

NOTICE OF ANNUAL GENERAL MEETING CIRCULAR TO SHAREHOLDERS

This document contains a Notice of the Annual General Meeting of Hays plc to be held at 12.00 noon on 11 November 2009 at the Royal College of Physicians, 11 St Andrews Place, Regent's Park, London NW1 4LE.

Shareholders who do not intend to be present at the Annual General Meeting but who wish to vote are asked to appoint a proxy either electronically or by completing and submitting a Proxy Form in accordance with the instructions contained in this document. Proxy appointments must be received by no later than 12.00 noon on 9 November 2009.

The appointment of a proxy will not preclude a shareholder from attending and voting in person if they so wish.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THE PROPOSALS REFERRED TO IN THIS DOCUMENT OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000. IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE SEND THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

Dear Shareholder,

Annual General Meeting 2009

The Annual General Meeting (“AGM”) of Hays plc (the “Company”) will be held on at 12.00 noon on 11 November 2009 at the Royal College of Physicians, 11 St Andrews Place, Regent’s Park, London NW1 4LE. Shareholder registration will be available from 11.00 a.m. I hope you will be available to attend.

Details of the business to be considered are set out in the Notice of AGM (the “Notice”) that follows this letter.

If you would like to vote on the resolutions but cannot attend the AGM, please appoint a proxy either electronically, by logging on to sharevote.co.uk or, if you are a CREST member, by using the CREST electronic proxy appointment service, or by completing and signing the Proxy Form sent to you with the Notice and returning it to our Registrar, Equiniti. Your proxy appointment must be received by **no later than 12.00 noon on 9 November 2009**. For further information about how you may appoint a proxy please see pages 6 to 8 of the Notice and the Proxy Form.

We are asking shareholders to approve a number of amendments to our articles of association, primarily to reflect the implementation of the Shareholder Rights Directive in the UK through the Companies (Shareholders’ Rights) Regulations 2009 which came into effect on 3 August 2009 (the “Shareholders’ Rights Regulations”), and the remaining provisions of the Companies Act 2006 (the “Act”) and certain amendments to the Uncertificated Securities Regulations 2001, which both came into effect on 1 October 2009. An explanation of the main changes between the existing articles of association and the proposed articles of association is set out in Appendix 2 following the Notice on pages 9 and 10.

We are also asking shareholders to approve the renewal of the Hays UK Sharesave Scheme and the Hays International Sharesave Scheme which will expire on 11 November 2009. An explanation of the two schemes is set out in Appendix 3 following the Notice on pages 10 and 11.

I would like to explain and comment further on the proposed business to be dealt with at the AGM.

Resolution 1

Shareholders are being asked to receive and adopt the Directors’ and Auditors’ Reports and the Company’s financial statements for the year ended 30 June 2009.

Resolution 2

Shareholders are being asked to approve a final dividend of 3.95 pence per Ordinary share for the year ended 30 June 2009. If the final dividend is approved, it will be paid on 20 November 2009 to shareholders whose names are recorded on the register of members at the close of business on 23 October 2009.

Resolution 3

Shareholders are being asked to approve the Directors’ Remuneration Report for the year ended 30 June 2009, as set out on pages 56 to 66 of the Company’s Annual Report and Financial Statements 2009.

Resolutions 4 to 6

In accordance with the Company’s Articles of Association, every director must seek re-election once every three years. Accordingly, Resolutions 4 to 6 inclusive seek your approval to re-elect Alistair Cox, Lesley Knox and Paul Harrison as directors, who retire from the Board by rotation and, being eligible, offer themselves for re-election.

Biographies of the directors seeking re-election are set out in Appendix 1 following the Notice on page 8. All of the directors offering themselves for re-election have wide business knowledge and bring valuable skills and experience to the Board. The Board is content that each of them is independent in character and there are no relationships or circumstances that are likely to affect their character or judgement. Following formal performance evaluation of each of these individuals, the Chairman believes that all the directors offering themselves for re-election continue to be effective and to demonstrate commitment to the role, including sufficient commitment of time for the Board, committee meetings and any other duties, in accordance with the June 2008 Combined Code on Corporate Governance published by the Financial Reporting Council. As required by the Combined Code, having completed two three-year terms of service, the re-election of Lesley Knox was rigorously reviewed to ensure that she continues to make an objective and independent contribution to the Board.

Resolution 7

Approval is sought to re-appoint Deloitte LLP (formerly Deloitte & Touche LLP) as auditors of the Company, to hold office until the conclusion of the next general meeting of the Company at which accounts are laid.

