



Notice of Annual General Meeting 2026

Wednesday 18 November 2026 at 12 noon

the offices of Hays plc

4th Floor, 107 Cheapside

London

EC2V 6DN

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO TAKE, PLEASE CONSULT AN INDEPENDENT FINANCIAL ADVISER, WHO IS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE RESIDENT IN THE UNITED KINGDOM, OR IF NOT, FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE PASS THIS DOCUMENT TO THE PERSON THROUGH WHOM YOU MADE YOUR SALE OR TRANSFER FOR FORWARDING TO YOUR PURCHASER OR TRANSFEREE.

To the Company's Shareholders

Letter from the Chair

Dear Shareholder

Annual General Meeting 2026

I am pleased to enclose the Notice of Meeting for the 2026 Annual General Meeting (AGM or Meeting) of Hays plc (Hays or the Company), which will be held at the offices of Hays plc, 4th Floor, 107 Cheapside, London, EC2V 6DN on 18 November 2026 at 12 noon.

If you have requested a printed copy of the 2026 Annual Report & Accounts, it is enclosed. The 2026 Annual Report & Accounts are also available on our website at www.haysplc.com/investors.

Business of the meeting

The formal notice convening the AGM (Notice), which follows this letter on pages 4 to 8, sets out the business to be conducted at the Meeting.

Board changes

Mark Dearnley, who joined the Board as an Executive Director and Interim Chief Executive Officer in February 2026 and was appointed Chief Executive Officer in May 2026, will stand for election by shareholders for the first time at the AGM. Mark has already made a valuable contribution to the Board and I look forward to continuing to work with him as we deliver the Group's strategic priorities.

Susan Murray will retire from the Board at the conclusion of the AGM, having served for nine years, and will therefore not seek re-election. On behalf of the Board, I would like to thank Susan for her service and valuable contribution as a Non-Executive Director, including as Chair of the Remuneration Committee.

In accordance with the 2024 UK Corporate Governance Code (the Code), all other directors of the Company (Directors) will stand for re-election to the Board at the AGM.

The Board considers that the contribution and skills of each of the Directors are, and continue to be, important to the long-term sustainable success of the Company and the Board recommends the election or re-election of all the Directors. Biographical details for each of the Directors together with a description of their skills and experience can be found on pages 78 to 80 of the 2026 Annual Report.

Remuneration Policy and Share Plans

At this Meeting, we are seeking approval for the renewal of the Directors' Remuneration Policy. The Remuneration Committee

Hays plc

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107 Cheapside, London EC2V 6DN

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Registered in England & Wales No. 2150950

conducted a review of the Policy to ensure it supports our new strategy, the nature of our business and aligns with market and best practice. We determined that our Policy remains broadly fit for purpose and, therefore, are proposing only minor changes. The only Policy change is a minor adjustment to the operation of the deferred annual bonus plan (DAB) to align with evolving market practice. You can read more about this on pages 108 to 116 of the 2026 Annual Report.

As part of our ongoing review of the Company's share plan arrangements, shareholder approval is being sought to remove the 5% discretionary dilution limit under our Performance Share Plan and DAB to align with evolving best practice guidance. The 10% "total plan shares" limit will remain, meaning there is no increase in overall dilution. This approach is aligned with current Investment Association guidance. It is also proposed to renew the Hays US Employee Stock Purchase Plan, which is a US tax qualified employee share plan, originally approved by shareholders on 9 November 2016 - more detail on this can be found on page 6 of this Notice, with a summary of the principal terms in Appendix 1 on pages 11 to 13.

Voting and asking questions

All shareholders are strongly encouraged to appoint a proxy, with voting instructions, ahead of the meeting. Information on how to submit your proxy can be found on pages 8 to 9 of this Notice. Please note that, to be valid, our Registrar must have received your proxy appointment form by 12 noon on 16 November 2026.

Completion and return of the proxy form or submission of an electronic instruction will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so. If you are planning to attend in person, shareholder registration will be available from 11.30am.

It is important to us that we have the opportunity to hear from you, as a shareholder, directly. You will be able to ask questions of the Board either in person if you are able to attend the AGM, or by submitting questions in advance of the meeting by emailing the Company Secretary at contactcosec@hays.com.

Recommendation

Your Directors consider that resolutions 1 to 22 are in the best interests of the Company and its shareholders as a whole and recommend that you vote 'FOR' the resolutions, as I and the other members of the Board intend to do in respect of our own shareholdings.

The results of the poll will be announced to the London Stock Exchange and will be published on our website at www.haysplc.com/investors as soon as practicable following the AGM.

On behalf of your Board, I would like to thank you for your continued support and look forward to welcoming you to the AGM.

