

NOTICE OF ANNUAL GENERAL MEETING 2013

**ROYAL COLLEGE OF PHYSICIANS
11 ST ANDREWS PLACE
REGENT'S PARK
LONDON NW1 4LE**

WEDNESDAY 13 NOVEMBER 2013 AT 12 NOON

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

1 October 2013

Dear Shareholder,

2013 ANNUAL REPORT & FINANCIAL STATEMENTS AND ANNUAL GENERAL MEETING

I am pleased to inform you that the Hays plc 2013 Annual Report & Financial Statements and Notice of the 2013 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 2013 Annual Report & Financial Statements have now been published on our website (hays.com).

Our 2013 AGM will be held at the Royal College of Physicians, 11 St Andrews Place, Regent's Park, London NW1 4LE on Wednesday 13 November 2013 at 12 noon. Shareholder registration will be available from 11 am. 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.

ELECTION AND RE-ELECTION OF DIRECTORS – RESOLUTIONS 4 TO 12

This year, we welcome a new non-executive director, Torsten Kreindl, who has been appointed to the Board since the last AGM and who will retire and seek election at the AGM. I am delighted to welcome him to our Board. His breadth of skills and experience will be a great addition to our established team.

In compliance with the UK Corporate Governance Code, shareholders will have the opportunity to vote on their directors' annual re-elections to the Board. Accordingly, all of your directors are standing for election or re-election at the AGM. Their biographies accompany the Notice of the AGM.

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 11 November 2013. 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 7941 6104

Registered in England & Wales
No. 2150950

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the twenty sixth Annual General Meeting (AGM) of Hays plc (the Company) will be held at the Royal College of Physicians, 11 St Andrews Place, Regent's Park, London NW1 4LE at 12 noon on Wednesday, 13 November 2013 to consider, and if thought fit, pass the following resolutions:

RESOLUTIONS

All resolutions will be proposed as ordinary resolutions other than resolutions 17 to 19, which will be proposed as special resolutions.

An ordinary resolution must receive more than half of the votes cast in order to be passed, whilst 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 2013, together with the reports of the directors and auditors.

The directors are required to present the financial statements, directors' report and auditors' report to the AGM. These are contained in the 2013 Annual Report and Financial Statements.

RESOLUTION 2 – DIRECTORS' REMUNERATION REPORT

To approve the Remuneration Report for the year ended 30 June 2013.

Shareholders are invited to vote on the Directors' Remuneration Report, which appears in full in the 2013 Annual Report and Financial Statements.

The Company's auditors, Deloitte LLP, have audited those parts of the Directors' Remuneration Report capable of being audited and their report may be found in the 2013 Annual Report and 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 in nature in that payments made or promised to directors will not have to be repaid, or withheld in the event that the resolution is not passed.

RESOLUTION 3 – FINAL DIVIDEND

To authorise the payment of a final dividend of 1.67 pence for the year ended 30 June 2013.

The directors have recommended a final dividend of 1.67 pence, which if approved, would be payable on 15 November 2013 to those shareholders registered at the close of business on 11 October 2013. This would bring the total dividend for the year to 2.50 pence per share.

The total dividend for 2012 was also 2.50 pence per share.

RESOLUTION 4 – ELECTION OF DIRECTOR

To elect Torsten Kreindl as a director of the Company.

This is the first AGM since Torsten Kreindl was appointed a director of the Company. In accordance with the Company's Articles of Association, he will retire at the AGM and offer himself for election by shareholders. His biography appears later in this Notice.

In reviewing the recommendations of the Nomination Committee concerning this election, the Board concluded that Torsten Kreindl is independent in character and judgement, will make effective and valuable contributions to the Board and demonstrates commitment to the role. Accordingly, the Board unanimously recommends his election to the Board.

RESOLUTION 5 – RE-ELECTION OF DIRECTOR

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

RESOLUTION 6 – RE-ELECTION OF DIRECTOR

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

RESOLUTION 7 – RE-ELECTION OF DIRECTOR

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

RESOLUTION 8 – RE-ELECTION OF DIRECTOR

To re-elect William Eccleshare as a director of the Company.

RESOLUTION 9 – RE-ELECTION OF DIRECTOR

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

RESOLUTION 10 – RE-ELECTION OF DIRECTOR

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

RESOLUTION 11 – RE-ELECTION OF DIRECTOR

To re-elect Richard Smelt as a director of the Company.

RESOLUTION 12 – RE-ELECTION OF DIRECTOR

To re-elect Pippa Wicks as a director of the Company.

