

GOVERNANCE

How the Hays Board sets strategic direction and provides oversight and control.

Chairman's statement	64
Board of Directors	66
Board leadership and purpose	68
Board and stakeholder engagement	73
Nomination Committee Report	76
Audit Committee Report	79
Remuneration Report	83
Directors' Report	112
Directors' responsibilities	114

CHAIRMAN'S STATEMENT

“

The right culture has immeasurable benefits for all stakeholders.

”

Andrew Martin
Chairman, Hays plc



Dear Shareholder

I am pleased to present to you the Company's Corporate Governance Report for the financial year ended 30 June 2021, prepared under the July 2018 version of the UK Corporate Governance Code (the Code). Details of the Company's compliance with the Code during the year are provided on the opposite page.

At the time of writing to you last year, I don't think I would have believed that we would still be dealing with the effects of the pandemic in the way we are now. The impact of Covid-19 continues to be felt in all corners of the world; however, what we have also experienced at Hays was initially a gradual and then in H2 FY21 a much stronger bounce back in the hiring plans of our clients, and confidence of candidates to change jobs leading to an unexpectedly positive business performance in FY21, especially in H2. The way colleagues have performed to meet the demands of clients, in some cases in a candidate-short market, is truly remarkable and the Board is incredibly appreciative of all of the effort and hard work involved. Our thoughts are with those who have suffered more significantly and/or personally with the effects of the pandemic, directly through having contracted it, and indirectly, for example in caring for, or worse still losing, loved ones. Management across the business have adapted well and, where local infrastructure or support in a region is less developed, it is testament to the spirit and culture within the business to hear what help has been put in place by colleagues by way of support. The safety and wellbeing of our staff, clients and candidates remains our main priority.

On the subject of culture, this is a real focus for companies, as well as investors and wider stakeholders, and Hays is no exception in the attention that this subject has continued to receive during the course of the year.

We continue to develop an increasingly inclusive culture, building on the opportunities that 2020 provided us to connect and collaborate in different ways. Our numerous channels and forums have enabled us to engage more than ever before with a broader cross-section of employees and provided the opportunity to listen directly to their challenges, opinions and ideas. We have continued to respond to the pandemic with an ongoing focus on employee wellbeing by providing appropriate support and a sense of connection. The Board believes firmly that when employees see, hear and feel the alignment between organisational purpose, strategy, values, culture and leadership behaviours, it has a positive effect on their engagement, performance and consequently our success and the interests of our stakeholders.

I mentioned that culture was in focus for many stakeholders, so I was pleased when invited to take part in the FRC's project to better understand what contributes to an exemplary culture and how boards are promoting it and overcoming any obstacles, and I look forward to the outcome of their review later this year.

The improved trading position that unfolded during our financial year has meant the Board have been able to consider a return to paying dividends. As already communicated, the

Board intends to resume dividends, beginning with the return of surplus cash of £150 million, or 8.93 pence per share, to be approved by shareholders in November 2021, alongside a core dividend of 1.22 pence per share. The Board also expects to restart ongoing special dividends in FY22, and these will be dependent, amongst other things, on a return to more normal levels of profitability, and a positive economic outlook.

Our Board evaluation was run internally again this year, with next year being the time for an external evaluation; further detail on that can be found in my Nomination Committee Report, but it was good to see most key issues being common among the Directors as to where we need to focus, including succession and ESG matters.

With ESG such a hot topic the Board were pleased to approve the Group's Environmental and Sustainability Policy during the year. The Group has historically empowered regional teams for the delivery of such issues, and will continue to do so, but an overarching Group Policy provides a more formalised framework for the sharing of ideas and best practice and a coordination of efforts with initiatives such as Hays Helps. Solid governance remains at the core of the Board's way of working.

Hays' ED&I agenda has taken strides during the year, and we first published Our Promise in October 2020. Key to achieving Our Promise is to identify any barriers, real or perceived, to getting in and getting on at Hays. As part of our ongoing commitment to building a diverse and inclusive workplace, we partnered with external consultancy Hatch Analytics to help us to better understand our workplace culture and what 'getting in and getting on' at Hays is really like. Beginning in the UK & Ireland, US and Germany, every employee was surveyed and a representative group identified for in-depth 1:1 interviews. This data, both qualitative and quantitative, formed the basis of Hatch's insights and recommendations for that country. This work continues and further information can be found in this Report.

As I sign off, I am hopeful that our AGM this year will be back to normal, an open meeting, and I look forward to meeting as many of you who can make it. I would like to extend my thanks to all of our shareholders for your continued support. Finally, on behalf of the Board, I would again like to thank all of our amazing people and teams across the business for all of their commitment and hard work during the year.

Andrew Martin
Chairman

Our governance framework

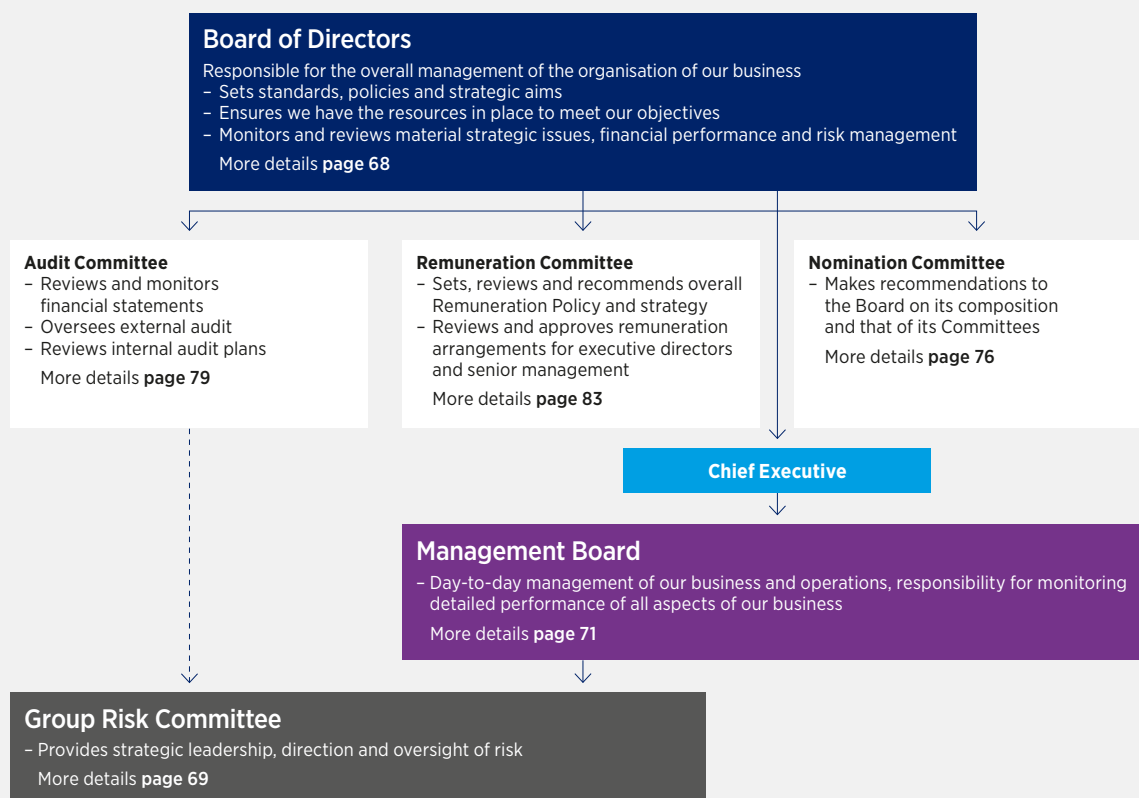
Responsibility for good governance rests with the Board; this is underpinned by an effective governance framework which, the Board believes, fits the requirements of Hays' business.

The Board retains certain matters for its own preserve; other specific responsibilities are delegated to its principal Committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. Each of these Committees operates within defined terms of reference, which are available on the Company's website. The Board has also delegated to a sub-committee certain matters which are routine in nature, or which have been agreed in principle by the Board; these require a meeting of three directors, with an appropriate mix of executives and non-executives. Such matters are reported to the full Board.

The Chair of each Committee reports to the Board on its proceedings, and minutes of the meetings are available as appropriate.

Statement of Code Compliance

Hays plc is subject to the UK Corporate Governance Code (the Code) issued by the Financial Reporting Council (available at frc.org.uk), published in July 2018. As a listed company, Hays is required to report on how it has applied the principles of the Code and this is set out in the following pages. Hays plc has complied with all of the provisions of the Code throughout the year ended 30 June 2021 and to the date of this document, with the exception of Provision 38. The executive directors' pension provision was reduced by a third during the year and Hays has committed to alignment with workforce rates, as required by Provision 38, by December 2022.



BOARD OF DIRECTORS: A BALANCED AND EFFECTIVE TEAM, FIT FOR PURPOSE

● Executive Director ● Non-Executive Director



Andrew Martin (61) ●
Non-Executive Chairman

Appointed:
12 July 2017

Committees:
Nomination (Chair)

Skills and experience:
Andrew trained as a Chartered Accountant at Peat Marwick before moving to Arthur Andersen where he became a partner. He was, until 2015, Group Chief Operating Officer, Europe and Japan, for Compass Group plc, having previously been their Group Finance Director from 2004 to 2012. Before joining Compass Group, Andrew was Group Finance Director at First Choice Holidays plc and prior to that held a number of Senior Finance roles at Granada Group plc. Andrew was, until August 2020, a non-executive director of easyJet plc.

Principal external appointments:
Andrew has been a Non-Executive Director at Intertek Group plc since 2016 and was appointed Chairman in January 2021. In July 2018 Andrew was appointed as a Non-Executive Director of the John Lewis Partnership Board and Chair of their Audit and Risk Committee.



Alistair Cox (60) ●
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, Alistair was Chief Executive of Xansa plc. Alistair has previously served as a non-executive director of 3i Group plc and Just Eat plc.



Paul Venables (59) ●
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 Group 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. Paul has previously held the position of senior independent non-executive director of Wincanton plc.



Torsten Kreindl (58) ●
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 held senior executive positions for Booz Allen Hamilton and Deutsche Telekom AG.

Principal external appointments:
Torsten is Managing Partner of Deutsche Invest Venture Capital based in Munich. Torsten is also a Board member, and Chairs the Compensation Committee, of NASDAQ-listed SiTime, Inc.



Cheryl Millington (55) ●
Independent
Non-Executive Director

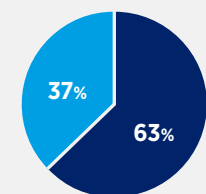
Appointed:
17 June 2019

Committees:
Audit, Nomination
and Remuneration

Skills and experience:
Cheryl was Chief Digital Officer of Travis Perkins plc from 2016 to 2018, Executive Director, IT, for Waitrose from 2012 to 2016 and Chief Information and Data Officer for Asda Stores Ltd from 2009 to 2012. Prior to those positions Cheryl held senior management roles at HBOS plc, Innogy plc and National Power plc, and began her career as a management consultant with Price Waterhouse. From 2013 to 2016 Cheryl served as non-executive director of National Savings and Investments and was, until June 2020, a non-executive director of Intu Properties plc.

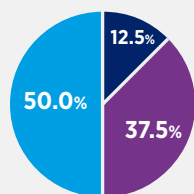
Principal external appointments:
Cheryl is currently a Non-Executive Director of Equiniti Group plc, Atom Bank plc and AXA Insurance UK plc.

Board diversity



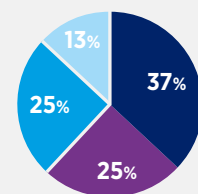
■ Male
■ Female

Board tenure



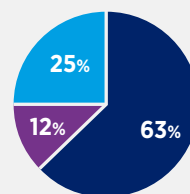
■ 0-3 years
■ 3-6 years
■ 6+ years

Board experience

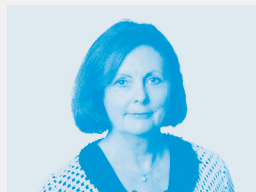


■ Finance
■ Engineering/technology
■ Media/marketing
■ Operations

Board composition



■ Non-Executive
■ Chairman
■ Executive



Susan Murray (64) ●
Independent
Non-Executive Director

Appointed:
12 July 2017

Committees:
Audit, Nomination and
Remuneration (Chair)

Skills and experience:
Susan's executive career was spent in consumer goods and retail, with organisations such as Colgate Palmolive, Kraft, Duracell and Diageo and, most recently, as CEO of Littlewoods Stores. Susan has served as a non-executive director of Compass Group plc, Imperial Tobacco Group (now Imperial Brands plc) and Enterprise Inns (now EI Group plc).

Principal external appointments:
Susan is a Non-Executive Director of Grafton Group plc, where she also chairs their Remuneration Committee, and Senior Independent Director of Mitchells & Butlers plc.



MT Rainey (66) ●
Independent
Non-Executive Director

Appointed:
14 December 2015

Committees:
Audit, Nomination and
Remuneration.
Designated NED for
Workforce Engagement

Skills and experience:
An experienced media and advertising professional, MT Rainey has worked extensively in the UK and US. MT founded the advertising agency Rainey Kelly Campbell Roalfe, which she grew to a top 20 agency before it was sold to Y&R, a subsidiary of WPP plc, and where MT was CEO then Chair until 2005. In addition she was Chair of the leading digital strategy agency Th_nk Ltd from 2008-2015. Previous non-executive directorships held by MT include WH Smith plc, STV Group plc and Pinewood Group plc.

Principal external appointments:
MT is a Non-Executive Director of Clear Channel Outdoor Holdings Inc., the NYSE-listed outdoor advertising company, and a Non-Executive Director of Charlotte Street Partners, the UK-based strategic communications agency.



Peter Williams (68) ●
Senior Independent
Director

Appointed:
24 February 2015

Committees:
Audit (Chair), Nomination
and Remuneration

Skills and experience:
Peter has a Law degree from Cambridge University and is a Chartered Accountant. He was, until 2011, Group Finance Director of Daily Mail & General Trust plc, a role he performed for 19 years, making him one of the longest serving CFOs in the FTSE. From 2011 to 2018 Peter was a non-executive director of Perform Group, a leading digital sports media company.

Principal external appointments:
Peter is a member of the Industrial Advisory Board of GVQ Asset Management, a UK equity management company.



Doug Evans (58)
Company Secretary
& General Counsel

Appointed:
4 February 2013

Skills and experience:
A law graduate from Rhodes University who began his career with Webber Wentzel in South Africa, specialising in corporate and commercial law before moving in-house. Doug has previously held the posts of Company Secretary & Corporate Legal Director at Exel plc and Group General Counsel at Royal Mail Limited. Prior to joining Hays, Doug was an Executive Director, Company Secretary & General Counsel at Mitchells & Butlers plc.

BOARD LEADERSHIP AND PURPOSE

The Hays plc Board is collectively responsible to the Company's shareholders for the long-term success of the Company.

The Hays Board

Composition of the Board

The Board is currently made up of two executive directors and six non-executive directors, including the Chairman. Their biographies, including prior experience, are set out on pages 66 and 67. There have been no changes to the Board during the year.