Michael Findlay
Chair

8 October 2026

Hays plc Notice of Annual General Meeting 2026

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Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2026 Annual General Meeting (AGM or the Meeting) of Hays plc (the Company) will be held at the offices of Hays plc, 4th Floor, 107 Cheapside, London, EC2V 6DN at 12 noon on 18 November 2026 to consider and, if thought fit, pass the following resolutions:

All resolutions will be proposed as ordinary resolutions other than resolutions 20 to 22 which will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

Ordinary resolutions

1 – Annual Report & Accounts

To receive the audited financial statements, the strategic report, the directors' and corporate governance report and the auditor's report for the year ended 30 June 2026.

The Directors are required to present the financial statements, Directors' Report and Auditors' Report to the AGM. These are contained in the 2026 Annual Report & Accounts.

2 – Directors' Remuneration Report

To approve the Directors' Remuneration Report for the year ended 30 June 2026, contained on pages 103 to 132 of the Annual Report & Accounts (excluding the Directors' Remuneration Policy on pages 108 to 116).

Shareholders are invited to vote on the Directors' Remuneration Report, which appears in full in the 2026 Annual Report & Accounts.

The Company's Auditor, PricewaterhouseCoopers LLP, has audited those parts of the Directors' Remuneration Report capable of being audited and its report may be found in the 2026 Annual Report & Accounts.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the legislation, shareholders will be invited to approve the Directors' Remuneration Report. The vote is advisory.

3 – Directors' Remuneration Policy

To approve the Directors' Remuneration Policy set out on pages 108 to 116 of the Annual Report & Accounts, such policy to take effect from the date on which the resolution is passed.

The Remuneration Policy sets out the Company's proposed policy on Directors' remuneration. Under the Companies Act 2006 (the Act), the Company is required to put the Remuneration Policy to a binding vote at least every three years. Subject to approval, the Remuneration Policy will be effective from the conclusion of this AGM.

The Remuneration Committee conducted a review of the Policy to ensure it supports our new strategy, the nature of our business, and aligns with market and best practice. It was determined that the current Policy remains broadly fit for

purpose and, therefore, only minor changes are proposed. The only Policy change is a minor adjustment to the operation of the deferred annual bonus (DAB) plan to align with evolving market practice. Under the current policy, 50% of any annual bonus is deferred into shares for three years. In future years, it is proposed that the deferral into shares will reduce from 50% to 20% once an Executive Director has reached the shareholding requirement. The Remuneration Committee is satisfied that the combination of continued bonus deferral, malus and clawback provision, PSP awards and substantial shareholdings means that executives will continue to have sufficient alignment with shareholders following this change.

4 – Final Dividend

To declare a final dividend of 0.29 pence per ordinary share for the financial year ended 30 June 2026.

The Directors have recommended a final dividend of 0.29 pence per share, which if approved, would be payable on 26 November 2026 to those shareholders registered at the close of business on 16 October 2026.

Election and Re-election of Directors

5 - To elect Mark Dearnley

6 - To re-elect Helen Cunningham

7 - To re-elect Michael Findlay

8 - To re-elect James Hilton

9 - To re-elect Joe Hurd

10 - To re-elect Anthony Kirby

11 - To re-elect Cheryl Millington

12 - To re-elect Zarin Patel

In accordance with the Code and the Company's Articles of Association, all Directors are subject to election or annual re-election by the shareholders.

Resolution 5 relates to the election by shareholders of Mark Dearnley, who was appointed by the Board as Interim Chief Executive Officer and a Director on 27 February 2026 and Chief Executive Officer on 18 May 2026.

The Directors seeking re-election can be found in resolutions 6 to 12.

The Directors' biographies and the reasons why they are important to the Company's long-term success can be found on pages 78 to 80 of the 2026 Annual Report & Accounts and at haysplc.com.

Following the Board review conducted during the year, the Board considers that each of the Directors proposed for election or re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. The Board is content that each Non-Executive Director offering themselves for election or re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

Accordingly, the Board unanimously recommends the election and re-election of these Directors.

13 – Reappointment of auditor

To reappoint PricewaterhouseCoopers LLP as Auditor of the Company, until the conclusion of the next general meeting at which accounts are laid.

The Company is required to appoint an auditor at each general meeting at which the Company's accounts are presented to its shareholders. PricewaterhouseCoopers LLP has indicated its willingness to continue as the Company's Auditor for another year. The Audit & Risk Committee has reviewed PricewaterhouseCoopers' effectiveness and the effectiveness of the audit process and the Board recommends their reappointment.

14 – Auditor's remuneration

To authorise the Audit & Risk Committee to determine the remuneration of the Auditor.

