**	369,079

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2 Operating segments continued

Other information continued

	Revenue		Cost of sales		Net fees	
£'000	**2025**	2024	**2025**	2024	**2025**	2024
Skills mix						
Technology	**603,704**	747,598	**458,582**	569,904	**145,122**	177,694
Engineering	**398,001**	422,984	**299,605**	317,654	**98,396**	105,330
Life Sciences	**196,285**	221,295	**143,843**	160,369	**52,442**	60,926
Other	**104,214**	101,029	**77,478**	75,900	**26,736**	25,129
	1,302,204	1,492,906	**979,508**	1,123,827	**322,696**	369,079

3 Administrative expenses

(a) Operating profit is stated after charging/(crediting):

£'000	**2025**	2024
Staff costs (note 4)	**222,183**	234,741
Depreciation (note 9)	**16,095**	15,230
Amortisation (note 10)	**1,581**	24
Loss on disposal of property, plant and equipment (note 9)	**48**	135
Gain on lease modification (note 9)	**(42)**	(69)
Service lease charges – Buildings[1]	**1,455**	2,464
Service lease charges – Cars[1]	**2,025**	1,903
Foreign exchange losses	**773**	742
Research and development tax credits[2]	**224**	(1,647)
Gain on disposal of subsidiary[3]	**–**	(135)
Other income[4]	**(574)**	(2,690)

1 Service lease charges represent payments that vary based on factors other than an index or a rate, such as building maintenance, small repairs, cleaning charges and other management fees, and are not included in the present value calculation of lease liabilities and are recognised in the income statement as they are incurred and presented as operating cash flows.

2 In FY24, the Group submitted claims under the Research and Development Expenditure Credit (RDEC) scheme for qualifying expenditure incurred on the TIP over the three years to 30 November 2024. The claims related to costs expensed to the income statement and amounts capitalised as assets under construction (see note 10). The RDEC claim reduced the capitalised cost and will impact the income statement over the useful life of the assets once amortisation begins.
In FY25, the Group recorded a true-up adjustment to reflect the difference between the estimated RDEC income recognised in prior year and the final claim determined during this year. This resulted in a charge of £0.2 million to operating expenses and an increase of £0.1 million in the credit applied to capitalised assets.

3 The accumulated foreign exchange net gain reclassified from the Group's currency translation reserve to the Consolidated Income Statement on liquidation of two subsidiary companies.

4 £0.6 million (FY24: £2.7 million) recorded during the year as other income relates to the release of accruals for historically unclaimed contractor invoices. These invoices, tied to services delivered in prior years, were reviewed during the year and found to be older than the statutory limitation periods in their respective countries. As a result, the accruals were released to the income statement.

(b) Auditors' remuneration

During the year, the Group (including its subsidiaries) obtained the following services from the Company's auditors and its associates.

£'000	**2025**	2024
Fees payable to the Company's auditors for the audit of the Company's annual financial statements:		
– recurring and non-recurring audit fees	**907**	845
Fees payable to the Company's auditors and their associates for other services to the Group:		
– audit of the Company's subsidiaries pursuant to legislation	**385**	403
– audit-related assurance services	**–**	–
– all other non-audit services	**–**	–
Fees charged to operating profit	**1,292**	1,248

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4 Directors and employees

Accounting policy (Group and Company)

Employee benefits

Wages, salaries, bonuses, social security contributions, paid annual leave or sick leave and any other employee benefits are accrued in the period in which the associated services are rendered by employees to the Group.

The Group operates defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. The pension costs charged to the income statement represent the contributions payable by the Group to the funds during each period.

Share-based payments

The Group operates a number of equity-settled share-based arrangements, under which it receives services from employees in return for equity instruments of the Group. The cost of equity-settled transactions with employees is measured by reference to the fair value at the date when equity instruments are granted and is recognised as an expense over the vesting period, which ends on the date on which the employees become fully entitled to the award. Fair value is determined by using an appropriate valuation model.

No expense is recognised for awards with service conditions that do not ultimately vest. For the awards with no vesting conditions (awards that do not have an explicit or implicit service requirement), the full cost of the award is recognised on the grant date, i.e. they are treated as fully vested irrespective of whether or not the market condition is satisfied.

At the end of the reporting period, the cumulative expense is calculated, representing the extent to which the vesting period has expired and the best estimate of the achievement of non-market conditions and the number of equity instruments that will ultimately vest. The movement in cumulative expense since the previous year end is recognised in the income statement, with a corresponding credit recognised in equity.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation and any cost not yet recognised in the income statement for the award is expensed immediately. Any compensation paid, up to the fair value of the award, at the cancellation or settlement date, is deducted from equity, with any excess over fair value being treated as an expense in the income statement.

Please see note 11 *Investments* for Company-specific accounting policies in relation to all types of share-based payments schemes.

Aggregate remuneration of employees, including Directors, in continuing operations was:

	Group		Company	
£'000	**2025**	2024	**2025**	2024
Wages and salaries (including bonuses)	**190,124**	200,489	**1,832**	1,808
Social security costs	**23,781**	25,453	**263**	193
Other pension costs	**3,146**	3,056	**53**	–
Temporary staff costs	**470**	757	**–**	–
Share-based payments (see note 19(b))	**4,662**	4,986	**429**	98
	222,183	234,741	**2,577**	2,099

The staff costs capitalised during the year on internally developed assets (note 10) and not included in the above amounts were £4.7 million (FY24: £4.2 million).

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4 Directors and employees continued

The average monthly number of employees (including Executive Directors) during the year was:

2025	Rest of Europe	DACH	USA	Netherlands including Spain	Middle East & Asia	Group total	Company total
Sales	**327**	**661**	**305**	**331**	**201**	**1,825**	**–**
Non-sales	**460**	**142**	**82**	**95**	**33**	**812**	**7**
	787	**803**	**387**	**426**	**234**	**2,637**	**7**

2024	Rest of Europe	DACH	USA	Netherlands including Spain	Middle East & Asia	Group total	Company total
Sales	377	755	324	348	179	1,983	–
Non-sales	485	175	112	102	32	906	7
	862	930	436	450	211	2,889	7

The average number of employees is derived by dividing the sum of the number of employees employed under contracts of service in each month (whether throughout the month or not) by the number of months in the financial year, irrespective of whether they are full-time or part-time.

There were also 3,594 (FY24: 3,116) contractors engaged during the year under the ECM. They are not included in the numbers above as they are not considered to be full-time employees of the Group. The labour costs of employed contractors are treated as direct costs attributable to the delivery of SThree's recruitment services to its clients. The entire ECM cost, which in the current year amounted to £314.0 million (FY24: £324.3 million), is therefore captured within cost of sales.

Details of the Directors' remuneration for the year, including the highest paid Director, which form part of these financial statements, are provided in the 'Audited information' section of the Directors' remuneration report (section 1.1).

Directors' compensation for loss of office was £0.1 million (FY24: £nil).

5 Finance income and finance costs

Accounting policy (Group)

Finance income is recognised as the interest accrues to the net carrying amount of the financial asset. Finance cost is recognised in the income statement in the period in which it is incurred.

£'000	2025	2024
Finance income		
Bank interest receivable	**1,469**	2,890
Other interest	**–**	1
	1,469	2,891
Finance costs		
Interest on lease liability	**(2,051)**	(1,337)
Bank loans and overdrafts	**(20)**	(108)
	(2,071)	(1,445)
Net finance (costs)/income	**(602)**	1,446

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6 Income tax expense

Accounting policy (Group)

The tax expense comprises both current and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before income tax as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates relevant to the accounting period.

Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is calculated using tax rates that are expected to apply when the related deferred tax asset is realised, or the deferred tax liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the reporting date.

Deferred tax assets are recognised only to the extent that it is probable that sufficient future taxable profits will be available to allow all or part of the deferred tax asset to be utilised. Where an entity has been loss-making, deferred tax assets are only recognised if there is convincing evidence supporting its future utilisation.

Uncertain tax positions

The Group operates in multiple jurisdictions and engages in cross-border transactions between related entities. These transactions are subject to transfer pricing regulations in each jurisdiction. The determination of arm's length pricing involves significant judgement and is inherently uncertain. Tax authorities may challenge the Group's transfer pricing arrangements, which could result in additional tax liabilities.

In accordance with IFRIC 23 *Uncertainty over Income Tax Treatments*, the Group has assessed whether it is probable that the relevant tax authorities will accept the transfer pricing positions adopted. Where acceptance is not probable, the Group reflects the effect of uncertainty in determining taxable profit, tax bases and unused tax losses.

The provision is based on an assessment of:

- the likelihood of tax authority challenge;
- the range of possible outcomes; and
- the interpretation of local tax laws and OECD guidelines.

The ultimate resolution of these matters may differ from the amounts provided and could have a material impact on future periods.

(a) Analysis of tax charge for the year

£'000	2025	2024
Current income tax		
Corporation tax charged on profits for the year	**9,908**	18,966
Adjustments in respect of prior periods	**(2,033)**	(4,157)
Total current tax charge	**7,875**	14,809
Deferred income tax		
Origination and reversal of temporary differences	**(1,355)**	2,414
Adjustments in respect of prior periods (note 18)	**1,339**	725
Total deferred tax (credit)/charge	**(16)**	3,139
Total income tax charge in the Consolidated Income Statement	**7,859**	17,948

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6 Income tax expense continued

(b) Reconciliation of the effective tax rate

The Group's tax charge for the year exceeds (FY24: exceeds) the UK statutory rate and can be reconciled as follows:

£'000	2025	2024
Profit before income tax for the Group	**25,533**	67,640
Profit before income tax multiplied by the standard rate of corporation tax in the UK at 25.0% (FY24: 25.0%)	**6,383**	16,910
Effects of:		
Disallowable items	**628**	1,585
Uncertain tax positions – current year	**1,237**	826
Uncertain tax positions – prior year	**(886)**	(3,054)
Share-based payments	**1,173**	487
Differing tax rates on overseas earnings	**(217)**	1,744
Utilisation of tax losses brought forward	**(1,074)**	(691)
Adjustments in respect of prior periods	**(694)**	(396)
Adjustments due to tax rate changes	**(317)**	124
Tax losses for which deferred tax asset was not recognised or derecognised	**1,626**	413
Total tax charge for the year	**7,859**	17,948
At the effective tax rate	**30.8%**	26.5%

(c) Current and deferred tax movement recognised directly in equity

£'000	2025	2024
Equity-settled share-based payments:		
Current tax (charge)/credit	**(2)**	45
Deferred tax charge	**(60)**	(55)
	(62)	(10)

The Group expects to receive additional tax deductions in respect of share options currently unexercised. The Group is required to provide for deferred tax on all unexercised share options. Where the amount of the tax deduction (or estimated future tax deduction) exceeds the amount of the related cumulative remuneration expense, this indicates that the tax deduction relates not only to remuneration expense but also to an equity item. In this situation, the excess of the current or deferred tax should be recognised in equity. At 30 November 2025, a deferred tax asset of £0.2 million (FY24: £0.5 million) was recognised in respect of these options (note 18).

On 17 November 2022, the UK Government confirmed its intention to implement the G20-OECD Inclusive Framework Pillar 2 rules in the UK, including a Qualified Domestic Minimum Top-Up Tax rule. This legislation, which was enacted on 11 July 2023, will seek to ensure that UK-headquartered multinational enterprises pay a minimum tax rate of 15% on UK and overseas profit for accounting periods commencing after 31 December 2023.

While most jurisdictions in which the Group operates have statutory tax rates above 15% and are therefore expected to fall within the transitional safe harbour exemptions, the interim assessment performed indicated that a top-up tax may be applicable to profits arising from the Group's operations in Ireland. The impact was not considered material in the context of the Group's overall financial position and was therefore not recorded. No additional current or deferred tax has been recognised.

The Group applies the mandatory temporary exemption from recognising and disclosing deferred tax assets and liabilities related to Pillar Two income taxes, in accordance with the amendments to IAS 12 *Income Taxes* issued in May 2023.