Re-election of directors at the 2021 AGM

In accordance with the Company's Articles of Association and the principles of the Code, all Directors of the Company will offer themselves for re-election at the 2021 AGM. Having received advice from the Nomination Committee, the Board is satisfied that each Director standing for re-election is qualified for re-election by virtue of their skills, experience and commitment to the Board.

The role of the Hays plc Board

The Hays plc Board is collectively responsible to the Company's shareholders for the long-term success of the Company. It sets the Group's strategic objectives and determines the risk appetite and control framework within which those objectives are achieved. The Board provides effective oversight of the Company and its businesses within a robust governance structure that helps achieve the long-term success of the Company and deliver sustainable shareholder value.

The Board also provides leadership of the Group and direction for management, ensuring that the necessary resources are in place for the Company to meet its objectives and it keeps under review management's performance in regard to achieving those objectives.

Our aim is to be the world's pre-eminent specialist recruitment business. In pursuit of this aim, our employees across the globe work towards achieving our Strategic Priorities, set out on page 34. The Board closely monitors management and its delivery of a sustainable and profitable business, ensuring it continues to operate within the appropriate risk-reward culture. The Board has established a core set of values, which it promotes throughout the Group.

Our purpose, values and culture

Our purpose is to benefit society by helping people succeed and enabling organisations to thrive – creating opportunities and improving lives. Our values aim to reflect this promise, and underpin our skills, behaviours and way of doing business. Hays is a people business and people are at the core of what we do. Our values serve to engender an entrepreneurial culture within Hays, which is critical to our continued success without promoting excessive risk-taking. Under our values, we are:

- Passionate about people;
- Ambitious;
- Expert, at what we do;
- Insightful, about the world of work; and
- Innovative.

Underpinning everything we do is our belief that we must always do the right thing. Doing the right thing enhances and protects our reputation, building trust with all our candidates, clients and other stakeholders. This unites us and makes us stronger. To support this culture we maintain an open style of communication, which is designed to both identify issues early, and also to recognise potential opportunities, so that in both cases appropriate action can be taken in terms of reducing any negative impact on the business whilst ensuring opportunities are exploited.

These characteristics and values are core to our Group culture and are supported via the following mediums and underpinned by the Hays Group Policies and Procedures:

- Corporate communications;
- Global intranet; and
- Hiring, induction, training and promotion criteria.

The Board remains focused on our culture, further information on which can be found elsewhere in this report.

Matters reserved for the Board

A schedule of formal matters reserved for the Board's decision and approval is available on our website, haysplc.com. These largely relate to matters of governance and business where independence from executive management is important, and include the following:

- Approving financial results and other financial, corporate and governance matters;
- Approving Group strategy;
- Approving appointments to the Board;
- Approving and recommending dividends as appropriate and deciding dividend policy;
- Reviewing material litigation;
- Approving major capital projects, acquisitions and disposals;
- Approving material contracts;
- Reviewing annually the effectiveness of internal control and the nature and extent of significant risks identified by management and associated mitigation strategies; and
- Approving the annual budget.

Responsibility for ensuring arrangements exist for employees to raise concerns, formerly held by the Audit Committee, rests with the Board and the schedule was updated during the year to reflect this. No other changes to the schedule of matters were made during the year. Board decisions are usually by consensus at Board meetings. On occasion, decisions may be taken by a majority of Board members. In the case of an equality of votes, Hays' Articles of Association provide the Chairman with a second or casting vote.

Board commitment

The Board has established a policy permitting its executive directors to hold only one external non-executive directorship, subject to any possible conflict of interest.

This ensures that executive directors retain sufficient time for and focus on the Company's business, whilst allowing them to gain external Board exposure as part of their leadership development. Executive directors are permitted to retain any fees paid for such services. While the Company does not have a similar policy for non-executive directors, their key external commitments are reviewed each year to ensure that they too have sufficient time commitment for the fulfilment of their Board responsibilities. Any changes to the directors' key external commitments during the year are also reviewed by the Board.

Key external commitments of the Board are included within their biographies on pages 66 and 67.

Conflicts of interest

Procedures are in place for the disclosure by directors of any interest that conflicts, or possibly may conflict, with the Company's interests and for the appropriate authorisation to be sought if a conflict arises, in accordance with the Company's Articles of Association.

In deciding whether to authorise a conflict or potential conflict of interest only those directors that have no interest in the matter under consideration will be able to take the relevant decision; in taking such a decision the directors must act in a way they consider, in good faith, will be most likely to promote the success of the Company and may impose such limits or conditions as they think fit.

The Board has reviewed the procedures in place and considers that they continue to operate effectively. There were no actual or potential conflicts of interest which were required to be authorised by the Board during the year under review or to the date of this report.

Risk management and internal control

The Board has overall responsibility for the Group's internal control systems and for reviewing their effectiveness. This has been designed to assist the Board in making better, more risk-informed, strategic decisions with a view to creating and protecting shareholder value. In practice, the Board delegates the task of implementing its policy on risk and control to management. Further support and assistance is provided by an independent Internal Audit function, details of which are provided in the Audit Committee Report. The Management Board oversees an enterprise risk management system which allows for a holistic, top-down and bottom-up view of key risks facing the business.

These are recorded in a Group risk register, which is reviewed at least annually by the Management Board and submitted to the Board thereafter for ratification to enable it to carry out its risk oversight responsibility. This exercise involves a current and forward look at various risks affecting the business and prioritising them according to risk impact and likelihood. The risks are also mapped through our risk appetite process to identify the tolerance levels and target risk position per risk.

Risks covered include strategic, operational and compliance risks, together with reputational, financial and people-related risks. Each risk is assigned an owner with current and future (if applicable) risk mitigation procedures detailed, with the continuing monitoring of these undertaken on an ongoing basis. The principal risks currently facing the business are detailed in the Strategic Report.

Following the requirements detailed in the 2018 Corporate Governance Code, the Board undertook a formal exercise using horizon scanning, to identify emerging risks, being plotted by impact and time horizon, to ensure that emerging risks are being appropriately considered and monitored.

The Group Risk Committee assists the Management Board in providing strategic leadership, direction, reporting and oversight of the Group's risk framework together with identifying any emerging risks that may become apparent during the year. The Committee is chaired by the Chief Risk Officer and membership includes representation across the global network and comprises operational, IT and finance functions including the Group Finance Director and Company Secretary & General Counsel. Resulting activities and recommendations are reported to the Management Board, with the Hays plc Board also having oversight of the Committee and its activities.

The Board reviews Group strategy and approves a budget each year, to ensure that the performance of the business is in line with the plan and financial and operational reporting procedures are in place. Comprehensive annual budgets and quarterly forecasts are approved by the Management Board and business divisions. Monthly progress and variances are reported to the Management Board and subsequently to the Board at each meeting as part of the ongoing internal control process.

Complementing these financial controls is a set of Group-wide policies and procedures addressing non-quantifiable risks. These include security policies, the Group's Code of Conduct and Ethics, Anti-Bribery and Corruption Policy, and whistleblowing arrangements (see 'Raising concerns at work', below, for further details on the Company's whistleblowing arrangements). The Board regularly receives management and Committee reports which also form part of the internal control system.

The Group's internal control procedures are subject to regular review and provide an ongoing process for identifying, evaluating and managing significant risks. This is in accordance with the Guidance on Risk Management and Internal Control and Related Financial and Business Reporting (September 2014). The Board recognises that such a system has its limitations in that risk management requires independent judgment on the part of directors and executive management. Internal controls are designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against material misstatement or loss.

In accordance with its regulatory obligations, the Board, with the assistance of the Audit Committee, carried out an annual assessment of the effectiveness of the Group's risk management and internal control system during the reporting period. During the course of its review, the Board did not identify or hear of any failings or weaknesses that it determined to be significant and it therefore concluded that they are operating effectively.

Raising concerns at work

The whistleblowing procedure in place across the Group ensures that employees are able to raise any concerns about any possible improprieties in business practices, or other matters, in confidence; this is managed and reported through an independent external third party. Reports are made in good faith and are done so without fear of recrimination, and calls cannot be traced and are not recorded. Reports to the independent external third party can be made in over 100 languages.

The disclosures under this arrangement are investigated promptly by the Company Secretary, with the support of Internal Audit, and escalated to the Management Board and the Board as appropriate, with follow-up action being taken as soon as practicable thereafter.

The Board, as part of its overall review of the Group's system of internal control, reviewed the procedures in place during the reporting period and is satisfied that they are appropriate to the size and scale of the Group.

Our governance framework

Chairman and Chief Executive

The roles of the Chairman and Chief Executive are separate, with a clear division of responsibilities between them which is set out in writing; the responsibility for this separation of duties rests formally with the Board.

This separation of roles enhances the independent oversight of executive management by the Board and more closely aligns the Board with shareholders. It also means that no one individual within the Company has unfettered powers of decision-making.

Senior Independent Director

The Senior Independent Director provides shareholders with someone to whom they could turn if ever they had concerns which

they could not address through the normal channels, for example, with the Chairman or executive directors. While there were no requests from directors or shareholders for access to the Senior Independent Director during the year, the role serves as an important check and balance in Hays' governance process. In the fulfilment of his role as Senior Independent Director, Peter Williams ensures he maintains a thorough understanding of the views of the Company's shareholders.

Independence of non-executive directors

The terms and conditions of appointment of non-executive directors, including the expected time commitment, are available for inspection at the Company's registered office, and a pro forma letter of appointment is also available on the Company's website.

During the year, the Board considered the independence of each of the non-executive directors, save for the Chairman who was deemed independent by the Board at the date of his appointment. In doing so,

it concluded that each non-executive director remained independent of management and free from any relationship that could interfere with the exercise of their independent judgment. As required by the Code, a majority of the Board of Directors of Hays plc are independent. All of Hays' directors are expected to act in the best interests of the Company. Key roles and responsibilities of these positions, and that of the Company Secretary, are provided on the right-hand page.

Role of the non-executive directors

- Provide strong, independent and external perspectives to Board discussions and robust and enhance constructive debate and optimal decision-making.
- Scrutinise the executive management in meeting agreed objectives and monitoring the reporting of performance.
- Ensure that financial controls and systems of risk management are both rigorous and appropriate for the needs of the business.

Board and Committee attendance

The Board met a total of seven times during the year. In addition, the Board attended a virtual (online) annual Strategy Review meeting with the Management Board being present. All the meetings were held virtually, via online meeting software.

Board and Committee attendance for meetings during the year is shown below.

	Board	Audit Committee	Nomination Committee	Remuneration Committee
Alistair Cox	7 of 7	–	–	–
Paul Venables	7 of 7	–	–	–
Andrew Martin	7 of 7	–	4 of 4	–
Torsten Kreindl	7 of 7	4 of 4	4 of 4	6 of 6
Cheryl Millington	7 of 7	4 of 4	4 of 4	6 of 6
Susan Murray ⁽¹⁾	7 of 7	3 of 4	4 of 4	6 of 6
MT Rainey ⁽²⁾	7 of 7	3 of 4	4 of 4	5 of 6
Peter Williams	7 of 7	4 of 4	4 of 4	6 of 6

(1) Did not attend one Audit Committee meeting due to a prior business commitment.

(2) Did not attend one Audit Committee meeting and one Remuneration Committee meeting due to a medical appointment.

Our governance framework

Andrew Martin

Chairman

- Leadership and the effective operation of the Board
- Chairing the Board and Nomination Committee
- Setting the agenda, style and tone of Board discussions including promoting openness, debate and effective individual contribution
- Effective communications with shareholders
- Ensuring that all directors receive clear and accurate information on a timely basis
- Ensuring the effectiveness of the Board through induction, ongoing training and regular evaluations

Alistair Cox

Chief Executive

- Day-to-day management of the Group's business
- Formulating strategic business objectives for Board approval and implementing approved strategic objectives and policies
- Managing and optimising the operational and financial performance of the business in conjunction with the Group Finance Director
- Fostering a good working relationship with the Chairman
- Chairing the Management Board and developing senior talent within the business for succession planning

Peter Williams

Senior Independent Director

- Acting as a sounding board for the Chairman
- Serving as an alternative contact and intermediary for other directors and shareholders
- Leading the Chairman's annual performance appraisal and ultimate succession

Doug Evans

Company Secretary & General Counsel

- Acting as Secretary to the Board, its Committees and the Management Board
- Providing legal and governance support to the Board as a whole and directors individually
- Ensuring that the Group complies with all relevant legal, regulatory and governance requirements

Operational governance

Management Board

- Day-to-day management of our business and operations, responsibility for monitoring detailed performance of all aspects of our business
- Meets monthly
- Each member has a clearly defined remit, business objectives and financial budget within which they operate

Operations Board

- Members of the Management Board and eight senior operators across the Group
- Discuss strategic and operational issues


























Chief Executive (Chairman of Management Board)
Group Finance Director
Company Secretary & General Counsel
Chief Customer Officer
Group Director of People & Culture
Global Managing Director of Hays Talent Solutions

Managing Directors of Group's operating divisions: Australia & New Zealand, Germany, UK & Ireland and Rest of World

Operate their business through regional boards, which comprise key business and functional managers with specific responsibilities within those regions.

Each business is given operational autonomy, as far as possible, within a well-established internal control framework which consists of, amongst other things, a Group-wide set of policies and procedures, operational delegated authorities and policies on anti-bribery and corruption, competition compliance, conduct and ethics, Equity, Diversity & Inclusion and whistleblowing.

KEY ACTIVITIES OF THE BOARD DURING THE YEAR

Key areas of activity	Matters considered	Stakeholder impact
1. Developing a successful strategy	<ul style="list-style-type: none"> – Attended a Group strategy session with members of the Management Board and other senior executives, to consider key strategic priorities and challenges faced across the business – Approved the Group strategy and reviewed associated performance – Deep-dive sessions on regional businesses, receiving presentations from senior management on business performance, the state of the market, strategy, succession planning and opportunities – Reviewed strategy plans and received reports on the operational performance for the Group's regions – Received reports on technology and innovation and related industry developments 	<p>Key focus areas</p>     <p>Other considerations</p> 
2. Ensuring appropriate financial management	<ul style="list-style-type: none"> – Received and considered regular reports on the Group's financial performance – Approved financial announcements for publication – Approved the annual budget – Considered dividend policy in respect of FY21 – Met with the Company's financial adviser and corporate brokers 	<p>Key focus areas</p>    <p>Other considerations</p>    
3. Implementing governance and ethics and monitoring risk	<ul style="list-style-type: none"> – Performed the annual review of the effectiveness of internal control, risk identification and mitigation – Reviewed regular reports on legal and compliance matters from the Company Secretary, including from the Company's whistleblowing arrangements – Received formal training updates on corporate reporting, legal and regulatory matters – Reviewed Board and Committee effectiveness – Reviewed the terms of reference of the Board Committees – Reviewed the Directors' Conflicts of Interest procedures – Reviewed the Company's compliance with the Code (2018) 	<p>Key focus areas</p>      
4. Stakeholder engagement	<ul style="list-style-type: none"> – Received feedback from designated workforce engagement NED on matters pertaining to workforce engagement – Received updates on our Net Zero journey – Received updates on launch of Hays Helps – Considered and approved invitations under the Company's all-employee share plans – Received regular updates on views and feedback from investors – Considered the Company's investor relations strategy – Considered and reviewed the leadership and development strategy – Reviewed the Group's succession plans and assessed risks and options 	<p>Key focus areas</p>     <p>Other considerations</p>   



Communities



Employees



Shareholders



Clients



Host countries & Governments



Suppliers



Natural environment



Candidates

BOARD AND STAKEHOLDER ENGAGEMENT

How the Board makes its decisions and considers stakeholder interests.