Shareholders are requested to authorise the Audit & Risk Committee to determine the remuneration of PricewaterhouseCoopers LLP, subject to their reappointment. Details of the remuneration paid to the Auditor for the year ended 30 June 2026 are set out on page 156 of the 2026 Annual Report & Accounts.

15 – Political donations

THAT, in accordance with Sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and is hereby authorised:

- (A) to make political donations to political parties and/or independent election candidates, not exceeding £25,000;
- (B) to make political donations to political organisations other than political parties, not exceeding £25,000; and
- (C) to incur political expenditure, not exceeding £25,000, provided that:
 - (i) the authority conferred by this resolution shall commence on the date of the passing of this resolution and expire on the conclusion of the Company's 2027 Annual General Meeting (or adjournment thereof);
 - (ii) the aggregate total amount of such political donations and political expenditure shall not exceed £25,000; and
 - (iii) the terms included in this resolution have the meanings set out in Part 14 of the Act.

The Company and its subsidiaries are prohibited by the Act from making donations to any political party or other political organisation or to any independent election candidate and from incurring any other political expenditure save as authorised by a resolution of the Company's members (and of the members of the subsidiary, in the case of a subsidiary).

The Company made no political donations during the financial year ended 30 June 2026 and the Board intends to maintain its policy of not making such payments. However, as political donations are defined very broadly under the Act, some activities undertaken in the ordinary course of business may fall within the legal definition of political donation. Therefore, the Board is proposing this resolution purely as a precautionary measure to avoid any inadvertent breach of the law. Any expenditure which

may be incurred under authority of this resolution will be disclosed in next year's Annual Report.

16 – Authority to allot shares

THAT the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:

- (A) up to an aggregate nominal amount of £5,244,658.32 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £10,489,316.64 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or an open offer):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of the next AGM of the Company (or, if earlier, until close of business on 18 February 2028, 15 months after the date of the 2026 AGM). During this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Paragraph (A) of this resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £5,244,658.32 (representing 524,465,832 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 24 September 2026, the latest practicable date prior to publication of this Notice.

In line with the guidance issued by the Investment Association, Paragraph (B) of this resolution would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a pre-emptive offer (including an offer by way of a rights issue or an open offer), in favour of ordinary shareholders up to an aggregate nominal amount equal to £10,489,316.64 (representing 1,048,931,664 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 24 September 2026, the latest practicable date prior to publication of this Notice.

This resolution is to give the Board flexibility to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. The directors currently have

no intention of issuing further shares or granting rights over shares other than in connection with the Company's employee share schemes. However, if the directors do exercise the authority granted by the resolution, the directors intend to follow the IA's recommendations concerning its use. This authority will expire at the earlier of the conclusion of the 2027 Annual General Meeting and the close of business on 18 February 2028. As at 24 September 2026 being the last practicable date, 27,035,596 ordinary shares are held by the Company in treasury which represents 1.69% of the issued share capital as at the same date.

17 – Amendment to the rules of the Hays Performance Share Plan

THAT the amendments to the rules of the Hays Performance Share Plan shown in the marked-up version of the rules presented to the meeting be approved and the Directors be authorised to do all such acts and things necessary to give effect to the amendments.

The Hays Performance Share Plan (the PSP) is a discretionary employees' share plan which was approved by shareholders at the 2021 AGM. The PSP includes two limits on the number of shares which may be issued or transferred from treasury to satisfy awards under it.

Awards cannot be made if they would cause the "total plan shares" to exceed 10%, or the "discretionary plan shares" to exceed 5%, of the ordinary share capital of the Company in issue immediately before the Awards are made.

The "total plan shares" figure looks at the total number of new issue or treasury shares that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the PSP or any other employee share plan operated by the group. The "discretionary plan shares" figure is similar but looks at the awards granted under the PSP and any other discretionary employee share plan operated by the group, subject to certain exclusions.

In line with evolving best practice guidance and in order to retain appropriate flexibility over the life of the PSP, shareholders are asked to approve the removal of the 5% "discretionary plan shares" limit. The 10% "total plan shares" limit will remain, meaning there is no increase in overall dilution. Our proposal is aligned with current Investment Association guidance.

18 – Amendment to the rules of the Hays Deferred Annual Bonus Plan

THAT the amendments to the rules of the Hays Deferred Annual Bonus Plan shown in the marked-up version of the rules presented to the meeting be approved and the Directors be authorised to do all such acts and things necessary to give effect to the amendments.

The Hays Deferred Annual Bonus Plan (the DAB) is a discretionary employees' share plan which was approved by shareholders at the 2025 AGM which is used to make awards to employees (including executive directors) when all or a portion of their bonus is to be deferred into the Company's shares.

