

Section 172 Statement

This Statement sets out how the Board of Directors ("the Board", "we", "us") of Reed Staffing Services Limited ("Reed Staffing Services", "the Company") complies with the requirements of Section 172 of the Companies Act 2006 and how consideration of stakeholder interests has impacted the Board's activities and decision making during the financial period ending 30th June 2025 ("FY25").

Section 172 of the Companies Act 2006 states that directors of a company 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 the members, and in doing so have regard (amongst other matters) to:

- a) the likely consequences of any decision in the long term,
- b) the interests of the Company's employees,
- c) the need to foster the Company's business relationships with suppliers, customers, and others,
- d) the impact of the Company's operations on the community and the environment,
- e) the desirability of the Company maintaining a reputation for high standards of business conduct, and
- f) the need to act fairly between members of the Company.

These duties are designed to ensure that directors act in such a way as to promote the long-term success of the company by delivering and creating sustainable shareholder value as well as contributing to wider society. The Reed Group comprises Reed Global Limited ("Reed") and its subsidiaries, including Reed Specialist Recruitment Limited ("RSR") and the Company. Reed Staffing Services is a wholly owned subsidiary of RSR, and the Company's directors are also directors of RSR.

Engaging with stakeholders to deliver long-term success has remained a priority for us during FY25. We are conscious of the environment in which the Company operates and the importance of engaging with key stakeholders including our temporary workers and local communities. A Stakeholder Map, identifying the key internal and external stakeholders and how the Company interacts with them, has been created and may be found, along with other relevant statements, on the 'Corporate Governance' page on our website: <https://www.reed.com/corporate-governance>.

Reed Staffing Services is proud of its culture as a family business, and all Reed Staffing Services directors understand and adhere to the requirements of Section 172 due to the nature, ethos, purpose, vision and values of the Company. In addition, all Reed Staffing Services directors have received formal training on their responsibilities and accountabilities, and principal decisions have been defined and formalised as part of Board meetings.

Last year we made a decision to change the accounting reference date of the Company for this financial period, to run from 11th May 2024 to 30th June 2025, to align with the implementation date of our new Finance and HR platform, Workday. We considered various operational advantages to making this one-off change to the accounting periods, as well as a significant cost saving which led us to determine that this was the best course of action.

We ensured several successful engagement schemes for our various stakeholder groups have been continued during FY25. Further detail on how we have engaged our stakeholders and considered their needs and interests while conducting our operations can be found in our Success with the Environment Statement in the Strategic Report and our Success with Employees and Success with Other Stakeholder Statements within the Director's Report.

Corporate Governance Statement

Introduction

Reed Staffing Services Limited ("Reed Staffing Services", "the Company") is committed to good corporate governance, which supports the running of a responsible business and the upholding of our values.

This Corporate Governance Statement explains how, for the reporting period ended 30th June 2025, the Reed Staffing Services Board of Directors ("the Board", "we", "us") has managed its corporate governance responsibilities by applying the Wates Corporate Governance Principles in compliance with The Companies (Miscellaneous Reporting) Regulations 2018.

Principle 1: Purpose and Leadership

The Reed Group is a family-run, recruitment and business services group of companies. Founded in 1960, the Reed Group has been delivering human resources, learning and community solutions to public and private sector clients for over 60 years. With operations spanning across the UK, Europe, the USA, and Asia, access to the UK's largest candidate database, and expertise across 20 specialist sectors, we are committed to ensuring that people are at the heart of everything we do to ensure our purpose - improving lives through work - is fulfilled.

The Reed Group is led by the Reed Global Limited Board, which defines the Reed's purpose, values, and strategy, and approves the strategies of Reed's subsidiary companies, including Reed Specialist Recruitment Limited ("RSR"). Reed Staffing Services is a wholly owned subsidiary company of RSR, and it is the company which employs all of Reed's temporary workers in the UK.