In accordance with the UK Corporate Governance Code, all directors will retire at the AGM and offer themselves for election and re-election by the shareholders. Their biographies appear later in this Notice.

Following the external 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. The Board is content that each non-executive director offering himself for re-election is independent in character and there are no relationships or circumstances likely to affect his character or judgement. Accordingly, the Board unanimously recommends the re-election of these directors.

As William Eccleshare will extend his term of office beyond six years, the Nomination Committee has given his performance particular consideration, as recommended by the Code, taking into account the need for progressive refreshing of the Board.

RESOLUTION 13 – REAPPOINTMENT OF AUDITORS

To reappoint Deloitte LLP as auditors 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 auditors to serve until the next such meeting. The Board is recommending that Deloitte LLP be reappointed as the Company's auditors.

RESOLUTION 14 – AUDITORS' REMUNERATION

To authorise the directors to determine the remuneration of the auditors.

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

RESOLUTION 15 – 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 passing of this resolution and expire on the conclusion of the Company's 2014 Annual General Meeting (or adjournment thereof) after the passing of this resolution;
 - (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 2013 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.

NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

RESOLUTION 16 – 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 £2,107,873 until the conclusion of the 2014 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 16 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 £2,107,873, which is equivalent to approximately 15% of the issued share capital of the Company as at 12 September 2013. This figure excludes the 58,847,713 ordinary shares held in treasury (4.01% 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 2014 AGM. The directors intend to seek renewal of this authority at each AGM of the Company.

RESOLUTION 17 – 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 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 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 16 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 £732,048.

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 16 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 £732,048, which is approximately 5% of the Company's issued share capital as at 12 September 2013; 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 2014 AGM. The directors intend to seek renewal of the authority at each AGM of the Company.

RESOLUTION 18 – 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 penny each in the capital of the Company (Ordinary Shares) provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 140,524,884;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1 penny;
- (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 140,524,884 shares, being less than 10% of the Company's issued share capital as at 12 September 2013, and specifies the minimum and maximum prices at which the Shares may be bought. This figure excludes the 58,847,713 ordinary shares held in treasury (4.01% of the issued share capital) as at the same date.

No share market purchases were made during the year ended 30 June 2013 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 2014 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 attached to the treasury shares.

On 12 September 2013, being the latest practicable date prior to the publication of this document, the Company had 7,580,167 options outstanding under its various share schemes. This represents 0.54% of the issued share capital of the Company (excluding the 58,847,713 Ordinary shares held in treasury as at 12 September 2013).

RESOLUTION 19 – 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.

By order of the Board

DOUG EVANS
Company Secretary

1 October 2013

Registered Office:
Hays plc
250 Euston Road, London NW1 2AF
Registered in England and Wales
Company 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 pm on Monday 11 November 2013 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 hays.com.

ATTENDANCE

To facilitate entry to the AGM, members are requested to bring with them the Attendance Card which is attached to the Form of Proxy. 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 Vote and Attend 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 to 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 0871 384 2843 (calls to this number are charged at 8 pence per minute plus network extras. Charges from other telephone providers may vary) 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 11 November 2013.

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. 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 11 November 2013.

APPOINTMENT OF PROXIES THROUGH CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic 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/site/public/EUI). 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 11 November 2013. 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 12 September 2013, the Company's issued share capital (excluding treasury shares) comprised 1,405,248,853 ordinary shares of 1 penny each, with each share carrying the right to one vote. Accordingly, the total number of voting rights in the Company as at 12 September 2013 is 1,405,248,853.

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 have 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 auditors 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 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; 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.

DIRECTORS' BIOGRAPHIES

ALAN THOMSON (66)

Non-Executive Chairman

Appointed: 1 October 2010 (and as Chairman on 10 November 2010)

Committees: Nomination (Chairman)

Skills and experience: A post-graduate of Glasgow University and a Chartered Accountant, Alan's early career was with Arthur Anderson and Price Waterhouse. This was followed by senior management roles with Rockwell International plc, Raychem Ltd and Courtaulds plc, after which he became Finance Director of Rugby Group plc and then Smiths Group plc. Alan is a former Non-Executive Director of Johnson Matthey plc and a past President of the Institute of Chartered Accountants of Scotland.

Other principal external appointments: Chairman of Bodycote plc; Non-executive Director of Alstom SA; Non-Executive Director of HSBC Bank plc

ALISTAIR COX (52)

Chief Executive

Appointed: 1 September 2007

Skills and experience: A Chartered Engineer with an MBA from Stanford University, Alistair's early career was in various field engineering, management and research science roles with British Aerospace and then Schlumberger. Following his MBA, Alistair worked for McKinsey & Company before joining Blue Circle Industries, where he was the Group Strategy Director and then the Regional Director for Asia. Prior to joining Hays plc, Alistair was Chief Executive of Xansa plc.