The DAB includes the same two limits on the number of shares which may be issued or transferred from treasury to satisfy awards under it as are included in the PSP. The same amendment to the rules of the DAB is proposed as for the PSP (as referred to in respect of resolution 17).

19 – Renewal of the Hays US Employee Stock Purchase Plan

THAT the rules of the Hays US Employee Stock Purchase Plan (the "US ESPP"), a copy of which has been produced to the meeting and the main features of which are summarised in Appendix 1 to this Notice, be approved for a further 10 years by the Company, and the Directors be authorised to do all such acts and things necessary to carry the renewed US ESPP into effect.

That the Directors be and are hereby authorised to establish schedules to or further plans based on the US ESPP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that shares issued pursuant to such schedules or further plans count towards the limits on individual and overall participation applicable under the US ESPP, and that the Directors be and are hereby authorised to do all such acts and things necessary to carry such schedules or further plans into effect.

The Hays US Employee Stock Purchase Plan (the "US ESPP") is a US tax qualified employee share plan, originally approved by shareholders on 9 November 2016 for 10 years. The US ESPP allows the Company to offer eligible employees (of the Company's US subsidiaries) to elect to purchase shares in the Company at a discount to market value and in a way that qualifies for tax advantages in the US. The US ESPP sits alongside the Company's other broad-based all-employee tax qualified offerings, including the UK Sharesave Scheme. As approval for the US ESPP runs out in November 2026, the Company is now seeking renewed shareholder approval for a further 10 years.

Resolution 19 proposes that the US ESPP be renewed and gives the Directors authority to establish schedules or separate plans to the US ESPP for the purpose of granting awards to employees who are based overseas.

A summary of the principal terms of the US ESPP is set out in Appendix 1 to this Notice. The rules of the US ESPP will be available for inspection as noted on page 11.

Special resolutions

20 – Disapplication of pre-emption rights

THAT, subject to the passing of resolution 16, and in place of all existing powers, to the extent unused (other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution) the Directors of the Company be generally empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 16 in the Notice, as if Section 561(1) of the Act did not apply to such allotment. This power:

- (A) expires at the earlier of the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or the close of business on 18 February 2028, unless previously renewed, varied or revoked by the Company in general meeting but in each case so that the Company may make offers and enter into agreements before this power expires which would or might require equity securities to be allotted after this power expires and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and**
- (B) shall be limited to:**

- (i) **the allotment of equity securities in connection with an offer of equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholding, and to holders of other equity securities as required by the rights of those securities or as Directors otherwise consider it necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;**
- (ii) **in the case of the authority granted under paragraph (A) of resolution 16 and/or in the case of any sale of treasury shares, the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (i)) up to an aggregate nominal amount of £786,698.74; and**
- (iii) **to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.**

This resolution would allow the Directors to allot shares for cash and/or sell treasury shares without having to offer such shares to existing shareholders up to a nominal value of £944,038.49 which is approximately 6% of the Company's issued share capital as at 24 September 2026. This means that the proportionate interests of existing shareholders could not, without their agreement, be reduced by more than 6% by the issue of new shares for cash.

The power set out in resolution 20 would be limited to:

- a) pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary;
- b) otherwise, allotments or sales up to an aggregate nominal amount of £786,698.74 representing 78,669,874 ordinary shares of 1 pence each and approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 24 September 2026, the latest practicable date prior to publication of this Notice; and
- c) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (so a maximum of 1% of the issued ordinary share capital), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles 2022.

The purpose of this authority is to give the Board the flexibility to act on short notice in appropriate circumstances should that be in the best interests of the Company, for example to resolve legal or practical problems which may arise such as with overseas shareholders in the context of a rights issue. The limits in resolution 20 are in line with those set out in the Pre-Emption Group's Statement of Principles 2022.

There are no current plans to allot shares except in connection with the Company's employee share schemes.

If the powers sought by resolution 20 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-emption Group's Statement of Principles 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles 2022.

This authority will expire on the earlier of the conclusion of the 2027 Annual General Meeting and close of business on 18 February 2028. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

21 – Purchase of own shares

THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of £0.01 per share in the capital of the Company (ordinary shares) provided that:

- (A) **the maximum number of ordinary shares hereby authorised to be purchased is 157,339,749;**
- (B) **the minimum price (exclusive of expenses) which may be paid for each ordinary share is 1 pence;**
- (C) **the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:**
 - (i) **an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List of the UK Listing Authority for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and**
 - (ii) **an amount equal to the higher of the price of the last independent trade of an ordinary share and the current highest independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS);**
- (D) **the authority hereby conferred shall expire on the earlier of the conclusion of the 2027 Annual General Meeting and close of business on 18 February 2028; and**
- (E) **a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or part after the expiry of this authority.**

This resolution will authorise the Company to make market purchases of up to 157,339,749 shares, being just less than 10% of the Company's issued share capital as at 24 September 2026, and specifies the minimum and maximum prices at which the Shares may be bought. This figure excludes the 27,035,596 ordinary shares held in treasury (1.69% of the issued share capital) as at the same date.