There are three core values at Reed:

- We are Fair, Open and Honest
 - we treat everyone with fairness and respect
 - we act with integrity
 - we are true to our commitments
- We Take Ownership
 - we respond swiftly to execute our promises
 - we take responsibility for providing solutions
 - we hold ourselves accountable for our actions
- We Work Together
 - we work in partnership and build sustainable trusted relationships
 - we value a diverse workforce and respect the contributions of all
 - we support our customers and colleagues in achieving their goals

We ensure our purpose and values are clearly articulated with effective channels of engagement with our temporary workers and other stakeholders, including access to an online portal, as well as direct communication between RSR and our temporary workers. In support of its fair, open, and honest culture, the Company operates a whistleblowing process to ensure transparency and openness.

Principle 2: Board Composition

The leadership and responsibility for the overall effective running of the Board sits with the Company Managing Director. The Board is comprised of two directors, including Reed's Chairman & Chief Executive, James Reed.

The day-to-day operational management of Reed Staffing Service's temporary workers takes place through RSR. Meeting of the RSR Board of Directors ("RSR Board") includes reference to any matters arising relating to the Company, as the directors of the Company are also directors of RSR.

A short biography for each Board member, detailing their appropriate skills, background, experience and knowledge is below:

James Reed CBE, CCMi, FCIPD, MBA, MA - Chairman and Chief Executive of Reed.

James Reed is the Chairman and Chief Executive of Reed. He was appointed Chief Executive in 1997 and became Chairman in 2004 when he took over the role from his father, the founder of the Reed Group, Sir Alec Reed. He was awarded the CBE in the 2023 New Year Honours List for services to business and charity. James is a regular media commentator on work and labour market issues, with recent appearances including BBC News, Sky News, BBC Radio 2 and BBC Radio 4. He has contributed insight to a wide range of publications including the Financial Times, Harvard Business Review and The Sunday Times.

James is also a best-selling author of four books, *Life's Work: 12 Proven Ways to Fast-Track Your Career*, *The Happy Recruiter: The 7 Ways to Succeed*, *The 7 Second CV: How to Land the Interview*, and *Why You?: 101 Interview Questions You'll Never Fear Again*. He also co-authored *Put Your Mindset to Work* with Dr Paul Stoltz. James has an MA in Philosophy, Politics and Economics from Oxford University, an MBA from Harvard Business School and is a Fellow of the Chartered Institute of Personnel and Development (CIPD).

Ian Nicholas BSc, FCIPD - Global Managing Director

Ian was appointed as Global Managing Director of the Company in March 2020, transferring from his role as Chief HR Officer for Reed Global Limited, in which he was responsible for all people strategies across the group.

Ian joined Reed in 2004 as HRD of one of their businesses, and he also opened and ran a specialist HR recruitment arm. In 2007 the company merged its recruitment businesses and Ian was appointed as HRD for the newly formed Reed Specialist Recruitment. In 2013, whilst retaining his HR responsibilities, he was appointed as MD for RSR Managed Services and during a two-year period of successful growth, he led the re-shaping of the business into what is now the highly regarded Reed Talent Solutions brand. In 2015, Ian was appointed to CHRO for the Reed Group, before taking up his current role as Global Managing Director.

Ian attained a BSc (Hons) at Liverpool University, subsequently gaining his CIPD qualification via Glamorgan University. He is Chartered FCIPD. In 2019, Ian was listed on the 'HR Most Influential' list by HR Magazine.

We are supported in our strategic management of the Company and its risks by the Reed Group's risk management framework, led by Reed's Audit and Risk Committee ("ARC"), which reviews the comprehensiveness and reliability of assurances on governance, risk management, control environment, and the integrity of financial statements and the annual report. RSR has robust Compliance, Audit and Data functions managing and mitigating operational risk. The Board therefore delegates day-to-day management and implementation of agreed risk strategies to these functions on behalf of the Company.

We are committed to ensuring that the composition of the Board continues to comprise directors who possess the diversity of skills and experience required to fulfil the role, and we fully support the professional development of all board members.