The safe harbour position has been analysed for each jurisdiction and we would expect all material jurisdictions to pass safe harbour tests, therefore no material impacts are expected.

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7 Earnings per share

Accounting policy (Group)

Basic EPS is calculated by dividing the profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the period excluding shares held as treasury shares (note 19(a)) and those held in the EBT, which for accounting purposes are treated in the same manner as shares held in the treasury reserve.

Diluted EPS is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive ordinary shares arising from exercising employee stock options and tracker shares.

For accounting policy regarding EBT, refer to note 19 *Equity*.

The following tables reflect the income and share data used in the basic and diluted EPS calculations.

£'000	2025	2024
Earnings		
Profit for the year attributable to owners of the Company	**17,674**	49,692

million	2025	2024
Number of shares		
Weighted average number of shares used for basic EPS	**129.0**	132.8
Dilutive effect of share plans	**1.1**	1.3
Diluted weighted average number of shares used for diluted EPS	**130.1**	134.1

pence	2025	2024
Basic EPS	**13.7**	37.4
Diluted EPS	**13.6**	37.1

8 Dividends

Accounting policy (Group and Company)

Interim dividends are recognised in the financial statements at the time they are remitted. The date on which the full balance of all funds, which are required to settle the interim dividends, is transferred by the Company to the third-party share administrator is the trigger event for the recognition of the interim dividends as paid in the Group Consolidated Financial Statements. This is the date on which the Group releases control over interim dividend-related funds as there is no legal mechanism as part of the underlying agreement with the share administrator to allow management to revoke the dividend and retrieve the funds.

Final dividends declared to the Company's shareholders are recognised as a liability in the Company's and Group's financial statements in the period in which they are approved by the Company's shareholders.

The Company recognises dividends from subsidiaries at the time that they are declared.

£'000	2025	2024
Amounts recognised as distributions to equity holders in the year		
Interim dividend of 5.0 pence for FY23 per share *(note a)*	**–**	494
Final dividend of 11.6 pence for FY23 per share *(note b)*	**–**	15,366
Interim dividend of 5.1 pence for FY24 per share *(note c)*	**6,807**	–
Final dividend of 9.2 pence for FY24 per share *(note d)*	**11,735**	–
	18,542	15,860

£'000	2025	2024
Amounts arising in respect of the financial year		
Interim dividend of 5.1 pence for FY25 (5.1 pence for FY24) per share *(note e)*	**6,490**	6,824
Proposed final dividend of 9.2 pence for FY25 (9.2 pence for FY24) per share *(note f)*	**11,866**	12,221
	18,356	19,045

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8 Dividends continued

Note a

The FY23 interim dividend of 5.0 pence per share was paid on 8 December 2023. The £6.4 million in funds, required for its settlement, were transferred by the Group to the share administrator before 30 November 2023. The £0.5 million shown as distributed in FY24 reflected primarily payments to shareholders who claimed the FY23 interim dividend post the FY23 year end.

Note b

The FY23 final dividend of 11.6 pence per share was paid on 7 June 2024 to shareholders on the register of SThree plc on 10 May 2024.

Note c

The FY24 interim dividend of 5.1 pence per share was paid on 6 December 2024 to shareholders on record at 8 November 2024 (note 1 Dividends and distributable reserves).

Note d

The final dividend for the year ended 30 November 2024 of 9.2 pence per share was approved by shareholders at the Annual General Meeting on 29 April 2025. The £11.7 million in funds, required for settlement of the FY24 final dividend, were transferred to the share administrator on 4 June 2025, and the final dividend was paid on 6 June 2025 to those shareholders on record at 9 May 2025.

Note e

The FY25 interim dividend of 5.1 pence (5.1 pence for FY24) per share was paid on 12 December 2025 to shareholders on record at 14 November 2025. The £6.5 million in funds, required for settlement of the FY25 interim dividend, were transferred to the share administrator after 1 December 2025.

Note f

The Board has proposed the FY25 final dividend of 9.2 pence (9.2 pence for FY24) per share, to be paid on 12 June 2026 to shareholders on record at 15 May 2026. This proposed final dividend is subject to approval by shareholders at the Company's next Annual General Meeting on 29 April 2026, and therefore has not been included as a liability in these financial statements.

9 Property, plant and equipment

Accounting policy (Group)

Property, plant and equipment are recorded at cost less accumulated depreciation and any impairment losses. Subsequent expenditure is added to the carrying value of the asset when it is probable that future economic benefits, in excess of the originally assessed performance of the existing asset, will flow to the Group and the costs can be measured reliably. All other subsequent expenditure is expensed in the period in which it is incurred.

Depreciation is provided on a straight-line basis and charged to the income statement over the expected useful working lives of the assets, after they have been brought into use, at the following rates:

Right-of-use assets	lower of the asset's useful life and the lease term
Computer equipment	three years
Leasehold improvements	between five and seven years or, if lower, lease term
Fixtures and fittings	five years

Gains and losses on disposals are included in the income statement by comparing proceeds with carrying amount.

Residual values and useful lives are reviewed and adjusted if appropriate at the end of the reporting period. Any changes are accounted for prospectively.

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of the asset's fair value less cost to sell and its value in use.

Right-of-use assets are included within property, plant and equipment and are assessed for impairment in accordance with the Group's impairment policy, on the same basis as other non-current assets.

For accounting policy regarding right-of-use assets, refer to note 15 *Leases*.

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The movements of property, plant and equipment by class of assets are as follows:

£'000	Right-of-use assets	Computer equipment	Leasehold improvements	Fixtures and fittings	Total
Cost					
At 1 December 2023	54,988	15,112	9,235	5,288	84,623
Additions	23,497	2,096	4,046	1,654	31,293
Disposals	(15,091)	(2,227)	(1,343)	(443)	(19,104)
Forex revaluation	(1,408)	(242)	(162)	(136)	(1,948)
At 30 November 2024	**61,986**	**14,739**	**11,776**	**6,363**	**94,864**
Additions	**20,056**	**1,191**	**2,075**	**953**	**24,275**
Disposals	**(14,151)**	**(887)**	**(643)**	**(404)**	**(16,085)**
Forex revaluation	**602**	**35**	**14**	**94**	**745**
At 30 November 2025	**68,493**	**15,078**	**13,222**	**7,006**	**103,799**
Accumulated depreciation					
At 1 December 2023	28,282	13,393	7,903	3,929	53,507
Depreciation charge for the year	12,944	1,132	702	452	15,230
Disposals	(15,160)	(2,228)	(1,207)	(443)	(19,038)
Forex revaluation	(633)	(206)	(131)	(82)	(1,052)
At 30 November 2024	**25,433**	**12,091**	**7,267**	**3,856**	**48,647**
Depreciation charge for the year	**13,108**	**1,320**	**978**	**689**	**16,095**
Disposals	**(13,585)**	**(855)**	**(630)**	**(401)**	**(15,471)**
Forex revaluation	**409**	**(4)**	**3**	**69**	**477**
At 30 November 2025	**25,365**	**12,552**	**7,618**	**4,213**	**49,748**
Net book value					
At 30 November 2025	**43,128**	**2,526**	**5,604**	**2,793**	**54,051**
At 30 November 2024	36,553	2,648	4,509	2,507	46,217

A depreciation charge of £16.1 million (FY24: £15.2 million) was recognised in administrative expenses.

During the year, certain assets such as IT hardware, leasehold improvements and other office equipment were found to be no longer operational. These assets with a total net book value of less than £0.1 million (FY24: £0.1 million) were disposed of, incurring a loss on disposal of less than £0.1 million (FY24: a loss on disposal of £0.1 million).

For the carrying amount of right-of-use assets per class of underlying asset, refer to note 15 *Leases*. During the year, the Group early-terminated certain lease contracts (including the write-off of the corresponding lease liabilities) resulting in a small gain of £0.1 million on lease modification (FY24: gain of £0.1 million).

The Company has no property, plant and equipment.

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10 Intangible assets

Accounting policy (Group)

Goodwill

Goodwill arising on consolidation represents the excess of purchase consideration over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition. Goodwill on the acquisition of subsidiaries has an indefinite useful life and is included in intangible assets. If the goodwill balance is material, it is tested annually for impairment and carried at cost less accumulated impairment losses. Any impairment is recognised immediately in the income statement and is not subsequently reversed. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

For the purpose of impairment testing, goodwill is allocated to the Group's cash-generating units (CGUs) that are expected to benefit from the synergies of the business combination. CGUs are determined based on the Group's operating segments or geographical regions, consistent with the internal management reporting structure. The allocation is reviewed annually and whenever indicators of impairment arise.

The recoverable amount of each CGU is determined based on fair value less costs of disposal or value-in-use calculations using cash flow projections approved by management. These projections typically cover a five-year period and include assumptions around revenue growth, operating margins and discount rates. The key assumptions used in the impairment testing are disclosed in the relevant note if goodwill is material.

Acquired and developed software and systems

Computer software acquired or developed by the Group is stated at cost less accumulated amortisation. Costs incurred on software and system development projects are only capitalised if capitalisation criteria under IAS 38 *Intangible Assets* (IAS 38) are met. These are amortised as follows:

Acquired computer software	expected useful life of three to seven years
Software and system development costs	expected useful lives not exceeding seven years

Costs relating to configuring or customising the SaaS are assessed to determine if there is a separate intangible asset over which the Group has control. If an asset is identified, it is capitalised and amortised over the useful economic life of the asset. When no separate intangible asset is identified, then the costs are either expensed when incurred or recognised as a prepayment and spread over the term of the arrangement if the costs are concluded to not be distinct.

Software maintenance costs are expensed in the period in which they are incurred. Other costs linked to development projects that do not meet the IAS 38 criteria are expensed in the period incurred.

Research and development tax relief in the form of the RDEC is recognised in the income statement over the periods in which the qualifying expenditure giving rise to the RDEC claim is recognised, as the Group's assessment of the conditions of receipt of the RDEC concludes that it meets the definition of a Government grant.Certain expenses within the scope of RDEC are capitalised as part of the Group's development costs. Where this is the case, the associated income from the claim is deducted from the cost of the intangible asset. The grant income is recognised in the income statement via reduced amortisation of the underlying asset.

Assets under construction

Purchased assets or internally generated intangible assets that are still under development are classified as 'assets under construction'. These assets are reclassified within intangibles over the phased completion dates and are amortised from the date they are reclassified.

Trademarks

Acquired trademarks are stated at cost and are amortised over the estimated useful life (up to 12 years) on a straight-line basis.

Impairment of intangible assets

Assets that are not subject to amortisation are tested for impairment annually. Any impairment loss or gain is recognised in the income statement. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that their respective carrying amounts may not be recoverable. Any impairment loss is recognised in the income statement.

Impairment loss is the excess of an asset's carrying amount over its recoverable amount. The recoverable amount represents the higher of an asset's fair value less costs to sell and its value in use. Value in use is measured based on the expected future discounted cash flows attributable to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs).

