THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are resident in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Hays plc please pass this document, together with the accompanying Proxy Form, to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

HAYS

(Hays plc incorporated and registered in England and Wales with registered number 2150950)

Revised Long Term Incentive Arrangements

Circular to Shareholders

This document contains a Notice of the Extraordinary General Meeting convened for 12.00 noon on 3 April 2007 at Chartered Accountants' Hall, One Moorgate Place, London, EC2R 6EA along with a Proxy Form. Shareholders who do not intend to be present at the Extraordinary General Meeting are asked to sign and return the Proxy Form as soon as possible (and in any event, so as to be received not later than 12.00 noon on 1 April 2007) in accordance with the instructions printed on it.

Completion of the Proxy Form will not preclude a Shareholder from attending and voting in person if they so wish.

Letter from The Chairman of Hays plc

Registered and Head Office:
141 Moorgate
LONDON
EC2M 6TX

16 March 2007

Dear Shareholder

Revised long term incentive arrangements

1. Introduction

As we explained in our Directors' Remuneration Report in September 2006, the Company's existing long term incentive arrangements and remuneration structure have been under review by the Remuneration Committee with the help of its newly appointed advisers KPMG LLP. That review has now been completed and I am writing to let you know the details of the revised long term incentive arrangements which the Company is planning to implement and to seek the necessary approval of Shareholders at an Extraordinary General Meeting to be held on 3 April 2007 (the ***EGM***).

The Company has decided to seek an EGM rather than wait for the Annual General Meeting as no long term incentives were awarded under existing arrangements in 2006 pending the outcome of the remuneration review. Therefore, the Remuneration Committee believes that it is important that management and key employees have appropriate incentives in place as soon as possible.

2. Rationale for new long term incentive arrangements

The Remuneration Committee reviewed the remuneration packages of approximately 300 key executives throughout the Company. The conclusion of that review was that the existing Long Term Co-Investment Plan (the ***CIP***) is no longer an effective and appropriate incentive measure. This is primarily because the sole performance measure (Hays' total shareholder return performance against a peer group over three year cycles) does not properly reflect management's performance in executing the business strategy nor does it align performance and reward with the key value drivers that are within management's control and influence.

The Remuneration Committee is therefore proposing to implement a Performance Share Plan that is designed to be more responsive to the key value drivers of the business over the long term by focussing on underlying improvements in Economic Profit and Earnings Per Share (***EPS***) for the first award which will be made to the Group Finance Director and five other management board executives. In addition to the above, the Remuneration Committee believes that there should be a stronger linkage between Hays' short term and long term performance through the deferral of annual bonuses into shares. To achieve this, the Remuneration Committee is proposing to implement a Deferred Annual Bonus Plan. The Deferred Annual Bonus Plan will require participants to defer at least 25% of their annual bonus into shares for a three year period. Participants may voluntarily defer any remaining bonus. Any bonus deferred into shares will be matched with up to one free conditional share for each deferred share. For the first award under the Deferred Annual Bonus Plan, which will be made to the Group Finance Director and five other management board executives, the vesting of the matching shares will be conditional on achieving targets relating to EPS and International Net Fees.

Details of the Performance Share Plan and Deferred Annual Bonus Plan are set out in Appendices 1 and 2 to this letter. It is intended that these plans will be put into effect in the current financial year (ending 30 June 2007) as no long term incentive arrangements have been put in place for this financial year pending the outcome of the remuneration review. The first awards under the Performance Share Plan and Deferred Annual Bonus will be made shortly after the EGM.

Executives who participate in these new plans will not be eligible to participate in the existing CIP in the same year.

3. Shareholding policy

In conjunction with the revised long term incentive arrangements, and to ensure that executive directors and other senior executives are aligned with shareholders over a longer-time horizon, the Remuneration Committee will require the Chief Executive Officer (CEO) to build and maintain a shareholding in the Company of at least two times base salary and other executive directors to build and maintain a shareholding of at least one times base salary, in each case over a reasonable timeframe which would normally be five years. Other management board executives will also be actively encouraged to build a significant shareholding in the Company over a similar timeframe.