Shares will only be purchased if to do so would result in an increase in earnings per share and is in the best interests of shareholders generally.

Any shares purchased in the market under this authority may either be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share schemes.

This authority will expire on the earlier of the conclusion of the 2027 Annual General Meeting and close of business on

18 February 2028. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

No dividends have been paid on shares while held in treasury and no voting rights are attached to the treasury shares.

On 24 September 2026, being the latest practicable date prior to the publication of this document, the Company had 10,422,380 options outstanding under its various share schemes. This represents 0.66% of the issued share capital of the Company (excluding the 27,035,596 ordinary shares held in treasury as at 24 September 2026). If the existing authority given at the 2025 Annual General Meeting and the authority now being sought by resolution 21 were to be fully used, these options would represent 0.83% of the Company's ordinary share capital in issue at that date (excluding the 27,035,596 ordinary shares held in treasury).

22 – General Meetings

THAT a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

Under the Act, all general meetings must be held on 21 days' notice unless shareholders approve a shorter notice period subject to a minimum of 14 clear days. Annual general meetings must continue to be held on at least 21 clear days' notice.

This resolution seeks to approve an equivalent authority granted to the Directors at last year's Annual General Meeting to call general meetings (other than an annual general meeting) on 14 clear days' notice.

In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by time-sensitive matters and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

By order of the Board

Nick Cooper

Company Secretary

8 October 2026

Important information for shareholders

Eligibility to attend and vote

1. The arrangements for the 2026 Annual General Meeting are explained in the Chair's letter. Any changes to these arrangements will be communicated to shareholders through the Company's website at www.haysplc.com/investors
2. To facilitate entry to the AGM, members are requested to bring with them the Attendance Card which is attached to the Proxy Form. Registration shall be open to members half an hour before the start of the Meeting.
3. Only those shareholders registered on the Company's register of members at 6.30pm on 16 November 2026 or, if this Meeting is adjourned, at 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the Meeting. In each case, changes to the register of members after such time will be disregarded.

Appointment of proxies

4. A member entitled to attend and to speak and vote at the Meeting may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote instead of them. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
5. A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Each proxy must be appointed on a separate Proxy Form. Additional Proxy Forms may be obtained by contacting the Registrar on +44 (0)371 384 2843 or, if calling from outside the UK, please ensure the country code is used.
6. The helpline is open Monday to Friday 8.30am to 5.30pm, excluding public holidays in England and Wales. Alternatively, you can use a photocopy of the Proxy Form for this purpose.
7. The notes to the Proxy Form explain how to direct your proxy and how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion in relation to any other matter which is put before the Meeting.
8. To appoint a proxy using the Proxy Form, the completed and signed Proxy Form must be received by the Company's Registrar, Equiniti, at Highdown House, Yeoman Way, Worthing, West Sussex BN99 6DA no later than 12 noon on 16 November 2026.
9. In the case of a member which is a company, the Proxy Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.

Electronic appointment of proxies

10. It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a

Shareview Portfolio with enough time to complete the registration and authentication processes. Full details of the procedure are given on the website. Your electronic proxy appointment and/or voting instructions must be received no later than 12 noon on 16 November 2026.

Appointment of proxies through CREST or Proximity

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual.
13. The message must be transmitted so as to be received by the issuer's agent (ID RA19) by 12 noon on 16 November 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages.
15. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
16. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
17. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 12 noon on 16 November 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

Appointment of proxy by joint members

18. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

19. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
20. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
21. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend and vote at the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

22. Any corporation that is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Nominated persons

23. A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Act (a Nominated Person), does not have a right to appoint a proxy. Nominated Persons may have a right under an agreement with the shareholder by whom he/she was nominated to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.

Total voting rights

24. As at 24 September 2026, the Company's issued share capital (excluding treasury shares) comprised 1,573,397,496 ordinary shares of 1 pence per share, with each share carrying the right to one vote. Accordingly, the total number of voting rights in the Company as at 24 September 2026 is 1,573,397,496.

Automatic poll voting

25. Each of the resolutions to be put to the Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the Meeting. The results of the poll will be published on the Company's website and notified via a Regulatory Information Service.

