

# NOTICE OF ANNUAL GENERAL MEETING 2023

**WEDNESDAY 15 NOVEMBER 2023 AT 12 NOON**

UBS  
5 BROADGATE  
LONDON EC2M 2QS

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



# TO THE COMPANY'S SHAREHOLDERS

## LETTER FROM THE CHAIR

2 October 2023

Dear Shareholder

### ANNUAL GENERAL MEETING 2023

I am pleased to enclose the Notice of Meeting for the 2023 Annual General Meeting (AGM or Meeting) of Hays plc (Hays or the Company), which will be held at the offices of UBS, 5 Broadgate, London EC2M 2QS on 15 November 2023 at 12 noon.

If you have requested a printed copy of the Annual Report and Accounts, it is enclosed. The FY23 Annual Report and Accounts are also available on our website at [www.haysplc.com/investors](http://www.haysplc.com/investors)

### BUSINESS OF THE MEETING

The formal notice convening the AGM (Notice), which follows this letter on pages 2 to 5, sets out the business to be conducted at the Meeting.

In accordance with the 2018 Corporate Governance Code (the Code), all the other Directors of the Company stand for election in their first year of appointment, and re-election for every year thereafter. As recently announced, Dirk Hahn succeeded Alistair Cox as Chief Executive Officer on 1 September 2023. Dirk has 20 years' experience with Hays, leading the key markets of Germany, Continental Europe, Middle East and Africa.

Zarin Patel also joined the Board as an Independent Non-Executive Director on 1 January 2023 and is standing for election for the first time. She brings extensive experience in managing transformation within complex digital-centric businesses and wide-ranging financial and commercial expertise.

The Board considers that the contribution and skills of each of the Directors are, and continue to be, important to the long-term sustainable success of the Company and the Board recommends the election/re-election of all the Directors. Biographies for each Director can be found on pages 84 to 87 of the Annual Report and Dirk Hahn's biography can be found on page 8 of this document and at [www.haysplc.com](http://www.haysplc.com)

In addition to the standard business that is dealt with at our AGM every year, there are two additional resolutions I would like to draw your attention to.

### RESOLUTION 3 – REMUNERATION POLICY

At this Meeting, we are seeking approval for the renewal of the Directors' Remuneration Policy. The Remuneration Committee conducted a review of senior executive pay at Hays and concluded that the existing approach continues to support the Company's strategic programme. Therefore, no substantial amendments have been made to the Remuneration Policy presented for approval at the AGM. You can read more about this on page 115 in the Annual Report.

### RESOLUTION 5 – SPECIAL DIVIDEND

In recognition of the Company's strong performance and balance sheet position, the Board proposes a special dividend of 2.24 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.

### VOTING AND ASKING QUESTIONS

All shareholders are strongly encouraged to appoint a proxy, with voting instructions, ahead of the meeting. Information on how to submit your proxy and questions is on pages 6 to 7 of this Notice. This will not preclude you from attending and voting at the AGM. Please note that, to be valid, our Registrar must have received your proxy appointment form by 12 noon on 13 November 2023.

If you are planning to attend in person, shareholder registration will be available from 11 am.

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

### RECOMMENDATION

The Board believes that resolutions 1 to 21 are in the best interests of the Company and its shareholders and recommends that you vote in favour of them, as I and the other members of the Board intend to do in respect of our own shareholdings.

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

### ANDREW MARTIN

Chair

### Hays plc

Registered Office: T: +44 (0)20 3978 2520  
4th Floor F: +44 (0)20 3905 2482  
20 Triton Street  
London NW1 3BF Registered in England & Wales  
No. 2150950

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the thirty-sixth Annual General Meeting (AGM or the Meeting) of Hays plc (the Company) will be held at the offices of UBS, 5 Broadgate, London EC2M 2QS at 12 noon on 15 November 2023 to consider and, if thought fit, pass the following 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.

