

# NOTICE OF ANNUAL GENERAL MEETING 2017

**WEDNESDAY 15 NOVEMBER 2017 AT 12 NOON**

UBS  
5 BROADGATE  
LONDON EC2M 2QS

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THE PROPOSALS REFERRED TO IN THIS DOCUMENT OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000. IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE SEND THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

# TO THE COMPANY'S SHAREHOLDERS

29 September 2017

Dear Shareholder

## **2017 ANNUAL REPORT & FINANCIAL STATEMENTS AND ANNUAL GENERAL MEETING**

I am pleased to inform you that the Hays plc 2017 Annual Report & Financial Statements and Notice of the 2017 Annual General Meeting (AGM) have now been published.

If you have requested a printed copy of the Annual Report & Financial Statements, it is enclosed.

If you requested to receive the Annual Report & Financial Statements electronically or did not return the election card previously sent to you, please accept this letter as notification that the Company's 2017 Annual Report & Financial Statements have now been published on our website (haysplc.com).

Our 2017 AGM will be held at the offices of UBS, 5 Broadgate, London EC2M 2QS on Wednesday 15 November 2017 at 12 noon. Shareholder registration will be available from 11am. The formal notice of the AGM and particulars of the resolutions on which you can vote are enclosed. I hope you will be available to attend.

I draw your attention in particular to the following resolutions that are to be proposed at the AGM.

### **APPROVAL OF THE DIRECTORS' REMUNERATION POLICY – RESOLUTION 2**

Legislation requires the Board to put the directors' remuneration policy (the Remuneration Policy) to a shareholder vote. This vote is binding and, if approved, the Remuneration Policy will take effect immediately after the AGM. It is intended the policy will last for three years and, unless the Company wishes to change the policy, no further shareholder approval will be required during this period.

The Remuneration Policy relates to future payments to directors. Once the policy takes effect, all payments to directors, or any former directors, by the Group must be made in accordance with the policy (unless separately approved by shareholders).

The Remuneration Policy is part of the Directors' Remuneration Report (pages 61 to 90 of the Annual Report).

### **SPECIAL DIVIDEND – RESOLUTION 5**

In recognition of the Company's strong performance and much improved balance sheet, the Board proposes a special dividend of 4.25 pence per share in addition to the final dividend. If approved, the recommended special dividend will be paid on the same basis as the final dividend.

### **ELECTION AND RE-ELECTION OF DIRECTORS – RESOLUTIONS 6 TO 14**

In compliance with the UK Corporate Governance Code, shareholders will have the opportunity to vote on their directors' annual election and re-elections to the Board. Accordingly, with the exception of Paul Harrison and Pippa Wicks, all of your directors are standing for election or re-election at the AGM. Their biographies can be found on pages 44 and 45 of the Annual Report.

### **ACTION TO BE TAKEN**

You are requested (whether or not you intend to be present at the AGM) to complete and submit a proxy appointment form in accordance with the notes to the Notice of the AGM. To be valid, the proxy appointment form must be received at the address for delivery specified in the notes by 12 noon on Monday 13 November 2017. Completion and return of a proxy appointment will not preclude a shareholder from attending and voting at the AGM.

### **RECOMMENDATION**

The Board considers that all of the resolutions set out in the Notice of the AGM are likely to promote the success of the Company and are in the best interests of both the Company and its shareholders as a whole. The Board unanimously recommends that shareholders vote in favour of all of these resolutions and will also be voting in favour of them.

Yours faithfully

**ALAN THOMSON**  
Chairman

## **Hays plc**

Registered Office:  
250 Euston Road  
London NW1 2AF

T: +44 (0)20 7383 2266  
F: +44 (0)20 7388 3053

Registered in England & Wales  
No. 2150950

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the thirtieth Annual General Meeting (AGM) of Hays plc (the Company) will be held at the offices of UBS, 5 Broadgate, London EC2M 2QS at 12 noon on Wednesday, 15 November 2017 to consider, and if thought fit, pass the following resolutions:

## RESOLUTIONS

All resolutions will be proposed as ordinary resolutions other than resolutions 19 to 21, which will be proposed as special resolutions. An ordinary resolution must receive more than half of the votes cast in order to be passed, while special resolutions must receive at least three-quarters of the votes cast in order to be passed.