Other principal external appointments: Non-Executive Director of 3i Group plc

PAUL VENABLES (51)

Group Finance Director

Appointed: 2 May 2006

Skills and experience: A Chartered Accountant and also USA qualified, Paul started his career at Deloitte & Touche where he was a Senior manager in its USA practice. This was followed by a 13 year career at Exel plc where he held a number of senior finance and operational roles including Deputy Finance Director and was a member of the Executive Board of Exel plc and Chairman of their Acquisitions and Project Review Board. Following the acquisition of Exel plc by Deutsche Post, Paul worked in its DHL Logistics division before joining Hays.

Other principal external appointments: Senior Independent Non-Executive Director of Wincanton plc

WILLIAM ECCLESHARE (57)

Independent Non-Executive Director

Appointed: 24 November 2004

Committees: Audit, Nomination and Remuneration

Skills and experience: A graduate of Cambridge University, William has had an extensive career in international marketing and advertising. He is a former partner of McKinsey & Company. He has held the positions of Chairman and Chief Executive Officer of each of Young & Rubicam EMEA, Wunderman EMEA and BBDO Europe. William is at present the Chief Executive Officer of Clear Channel Outdoor Holdings Inc., one of the world's largest outdoor media companies.

Other principal external appointments: Chief Executive Officer of Clear Channel Outdoor Holdings, Inc.

PAUL HARRISON (49)

Senior Independent Non-Executive Director

Appointed: 8 May 2007 (and Senior Independent Director on 9 November 2011)

Committees: Remuneration (Chairman), Audit and Nomination

Skills and experience: Paul trained as a Chartered Accountant with Price Waterhouse. He joined The Sage Group plc as Financial Controller in 1997 and became Group Finance Director in 2000. In August 2013, Paul left The Sage Group plc to take up the role of Chief Financial Officer of WANdisco plc.

Other principal external appointments: Chief Financial Officer of WANdisco plc.

VICTORIA JARMAN (41)

Independent Non-Executive Director

Appointed: 1 October 2011

Committees: Audit (Chairman), Nomination and Remuneration

Skills and experience: An engineering graduate of the University of Leicester and a Chartered Accountant. Victoria started her career with KPMG before moving to Lazard Corporate Finance, where she was Chief Operating Officer of Lazard's London and Middle East operations and a member of its European Management Committee. Victoria is currently a Non-Executive Director of De La Rue plc where she is a member of its Audit, Ethics, Nomination and Remuneration Committees.

Other principal external appointments: Non-Executive Director of De La Rue plc

TORSTEN KREINDL (50)**Independent Non-Executive Director****Appointed:** 1 June 2013**Committees:** Audit, Nomination and Remuneration**Skills and experience:** A graduate from Johannes Kepler University in Linz, Austria with a PhD in industrial engineering and technical chemistry. Torsten has a successful international career and has held senior executive positions for Booz Allen Hamilton and Deutsche Telekom AG. He is a partner in Grazia Equity, a Munich-based capital firm and a member of the Swisscom AG board.**Other principal external appointments:** Partner for Grazia Equity; Member of the Swisscom AG board**RICHARD SMELT (56)****Independent Non-Executive Director****Appointed:** 15 November 2007**Committees:** Audit, Nomination and Remuneration**Skills and experience:** A psychology graduate from Leeds University with an MBA from the London Business School, Richard is a Fellow of the Chartered Institute of Personnel and Development with a 30-year career in Human Resources. Richard has previously been the Human Resources Director for Carphone Warehouse Group plc and Northern Rock plc post nationalisation, and has also worked in private equity. Richard is presently HR Director of McCain Foods.**Other principal external appointments:** HR Director of McCain Foods**PIPPA WICKS (50)****Independent Non-Executive Director****Appointed:** 1 January 2012**Committees:** Audit, Nomination and Remuneration**Skills and experience:** A post-graduate of Oxford University with a diploma in corporate finance from the London Business School, Pippa started her career with Bain & Company. She subsequently became Chief Financial Officer of Courtauld Textiles plc and then Chief Executive Officer of FT Knowledge, the corporate training division of Pearson plc. Her previous non-executive directorships have been with Ladbroke plc, Hilton International plc and Arcadia plc. Pippa is presently Managing Director of AlixPartners UK LLP.**Other principal external appointments:** Managing Director of AlixPartners UK LLP