## ORDINARY RESOLUTIONS

### 1 – ANNUAL REPORT AND ACCOUNTS

**To receive the audited financial statements for the year ended 30 June 2023, together with the reports of the Directors and Auditor.**

The Directors are required to present the financial statements, Directors' Report and Auditors' Report to the AGM. These are contained in the 2023 Annual Report & Financial Statements.

### 2 – DIRECTORS' REMUNERATION REPORT

**To approve the Directors' Remuneration Report for the year ended 30 June 2023, contained on pages 127–145 of the Annual Report & Accounts.**

Shareholders are invited to vote on the Directors' Remuneration Report, which appears in full in the 2023 Annual Report & Accounts.

The Company's Auditor, PricewaterhouseCoopers LLP, has audited those parts of the Directors' Remuneration Report capable of being audited and its report may be found in the 2023 Annual Report & Accounts.

The main body of the Remuneration Report as audited by the Company's Auditor, was finalised prior to the formal appointment of Dirk Hahn as CEO. As announced on 24 August 2023, Dirk Hahn's remuneration arrangements as CEO are consistent with our ongoing Remuneration Policy. Dirk's remuneration package will comprise a salary of £620,000, a pension in line with the rate applying to the majority of the workforce of 4% of salary, an annual bonus opportunity of 150% of salary and a Performance Share Plan (PSP) award for FY24 of 200% of salary.

Departure terms for Alistair Cox will align to his contractual notice terms and the Remuneration Policy for departing executives. Under the good leaver terms of the Remuneration Policy, participants are entitled to a pro-rata bonus in relation to the period worked in the business during the year, retain outstanding deferred bonus awards and retain a pro-rata entitlement to outstanding PSP awards, all subject to the relevant conditions. The standard post-cessation shareholding requirements will apply. Alistair Cox will not receive a FY24 PSP award.

The performance criteria for the FY24 PSP were determined by the Remuneration Committee after the finalisation of the Remuneration Report, but have been disclosed separately on the Company's website. The metrics and weightings remain unchanged from awards in prior years.

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

### 3 – DIRECTORS' REMUNERATION POLICY

**To approve the Directors' Remuneration Policy set out on pages 116 to 126 of the 2023 Annual Report & Accounts, such policy to take effect from the date on which the resolution is passed.**

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

There are no major changes to the previous Remuneration Policy approved by shareholders at the 2022 AGM. However, as part of the renewal process the opportunity has been taken to simplify, clarify and refine detailed terms to reflect evolving market and best practice.

### 4 – FINAL DIVIDEND

**To declare a final dividend of 2.05 pence per ordinary share for the financial year ended 30 June 2023.**

The Directors have recommended a final dividend of 2.05 pence per share, which if approved, would be payable on 17 November 2023 to those shareholders registered at the close of business on 6 October 2023.

### 5 – SPECIAL DIVIDEND

**To authorise the payment of a special dividend of 2.24 pence per ordinary share for the year ended 30 June 2023.**

In recognition of the Company's strong performance, the Board proposes a return to shareholders of £35.6 million structured as a special dividend of 2.24 pence per ordinary share.

If approved, the special dividend would be payable on 17 November 2023 to those shareholders registered at the close of business on 6 October 2023.

If approved, Resolutions 4 and 5 would bring the total dividend for the year to 5.24 pence per share. The total dividend for 2022 was 10.19 pence per share.

### 6 – ELECTION OF DIRECTOR

**To elect Dirk Hahn as a Director of the Company.**

### 7 – ELECTION OF DIRECTOR

**To elect Zarin Patel as a Director of the Company.**

### 8 – RE-ELECTION OF DIRECTOR

**To re-elect James Hilton as a Director of the Company.**

### 9 – RE-ELECTION OF DIRECTOR

**To re-elect Joe Hurd as a Director of the Company.**

### 10 – RE-ELECTION OF DIRECTOR

**To re-elect Andrew Martin as a Director of the Company.**

### 11 – RE-ELECTION OF DIRECTOR

**To re-elect Cheryl Millington as a Director of the Company.**

### 12 – RE-ELECTION OF DIRECTOR

**To re-elect Susan Murray as a Director of the Company.**

### 13 – RE-ELECTION OF DIRECTOR

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

### 14 – RE-ELECTION OF DIRECTOR

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

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

Resolution 6 relates to the election by shareholders Dirk Hahn, who was appointed by the Board as an Executive Director on 1 September 2023.