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The movements in intangible assets by asset class during the year were as follows:

			Internally generated			
£'000	Goodwill	Computer software	Assets under construction	Software and system development costs	Trademarks	Total
Cost						
At 1 December 2023	206,317	5,387	6,173	39,112	71	257,060
Additions	–	–	6,790	–	–	6,790
Disposals	–	(2,988)	–	–	–	(2,988)
RDEC Government Grant (see note 3)	–	–	(1,708)	–	–	(1,708)
Forex revaluation	–	(3)	–	–	–	(3)
At 30 November 2024	**206,317**	**2,396**	**11,255**	**39,112**	**71**	**259,151**
Additions	**–**	**–**	**1,246**	**4,180**	**–**	**5,426**
Disposals	**–**	**(2)**	**–**	**(36,925)**	**–**	**(36,927)**
Reclassification	**–**	**–**	**(12,338)**	**12,338**	**–**	**–**
Forex revaluation	**–**	**3**	**–**	**–**	**–**	**3**
At 30 November 2025	**206,317**	**2,397**	**163**	**18,705**	**71**	**227,653**
Accumulated amortisation and impairment						
At 1 December 2023	205,479	5,332	–	39,112	71	249,994
Amortisation charge for the year	–	24	–	–	–	24
Disposals	–	(2,987)	–	–	–	(2,987)
Forex revaluation	–	(2)	–	–	–	(2)
At 30 November 2024	**205,479**	**2,367**	**–**	**39,112**	**71**	**247,029**
Amortisation charge for the year	**–**	**21**	**–**	**1,560**	**–**	**1,581**
Disposals	**–**	**(2)**	**–**	**(36,925)**	**–**	**(36,927)**
Forex revaluation	**–**	**2**	**–**	**–**	**–**	**2**
At 30 November 2025	**205,479**	**2,388**	**–**	**3,747**	**71**	**211,685**
Net book value						
At 30 November 2025	**838**	**9**	**163**	**14,958**	**–**	**15,968**
At 30 November 2024	838	29	11,255	–	–	12,122

During the current year, the Group increased its intangible assets book value by a net amount of £3.8 million to £16.0 million (FY24: £12.1 million). This reflects the completion of the Group-wide TIP, with all developed assets under this project brought into active use during the year.

As part of the post-implementation phase of TIP, the Group also undertook a review of its internally generated software and system development assets. This review identified a number of legacy systems and related assets that had become obsolete following the rollout of the new TIP platform. As a result, fully amortised software and system development assets with a gross cost of £36.9 million were derecognised during the year. These disposals had no impact on the income statement, as all assets were fully amortised before being written off.

In FY25, the Group also incurred £2.5 million (FY24: £2.6 million) in costs which were not directly attributable to the assets developed under the TIP (such as project management and other administration-related tasks) and which were expensed immediately to the income statement.

The Group continues to undertake development work, including the addition of new AI functionality and enhancements to the existing platform. Costs associated with this ongoing development are being capitalised and recorded under assets under development.

Amortisation of assets related to the TIP commenced early in the year and amounted to £1.6 million (FY24: £0.1 million), and was included in administrative expenses.

Disclosures required under IAS 36 *Impairment of Assets* for goodwill impairment have not been included on the basis that the goodwill value is not considered material.

The Company has no intangible assets.

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11 Investments

Accounting policy (Group and Company)

Equity investments (Group)

The Group classifies its financial assets in the following measurement categories:

- those measured subsequently at fair value, either through other comprehensive income (FVOCI) or through profit or loss; and
- those measured at amortised cost.

Classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will be recorded in either profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

Subsidiaries (Company only)

Investments in shares in subsidiary companies are stated at cost less impairment loss to the extent that the carrying value exceeds the recoverable amount; the investment is impaired to its recoverable amount with the impairment charged to the Company's income statement. An investment is deemed to be impaired when it has been determined that its carrying value will not be recovered either through actual cash flows or operating profit generation or selling it. If circumstances arise that indicate that investments might be impaired, the recoverable amount of the investment is estimated. The recoverable amount is the higher of the entity's fair value less costs to sell or its value in use. To the extent that the carrying value exceeds the recoverable amount, the investment is impaired to its recoverable amount.

Where share-based payments are granted to the employees of subsidiary undertakings by the Company, they are treated as a capital contribution to the subsidiary and the Company's investment in the subsidiary is increased accordingly.

Tracker share arrangements (Group and Company)

Until FY20, the Group invited selected senior employees to invest in the businesses they managed through tracker shares, sharing in both risk and reward. These shares track the performance of the underlying business, and holders receive dividends declared by that business. After a vesting period, typically three to five years, holders may offer their vested shares for sale to the Group, which has discretion to settle in cash or SThree plc shares. The Group's policy is to settle in shares; therefore, the arrangements are accounted for as equity-settled share-based payments under IFRS 2 Share-based Payments. In FY21, the Directors decided to close the tracker share scheme to new entrants.

No expense is recognised during the vesting period as the initial subscription equated to fair value at grant date. Dividends declared by tracked businesses are recorded in equity as distributions to tracker shareholders. On settlement, the nominal value of any new shares issued is credited to share capital, with any excess credited to share premium. Where treasury shares are used, the difference between the fair value of the tracker shares and the weighted average cost of treasury shares is recognised in retained earnings.

Critical accounting judgements

Indicators of impairment of investments in subsidiaries (Company only)

At each reporting date, the Company assesses whether there are indications of impairment of its investments in subsidiaries. The Company uses both external and internal sources of information to make this assessment, including significant adverse changes in the market or economic environment in which subsidiaries operate, the carrying amount of their net assets versus market value, or internal management's indication that the financial performance of subsidiaries will be worse than budgeted.

Only when an indication of impairment is identified, the Company performs a detailed impairment review including calculations of recoverable amounts of the investments.

Critical accounting estimates

Sources of estimation uncertainty (Company only)

Determination as to whether, and by how much, an investment (either as each direct subsidiary or a subsidiary and its own investments), is impaired involves management estimates on highly uncertain matters such as the growth and decline rates in net fees, effects of trading performance on operating expenses, discount rates, capital expenditure (where applicable), headcount resources, long-term growth rates and future market environment including the outlook for global or regional market demand for STEM skills.

The recoverable amount of an investment is the higher of its value in use and its fair value less costs of disposal. Fair value less costs of disposal may be determined based on Enterprise value to EBITDA multiple or value in use. Details of impairment charges recognised in the profit and loss account and the carrying amounts of investments are shown below in this note. The estimates for assumptions made in impairment tests in FY24 are also discussed below.

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Company

Cost	£'000
At 1 December 2023	380,683
Additions	
– Settlement of vested tracker shares	4,841
– Capital contribution relating to share-based payments	2,761
At 30 November 2024	**388,285**
Additions	
– Settlement of vested tracker shares	**1,039**
– Capital contribution relating to share-based payments	**3,797**
At 30 November 2025	**393,121**
Provision for impairment	
At 1 December 2023	157,058
Provision made during the year	46,507
At 30 November 2024	**203,565**
Provision made during the year	**–**
At 30 November 2025	**203,565**
Net carrying value	
At 30 November 2025	**189,556**
At 30 November 2024	184,720

During the year, the Company settled a number of vested tracker shares by awarding SThree plc shares (note 19(b)). This resulted in an increase in the Company's investment of £1.0 million (FY24: £4.8 million) in relevant subsidiary businesses.

IFRS 2 requires that any options or awards granted to employees of subsidiary undertakings, without reimbursement by the subsidiary, increase the carrying value of the investment held in the subsidiaries. In FY25, the Company recognised a net increase in investments in its subsidiaries of £3.8 million (FY24: £2.8 million) relating to share options and awards including those under the LTIP, Save-As-You-Earn, Employee Share Purchase Plan schemes and Deferred shares (executive short-term incentive scheme).

Assessment of investment impairment indications

The Company performed an assessment of impairment indicators for its portfolio of investments in subsidiaries. The latest trading forecasts were revised significantly downwards compared to the prior year expectations, and triggered detailed calculations of the recoverable amounts for the Company's investments in UK operations.

As a result of the detailed impairment review, no impairment charge was recognised in the year (FY24: £46.5 million) in respect of UK operations, as there was sufficient headroom between the recoverable amount and the carrying amount. The recoverable amount of the UK investment was established as the higher of 'fair value less costs of disposal' (FVLCD) and 'value in use' (VIU). The VIU of £51.7 million was determined from the post-tax operating unit profit (OUP) cash flows forecast to be generated by the UK business in the next five years and into perpetuity. Post-tax cash flows were discounted to present value using a post tax weighted average cost of capital (WACC) of 12.6% (an equivalent pre-tax WACC of 15.6%) and a long-term growth rate of 2.0%. The UK tax rate remained constant at 25%.

The impairment assessment involves judgements and estimates prevailing at the time of the test. The actual outcomes may differ from the assumptions made. The Company considered possible changes to the assumptions as follows:

(i) Apply a 5% reduction in forecast net fees, assuming a stable conversion ratio. This would result in a reduction of the recoverable amount by £0.8 million.

(ii) Apply a 10% reduction to forecast OUP. This would result in reduction of the recoverable amount by £2.1 million.

(iii) Increase a post-tax WACC by 10% (from 12.6% to 13.9%). This would result in a reduction of the recoverable amount by £2.5 million.

A full list of the Company's subsidiaries as at 30 November 2025 is provided in note 24.

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12 Trade and other receivables

Accounting policy (Group and Company)

Trade receivables including contract assets are amounts due from customers for services performed in the ordinary course of business. They are initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method. The normal credit terms are between 14–30 days upon service provision, with 30 days becoming a more prevalent payment term.

The Group applies the IFRS 9 simplified approach for trade and other receivables and follows an expected credit losses (ECLs) approach for measuring the allowance for its trade receivables. The ECL provision has been considered for contract assets but it is viewed as immaterial. The Group recognises a loss allowance based on lifetime ECLs at each reporting date based on a three year average. For invoices reviewed on a portfolio basis (i.e. not individually reviewed), the loss allowance for ECLs is provided at differing percentages based on historical collection experience, adjusted for forward-looking market factors specific to the debtors and the economic environment. Certain exposures within trade receivables are individually assessed for which the Directors make judgement on a client-by-client basis as to their ability to collect outstanding receivables. When reviewing significant outstanding invoices, the Directors consider qualitative factors that are available without undue cost or effort, such as a decrease in the debtor's creditworthiness, changes in external or internal credit ratings, macro-economic conditions, actual or expected deterioration in business performance of any particular debtor, and other known issues.

Derecognition of trade and other receivables

Trade and other receivables are derecognised when the rights to receive cash flows from these assets have expired or have been transferred. On derecognition, any difference between the carrying amount of an asset and the consideration received is recognised in the profit or loss.

For critical accounting estimates regarding contract assets, refer to note 2 *Operating segments*.

	Group		Company	
£'000	**30 November 2025**	30 November 2024	**30 November 2025**	30 November 2024
Trade receivables	**248,804**	268,825	**–**	–
Contract assets	**76,969**	88,635	**–**	–
Other receivables	**7,043**	6,462	**383**	66
Less allowance for ECLs	**(10,340)**	(8,718)	**–**	–
Trade receivables, contract assets and other receivables net of ECL	**322,476**	355,204	**383**	66
Prepayments	**8,414**	9,703	**–**	–
Other taxes and social security – debtor	**–**	–	**1,259**	–
Amounts due from subsidiaries	**–**	–	**1,755**	–
	330,890	364,907	**3,397**	66

Trade receivables are non-interest-bearing current financial assets.

Contract assets represent the contract revenue earned but not invoiced at the year end. It is based on the value of the unbilled timesheets from the contractors for the services provided up to the year end. The corresponding costs are shown within trade payables (where the contractor has submitted an invoice) and within accruals (in respect of unsubmitted and unapproved timesheets) (note 14 *Trade and other payables*).

The Group establishes an allowance for doubtful accounts that represents an estimate of ECLs in respect of trade and other receivables. Movements in the impairment provision for trade receivables are shown in the table below.

£'000	**30 November 2025**	30 November 2024
Provision for impairment of trade receivables		
At the beginning of the year	**8,718**	8,639
Charge for the year	**8,158**	7,304
Bad debts written off	**(131)**	(768)
Reversed as amounts recovered	**(6,438)**	(6,413)
Exchange differences	**33**	(44)
At the end of the year	**10,340**	8,718

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The ECLs increased YoY, reflecting ongoing macro-economic challenges. The exposure to credit risk has remained high across various countries in which the Group operates.

The management team considers that the carrying value of Group's and Company's trade and other receivables is approximately equal to their fair values and they are deemed to be current assets.