Board decision-making

The Board effectively uses its meetings as a mechanism for discharging its duties under Section 172 of the Companies Act 2006.

You will find examples of how the Board considered our stakeholders when making key decisions during the year below.

The Board recognises its fiduciary duty to

promote the success of the Company for the benefit of our shareholders. In doing so, however, the Board considers the impact of its decisions on all its stakeholders. These stakeholder considerations are woven throughout all Board discussions and decisions ensuring those impacted are treated fairly.

Employees, clients and candidates

With the onset of Covid-19 and global travel and safety restrictions, the Hays plc Board has been unable to visit our office locations around the world and the scheduled visits have been moved to future dates. During the year, the Board used its time to have a 'deep-dive' into the UK, Asia, German and European businesses, which allowed them to understand the opportunities and think about the challenges we face in these core regions. In addition to virtual meetings with the local management teams, the Board also heard how the regional teams were implementing the 'Our Hays Story', and showcasing resilience and driving growth in conversations and the presentations they received.

During the year, the Board also had a technology-focused session which enabled them to have an oversight of progress of enhancing the Customer Experience and related data integrity within the new organisational structure and the development of the Hays Workspace product/Hays App.

How the Board makes its decisions and considers stakeholder interests: A visual information flow

Board Information for Decision-making

A forward calendar of matters for discussion at each meeting is pre-determined.

Consists of certain standing items for each meeting, including operational, functional and financial reviews, and Committee updates.

Unplanned items such as commercial or property-related decisions are considered as and when required.

Agenda for each meeting planned by the Chairman, in conjunction with the Chief Executive and Company Secretary.

Management shares information in advance of any decision-making and any S.172 factors are highlighted for Board discussion in the Board papers or by the Company Secretary.

Board Discussion

Based on the information provided, the Board holds a robust discussion, challenging the matters at hand, as necessary.

The Board considers the impact of its decisions on all its stakeholders, ensuring those who are impacted are treated fairly.

See pages 16 and 17 for how the Company continues to create value for stakeholders. Also, a summary of the Board's key activities and the topics covered and debated during the year is set out on page 72.

All Board directors have access to the Company Secretary who advises them on Board and governance matters.

Any director can take independent professional advice at the Company's expense in the furtherance of their duties, where considered necessary.

Board Decision

The Company Secretary records all decisions.

Board decisions are cascaded for implementation and the Board is kept updated on the progress at future meetings.

The Board or management engages with stakeholders who are impacted because of Board decisions.

Any material Board decisions are disclosed via the Annual Report. FY21 was a routine business year after an unprecedented prior year and hence there are no material decisions to report for this year.

This deep understanding of future trends for the benefit of our clients and candidates is integral to how the Board allocates capital and invests to secure the long-term success of the Company.

MT's overview of employee engagement

Hays has appointed MT Rainey as its designated workforce engagement director. You can read more about her work during the year on page 75.

Shareholders

Responsibility for shareholder relations rests with the Chairman, Chief Executive and Group Finance Director. They ensure there is effective communication with shareholders on matters such as governance, sustainability and strategy, and are responsible for ensuring that the Board understands the views of major shareholders on such matters.

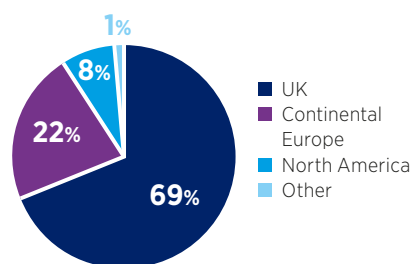
The Company's investor relations programme is supported by a dedicated Investor Relations team, which acts as the primary point of contact with the investor community. It is responsible for managing ongoing relations with investors and shareholders.

The Board receives regular reports from the Investor Relations team. Feedback from meetings held between executive management, or the Investor Relations team, and institutional shareholders is also reported to the Board.

As a part of a comprehensive investor relations programme, formal meetings are scheduled with investors and analysts to discuss the Group's half- and full-year results.

In the intervening periods, Hays continues its dialogue with the investor community by meeting key investor representatives, holding investor roadshows and participating in conferences. Meetings with debt providers, principally the Company's banks, also take place on a regular basis. During the year, the executive directors and senior management met with approximately 67 institutions around the world, interacting with shareholders and potential shareholders. The Chairman and Senior Independent Director also held meetings with investors during the year.

Geographical breakdown of investors met



Major shareholders

As at 30 June 2021, the following shareholders held an interest of 3% or more of the Company's issued share capital:

	% of total voting rights attached to shares ⁽¹⁾
Columbia Threadneedle Investments	9.75%
Silchester International	8.46%
Marathon Asset Management	6.22%
Cedar Rock Capital Limited	6.19%
Baillie Gifford & Co	5.58%
BlackRock, Inc.	4.99%
Majedie Asset Management	3.39%
M&G Investment Management	3.16%
Evenlode Investment	3.14%

- (1) On 23 August 2021, Marathon Asset Management notified the Company that their notifiable interest was 5.95%.
 On 27 July 2021, Baillie Gifford notified the Company that their notifiable interest was 4.99%.
 On 28 July 2021, BlackRock, Inc notified the Company that their notifiable interest was 5.00%.

Results presentations are posted on the Company's website at haysplc.com/investors and if you would like to know more about our relations with shareholders please contact ir@hays.com.

Annual General Meeting

Under normal circumstances, the Board uses the Company's AGM to communicate with investors and views it as a good opportunity to meet with its smaller, private shareholders. Due to the ongoing uncertainty around the Covid-19 pandemic at the time of the Company's 2020 AGM, that meeting had to be held as a Closed Meeting; however, questions were invited from shareholders in advance of the meeting.

All shareholders are entitled to attend the AGM, at which the Board members are present. A summary presentation of results is given by the Chief Executive before the formal business of the meeting is conducted. All shareholders present can question the Chairman, the Committee Chairs and the rest of the Board both during the meeting and informally afterwards.

The Notice of AGM and related papers are sent to shareholders at least 20 working days before the meeting. Voting on all resolutions at the AGM is by means of a poll, which, reflecting the number of voting rights exercisable by each member, is considered by the Board to be a more democratic method of voting. As soon as practicable following the conclusion of the AGM, the proxy votes cast, including details of votes withheld, are announced to the London Stock Exchange via the Regulatory News Service and published on our website.

Communities and environment

The Board continued its focus on Environmental, Social and Governance (ESG) matters during the year. Throughout the year, the CEO met with investors and discussed our ESG agenda. In taking into account various stakeholder views, the Board reviewed a proposal for the Company's Net Zero strategy and sought to understand the infrastructure and activity required, and formally approved a Group Environmental and Sustainability policy.

Employee and community wellbeing has been on the mind of the Board during these challenging Covid-19 times. The Board had an oversight of the launch of the 'Hays Helps' programme which supports employees to take up volunteering opportunities. The Board fully endorses this scheme which allows employees across Hays to take one paid day each year to volunteer for a charitable cause.

The Board recognises the importance of diversity and encourages the Company's approaches in addressing this subject matter. As such, the Board has been supportive of the strategies suggested by the Equity, Diversity & Inclusion (ED&I) council and continues to closely monitor the progress made in this area.

You can read more about our work on communities and environment on pages 51 and 52.

OVERVIEW OF WORKFORCE ENGAGEMENT

I was delighted to be appointed as Board Director for Workforce Engagement in 2019 as the Board seeks to ensure that a closer and more colloquial understanding of the workforce is being brought to bear in our strategic discussions beyond the research and the more managed interactions, and as part of our commitment to the Code.

People are Hays' principal asset and the Company's investment in people, and their capabilities, their wellbeing and their progress, is a core strategic priority for Hays and for our Board. As a technology enabled people business, Hays has a well-established range of virtual tools, techniques, mechanisms and forums for engaging with its employees both within and across geographies, disciplines and themes. Partly this is driven by a strong sales culture in which motivational communication and town hall meetings are part of 'business as usual' but also because Hays employees are at the frontline in the world of work and their insight into market trends and transformations is a critical feedback channel for the leaders of the Company. This two-way interaction has always been critical to Hays and it has stood the Company in very good stead in the sudden transition to virtual working.

As the pandemic progressed in different waves across our geographies, the Company was able to use these established networks and channels, as well as new ones that were created in response to the pandemic, to ensure the transition to remote working was safe, efficient and fast. At all times the safety and wellbeing of Hays employees in this transition was paramount to Management and a preoccupation of the Board.

A number of special forums were set up Company-wide to encourage people to connect and support each other on a range of issues outside of their immediate job role. I was able to participate in a number of these meetings. They included the LGBTQ+ forum, Hays Pride, a Parents@Hays group and a programme called Hays Boost, designed to build on the existing Hays Thrive programme with tools and training to help employees maintain their mental wellbeing and develop new skills for remote working. In the UK&I this has been established as an ongoing programme called Wellbeing@Hays.

Additionally, I have been involved with four major Employee Engagement programmes at Hays this past year:

“

This role ensures a closer and more colloquial understanding of the workforce is brought to bear in Board discussions.

”

MT Rainey

Workforce Engagement Director



Your Voice

One of the principal tools Hays uses to gauge employee sentiment and engagement is the Your Voice survey. This is an extensive survey which is fielded twice a year to all employees who complete it anonymously. The survey is conducted online and allows free text comments yielding both qualitative and quantitative data. As the Board Director for Workforce Engagement, I was able to work closely with the team to help shape the survey and the questions to ensure they were covering areas of interest to the Board. I was also given open access to the platform which allowed me to look at the data and free text responses among sub-populations, cross-referencing different questions and issues. This additional and ongoing insight has been extremely valuable to me in my role, lending weight and colour to Board discussions around employee wellbeing, diversity and inclusion and the general response to the Work from Home (WFH) environment.

The Global ED&I Council

This was set up at Hays in 2019 led by one of our Regional Managing Directors. Rather than leave issues of Diversity purely within the People and Culture function, the intent is to establish a pragmatic results-oriented planning group of the Company's most senior operators who have visibility through to the issues and the power to address them on the ground. I was able to participate in three half day meetings of the ED&I Council this year.

The Blaze Taskforce

This was set up early in 2020 with senior managers across the Group to understand the issues that different employees and employee groups were having around remote and hybrid working and how this was impacting Management processes,

also with a view to long-term planning on a form of hybrid working. I was able to attend a number of these sessions.

Hays Helps

This was set up as a Company-wide branded programme to unify the disparate volunteering and charitable efforts of the Company and its employees around a few key issues relevant to the Hays' business, most notably employability and diversity. A clever app was developed with social and sharing features. This allowed Hays employees to 'give something back' and was a major boost to morale in very uncertain times.

Traditionally, our Board travels twice a year to regional UK offices, once a year to key European offices and once every two or three years to Asia, Australia and the US, covering all of our major markets. These meetings are designed specifically to allow the Board plenty of time to engage formally and informally with the spectrum of the employee base. The intention for this Workforce Engagement role was to create an additional layer of immersive qualitative insight to these visits, via a number of informal employee 'focus' groups in each location on a range of issues and across a spectrum of functions. My own background in Account Planning and Market Research is an advantage here. Covid, of course, got in the way of doing this; however, the intention is to reinstate that approach later this year, making any future travel as a Board really count.

MT Rainey

Workforce Engagement Director

NOMINATION COMMITTEE REPORT

“

I am pleased to see the adoption by Hays of diversity targets, and welcome the FCA's diversity disclosure consultation currently underway.

”

Andrew Martin

Chair of the Nomination Committee



Dear Shareholder

Some of the common themes of this year's Board evaluation thankfully, but perhaps not unsurprisingly, are also matters on which much of the Nomination Committee's time has been spent, not least succession and the wider issue of diversity.

A number of initiatives are ongoing within the business to better understand how we can ensure we build a diverse and inclusive workplace, to better understand our workplace culture and what 'getting in and getting on' at Hays is really like. The Committee supports the Board and the wider business with this agenda and I am most encouraged by the work being undertaken by the Group's Global and Regional Equity, Diversity & Inclusion Councils to produce plans, with targets, that will support both gender and other diversity objectives relevant to their particular region. The Committee also has the subject firmly in focus when it comes to the profile of the Board and Senior Management.

The Board has operated for some time with a complement of eight (including myself as Chairman and five further non-executive directors) and, in both my own view and as suggested by our Board Evaluation process, it has done so pretty well. However, the Committee has looked at required skills, experience, succession and diversity, at the Board level. In order that the Company can ensure it has the right mix of these factors within its leadership on the Board, the Nomination Committee has appointed Spencer Stuart to work with it in looking at Board composition, which could well include adding a further non-executive to its number.

Succession at the Senior Executive level is something on which there has also been much Committee discussion during the year. We are fortunate that our CEO and FD of the business are both long-serving and incredibly experienced, but the Nomination Committee would not be properly discharging its duty if it were not keeping their succession and that of the Management Board, the executive engine room of the business, front of mind over varying time horizons. Knowing what talent we have in the business, understanding

the profile of that talent, ensuring there is equal opportunity for all, and motivating and developing that talent, is central to our future and the delivery of success for all of our stakeholders. We want to ensure we have the very best people in our industry and that they have the best opportunities to progress.

I was encouraged by the results of the Board Evaluation, but of course there were areas where the Board considered that we could make further improvements; I and my Board colleagues will address these, and I have already worked up an appropriate action plan. A review of my own performance was led by Peter Williams as Senior Independent Director and again, whilst predominantly positive, there are aspects of my leadership I can develop further in order to improve, and I welcome this process and the feedback.

Andrew Martin

Chair of the Nomination Committee
25 August 2021

Role of the Nomination Committee

The role of the Committee is summarised below and detailed in full in its Terms of Reference, a copy of which is available on the Company's website (haysplc.com) under Governance.

The main responsibilities of the Committee are to:

- Review the structure, size and composition (including skills, knowledge, experience, diversity and balance of executive and non-executive directors) of the Board and its Committees and make recommendations to the Board with regard to any changes;
- Consider succession planning for directors and other senior executives;
- Identify and nominate for the approval of the Board, candidates to fill Board vacancies; and
- Keep under review the time commitment expected from the Chairman and the non-executive directors.

Membership and meetings

The Committee is appointed by the Board. It is chaired by the Chairman of the Board and comprises the Non-Executive Directors, all of whom are independent, save for the Chairman who was independent on appointment. The names and qualifications of the Committee's current members are set out in the directors' biographies on pages 66 and 67.

The Committee meets as required and did so on four occasions during the year and attendance by members can be seen on page 70. Other regular attendees at Committee meetings include the Company Secretary and, on invitation, the Chief Executive and Group Finance Director.