4. Denis Waxman's long term incentive arrangements

The CEO, Denis Waxman, will not participate in the new plans. On 19 December 2006, Hays announced that Mr Waxman had agreed to extend his service agreement (which would otherwise have expired on him reaching 60 in February 2007). The service contract continues to be terminable on 12 months' notice from either party. As part of these arrangements, Hays introduced a special long term incentive arrangement for Mr Waxman. This arrangement will ensure that the Company will continue to pursue its growth initiatives but will also facilitate a smooth transition to Mr Waxman's eventual successor. Full details of the incentive are set out in Appendix 3.

5. Action to be taken

Enclosed with this letter is a Notice of the EGM to be held on 3 April 2007. Also enclosed with this letter is a Proxy Form that sets out the resolutions to be voted on at the EGM. If you do not intend to be present at the EGM, please complete, sign and return the Proxy Form as soon as possible (and, in any event, so as to be received not later than 12.00 noon on 1 April 2007) in accordance with the instructions printed on it. Completion of the Proxy Form will not preclude you from attending and voting in person if you so wish.

6. Recommendation

The Directors, of whom only the Group Finance Director is eligible to participate in the new arrangements, consider that the implementation of the Performance Share Plan and Deferred Annual Bonus Plan are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the EGM, as they intend to do so themselves in respect of their own beneficial holdings of shares, which together amount to 3,612,204 shares representing approximately 0.23% of the Company's entire issued share capital on 13 March 2007.

Yours faithfully

Bob Lawson

Bob Lawson

Chairman

Appendix 1
Summary of the Hays plc Performance Share Plan (PSP)

Eligibility and grant procedure
Executive directors and other employees of the Company and its subsidiaries (the ***Group***) may be invited to participate in the PSP at the discretion of the Remuneration Committee (the ***Committee***).

Awards can be granted in the 42 day period commencing on any of the following: the EGM approving the PSP; the announcement of the Company's results for any period; or the occurrence of exceptional circumstances which the Committee considers justify the grant of awards. No payment is required for the grant of awards. No invitations to participate in the PSP may be made more than ten years following the date on which it is approved by shareholders.

Value of awards
Award levels will be determined each year by the Committee but will not exceed two times a participant's base salary in any financial year. It is anticipated that the first award will be made to the Group Finance Director and five other members of the management board in the 42 day period following the EGM. The first award to the Group Finance Director will have a value of 200% of base salary. This reflects that the first award is a transitional award given no annual award was made in 2006 under the existing Long Term Co-Investment Plan. However, it is anticipated that awards to executive directors made in subsequent financial years will normally have a value of 150% of base salary.

Performance conditions
The vesting of awards is dependent on performance over a three year period. There will be no retesting of performance. The Committee may set different performance conditions for different participants as it considers appropriate. The Committee may set different performance conditions for future awards having regard to the Company's strategic priorities, shareholder expectations and market conditions prevailing at that time provided that the future performance conditions are not less demanding.

For the first award to the Group Finance Director and other members of the management board, the vesting of one half of the award will depend on the Group's cumulative Earnings Per Share (***EPS***) and the vesting of the remaining one half of the award will depend on the Group's cumulative Economic Profit. These performance conditions will be measured over the three consecutive financial years ending 30 June 2009. These performance measures are considered to be key value drivers of the business over the next three years and will encourage management to focus on growing profitability while ensuring that sufficient returns are earned on the capital employed in generating the profits.

For the first award to senior employees below the management board, half the award will be subject to the same Group EPS performance condition as applies to the management board, and half the award will be subject to a regional profit performance condition that is relevant to the participant's area of responsibility and within his control and influence. Performance will be measured over three consecutive financial years ending June 2009. For all other participants, the first award will be linked to Group EPS performance over one financial year but participants will be required to retain the shares for a further two years and release of the award will be subject to continued employment.

EPS will be calculated in accordance with International Accounting Standard IAS 33 on a fully diluted basis. The calculation of EPS may be adjusted to take into consideration any unusual non-recurring items determined by the Committee as not reflecting the underlying performance of the Company. No such adjustment will be made for any goodwill impairments that might arise from acquisitions made after 30 June 2006. Any goodwill impairments arising from acquisitions made prior to 30 June 2006 will be excluded from the calculation of EPS. EPS will be measured in terms of the cumulative annual EPS achieved over the performance period. The Committee will set targets based on the EPS for the financial year preceding the performance period and will adjust those targets to reflect the actual growth in the UK Retail Price Index over the performance period. Vesting will be on a straight-line basis according to the sliding scale set out in the vesting schedule below.