Resolution 8

Shareholders are being asked to authorise the directors to determine the remuneration for Deloitte LLP as auditors of the Company.

Resolution 9

The authority conferred on the directors at last year’s annual general meeting to allot the authorised but unissued share capital of the Company expires at the conclusion of the forthcoming AGM.

The Board recommends that this authority be renewed and Resolution 9, if passed, authorises the directors to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £4,607,002, which represents approximately one-third of the Company’s issued share capital, excluding the 81,995,760 ordinary shares (representing 5.6% of the Company’s issued share capital) held in treasury as at 23 September 2009, being the latest practicable date prior to the publication of this document.

This authority will expire at the conclusion of the next annual general meeting and the directors have no present intention of using this authority.

Resolution 10

Resolution 10, which will be proposed as a special resolution, seeks to renew the authority conferred on the directors at last year’s annual general meeting to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount

of £691,050, which represents 5% of the Company's issued share capital, excluding the 81,995,760 ordinary shares (representing 5.6% of the Company's issued share capital) held in treasury as at 23 September 2009, being the latest practicable date prior to the publication of this document. This power will expire at the conclusion of the next annual general meeting.

Resolutions 9 and 10 comply with the guidelines issued by various investor protection committees, including those issued by the ABI Pre-Emption Group which require that not more than 7.5% of the issued share capital (excluding treasury shares) be issued for cash on a non-pre-emptive basis during any rolling three-year period.

Resolution 11

At last year's annual general meeting, shareholders gave the Company permission, until the conclusion of the next annual general meeting, to purchase up to 206,364,799 ordinary shares of the Company.

Resolution 11, which will be proposed as a special resolution, seeks to renew the Company's general authority to repurchase up to 138,210,080 of its own shares in the market (being less than 10% of the Company's issued share capital), excluding the 81,995,760 ordinary shares (being 5.6% of the Company's issued share capital) held in treasury as at 23 September 2009, being the latest practicable date prior to the publication of this document, at or between the maximum and minimum prices specified in the resolution giving the authority.

The Board has indicated its intention to continue to return surplus cash to shareholders where circumstances allow and it is not required to finance the organic expansion of the business, acquisitions and dividend payments, via the on-market purchase of its own shares. Shares will only be purchased if to do so would result in an increase in earnings per share and is in the best interests of shareholders generally. No share purchases are anticipated in the 2010 financial year.

The authority sought by this resolution will expire at the end of the next annual general meeting or 18 months from the date of the resolution, whichever is earlier.

During the period from 1 July 2008 to 30 June 2009, the Company purchased 1,717,597 ordinary shares of 1 pence at a weighted average price, including transaction costs, of 79.02 pence and the total aggregate consideration was £1,357,320.70. The percentage of issued capital purchased was 0.1%.

Chapter 6 of Part 18 of the Act allows companies to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The directors may use the authority to purchase shares and hold them in treasury (and subsequently sell or transfer them out of treasury as permitted in accordance with the Act) rather than cancel them, subject to institutional guidelines applicable at the time. The shares purchased by the Company in the period were held in treasury.

No dividends have been paid on shares whilst held in treasury and no voting rights attach to the treasury shares.

On 23 September 2009, being the latest practicable date prior to the publication of this document, the Company had 19,430,807 options outstanding under its various share schemes. This represents 1.41% of issued share capital of the Company excluding the 81,995,760 ordinary shares held in treasury as at that date.

If the Company were to purchase the maximum number of shares permitted under this resolution, these options would then represent 1.56% of issued share capital of the Company excluding the 81,995,760 ordinary shares held in treasury as at that date.

Resolution 12

Changes made to the Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days, unless shareholders approve a shorter notice period of not less than 14 clear days (annual general meetings will continue to be held on at least 21 clear days' notice).

Prior to the Shareholders' Rights Regulations coming into force, the Company was able to call general meetings (other than an annual general meeting) on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 12, which will be proposed as a special resolution, seeks the necessary shareholder approval to enable the Company to call general meetings on 14 clear days' notice. This approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed to renew this authority.

Note that further changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, in addition to shareholder approval, the Company must also offer an electronic voting facility which is accessible to all shareholders. The Company already provides the ability for shareholders to vote electronically online.