Main Committee activities during the financial year

- Considered Board and senior management succession plans
- Reviewed the composition of the Board and its Committees
- Reviewed the Committee's Terms of Reference
- Considered and approved the appointment of an independent executive search consultancy

Non-executive director appointment process

The Company adopts a formal, rigorous and transparent procedure for the appointment of new directors and senior executives with due regard to diversity. Prior to making an appointment, the Committee will evaluate the balance of skills, knowledge, experience and diversity on the Board and, in light of this evaluation, will prepare a description of the role and capabilities required, with a view to appointing the best-placed individual for the role. In identifying suitable candidates, the Committee uses open advertising or the services of external advisers to facilitate the search and considers candidates against objective criteria, ensuring that appointees have sufficient time to devote to the position, in light of other significant commitments, and no conflicts of interest.

A long-list of potential candidates would be drawn up, from which an appropriate number would be shortlisted for interview based upon their fulfilment of the appointment criteria. The Committee would then recommend to the Board the appointment of the preferred candidate (or candidates, if there is more than one considered suitable) for subsequent appointment.

During the year the Committee appointed Spencer Stuart to facilitate a search for a further non-executive director. Spencer Stuart is an independent executive search consultancy and it has no other connection with the Company.

In the year ahead, the Committee will continue to assess the Board's composition and how it may be enhanced and will consider diversity (including, but not limited to, gender, race and experience) and geographic representation; as noted above, Spencer Stuart has been appointed as the independent consultant to the Committee to ensure a broad search for suitable candidates. The Board will keep under review the ongoing suitability of its current complement of eight members.

Board composition is routinely reviewed to ensure that the balance of skills, knowledge and experience of the Hays Board remains appropriate to its business.

The Board has not set any specific aspirations in respect of diversity at Board level and supports fully the Code principles in respect of diversity. However, the Board is of the view that diversity is not about quotas, and recognises the benefits of diversity and it will continue to ensure that this is taken into account when considering any particular appointment, whilst ensuring appointments are made to enhance the performance of the business.

We believe that a culture built on trust, respect, equity and inclusivity will enable us to live our Values, achieve our ambitions and deliver our Purpose. We believe that diversity must be evident at all levels of our business and reflect the markets and communities we serve and this is central to the Nomination Committee's succession planning considerations. The Committee welcomes the work being undertaken within the business regarding diversity targets, which will complement other Group initiatives to build a strong pipeline of talent across the Company.

Succession planning

A key task of the Committee is to keep under review the Company's succession plans for members of the Board and Management Board over the short, medium and longer term, to ensure the Board in particular remains appropriately balanced between new and innovative thinking and longer-term stability.

Board appointment criteria are considered automatically as part of the Committee's approach on succession planning. The Committee believes that limited tenure and the subsequent enforced retirement of directors is not always appropriate for sound business leadership. Accordingly, matters of director tenure are viewed on a case-by-case basis.

The Nomination Committee and the Board believe that refreshment of the Board should take into account the need to consider diversity in all forms. The Committee will monitor the balance of skills, knowledge, experience and diversity of the Hays plc Board, and lead succession planning for appointments to the Board and the Management Board; it will promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths, as part of succession planning, recruitment and promotion.

Tenure of non-executive directors

Appointments to the Board are made for initial terms not exceeding three years and are ordinarily limited to three such terms in office. Each director stands for re-election annually.

Director performance

Having reviewed the independence and contribution of directors, the Committee confirms that the performance of each of the directors standing for re-election at the 2021 AGM continues to be effective and demonstrates commitment to their roles, including independence of judgment, commitment of time for Board and Committee meetings and any other duties.

Accordingly, the Committee has recommended to the Board that all current directors of the Company be proposed for re-election at the forthcoming AGM.

Board induction and development

On appointment, each director takes part in a tailored and comprehensive induction programme which is designed to give him or her a deep understanding of the Group's business, governance and stakeholders.

Elements of the programme include:

- Senior management briefings to provide a business overview, current trading conditions and strategic commercial issues;
- Meetings with the Group's key advisers and major shareholders, where necessary;
- Business site visits across regions;
- A legal and regulatory briefing on the duties of directors of listed companies;
- Details of the Group corporate structure, Board and Committee structures and arrangements, and key policies and procedures; and
- The latest statutory financial reports and management accounts.

The Chairman, in conjunction with the Company Secretary, ensures that directors are provided with updates on changes in the legal and regulatory environment in which the Group operates. These are incorporated into

the annual agenda of the Board's activities along with wider business and industry updates; the Chairman also keeps under review the individual training needs of Board members. The Group's principal external advisers provide updates to the Board, at least annually, on the latest developments in their respective fields, and relevant update sessions are included in the Board's strategy meetings. The Company Secretary presents corporate governance reports to the Board as appropriate, together with any relevant technical directives issued by the Group's auditor. In this way, each director keeps their skills and knowledge current so they remain competent in fulfilling their role both on the Board and on any Committee of which they are a member.

Board evaluation

During FY21, in accordance with Code Provision 21, the effectiveness of the Board was assessed through a Board evaluation process, conducted internally.

The evaluation was facilitated by the Chairman. Directors completed an evaluation questionnaire. Individual meetings were then held between the Chairman and the directors.

The questionnaire covered a broad base of subject matter in order to assess effectiveness, such as the conduct of Board meetings and their administration; risk; strategy; culture; stakeholder interests and corporate purpose; Board composition and member performance; and the broader challenges faced by the Board and how those are managed. Committee effectiveness was also assessed separately.

Results were presented to the Board and minor areas for improved operation identified and agreed; these included succession planning, greater focus on diversity and Environmental, Social and Governance factors and greater time together by the non-executives without executive management present. Please see pages 50 to 53 for our progress made in areas of diversity and ESG.

The Board recognised that the Board meetings worked well despite no face-to-face meetings since March 2020, although there was a concern on continued 'hybrid' meetings in future and the value of interactive in-person discussions that can be missed. The Board has also voiced the need to visit business locations and meet key people in the business when travel restrictions are eased. The outcome of the evaluation indicated that the Board was performing well and had improved over the course of the previous 12 months.

In addition to the evaluation of the Board and Committees, the Chairman evaluated the individual performance and effectiveness of each director. The Senior Independent Director led a separate appraisal of the Chairman's performance with his fellow non-executive directors, which took into consideration both the executive and non-executive directors' views.

In addition to the formal evaluation, the non-executive members of the Board met during the year without the executive directors present, an exercise considered to be hugely valuable and which will be built upon further.

AUDIT COMMITTEE REPORT

“

Risk management is well embedded but continues to evolve.

”

Peter Williams
Chair of the
Audit Committee



Dear Shareholder

I am pleased to present the Audit Committee Report for the year ended 30 June 2021 on behalf of the Board, prepared in accordance with the 2018 Code.

The Report provides an oversight of the Committee's deliberations and activities over the year. Our principal responsibilities remain unchanged. We have reviewed the Committee's Terms of Reference and minor amendments were made to ensure they track best practice as well as the Code.

The Committee has continued to play a key role within the Company's governance framework to support the Board in matters relating to financial reporting, internal control and risk management.

The risk landscape is a constantly evolving one, and I am reassured by the information the Committee receives in this respect, as well as by the enterprise risk management process that is embedded within the business to address this. That process has been evolved further during the year, including an enhancement to the process around the identification of emerging risks; what the pandemic has taught us all is that we never quite know what may be around the corner!

In what is perhaps a sign of the times, the Committee receives regular updates around cyber crime and data governance, and I continue to be impressed by the Company's responsiveness in such a rapidly changing landscape, and credit goes to the teams we have that work in this area. The pandemic has very heavily influenced the Company's way of working, which has brought additional technology challenges, but again, all managed extremely effectively.

During the year the Financial Reporting Council's Corporate Reporting Review Team (CRRT) carried out a review of the Company's Annual Report for the year ended 30 June 2020. The response by the Company to the request for information was discussed with me in my capacity as Chairman of the Audit Committee prior to responding to the CRRT. Details of the enquiry raised by the CRRT and the Company's response thereto were also considered by the Committee. The CRRT have closed their enquiries and the Company has agreed to enhance disclosures in a small number of areas in response to the review. The Committee is satisfied that the enhancements proposed and agreed with the CRRT have been appropriately incorporated in the 2021 Annual Report.

I hope the following report will provide you with the necessary support in your assessment of the Company's performance, business model and strategy.

Peter Williams
Chair of the Audit Committee
25 August 2021

Role of the Audit Committee

The Committee's Terms of Reference are available on the Company's website (haysplc.com) under Governance.

The key responsibilities of the Committee are to:

- Monitor the integrity of the financial statements of the Company, including annual and half-year reports, interim management statements, and other formal announcements relating to its financial performance, and reviewing and reporting to the Board on significant financial reporting issues and judgments;
- Where requested by the Board, review the content of the Annual Report and advise the Board whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy;
- Recommend to the Board for approval by shareholders, the appointment, reappointment or removal of the external Auditor;
- Monitor the relationship with the Company's external Auditor, including consideration of fees, audit scope and terms of engagement;
- Review the effectiveness and objectivity of the external audit and the Auditor's independence;
- On engagement of the external Auditor, review the policy for the provision of non-audit services and monitor compliance;
- Monitor and review the Company's internal control and risk management systems;
- Monitor and review the effectiveness of the Company's Internal Audit function; and
- Ensure compliance with laws, regulations, ethical and other issues.

Membership and meetings

The Committee is appointed by the Board from its independent non-executive directors. Biographies of the Committee's current members are set out on pages 66 and 67.

The Chair of the Committee, Peter Williams, is a Chartered Accountant and its financial expert. All Committee members are financially literate.

The Committee discharges its responsibilities through a series of scheduled meetings during the year, the agenda of which is linked to events in the financial calendar of the Company. The Committee met four times during the financial year and attendance by members at Committee meetings can be seen on page 70.

The Committee commissions reports, either from external advisers, the Head of Internal Audit or Group management, as required, to enable it to discharge its duties. The Group Finance Director attends its meetings, as do the external Auditor and the Head of Internal Audit, both of whom have the opportunity to meet privately with the Committee Chair, in the absence of Group management. The Chairman of the Board and the Chief Executive are also invited to, and regularly attend, Committee meetings. The Deputy Company Secretary acted as Committee Secretary.

Main Committee activities during the financial year

- Approved the annual Committee programme
- Reviewed financial results for publication
- Considered the external audit plan and reviewed the results of the audit
- Approved the internal audit plan and reviewed its findings
- Reviewed the non-audit services provided by the external Auditor
- Reviewed the risk management and controls framework and its effectiveness, together with the Group's principal risks
- Considered all aspects of IT operations and risks
- Considered the continuing threat of cyber-related attacks and the related controls in place across the business
- Reviewed the performance and effectiveness of the external Auditor
- Reviewed the performance and effectiveness of the Internal Audit function
- Reviewed the material litigation report
- Considered the FRC CRRT review
- Carried out a review of the Committee's effectiveness and reviewed progress on matters arising from previous assessments
- Considered the Code requirements concerning fair, balanced and understandable reporting
- Considered the Company's long-term viability
- Recommended the Audit Committee Report for approval by the Board
- Held discussions with the external Auditor and the Head of Internal Audit without management being present

Fair, balanced and understandable

In addition to its work described here, the Committee has reviewed the financial and narrative disclosures in this year's Annual Report. It has advised the Board that, in its view, taken as a whole, the Annual Report is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

In making its recommendation to the Board, the Committee's robust governance approach included:

- Comprehensive Group and subsidiary accounts process, with written confirmations provided by the regional senior management teams on the health of the financial control environment;

- Reviews of the Annual Report undertaken at different levels of the Group and by the senior management team that aim to ensure consistency and overall balance;
- External audit review;
- Clear guidance and instruction of the requirement provided to contributors;
- Written confirmation that information provided has been done so on a fair and balanced basis;
- Additional scrutiny by senior management; and
- Additional reviews by the Committee Chair of the draft Annual Report in advance of the final sign-off in the context of the Code provision.

Final sign-off is provided by the Board, on the recommendation of the Committee.

Significant issues considered during the year

In reviewing both the half- and full-year financial statements, the following issues of significance were considered by the Committee and addressed as described. These matters are described in more detail in notes 1 to 3 to the Consolidated Financial Statements.

Debtor recoverability

The recoverability of trade debtors and the level of provisions for bad debts are considered to be areas of significant judgment due to the pervasive nature of these balances to the financial statements and the importance of cash collection in the working capital management of the business. The Committee considered the level and ageing of debtors, together with the appropriateness of the provisioning matrix

and the consistency of judgments used to measure the expected credit losses. Having discussed the level of provisions both with management and with the external Auditor, the Committee satisfied itself that the provision levels were appropriate.

Income provisioning was one of the limited number of issues raised by the FRC's Corporate Reporting Review Team (CRRT) in respect of the Company's FY20 Financial Statements, and these issues were further considered by the Committee as part of the Company's response to that review. The review and the issues raised within it were satisfactorily concluded, with minor consequential enhancements to disclosures in this year's Financial Statements agreed and implemented, and no prior year restatements being required.

Pension accounting

Pension accounting is complex and contains areas of significant judgment, most notably those in respect of the discount and inflation rates used in the valuation of the net surplus disclosed in note 23. The Committee reviewed the pension items and questioned management around assumptions used in the calculation of the surplus and related pension accounting issues. The Committee also considered the work performed by PwC in testing the assumptions and was satisfied that the assumptions used and the disclosures in the Financial Statements are appropriate.

External Auditor

Both the Committee and the Board keep the external Auditor's independence and objectivity under close scrutiny, particularly with regard to its reporting to shareholders. PwC were appointed external Auditor of the Group at the 2016 AGM. Professional rules require that the Company's audit partner at PwC be rotated every five years; accordingly, the FY21 Audit will be the last for the incumbent, Andrew Paynter, and an appropriate process has been undertaken to identify his successor.

As previously reported, following a detailed tender process, PricewaterhouseCoopers LLP were first appointed as the Company's external Auditor in 2016. While the Company has no current retendering plans, in accordance with The Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014 (CMA Order), the Company will be required to put the external audit contract out to tender by 2026. Accordingly, the Company confirms that it has complied with the provisions of the CMA Order for the 2021 financial year.

Auditor independence and non-audit services policy

The Committee believes that the issue of non-audit services to Hays is closely related to external Auditor independence and objectivity. The Committee recognises that the independence of the external Auditor may reasonably be expected to be compromised if they also act as the Company's consultants and advisers. Having said that, the Committee accepts that certain work of a non-audit nature is best undertaken by the external Auditor. To keep a check on this, the Committee has adopted a policy to ensure that the provision of any non-audit services by its external Auditor does not impair its independence or objectivity.

The key features of the non-audit services policy are as follows:

- The provision of non-audit services provided by the Company's external Auditor be limited to a value of 70% of the average audit fees over a three-year period;
- Any non-audit project work which could impair the objectivity or independence of the external Auditor may not be awarded to the external Auditor; and
- Delegated authority by the Committee for the approval of non-audit services by the external Auditor is as follows:

Authoriser	Value of services per non-audit project
Group Financial Controller	Up to £25,000
Group Finance Director	Up to £100,000
Audit Committee	Above £100,000

The three-year average audit fee was £1.3 million. Accordingly, the maximum value of non-audit services that PwC could have been engaged by Hays to provide during the financial year 2021 was £0.9 million. The total fee for non-audit services provided by PwC during the 2021 financial year was £0.1 million (2020: £0.1 million), largely reflecting the FY21 half-year review fee of £0.1 million (2020: £0.1 million). A small number of other assurance services were provided as permitted under the 2019 FRC Ethical Standard for which total costs were £35k (2020: £24k). The Company did not pay any non-audit fees to PwC on a contingent basis. A summary of the fees paid to the external Auditor is set out in note 7 to the Consolidated Financial Statements.