The Company's financial assets are classified as held at amortised costs and there is no significant exposure to market risks (interest rate and foreign exchange risks). For further information on Group's financial assets, refer to note 22 *Financial instruments and financial risk management*.

13 Cash and cash equivalents

Accounting policy (Group and Company)

Cash and cash equivalents include cash-in-hand, deposits held with banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are classified as short-term borrowings unless they form part of a cash pooling arrangement where there is an intention to settle on a net basis, in which case they are reported net of related cash balances.

	Group		Company	
£'000	**30 November 2025**	30 November 2024	**30 November 2025**	30 November 2024
Cash at bank	**67,962**	69,756	**74**	82
Bank overdraft	**–**	(88)	**–**	–
Net cash and cash equivalents	**67,962**	69,668	**74**	82

Cash and cash equivalents comprise cash and short-term bank deposits with an original maturity of three months or less, net of outstanding bank overdrafts.

The Group has three cash pooling arrangements in place at HSBC US (USD), HSBC UK (GBP) and Citibank (EUR).

14 Trade and other payables

Accounting policy (Group and Company)

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

	Group		Company	
£'000	**30 November 2025**	30 November 2024	**30 November 2025**	30 November 2024
Trade payables	**61,383**	54,828	**–**	–
Accruals	**98,594**	115,447	**1,218**	885
Other taxes and social security	**12,799**	12,862	**132**	207
Other payables	**10,146**	15,086	**334**	501
Amounts due to subsidiaries (note 21)	**–**	–	**10,334**	128,945
	182,922	198,223	**12,018**	130,538

The carrying amounts of Group's and Company's trade and other payables are considered to be the same as their fair values, due to their short-term nature. The Company's financial liabilities are classified as held at amortised cost and there is no significant exposure to market risks (interest rate and foreign exchange risks). For further information on Group's financial liabilities, refer to note 22 *Financial instruments and financial risk management*.

Trade and other payables are predominantly interest-free, are unsecured and are usually paid within 20 days of recognition.

Accruals include amounts payable to contractors in respect of unsubmitted and unapproved timesheets (note 12 *Trade and other receivables*).

Amounts due to SThree Management Services by other SThree Group entities are subject to an interest rate equal to average SONIA rate plus 1.2%. Amounts due from SThree Management Services to other SThree Group entities are subject to the average Money Market rates based on the currency of the balance.

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15 Leases

Accounting policy (Group)

Leases, from a lessee perspective, are recognised as a right-of-use asset and a corresponding lease liability at the date when the leased asset is available for use by the Group. Assets and liabilities arising from a lease are initially measured on a net present value basis and are recognised as part of 'Property, plant and equipment', 'Non-current lease liabilities' and 'Current lease liabilities' in the statement of financial position.

Lease liabilities include the net present value of the following lease payments:

a) fixed payments less any lease incentives receivable;

b) variable lease payments that are based on an index or a rate;

c) amounts expected to be payable by the lessee under residual value guarantees, if any;

d) the exercise price of a purchase option if the Group is reasonably certain it will exercise that option; and

e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

The lease-related service charges are treated as non-lease components and are expensed when incurred, and are therefore not capitalised as part of the lease liabilities on the initial recognition date.

The lease payments are discounted using the interest rate implicit in the lease (if that rate can be determined), or the incremental borrowing rate (IBR), being the rate the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. In determining the IBR to be used, the Group applies judgement to establish the suitable reference rate and credit spread.

Each lease payment is allocated between the liability and finance costs, within finance costs in the income statement.

Lease payments are presented as follows in the Group statement of cash flows:

- payments for the interest element of recognised lease liabilities are included in 'interest paid' within cash flows from financing activities; and
- payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities.

Right-of-use assets are measured at cost comprising the following:

a) the amount of the initial measurement of lease liability;

b) any lease payments made at or before the commencement date less any lease incentive received;

c) any initial direct costs; and

d) any restoration costs.

The right-of-use assets are depreciated over the shorter of the assets' useful life and the lease term on a straight-line basis.

The Group does not apply the recognition exemption to short-term leases or leases of low-value assets, as permitted by the standard.

In determining the lease terms, the management team considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after a termination option) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed if a significant event or change in circumstances occurs which affects this assessment and that is within the control of the lessee.

The leases which are recognised in the Consolidated Statement of Financial Position are principally in respect of buildings and cars.

The Group's right-of-use assets and lease liabilities are presented below:

£'000	**30 November 2025**	30 November 2024
Buildings	**42,220**	35,577
Cars	**908**	976
Total right-of-use assets (refer to note 9 *Property, plant and equipment*)	**43,128**	36,553
Current lease liabilities	**10,549**	10,419
Non-current lease liabilities	**36,952**	29,362
Total lease liabilities (refer to note 22 *Financial instruments and financial risk management*)	**47,501**	39,781

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The Consolidated Income Statement includes the following amounts relating to depreciation of right-of-use assets:

£'000	**30 November 2025**	30 November 2024
Buildings	**12,249**	11,868
Cars	**859**	1,076
Total depreciation charge of right-of-use assets	**13,108**	12,944

In the current year, interest expense on leases amounted to £2.1 million (FY24: £1.3 million) and was recognised within finance costs in the Consolidated Income Statement (refer to note 5 *Finance income and costs*).

The total cash outflow for leases in FY25 was £14.6 million (FY24: £14.4 million) and comprised the principal and interest element of recognised lease liabilities.

16 Other financial liabilities

Accounting policy (Group and Company)

Financial liabilities

All non-derivative financial liabilities are classified as 'financial liabilities measured at amortised cost'. All financial liabilities are recognised initially at fair value and net of transaction costs. They are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the end of the reporting period.

The Group's financial liabilities include trade and other payables and other financial liabilities, including bank overdraft and lease liabilities.

The Group maintains a committed RCF of £50.0 million along with an uncommitted £30.0 million accordion facility, both jointly provided by HSBC and Citibank, giving the Group an option to increase its total borrowings under the facility to £80.0 million. During the current and previous year, the Group did not draw down under these facilities. The Group also has an uncommitted £5.0 million overdraft facility with HSBC, which was undrawn (FY24: £0.1 million drawn down) at the year end.

The RCF is subject to financial covenants and any funds borrowed under the facility bear a minimum annual interest rate of 1.2% above the benchmark Sterling Overnight Index Average (SONIA). As the Group and the Company did not draw down under these facilities, the finance costs of £2.1 million (FY24: £1.4 million) were mainly related to lease interest.

The covenants, which the RCF is subject to, require the Group to maintain financial ratios over interest cover, leverage and guarantor cover (note 22(b)(iii)). The Group has complied with these covenants throughout the year.

The Group's exposure to interest rates, liquidity, foreign currency and capital management risks is disclosed in note 22 *Financial instruments and financial risk management*.

Reconciliation of financial liabilities to cash flows arising from financing activities:

£'000	
Balance at 1 December 2023	29,017
Cash flows:	
Interest paid to bank	(108)
Payments of principal and interest element of lease liabilities	(14,448)
Total cash flows	**(14,556)**
Lease increases	25,311
Lease termination	(868)
Other movements*	877
Balance at 30 November 2024 and 1 December 2024	**39,781**
Cash flows:	
Interest paid to bank	**(20)**
Payments of principal and interest element of lease liabilities	**(14,553)**
Total cash flows	**(14,573)**
Lease increases	**21,447**
Lease termination	**(1)**
Other movements*	**847**
Balance at 30 November 2025	**47,501**

* Other movements in FY25 and FY24 primarily comprised unwind of the discount on lease liabilities and forex revaluation.

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17 Provisions

Accounting policy (Group)

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the present value of the expenditures expected to be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

(a) Movements in each class of provision during the financial year are set out below:

£'000	Dilapidations	Restructuring and termination payments	Tracker share liability	Legal	Onerous contracts	Total
At 1 December 2023	3,189	415	1,192	4,203	525	9,524
Additions	444	1,397	–	196	–	2,037
Released to the income statement	(358)	(99)	(90)	(1,389)	–	(1,936)
Utilised during the year	(25)	(318)	(1,102)	(867)	(345)	(2,657)
Forex revaluation	(71)	–	–	(41)	(4)	(116)
At 30 November 2024	**3,179**	**1,395**	**–**	**2,102**	**176**	**6,852**
Additions	**348**	**1,445**	**–**	**242**	**–**	**2,035**
Released to the income statement	**(185)**	**(44)**	**–**	**(920)**	**–**	**(1,149)**
Utilised during the year	**(631)**	**(1,419)**	**–**	**(231)**	**(96)**	**(2,377)**
Forex revaluation	**82**	**2**	**–**	**(34)**	**1**	**51**
At 30 November 2025	**2,793**	**1,379**	**–**	**1,159**	**81**	**5,412**

£'000	30 November 2025	30 November 2024
Expected timing of provision utilisation		
Current	**2,831**	4,068
Non-current	**2,581**	2,784
	5,412	6,852

Provisions are not discounted as the Directors believe that the effect of the time value of money is immaterial. The provisions are measured at cost, which approximates to the present value of the expenditure required to settle the obligation.

(b) Information about individual provisions and significant estimates

Dilapidations

The Group is obliged to pay for dilapidations at the end of its tenancy of various properties. Provision was made based on independent professional estimates of the likely costs on vacating properties based on the current conditions of the properties. The provision is captured within the carrying value of the right-of-use assets and depreciated to profit or loss over the lease term.

Restructuring and termination payments

At 30 November 2025, the provision comprised primarily future termination payments related to staff in the following businesses: UK, Spain, Netherlands, France and Germany. Termination payments are provided for staff exiting SThree in the normal course of business and in the case of a restructuring.

Tracker share liability

In FY24, the tracker share provision was released in full to retained earnings to reflect the fact that all remaining tracker shares have now vested and the Group no longer has an obligation to repay amounts received from senior employees on subscription for tracker shares under the terms of the tracker share arrangements (note 11 *Investments*).

There were no new subscriptions in the current year as the tracker share scheme was closed for new entrants/investments.

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Legal

The provision relates to various ongoing legal and other disputes including employee litigation, compliance with employment laws and regulations, and open enquiries with tax and pension authorities. The provision relates to separate claims in a number of different geographic regions and represents our most probable estimate of the likely outcome of each of the disputes. The timing of economic outflow is subject to the factors governing each case.

Onerous contracts

This relates to partially underutilised leased offices in certain locations. The onerous contract provision was created for the corresponding service charges (not capitalised within the initial recognition amount of right-of-use assets) which will be incurred for the remainder of the underlying lease terms.

The liability in relation to all classes of provision is expected to crystallise as follows:

£'000	**30 November 2025**	30 November 2024
Within one year	**2,831**	4,068
One to five years	**2,339**	2,219
After five years	**242**	565
	5,412	6,852

18 Deferred tax

Group £'000	Fixed asset timing differences	Leases	Share-based payments	Tax losses	Provisions	Total
At 1 December 2023	(6,553)	8,142	1,389	–	2,821	5,799
(Charge)/credit to income statement for the year	(3,992)	2,424	(853)	–	7	(2,414)
Prior year charge to income statement for the year	(586)	–	–	–	(139)	(725)
Charge directly to equity	–	–	(55)	–	–	(55)
Forex revaluation	(8)	–	(14)	–	(37)	(59)
At 30 November 2024	**(11,139)**	**10,566**	**467**	**–**	**2,652**	**2,546**
(Charge)/credit to income statement for the year	**(3,530)**	**3,922**	**(256)**	**721**	**181**	**1,038**
Prior year credit/(charge) to income statement for the year	**71**	**–**	**–**	**(9)**	**(1,401)**	**(1,339)**
Adjustment due to tax rate changes	**6**	**–**	**11**	**–**	**300**	**317**
Charge directly to equity	**–**	**–**	**(60)**	**–**	**–**	**(60)**
Forex revaluation	**2**	**–**	**5**	**20**	**(76)**	**(49)**
At 30 November 2025	**(14,590)**	**14,488**	**167**	**732**	**1,656**	**2,453**

Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to offset and where the deferred tax balances relate to the same taxation authority. The following table presents an analysis of deferred tax balances for financial reporting purposes:

£'000	**30 November 2025**	30 November 2024
Deferred tax assets	**3,292**	3,408
Deferred tax liabilities	**(839)**	(862)
	2,453	2,546

Deferred tax assets are recognised for carry-forward tax losses to the extent that the realisation of the related tax benefit through future taxable profits from the respective jurisdictions is probable. In assessing whether to recognise deferred tax assets, the Group considered both current and the forecast trading performance in these territories and the expectations regarding the levels of profitability that can be achieved.