Resolution 13

Resolution 13, which will be proposed as a special resolution, proposes to (i) remove from the Company's articles of association the objects clause (which sets out the scope of the Company's permitted operations) and all other provisions (except for the limited liability clause) which were contained in the Company's memorandum of association and which, as from 1 October 2009, were deemed to be contained in the Company's articles of association and (ii) adopt new articles of association ("New Articles") in order to update the Company's current articles of association ("Current Articles") primarily to take account of the coming into force of the final provisions of the Act and the Shareholders' Rights Regulations.

If this resolution is passed, the Company will be operating under unrestricted objects. On the basis that the existing objects clause of the Company is very broad in its scope of permitted operations, having unrestricted objects will not result in a significant broadening of the permitted operations of the Company from the current position.

It is proposed that the New Articles will take effect immediately following the conclusion of the AGM.

The principal changes between the Current Articles and the New Articles are summarised in Appendix 2 following the Notice on pages 9 and 10. Changes of a minor, conforming or purely technical nature and also some more minor changes that merely reflect changes made to the Act or the Shareholders' Rights Regulations have not been mentioned specifically. The New Articles showing all changes to the Current Articles are available for inspection, as noted on page 4 of this document.

Resolutions 14 and 15

Resolutions 14 and 15 will be proposed to renew:

- the Hays UK Sharesave Scheme (the “UK Sharesave Scheme”); and
- the Hays International Sharesave Scheme (the “International Sharesave Scheme”).

Employee participation remains a priority for the Company. We believe that the UK Sharesave Scheme and the International Sharesave Scheme help align the interests of employees and shareholders, and contribute to the success of the Company.

Sharesave schemes are an excellent way of achieving employee share ownership, enabling employees to finance the exercise of a share option out of regular contributions to a savings contract. The Company introduced the sharesave scheme in the UK in 1989 and it was extended to non-UK employees in 1999.

Both the UK Sharesave Scheme and the International Sharesave Scheme now require renewal and Appendix 3 following the Notice on pages 10 and 11 sets out details of the proposed renewals and minor amendments to the schemes.

To the extent that new shares are issued under either of the schemes mentioned above, they will comply with the limit summarised in Appendix 3.

The rules of the UK Sharesave Scheme and the International Sharesave Scheme will be available for inspection as noted below.

Action to be taken

As above, if you are unable to attend the AGM or wish to register your proxy votes now in relation to the resolutions proposed, you should appoint a proxy either electronically, by logging on to sharevote.co.uk or, if you are CREST member, by using the CREST electronic proxy appointment service. Alternatively, you may complete and sign the enclosed Proxy Form, and return it (no postage is required) to the Company’s Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6GQ. In each case, your proxy appointment must be received by **no later than 12.00 noon on 9 November 2009**.

Appointing a proxy either electronically or by returning the Proxy Form will not prevent you from subsequently attending the AGM and voting in person. Further details relating to voting by proxy are set out in the notes to the Notice on pages 6 to 8 and the Proxy Form.

Documents available for inspection

The following documents are available for inspection during normal business hours at Hays plc, 250 Euston Road, London NW1 2AF from 9.00am on 7 October 2009 until the conclusion of the AGM and will also be available for inspection at the AGM venue 15 minutes prior to the AGM and during the AGM itself:

- (a) copies of the service contracts of the executive directors and letters of appointment of the non-executive directors;
- (b) the New Articles, marked up to show the changes to the Current Articles as proposed in Resolution 13; and
- (c) the rules of the UK Sharesave Scheme and the International Sharesave Scheme as proposed to be renewed in Resolutions 14 and 15.

Recommendation

The directors believe that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of the proposed resolutions at the AGM, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Bob Lawson

Chairman

7 October 2009

Notice of Annual General Meeting (“Notice”)

NOTICE IS HEREBY GIVEN that the twenty second Annual General Meeting (“AGM”) of Hays plc (the “Company”) will be held at the Royal College of Physicians, 11 St Andrews Place, Regent’s Park, London NW1 4LE at 12.00 noon on Wednesday, 11 November 2009. Resolutions 10 to 13 (inclusive) will be proposed as special resolutions, meaning that for each of those resolutions to be passed, at least three-quarters of the votes cast must be cast in favour of the resolution. All other resolutions will be proposed as ordinary resolutions, meaning that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Ordinary Resolutions

Resolution 1

THAT the Directors’ and Auditors’ Reports and the Company’s financial statements for the year ended 30 June 2009, be received and adopted.

Resolution 2

THAT a final dividend of 3.95 pence per Ordinary share recommended by the directors for the year ended 30 June 2009 be declared, which will be paid on 20 November 2009 to shareholders whose names are recorded on the register of members at the close of business on 23 October 2009.

