



Hays plc (the “Company”) Board Diversity, Equity & Inclusion Policy

Approved by the Board 8 May 2025

1. Purpose

This policy sets out our approach to diversity, equity and inclusion (“DE&I”) for the Board and its Committees. It is intended to assist the Board (through the Board succession planning work of the Nomination Committee) in creating and maintaining the appropriate Board and Committee composition.

2. Policy Statement

Hays is passionate about creating a workplace where our people can flourish and succeed, regardless of background. We are committed to maximising our people’s potential, continuing to attract diverse talent and ensuring our Board represents the markets and societies in which we operate. The Board supports and recognises the importance and benefits of greater diversity, including, but not limited to race, disability, sexual orientation, having or not having dependants, social or economic background, religious belief, political opinion, neurodiversity, age, marital or civil partnership status and gender (including gender reassignment). The Board believes that a diverse Board, with Board members contributing a range of views, insights, perspectives and opinions, will improve the Board’s decision-making and effectiveness.

3. Policy Objectives

The Board regularly reviews its diversity objectives and is committed to applying the relevant principles and provisions of the UK Corporate Governance Code 2024 (the “Code”) . The Company supports the targets set by FCA in the UK Listing Rules, Disclosure Guidance and Transparency Rules, FTSE Women Leaders Review, and Parker Review and is committed to continuing to achieve these by:

- (a) Maintaining a continuous level of least 40% female Directors on the Board;
- (b) Continuing to have at least one Director from a minority ethnic background on the Board; and
- (c) Continuing to have at least one woman appointed as Chair, Senior Independent Director, CEO or CFO.

4. Role of the Board

The Board shall:

- (a) familiarise themselves with this policy and undertake any training provided by Hays, focused on increasing their understanding of DE&I;
- (b) ensure that all appointments and succession plans are based on merit, against objective criteria which takes into account experience, skills and the need to ensure an appropriately diverse balance in the resulting membership of the Board;
- (c) consider its composition and diversity as part of its consideration of effectiveness in the Board performance review process; and
- (d) oversee the development and support of initiatives that promote all forms of DE&I in the Board and our senior management.

5. Role of the Nomination Committee

The Nomination Committee shall:

- (a) support the Board in applying this Policy by regularly reviewing the balance of skills, knowledge, experience and diversity of the Board, and leading succession planning for appointments to the Board and the senior executive team;



- (b) consider candidates for appointment as Non-Executive Directors from as diverse pool as possible;
- (c) only engage executive search firms who have signed up to the voluntary Code of Conduct on both gender and ethnic diversity and best practice and utilise an open recruitment process for non-executive roles; and
- (d) ensure advertisements, role descriptions and “long lists” reflect the Board’s diversity commitments, as set out in this policy.

6. Monitoring and Reporting

- (a) The Company shall maintain data regarding DE&I within its own workforce. Data will be collected as prescribed by law and kept securely and confidentially. Only authorised employees shall have access to this information, which is not disclosed other than as required by law.
- (b) The Company shall report annually on DE&I matters for our Board and senior management (as defined in the Code) in the Hays plc Annual Report, and aim for ongoing transparency in this area in line with best practice. In particular:
 - (i) The Corporate Governance statement shall contain a description of this policy, its objectives, implementation, and the results in the reporting period.
 - (ii) The Nomination Committee report shall contain a description of:
 - the process used in relation to appointments, the approach to succession planning and how both support developing a diverse pipeline;
 - the gender balance of those in the senior management (as defined in the Code) and their direct reports; and
 - this policy and any DE&I initiatives, including details of their objectives, implementation and progress, and how these link to the Company’s strategy.

7. Policy Review

The Nomination Committee shall keep this policy under review to ensure its effectiveness and alignment with best practice and the requirements of the Code and any other relevant legislative and regulatory requirements. Any revisions necessary shall be recommended to the Board.