### RESOLUTION 1 – REPORT AND ACCOUNTS

To receive the audited financial statements for the year ended 30 June 2017, together with the reports of the directors and auditor.

The directors are required to present the financial statements, directors' report and auditor's report to the AGM. These are contained in the 2017 Annual Report & Financial Statements.

### RESOLUTION 2 – DIRECTORS' REMUNERATION POLICY

To approve the directors' Remuneration Policy set out on pages 64 to 71 of the Annual Report & Financial Statements of the Company for the year ended 30 June 2017, such policy to take effect from the date on which this resolution is passed. The Remuneration Policy sets out the Company's proposed policy on directors' remuneration. Under regulations within the Companies Act 2006 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.

### RESOLUTION 3 – DIRECTORS' REMUNERATION REPORT To approve the Remuneration Report for the year ended 30 June 2017.

Shareholders are invited to vote on the Directors' Remuneration Report, which appears in full in the 2017 Annual Report & Financial Statements.

The Company's auditor, PricewaterhouseCoopers LLP, have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found in the 2017 Annual Report & Financial Statements.

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.

### RESOLUTION 4 – FINAL DIVIDEND

**To authorise the payment of a final dividend of 2.26 pence per Ordinary 1p share for the year ended 30 June 2017.**

The directors have recommended a final dividend of 2.26 pence per share, which if approved, would be payable on 17 November 2017 to those shareholders registered at the close of business on 6 October 2017.

### RESOLUTION 5 – SPECIAL DIVIDEND

**To authorise the payment of a special dividend of 4.25 pence per Ordinary 1p share for the year ended 30 June 2017.**

In recognition of the Company's strong performance, the Board proposes a return to shareholders of £61.6 million structured as a special dividend of 4.25 pence per ordinary share.

If approved, the special dividend would be payable on 17 November 2017 to those shareholders registered at the close of business on 6 October 2017.

If approved, Resolutions 4 and 5 would bring the total dividend for the year to 7.47 pence per share. The total dividend for 2016 was 2.90 pence per share.

### RESOLUTION 6 – RE-ELECTION OF DIRECTOR

**To re-elect Alan Thomson as a director of the Company.**

### RESOLUTION 7 – RE-ELECTION OF DIRECTOR

**To re-elect Alistair Cox as a director of the Company.**

### RESOLUTION 8 – RE-ELECTION OF DIRECTOR

**To re-elect Paul Venables as a director of the Company.**

### RESOLUTION 9 – RE-ELECTION OF DIRECTOR

**To re-elect Victoria Jarman as a director of the Company.**

### RESOLUTION 10 – RE-ELECTION OF DIRECTOR

**To re-elect Torsten Kreindl as a director of the Company.**

### RESOLUTION 11 – RE-ELECTION OF DIRECTOR

**To re-elect MT Rainey as a director of the Company.**

### RESOLUTION 12 – RE-ELECTION OF DIRECTOR

**To re-elect Peter Williams as a director of the Company.**

### RESOLUTION 13 – ELECTION OF DIRECTOR

**To elect Andrew Martin as a director of the Company.**

### RESOLUTION 14 – ELECTION OF DIRECTOR

**To elect Susan Murray as a director of the Company.**

In accordance with the UK Corporate Governance Code, all directors listed above will retire at the AGM and offer themselves for election and re-election by the shareholders. Their biographies can be found on pages 44 and 45 of the Annual Report & Financial Statements and at [haysplc.com](http://haysplc.com).

Following the Board evaluation conducted during the year, the Board considers that each of the directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. (Those directors being elected for the first time did not participate in the Board evaluation.) The Board is content that each non-executive director offering himself or herself for election or re-election is independent in character and there are no relationships or circumstances likely to affect his or her character or judgment. Accordingly, the Board unanimously recommends the election and re-election of these directors.

### RESOLUTION 15 – REAPPOINTMENT OF AUDITOR

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

At each general meeting at which the Company's accounts are presented to its shareholders, the Company is required to appoint an auditor to serve until the next such meeting. The Board is recommending that PricewaterhouseCoopers LLP be reappointed as the Company's auditor.