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18 Deferred tax continued

At the reporting date, the Group had unused tax losses of £16.8 million (FY24: £25.6 million) available for offset against future profits. A deferred tax asset was recognised in respect of £2.9 million of the £16.8 million (FY24: deferred tax asset of £nil on £25.6 million) losses. The decrease in losses arises from elimination of losses in dormant or liquidated entities.

In FY25, previously unrecognised tax losses were recognised in France (£2.5 million) and Belgium (£0.4 million) following improved actual and forecast profitability in these jurisdictions.

In the USA, the Group has deferred tax assets of £3.2 million (FY24 £2.9 million), of which £1.9 million (FY24 £2.9 million) has been recognised in the consolidated financial statements. In Japan, the Group has deferred tax assets of £1.9 million (2024: £1.8 million), of which none (FY24: none) has been recognised. In both countries, the recognised amount reflects management's assessment of the availability of future taxable profits against which these assets are expected to be utilised. In determining the recoverable amount, the Group considered the historical profitability, the approved business plan and forecast period, and the level of taxable temporary differences expected to reverse in future periods. In line with ESMA32 guidance, management concluded that sufficient convincing evidence to support recognition of these deferred tax assets was not available at the reporting date. Management will continue to monitor the performance of these operations closely. Should forecast profitability improve and sufficient positive evidence become available, some or all of the unrecognised deferred tax assets may be recognised in future periods.

Included in unrecognised tax losses are losses of £5.0 million (FY24: £13.1 million) which are subject to forfeit or expiry. Of this amount, £0.4 million (FY24: £8.0 million) will be forfeited over the course of the next year. A regional summary of our unrecognised operating tax losses is shown below.

The Company recognises deferred tax assets and liabilities arising from a single transaction (e.g. when entering a new lease contract) separately. As a result, deferred tax liabilities relating to leases are presented in 'Fixed asset timing differences' with deferred tax assets relating to lease liabilities being presented in leases.

At the reporting date, deferred tax recoverable within one year was £0.4 million, and a further £3.9 million is expected to be recovered in periods extending beyond one year.

At the reporting date, the Group had undistributed earnings of subsidiaries which would be subject to dividend withholding tax amounting to £2.9 million (2024: £3.2 million). No tax liability has been recognised in respect of this amount.

£'000	**30 November 2025**	30 November 2024
Operating tax losses not recognised		
Europe	**8,760**	12,626
Asia Pacific	**5,099**	12,909
	13,859	25,535

The Group has the following uncertain tax positions:

As at 30 November 2025, the Group has recognised a provision in respect of transfer pricing risks of £2.2 million (2024: £1.8 million) for potential transfer pricing adjustments. This amount represents management's best estimate of the additional taxes that may be payable, including interest and penalties, based on the expected value method.

Company

The Company's deferred tax assets/(deferred tax liabilities) relate in full to the equity-settled share-based payments.

£'000	
At 1 December 2023	136
Charge to income statement for the year	(128)
Charge directly to equity	(19)
At 30 November 2024	**(11)**
Credit to income statement for the year	**3**
Credit directly to equity	**11**
At 30 November 2025	**3**

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19 Equity

Accounting policy (Group and Company)

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

The Group's holdings in its own equity instruments are classified as 'treasury reserve'. The consideration paid, including any directly attributable incremental costs, is deducted from the equity attributable to the owners of the Company until the shares are cancelled or reissued. No gain or loss is recognised in the income statement on the purchase, sale, issue or cancellation of own equity shares.

Employee Benefit Trust (EBT)

The EBT is funded entirely by the Company. The assets and liabilities of the EBT are recognised in the Group's Consolidated Financial Statements.

The shares in the EBT are held to satisfy awards and grants under certain employee share schemes. For accounting purposes, shares held in the EBT are treated in the same manner as treasury shares and are, therefore, included in the Consolidated Financial Statements as treasury reserve. Consideration, if any, received for the sale of such shares is also recognised in equity, with any difference between the proceeds from sale and the original cost being taken to retained earnings. No gain or loss is recognised in the income statement on the purchase, sale, issue or cancellation of equity shares held by the EBT.

In the separate financial statements of the Company, the EBT is treated as an extension of the Company. Funding provided by the Company to the EBT is accounted for as the issue of treasury shares.

Group and Company

(a) Share capital

	Number of ordinary shares	Share capital £'000	Capital redemption reserve £'000	Treasury reserve £'000
Issued and fully paid				
At 1 December 2023	134,872,440	1,349	172	(7,939)
Issue of new shares	698,585	7	–	–
Purchase of shares by EBT	–	–	–	(10,000)
Utilisation of shares held by EBT	–	–	–	10,693
At 30 November 2024	**135,571,025**	**1,356**	**172**	**(7,246)**
Issue of new shares	**30,610**	**1**	**–**	**–**
Cancellation of share capital	**(7,779,335)**	**(78)**	**78**	**–**
Purchase of shares by EBT	**–**	**–**	**–**	**(1,184)**
Utilisation of shares held by EBT	**–**	**–**	**–**	**7,168**
At 30 November 2025	**127,822,300**	**1,279**	**250**	**(1,262)**

The nominal value per ordinary share is £0.01 (FY24: £0.01).

The Company does not have a limited amount of authorised share capital.

During the year, the Company purchased 7,779,335 (FY24: none) shares for immediate cancellation. When cancelling its ordinary shares, the Company transferred amounts equivalent to the nominal value of the cancelled shares into the capital redemption reserve. As a result, the share capital reduced by £0.1 million to £1.3 million (FY24: £1.4 million).

During the year, 30,610 new ordinary shares were issued (FY24: 698,585), resulting in a share premium of less than £0.1 million (FY24: £2.4 million). Of the shares issued, 30,544 (FY24: 508,396) were issued to tracker shareholders on settlement of vested tracker shares and 66 (FY24: 190,189) pursuant to the exercise of share awards under the SAYE scheme.

At 30 November 2025, the Company's issued share capital consisted of 127,858,067 ordinary shares of £0.01 each (FY24: 135,606,792). Of these, 35,767 shares (FY24: 35,767) were held directly by the Company as treasury shares. This is separate from shares held by the EBT, which are presented within the treasury reserve as disclosed above.

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19 Equity continued

Group and Company continued

(a) Share capital continued

Share premium

The share premium account represents the excess of proceeds over the nominal value for all share issues, including the excess of the exercise share price over the nominal value of the shares on the exercise of share options.

Currency translation reserve

The currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations that are integral to the operations of the Company.

EBT

During the year, the EBT purchased 578,761 (FY24: 2,340,585) of SThree plc shares. The average price paid per share was 205 pence (FY24: 427 pence). The total acquisition cost of the purchased shares was £1.2 million (FY24: £10.0 million), for which the treasury reserve was reduced. During the year, the EBT utilised 1,766,792 (FY24: 2,496,991) shares on settlement of vested tracker shares and LTIP awards. At the year end, the EBT held 579,021 (FY24: 1,767,052) shares.

(b) Share-based payments

Tracker share awards in subsidiary companies

As described in note 11 *Investments*, until FY19 the Group made tracker share awards in respect of certain subsidiary businesses to senior individuals who participate in the development of those businesses.

During the year, the Group settled certain vested tracker shares for a total consideration of £0.8 million (FY24: £4.8 million) by issue of new shares or using treasury shares purchased from the market. This resulted in an increase in share capital and share premium for new issue, and reduction in capital reserves for utilised treasury reserve, with a corresponding reduction in the Group's retained earnings and provision for tracker share liability.

LTIP, SAYE, Employee Share Purchase Plan and other share schemes

The Group has a number of share schemes to incentivise its Directors and employees. All schemes are treated as equity-settled (except a legacy Share Incentive Plan (SIP)) as the Group has no legal or constructive obligation to repurchase or settle the options in cash. The schemes are detailed below.

	30 November 2025		30 November 2024				
Scheme	**Charge (£'000)**	**Number of share awards/ matching shares**	Charge (£'000)	Number of share awards/ matching shares	Vesting period	Valuation method	Performance metrics
LTIP	**1,012**	**2,781,729**	206	1,824,290	3 years	Monte Carlo and Binomial model	Incremental EPS and OPCR growth/TSR ranking against comparator group, ESG targets
RSU	**1,859**	**797,842**	3,716	1,696,207	1–3 years	n/a	Service conditions
Employee Share Purchase Plan (ShareMatch)	**371**	**140,688**	384	94,856	1 year	n/a	None
SAYE	**324**	**417,934**	235	477,602	3 years	Binomial	None
Deferred shares (executive short-term incentive scheme)	**371**	**n/a**	376	n/a	1 year	n/a	Group financial targets, shared objectives, personal objectives
Growth Incentive Plan	**725**	**4,670,521**	69	1,559,170	3 years	n/a	Regional financial targets
Total	**4,662**	**8,808,714**	4,986	5,652,125			

The majority of the total annual share-based payment charge is attributed to the LTIP and RSU schemes which have a remaining contractual life of three years at any point in time.

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LTIP and RSU

Further details on the conditions of the LTIP are provided in the Directors' remuneration report on page 121.

	Number of options		
	LTIP	RSU	Total
At 1 December 2023	1,389,545	2,111,768	3,501,313
Granted	848,483	909,361	1,757,844
Vested	(333,064)	(1,182,107)	(1,515,171)
Lapsed	(9,192)	–	(9,192)
Forfeited	(71,482)	(142,815)	(214,297)
At 30 November 2024	**1,824,290**	**1,696,207**	**3,520,497**
Granted	**1,367,992**	**26,517**	**1,394,509**
Vested	**(66,205)**	**(829,401)**	**(895,606)**
Lapsed	**(47,591)**	**–**	**(47,591)**
Forfeited	**(296,757)**	**(95,481)**	**(392,238)**
At 30 November 2025	**2,781,729**	**797,842**	**3,579,571**

Out of the 3,579,571 LTIP awards outstanding (FY24: 3,520,497), no LTIP awards were exercisable at the year end (FY24: 2,395). Awards granted in previous years that vested during the year were satisfied by shares held in the EBT. The related weighted average share price at the date of exercise was £2.29 (FY24: £4.06). Transaction costs were negligible. The share awards had a weighted average exercise price of £nil (FY24: £nil).

The share awards granted in FY25, and separately in FY24, under the Group LTIP scheme were valued as follows:

	2025	2024
Weighted average fair value (£)	**2.39**	4.19
Key assumptions used:		
Share price at grant date (£)	**2.61**	4.20
Expected volatility*	**32.1%**	30.9%
Annual risk-free interest rate	**4.07%**	4.13%
Expected life (years)	**3**	3

* Expected volatility is determined by using the historic daily volatility of SThree plc's shares as measured over a period commensurate with the expected performance period of the share options, i.e. three years.

Growth Incentive Plan (GIP)

Under the Growth Incentive Plan, certain employees are granted share awards which can be exercised after a three-year period if sales targets are achieved.

In the current year, the Company granted 3,207,133 (FY24: 1,532,597) shares under this scheme to eligible employees.

Other schemes

The ShareMatch and SAYE schemes are not deemed material for further disclosure.

Further details behind the executive short-term incentive scheme, Deferred shares, are provided in the Directors' remuneration report on page 124.