Having reviewed Hays' non-audit services policy this year, including the Authority level of the Group Finance Director, the Committee is satisfied that adequate procedures are in place to safeguard the external Auditor's objectivity and independence.

Effectiveness of the external Auditor

The annual effectiveness review in respect of financial year 2020 was conducted during the year under the guidance of the Committee Chair, on behalf of the Committee, and covered amongst other things a review of the audit partners, audit resource, planning and execution, Committee support and communications, and PwC's independence and objectivity. Overall feedback was positive with the same rating versus prior year. One area of improvement was suggested around audit planning, bringing discussions and audit requests forward. However, this was impacted by the pandemic and the remote nature of audits. Based on these reviews, the Committee was satisfied with the performance of PwC in the fulfilment of its obligations as external Auditor and of the effectiveness of the audit process in FY20. Consequently, the Committee recommended to the Board that PwC be reappointed as external Auditor at the AGM. The Committee is once again grateful to PwC for completing its work on the Company's FY21 audit under the ongoing difficult circumstances created by the Covid-19 pandemic.

Risk management and internal control

The Board is responsible for the adequacy and effectiveness of the Group's internal control system and risk management framework, which in order to fulfil its responsibilities the Board has delegated authority to the Committee.

In order to establish an assessment from both a financial and operational control perspective, the Committee looks to the work of the Internal Audit function, specifically to consider whether significant process and control weaknesses are identified, improved and monitored and that risks have been identified, evaluated and managed.

The Committee considered the Group's risk assessment process, which included coverage across the regions, businesses and functions within the Group, reviewing the effectiveness of the risk methodology employed, the risk mitigation measures implemented and future risk management and monitoring.

Internal Audit

The Committee oversees and monitors the work of the Internal Audit function, which reviews key controls and processes throughout the Group on a rolling basis, including resources, scope and effectiveness of the function.

The Group Head of Internal Audit has direct access to the Committee and meets regularly with both the Committee and its Chair, without the presence of management, to consider the work of Internal Audit. The Committee approved the programme of work for the Internal Audit function in respect of the 2021 financial year, which was focused on addressing both financial and overall risk management objectives across the Group.

During the year, 24 Internal Audit reviews were undertaken, with the findings reported to both the Management Board and the Committee, with recommendations tracked and progress subsequently reported back to the Committee.

No material weaknesses were identified as a result of risk management and internal control reviews undertaken by Internal Audit during the reporting period.

The Committee believes that the Group's enterprise risk management framework needs to continue to evolve in accordance with the growth of the Hays business around the world. Throughout the financial year the Internal Audit team has continued to enhance the enterprise risk management framework and work with the Group Finance Director and the operating divisions across the globe to further embed the framework methodology at both regional and local level. The Group Risk Committee, chaired by the Chief Risk Officer and comprising senior operators from each region, together with representation from IT and finance, assists in the management of risk in the Group.

Anti-bribery and corruption

Hays has a zero-tolerance approach to bribery and corruption. The Group Anti-Bribery and Corruption Policy (with specific reference to the UK Bribery Act 2010) is issued to all employees. Overall responsibility for, and oversight of, the Policy lies with the plc Board. Training is provided to all employees annually in local languages and ongoing support is provided when and where necessary. In addition, risk assessments are carried out on an ad hoc basis, for example when new countries are under consideration (whether they are considered to be low or high risk) or prior to entry into new public sector markets. The Committee reviewed the effectiveness of the Policy during the year and concluded that it was sufficient for managing the anti-bribery and corruption risks faced by the Group.

Audit Committee effectiveness

The Committee considered its effectiveness in discharging its duties during the year. The Committee looked at the work it had carried out during the year and considered that its performance during the year was effective when measured against its terms of reference and general audit committee best practice.

Details of the main activities of the Committee and its role and responsibilities have been detailed earlier in this Report.

REMUNERATION REPORT CHAIR'S ANNUAL STATEMENT AND SUMMARY

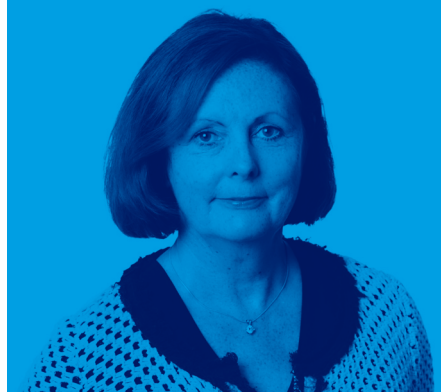
“

FY21 is the first year of our new Remuneration Policy and, while business has improved in the second half of our financial year, we continue to be aware of the impact of the pandemic on all stakeholders and have carefully considered any remuneration outcomes to ensure they reflect the underlying business context.

”

Susan Murray

Chair of the
Remuneration Committee



Dear Shareholder

FY21 has been the first year of our Remuneration Policy (the Policy) as approved by shareholders at the 2020 AGM with a favourable vote of 91.47%. The implementation of our Policy in FY20 received a favourable advisory vote of 99.65%.

Backdrop to FY21 targets and FY21 business review

As we set out in last year's Remuneration Report, when the Committee met to finalise the targets for FY21, all aspects of the business were heavily impacted by the Covid-19 global pandemic; we had traded at break-even profitability in Q4 of FY20 and very modest levels of profitability in Q1 FY21. We had minimal momentum in the business and uncertainty around the ongoing impact of Covid-19 on the broader economy and our business remained exceptionally high as most of the major countries we operate in were just entering second phase lockdowns.

The Committee carefully considered the targets it should apply to the annual bonus and PSP awards for FY21. The Committee decided to widen the range around the profit targets for the FY21 annual bonus to reflect the unprecedented level of uncertainty on FY20 earnings and to ensure that any maximum bonus target would require a level of profit achievement significantly above the then consensus external forecast. We also, for one year only (Annual Bonus and PSP), moved to an absolute operating profit target, rather than EPS, as the tax rate was exceptionally volatile at such low levels of profitability, and we wanted to ensure that any bonus performance was driven by underlying operating profit. Finally, as we mentioned in last year's Remuneration Report, with a likely low level of profitability, our normal methodology of cash conversion was no longer an appropriate measure in FY21 and thus we moved to an absolute cash generation target range consistent with the absolute operation profit ranges mentioned above.

Given the uncertainty in the market, it was accepted at the outset that the Committee would need to apply judgment when assessing the strength of performance at the end of the performance period.

Against such a highly uncertain and volatile backdrop, our trading performance in FY21 was very encouraging. The financial performance delivered was significantly in excess of both the Board's expectations and that of the market when the targets were set. In fact our EBIT of £95.1 million (£97.7 million at Budget exchange rates), was more than 60% above consensus and c.30% above the top of the range when we set the targets, and this led to two profit upgrades during the year, which contributed to a strong share price performance. There was also continued focus on our long-term strategic priorities with investment into our growth agenda. Finally, cash performance was also very strong; we delivered all-time record low DSOs and a year-end net cash position of £410.6 million, and this, allied to the strong rebound in profitability in the second half of the year, led to the resumption of dividends to shareholders.

Clearly the material reduction in profitability in FY20 and FY21, compared with that expected pre-pandemic, has heavily impacted the three-year cumulative EPS performance in the long-term PSP ending in FY21. Contrastingly, cash performance over the same three years was very strong.

Our approach to executive award for FY21 has been carefully considered and reflects the business results.

FY21 Annual Bonus

It was recognised that, while the pandemic continued, there was likely to be a materially lower level of profitability in FY21 and therefore Cash Conversion, at such a level of profitability, was no longer an appropriate measure for the FY21 Annual Bonus. Cash generation is a key strategic goal and therefore an appropriate alternative was determined. The FY21 Annual Bonus metrics were changed from EPS to EBIT and from Cash Conversion to Operating Cash and a prudent and cautious optimism was applied to setting annual targets. A wide range was put around the on-target levels with what was felt to be an additional stretch target to achieve maximum payment. As in past years, Annual Bonus targets have been retrospectively disclosed on pages 92 to 94.

The continued Covid-19 pandemic has made business forecasting difficult and the Committee is cognisant that what were felt to be very challenging annual bonus targets at the time they were set, and which were ahead of consensus at the time, have ultimately been significantly exceeded. In practice, actual results far exceed any reasonable forecast from when targets were originally set. The Committee therefore took appropriate time to carefully consider the outcomes of the FY21 Annual Bonus plan and underlying business results.

During FY21, Hays took no operating profit benefit from the UK furlough scheme, paid all deferred tax benefits received in FY20 on a global basis and with the materially improved trading performance in the second half of the year and the strong cash performance has decided to reinstate both core and special dividend payments to shareholders.

Despite the continued challenges due to Covid-19 and the fact that many of our offices remained closed for much of FY21 with employees working flexibly from home and office, the business has performed strongly in the second half of the financial year. The continued investment in future growth opportunities has also been a key feature of the year.

The Committee took time to debate the bonus formulaic results and consider the input and efforts of the executive directors to drive the Company back to strategic growth versus the market conditions that changed significantly versus the forecast at the time the targets were set. The Committee wished to ensure that there were no significant 'windfall' gains and that the bonus out-turn was merited.

The Committee took into account the impact on key stakeholders and the fact that deferred tax payments had been paid and there is a reinstatement of dividend payments to shareholders. In addition, it was felt important to remember that during FY20, at the height of the pandemic, the executive directors volunteered a reduction to their salaries and agreed not to receive any FY20 Annual Bonus, despite the fact that the formulaic outcome would have delivered a payment, in recognition of the impact on Hays' stakeholders, both internal and external, in FY20.

Additionally, the Committee reflected on the performance of both the business and management over FY20 and FY21 and noted the combined pay-out of 48.5% of maximum for the two years.

As a result, the Committee feels that the outcomes of the FY21 Annual Bonus are appropriate given the challenges faced and the work required during FY21 to return to growth.

The 2020 (FY21) PSP target setting

Given the complex challenges of Covid-19, and in line with the IA guidance at that time, we delayed the target setting for the 2020 PSP awards until November 2020 to ensure that they were felt to be sufficiently robust and stretching. Full details of the awards to the executive directors, together with their associated targets, were disclosed on our website in November 2020 and also can be seen on page 100 of this report. The Committee recognises that the EPS target range is lower in absolute terms than the target applied in the previous year's grant. However, given the impact of Covid-19 on the global economy and our business and the level of uncertainty on the trajectory of economic recovery at the time, the Committee is comfortable that these targets were challenging in relative terms when taking into account market expectations when the targets were set. As with all incentive plans, the Committee will consider the final outcomes at the end of the performance period and weigh them against the context of overall business performance and market conditions to ensure they are a fair and appropriate reflection of performance.

The 2018 (FY19) Performance Share Plan (PSP) vesting

The 2018 PSP is the second award to vest under the Policy approved in 2017. It vested at 50% reflecting the three-year performance period that ended on 30 June 2021.

Cash performance over the last three years has been outstanding and this is reflected in the vesting outcome. The working capital position achieved at year-end will in practice increase the stretch of cash targets for future years. The EPS targets were set in a different economic environment and therefore proved to be unrealistic given the impact of the pandemic.

The Committee takes seriously its duty to exercise judgment and ensure outcomes are reflective of the Company's underlying performance. The Committee is satisfied that the PSP outcome fairly reflects, and is aligned with, the performance achieved.

Shares that vest under the 2018 PSP will now be held for a further two years before release in 2023. During this Holding Period they will be subject to clawback conditions.

Full details of the executive directors' remuneration for FY21 can be found in the Single Figure on page 90 and the full Annual Report on Remuneration on pages 90 to 111.

Remuneration for FY22

FY22 Salary review

Reflecting the economic environment in 2020, the executive directors received no salary increase for FY21 and therefore salaries remained the same as for FY20. Given the more positive business results and outlook, it was felt appropriate to have a pay review for FY22 and the executive directors have received a 2% increase effective from 1 July 2021 in line with the pay budget for other employees in the UK.

Pension

In line with the Policy approved at the November 2020 AGM, pension contributions for the executive directors remain at 20% of salary (reduced from 30%) until 31 December 2022 when they reduce to that of the majority of employees in the UK.

Annual Bonus for FY22

Annual Bonus potential is 150% of salary. For FY22, with the strong improvement in second half trading in FY21 and a more positive market outlook, we have reverted back to our normal metrics for the Annual Bonus which are EPS and Cash Conversion. Annual Bonus targets will be retrospectively disclosed in the FY22 report.

2021 (FY22) PSP grant

Under the 2020 Policy, the PSP was increased to a maximum of 200% of salary. However, it was agreed that, due to the impact of the pandemic, the PSP would remain at 150% of salary for the first year of the Policy i.e. FY21, with the first consideration of an award at 200% for FY22. After due consideration, the Committee has agreed an award of 200% of salary for FY22 in order to increase focus on long-term performance delivery.

The Remuneration Committee is keen to spend appropriate time calibrating and reviewing the targets for the FY22 PSP awards to ensure that they are sufficiently robust and stretching. Therefore, the Committee is still in the process of finalising targets for this FY22 award. We currently intend to publish details of the targets for the FY22 PSP on the Company website, in advance of the AGM, with a view to allowing sufficient time for investors to see them prior to the AGM.

Any shares that vest under the FY22 grant would be subject to a further two-year Holding Period. The PSP is subject to both Malus and Clawback conditions.

The Committee is always mindful to ensure the strength of the link of performance to reward and that it does not reward for failure.

Other Committee activities in FY21

In addition to the consideration of salary, bonus and PSP for the executive directors, the Committee also reviewed the annual fee for the Chairman.

It was determined that there would be a 2% increase to the Chairman's fee for FY22 in line with the pay review budget for UK employees. For information, the non-executive directors also have had their base fee increased by 2% for FY22. The SID and Committee Chair fees have remained the same. Fee levels for FY22 can be seen on page 109.

While the UK Government extended the reporting deadline for the 2020 Gender Pay Gap to October 2021, the Committee published the results close to the normal deadline of 4 April 2021 and has continued to monitor actions being taken within the Company to close the gap.

Clear reporting and transparency

We aim to make the Directors' Remuneration Report clear, concise and easy to follow. We have included a Remuneration At A Glance page. Our 2020 Remuneration Policy can be found on our website haysplc.com. However, to help with understanding we have summarised the Policy above each remuneration outcome. We hope that readers will find this helpful.

We trust that this report demonstrates how we balance performance, reward and underlying associated behaviours and that we place great importance on our duty not only to shareholders but to our wider workforce, other stakeholders and that we are aware of the greater societal issues and market sentiment. We are especially vigilant as the Covid-19 pandemic continues to flare in certain locations and its impact continues to be felt in the varying economies and as people adjust to new and flexible working practices.