Economic Profit will be calculated as Profit less Weighted Average Cost of Capital (***WACC***) multiplied by Average Capital Employed (i.e. Profit – (WACC x Average Capital Employed)). For this purpose, Profit is profit after tax but before interest. The tax rate for the initial awards will be fixed at 30% for the three year period. Average Capital Employed is fixed assets (including goodwill and intangible assets but excluding deferred tax assets) plus current assets (excluding cash) less non-interest bearing current liabilities. For the initial awards, the WACC will be fixed at 9% for the three year period.

The Committee may, in exceptional circumstances, make an adjustment to the calculation of Economic Profit in the event of a material strategic initiative (e.g. major restructuring). The adjustment would not apply in respect of an acquisition. The adjustment is included to ensure that the Economic Profit condition does not disincentivise management in the short term from making long term value adding strategic initiatives. The adjustment would work by capitalising any planned economic losses resulting from the strategic initiative over a maximum of the first three years of the project. The capitalised losses will result in a higher capital charge after year three ensuring management are accountable for higher returns in future years. Any losses incurred in the first three years in excess of the planned amount approved by the Board at the capital appraisal stage will not be capitalised and will therefore reduce Economic Profit.

Vesting schedule

For the first award (made in respect of the performance period from 1 July 2006 to 30 June 2009) to the Group Finance Director and the other members of the management board, the EPS element of the award will vest on a straight-line basis in accordance with the table below:

EPS Growth	Current Equivalent to 3-year cumulative EPS	Percentage of the EPS element of the award that vests
RPI+12% p.a.	35.6p or greater	100%
RPI+4% p.a.	30.7p	30%
	Less than 30.7p	0%

For the first award (made in respect of the performance period from 1 July 2006 to 30 June 2009) to the Group Finance Director and other members of the management board, the Economic Profit element of the award will vest on a straight-line basis in accordance with the table below:

3-year cumulative Economic Profit	Percentage of the Economic Profit element of the award that vests
£463m or greater	100%
£398m	30%
Less than £398m	0%

For reference, the actual Economic Profit for the financial year ending 30 June 2006 was £117 million. This assumes a profit before interest after tax of £135 million, an average capital employed of £191 million and a WACC of 9%.

The Committee considers that these vesting levels are suitably demanding targets having regard to the business strategy, shareholder expectations, cyclicality of the recruitment industry in which the Group operates and on the basis of external advice.

The Committee may set different vesting levels in future years in order to ensure that all targets remain stretching. Performance against the targets will be reported annually in the Company's Annual Report and Accounts.

Cessation of employment

Awards made to employees who leave the Group at any time prior to vesting will lapse unless they leave by reason of disability, injury, ill-health, or in other circumstances at the discretion of the Remuneration Committee (***good leavers***).

The Committee will determine the extent to which awards made to good leavers will vest at the normal vesting date, based on the extent to which the performance conditions are met and the proportion of the performance period falling prior to the cessation of employment. However, where in the opinion of the Committee, earlier vesting is appropriate, the awards will vest by reference to the performance achieved up to that time but will still be pro-rated on the basis outlined above.

If an employee leaves the Group by reason of death, the sale of their employing company or the sale of the business in which they are employed, then the Committee will determine at that date the extent to which the award will vest on leaving, based on the extent to which the performance conditions are met at that date and the proportion of the performance period falling prior to that date.

Change of control

In the event of a change of control of the Company, the Committee may determine, with the acquiring company's agreement, that the award should be replaced with an equivalent award over shares in the acquiring company. Any such replacement awards would (unless the acquiring company decides otherwise) be subject to performance conditions which the acquiring company considers equivalent to those applicable to the original awards.

If the Committee determines that a replacement award should not be made then the Committee will determine the extent to which an award will vest having regard to the extent that the performance conditions are met by that date and the time that has elapsed between the grant of the award and the date of change of control.

Any internal reorganisation to create a new holding company will not result in the accelerated vesting of awards; they will be replaced by awards over shares in the new holding company unless the Committee determines otherwise.

Adjustment of awards
Upon the vesting of an award, a participant will receive additional shares representing the value of dividends that would have been paid on those shares during the performance period and reinvested.

If there is a variation in the share capital of the Company (including without limitation a capitalisation, rights issue, open offer, consolidation, sub-division or reduction of capital, a capital distribution, demerger or other event having a material impact on the value of the shares), the shares under award may be adjusted as the Committee reasonably considers appropriate to reflect that variation.

