

HAYS PLC

ANNUAL GENERAL MEETING 2019

RESULTS OF THE POLL

Hays plc held its thirty second Annual General Meeting today, 13 November 2019, at the offices of UBS, 5 Broadgate, London, EC2M 2QS at 12 noon. All resolutions were duly passed on a poll. The results are shown below.

The 'For' vote includes those giving the Chairman discretion. Votes withheld are not votes in law and therefore have not been counted in the calculation of the percentage of votes for or against a resolution.

The issued share capital (ISC) at the close of business on 11 November 2019 was 1,471,590,458 (1,467,162,562 excluding shares held in Treasury).

POLL RESULTS

The results of the poll are as follows:

| Resolution | Votes For | | Votes Against | | Votes Total | | Votes Withheld |
|---|---------------|--------|---------------|------|---------------|--------|----------------|
| | No. | % | No. | % | No. | % ISC | No. |
| 1. To receive the Directors' and Auditor's Reports and the financial statements for the year ended 30 June 2019 | 1,266,338,587 | 99.81 | 2,432,295 | 0.19 | 1,268,770,882 | 86.48% | 3,068,406 |
| 2. To approve the Directors' Remuneration Report | 1,204,738,129 | 96.32 | 46,015,367 | 3.68 | 1,250,753,496 | 85.25% | 21,085,791 |
| 3. To approve a final dividend | 1,271,828,368 | 100.00 | 4,330 | 0.00 | 1,271,832,698 | 86.69% | 6,590 |
| 4. To approve a special dividend | 1,271,812,689 | 100.00 | 10,401 | 0.00 | 1,271,823,090 | 86.69% | 16,198 |
| 5. To re-elect Andrew Martin as a director of the Company | 1,264,138,162 | 99.40 | 7,659,375 | 0.60 | 1,271,797,537 | 86.68% | 41,750 |
| 6. To re-elect Alistair Cox as a director of the Company | 1,269,416,135 | 99.81 | 2,372,903 | 0.19 | 1,271,789,038 | 86.68% | 50,250 |
| 7. To re-elect Paul Venables as a director of the Company | 1,267,117,252 | 99.64 | 4,628,268 | 0.36 | 1,271,745,520 | 86.68% | 93,768 |
| 8. To re-elect Torsten Kreindl as a director of the Company | 1,265,272,806 | 99.49 | 6,515,103 | 0.51 | 1,271,787,909 | 86.68% | 51,379 |
| 9. To re-elect Susan Murray as a director of the Company | 1,256,405,049 | 98.79 | 15,385,460 | 1.21 | 1,271,790,509 | 86.68% | 48,779 |
| 10. To re-elect MT Rainey as a director of the Company | 1,265,290,804 | 99.49 | 6,494,509 | 0.51 | 1,271,785,313 | 86.68% | 53,975 |
| 11. To re-elect Peter Williams as a director of the Company | 1,267,728,867 | 99.68 | 4,063,109 | 0.32 | 1,271,791,976 | 86.68% | 47,312 |

| Resolution | Votes For | | Votes Against | | Votes Total | | Votes Withheld |
|---|---------------|-------|---------------|-------|---------------|--------|----------------|
| | No. | % | No. | % | No. | % ISC | No. |
| 12. To elect Cheryl Millington as a director of the Company | 1,271,604,951 | 99.99 | 131,494 | 0.01 | 1,271,736,445 | 86.68% | 102,843 |
| 13. To reappoint PricewaterhouseCoopers LLP as Auditor of the Company | 1,264,000,691 | 99.96 | 526,947 | 0.04 | 1,264,527,638 | 86.19% | 7,311,649 |
| 14. To authorise the directors to determine the Auditor's remuneration | 1,271,359,844 | 99.97 | 431,047 | 0.03 | 1,271,790,891 | 86.68% | 48,397 |
| 15. To authorise the Company to make political donations | 1,173,187,092 | 92.26 | 98,382,080 | 7.74 | 1,271,569,172 | 86.67% | 270,116 |
| 16. To authorise the directors to allot Ordinary shares in the Company | 1,131,680,259 | 88.98 | 140,137,422 | 11.02 | 1,271,817,681 | 86.69% | 21,607 |
| 17. To authorise the directors to disapply pre-emption rights* | 1,132,462,414 | 89.05 | 139,273,666 | 10.95 | 1,271,736,080 | 86.68% | 103,208 |
| 18. To authorise the Company to purchase its own shares* | 1,263,309,491 | 99.37 | 7,986,847 | 0.63 | 1,271,296,338 | 86.65% | 542,949 |
| 19. To authorise the calling of a general meeting with 14 clear days' notice* | 1,236,650,541 | 97.23 | 35,176,837 | 2.77 | 1,271,827,378 | 86.69% | 11,910 |
| 20. To authorise the directors to approve the UK Sharesave Plan | 1,261,388,811 | 99.18 | 10,419,731 | 0.82 | 1,271,808,542 | 86.68% | 30,745 |
| 21. To authorise the directors to approve the International Sharesave Plan | 1,261,376,721 | 99.18 | 10,425,631 | 0.82 | 1,271,802,352 | 86.68% | 36,935 |

Special resolutions are indicated by an asterisk.

The full text of each of the resolutions is set out in the Notice of Annual General Meeting, which is available at haysplc.com/investors/shareholder-services/agm.

In accordance with UK Listing Rule 9.6.2R, copies of the resolutions other than those concerning ordinary business passed at the Annual General Meeting have been submitted to the National Storage Mechanism and will shortly be available for inspection at morningstar.co.uk.

Chris Winters
Deputy Company Secretary

13 November 2019