

RNS Number : 6652S

SThree plc

12 February 2026

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Commencement of Share Buyback Programme

On 27 January 2026, in its Final Results for the financial year ended 30 November 2025, SThree plc ("SThree" or the "Company") announced its intention to launch a share buyback programme of up to £20 million (the "Share Buyback Programme").

SThree has entered a non-discretionary agreement with each of Investec Bank plc ("Investec") and Joh. Berenberg, Gossler & Co. KG, London Branch ("Berenberg", together, the "Brokers") to execute the buyback for an aggregate value of up to £20 million (excluding any associated costs and stamp duty) of the Company's Ordinary Shares of 1 pence each (the "Shares") and to make trading decisions under the Share Buyback Programme independently of the Company in accordance with certain pre-set parameters. During any closed periods the Company and its Directors have no power to invoke any changes to the programme and it will be executed at the sole discretion of the Brokers. The Share Buyback Programme will commence today and is expected to end no later than 30 November 2026, the end of the Company's current financial year.

The purpose of the Share Buyback Programme is to reduce the share capital of the Company. As such, the Company will cancel any Shares purchased. The Directors of the Company consider the Share Buyback Programme to be in the best interests of the Company and its shareholders, returning surplus capital to shareholders, whilst maintaining the financial flexibility to invest in the Group's strategy.

Any share purchases will be made by the Company within certain pre-set parameters and in accordance with the general authority of the Company to repurchase shares granted by shareholders at the Company's Annual General Meeting held on 29 April 2025, which permits the Company to purchase no more than 13,350,000 ordinary shares, as may be updated subject to shareholder approval at the 2026 Annual General Meeting.

The Share Buyback Programme will be conducted in compliance with Chapter 12 of the Financial Conduct Authority's Listing Rules and with European Union (EU) Regulation No 596/2014 ("MAR") and the MAR buyback technical standards (Commission Delegated Regulation (EU) 2016/1052) (the "Technical Standards"), both of which form part of Retained EU Law as defined in the European Union (Withdrawal) Act 2018.

The Company will initially rely on the safe harbour conditions for trading set out in Article 3(2) and Article 3(3) of the Technical Standards. However, if the safe harbour conditions were to constrain the Company's ability to execute the Share Buyback Programme within the targeted timeframe given, for example, share illiquidity, the Company may subsequently decide and announce its intention to trade outside of the safe harbour conditions.

The Company will make further announcements in due course following the completion of any repurchases. There is no guarantee that the Share Buyback Programme will be implemented in full or that any Ordinary Shares will be repurchased by the Company.

At the time of this announcement, the Company's share capital comprises 127,822,300 Ordinary Shares with voting rights.

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