Rights attaching to shares
A participant will not have any voting or dividend rights prior to the vesting of the award. All shares allotted under the PSP will carry the same rights as any other issued ordinary shares in the Company and application will be made for the shares to be listed by the UK Listing Authority and traded on the London Stock Exchange.

Benefits received under the PSP are not pensionable and may not be assigned or transferred except on a participant's death.

Alterations to the PSP
In addition to the Committee's powers to vary the performance conditions described above, it will have authority to amend the rules of the PSP, provided that no amendment to the advantage of participants or eligible employees may be made to provisions relating to the key features of the PSP without the prior approval of shareholders in general meeting unless the amendment is minor and made to benefit the administration of the PSP, to take account of a change or proposed change in legislation or to obtain or maintain favourable (or avoid unfavourable) tax, exchange control or regulatory treatment. Key features are: who can be a participant, the limits on the number of shares which can be issued under the PSP, the basis for determining a participant's entitlement to shares, the rights attaching to an award, the provisions relating to adjustments in the event of a variation in the Company's share capital and the amendment provisions themselves.

Additional schedules to the rules can be established to operate the PSP outside the UK. These schedules can vary the rules of the PSP to take account of any securities, exchange control or taxation laws or regulations.

Limits on the issue of shares
The PSP will be subject to the limit that, in any ten year period, not more than 10% of the issued ordinary share capital of the Company from time to time may be issued or issuable under all the Company's share plans. In addition, not more than 5% of the issued ordinary share capital of the Company from time to time may be issued or issuable under the Company's discretionary share plans in any ten year period. The Committee will adopt appropriate policies to ensure that sufficient shares are available for these plans throughout the ten year period, and may purchase shares in the market if desirable. The Committee may use treasury shares for the purposes of the PSP and transfers of such shares will count towards this percentage limit for so long as it is a recommendation of the Association of British Insurers that they should do so.

Where awards are granted over existing shares, these will be held in a discretionary employee benefit trust. The trust will also have the facility to subscribe for new shares within the limits referred to above. The trust will not in any event hold more than 5% of the Company's issued ordinary share capital.

Appendix 2
Summary of the Hays plc Deferred Annual Bonus Plan (DAB)

Eligibility and grant procedure

Executive directors and other employees of the Group may be invited to participate in the DAB at the discretion of the Remuneration Committee (the ***Committee***).

In any year in which an executive director or other employee is entitled to be considered for a bonus under the Company's annual bonus scheme, the Committee may, in its absolute discretion, invite an employee to participate in the scheme and require the surrender by the employee of a percentage of any such bonus in consideration for receipt of a right to ordinary shares (the ***Deferred Allocation***).

Value of awards

In respect the financial year ending 30 June 2007 and for subsequent financial years, participants will be required to defer a minimum of 25% of any annual bonus and may voluntarily defer a greater percentage (up to a maximum of 100% of their annual bonus). The number of shares in the Deferred Allocation will in the case of the initial awards be calculated by reference to the gross value of the bonus surrendered and the market value of a share on the dealing day immediately preceding the date of grant. At the end of a three year performance period, the Deferred Allocation will be released to the participant together with a number of additional shares (the ***Matching Allocation***) if certain conditions are met, including the performance conditions described below.

However, the first award under the DAB will be a transitional arrangement, which will allow participants to invest the equivalent of up to 100% of the annual bonus (after income tax and social security contributions) that they earned in respect of the financial year ending 30 June 2006. A transitional arrangement was deemed necessary since no award was made in 2006 under the Co-Investment Plan and the Committee determined that it was important that management had a long term incentive covering the three year period to 30 June 2009.

Performance conditions

The first award will be made only to the Group Finance Director and five other members of the management board.

Vesting of the Matching Allocation is dependent on performance over a three year period. There will be no retesting of performance. The Committee may set different performance conditions for different participants, as it considers appropriate. The Committee may set different performance conditions for future awards having regard to the Company's strategic priorities, shareholder expectations and market conditions prevailing at that time provided that the future performance conditions are not less demanding.

For the first award, vesting of 75% of the Matching Allocation will depend on the Group's cumulative earnings per share (***EPS***) and vesting of the remaining 25% will depend on the Group's cumulative International Net Fees. For the initial awards, these performance conditions will be measured over the three consecutive financial years ending 30 June 2009.