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20 Commitments

Capital commitments

At the year end, the Group had capital commitments for property, plant and equipment and intangible assets amounting to £0.5 million (FY24: £5.2 million). Capital commitments include total future minimum lease payments under leases not yet commenced to which the Group was committed at the year end of £0.4 million (FY24: £1.0 million).

Other commitments

At the year end, the Group had also committed to future lease service costs of £10.7 million (FY24: £6.4 million).

Guarantees

At the year end, the Group/SThree plc had bank guarantees in issue for commitments which amounted to £3.7 million (FY24: £4.1 million).

Company

In FY25, selected UK subsidiaries (see note 24) were exempt from the requirements of the Act relating to the audit of individual accounts by virtue of Section 479A of the Act. The Company provides a guarantee concerning the outstanding liabilities of these subsidiaries under Section 479C of the Act.

21 Related party transactions

Group

Balances and transactions with subsidiaries were eliminated on consolidation and are not disclosed in this note. Transactions between the Group and its Directors and members of the Executive Committee, who are deemed to be key management personnel, are disclosed below.

Remuneration of key management personnel (KMP)

The Group's KMP comprises members of the Executive Committee, other members of the Board of Directors and key managers who have authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. Further details of Directors' remuneration are included in the Directors' remuneration report on pages 122 to 124.

The total number of KMP was 17 (FY24: 16) at the year end. Total remuneration for members of KMP, including two members (FY24: two members) who left the business during the current financial year, is detailed below:

£'000	**2025**	2024
Short-term employee benefits	**5,859**	4,895
Share-based payments	**1,027**	538
Post-employment benefits	**236**	196
Termination benefits	**1**	–
	7,123	5,629

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Company

The Company has related party relationships with its subsidiaries, with members of its Board and key managers. The Directors' remuneration which they receive from the Company is disclosed in the Directors' remuneration report. The Company did not have any transactions with the Directors during the financial year other than those disclosed in the Directors' remuneration report and below. Details of transactions between the Company and other related parties are disclosed below.

£'000	**2025**	2024
Transactions with the related parties during the year		
Dividend income received from subsidiaries	**155,000**	–
Investments in subsidiaries (note 11)	**(4,836)**	(7,602)
Impairment of investments in subsidiaries (note 11)	**–**	(46,507)
Settlement of tracker shares with KMP	**(13)**	(573)
Loans and advances (given to)/received from subsidiaries	**(118,611)**	43,184
Interest income received from subsidiaries	**1**	1
Interest paid to subsidiaries	**(6,555)**	(8,064)

Settlement of tracker shares with KMP

During the year, 7,404 (FY24: 85,028) shares were issued to the Chief Executive Officer (CEO) as part of the annual tracker shares settlement. Of the seven tracker share businesses in which the CEO held interests, two were recommended for a full or partial buyout, each having been assessed against the normally applied criteria. The overall buyout offer value for the CEO was £0.01 million (FY24: £0.3 million) of which £0.01 million (FY24: £0.3 million) was accepted and settled in SThree plc's shares.

Three (FY24: three) other members of KMP were also offered a full or partial buyout in FY25. Their total buyout offer was £0.01 million (FY24: £0.3 million) of which £0.01 million (FY24: £0.3 million) was accepted and settled in SThree plc's shares. No purchase or sales transactions were entered into between the Company and its subsidiaries.

£'000	**30 November 2025**	30 November 2024
Year-end balances arising from transactions with related parties		
Investments in subsidiaries	**189,556**	184,720
Amounts due from subsidiaries	**1,755**	–
Amounts due to subsidiaries	**(10,334)**	(128,945)

Deed of release

The Directors have determined that certain distributions, being the FY24 interim dividend paid 6 December 2024, the share buyback programme undertaken December 2024 to May 2025, and the FY24 final dividend paid 6 June 2025 (together the 'Relevant Distributions'), were made without complying fully with the technical requirements of the Companies Act 2006 ('the Act') (note 1 *Dividends and distributable reserves*).

On 1 October 2025, the Company waived and released any claims it may have in respect of these relevant distributions against each and any of the Directors.

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22 Financial instruments and financial risk management

(a) Financial instruments

The Group holds and uses financial instruments to finance its operations and to manage its interest rate and liquidity risks. The Group primarily finances its operations using share capital, revenue and borrowings.

The accounting classification of each category of financial instruments and their carrying amounts are set out below. At the current and prior year end, all financial instruments were classified into the 'measured at amortised cost' category.

£'000	Note	Measured at amortised cost	Total carrying amount
At 30 November 2025			
Financial assets			
Trade receivables and contract assets	12	**315,433**	**315,433**
Other receivables		**5,839**	**5,839**
Cash and cash equivalents	13	**67,962**	**67,962**
Financial liabilities			
Bank overdraft	13	**–**	**–**
Trade payables and accruals	14	**(159,977)**	**(159,977)**
Other payables		**(7,495)**	**(7,495)**
Lease liabilities	15, 16	**(47,501)**	**(47,501)**

£'000	Note	Measured at amortised cost	Total carrying amount
At 30 November 2024			
Financial assets			
Trade receivables and contract assets	12	348,742	348,742
Other receivables		6,305	6,305
Cash and cash equivalents	13	69,756	69,756
Financial liabilities			
Bank overdraft	13	(88)	(88)
Trade payables and accruals	14	(170,275)	(170,275)
Other payables		(10,841)	(10,841)
Lease liabilities	15, 16	(39,781)	(39,781)

Other receivables comprise mainly rental deposits and staff loans and exclude non-financial assets.

Other payables comprise mainly other non-trade creditors such as insurance and social obligations, and exclude non-financial liabilities.

(b) Financial risk factors

The Group reports in Sterling and pays dividends out of Sterling profits. The role of the Group's corporate treasury function is to manage and monitor external and internal funding requirements and financial risks in support of corporate objectives. Treasury activities are governed by policies and procedures approved by the Board. A treasury management committee, chaired by the Chief Financial Officer, meets on a monthly basis to review treasury activities and its members receive management information relating to treasury activities. The Group's internal auditors periodically review the treasury internal control environment and compliance with policies and procedures.

Each year, the Board reviews the Group's currency hedging strategy to ensure it is appropriate. The Group does not hold or issue derivative financial instruments for speculative purposes and its treasury policies specifically prohibit such activity. All transactions in financial instruments are undertaken to manage the risks arising from underlying business activities, not for speculation.

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The Group corporate treasury function enters into a limited number of derivative transactions, principally currency swaps and forward currency contracts, with the purpose of managing the currency risks arising from operations and financing of subsidiaries.

At the year end, the Group had net foreign exchange swaps of:

Currency	**2025 LCCY'000**	**2025 £'000**	2024 LCCY'000	2024 £'000
United Arab Emirates Dirham (AED)	**3,898**	**803**	24,273	5,190
Swiss Franc (CHF)	**(3,004)**	**(2,823)**	227	202
Euro (EUR)	**20,877**	**18,300**	21,559	17,907
Hong Kong Dollar (HKD)	**7,481**	**727**	7,482	755
Japanese Yen (JPY)	**(1,128,000)**	**(5,460)**	(226,775)	(1,188)
US Dollar (USD)	**(10,478)**	**(7,922)**	(30,028)	(23,578)
		3,625		(712)

The contracts were mainly taken out close to the year-end date for a period of 31 days (FY24: 31 days), and they had an immaterial fair value both at the current and prior year end.

The Group is exposed to a number of different financial risks including capital management, foreign currency rates, liquidity, credit and interest rates risks, which were not materially changed from the previous year. The Group's objective and strategy in responding to these risks are set out below and did not change materially from the previous year.

(i) Capital risk management

The Group's objectives when managing capital are to safeguard the Group and its subsidiaries' ability to continue as going concerns, to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to minimise the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, defer the settlement of vested tracker shares, sell assets to reduce debt, return capital to shareholders, or issue new shares, subject to applicable rules. The Group's policy is to settle the vested tracker shares in the Company's shares. During the year, certain vested tracker shares were settled by issue of new shares or using treasury shares purchased from the market (note 19(b)).

The capital structure of the Group consists of equity attributable to owners of the parent of £235.1 million (FY24: £248.6 million), comprising share capital, share premium, other reserves and retained earnings as disclosed in the Consolidated Statement of Changes in Equity and net cash of £68.0 million (FY24: £69.7 million), comprising cash and cash equivalents less any bank overdraft (note 13).

Except for compliance with certain bank covenants (note 22(b)(iii)), the Group is not subject to any externally imposed capital requirements.

(ii) Foreign currency exchange risk management

The Group uses Sterling as its presentation currency. It undertakes transactions in a number of foreign currencies. Consequently, exposures to exchange rate fluctuations do arise. Such exchange rate movements affect the Group's transactional revenues, cost of sales, the translation of earnings and the net assets/liabilities of its overseas operations.

The Group is also exposed to foreign currency risks from the value of net investments outside the United Kingdom. The intercompany loans which are treated as net investments in foreign operations are not planned to be settled in the foreseeable future as they are deemed to be a part of the investment. Therefore, exchange differences arising from the translation of the net investment loans are taken into equity.

The Group's businesses generally raise invoices and incur expenses in their local currencies. Local currency cash generated is remitted via intercompany transfers to the United Kingdom. The Group generally converts foreign currency balances into Sterling to manage its cash flows.

Foreign currency sensitivity analysis

The Group is mainly exposed to the Euro and the US Dollar. If the Euro or the US Dollar strengthened against Sterling by a movement of 10%, the anticipated impact on the Group's results in terms of translational exposure would be an increase in profit before income tax of £5.5 million and £2.4 million (FY24: £7.8 million and £2.5 million) respectively, with a similar decrease if the Euro or the US Dollar weakened against Sterling by 10%.

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22 Financial instruments and financial risk management continued

(b) Financial risk factors continued

(iii) Liquidity risk management

The Group's treasury function centrally coordinates relationships with banks, manages borrowing requirements, foreign exchange needs and cash management. The Group has access to a committed RCF of £50.0 million along with an uncommitted £30.0 million accordion facility in place with HSBC and Citibank, giving the Group an option to increase its total borrowings under the facility to £80.0 million. All these facilities remained undrawn on 30 November 2025 and 30 November 2024. The Group also has an uncommitted £5.0 million overdraft facility with HSBC, which was undrawn (FY24: £0.1 million drawn down) at the year end.

The RCF is subject to certain covenants requiring the Group to maintain financial ratios over interest cover, leverage and guarantor cover. The Group complied with these covenants throughout the year.

(1) Interest cover: the ratio of EBITDA to net finance charges shall not be less than the ratio of 4:1 at any time;

(2) Leverage: the ratio of total net debt on the last day of a period to the adjusted EBITDA in respect of that period shall not exceed the ratio of 3:1; and

(3) Guarantor cover: the aggregate adjusted EBITDA and gross assets of all the guarantor subsidiaries must at all times represent at least 80% of the adjusted EBITDA and gross assets of the Group as a whole.

The table below shows the maturity profile of the financial liabilities which are held at amortised cost based on the contractual (undiscounted) amounts payable on the date of repayment:

	Lease liabilities	**Trade and other payables, including bank overdrafts**	
£'000	**Group**	**Group**	**Company**
At 30 November 2025			
Within one year	**11,404**	**167,472**	**11,886**
One to five years	**27,410**	**–**	**–**
After five years	**16,979**	**–**	**–**
	55,793	**167,472**	**11,886**

	Lease liabilities	Trade and other payables, including bank overdrafts	
£'000	Group	Group	Company
At 30 November 2024			
Within one year	11,518	181,204	130,331
One to five years	24,664	–	–
After five years	10,500	–	–
	46,682	181,204	130,331

(iv) Credit risk management

Risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

In the normal course of business, the Group participates in cash pooling arrangements with its counterparty bank. The maximum exposure to a single banking group for deposits and funds held on account at the year end was £34.8 million (FY24: £45.9 million). The Group will not accept any counterparty bank for its deposits unless it has been awarded a minimum recognised credit rating of A3/Prime-2 (Moody's). Some local banks in emerging markets may have lower ratings but the funds at risk will be small. The Group will permit exposures with individual counterparty banks and exposure types up to pre-defined limits as part of the Group treasury policy. Exposure to all transaction limits is monitored daily.