The RSR Board has adopted standardised documentation and receives key performance indicators in the form of Balanced Scorecards for the Company, covering financial, commercial, people, and social responsibility matters ahead of each Board meeting.

A regular formal effectiveness review of the Board takes place every other year, of which the most recent took place in FY24.

Principle 3: Director responsibilities

The Board normally has a programme of monthly meetings, plus an additional meeting for strategic planning.

The Board is responsible for establishing the culture, values and framework within which the Company operates, including the Company's strong values as defined under Principle 1. We uphold our responsibility to stakeholders for the direction and oversight of the Company to ensure its long-term success and consider stakeholder impact in our decision-making. We provide leadership, oversee strategy, ensure the necessary resources are available; and set policies, key operational initiatives and standards.

We delegate day-to-day management of operating divisions to the RSR Senior Leadership Team. Both statutory and non-statutory directors who attend Board meetings have annual appraisals and quarterly reviews of progress against targets to maintain accountability.

The Board relies on accurate and relevant information to make effective business decisions and is free to challenge decisions as it sees fit. We receive regular and timely business reports on areas such as financial performance, strategy, operations, and environmental impact which keep us informed of the Company's performance, position, and long-term sustainable success.

As part of every board meeting, conflict of interest is a standing agenda item where all members must declare any conflicts of interest which may impact their effective decision making, in line with the Reed Group's conflicts of interest policy.

Principle 4: Opportunity and Risk

The Board focuses on future opportunities for innovation and entrepreneurship. Short-term to medium-term opportunities are highlighted through Board meetings and executive reporting, whilst long-term strategic opportunities are reviewed through the annual strategic review process.

The RSR Board has responsibility for determining the nature and extent of the principal risks that both RSR and the Company are facing, the overall risk appetite and the Company's internal control framework. The Board has robust procedures to identify, monitor and manage risk via the RSR Operational Risk Group ("ORG"), which meets quarterly and receives reports on any emerging or established risks which are considered to have an impact on the Company's stakeholders, or which may impact the Company's business objectives. Throughout FY25, the RSR Board's oversight of risk has continued to evolve, including a greater consideration placed on climate-related risks as well as overall how RSR, and the Company, controls and mitigates its risks. In FY25, the Company via the ORG evaluated the impact of the Reed Group's principal risks on our operations as well as the Company's key strategic risks, to support a full review of the Reed Group's risk landscape. The RSR Board additionally oversees an internal audit function to test the mitigations and controls of principal risks.

RSR holds certifications for ISO 9001 and ISO 14001, and these are incorporated into the Company's approach to risk management.

Principle 5: Remuneration

Remuneration of the Board executives is based on performance, behaviours, demonstration of company culture and values, and achievement of business goals. Our approach to remuneration considers fairness and ensures alignment with the Company's strategic objectives whilst considering the impact of said remuneration package on temporary workers, investors and other stakeholders, and the possible risks that could result from ineffective incentives such as talent loss and misaligned goals and values. We regard existing remuneration processes as appropriate to the needs of the Company and include executive remuneration as a consideration in our board effectiveness reviews.

The Board, via the RSR Board, recognises the importance of closing the Gender Pay Gap, which is supported by a clear policy. The specific pay rates for the Company's temporary workers are determined by the hiring client rather than the Company, however through engagement with the hiring clients, the Company advocates for the most appropriate pay rate for its temporary workers wherever possible.

Principle 6: Stakeholder Engagement

Reed has a strong emphasis on corporate responsibility and a long track record of positive social impact, philanthropy and sustainability. At Reed Staffing Services, we achieve this through our proactive and effective engagement with our stakeholders and communities, allowing us to form strong, meaningful relationships.

For all principal decisions, the Board engages with, and considers feedback, as appropriate, from affected stakeholder groups.

Further detail on how, Reed Staffing Services, via the Reed Group, has effectively engaged with and positively impacted our stakeholders across FY25, can be found in our Section 172 Statement in the Strategic Report, and in the Group's FY25 Sustainability Report, available on our website.