### RESOLUTION 16 – AUDITOR'S REMUNERATION

**To authorise the directors to determine the remuneration of the auditor.**

Shareholders are requested to authorise the directors to determine the remuneration of PricewaterhouseCoopers LLP, subject to their reappointment.

# NOTICE OF ANNUAL GENERAL MEETING

## CONTINUED

### RESOLUTION 17 – POLITICAL DONATIONS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

**THAT in accordance with section 366 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 2018 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 made no political donations during the financial year ended 30 June 2017 and the Board intends to maintain its policy of not making such payments.

The Company and its subsidiaries are prohibited by the Act from making donations to any EU political party or other EU political organisation or to any independent election candidate in the EU of more than £5,000 in total in any period of twelve months, and from incurring EU political expenditure, unless they have been authorised to do so in advance by the Company's shareholders.

However, as political donations are defined very broadly under the Companies Act 2006, the Board is proposing this resolution purely as a precautionary measure to avoid any inadvertent breach of the law and has no plans for using this authority. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report.

### RESOLUTION 18 – DIRECTORS' AUTHORITY TO ALLOT SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

- (a) THAT the directors of the Company be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the Act), to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,166,209 until the conclusion of the 2018 Annual General Meeting of the Company, unless such authority is 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 authority expires which would or might require shares to be allotted, or rights to subscribe for or convert any securities into shares to be granted after the expiry of this authority and the directors of the Company may allot shares and grant rights to subscribe for or convert any securities into shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired;**
- (b) THAT, subject to paragraph (c), all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this resolution; and**

- (c) THAT paragraph (b) shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any securities into shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.**

This resolution is to renew the directors' general authority to allot new shares. The authority in resolution 18 will allow the directors to allot new shares and to grant rights to subscribe for or convert other securities into shares up to a nominal value of £2,166,209, which is equivalent to approximately 15% of the issued share capital of the Company as at 25 September 2017. This figure excludes the 19,957,287 ordinary shares held in treasury (1.38% of the issued share capital) as at the same date.

The purpose of 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. However, there are no current plans to allot shares under this authority.

This authority will expire at the conclusion of the 2018 AGM. The directors intend to seek renewal of this authority at each AGM of the Company.

### RESOLUTION 19 – DISAPPLICATION OF PRE-EMPTION RIGHTS

To consider and, if thought fit, to pass the following resolution as a special resolution:

**THAT, subject to the passing of resolution 18, 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 section 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 18 in the Notice, as if section 561(1) of the Act did not apply to such allotment. This power:**

- (a) expires at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, unless previously renewed, varied or revoked by the Company in general meeting but 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 people who hold other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, 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; and**
  - (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount of £722,070.**

**This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words ‘pursuant to the authority conferred by resolution 18 in the Notice’ were omitted.**

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 £722,070, which is approximately 5% of the Company’s issued share capital as at 25 September 2017; or in connection with a rights issue.

This means that the proportionate interests of existing shareholders could not, without their agreement, be reduced by more than 5% by the issue of new shares for cash.

There are no current plans to allot shares except in connection with the Company’s employee share schemes and the directors do not intend to issue more than 7.5% of the issued share capital of the Company on a non pre-emptive basis in any rolling three-year period without prior consultation with the Institutional Shareholders’ Committee.

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.

This authority will expire at the conclusion of the 2018 AGM. The directors intend to seek renewal of the authority at each AGM of the Company.

#### **RESOLUTION 20 – PURCHASE OF OWN SHARES**

**To consider and, if thought fit, to pass the following resolution as a special resolution:**

**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 1 pence 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 144,413,928;**
- (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 at the conclusion of the next Annual General Meeting of the Company; 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 144,413,928 shares, being less than 10% of the Company’s issued share capital as at 25 September 2017, and specifies the minimum and maximum prices at which the Shares may be bought.

This figure excludes the 19,957,287 ordinary shares held in treasury (1.38% of the issued share capital) as at the same date.

No share market purchases were made during the year ended 30 June 2017 and none are anticipated during this financial year.

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 at the conclusion of the 2018 AGM. The directors intend to seek renewal of the authority at each AGM of the Company.