Resolution 3

THAT the Directors’ Remuneration Report for the year ended 30 June 2009, as set out on pages 56 to 66 of the Company’s Annual Report and Financial Statements 2009, be approved.

Resolution 4

THAT Alistair Cox be re-elected as a director of the Company.

Resolution 5

THAT Lesley Knox be re-elected as a director of the Company.

Resolution 6

THAT Paul Harrison be re-elected as a director of the Company.

Resolution 7

THAT Deloitte LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which annual accounts are laid.

Resolution 8

THAT the directors of the Company be authorised to determine the auditors’ remuneration.

Resolution 9

(a) THAT the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “Act”) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £4,607,002 until the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution but, in each case, so that the Company may make offers and enter into agreements before this authority expires which would, or might, require shares to be allotted, or rights to subscribe for or convert any securities into shares to be granted after the expiry of this authority and the directors of the Company may allot shares

and grant rights to subscribe for or convert any securities into shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

(b) THAT, subject to paragraph (c), all existing authorities given to the directors pursuant to section 80 of the Companies Act 1985 (the “1985 Act”) be revoked by this resolution; and

(c) THAT paragraph (b) shall be without prejudice to the continuing authority of the directors to allot relevant securities (as that term is defined in the 1985 Act) pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Resolution 10

Special Resolution

THAT, subject to the passing of Resolution 9 in the Notice, the directors of the Company be generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 9 in the Notice, as if section 561(1) of the Act did not apply to such allotment. This power:

(a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, but so that the Company may make offers and enter into agreements before this power expires which would, or might, require equity securities to be allotted after this power expires and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and

(b) shall be limited to:

- i) the allotment of equity securities in connection with an offer of equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholding, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount of £691,050.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 9” were omitted.

Resolution 11

Special Resolution

THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1 pence each in the capital of the Company (“Ordinary Shares”) provided that:

Notice of Annual General Meeting

continued

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 138,210,080;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of:
 - i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List of the UK Listing Authority for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS);
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 18 months from the date of the passing of this resolution, whichever is earlier; and
- (e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or part after the expiry of this authority.

Resolution 12

Special Resolution

THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice, provided this authority expires at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution.

Resolution 13

Special Resolution

THAT with effect from the conclusion of the AGM:

- (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association (including the Company's objects clause) which, by virtue of section 28 of the Act, are to be treated as provisions of the Company's articles of association; and
- (b) the articles of association produced to the AGM marked "A" ("New Articles") and initialled by the Chairman of the AGM for the purpose of identification, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association ("Current Articles").

Resolution 14

Ordinary Resolution

THAT, from the date of the passing of this resolution, the Hays UK Sharesave Scheme (the "UK Sharesave Scheme"), the main features of which are summarised in Appendix 3, and the rules of which are produced to the AGM and initialled by the Chairman for the purpose of identification, be and is hereby renewed for a further 10 years and that the directors be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to carry the UK Sharesave Scheme into effect.

Resolution 15

Ordinary Resolution

THAT, from the date of the passing of this resolution, the Hays International Sharesave Scheme (the "International Sharesave Scheme"), the main features of which are summarised in Appendix 3, and the rules of which are produced to the AGM and initialled by the Chairman for the purpose of identification, be and is hereby renewed for a further 10 years and that the directors be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to carry the International Sharesave Scheme into effect.

Hays plc

250 Euston Road
London
NW1 2AF

Registered in England and Wales
Company No. 2150950

By order of the Board

Alison Yapp

Company Secretary

7 October 2009

Notes to the Notice of Annual General Meeting ("Notes")

1. If you wish to attend the AGM, please bring the Attendance Card which is attached to the enclosed Proxy Form. It will authenticate your right to attend, speak and vote at the AGM and will also speed up your admission to the AGM.
2. A shareholder is entitled to appoint one or more proxies to attend, speak and vote instead of him or her at the AGM, provided that, if more than one proxy is appointed, each proxy must be appointed to exercise rights attaching to different shares. A proxy must vote in accordance with the instructions given by the shareholder appointing them. A proxy need not be a shareholder of the Company. If you wish to appoint a proxy or proxies and give proxy voting instructions you may (a) complete and sign the Proxy Form accompanying this Notice in accordance with the instructions thereon, and return it (no postage is required) to the Company's Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6GQ to arrive at least 48 hours before the appointed time of the AGM (or any adjournment thereof), that is to say, no later than 12.00 noon on 9 November 2009. Alternatively, you may register the appointment of a proxy or proxies, or voting instructions for the AGM electronically by logging on to sharevote.co.uk. You will need to have available the 25-digit number made up of your Voting ID, Task ID and Shareholder Reference Number printed on your Proxy Form. Full details of the procedure are given on the website. Your electronic proxy appointment and/or voting instructions must be received no later than 48 hours before the appointed time of the AGM (or any adjournment thereof), that is to say, no later than 12.00 noon on 9 November 2009. If you are a CREST member you may also appoint a proxy or proxies through the CREST electronic proxy service in accordance with Note 7 of this Notice.

