

# Hays International Holdings Limited

## Strategic report (continued)

### Section 172 (1) Statement and Statements on engagement with suppliers, customers and others

This section of the Strategic Report, together with the pages to which it refers, constitutes the Company's statement under section 172(1) of the Companies Act 2006.

During the year, the Board has acted in accordance with section 172(1). Each Director has, in good faith, acted in a manner they believe would most likely promote the success of the Company for the benefit of its members as a whole, while having regard, as appropriate, to the following factors:

- The likely long-term consequences of any decisions;
- The interests of the Company's employees;
- The need to foster the Company's business relationships with customers, suppliers, and others;
- The impact of the Company's operations on the community and the environment;
- The desirability of maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between members of the Company.

In addition, the Board has regard to other factors considered relevant in the circumstances, for example, the interests and views of members of the Group. We believe that, in order to progress our strategy and achieve long-term sustainable success, the Board must consider all stakeholders relevant to a decision and ensure that any decision aligns with our values.

Authority for the day-to-day management of the Company is delegated to senior management. The Board meets periodically to review the Company's activities and make decisions. In these meetings, directors receive information relevant to section 172 considerations, which inform decision-making, for example, when determining the payment of dividends.

As the Company's principal role is to serve as a holding entity within the Group, it has no independent commercial operations, employees, or external customers or suppliers. Accordingly, its key stakeholders are other Group companies, and the broader stakeholder considerations typically relevant to operating businesses have generally not applied to the decisions taken by the directors during the period.

The Company is a wholly owned subsidiary of Hays plc, and its stakeholder engagement is embedded within the Group's governance framework. While the Company is required to explain how its Board discharges its duties under section 172, this statement should be considered in the context of the Company's position as a subsidiary of a listed plc. Further information on how section 172(1) has been applied by the Group can be found in the Hays plc Annual Report & Accounts on pages 45 to 47, and page 105.

Approved by the Board of Directors and signed on its behalf by:

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J Hilton  
Director  
20th February 2026