

SECTION 430(2B) COMPANIES ACT 2006 STATEMENT

The following information is provided in accordance with Section 430(2B) of the Companies Act 2006.

Robert Walters stepped down from his role as Chief Executive Officer of Robert Walters plc on 27 April 2023

The Company announced on 10 March 2023 that Robert Walters would be stepping down from his role as the Chief Executive Officer and Executive Director of Robert Walters plc ("the Company") on 27 April 2023. He remains employed by the Company in his capacity as Founder of the Company.

Remuneration arrangements in respect of this transition have been determined in accordance with the Company's Executive Directors' Remuneration Policy (the "Policy"). [Full details will be included in the Company's Annual Report, to be published in or around April 2024.

Salary, pension and benefits

Mr Walters was required to give 12 months' notice of his resignation as Chief Executive Officer, which was provided on 9 March 2023. He will therefore continue to receive his base salary, cash pension allowance and other benefits up until 9 March 2024.

Mr Walters formally stepped down from his role as Chief Executive Officer and Executive Director of the Company on 27 April 2023, at which time he moved to the role of Founder of the Company. In his role of Founder of the Company he will provide consultancy and advisory services to the Company's board and new Chief Executive Officer, Toby Fowlston.

At the end of his notice period on 9 March 2024, Mr Walters will continue in his role as Founder of the Company. However, from 9 March 2024 onwards, Mr Walters' services will be provided on an as required basis and he will receive a payment of £10,000 per month for providing such services.

Mr Walters was entitled to a capped contribution of £5,000 plus VAT towards legal fees incurred in connection with the transition of his role.

Incentives

Mr Walters will remain eligible to receive an annual bonus for the 2023 financial year which will be determined based on performance achieved when the 2023 results are known. One third of the bonus which relates to the period up to 27 April 2023 will be deferred into shares, in accordance with the Policy. Mr Walters' maximum bonus opportunity is equal to 150% of his base salary. This award is subject to malus and clawback provisions in accordance with the Policy.

In accordance with the Policy, a third of Mr Walters' bonus for each of the 2021 and 2022 financial years was deferred in shares, payable in equal tranches at the end of years one and two. These shares will continue to be held until the end of the original date of vesting in accordance with the Policy. A total of 25,051 shares are due to vest on 31 December 2023 and 10,485 shares are due to vest on 31 December 2024.

Mr Walters will also retain two outstanding awards under the Company's Performance Share Plan ("PSP") granted over 217,406 shares in March 2021 and 185,089 shares in March 2022. The outstanding awards will vest on the original vesting dates in March 2024 and March 2025 respectively, subject to the satisfaction of the performance conditions and subject to the rules of the PSP more generally. The outstanding awards are subject to malus and clawback provisions in accordance with the Policy. Mr Walters will receive no award under the PSP in respect of the 2023 financial year or subsequent years.

No other remuneration payment or payment for loss of office of the type specified in section 430(2B) of the Companies Act 2006 is being made to Mr Walters.