3. Completion and return of the Proxy Form or any electronic voting instrument or CREST Proxy Instruction (as described at Note 7) will not prevent you from attending and voting at the AGM, instead of your proxy, if you wish to do so. As above, those attending the AGM should bring with them the Attendance Card attached to the Proxy Form.
4. If you wish to appoint more than one proxy, each proxy must be appointed in respect of a specified number of shares within your shareholding. If you wish to do this by completing and returning the Proxy Form, each proxy must be appointed on a separate Proxy Form. Additional Proxy Forms may be obtained by contacting the Registrar on 0871 384 2843 (calls to this number are charged at 8 pence per minute from a BT landline. Charges from other telephone providers may vary) or, if dialling internationally, on +44 (0) 121 415 7047. Alternatively, you can photocopy the enclosed Proxy Form the required number of times before completing it. When appointing more than one proxy you must indicate the number of shares in respect of which the proxy is appointed. If you wish to appoint more than one proxy electronically you may do so by following the instructions at sharevote.co.uk or, if using the CREST electronic proxy service, by following the procedures described in the CREST Manual.
5. A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Act (a "Nominated Person") does not have a right to appoint a proxy. Nominated Persons may have a right under an agreement with the shareholder by whom he/she was nominated to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.
6. If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains the registered shareholder or custodian or broker who administers the investment on your behalf. Therefore, any changes or queries relating to your personal details and holding (including any administration) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to them in error. The only exception to this is where the Company, in exercising one of its powers under the Act, writes to you directly for a response.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 11 November 2009 and any adjournments(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate

CREST message (a CREST Proxy Instruction) may be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitation of the CREST system and timings and to the relevant website at Euroclear.com/CREST.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
9. The Company specifies that only those shareholders entered in the register of members of the Company at the close of business at 6.00 p.m. on 9 November 2009, or if this AGM is adjourned, entered in the register of members 48 hours before the time of any adjourned AGM, shall be entitled to attend and vote at the AGM in respect of the number of ordinary shares registered in their name at the time. Changes to the entries in the register of members after 6.00 p.m. on 9 November 2009, or, if this AGM is adjourned, in the register of members 48 hours before the time of any adjourned AGM, shall be disregarded in determining the rights of any person to attend and vote at the AGM.
10. A copy of this Notice, and other information required by section 311A of the Act can be found at haysplc.com under the Investor Centre.
11. Shareholders attending the AGM have a right to ask questions. The Company must cause to be answered any

question relating to the business being dealt with at the AGM unless (a) to do so would interfere unduly with the preparation for the AGM or would involve the disclosure of confidential information (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

12. Under section 527 of the Act shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with the auditors of the Company ceasing to hold office since the previous annual general meeting at which the annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to cover any costs incurred in complying with sections 527 or 528 of the Act and is required to forward any statement placed on a website to the Company's auditors not later than the time when it makes the statement on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
13. Copies of the service contracts for the executive directors and letters of appointment for the non-executive directors, the New Articles and the Current Articles and the rules of the UK Sharesave Scheme and the International Sharesave Scheme will be available for inspection at Hays plc, 250 Euston Road, London NW1 2AF during normal business hours on Monday to Friday (public holidays excepted) from the date of this Notice up to and including the date of the AGM, and at the place of the AGM from 11.45am until the close of the AGM.
14. As at 23 September 2009, being the latest practicable date prior to the publication of this Notice:
 - i) there have been no changes to the substantial shareholdings information disclosed by the Company, as detailed on page 49 of the Directors' Report in the Company's Annual Report and Financial Statements 2009; and
 - ii) on 3 September 2009, Alistair Cox acquired 38,009 shares in the Company. There have been no other changes to the beneficial or non-beneficial holdings of the directors as detailed on page 66 of the Remuneration Report in the Company's Annual Report and Financial Statements 2009.
15. As at 23 September 2009, being the latest practicable date prior to the publication of this Notice, the issued share capital of the Company was 1,382,100,806 ordinary shares of 1 pence each (excluding treasury shares) with each share carrying the right to one vote. Therefore, the total voting rights in the Company as at 23 September 2009 was 1,382,100,806.
16. Except as provided above, shareholders who wish to communicate with the Company in relation to the AGM,

should do so in writing either to the Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or the Company Secretary at the Company's registered office. Documents or information relating to the appointment of a proxy can also be sent electronically by logging on to sharevote.co.uk.