Questions at the meeting

26. Any member attending the AGM has the right to ask questions. We encourage shareholders to submit any questions they would like to have answered at the AGM in advance, as this will enable us to respond to as many questions as possible at the AGM. You can do this by email to contactcosec@hays.com. If you attend the AGM, you may also submit questions during the meeting.

The Company must answer any question relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is not in the interests of the Company or the good order of the meeting that the question be answered.

Publication of statement in relation to the audit of the company

27. Where requested by a member or members, the Company must publish on its website a statement setting out any matter that such members propose to raise at the AGM relating to the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the meeting. To exercise this members' right, the relevant request must be made by:

- a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company; or
- at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the meeting.

The request must:

- be in hard copy form or in electronic form;
- either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- be authenticated by the person or persons making it; and
- be received by the Company at least one week before the Meeting.

Directors' Interests

28. Since 19 August 2026 (the date of the 2026 Annual Report & Accounts), there have been changes to the Directors' interests in the Company's shares. Detailed below are the Directors' interests as at 24 September 2026:

Name	Shareholding ¹
H. Cunningham	6,237
M. Dearnley	1,424,000
M. Findlay	93,297
J. Hilton	274,116
J. Hurd	26,868
A. Kirby	10,000
C. Millington	5,000
Z. Patel	11,763

1. Beneficial interests include shares held directly or indirectly by connected persons.

Members' resolutions

29. Members representing 5 per cent. or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in section 153(2) of the Act) may:

- require the Company, under Section 338 of the Act, to give notice of a resolution which may properly be moved at the Meeting. Any such request, which must comply with section 338(4) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the Meeting;
- require the Company, under Section 338A of the Act, to include a matter (other than a proposed resolution) in the business to be dealt with at the Meeting. Any such request, which must comply with section 338A(3) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the Meeting; and
- require the Company, under Section 527 of the Act, to publish on a website a statement setting out any matter relating to:
 - the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the Meeting; or
 - any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act.

The business which may be dealt with at the Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Inspection of documents

30. Copies of the service contracts for the Executive Directors and letters of appointment for the Non-Executive Directors will be available for inspection at the offices of Hays plc, 4th Floor, 107 Cheapside, London EC2V 6DN during normal business hours on Monday to Friday from the date of this Notice up to and including the date of the AGM, and at the Meeting venue for 15 minutes prior to the Meeting until the end of the Meeting.
31. A copy of the rules of the Hays Performance Share Plan, the Hays Deferred Annual Bonus Plan and the Hays US Employee Stock Purchase Plan will be available for inspection through the FCA's National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism> from the date of sending this Notice. The rules will also be available at the place of the Meeting for at least 15 minutes before and during the Meeting.

Communicating with the company in relation to the AGM

32. If you have any questions relating to the enclosed documents, please use the following means of communication:
 - by writing to the Company's Registrar or by calling our shareholder helpline, details of which appear in the Appointment of Proxies note above;
 - by writing to the Company Secretary at the registered office or by emailing contactcosec@hays.com
33. Any electronic address (within the meaning of Section 333(4) of the Act) provided in this Notice (or in any related documents including the proxy form) may not be used to communicate with the Company for any purposes other than those expressly stated.

Website

34. A copy of this Notice and the other information required by Section 311A of the Act can be found on the Company's website (haysplc.com).

Data protection statement

35. The AGM may involve the processing of members' personal data by the Company. This includes all data provided by members, or on their behalf, which relates to them as members, including their names and contact details, the votes they cast and their Shareholder reference numbers. The Company and any third party to which it discloses members' personal data (including our Registrars) may process this personal data in accordance with the Company's privacy policy for the purposes of compiling and updating the Company's records and fulfilling the Company's legal obligations.

Appendix 1

Summary of the Hays US Employee Stock Purchase Plan

General

The Hays US Employee Stock Purchase Plan (the "US ESPP") is a United States ("US") employee stock purchase plan which is designed to qualify for the tax advantages provided for under section 423 of the US Internal Revenue Code (the "Code"). The US ESPP was approved by shareholders of the Company on 9 November 2016 for 10 years and the Company is now seeking renewed shareholder approval to allow the US ESPP to continue for a further 10 years.

The US ESPP is administered by the board of directors of the Company or a duly authorised committee of it (the "Board").

The US ESPP permits eligible employees of designated subsidiaries of the Company to be granted options over ordinary shares in the capital of the Company ("Shares"), which allow those employees to use payroll contributions taken from their eligible compensation during designated offering periods to purchase Shares at a discount.

No payment is required for the grant of an option.

Options are not transferable and may only be exercised by the employees to whom they are granted.