Susan Murray

Chair of the Remuneration Committee
25 August 2021

See the Committee's Terms of Reference online at haysplc.com

Membership and meetings

Six formal meetings were held during FY21 – two in July 2020 and then one in each of August 2020, November 2020, January 2021 and May 2021.

Attendance is shown on page 70. In addition, members participated in other discussions as required.

This report is structured as follows:

Section	What it includes
Letter from the Remuneration Committee Chair Page 83	
Remuneration At A Glance Page 87	
Summary of our Remuneration Policy and how it links to strategic objectives Page 88	
Annual Report on Remuneration Page 90	<p>This report is divided into sections:</p> <ol style="list-style-type: none"> 1. Single Figure of Remuneration – page 90 2. Long-term value creation – page 98 3. Remuneration in the broader context – page 103 4. Statement of implementation of the Remuneration Policy in the following financial year – page 107 5. Governance – page 110
Our full current Remuneration Policy	Our full current Remuneration 2020 Policy as applicable to FY21 can be found on our website at haysplc.com

REMUNERATION AT A GLANCE

Summary of our current Remuneration Policy and structure for FY21

Key reward component	Key features
Base salary and core benefits	<ul style="list-style-type: none"> Competitive salary and benefits to attract right calibre of executive.
Annual Bonus <ul style="list-style-type: none"> 60% EBIT 20% Operating cash 20% Personal 	<ul style="list-style-type: none"> Maximum potential 150% of salary. Key financial KPIs and personal objectives. FY21 metrics were changed from EPS to EBIT and from Cash Conversion to Operating Cash.
Performance Share Plan <ul style="list-style-type: none"> 30% EPS 50% Cash Conversion 20% TSR 	<ul style="list-style-type: none"> Max potential 200% of salary but 150% awarded in 2020. KPIs focused on long-term sustainability and shareholder returns. Five-year lifespan: three-year Performance Period plus two-year Holding Period.
Shareholding requirements	<ul style="list-style-type: none"> CEO: 200% of salary. CFO: 200% of salary. Ensure material personal stake in the business.

- Strong link of performance with reward.
- Takes into account risk management and Annual Bonus and PSP incorporate Malus and Clawback.

Reward linked to performance – what did we do?

More details pages 90 to 97

Reward component	What we have done
Base salary	<ul style="list-style-type: none"> There were no salary increases for CEO and CFO. Salaries for FY21 remained the same as for FY20. CEO: £767,763 p.a. CFO: £553,556 p.a. There were also no salary increases for employees in the UK for FY21.
Bonus	<ul style="list-style-type: none"> Bonus payments in relation to FY21 equated to: <ul style="list-style-type: none"> CEO: 97% of maximum i.e. 145.5% of salary equating to £1,117,095 CFO: 97% of maximum i.e. 145.5% of salary equating to £805,424 50% of the above awards deferred into shares for three years
PSP	<ul style="list-style-type: none"> 150% of salary awarded (maximum under Policy is 200% of salary)
Shareholdings at 30 June 2021 (Beneficial Ownership)	<ul style="list-style-type: none"> CEO: 831% of base salary (requirement 200%) CFO: 422% of base salary (requirement 200%)

The Single Figure can be found on page 90

How have we performed?

More details pages 92 to 96

Bonus

Metrics were changed to EBIT and Operating Cash for FY21 because of the volatility of tax rates and cash conversion at lower levels of profitability. Results are shown below.

Metric	Target range	Actual	% of max paid
EBIT*	£0m to £60m	£97.7m*	100%
Operating Cash	£4m to £46.5m	£130.8m	100%
Personal CEO/CFO		85%	

* EBIT is measured at constant currency exchange rates. Therefore actual performance differs to reported performance due to movements in exchange rates during the year.

September 2018 PSP award – grant 150% of base salary – made under the Policy approved at the November 2017 AGM

Metrics measure success in delivering strong results through the three-year cycle.

Metric	Threshold	Maximum	Actual	% of max achieved
EPS – 30%	37.31p	43.69p	20.87p	0%
Cash Conversion – 50%	71%	101%	134.31%	100%
Relative TSR – 20%	Median of comparator group	Upper quartile of comparator group	Below median	0%

Total % of award vesting: 50%

Key general business highlights

- Covid-19 pandemic heavily impacted H1 trading, but recovery accelerated in H2 with strong sequential fee and profit growth.**
- As a result like-for-like fees declined by (8)% and operating profit by (31)%. Whilst operating profit declined to £95.1 million, encouragingly £70.0 million was earned in H2.**
- Strong cash performance both in FY21 and across FY19-FY21 driven by record low debtor days.**
- Improved confidence and strong balance sheet supports the resumption of core and special dividends.**

More details can be found on page 44.

What changes were made to the Remuneration Policy in FY21?

- FY21 is the first year of the Remuneration Policy approved at the November 2020 AGM.
- We received a binding vote of 91.47% in favour of the Policy at the November 2020 AGM indicating strong support for our approach.
- Our full Remuneration Policy can be found on pages 85 to 97 of the FY20 Annual Report and on our website, haysplc.com.
- A summary of the Policy can be found in the explanation of the Single Figure of Remuneration on pages 90 to 97.

REMUNERATION POLICY AND HOW IT LINKS TO STRATEGIC OBJECTIVES

Competitive salary and benefits to attract, motivate and retain executives plus variable pay that aligns to strategy and focuses on performance

The incentive plans support our four key strategic priorities:



Materially increase and diversify Group profits;







Generate, reinvest and distribute meaningful cash returns;



Invest in people and technology, responding to change and building relationships; and



Build critical mass and diversity across our global platforms.

- Financial metrics (80%) place emphasis on profit and maintain focus on cash returns and business efficiency.  
- Personal objectives (20%) provide building blocks to longer-term strategic goals.  
- 50% of any award is deferred into shares for three years to ensure a long-term focus.
- Malus and Clawback apply.
- Our approach to pay continues to meet Principal 40 of the 2018 UK Corporate Governance Code. Further detail is provided on page 97 of the 2020 Report & Accounts.

SHORT-TERM AGILITY

Annual Bonus

Financial
(Profit and Cash) 80%

Personal
20%

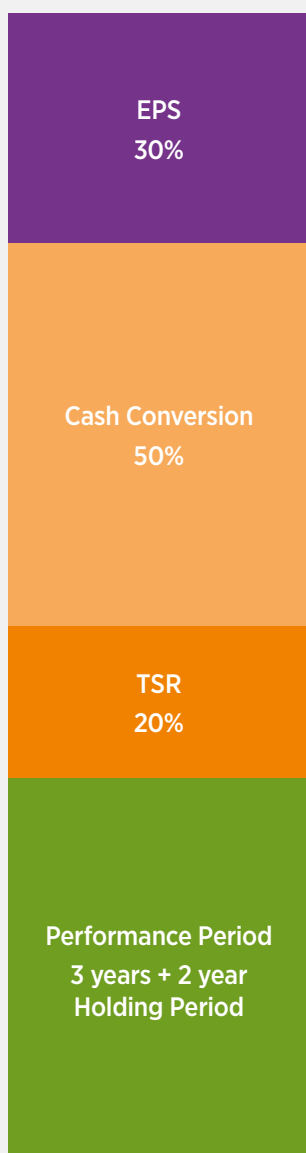
Performance Period
1 year
50% deferred
into shares

150% of
base salary

Focus on

Shareholding 200%

PSP



Hays is a highly cyclical business. It has built a diversified portfolio designed to try and best mitigate this by:

- Balancing the business between permanent and temporary /contractor candidate placements;
- Having a wide range of business specialisms covering 20 professional and technical sectors; and
- Having a global geographic footprint in 33 countries.

Nevertheless, the Group is subject to the volatility and vagaries of the economic markets which can create sudden changes within the recruitment market and industry. In this environment, where it is extremely difficult to give an accurate, robust, long-term prediction of the economy, the Committee believes it is important that the executives' reward is consistent with the need to be agile in managing the business. The Committee feels this is best addressed by having a short-term focus on profit and a long-term focus on cash generation.

- The following factors are taken into account when setting EPS targets:
 - Budget (the setting of which is a robust and transparent process);
 - Strategic direction of the business over the period covered by the PSP;
 - Market conditions and visibility of future trading; and
 - Analysts' forecasts.
- The cash element focuses on the long-term business efficiency and return to shareholders through dividend payments.
- The TSR element directly measures shareholder returns relative to industry peers.
- The five-year term of the plan together with shareholding requirements ensure that the CEO and CFO have a material, personal stake in the business and align to shareholders.
- Malus and Clawback apply.

LONG-TERM SUSTAINABILITY AND FOCUS

ANNUAL REPORT ON REMUNERATION

Section 1 – Total reward for FY21

In this section:

1.1 FY21 Single Figure for executive directors

1.1.1 Salary

1.1.2 Benefits

1.1.3 Pension

1.1.4 Other benefits

1.1.5 Annual Bonus

1.1.6 PSP

1.2 FY21 fees for non-executive directors (NEDs)

Section 1 – Total Reward for FY21

Remuneration for FY21 reflects the Policy approved by shareholders at the 2020 AGM and, in line with that Policy, includes a legacy PSP which was granted under the Policy approved at the November 2017 AGM and which vests in FY21. Further details are given in the notes to the Single Figure table.

1.1 FY21 Single Figure for executive directors

Single Figure of remuneration (audited)

The following table shows the total Single Figure of remuneration for each executive director in respect of qualifying services for FY21. Comparative figures for FY20 have also been provided. Details of non-executive directors' (NEDs') fees are set out in Section 1.2 on page 97.

£000s Executive director	Salary Note 1	Benefits Note 2	Pension Note 3	Other Note 4	Total Fixed Remuneration	Annual Bonus Note 5	Total Remuneration excluding PSP ^(a)	PSP Note 6 and ^(b)	Total Variable Pay ^(c)	Total Remuneration ^(b)
FY21										
Alistair Cox Chief Executive	768	42	154	0	964	1,117	2,081	505	1,622	2,586
Paul Venables Group Finance Director	554	39	111	0	704	805	1,509	364	1,169	1,873
FY20										
Alistair Cox	749	50	230	0	1,029	0	1,029	439	439	1,468
Paul Venables	540	38	166	0	744	0	744	317	317	1,061

(a) This column includes Salary, Benefits, Pension, Other and Annual Bonus.

(b) The FY20 PSP figures for the award that was granted in 2017 (FY18) and vested in 2020 now reflect the actual vesting price on 21 November 2020 of £1.33 (The price on 20 November 2020 was used as 21 November 2020 was a Saturday). No shares were released but moved into their Holding Period. More detail is shown on page 97.

(c) Sum of Annual Bonus and PSP.

Components of the Single Figure and how the calculations are worked out

The following tables and commentary explain how the Single Figure has been derived.

1.1.1 Salary – note 1 (audited)

Policy summary

- Set annually from 1 July.
- Broadly aligned with salary increases for relevant UK employees.

What has happened

There were no salary increases for FY21 and therefore base salaries remained the same as for FY20. The difference in figures between FY20 and FY21 in the table below is due to the fact that, as a result of the impact of Covid-19 on the business, the executive directors took a salary reduction of 10% for the three-month period 1 April to 30 June 2020, representing the last quarter of FY20. There was no salary reduction in FY21.

Name	Salary for FY21	Increase over FY20	Full Salary for FY20	Salary paid in FY20 including reduction for last three months
Alistair Cox	£767,763	0%	£767,763	£748,569
Paul Venables	£553,556	0%	£553,556	£539,717

1.1.2 Benefits – note 2 (audited)

Policy summary

- Core benefits align with those for other UK employees.

What has happened

There were no changes in FY21.

£000s Executive director	Private Medical Insurance (PMI)	Life assurance	Income protection	Other ⁽¹⁾	Car/Car allowance	Total
FY21						
Alistair Cox	2	12	15	0	13	42
Paul Venables	2	4	15	0	18	39
FY20						
Alistair Cox	2	11	13	4	20	50
Paul Venables	2	5	13	–	18	38

PMI, life assurance and income protection figures represent the annual premiums.

- (1) Both Alistair Cox and Paul Venables purchased shares as part of the equity raise in 2020. As the amount paid was marginally lower than the share price on the day, Alistair and Paul were deemed to have received a taxable benefit. This represented £281 each. As the above table represents £000s, the amount is shown as zero. For FY20 the amount shown was in relation to travel and mileage – there were no travel and mileage benefits in FY21.

1.1.3 Pension – note 3 (audited)

Policy summary

- Other than a cash payment in lieu of pension at the rate of 20% of base salary, there are no other pension arrangements for the directors.
- For the sake of clarity, neither executive director has any defined benefit pension provision.

What has happened

The Remuneration Committee reviewed the approach on retirement benefits as part of the Policy renewal approved at the November 2020 AGM. As a result, pension reduced from 30% of base salary in FY20 to 20% of base salary for FY21. It will move to the level of the majority of Hays' UK employees by 31 December 2022.

£000s Executive director	Pension
FY21	
Alistair Cox	154
Paul Venables	111
FY20	
Alistair Cox	230
Paul Venables	166

1.1.4 Other benefits – note 4 (audited)

Policy summary

- The executive directors are able to participate in the Hays UK Sharesave Scheme in the same way as other eligible employees.

What has happened

Alistair Cox participated in the March 2017 and April 2021 Hays Sharesave Scheme and Paul Venables participated in the March 2017, March 2019 and April 2021 Hays Sharesave. Details are shown on page 98.

£000s Executive director	Other
FY21	
Alistair Cox	0
Paul Venables	0
FY20	
Alistair Cox	0
Paul Venables	0

Notes:

- (1) Alistair Cox's savings under the 2017 Sharesave Scheme were repaid but the options remained available until 1 November 2020 at which point they lapsed.
 (2) Paul Venables did not exercise his options under the 2017 Sharesave Scheme in FY21 and they subsequently lapsed.

Other plans have not yet reached maturity and therefore there are no gains.

ANNUAL REPORT ON REMUNERATION

CONTINUED

1.1.5 Annual Bonus – note 5 (audited)

Policy summary

- Maximum bonus potential for FY21 under the 2020 Policy is 150% of base salary, of which 50% of any award is paid in cash and 50% is deferred into shares.
- Bonus is based on financial KPIs and personal objectives.

What has happened

The figure shown is the total bonus awarded in relation to the performance in the year, including the portion that is deferred.

For bonus awarded in relation to FY21 performance, 50% of the figure shown is deferred into shares for three years.

There are no further performance conditions but leaver terms apply.

The cash element of the bonus award is subject to Clawback for three years from award. The deferred element is subject to Malus for the three-year Holding Period.

Although the formulaic outcome of the FY20 Annual Bonus would have resulted in a payment, the Committee agreed with the executive directors that such a payment would have been inappropriate due to the impact of Covid-19 on the business. Hence no bonus was paid for FY20.