You may not use any electronic address provided either in this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated in this Notice or any such related document.

Appendix 1 Biographies of the directors seeking re-election

Alistair Cox, 48 **Chief Executive**

Appointed to the Board on 1 September 2007 and became Chief Executive on 15 November 2007. His career began at British Aerospace before moving to Schlumberger in 1982. He is a Chartered Engineer and has an MBA from the Stanford Business School in California. He previously worked for McKinsey & Company before joining Blue Circle Industries (latterly called Lafarge Group) in 1994, where he was Group Strategy Director before being appointed as Regional Director for Asia. He was previously Chief Executive at Xansa plc. He joined the board of 3i Group plc as a non-executive director on 1 October 2009.

Lesley Knox, 56 **Independent Non-Executive Director**

Appointed non-executive director on 30 April 2002, she is Chairman of the Remuneration Committee, a member of the Audit and Nomination Committees and is Senior Independent Director for the purposes of the Combined Code. She graduated in law from Cambridge University and worked in the UK and US. Subsequently she went on to a career in merchant banking at Kleinwort Benson where she became a group director and was also Head of Institutional Asset Management. In 1999, she co-founded British Linen Advisers (a specialist corporate finance adviser) and remained as a director until 2002. She is Chairman of the Alliance Trust plc, a non-executive director of HMV Group plc and a Governor of the Museum of the Port of London and Docklands.

Paul Harrison, 45 **Independent Non-Executive Director**

Appointed non-executive director on 8 May 2007, he is Chairman of the Audit Committee and a member of the Nomination and Remuneration Committees. He is a Chartered Accountant and a member of the Institute of Chartered Accountants in England and Wales. He joined The Sage Group plc as Group Financial Controller in 1997 and became their Group Finance Director in April 2000. Prior to that he served as a Senior Manager in Price Waterhouse, now PricewaterhouseCoopers, and was responsible for the provision of audit and advisory services to larger private and public sector companies.

Appendix 2

Explanatory Notes of Principal Changes to the Company's Articles of Association

The Company's objects

The provisions regulating the operations of the Company are currently set out in the Current Articles. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of a company's memorandum of association. The Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act the objects clause and all other provisions that are currently contained in a company's memorandum are deemed to be contained in a company's articles of association, but a company can remove these provisions from the articles of association by special resolution.

Furthermore the Act states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause, together with all other provisions of its memorandum which, by virtue of the Act, are to be treated as forming part of the Company's articles of association as from 1 October 2009.

Resolution 13(a) confirms the removal of these provisions from the Company's articles of association. Among other things, the effect of resolution 13(a) will be to remove the Company's objects clause so that, if passed, the Company would be operating under unrestricted objects. On the basis that the existing objects clause of the Company is very broad in its scope of permitted operations, having unrestricted objects will not result in a significant broadening of the permitted operations of the Company from the current position.

As the effect of resolution 13(a) will also be to remove the statement currently in the Company's memorandum regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

Definition of "pre-emptive issue"

The definition of "pre-emptive issue" in the New Articles includes an offer of, or invitation to subscribe for, equity securities made to holders of other equity securities of any class (i.e. in addition to ordinary shareholders), if the board determines that this is in accordance with the rights of the holders of such other equity securities. Although the Company currently has one class of equity securities and has no current plans to introduce any additional classes, this wording brings the definition in line with UKLA Listing Rules as well as ABI Guidelines.

Redeemable shares

Under the 1985 Act, if a company wished to issue redeemable shares, it was required to include in its articles the terms and

manner of redemption. The Act enables directors to determine such matters instead, provided they are so authorised in the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares. If the Company did wish to issue redeemable shares it would be able to do so within the remit of the allotment authorities already granted by shareholders at the preceding annual general meeting. The Company would not require any further shareholder approval (including, as to terms and the manner of redemption).