These performance conditions are considered to be key value drivers of the business over the next three years and will encourage management to focus on growing earnings while ensuring that the proportion of net fees arising from Hays' international businesses continues to increase in line with its stated strategic objectives.

It is envisaged that EPS and International Net Fees will also be used as the performance conditions for the second award under the DAB which is expected to be made in September 2007 at the time when annual bonuses are normally paid. The Committee will determine the Matching Allocation cumulative targets in respect of the three year performance period 1 July 2007 to 30 June 2010 at the normal time when the Company prepares its annual business plan in 2007.

Vesting schedule

For the first award (made in respect of the performance period from 1 July 2006 to 30 June 2009), the vesting of the EPS element of the Matching Allocation will be on a straight-line basis as follows:

EPS Growth	Current Equivalent to 3-year cumulative EPS	Percentage of the EPS element of the Matching Allocation that vests
RPI+12% p.a.	35.6p or greater	100%
RPI+4% p.a.	30.7p	30%
	Less than 30.7p	0%

EPS will be calculated in accordance with International Accounting Standard IAS 33 on a fully diluted basis. The calculation of EPS may be adjusted to take into consideration any unusual and non-recurring items determined by the Committee as not reflecting the underlying performance of the Company. No such adjustment will be made for any goodwill impairments that might arise from acquisitions made after 30 June 2006. Any goodwill impairments arising from acquisitions made prior to 30 June 2006 will be excluded from the calculation of EPS. EPS will be measured in terms of the cumulative annual EPS achieved over the performance period. The Committee will set targets based on the EPS for the financial year preceding the performance period and will adjust those targets to reflect the actual growth in the UK Retail Price Index over the performance period. Vesting will be on a straight-line basis according to the sliding scale set out in the vesting schedule above.

For the first award (made in respect of the performance period from 1 July 2006 to 30 June 2009), the International Net Fees element of the Matching Allocation will vest on a straight-line basis in accordance with the table below:

3-year cumulative International Net Fees	Percentage of the International Net Fees element of the Matching Allocation that vests
£775m or greater	100%
£674m	30%
Less than £674m	0%

The Committee considers that these vesting levels are suitably demanding targets having regard to the business strategy, shareholder expectations, cyclicality of the recruitment industry in which the Group operates and on the basis of external advice.

The Committee may set different vesting levels in future years in order to ensure that all targets remain stretching.

Cessation of employment
If a participant leaves employment during the three year performance period for any reason other than gross misconduct, the Deferred Allocation will be released to him (subject to any income tax and social security deductions). If a participant leaves employment by reason of gross misconduct he will immediately forfeit his Deferred Allocation.

Matching Allocations held by employees who leave the Group at any time prior to vesting will lapse unless they leave by reason of disability, injury, ill-health, or in other circumstances at the discretion of the Committee (***good leavers***).

The Committee will determine the extent to which Matching Allocations for good leavers will vest at the normal vesting date, based on the extent to which the performance conditions are met and the proportion of the performance period falling prior to the cessation of employment. However, where in the opinion of the Committee, earlier vesting is appropriate, the awards will vest by reference to the performance achieved up to that time but will still be pro-rated on the basis outlined above.

If an employee leaves the group by reason of death, the sale of their employing company or the sale of the business in which they are employed, then the Committee will determine at that date the extent to which the Matching Allocation will vest on leaving based on the extent to which the performance conditions are met at that date and the proportion of the performance period falling prior to that date.

Change of control
In the event of a change of control, the Deferred Allocation will be released to the participant. The Committee will determine the extent to which the Matching Allocation will vest having regard to the extent that the performance conditions are met by that date and the time that has elapsed between the grant of the award and the date of change of control.

Any internal reorganisation to create a new holding company will not result in the accelerated vesting of awards; they will be replaced by awards over shares in the new holding company unless the Committee determines otherwise.

Adjustment of awards
If there is a variation in the share capital of the Company (including, without limitation, a capitalisation, rights issue, open offer, consolidation, sub-division or reduction of capital, a capital distribution, demerger, or other event having a material impact on the value of the shares), the shares under an award may be adjusted as the Committee reasonably considers appropriate to reflect that variation.

Rights attaching to shares
Generally, participants will not have any voting or dividend rights in relation to the Deferred Allocation or Matching Allocation prior to the vesting of the award. However, if a Deferred Allocation is structured so that the participant is the beneficial owner of shares (***Deferred Shares***) participants will receive dividends and have voting rights on those shares.