The Group mitigates its credit risk from trade receivables by using a credit rating agency to assess new clients and payment history to consider further credit extensions to existing clients. In addition, the spread of the client base (c. 6,000 clients) helps to mitigate the risk of individual client failure having a material impact on the Group.

The Group does not typically renegotiate the terms of trade receivables; hence the outstanding balance is included in the analysis based on the original payment terms. There were no significant renegotiated balances outstanding at the year end.

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Climate-related matters

In the current year, the management team continued to monitor and mitigate any potential deterioration in clients' credit risk. No material financial impact or deterioration in our clients' ability to settle their debt obligations was identified.

In line with the Group's climate change strategy, our ambition is to deliver an appropriate level of oversight of ESG-related matters across our global client base. This will help us to assess how our clients address ESG matters within their organisations, and whether their policies meet our standards and risk appetite.

Credit rating

The Group uses the following categories of internal credit risk rating for financial assets which are subject to ECLs under the three-stage general approach. These categories reflect the respective credit risk and how the loss provision is determined for each of those categories.

Category of internal credit rating	Definition of category	Basis of recognition of ECLs
Performing	Clients have a low risk of default and a strong capacity to meet contractual cash flows	Lifetime ECLs
Underperforming/ non-performing	Clients negotiating for new credit terms, default in repayment and other relevant indicators that showed customers' deteriorating financial condition	Lifetime ECLs
Non-performing	Interest and/or principal payment are 90 days past due	Lifetime ECLs
Write-off	Clients with no reasonable expectation of recovery	Asset is written off

Impairment of financial assets

The Group applies the simplified approach by using the provision matrix to measure the lifetime ECLs for trade receivables and contract assets.

At 30 November 2025, cash and cash equivalents, other receivables and refundable deposits are rated with a 'performing' internal credit rating. The credit risks on bank balances, other receivables and deposits are low as these balances are placed with reputable financial institutions or companies with good collection track records with the Group.

To measure the ECLs, the Group considers historical payment patterns and credit characteristics of each client and adjusts for forward-looking information such as future prospects of the clients' core operating industries, the political and economic environment in which the Group's clients operate, and other information and factors on the clients' financial condition.

Notwithstanding the above, the Group evaluates the ECLs on clients in financial difficulties and who have defaulted on payments separately. These receivables are not secured by any collateral or credit enhancements.

Trade and other receivables are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivables due. Where recoveries are made, these are recognised in profit or loss.

The Group's credit risk exposure in relation to trade receivables and contract assets as at 30 November 2025 and 30 November 2024 is set out in the provision matrix as follows:

£'000	Current	1–30 days past due	31–60 days past due	61–120 days past due	More than 120 days past due	Total
30 November 2025						
Expected loss rates	**0.49%**	**1.33%**	**2.23%**	**7.31%**	**31.09%**	
Gross trade receivables	**172,339**	**24,520**	**14,360**	**13,613**	**23,972**	**248,804**
Contract assets	**76,969**	**–**	**–**	**–**	**–**	**76,969**
Other assets	**5,839**	**–**	**–**	**–**	**–**	**5,839**
Loss allowances	**1,247**	**326**	**320**	**995**	**7,452**	**10,340**

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22 Financial instruments and financial risk management continued

(b) Financial risk factors continued

(iv) Credit risk management continued

£'000	Current	1–30 days past due	31–60 days past due	61–120 days past due	More than 120 days past due	Total
30 November 2024						
Expected loss rates	0.37%	1.30%	3.97%	8.04%	18.82%	
Gross trade receivables	169,986	35,555	16,256	20,679	26,349	268,825
Contract assets	88,635	–	–	–	–	88,635
Other assets	6,305	–	–	–	–	6,305
Loss allowances	989	463	646	1,662	4,958	8,718

The increase in the ECL rate for receivables aged more than 120 days, from 18.8% to 31.1%, is due to a shift in the ageing profile within this category. In FY25, a higher proportion of receivables moved into older ageing bands that carry higher ECL percentages, resulting in an increased weighted average ECL rate compared with the prior year.

(v) Interest rate risk management

The Group is exposed to interest rate risk from the possibility that changes in interest rates will affect future cash flows or the fair values of its financial instruments, principally financial liabilities. The Group finances its operations through a mixture of retained profit and the RCF.

The Group does not hedge the exposure to variations in interest rates.

Taking into consideration all variable rate borrowings and bank balances at 30 November 2025, if the interest rate payable or receivable moved by 100 basis points in either direction, the effect to the Group would be minimal. 100 basis points was used on the assumption that applicable interest rates are not likely to move by more than this basis given the pattern of interest rate movements in recent years.

(vi) Interest rate profile of financial assets and financial liabilities

At the reporting date, the Group and the Company did not have any significant financial liabilities exposed to interest rate risk. The only financial assets which accrued interest were cash and cash equivalents (note 13) with maturity of less than a year and were subject to floating interest income.

(vii) Currency profile of net cash and cash equivalents (including bank overdrafts)

	Net cash and cash equivalents				
£'000	**Sterling**	**Euro**	**US Dollar**	**Other currencies**	**Total**
At 30 November 2025					
Functional currency of Group operations					
Sterling	**3,809**	**30,000**	**19,203**	**1,324**	**54,336**
Euro	**–**	**1,821**	**–**	**5,213**	**7,034**
US Dollar	**–**	**–**	**200**	**606**	**806**
Other	**–**	**–**	**694**	**5,092**	**5,786**
	3,809	**31,821**	**20,097**	**12,235**	**67,962**

	Net cash and cash equivalents				
£'000	Sterling	Euro	US Dollar	Other currencies	Total
At 30 November 2024					
Functional currency of Group operations					
Sterling	7,909	34,292	17,734	1,404	61,339
Euro	–	3,281	–	2,240	5,521
US Dollar	–	–	1	243	244
Other	–	–	942	1,622	2,564
	7,909	37,573	18,677	5,509	69,668

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Other foreign currencies held by the Group include Hong Kong Dollar, Japanese Yen, Malaysian Ringgit, Qatari Riyal, Singapore Dollar, Saudi Arabia Riyal, Swiss Franc, Swedish Krona and United Arab Emirates Dirham. The Company does not have a material exposure to other currencies.

(viii) Fair value

For all financial instruments, the carrying amount is either the fair value, or approximates the fair value.

Fair value is the amount at which a financial instrument could be exchanged in an arm's length transaction between informed and willing parties, other than a forced or liquidation sale, and excludes accrued interest.

Where relevant, market values were used to determine fair values. Where market values were not available, fair value was calculated by discounting expected cash flows at prevailing interest rates and by applying year-end exchange rates.

Summary of fair value methods and assumptions	
Receivables and payables	Due to the short-term nature of the current receivables and payables, their carrying amount is considered to be the same as their fair value.
Cash and cash equivalents, including short-term deposits	Approximates the carrying amount because of the short maturity of these instruments.
Borrowings	The carrying amount of the Group's borrowings, primarily the RCF, approximates their fair value. The fair value of the RCF is estimated using discounted cash flow analysis based on the Group's current incremental borrowing rates for similar types and maturities of borrowing and is consequently categorised in level 2 of the fair value hierarchy.

23 Subsequent events

On 27 January 2026 the Company announced its intention to launch a share buyback programme of up to £20 million. The share buyback programme commenced on 12 February 2026 and is expected to end no later than 30 November 2026, the end of the Company's current financial year. At 23 February 2026, £390,920.47 has been completed.

24 List of subsidiaries

The full list of SThree plc's subsidiaries at 30 November 2025 and the Group percentage of ordinary share capital and voting rights is as follows:

Name of undertaking	%	Country of incorporation	Principal activities	Registered office
SThree Austria GmbH	100	Austria	Recruitment	Wiedner Gurtel 13, Turm 24, 10 OG. 1100 Vienna, Austria
SThree Temp Experts Österreich GmbH	100	Austria	Recruitment	Wiedner Gurtel 13, Turm 24, 10 OG. 1100 Vienna, Austria
Computer Futures Solutions NV	100	Belgium	Recruitment	31 Central, Rue de l'Hôpital 31, 1000 Bruxelles, Belgium
Huxley Associates Belgium NV	100	Belgium	Recruitment	31 Central, Rue de l'Hôpital 31, 1000 Bruxelles, Belgium
SThree Services NV	100	Belgium	Recruitment	31 Central, Rue de l'Hôpital 31, 1000 Bruxelles, Belgium
SThree Belgium NV	100	Belgium	Recruitment	31 Central, Rue de l'Hôpital 31, 1000 Bruxelles, Belgium
SThree SAS	100	France	Recruitment	124 Rue Réaumur, Paris, 75002, France
SThree Holdings GmbH	100	Germany	Holding company	Querstrasse 7, 60322, Frankfurt am Main, Germany
SThree GmbH	100	Germany	Recruitment	Querstrasse 7, 60322, Frankfurt am Main, Germany
SThree Temp Experts GmbH	100	Germany	Recruitment	Querstrasse 7, 60322, Frankfurt am Main, Germany
SThree Services GmbH	100	Germany	Recruitment	Querstrasse 7, 60322, Frankfurt am Main, Germany
SThree Limited	100	Hong Kong	Dormant	Suite 3201, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong
SThree India Private Limited	100	India	In voluntary liquidation	511 The Corporate Centre, Nirmal Lifestyle Mall, LBS Road, Mulund (West), Mumbai, Maharashtra-MH. 400080, India
SThree Staffing Ireland Limited	100	Ireland	Recruitment	Pembroke Hall, 38/39 Fitzwilliam Square West, Dublin 2, D02 NX53, Ireland
SThree K.K.	100	Japan	Recruitment	Kabukiza Tower, 12–15, Ginza 4-chome, Chuo-ku, Tokyo, Japan
SThree S.à r.l.	100	Luxembourg	Dormant	295, rue de Luxembourg, Bertrange, Grand Duchy of Luxembourg, L-8077, Luxembourg

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24 List of subsidiaries continued

Name of undertaking	%	Country of incorporation	Principal activities	Registered office
Progressive Global Energy Sdn. Bhd.	100	Malaysia	Recruitment	Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brickfields, Kuala Lumpur, 50470, Malaysia
SThree Holdings BV	100	Netherlands	Recruitment	Gustav Mahlerlaan 38, Gebouw Som 1, 1082MC, Amsterdam, Netherlands
SThree Interim Services BV	100	Netherlands	Recruitment	Gustav Mahlerlaan 38, Gebouw Som 1, 1082MC, Amsterdam, Netherlands
SThree Middle East for Business Services Limited Liability Company	100	Saudi Arabia	HR services	Astrolabs Riyadhi, 3141 Anas Ibn Malik Rod, Al Malqa, Riyadh 13521, Saudi Arabia
SThree Pte. Ltd.	100	Singapore	In liquidation	18 Cross Street #14–01, Cross Street Exchange, Singapore, 048423, Singapore
SThree Business Services Ibérica, S.L.	100	Spain	Recruitment	Carrer de Balmes, 89, Barcelona, 08008, Spain
SThree Switzerland GmbH	100	Switzerland	Recruitment	3rd Floor, Claridenstrasse 34, 8002 Zürich, Switzerland
Cavendish Directors Limited*	100	UK	Dormant	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree UK Holdings Limited*	100	UK	Holding company	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree Overseas Holdings Limited*	100	UK	Holding company	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree UK Management Limited*	100	UK	Holding company	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree Overseas Management Limited*	100	UK	Holding company	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree UK Operations Limited*	100	UK	Holding company	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree Euro UK Limited	100	UK	Support services	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree IP Limited*	100	UK	Support services	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree Management Services Limited*	100	UK	Management services	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree Partnership LLP	100	UK	Recruitment	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
Huxley Associates Global Limited	100	UK	Recruitment	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
Progressive Global Energy Limited	100	UK	Recruitment	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
Elevize Limited	100	UK	Support services	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
SThree Dollar UK Limited	100	UK	Support services	Level 16, 8 Bishopsgate, London, EC2N 4BQ, United Kingdom
Specialist Staffing Holdings Inc	100	USA	Holding company	Corporation Service Company, 251 Little Falls Drive, Wilmington DE 19808, United States
Specialist Staffing Solutions Inc	100	USA	Recruitment	Corporation Service Company, 251 Little Falls Drive, Wilmington DE 19808, United States
Specialist Staffing Services Inc	100	USA	Recruitment	Corporation Service Company, 251 Little Falls Drive, Wilmington DE 19808, United States

* Directly held subsidiaries. All other subsidiaries are indirectly held.