Authority to purchase own shares, consolidate and sub-divide shares and reduce share capital

Under the 1985 Act a company required specific enabling provisions in its articles to purchase its own shares (including, to hold any such shares as treasury shares), to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves, as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Act, a company only requires shareholder authority to do any of these things and it is no longer necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

Use of seals

Under the 1985 Act, a company required authority in its articles to have an official seal for use abroad. Under the Act, such authority is no longer required. Accordingly, the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Act, share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills, as well as to clarify and simplify the provisions with respect to bankruptcy of a director and compositions made with a director's creditors.

Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Act so that it now provides that each proxy appointed by a shareholder has one vote on a show of hands, unless the proxy is appointed by more than one shareholder, in which case the proxy has one vote for and one vote against if the proxy has been instructed

Appendix 2

Explanatory Notes of Principal Changes to the Company's Articles of Association continued

by one or more shareholders to vote for the resolution and by one or more shareholders to vote against the resolution. The New Articles reflect these changes.

Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Act in order to enable multiple representatives appointed by the same corporate shareholder to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

Chairman's casting vote

The New Articles remove the provision giving the chairman a casting vote in the event of an equality of votes, as this is no longer permitted under the Act.

Notice of general meetings

The Shareholders' Rights Regulations amended the Act to require a company to give 21 clear days' notice of general meetings, unless the company offers shareholders an electronic voting facility and a special resolution reducing the period of notice to not less than 14 days has been passed. Annual general meetings must be held on 21 clear days' notice. The New Articles amend the relevant provision by making it subject to the provisions of the Act, so as to be consistent with the Shareholders' Rights Regulations.

Adjournments for lack of quorum

Under the Act as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

Voting record date

Under the Act as amended by the Shareholders' Rights Regulations, the Company must determine the right of shareholders to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The New Articles reflect this requirement.

Proxies to vote in accordance with instructions

Under the Act as amended by the Shareholders' Rights Regulations, proxies are required to vote in accordance with instructions given by the shareholder by whom the proxy is appointed. The New Articles confirm that the Company is not required to confirm that a proxy has followed instructions and they also confirm that a failure to vote as instructed does not invalidate the proceedings on the resolution.

Provisions relating to directors' conflicts of interest

The provisions dealing with the authorisation of directors' conflicts (Articles 225 to 231 of the Current Articles) are located at the end of the Current Articles. These provisions are more suitably located with the other directors' interests provision (Article 157 of the Current Articles). Therefore, in the New Articles, the authorisation of directors' conflicts provisions have been moved and amalgamated with the other directors' interests provision. The substantive wording of the directors' interests provisions remains unchanged in the New Articles.

Appendix 3

Explanatory Notes on the Renewal of the UK Sharesave Scheme and the International Sharesave Scheme

The following paragraphs summarise the UK Sharesave Scheme and the International Sharesave Scheme as they are proposed to be renewed.

The Hays UK Sharesave Scheme (the "UK Sharesave Scheme")

All UK resident employees and full-time executive directors of participating Group companies who have six months' continuous employment with a Group company may apply for options under the UK Sharesave Scheme whenever invitations are issued. The Board may permit other employees to participate and may amend the period of qualifying service (but not so as to exceed five years).

The UK Sharesave Scheme has been approved by Her Majesty's Revenue and Customs ("HMRC") under the provisions of Schedule 3 to the Tax (Earnings and Pensions) Act 2003 and it is anticipated that such approval will continue following renewal.

Invitations to participate in the UK Sharesave Scheme may normally only be issued during the period of six weeks following confirmation by HMRC of the continued approval of the UK Sharesave Scheme, and thereafter within six weeks after the announcement of the Company's results for any period, or any day on which the Board determines that exceptional circumstances justify a grant.

Options may be satisfied by way of an issue of new Ordinary shares in Hays plc ("Shares"), a transfer of treasury shares or a transfer of existing Shares acquired by an employee trust or other vehicle. To the extent that new Shares are issued or treasury shares are transferred under the UK Sharesave Scheme, the limit set out below will be complied with.

The exercise price of options may not be less than 80 per cent of the middle market quotation of a Share derived from the London Stock Exchange Daily Official List on the dealing day immediately before the date of invitation or, in the case of any option under which Shares are to be issued, the nominal value of a Share.

At the time of receiving options, participants must enter into a savings contract with a nominated savings institution under which they agree to make monthly contributions, of up to £250 (or any higher amount permitted by legislation), from their pay. The number of Shares over which a participant is granted an option will be the number that can be acquired, at the exercise price, with the savings made plus a bonus payable on maturity of the savings contract. Savings contracts that are cancelled or lapse will, following renewal, count towards the £250 monthly savings limit until the date on which they would have matured.