Other than any part of an award which is structured as Deferred Shares, upon vesting, a participant will receive additional shares representing the value of dividends that would have been paid on those shares during the performance period and reinvested.

Benefits received under the DAB are not pensionable and may not be assigned or transferred except on a participant's death.

Alterations to the DAB

In addition to the Committee's powers to vary the performance conditions described above, it will have authority to amend the rules of the DAB, provided that no amendment to the advantage of participants or eligible employees may be made to provisions relating to the key features of the DAB without the prior approval of shareholders in general meeting unless the amendment is minor and made to benefit the administration of the DAB, to take account of a change or a proposed change in legislation or to obtain or maintain favourable (or avoid unfavourable) tax, exchange control or regulatory treatment. Key features are: who can be a participant, the limits on the number of shares which can be issued under the DAB, the basis for determining a participant's entitlement to shares, the rights attaching to an award, the provisions relating to adjustments in the event of a variation in the Company's share capital and the amendment provisions themselves.

Additional schedules to the rules can be established to operate the DAB outside the UK. These schedules can vary the rules of the DAB to take account of any securities, exchange control or taxation laws or regulations.

Limits on the issue of shares

The DAB will be subject to the limit that, in any ten year period, not more than 10% of the issued ordinary share capital of the Company from time to time may be issued or issuable under all the Company's share plans. In addition, not more than 5% of the issued ordinary share capital of the Company from time to time may be issued or issuable under the Company's discretionary share plans in any ten year period. The Committee will adopt appropriate policies to ensure that sufficient shares are available for these plans throughout the ten year period, and may purchase shares in the market if desirable. The Committee may use treasury shares for the purposes of the DAB and transfers of such shares will count towards this percentage limit for so long as it is a recommendation of the Association of British Insurers that they should do so.

Where awards are granted over existing shares, these will be held in a discretionary employee benefit trust. The trust will also have the facility to subscribe for new shares within the limits referred to above. The trust will not in any event hold more than 5% of the Company's issued ordinary share capital.

Appendix 3
Long term incentive arrangement for Denis Waxman

The following is a summary of the bespoke incentive arrangement for Denis Waxman (the ***Incentive***) for his extended period of service ending with his retirement (the ***Extended Period***). The Incentive, which was granted to him on 19 December 2006, was part of a wider remuneration package relating to the extension of his service contract beyond his 60th birthday. This will be the only long term incentive which applies to Mr Waxman during the Extended Period.

Value of award
For the financial year ending 30 June 2007 and each subsequent financial year in which the Extended Period falls in whole or in part (a ***Relevant Year***), the Incentive will relate to a maximum number of Hays shares (the ***Annual Share Number***). The Annual Share Number is 194,710 shares, which has been calculated as £300,000 divided by the market value of a share averaged over the 20 business days before the execution of Mr Waxman's revised terms.

Performance conditions
For each Relevant Year, 20% of the Annual Share Number (38,942 shares) will be subject to non-financial targets relating to the strategic health of the business at the end of the Relevant Year, and (insofar as applicable to that Relevant Year) the strategic health of the business at the time of handover to Mr Waxman's successor and maintaining the momentum of the business during the handover period (the ***Non-financial Target***).

For each Relevant Year (except the year in which Mr Waxman retires) the achievement of the Non-financial Target will be assessed by the Committee following the announcement of the Company's results for that year. The number of shares which are determined to vest will be notified to Mr Waxman but will only be released as described below.

For the Relevant Year in which Mr Waxman retires, the achievement of the Non-financial Target will be assessed by the Committee as at Mr Waxman's leaving date, and will then be pro rated by reference to the number of complete four-weekly periods of service in that Relevant Year (including for this purpose only any period of contractual notice which Mr Waxman is not required to serve – the ***Unserved Notice Period***), compared to the full financial year. The number of shares which vest will only be released as described below.

For each Relevant Year, 80% of the Annual Share Number (155,768 shares) will be subject to a financial target (the ***Financial Target***) relating to the Company's profit before tax (***PBT***). This will again be calculated separately for each Relevant Year.