Summary

£000s Executive director	Annual Bonus actually awarded	Of which cash	Of which deferred
FY21 – 50% deferred into shares			
Alistair Cox	1,117	558	559
Paul Venables	805	402	403
FY20 – 50% deferred into shares			
Alistair Cox	0	0	0
Paul Venables	0	0	0

Details of the FY21 Annual Bonus

The performance metrics and objectives	Assessment	Achievement and what happens now
<p>Due to the uncertainty of the market as a result of the Covid pandemic, the financial metrics were changed for FY21.</p> <ul style="list-style-type: none"> – 60% on Group EBIT (in lieu of Group EPS); – 20% on Group Operating Cash (in lieu of Cash Conversion); and – 20% on personal objectives. Overall, both executives achieved 85% of these objectives. <p>EBIT is operating profit before interest and tax.</p> <p>Operating Cash is defined as EBIT + Depreciation + Share Based payments +/- working capital (inflow or outflow), which excludes the payment of £118.3m of payroll and tax deferred at 30 June 2020, any exceptional cash items from prior years and is stated on a pre-IFRS 16 basis.</p> <p>As noted in the Chair's statement, the targets were set when there was considerable market uncertainty. Full payouts for the financial measures would require very significant out-performance of consensus forecasts at the time.</p>	<p>The Committee reviews both the Group's results and executive directors' performance against their personal objectives.</p> <p>In addition to the assessment of the individual executives' overall performance against key objectives, the Committee also takes into account its views of the directors' regulatory compliance and approach to risk (including environmental, social or governance (ESG) risks).</p> <p>Use of discretion</p> <p>As stated in the Chair's letter, the Committee took into account the uncertainty and unpredictability of the market when setting the financial targets for FY21 as the Covid pandemic was still impacting the world. It has carefully reviewed the actual results and considered the underlying performance of the Company, the market and economic circumstances, which are still impacted by the Covid pandemic, any impact on the Company's key stakeholders and the input of the executives in achieving the final outcomes. Consideration included the facts that dividend payments have been reinstated, deferred payments have been made and the Company has taken no furlough support in 2021. The number of debtor days has also been reduced. After careful reflection, the Committee feels that the formulaic outcome of the FY21 bonus is fair and justified and has exercised no discretion.</p> <p>Although the formulaic outcome of the FY20 annual bonus would have delivered a payment, the Committee agreed with the executive directors that it would have been inappropriate to make any payment for FY20 due to the effects of the pandemic on Hays' key stakeholders. No bonus was therefore awarded in relation to FY20.</p>	<p>Alistair Cox</p> <p>Achieved 145.5% of salary (out of 150% maximum potential) i.e. 97% of maximum.</p> <p>This equates to a bonus of £1,117,095 (as stated in the Single Figure) of which:</p> <ul style="list-style-type: none"> – 50% or £558,547 will be paid as cash; and – 50% or £558,548 will be deferred into shares for three years. There are no further performance conditions. <p>Paul Venables</p> <p>Achieved 145.5% of salary (out of 150% maximum potential) i.e. 97% of maximum.</p> <p>This equates to a bonus of £805,424 (as stated in the Single Figure) of which:</p> <ul style="list-style-type: none"> – 50% or £402,712 will be paid as cash; and – 50% or £402,712 will be deferred into shares for three years. There are no further performance conditions. <p>Clawback and Malus</p> <p>The cash element of the bonus is subject to Clawback for three years from the date of award. The deferred element is subject to Malus for the three-year deferral period.</p>

Calculation of actual results (audited)

Annual Bonus FY21 outcome						Alistair Cox		Paul Venables	
Performance condition	Weighting	Threshold performance required	Maximum performance required	Actual performance	Annual Bonus value for meeting threshold and maximum performance (% salary)	Achievement % salary	Bonus value £000s	Achievement % salary	Bonus value £000s
EBIT	60%	£0m ⁽¹⁾	£60m	£97.7m*	18 – 90	90%	691	90%	498
Operating Cash	20%	£4m	£46.5m	£130.8m	6 – 30	30%	230	30%	166
Personal	20%	–	100%	85%	0 – 30	25.5%	196	25.5%	141
Total FY21	100%				These totals are in the FY21 Single Figure	145.5%	1,117	145.5%	805
(1) No payment for negative EBIT						Of which cash – 50%	558	Of which cash – 50%	402
						Of which deferred – 50%	559	Of which deferred – 50%	403

* EBIT is measured at constant currency exchange rates. Therefore actual performance differs to reported performance due to movements in exchange rates during the year.

ANNUAL REPORT ON REMUNERATION

CONTINUED

Personal objectives

Personal objectives are weighted at 20% of the executive directors' Annual Bonus potential (a maximum of 30% of base salary). They are comprised of specific issues that should be achieved during the financial year to safeguard the business and contribute to, or form, the essential building blocks of our future long-term strategic priorities. As a result, some details of the executives' objectives cannot be fully disclosed due to their commercial sensitivity. However, the key major themes of the objectives and the executives' broad achievements are summarised below.

CEO – Alistair Cox

Broad themes	Summary of progress
Execute on return to growth plans following the Covid pandemic, including a review of the capital structure, cash and dividend policies.	Group plans were implemented for all key geographies with overall Group investment of c.£20m. Clarity on future strategy has been communicated. These objectives have been fully met. Score 8/8
Welfare of employees including the design of new flexible working policies and plans for return to office	Consultation with all key offices and surveys of employee thoughts around a new working model. Increased flexibility has been introduced around the world with many countries now looking to have five days in the office during a two-week period. Implementation is being staged due to varying levels of Covid cases in each area and employee wellbeing is precedent. This objective has been partially met. Score 3/4
Development of the ED&I strategy across the business	Targets have now been established to increase gender representation in senior leadership positions. Detailed reviews of ED&I issues have been carried out in the UK, USA and Germany and processes and action plans are now being considered. This objective was partially met. Score 3/4
Succession planning	Detailed reviews have taken place regarding key senior management roles. Score 3/4

Overall it was considered that the CEO had met 85% of his objectives. (Score 17/20)

CFO – Paul Venables

Broad themes	Summary of progress
Manage and coordinate a number of changes to the senior global finance teams without any adverse impact on the control environment. Continue the proactive development of key finance members as part of the overall finance succession plan.	A number of changes were made as planned with all roles filled by strong internal candidates and with seamless transition and no control issues. Strong progress achieved on the overall finance succession planning process and development of key individuals. Score 4/4
Complete the development and roll-out of a remote auditing programme on a global scale to ensure Internal Audit can continue to carry out its global work programme. Following the promotion of the team members into line finance roles, manage the effective rebuild of the function and ensure audit quality and frequency is maintained throughout.	These objectives were fully achieved. Score 4/4
Complete the development and implementation of key finance systems into Canada & HK, the roll-out of a global Power BI solution and further develop the advanced automation strategy for our main finance centres.	The systems and Power BI programmes were fully implemented, and good progress has been made on automation and rolled into a comprehensive review of our back-office functions started during the year. Score 3/4
Oversee and support the finance operational improvement plan for Germany including the upskilling of SSC Management.	Management upskilling achieved and good progress on all major projects achieved during the year. Score 3/4
Execute on a number of Group related projects including the review of the capital structure, cash and dividend policies, active role in the design of and monitoring of the return to growth plans, German tax structure post-Brexit and other projects.	All key projects designed and implemented. Score 3/4

Overall, it was considered that the CFO had met 85% of his objectives. (Score 17/20)

1.1.6 PSP – note 6

Policy summary

- The 2018 (FY19) PSP was granted under the Policy approved at the November 2017 AGM.
- Maximum potential for executive directors was 150% of base salary at grant.
- KPIs were focused on long-term sustainability and shareholder returns.

- Performance period was three years which is followed by a two-year Holding Period.
- Threshold performance equates to 25% of the award.
- Award is subject to Malus provisions prior to vesting and Clawback provisions for up to two years post-vesting during the Holding Period.

What has happened

50% of the 2018 (FY19) award vested in 2021. No Malus was exercised.

PSP 2018 (granted in FY19) vesting in 2021

The value of the 2018 PSP (vesting in September 2021) is based on a share price of £1.6572 which was calculated using an average for the final quarter of the financial year in accordance with the Regulations as the vesting will occur after the date of this Report. The share price on award was £2.058 being the closing price on the day preceding the grant date. The award vested at 50% of the maximum.

See page 96 for detailed information on performance against targets.

Executive director	Value £000s in Single Figure based on share price of £1.6572	Restatement
2021		
Alistair Cox	505	Value will be restated in FY22 report when vesting share price is known.
Paul Venables	364	

Details of PSP 2018 (granted in FY19) vesting in 2021

This PSP was granted under the Policy approved by shareholders in 2017.

The performance metrics and objectives	Assessment	Achievement and what happens now
<p>Three-year plan Performance period: 1 July 2018 to 30 June 2021.</p> <p>Granted: 12 September 2018 and will vest on 12 September 2021.</p> <p>Vesting will be followed by a two-year Holding Period.</p> <p>Performance Metrics 30% on cumulative earnings per share (EPS): focuses on longer-term shareholder returns.</p> <p>50% on Cumulative Cash Conversion focuses on ongoing business cash efficiency, whatever the trading circumstances of the Company.</p> <p>20% on relative total shareholder return (TSR): Ranks the performance of Hays against a sector group of comparator companies:</p> <p>Adecco SA Kelly Services Inc Manpower Inc Page Group plc Randstad Holdings nv Robert Half International Inc Robert Walters plc SThree plc</p>	<p>Cumulative Earnings Per Share is the consolidated basic earnings per share of the Group for each financial year cumulative over the performance period, as calculated based on the accounting standards in place when issued. Goodwill impairments arising from acquisitions prior to 30 June 2006 are excluded from the earnings per share calculation.</p> <p>The Committee may make adjustments to the calculations of cumulative earnings per share, including taking into account unusual or non-recurring items that do not reflect underlying performance.</p> <p>It should be noted that the EPS targets for the 2018 award were set prior to the pandemic and therefore reflected a very different economic outlook which, in practice, was unachievable due to the impact of Covid-19 on FY20 and FY21 results.</p> <p>Cumulative Cash Conversion three-year Cash Conversion is the cumulative operating cash flow of the Group prior to deducting net capital expenditure items stated as a percentage of cumulative operating profit before exceptional items.</p> <p>TSR for each company measures the change in value (in Sterling terms) of a notional shareholding (including dividends) in that company based on dealing days in the three-month period prior to the start and end of the performance period. The TSR for Hays' shares is ranked against the respective TSR performance of the comparator group.</p> <p>Vesting will be subject to satisfactory financial performance over the performance period as determined by the Committee.</p>	<p>Alistair Cox Awarded 548,621 shares in 2018. 50% of the award has vested.</p> <p>304,812 shares are due to vest in September 2021 which includes accrued dividend equivalent shares.</p> <p>This equates to a value of £505,133 using a preliminary share price of £1.6572 – see page 96.</p> <p>Paul Venables Awarded 395,555 shares in 2018. 50% of the award has vested.</p> <p>219,768 shares are due to vest in September 2021 which includes accrued dividend equivalent shares.</p> <p>This equates to a value of £364,199 using a preliminary share price of £1.6572 – see page 96.</p> <p>Notes The Committee is satisfied that out-turns suitably reflect performance over the period.</p> <p>These values will be restated in FY22's Report once the final share price is known.</p> <p>Vested shares for both Alistair and Paul will now be subject to a two-year Holding Period.</p>

ANNUAL REPORT ON REMUNERATION

CONTINUED

Actual results

PSP 2018 (granted in FY19) vesting in 2021 (audited)

The share price used to calculate the award was £2.058, being the closing price on the day preceding the grant date.

Performance period	1 July 2018 to 30 June 2021							
Grant date	12 September 2018							
Vest date	12 September 2021 followed by two-year Holding Period							
Performance condition	Weighting	Threshold performance required	Maximum performance required	PSP value as % of salary for:			Actual performance	PSP Value achieved as % of base salary
				Below threshold	Threshold	Maximum		
Relative TSR ⁽¹⁾	20%	Median of the comparator group	Upper quartile of the comparator group	0	7.5%	30%	Below median	0%
EPS ⁽²⁾	30%	37.31p	43.69p	0	11.25%	45%	20.87p	0%
Cash Conversion	50%	71%	101%	0	18.75%	75%	134.31%	75%
Total	100%			0	37.50%	150%		75%
					25% of award	100% of award		50% of award

(1) TSR is measured against a bespoke comparator group, with vesting subject to satisfactory financial performance as determined by the Committee.

The comparator group is Adecco SA, Kelly Services Inc, Manpower Inc, Page Group, Randstad Holdings nv, Robert Half International Inc, Robert Walters plc and SThree plc.

(2) The Committee took into account the following factors when setting the EPS targets:

- Budget (the setting of which is a robust and transparent process):
 - Company budget for FY19 and the expectations for performance;
 - Strategic direction of the business over the period covered by the PSP award; and
 - Market conditions and visibility of future trading;
- Analysts' forecasts; and
- Threshold and maximum ongoing growth expectations for years two and three are set around a fixed range.

Notes:

There is a two-year Holding Period post-vesting for any shares that vest as a result of performance conditions being met.

The award is subject to Malus for the three-year Performance Period and Clawback during the two-year Holding Period. The Malus and Clawback provisions are:

- Material misstatement resulting in an adjustment to the audited accounts;
- Incorrect assessment of any performance conditions or award calculations due to an error or misleading information; and
- Fraud and Gross misconduct.

Name	% of FY19 salary awarded	Face value at award £000s	Share price at award £	Maximum number of shares excluding dividends	Maximum number of shares including dividend equivalent shares	Number of shares that vested including dividend equivalent shares	Vest date	Release date	Value (figure shown in Single Figure of Remuneration) £000s ⁽¹⁾	2017 award that vested in 2020 as stated in the FY20 Single Figure £000s	2017 award value restated using share price at vest date £000s ⁽²⁾
Alistair Cox	150	1,129	2.058	548,621	609,625	304,812	12 September 2021	12 September 2023	505	368	439
Paul Venables	150	814	2.058	395,555	439,538	219,768	12 September 2021	12 September 2023	364	265	317

(1) The value of the 2018 PSP is based on a share price of £1.6572 which was calculated using an average for the final quarter of the 2021 financial year in accordance with the Regulations as the vesting will occur after the date of this report.

(2) The value of the 2017 PSP disclosed in the 2020 Single Figure was based on a share price of £1.1135 which was calculated using an average for the final quarter of the 2020 financial year in accordance with the Regulations as the vesting occurred after the date of the Report. The share price on award was £1.872. The actual share price on the date of vesting was £1.33. The date of vesting was 21 November 2020 but, as this fell on a Saturday, the previous day's price on 20 November 2020 has been used. This price has been used to restate the value of the 2017 PSP awards in the Single Figure for 2020 in the table above and the Single Figure table on page 90. Please note that no shares were released on this date. The shares that vested were placed into their two-year Holding Period.

Performance conditions

The Committee believes that the performance conditions for all incentives:

- Are suitably demanding;
- Have regard to business strategy;
- Incorporate an understanding of business risk;
- Consider shareholder expectations; and
- Take into account, to the extent possible, the cyclicity of the recruitment markets in which the Group operates.

To the extent that any performance condition is not met, the relevant part of the award will lapse. There is no re-testing of performance.