Resolution 7 relates to the election by shareholders of Zarin Patel, who was appointed by the Board as an independent Non-Executive Director on 1 January 2023.

The Directors seeking re-election can be found in Resolutions 8 to 14.

The Director's biographies and the reasons why they are important to the Company's long-term success can be found on pages 84 to 87 of the 2023 Annual Report and Accounts 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 election or re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. The Board is content that each Non-Executive Director offering themselves for election or re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgement. Accordingly, the Board unanimously recommends the election and re-election of these Directors.

### **15 – REAPPOINTMENT OF AUDITOR**

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

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

### **16 – AUDITOR'S REMUNERATION**

**To authorise the Audit Committee to determine the remuneration of the Auditor.**

Shareholders are requested to authorise the Audit Committee to determine the remuneration of PricewaterhouseCoopers LLP, subject to their reappointment. Details of the remuneration paid to the Auditor for the year ended 30 June 2023 are set out on page 167 of the Annual Report.

### **17 – POLITICAL DONATIONS**

**THAT, in accordance with Sections 366 and 367 of 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 2024 Annual General Meeting (or adjournment thereof);**
  - (ii) the aggregate total amount of such political donations and political expenditure shall not exceed £25,000; and**
  - (iii) the terms included in this resolution have the meanings set out in Part 14 of the Act.**

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

The Company made no political donations during the financial year ended 30 June 2023 and the Board intends to maintain its policy of not making such payments. However, as political donations are defined very broadly under the Act, some activities undertaken in the ordinary course of business may fall within the legal definition of political donation. Therefore, the Board is proposing this resolution purely as a precautionary measure to avoid any inadvertent breach of the law. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's Annual Report.

### **18 – AUTHORITY TO ALLOT SHARES**

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

- (A) up to an aggregate nominal amount of £5,312,737.83 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and**
- (B) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £10,627,069.65 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or an open offer):**
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,**

**and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of the next AGM of the Company (or, if earlier, until close of business on 15 February 2025, 15 months after the date of the 2023 AGM). During this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.**

Paragraph (A) of this resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £5,312,737.83 (representing 531,273,783 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 26 September 2023, the latest practicable date prior to publication of this Notice.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

In line with the guidance issued by the Investment Association, Paragraph (B) of this resolution would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a pre-emptive offer (including an offer by way of a rights issue or an open offer), in favour of ordinary shareholders up to an aggregate nominal amount equal to £10,627,069.65 (representing 1,062,706,965 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 26 September 2023, the latest practicable date prior to publication of this Notice.

This resolution is to give the Board flexibility to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. The Directors have no present intention to exercise the authority sought under this resolution. This authority will expire at the earlier of the conclusion of the 2024 Annual General Meeting and the close of business on 15 February 2025. The Directors intend to seek renewal of this authority at each annual general meeting of the Company. As at 26 September 2023 being the last practicable date, 6,452,344 ordinary shares are held by the Company in treasury which represents 0.40% of the issued share capital as at the same date.

## SPECIAL RESOLUTIONS

### 19 – DISAPPLICATION OF PRE-EMPTION RIGHTS

**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 Sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 18 in the Notice, as if Section 561(1) of the Act did not apply to such allotment. This power:**

**(A) expires at the earlier of the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or the close of business on 15 February 2025, unless previously renewed, varied or revoked by the Company in general meeting but in each case so that the Company may make offers and enter into agreements before this power expires which would or might require equity securities to be allotted after this power expires and the Directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and**

**(B) shall be limited to:**

- (i) the allotment of equity securities in connection with an offer of equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholding, and to holders of other equity securities as required by the rights of those securities or as Directors otherwise consider it necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;**