For the financial year ending 30 June 2007, if PBT equals or exceeds £210 million, then all of the shares under this element of the Incentive will vest in full. If PBT is £200 million then 30% of the shares under this element of the Incentive will vest. Vesting of shares for PBT between £200 million and £210 million will be determined on a straight-line basis between 30% and 100%. If PBT is less than £200 million, then no shares under this element of the Incentive will vest. The number of shares which vest in respect of this financial year will only be released as described below.

For any subsequent Relevant Year, the Financial Target will apply in a similar way as in 2007. The Committee will determine the upper and lower elements of the Financial Target at the start of each such Relevant Year, and these will be notified to Mr Waxman.

For the Relevant Year in which Mr Waxman retires, the Financial Target will be calculated by reference to the Company's actual PBT at the end of the four-week period in which Mr Waxman retires, compared to the upper and lower elements of the Financial Target for the year (the calculation will be on the assumption that the PBT accrues evenly over the financial year). The amount so determined by the Committee will then be pro rated by reference to the number of complete four-week periods of service in that Relevant Year (including for this purpose only any Unserved Notice Period).

Release of award
In relation to the aggregate number of shares determined to vest under the arrangements described above, half the shares that vest will be released within two months of the retirement date and the other half will be released on the first anniversary of Mr Waxman's retirement date.

The Incentive will be satisfied using shares purchased in the market. No shares will be issued or transferred from treasury to satisfy the Incentive.

Hays is authorised to sell sufficient shares to satisfy any income tax and employee's national insurance contribution liabilities that arise in respect of the release of the shares.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of shareholders of Hays plc (the Company) will be held at Chartered Accountants' Hall, One Moorgate Place, London, EC2R 6EA on 3 April 2007 at 12.00 noon at which the following ordinary resolutions will be considered.

1. That the Hays plc Performance Share Plan (the ***PSP***), the principal terms of which are summarised in Appendix 1 to the Chairman's letter to shareholders dated 16 March 2007, and as contained in the Rules of the PSP produced to the meeting and initialled by the Chairman for the purpose of identification, be and is hereby adopted and that the directors be and are hereby authorised to do all such acts and things as they may consider appropriate to implement the PSP.

2. That the Hays plc Deferred Annual Bonus Plan (the ***DAB***), the principal terms of which are summarised in Appendix 2 to the Chairman's letter to shareholders dated 16 March 2007, and as contained in the Rules of the DAB produced to the meeting and initialled by the Chairman for the purpose of identification, be and is hereby adopted and that the directors be and are hereby authorised to do all such acts and things as they may consider appropriate to implement the DAB.

By Order of the Board

Alison Yapp

Company Secretary

16 March 2007

Registered Office:

141 Moorgate
LONDON
EC2M 6TX

Registered Number: 2150950

Notes:

(a) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered in the register of members of the Company at 6.00pm on 30 March 2007 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to the entries in the register of members after 6.00pm on 30 March 2007 or, if this meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

(b) The accompanying proxy form invites members to vote in one of three ways: 'for', 'against' and 'vote withheld'. Please note that a 'vote withheld' has no legal effect and will count neither for nor against a resolution.

(c) A member entitled to attend and vote at the Extraordinary General Meeting may appoint a proxy (who need not be a member of the Company) to attend and, on a poll, to vote on his or her behalf. Lodging a form of proxy will not prevent a member from attending the meeting and voting in person. In order to be valid an appointment of proxy must be returned by one of the following methods:

- sending the Form of Proxy enclosed with this document by post or (during normal business hours only) by hand to Lloyds TSB Registrars, The Causeway, Worthing, West Sussex, BN99 6DA not less than 48 hours before the time of the meeting.
- electronically, by logging on to the Share Vote website at www.sharevote.co.uk. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by the Company's registrars not later than 12.00 noon on 1 April 2007.
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out over the page.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting to be held on 3 April 2007 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a ***CREST Proxy Instruction***) must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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.

(d) The following documents are available for inspection during normal business hours on any weekday at the Company's registered office at 141 Moorgate, London, EC2M 6TX until the conclusion of the Extraordinary General Meeting. They will also be available for inspection at Chartered Accountants' Hall, One Moorgate Place, London, EC2R 6EA on 3 April 2007 for at least fifteen minutes prior to and until the conclusion of the Extraordinary General Meeting:

(i) the draft Rules of the Hays plc Performance Share Plan;

(ii) the draft Rules of the Hays plc Deferred Annual Bonus Plan; and

(iii) a copy of Denis Waxman's revised service agreement and incentive arrangement.