Subject to the application of individual and plan limits, as described below, the number of Shares subject to an option will be determined by the level of contribution an eligible employee agrees to make in respect of an offering.

Options granted under the US ESPP may be satisfied using newly issued Shares, Shares purchased in the market, or treasury Shares. Shares allotted or transferred under the US ESPP will rank *pari passu* with Shares of the same class then in issue. Participants do not have any voting, dividend or other rights in respect of any Shares subject to an option until the option is exercised and the Shares are issued or transferred to them. The Company will apply to the Financial Conduct Authority and the London Stock Exchange for any newly issued Shares to be admitted to listing and trading.

Benefits under the US ESPP are not pensionable benefits.

Eligibility

All employees of designated corporate subsidiaries of the Company, including any employed executive directors, will be invited to participate whenever the Board decides to make an offering under the US ESPP, subject to certain permissible exceptions as described below.

Pursuant to section 423 of the Code and the rules of the US ESPP, the Board may exclude from participation (i) employees who have not completed any service requirement as set by the Board (which may be up to two years), and/or (ii) employees who customarily work 20 hours or less per week, and/or (iii) employees who customarily work not more than five months in any calendar year, and/or (iv) employees who are citizens or residents of a non-US jurisdiction, when granting such employees an option under the US ESPP would violate the laws of such jurisdiction or where compliance with such laws would cause the US ESPP to violate section 423 of the Code.

Offering periods

Participants in the US ESPP will contribute over an offering period of a length determined by the Board prior to the commencement of an offering (but which will not exceed 27 months).

The Board has discretion to decide when an offering may be made, and whether offering periods may run concurrently or consecutively. In addition, the Board may determine that offering periods (and each employee's election to participate) will apply on an evergreen basis to successive offering periods until the employee chooses to withdraw, in which case an offering period will begin the day following the expiry of the previous offering period.

Invitations

Except where the plan is operated on an evergreen basis, invitations to join the US ESPP may only be issued within a period of 42 days commencing on (i) the date the US ESPP is approved by the Company's shareholders, (ii) the day immediately following the day that the Company announces its results for the last preceding financial year, half year or other period, (iii) a date on which the Board resolves that exceptional circumstances exist which justify the grant of an option, or (iv) if dealing restrictions (as defined in the rules) prevented invitations from being issued in the other periods mentioned above, the date when such restrictions no longer prevent the issue of invitations.

Contributions

Eligible employees in the US ESPP will elect to contribute either a specified amount or a specified percentage (as determined by the Board) from their eligible compensation, which will be deducted via payroll after tax. The Board may set a maximum payroll deduction amount or percentage. To date, this has aligned with the maximum contribution levels under the Company's UK tax qualified plan (the UK Sharesave Scheme).

The number of Shares purchased pursuant to the option will be determined according to the contributions a participant has made (after conversion into pounds sterling, where relevant).

A participant may not change their level of contributions during the offering period. No interest will accrue or be paid in respect of participants' contributions.

The Board has discretion to determine if any amounts which are insufficient to buy a whole Share will either be carried over to the next offering period or refunded as soon as reasonably practicable at the end of the offering period. Excess amounts other than the portion for a fractional share will be returned to the participants.

A participant may withdraw from an offering at any time, save that any elections to withdraw received by the Company within the 30 days prior to the end of an offering period will not be effective in relation to that offering (but where the US ESPP is operated on an evergreen basis, will take effect in relation to the next offering). Upon withdrawal, contributions will be returned to the withdrawn participant as soon as reasonably practicable.

Purchase price

The price per share on exercise of an option will be determined by the Board and will be:

- a proportion (at least 85%) of the closing middle market quotation of a Share as derived from the Daily Official List of

the London Stock Exchange for the dealing day before the commencement of the offering period;

- a proportion (at least 85%) of the closing middle market quotation of a Share as derived from the Daily Official List of the London Stock Exchange for the dealing day before the last day of the offering period; or
- the lower of the two amounts above.

In the case of any option under which Shares are to be newly issued, the purchase price will not be lower than the nominal value of a Share.

Holding period

The rules of the US ESPP allow the Board to grant options subject to a holding period, such that, where a holding period is imposed, the Shares purchased pursuant to the option may not normally be sold by the participant for a specified period.

Individual limits

As required by the Code:

- no employee may be granted options under the US ESPP if they would be treated as owning Shares possessing five percent (5%) or more of the total combined voting power or value of all classes of shares of the Company or any parent corporation or subsidiary corporation; and
- there will be an annual limit of \$25,000 (or such other limit as specified in the Code from time to time) on the rights to purchase Shares granted to each individual under the US ESPP (and any other plan established under s423 of the Code by the Company or any parent or subsidiary corporation).