Options may normally only be exercised during the six month period following the Bonus Date of the related savings contract. This may be after the third, fifth or seventh anniversary of the start date of the related savings contract. In certain circumstances, early exercise of options is permitted in respect of the number of Shares that may be acquired using the proceeds of the partially completed savings contract. Examples are where a participant leaves employment with the Group in circumstances of death, injury, disability or redundancy (within the meaning of the Employment Rights Act 1996), or (in the case of five or seven year options) on leaving employment for any reason (other than dismissal for cause) following the third anniversary of the grant of the option. Options are also exercisable early where the participant reaches age 60 (irrespective of leaving employment),

or where Hays plc is taken over or reorganised. If a participant leaves employment with the Group other than in such circumstances, his option will lapse.

In the event of any capitalisation issue, rights issue, subdivision, consolidation or reduction of the Company's share capital, the number of Shares under option and/or the exercise price may be adjusted by the Board with the approval of HMRC, where the auditors confirm in writing that the adjustment is, in their opinion, fair and reasonable.

Options are not transferable and may only be exercised by the persons to whom they were granted or their personal representatives. Shares allotted or transferred under the UK Sharesave Scheme will rank *pari passu* with Shares of the same class then in issue (except in respect of entitlements arising prior to the date of allotment). The Company will apply to the UKLA and the London Stock Exchange for the newly issued Shares to be admitted to listing and trading.

The provisions governing eligibility requirements, equity dilution, share utilisation and individual participation limits and the adjustments that may be made following a rights issue or any other variation of capital cannot be altered to the advantage of eligible employees or option holders without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the UK Sharesave Scheme, to take account of a change in legislation or developments in the law affecting the UK Sharesave Scheme or to obtain or maintain favourable tax, exchange control or regulatory treatment, for participants in the UK Sharesave Scheme or for any member of the Group). All changes are subject to the prior approval of HMRC.

No options may be granted under the UK Sharesave Scheme after the tenth anniversary of its renewal by shareholders, or at such earlier time as the Remuneration Committee may determine, but the rights of existing option holders will not thereby be affected. In the event of termination no further options will be granted.

The Hays International Sharesave Scheme (the "International Sharesave Scheme")

The International Sharesave Scheme permits employees of Group companies who are resident outside the UK to participate in a share option scheme that is substantially similar to the UK Sharesave Scheme, but is not subject to the UK statutory provisions relating to HMRC approval of the UK Sharesave Scheme. The provisions of the International Sharesave Scheme that differ materially from those of the UK Sharesave Scheme are:

- (i) employees will make monthly savings contributions to a savings contract designated by the Board. In view of the savings products available, it is unlikely that a pre-set amount of interest or bonus will be payable on maturity; and
- (ii) as the exercise price will be in sterling and the number of Shares under option pre-set at the time of grant, participants will be permitted to top-up their savings contract in the event that the maturity value of their savings is insufficient to allow the full number of Shares under option to be acquired. If the maturity value of the savings contract is higher than the total exercise price of the Shares under option, the excess cannot be used to acquire additional Shares, but will be returned to the participant.

The rules of the International Sharesave Scheme permit the Board to adopt Appendices setting out specific requirements in relation to particular countries if that is necessary or desirable to take account of local tax, exchange control or securities laws in the relevant countries. In countries where there are legal or practical difficulties in providing Shares to employees, an Appendix may permit a participant to receive, on completion of his savings contract, a cash amount equivalent to the profit that he would have made on exercise of an option. One such Appendix relates to a tax-favoured Sharesave Scheme in the Republic of Ireland.

Any Shares issued under the International Sharesave Scheme (including any Appendices) will count towards the limit set out below.

Limit on issues of new Shares and treasury shares under share schemes

No option may be granted under the UK Sharesave Scheme or the International Sharesave Scheme that would, at the time of grant, cause the number of Shares that have been or may be issued in pursuance of options granted under all share option schemes established by the Company to exceed 10 per cent of the Company's Ordinary share capital in relation to options granted in the ten years ending with the date of grant of the option.

For the purposes of the limit set out above, (i) treasury shares transferred to participants will also count; (ii) new Shares issued to any employee benefit trust to satisfy options will count, and (iii) existing Shares purchased on the market and transferred to participants in satisfaction of options will not count.



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