Statutory guarantees and audit exemptions:

The following Group entities are exempt from audit by virtue of Section 479A of the Companies Act 2006. SThree plc has provided statutory guarantees to all these entities in accordance with the Companies Act:

Elevize Limited
Huxley Associates Global Limited
Progressive Global Energy Limited
SThree Dollar UK Limited
SThree Euro UK Limited
SThree IP Limited
SThree Management Services Limited
SThree UK Operations Limited

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25 Alternative performance measures (APMs): definitions and reconciliations

In discussing the performance of the Group, comparable measures are used.

The Group discloses comparable performance measures to enable users to focus on the underlying performance of the business on a basis which is common to both periods for which these measures are presented. The reconciliation of comparable measures to the directly related measures is as follows.

APMs in constant currency

As the Group operates in 11 countries, and with many different currencies, it is affected by foreign exchange movements, and the reported financial results reflect this. However, the Group business is managed against targets which are set to be comparable between years and within them, for otherwise foreign currency movements would undermine management's ability to drive the business forward and control it. Within this Annual Report and Accounts, comparable results have been highlighted on a constant currency basis as well as the results on a reported basis which reflect the actual foreign currency effects experienced.

The Group evaluates its operating and financial performance on a constant currency basis (i.e. without giving effect to the impact of variation of foreign currency exchange rates from year to year). Constant currency APMs are calculated by applying the prior year foreign exchange rates to the current and prior financial year results to remove the impact of exchange rate.

Measures on a constant currency basis enable users to focus on the performance of the business on a basis which is not affected by changes in foreign currency exchange rates applicable to the Group's operating activities from period to period.

The calculations of the APMs on a constant currency basis and the reconciliation to the most directly related measures are as follows:

	2025					
£'000, unless otherwise stated	**Revenue**	**Net fees**	**Operating profit**	**Operating profit conversion ratio***	**Profit before tax**	**Basic EPS (pence)**
Reported	**1,302,204**	**322,696**	**26,135**	**8.1%**	**25,533**	**13.7**
Currency impact	**4,500**	**1,635**	**316**	**0.1%**	**301**	**0.2**
In constant currency	**1,306,704**	**324,331**	**26,451**	**8.2%**	**25,834**	**13.9**

	2024					
£'000, unless otherwise stated	Revenue	Net fees	Operating profit	Operating profit conversion ratio*	Profit before tax	Basic EPS (pence)
Reported	1,492,906	369,079	66,194	17.9%	67,640	37.4

* Operating profit conversion ratio represents operating profit over net fees.

To calculate the YoY variances in constant currency, management compared the FY25 results in constant currency versus the FY24 reported results.

Other APMs

Net cash excluding lease liabilities

Net cash is an APM used by the Directors to evaluate the Group's capital structure and leverage. Net cash is defined as cash and cash equivalents less current and non-current borrowings excluding lease liabilities, less bank overdraft, as illustrated below:

£'000	**30 November 2025**	30 November 2024
Cash and cash equivalents	**67,962**	69,756
Bank overdraft	**–**	(88)
Net cash	**67,962**	69,668

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25 Alternative performance measures (APMs): definitions and reconciliations continued

Other APMs continued

EBITDA

In addition to measuring financial performance of the Group based on operating profit, the Directors also measure performance based on EBITDA. It is calculated by adding back to the reported operating profit non-cash items such as the depreciation of property, plant and equipment (PPE), the amortisation and impairment of intangible assets, loss on disposal of PPE and intangible assets, gain on lease modification and the employee share options charge. Where relevant, the Group also uses EBITDA to measure the level of financial leverage of the Group by comparing EBITDA to net debt.

A reconciliation of reported operating profit for the year to EBITDA is set out below.

£'000	2025	2024
Reported operating profit for the year	**26,135**	66,194
Depreciation of PPE	**16,095**	15,230
Amortisation and impairment of intangible assets	**1,581**	24
Loss on disposal of PPE and intangible assets	**48**	135
Gain on lease modification	**(42)**	(69)
Gain on disposal of subsidiaries	**–**	(135)
Employee share options charge	**4,662**	4,986
EBITDA	**48,479**	86,365

Dividend cover

The Group uses dividend cover as an APM to ensure that its dividend policy is sustainable and in line with the overall strategy for the use of cash. Dividend cover is defined as the number of times the Company is capable of paying dividends to shareholders from the profits earned during a financial year, and it is calculated as the Group's profit for the year attributable to owners of the Company over the total dividend paid to ordinary shareholders.

£'000		2025	2024
Profit for the year attributable to owners of the Company	A	**17,674**	49,692
Dividend proposed to be paid to shareholders (note 8)	B	**18,356**	19,045
Dividend cover	(A ÷ B)	**1.0**	2.6

Contract margin

The Group uses contract margin as an APM to evaluate contract business quality and the service offered to customers. Contract margin is defined as contract net fees as a percentage of contract revenue.

£'000, unless otherwise stated		2025	2024
Contract net fees	A	**270,659**	310,617
Contract revenue	B	**1,248,038**	1,431,133
Contract margin	(A ÷ B)	**21.7%**	21.7%

Total shareholder return (TSR)

The Group uses TSR as an APM to measure the growth in value of a shareholding over three years, assuming that dividends are reinvested to purchase additional shares at the closing price applicable on the ex-dividend date. The TSR is calculated by the external independent data-stream party.

pence, unless otherwise stated	2025	2024
SThree plc TSR return index value: three-month average to 30 Nov 2022 (FY24: 30 Nov 2021)	**355.43**	528.47
SThree plc TSR return index value: three-month average to 30 Nov 2025 (FY24: 30 Nov 2024)	**178.83**	382.78
Total shareholder return	**-49.7%**	-27.6%

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Five-year financial summary

	30 November 2025	30 November 2024	30 November 2023	30 November 2022	30 November 2021
Financial metrics					
Revenue (£'m)	**1,302.2**	1,492.9	1,663.2	1,639.4	1,330.7
Net fees (£'m)	**322.7**	369.1	418.8	430.6	355.7
Operating profit (£'m)[1]	**26.1**	66.2	76.4	77.6	60.8
Operating profit conversion ratio[1]	**8.1%**	17.9%	18.2%	18.0%	17.1%
Basic EPS (pence)[1]	**13.7**	37.4	42.4	41.0	31.8
Other Group ratios					
Total assets (£'m)	**483.4**	506.7	472.3	470.4	400.6
Total equity (£'m)	**235.1**	248.6	222.9	200.4	158.2
Net cash (£'m)	**68.0**	69.7	83.2	65.4	57.5
Cash from operations (£'m)	**70.1**	59.8	86.9	64.4	54.5
Dividends per share (pence)	**14.3**	14.3	16.6	16.0	11.0
Group operational statistics					
Average total headcount[2]	**2,397**	2,649	2,819	2,890	2,588
Average sales headcount[2]	**1,668**	1,823	1,981	2,114	1,911
Active contractors at year end	**8,840**	9,955	11,606	12,533	11,809

1 The results for the financial year 2021 are presented on an adjusted basis, i.e. excluding the impact of exceptional items.
2 Based on full-time equivalents.

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Other Information

Results announcement timetable

SThree plc confirms the following forthcoming dates in the Group financial calendar:

2026	
17 March 2026	FY26 Q1 Trading Update
29 April 2026	Annual General Meeting*
16 June 2026	FY26 Half Year Trading Update
21 July 2026	FY26 Half Year Results
22 September 2026	FY26 Q3 Trading Update
16 December 2026	FY26 Trading Update

2027	
26 January 2027	FY26 Final Results

* The Group does not normally provide a trading update at the time of its Annual General Meeting.

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Shareholder information

Shareholders with enquiries relating to their shareholding should contact Computershare Investor Services.

Alternatively, you may access your account via www.investorcentre.co.uk, but will need to have your Shareholder Reference Number (SRN) available when you first log in. This can be found on your Welcome letter or other correspondence received from Computershare relating to your shareholding. The online facility also allows shareholders to view their holding details, update their address and dividend mandate instructions.

Shareholders who would prefer to view documentation electronically can also elect to receive automatic notification by email each time the Company distributes documents, instead of receiving a paper version of such documents. You can again choose your preferred communication method by using the shareholder portal at www.investorcentre.co.uk. Alternatively, you can register your request via the registrar by calling +44 (0)370 707 1412. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 08.30–17.30, Monday to Friday excluding public holidays in England and Wales. Should you wish to change your mind or request a paper version of any document in the future, you may do so by contacting the registrar.

Potential targeting of shareholders

Companies have become aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas-based brokers who target UK shareholders offering to sell them what often turn out to be worthless or high-risk shares in US or UK investments. They can be very persistent and extremely persuasive. It is not just the novice investor that has been duped in this way; many of the victims had been successfully investing for several years.

Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount or offers of free company reports. If you receive any unsolicited investment advice:

Reject unexpected offers

Scammers usually cold call, but contact can also come by email, post, word of mouth or at a seminar. If you have been offered an investment out of the blue, chances are it is a high-risk investment or a scam.

Check the Financial Conduct Authority (FCA) Warning List

Use the FCA Warning List to check the risks of a potential investment – you can also search to see if the firm is known to be operating without FCA authorisation.

Get impartial advice

Get impartial advice before investing – do not use an adviser from the firm that contacted you.

You can report a firm or scam to the FCA on 0800 111 6768 or through ScamSmart – Avoid investment and pension scams | FCA.

If you have lost money in a scam, contact Report Fraud on 0300 123 2040 or www.reportfraud.police.uk.

Share price information

Information on the Company's share price can be found via: www.sthree.com.

ShareGift

ShareGift (reg charity no. 1052686) operates a charity share donation scheme for shareholders with small parcels of shares whose value may make it uneconomic to sell. Details of the scheme are available from www.sharegift.org or by calling 0207 930 3737.

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Company information and corporate advisers

Executive Directors

Timo Lehne
Chief Executive Officer

Andrew Beach
Chief Financial Officer

Whistleblowing hotline

Tel: (UK) 0800 915 1571
Website: www.safecall.co.uk/report

Financial advisers and stockbrokers

Berenberg
60 Threadneedle Street
London
EC2R 8HP

Investec Bank plc
30 Gresham Street
London
EC2V 7QP

Financial PR

Alma Strategic Communications
71–73 Carter Lane
London
EC4V 5EQ

Auditors

Ernst & Young LLP
5 George Square
Glasgow
G2 1DY

Registrars

Computershare
The Pavilions Bridgwater Road
Bristol
BS13 8AE
Tel: (UK) +44 (0)370 707 1412*
Shareholder Portal: www.investorcentre.co.uk

* Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 08.30–17:30, Monday to Friday excluding public holidays in England and Wales.

Group Company Secretary and registered office

Kate Danson
Group Company Secretary
Level 16, 8 Bishopsgate
London
EC2N 4BQ
Email: cosec@sthree.com

Company number

03805979

Contact details

Email: enquiries@sthree.com
Website: www.sthree.com

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SThree plc
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London
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