

SECTION 430(2B) COMPANIES ACT 2006 STATEMENT

The following information is provided in accordance with Section 430(2B) of the Companies Act 2006 by S4 Capital plc ("**S⁴ Capital**" or the "**Company**").

Further to the announcements by the Company on 9 January 2025 and 1 May 2025, Mary Basterfield stepped down from her role as the Chief Financial Officer of the Company on 1 May 2025, and her employment will terminate on 31 December 2025 (or such earlier date as may be agreed) (the "**Termination Date**").

Remuneration arrangements in respect of this transition have been determined in accordance with the Company's Directors' Remuneration Policy (the "**Policy**"). Full details will be included in the Company's FY25 Annual Report.

Basic Salary

In accordance with the terms of her service agreement, Mary will receive her basic salary until 31 December 2025.

Annual Bonus

Mary will be eligible for a bonus with respect to the FY25 bonus period, which will be subject to the performance conditions and rules of that scheme and pro-rated for the period to the Termination Date. Mary's maximum bonus opportunity is equal to 100% of her base salary. Any such bonus will be paid in accordance with the Policy.

Employee Share Ownership Plan

Mary will also retain five outstanding awards under the Company's Employee Share Ownership Plan ("**ESOP**"). She will be treated as a good leaver for the purposes of the ESOP.

Mary's outstanding ESOP awards granted on 2 August 2022, 13 July 2023 and 28 March 2024 will be pro-rated for time as detailed below and will vest on the normal vesting date, subject to the satisfaction of applicable performance conditions. The performance conditions for certain of these awards have already been tested, as disclosed in the FY22, FY23 and FY24 Annual Reports. The outstanding awards are subject to malus and clawback provisions in accordance with the Policy.

Date of grant	Number of shares subject to award	Number of shares pro-rated for time (assuming a Termination Date of 31 December 2025)	Vesting date
2 August 2022	165,618 (market value option) 165,618 (conditional share award)	72,269 (market value option) 72,269 (conditional share award)	2 August 2026

13 July 2023	213,078 (market value option) 213,078 (conditional share award)	92,979 (market value option) 92,979 (conditional share award)	2 August 2026
13 July 2023	197,436 (premium priced options) 197,436 (conditional share award)	Subject to the performance conditions being met, this award will vest on a time pro rata basis based on the Termination Date.	13 July 2026
28 March 2024	616,620 (market value option) 616,621 (conditional share award)	199,111 (market value option) 199,111 (conditional share award)	2 August 2026
Fourth Annual ESOP Award to be granted in respect of FY 2025	The number of shares and the market value exercise price will not be known until the date of grant.	Subject to the performance conditions being met, this award will vest on a time pro rata basis based on the Termination Date.	2 August 2026

Other

The Company will also continue to pay in respect of Mary and her family premiums to a private medical scheme for a period of 12 months from the Termination Date.

Mary will be expected to maintain a minimum shareholding of 200% of her salary as at the Termination Date for two years from the Termination Date (or, to the extent that her shareholding is less than such value, she will be required to hold that lesser amount for two years following the Termination Date).

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 Mary Basterfield. In accordance with section 430(2B) of the Companies Act 2006, the information contained in this document will be made available on the Company's website until its next Directors' Remuneration Report is made available.