



Hays plc (the “Company”) Nomination Committee Terms of Reference

Approved by the Board 8 May 2025

1. Constitution

The Board of Directors (the “Board”) has established the Nomination Committee (the “Committee”) in accordance with applicable UK Corporate Governance Code 2024 (the “Code”). The Committee is a committee of the Board from which it derives its authority from and regularly reports to.

2. Purpose

To purpose of the Committee is to:

- (a) establish a rigorous and transparent procedure for the appointment of Directors;
- (b) lead the process for Board Appointments and make recommendations to the Board;
- (c) ensure plans are in place for orderly succession to both the board and senior management positions and to oversee the development of a diverse pipeline for succession; and
- (d) ensure that the composition of the Board is regularly reviewed and refreshed.

3. Membership

- (a) The Committee shall comprise of at least 5 members, all of whom, save as for the Board Chair, shall be Independent Non-Executive Directors under the Code. Appointments to the Committee shall be made by the Board in consultation with the Committee Chair.
- (b) Appointments to the Committee shall be for a period of up to 3 years (subject to the election and re-election provisions in the Company’s constitution and the Code) which may be extended for up to 2 additional 3-year periods, provided that the Director continues to meet the Committee membership criteria
- (c) The Board shall appoint the Committee Chair who shall be either the Board Chair or an Independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board. The Board Chair shall not chair the Committee when it meets to discuss the Board Chair’s succession or performance, in which case the Senior Independent Director shall chair the meeting.
- (d) Only members of the Committee have the right to attend Committee meetings. The Committee may invite other individuals such as the Chief Executive, the head of People & Culture and external advisers to attend all or part of any meeting, as it deems necessary and appropriate.
- (e) Each Committee member shall disclose to the Committee:
 - Any personal financial interest (other than as a shareholder) in any matter to be decided by the Committee; or
 - Any potential conflict of interest arising from a cross-directorship or other business interests.Any such member shall abstain from voting on resolutions and participating in the discussion concerning such resolutions.
- (f) The Committee Chair and Committee members shall be listed on the Company’s website and each year in the Company’s Annual Report and Accounts.

4. Secretary



The Company Secretary or his or her nominee will act as secretary to the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

5. Quorum

The quorum necessary for the transaction of business shall be 3 Committee members, 2 of whom must be Independent Non-Executive Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. Frequency of Meetings

The Committee shall meet at least 3 times a year and otherwise as its role and responsibilities require, with 1 meeting a year being specifically set aside to consider succession planning.

7. Notice of Meetings

- (a) Meetings of the Committee shall be called by the Secretary at the request of any of its members.
- (b) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

8. Minutes of Meetings

- (a) The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- (b) Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the board unless in the opinion of the Committee Chair it would be inappropriate to do so.

9. Shareholder Engagement

The Committee Chair should attend the annual general meeting and be prepared to answer any shareholder questions on the Committee's activities.

10. Duties

- (a) Composition of the Board and its committees

The Committee shall:

- (i) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board regarding any changes; and
- (ii) review the results of the Board performance evaluation process in relation to the composition of the board.

- (b) Appointments

The Committee shall:

- (i) Identify and nominate candidates to fill Board vacancies as they arise
- (ii) lead the selection process for the appointment of any Directors or officers
- (iii) recommend suitable candidates for the role of Senior Independent Director
- (iv) in advance of any appointment to the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment.
- (v) in identifying suitable candidates:
 - use open advertising or the services of external advisers to facilitate the search, and disclose whether these have any connection to the Company or Directors;
 - only engage executive search firms who have signed up to the voluntary Code of Conduct on gender and ethnic diversity for non-executive roles;



- consider candidates from a wide range of backgrounds;
- assess candidates against the Company's values
- consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board;
- take into account other demands on the candidate's time;
- (vi) ensure that any proposed appointee is required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest prior to any appointment;
- (vii) ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- (viii) working with the Board Chair, Committee Chairs, Executive Committee and the General Counsel & Company Secretary, ensure that newly appointed Directors are provided with a full, formal and tailored induction programme on joining the Board; and
- (ix) as required, prepare a job specification for the appointment of the Board Chair, including the time commitment expected. The proposed Board Chair's other significant commitments should be disclosed to the Board before appointment and any significant changes to these should be reported to the board for approval as they arise.

(c) Board Performance

The Committee shall review the results of the annual Board performance evaluation process that relate to the composition and effectiveness of the Board and undertake an annual review of time required from Non-Executive Directors, having regard to their other significant commitments. Performance evaluation should be used to assess whether the Non-Executive Directors are spending enough time to fulfil their duties.

(d) Succession Planning

The Committee shall:

- (i) give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
- (ii) oversee development of a diverse pipeline for Directors and other senior management in the short and longer term. Particular attention shall be paid to succession of the Specified Individuals;
- (iii) take into account the challenges and opportunities facing the Company and the sector in which it operates, and ensure that succession planning is based on merit and objective criteria to promote diversity, equity and inclusion ("DE&I"), in accordance with the Board DE&I Policy;
- (iv) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace; and
- (v) make recommendations to the board concerning any changes required to the succession planning progress, should the periodic assessment determine that desired outcomes have not been achieved.

(e) Directors' Service

The Committee shall:

- (i) Review proposed external appointments of existing Directors; and
- (j) make recommendations to the Board concerning:
 - suitable candidates for the role of Senior Independent Director;
 - membership of the Audit and Risk, Remuneration and Sustainability Committees, and any other Board committees as appropriate, in consultation with the committee chairs;
 - selection of the chair of the Audit and Risk, Remuneration and Sustainability committees;
 - the re-appointment of any Non-Executive Director at the end of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required;
 - the re-election by shareholders of Directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Company's Articles of Association, having

due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board (particularly in relation to Directors being re-elected for a term beyond 6 years);

- any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract; and
- the educational needs of the Board, to ensure the appropriate skillset and knowledge required to meet the increasing demands on Board members and how these can be met during induction programmes and ongoing training.

11. Reporting requirements

- (a) The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- (b) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- (c) The Committee shall produce a report for approval by the Board and publication in the Company's annual report about its activities, including:
 - A description of any significant issues dealt with by the Committee;
 - the process used in relation to appointments and succession planning, including if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the Company.
 - how the Board performance review has been conducted, the nature and extent of an external reviewer's contact with the Board and individual Directors, the outcomes and actions taken, and how it has or will influence Board composition;
 - A description of the objectives and targets of the Board Diversity Policy, any other diversity initiatives, and how any objectives and targets have been applied and achieved in the year;
 - A description of the diversity balance of the Board, Senior Management, and their Direct Reports.

12. Other matters

The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members, including regular opportunities to engage with and listen to the views of the workforce;
- (c) oversee any investigation of activities which are within its terms of reference;
- (d) arrange for periodic reviews of its own performance, and at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;
- (e) give due consideration to laws and regulations, the provisions of the Code and associated guidance, the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and
- (f) Make available on the Company's website the Committee's terms of reference explaining clearly its role and the authority delegated to it.

13. Authority

The Committee is authorised by the Board to

- (a) obtain, at the company's expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so. In this regard, the Committee shall adhere to any board policy on securing this advice:
 - the Committee is exclusively responsible for establishing the selection criteria for such advisers and their appointment and terms of reference; and



- the appointment and performance of such advisers shall be reviewed by the Committee on a regular basis and at least annually;
- (b) seek any information it requires from any employee of the Company in order to perform its duties;
- (c) call any employee to be questioned at a meeting of the Committee as and when required; and
- (d) have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Committee and the Board.