**(ii) in the case of the authority granted under paragraph (A) of resolution 18 and/or in the case of any sale of treasury shares, the allotment of equity securities of sale of treasury shares (otherwise than pursuant to paragraph (i)) up to an aggregate nominal amount of £796,990; and**

**(iii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice.**

This resolution would allow the Directors to allot shares for cash and/or sell treasury shares without having to offer such shares to existing shareholders up to a nominal value of £960,260, which is approximately 6% of the Company's issued share capital as at 26 September 2023. This means that the proportionate interests of existing shareholders could not, without their agreement, be reduced by more than 6% by the issue of new shares for cash.

The power set out in resolution 19 would be limited to:

- pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary;
- otherwise, allotments or sales up to an aggregate nominal amount of £796,990 representing 79,699,037 ordinary shares of 1 pence each and approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 26 September 2023, the latest practicable date prior to publication of this Notice); and
- allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (so a maximum of 1% of the issued ordinary share capital), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles 2022.

The purpose of this authority is to give the Board the flexibility to act on short notice in appropriate circumstances should that be in the best interests of the Company, for example to resolve legal or practical problems which may arise such as with overseas shareholders in the context of a rights issue. The limits in resolution 19 are in line with those set out in the Pre-emption Group's Statement of Principles 2022.

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

If the powers sought by resolutions 19 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-emption Group's Statement of Principles 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles 2022.

This authority will expire on the earlier of the conclusion of the 2024 Annual General Meeting and close of business on 15 February 2025. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

## 20 – PURCHASE OF OWN SHARES

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

- (A) the maximum number of Ordinary Shares hereby authorised to be purchased is 159,398,075;**
- (B) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1 pence;**
- (C) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of:**
  - (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List of the UK Listing Authority for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and**
  - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the current highest independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS);**
- (D) the authority hereby conferred shall expire on the earlier of the conclusion of the 2024 Annual General Meeting and close of business on 15 February 2025; 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 159,398,075 shares, being just less than 10% of the Company's issued share capital as at 26 September 2023, and specifies the minimum and maximum prices at which the Shares may be bought. This figure excludes the 6,452,344 Ordinary Shares held in treasury (0.40% of the issued share capital) as at the same date.

During the year ended 30 June 2023, the Company purchased 66,240,335 Ordinary Shares, representing 4.14% of shares in issue, for a total consideration of £74,871,470, excluding costs. The purchased shares were cancelled.

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

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

This authority will expire on the earlier of the conclusion of the 2024 Annual General Meeting and close of business on 15 February 2025. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

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

On 26 September 2023, being the latest practicable date prior to the publication of this document, the Company had 5,448,488 options outstanding under its various share schemes. This represents 0.34% of the issued share capital of the Company (excluding the 6,452,344 Ordinary Shares held in treasury as at 26 September 2023). If the existing authority given at the 2022 Annual General Meeting and the authority now being sought by resolution 20 were to be fully used, these options would represent 0.43% of the Company's Ordinary Share capital in issue at that date (excluding the 6,452,344 Ordinary Shares held in treasury as at 26 September 2023).

## 21 – GENERAL MEETINGS

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

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

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

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

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

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

By order of the Board

**Doug Evans**  
Company Secretary

2 October 2023

### Hays plc

Registered Office:  
4th Floor  
20 Triton Street  
London NW1 3BF

T: +44 (0)20 3978 2520  
F: +44 (0)20 3905 2482

Registered in England & Wales  
No. 2150950

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

## IMPORTANT INFORMATION FOR SHAREHOLDERS

### ELIGIBILITY TO ATTEND AND VOTE

1. The arrangements for the 2023 Annual General Meeting are explained in the Chair's letter. Any changes to these arrangements will be communicated to shareholders through the Company's website at [www.haysplc.com/investors](http://www.haysplc.com/investors)
2. To facilitate entry to the AGM, members are requested to bring with them the Attendance Card which is attached to the Proxy Form. Registration shall be open to members one hour before the start of the Meeting.
3. Only those shareholders registered on the Company's register of members at 6.30pm on 13 November 2023 or, if this Meeting is adjourned, at 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the Meeting. In each case, changes to the register of members after such time will be disregarded.