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

On 25 September 2017, being the latest practicable date prior to the publication of this document, the Company had 5,327,933 options outstanding under its various share schemes. This represents 0.37% of the issued share capital of the Company (excluding the 19,957,287 Ordinary shares held in treasury as at 25 September 2017). If the existing authority given at the 2016 AGM and the authority now being sought by resolution 20 were to be fully used, these options would represent 0.46% of the Company’s ordinary share capital in issue at that date (excluding the 19,957,287 Ordinary shares held in treasury as at 25 September 2017).

#### **RESOLUTION 21 – GENERAL MEETINGS**

**To consider and, if thought fit, to pass the following resolution as a special resolution:**

**THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days’ notice, such authority to expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution.**

**Under the Companies Act 2006, 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. AGMs 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 AGM to call general meetings (other than an AGM) 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 AGM, when it is intended that a similar resolution will be proposed.

#### **Doug Evans**

Company Secretary  
29 September 2017

#### **Hays plc**

Registered Office:  
250 Euston Road  
London NW1 2AF

T: +44 (0)20 7383 2266  
F: +44 (0)20 7388 3053

Registered in England & Wales  
No. 2150950

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

## ENTITLEMENT TO ATTEND AND VOTE

Only those shareholders registered on the Company's register of members at 6.30pm on Monday 13 November 2017 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.

## WEBSITE GIVING INFORMATION REGARDING THE MEETING

Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, is available from [haysplc.com](http://haysplc.com).

## ATTENDANCE

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 one hour before the start of the Meeting.

## APPOINTMENT OF PROXIES

If you are a member of the Company at the time set out in the note headed Entitlement to Attend and Vote above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.

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 0371 384 2843 or, if dialling internationally, on +44 (0) 121 415 7047. The helpline is open Monday to Friday 8.30am to 5.30pm, excluding bank holidays. Alternatively, you can use a photocopy of the Proxy Form for this purpose.

## APPOINTMENT OF PROXY USING HARD COPY PROXY FORM

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.

To appoint a proxy using the Proxy Form, the completed and signed Proxy Form must be received by the Company's Registrar, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 12 noon on 13 November 2017.

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

As an alternative to completing the hard copy Proxy Form, you can appoint a proxy electronically by logging on to [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need to have available the 25-digit number made up of your Voting ID, Task ID and Shareholder Reference Number printed on your Proxy Form. 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 13 November 2017.

## APPOINTMENT OF PROXIES THROUGH CREST

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](http://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.

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 & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message must be transmitted so as to be received by the issuer's agent (ID RA19) by 12 noon on 13 November 2017. 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.

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.

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.

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.

## APPOINTMENT OF PROXY BY JOINT MEMBERS

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**

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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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.

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**

A corporation which 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.

### **ISSUED SHARES AND TOTAL VOTING RIGHTS**

As at 25 September 2017, the Company's issued share capital (excluding treasury shares) comprised 1,444,139,279 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 25 September 2017 is 1,444,139,279.

### **QUESTIONS AT THE MEETING**

Any member attending the AGM has the right to ask questions. 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 AUDIT CONCERNS**

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:

- may 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;
- must be authenticated by the person or persons making it; and
- be received by the Company at least one week before the Meeting.

### **NOMINATED PERSONS**

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.

### **AUTOMATIC POLL VOTING**

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 to the UK Listing Authority once the votes have been counted and verified.

### **DOCUMENTS ON DISPLAY**

Copies of the service contracts for the executive directors and letters of appointment for the non-executive directors will be available for inspection at Hays plc, 250 Euston Road, London NW1 2AF 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 from 11.45am until the end of the Meeting.

### **COMMUNICATION**

Except as provided above, members who have general queries about the Annual General Meeting should use the following means of communication:

- calling our shareholder helpline (operated by our Registrars, Equiniti), details of which appear in the Appointment of Proxies note above; or
- emailing the Company at [cosec@hays.com](mailto:cosec@hays.com); or
- writing to the Company Secretary at Hays plc, 250 Euston Road, London NW1 2AF.

You may not use any electronic address provided either in this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated in this Notice or any such related document.

# LOCATION MAP

Hays plc 2017 Annual General Meeting  
UBS  
5 Broadgate  
London EC2M 2QS



Hays plc  
250 Euston Road  
London NW1 2AF

Registered in England & Wales  
No. 2150950

[haysplc.com](http://haysplc.com)