

Section 430(2B) Companies Act 2006 Statement

Alistair Cox

The following information is provided in accordance with section 430(2B) of the Companies Act 2006 by Hays plc (the “Company”).

Alistair Cox stepped down from the Board as Chief Executive Officer with effect from 31 August 2023. Remuneration arrangements in respect of his departure have been determined by the Remuneration Committee in line with the Directors’ Remuneration Policy approved by shareholders at the AGM in 2020.

Alistair has a 12-month notice period under his service contract, which commenced from 23 August 2023, and he will continue to receive salary and contractual benefits during this time. Alistair will remain available to the Company during this time. Alistair will receive a payment in lieu of accrued but untaken holiday as at the termination date.

Alistair will be eligible for an annual bonus award for the current financial year, pro-rated for any period spent actively employed and subject to the achievement of performance conditions. 50% of the annual bonus payable in respect of each of his 2023 bonus and the pro-rated bonus for the current financial year will be deferred into shares.

Outstanding deferred bonus awards will vest in full in accordance with their original timeframes in 2024 and 2025 and (in respect of the 2023 and 2024 bonus deferral) in 2026 and 2027.

In respect of outstanding PSP awards granted in 2020, 2021 and 2022, these will vest in accordance with the plan rules. Unvested awards will be pro-rated for time up to the termination of employment and remain subject to performance assessment at the end of the relevant performance period. These awards will vest in 2023, 2024 and 2025 respectively and each award will be released at the end of the relevant two-year post-vesting holding period. Awards granted to Alistair under the PSP in 2018 and 2019, which have vested but remain subject to post-vesting holding periods, will be eligible for release in 2023 and 2024 respectively. No PSP grant will be made in 2023 or any subsequent years.

In line with best practice, incentive awards will remain subject to malus and clawback provisions. Consistent with the Remuneration Policy, Alistair will comply with the post-employment shareholding guidelines for two years after leaving employment.

Alistair will receive a capped contribution towards his legal fees and a capped contribution to outplacement assistance relating to his departure.

Alistair will not receive any other remuneration payment or payment for loss of office.

Further details will be disclosed in the Hays’ Annual Report for the year ending 30 June 2024.