### APPOINTMENT OF PROXIES

4. A member entitled to attend and to speak and vote at the Meeting may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote instead of them. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
5. A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Each proxy must be appointed on a separate Proxy Form. Additional Proxy Forms may be obtained by contacting the Registrar on +44 (0)371 384 2843 or, if calling from outside the UK, please ensure the country code is used. 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.
6. 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.
7. 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 2023.
8. 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

9. 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 27-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 2023.

## APPOINTMENT OF PROXIES THROUGH CREST

10. 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.
11. 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.
12. The message must be transmitted so as to be received by the issuer's agent (ID RA19) by 12 noon on 13 November 2023. 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.
13. 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.
14. 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.
15. 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

16. 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

17. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
18. 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.



19. 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

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

### NOMINATED PERSONS

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

### TOTAL VOTING RIGHTS

22. As at 26 September 2023, the Company's issued share capital (excluding treasury shares) comprised 1,593,980,748 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 26 September 2023 is 1,593,980,748.

### AUTOMATIC POLL VOTING

23. 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.

### QUESTIONS AT THE MEETING

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

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

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

### PUBLICATION OF STATEMENT IN RELATION TO THE AUDIT OF THE COMPANY

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

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

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

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

The request must:

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

### DIRECTORS' INTERESTS

26. Since 23 August 2023 (the date of the 2023 Annual Report & Financial Statements), there have been changes to the Directors' interests in the Company's shares. Detailed below are the Directors' interests as at 26 September 2023:

Name	Shareholding <sup>(1)</sup>
D. Hahn	138,871
J. Hilton	140,406
J. Hurd	7,625
A. Martin	190,088
C. Millington	0
S. Murray	4,000
Z. Patel	11,653
MT Rainey	48,845
P. Williams	63,806

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

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING CONTINUED

## DIRECTOR'S BIOGRAPHY

27. Dirk Hahn, Chief Executive Officer

Appointed: 1 September 2023

Skills and experience: Dirk has been with Hays for over 20 years and, prior to his appointment as CEO, was a member of the Hays Executive Board and Managing Director of Hays Germany and Continental Europe, Middle East and Africa. During his tenure at Hays Dirk has held roles including CEO of Hays' German speaking countries and Nordics and Group Head of Strategy, as well as other senior positions internationally. In his early career at Hays, Dirk ran the Information Technology and Engineering sectors within Hays in Germany. Dirk has an MBA from the University Tübingen, Germany.

## SUBSTANTIAL SHAREHOLDERS

28. Since 23 August 2023 and up to 26 September 2023 the Company has received notification from Blackrock, Inc. that their shareholding had changed to 5.05% in accordance with Rule 5 of the Disclosure Guidance and Transparency Rules.

## MEMBERS' RESOLUTIONS

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

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

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

## INSPECTION OF DOCUMENTS

30. Copies of the service contracts for the Executive Directors and letters of appointment for the Non-Executive Directors will be available for inspection at the offices of Hays plc, 4th Floor, 20 Triton Street, London NW1 3BF during normal business hours on Monday to Friday from the date of this Notice up to and including the date of the AGM, and at the Meeting venue for 15 minutes prior to the Meeting until the end of the Meeting.

## COMMUNICATING WITH THE COMPANY IN RELATION TO THE AGM

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

## WEBSITE

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

## DATA PROTECTION STATEMENT

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

# LOCATION MAP

Hays plc 2023 Annual General Meeting UBS 5 Broadgate London  
EC2M 2QS



Hays plc  
4th Floor  
20 Triton Street  
London NW1 3BF

Registered in England & Wales  
No. 2150950

**[haysplc.com](https://www.haysplc.com)**