The Board may also set a maximum payroll deduction amount or percentage for an offering period, as described above.

Plan limits

No option may be granted under the US ESPP that would, at the time of grant, cause the number of Shares that have been or may be issued in pursuance of options or awards granted in the preceding 10 years under the US ESPP or any other employee share schemes established by the Company to exceed 10 percent (10%) of the Company's ordinary share capital (the "Dilution Limit"). In accordance with the Investment Association's current guidelines, treasury shares count towards this limit.

In addition to the limit described above, the maximum number of Shares that will be available for purchase under the US ESPP is 10,000,000 in respect of Options granted up to and including 9 November 2026 and 20,000,000 in respect of Options granted on or after the date of the Company's 2026 AGM (the "Plan Limit").

Where options lapse without being exercised, Shares subject to those options are ignored in calculating these limits.

If applications are received for options over a number of Shares in excess of these limits, or any other limits the Board has set in relation to the number of Shares that will be made available on a particular occasion, applications will be scaled back.

Exercise of options

Options will normally be automatically exercised on behalf of participants at the end of the offering period, and their accumulated payroll contributions will be used (after being converted into pounds sterling where relevant) to purchase as

many whole Shares subject to their options as possible at the purchase price.

If the purchase price is based on a proportion of the value of a Share at the beginning of the offering period but, at the end of the offering period, such discounted purchase price is more than the fair market value of a Share, the offering will automatically terminate and no purchases will be made, in which case the options would lapse and the participants' accumulated payroll contributions would be returned to them.

Cessation of employment

Participants who leave employment with a designated subsidiary for any reason (including due to death) during an offering period will automatically be withdrawn from the US ESPP and their accumulated payroll contributions will be returned to them as soon as reasonably practicable.

Where a participant leaves employment with a designated subsidiary for any reason other than death after their option has been exercised but whilst their Shares are subject to any holding period, such holding period will continue to apply. In the event of a participant's death, Shares will no longer be subject to the holding period.

Corporate events etc.

In the event of a takeover, a scheme of arrangement or a voluntary winding up of the Company:

- options will normally be exercised automatically to the extent of the contributions made at that time (unless the purchase price is more than the fair market value of a Share at the time) or, in some circumstances, may be exchanged for equivalent options over shares in an acquiring company; and
- holding periods will normally cease to apply.

Alternatively, the Board may decide that options shall lapse, or adjust the terms of the options.

In the event of any capitalisation issue, rights issue, sub-division, consolidation or reduction of capital or any other variation of the share capital of the Company (a "Variation"), the number of Shares under outstanding options and the applicable purchase price may be adjusted by the Board.

Amendments

The Board may amend the US ESPP at any time, save that no amendments to the advantage of eligible employees or participants may be made to the provisions determining eligibility to participate in the US ESPP, the limitations on the number of Shares subject to the US ESPP, the maximum entitlement for any eligible employee under the US ESPP, the basis for determining an eligible employee's entitlement to Shares under the US ESPP, the terms of Shares to be provided under the US ESPP and the adjustments to options in the event of any Variation without the prior approval of the Company's shareholders.

There is an exception from the requirement for shareholder approval where such amendment is minor and is in order to benefit the administration of the US ESPP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for eligible employees, participants or any member of the group.

Notwithstanding this exception, no amendment to the US ESPP that would require shareholder approval under section 423 of the Code shall be made without obtaining such approval.

Any change to the Plan Limit may be made by the Board, provided it would not enable the Dilution Limit to be exceeded, and subject to obtaining approval of the Company's shareholders within 12 months of the date of such change, provided no additional shares may be issued or transferred in excess of the then applicable Plan Limit unless and until shareholder approval to increase such limit is obtained.

Overseas operation

The rules of the US ESPP permit the Board to adopt appendices for the purpose of granting awards to employees based outside the US, which will set out specific requirements in relation to particular countries if that is necessary or desirable to take account of local tax, exchange control or securities laws in such countries. In countries where there are legal or practical difficulties in providing Shares to employees, an appendix may permit a participant to receive, on expiry of the offering period, a cash amount equivalent to the profit that the participant would have made on exercise of an option. Any Shares issued under any appendices to the US ESPP will count towards the limits on individual and overall participation in the US ESPP set out above.

Termination

No options may be granted under the US ESPP after the tenth anniversary of the renewed approval of shareholders or at such earlier time as the Board may determine, but the rights of existing participants will not thereby be affected. In the event of termination of the US ESPP no further options will be granted.

This summary does not form part of the rules of the US ESPP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the rules of the US ESPP up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

Location *map*



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2026 Annual General Meeting
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