PSP 2017 (granted in FY18) vesting in 2020

The value of the 2017 PSP (which vested in 2020 and was disclosed in the 2020 Single Figure) was based on a share price of £1.1135 which was calculated using an average for the final quarter of the 2020 financial year in accordance with the Regulations as the vesting occurred after the date of the Report. The share price on award was £1.872. The actual share price on the date of vesting on 21 November 2020 was £1.33 (as 21 November 2020 was a Saturday, the price on the preceding day 20 November 2020 has been used). This price has been used to restate the value of the 2017 PSP awards in the Single Figure for 2020 in the table above and the Single Figure table on page 90. No shares were actually released but entered their two-year Holding Period.

£000s Executive director	Value in 2020 Single Figure based on share price of £1.1135	Value restated based on actual share price at vesting of £1.33
2020		
Alistair Cox	368	439
Paul Venables	265	317

1.2 Non-executive directors' FY21 fees (audited)

The table below shows the current fee structure and actual fees paid in FY21. There were no taxable benefits paid in FY21 or FY20.

£000s Non-executive director	Andrew Martin ⁽¹⁾	Peter Williams	Susan Murray	MT Rainey	Torsten Kreindl	Cheryl Millington
Chairman						
	SID					
	R	R	R	R	R	R
N	N	N	N	N	N	N
	A	A	A	A	A	A
	WE					
Total fee FY21	224	82	71	71	58	58
Total fee FY20	219	80	69	69	57	57

(1) Andrew Martin purchased shares as part of the equity raise in 2020. As the amount paid was marginally lower than the share price on the day, Andrew was deemed to have received a taxable benefit. This represented £281.

Key – positions held during FY21

R	Remuneration Committee member
A	Audit Committee member
N	Nomination Committee member
SID	Senior Independent Director
RNA	Chair of relevant Committee
WE	Chair of Workforce Engagement

The annual Base Fee for FY21 was £57,963.

The annual fee for being Chair of a Committee and for Chair of Workforce Engagement was £13,000.

The annual fee for SID was £11,000.

There is no additional Committee Chair fee for the Nomination Committee.

ANNUAL REPORT ON REMUNERATION

CONTINUED

Section 2 – Long-term value creation

In this section:

2.1 Outstanding deferred Annual Bonus

2.2 Share options

2.3 Outstanding PSP awards

2.4 Statement of directors' shareholdings and share interests

2.5 TSR chart and table

2.6 Payments to past directors/payment for loss of office during FY21

2.1 Outstanding deferred Annual Bonus awards (DAB) (audited)

The table below shows the shares held under the DAB and those that were awarded or vested during FY21. The shares that vested related to deferred Annual Bonus from previous years. There were no shares awarded in FY21 as no Annual Bonus was awarded for FY20. Dividend equivalent shares which accrue under the DAB have been included in the table below.

There are no further performance conditions.

Name	Awards outstanding at 1 July 2020 ⁽¹⁾	Dividend equivalents accrued to date	Awards granted in FY21 ⁽²⁾	Grant price (market price at date of award)	Face value of award granted in FY21 (at grant price)	Dividend equivalent shares accrued to date	Awards vesting in FY21	Awards outstanding as at 30 June 2021
Alistair Cox	630,658	67,109	0	n/a	0	0	210,494	487,273
Paul Venables	454,703	48,382	0	n/a	0	0	151,763	351,322

(1) The opening balance shows number of shares at award and not any accrued cumulative dividend equivalents.

(2) No awards were granted as no bonus was awarded for FY20.

2.2 Share options

Both executive directors participate in the UK Sharesave Scheme (approved by HMRC) on the same terms as other eligible employees.

The following table shows outstanding options over Ordinary shares held by the executive directors during the year ended 30 June 2021.

Name	Scheme date of grant	Balance 1 July 2020	Granted during 2021	Exercised	Lapsed/Cancelled	Balance 30 June 2021	Option price £	Exercise date	Market price on date of exercise £	Gain £000s	Date from which exercisable	Expiry date
Alistair Cox	31 March 2017	6,293	–	–	6,293	0	1.43	–	–	–	1 May 2020	31 October 2020 ⁽¹⁾
Alistair Cox	1 April 2021	–	6,293	–	–	6,293	1.43	–	–	–	1 May 2024	31 October 2024
Paul Venables	31 March 2017	3,776	–	–	3,776	0	1.43	–	–	–	1 May 2020	31 October 2020 ⁽²⁾
Paul Venables	28 March 2019	2,666	–	–	–	2,666	1.35	–	–	–	1 May 2022	31 October 2022
Paul Venables	1 April 2021	–	3,776	–	–	3,776	1.43	–	–	–	1 May 2024	31 October 2024

(1) Alistair Cox received a refund of his savings but the option remained open until 31 October 2020. It then lapsed.

(2) Paul Venables received a refund of his savings. The option lapsed.

2.3 Outstanding PSP awards

The tables below show the outstanding PSP awards where vesting will be determined according to the achievement of performance conditions that will be tested in future reporting periods.

2019 PSP (granted in FY20) vesting 2022 (made under the Policy approved at the November 2017 AGM)

The share price used to calculate the award is £1.518, being the closing price on the day preceding the grant date.

Performance period	1 July 2019 to 30 June 2022
Grant date	12 September 2019
Vest date	12 September 2022 followed by a two-year Holding Period

Performance condition	Weighting	Threshold performance required (25% of the elements vest) Median of the comparator group	Maximum performance required (100% of elements vest) Upper quartile of the comparator group	PSP value as % of salary for:		
				Below threshold	Threshold	Maximum
Relative TSR ⁽¹⁾	20%			0	7.5%	30%
EPS ⁽²⁾	30%	33.59p	39.34p	0	11.25%	45%
Cash Conversion	50%	71%	101%	0	18.75%	75%
Total	100%			0	37.50%	150%
					25% of award	100% of award

Name	% of FY20 salary awarded	Face value at award £000s	Share price at award £	Maximum number of shares	Threshold number of shares (25%)
Alistair Cox	150	1,152	1.518	758,659	189,664
Paul Venables	150	830	1.518	546,992	136,748

(1) TSR is measured against a bespoke comparator group, with vesting subject to satisfactory financial performance as determined by the Committee. The comparator group for FY20 is: Adecco SA, Kelly Services Inc, Manpower Inc, Page Group, Randstad Holdings nv, Robert Half International Inc, Robert Walters plc and SThree plc.

(2) The Committee took into account the following factors when setting the EPS targets for the award:

- Budget (the setting of which is a robust and transparent process):
 - Company budget for FY20 and the expectations for performance;
 - Strategic direction of the business over the period covered by the PSP award; and
 - Market conditions and visibility of future trading;
- Analysts' forecasts; and
- Threshold and maximum ongoing growth expectations for years two and three are set around a fixed range.

In setting the EPS target (which represents 30% of the PSP award) for the FY20 PSP award, noting that the mechanics for this are consistent with prior years, it is recognised that the target range is lower in absolute terms than the target applied to the awards made in FY19. However, the Committee is comfortable that these targets are no less challenging in relative terms than the targets applied to the FY19 PSP awards and are broadly consistent with external forecasts at that time when adjusted for IFRS 16/IAS 19 pension charge.

Notes:

There is a two-year Holding Period post-vesting for any shares that vest as a result of performance conditions being met.

The award is subject to Malus for the three-year Performance Period and Clawback during the two-year Holding Period.

The Malus and Clawback provisions are:

- Material misstatement resulting in an adjustment to the audited accounts;
- Incorrect assessment of any performance conditions or award calculations due to an error or misleading information; and
- Fraud and Gross misconduct.

ANNUAL REPORT ON REMUNERATION

CONTINUED

2020 PSP (granted in FY21) vesting in 2023 (made under the Policy approved at the November 2020 AGM)

As stated on page 116 of the Directors' Remuneration Report for FY20, given the complex challenges of Covid-19 we delayed the target setting for the 2020 PSP awards to ensure they were sufficiently robust and stretching. In line with the guidance published by the Investment Association, the Remuneration Committee agreed to disclose the targets within six months of the publication of the FY20 Annual Report & Financial Statements. The 2020 PSP targets were disclosed on the Hays plc website in line with this guidance.

The Committee recognises that the EPS target range is lower in absolute terms than the target applied in the previous year's grant. However, given the impact of Covid-19 on the global economy and our business and the level of uncertainty on the trajectory of economic recovery at the time, the Committee is comfortable that these targets were challenging in relative terms when taking into account market expectations when the targets were set. The Committee will consider the final outcomes at the end of the performance period and weigh them against the context of overall business performance and market conditions to ensure they are a fair and appropriate reflection of performance.

Performance period	1 July 2020 to 30 June 2023					
Grant date	20 November 2020					
Vest date	20 November 2023 followed by a two-year Holding Period					
Performance condition	Weighting	Threshold performance required (25% of the elements vest)	Maximum performance required (100% of the elements vest)	PSP value as % of salary for:		
				Below threshold	Threshold	Maximum
Relative TSR ⁽¹⁾	20%	Median of the comparator group	Upper quartile of the comparator group	0	7.5%	30%
EPS ⁽²⁾	30%	4.54p	7.34p	0	11.25%	45%
Cash Conversion	50%	71%	101%	0	18.75%	75%
Total	100%			0	37.50%	150%
					25% of award	100% of award

Name	% of FY21 salary awarded	Face value at award £000s	Share price at award £	Maximum number of shares	Threshold number of shares (25%)
Alistair Cox	150	1,152	1.345	856,241	214,060
Paul Venables	150	830	1.345	617,348	154,337

The award was made under the Policy approved by shareholders at the November 2020 AGM. Although the Policy allows for a grant of up to 200% of salary, it was agreed that a grant of 150% of salary would be made for FY21 to take into account the business and economic conditions and impact on key stakeholders arising from the Covid-19 pandemic.

- (1) TSR is measured against a bespoke comparator group, with vesting subject to satisfactory financial performance as determined by the Committee. The comparator group for the FY21 award is: Adecco SA, Kelly Services Inc, Manpower Inc, Page Group, Randstad Holdings nv, Robert Half International Inc, Robert Walters plc and SThree plc.
- (2) The Committee took the following into account when setting the EPS targets:
- EBIT Budget (the setting of which is a robust and transparent process):
 - Company EBIT Budget for FY21 and the expectations of EBIT performance for years two and three;
 - * Threshold and maximum growth expectations for years one, two and three have been set around a fixed range each year.
 - * In addition, due to the volatility of the composition of Group profitability by Geography across the Group, a fixed tax rate has been applied each year when converting from EBIT to EPS.
 - Strategic direction of the business over the period covered by the PSP award;
 - Market conditions and visibility of future trading; and
 - Analysts' forecasts.

Notes:

There is a two-year Holding Period post-vesting for any shares that vest as a result of performance conditions being met. The award is subject to Malus for the three-year performance period and Clawback during the two-year Holding Period.

The Malus and Clawback provisions are:

- Material misstatement resulting in an adjustment to the audited accounts;
- Incorrect assessment of any performance conditions or award calculations due to an error or misleading information;
- Fraud and Gross misconduct; and
- Severe reputational damage and corporate failure.

2.4 Statement of directors' shareholdings and share interests (audited)

Policy summary

- Shareholding requirements in operation at Hays are currently 200% of base salary for both the Chief Executive and the Group Finance Director. Both are required to build up their shareholdings over a reasonable amount of time which would normally be five years.
- Post-employment shareholding guidelines also apply.

What has happened

The number of shares of the Company in which current directors had a beneficial interest and details of long-term incentive interests as at 30 June 2021 are set out in the table below.

Name	Shareholding requirement % of salary	Number of shares owned outright/ vested shares	Share price as at 30 June 2021	Base salary as at 1 July 2020	Actual share ownership as % of base salary	Guidelines met
Alistair Cox	200%	4,021,958	£1.586	£767,763	831%	Yes
Paul Venables	200%	1,471,526	£1.586	£553,556	422%	Yes

Shares used for the above calculation exclude those with performance conditions, i.e. those awarded under the PSP which are still within their Performance Period, any unexercised options, those shares subject to a period of deferral and any shares held in a private Trust where the executive director is not a Trustee. They include vested shares where the executive directors have beneficial ownership, shares independently acquired in the market and those held by a spouse or civil partner or dependant child under the age of 18 years. The executive directors' total shareholdings, including shares subject to deferral and including accrued dividend equivalents to 30 June 2021, but excluding Sharesave options, are shown below. For reference, their Sharesave options are shown in the table under 2.2 on page 98.

Name	Number of owned outright/ vested shares	Value of owned outright/ vested shares ⁽²⁾ £	Number of shares subject to deferral/ holding period ⁽¹⁾	Value of shares subject to deferral/ holding period ⁽²⁾ £	Number of total vested and unvested shares (excludes any shares with performance conditions)	Value of total vested and unvested shares (excludes any shares with performance conditions) ⁽²⁾ £	Share ownership as % of base salary using vested and unvested shares	PSP share interests including dividends subject to performance conditions
Alistair Cox	4,021,958	£6,378,825	817,721	£1,296,905	4,839,679	£7,675,731	1,000%	2,263,395
Paul Venables	1,471,526	£2,333,840	589,574	£935,064	2,061,100	£3,268,905	591%	1,631,903

(1) Unvested shares will be subject to payroll deductions for tax and social security on vesting. Number includes dividend equivalent shares to date.

(2) Share price as at 30 June 2021 and used in the above table was £1.586.

There have been no changes to the above holdings as at the date of this Report.

The table below shows the NEDs' shareholdings as at 30 June 2021 – this table has been audited.

Non-executive director	Shares held at 30 June 2021	Shares held at 30 June 2020
Andrew Martin	190,088	190,088
Peter Williams	46,806	46,806*
Susan Murray	4,000	4,000
MT Rainey	48,845	48,845
Torsten Kreindl	-	-
Cheryl Millington	-	-

There have been no changes to the above holdings for current NEDs as at the date of this Report.

* Peter Williams' shares for FY20 now reflect spouse shareholdings.

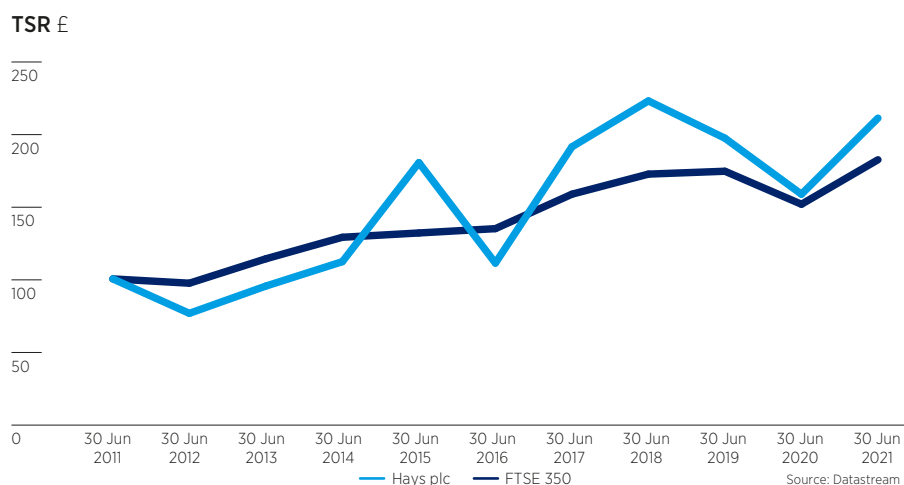
ANNUAL REPORT ON REMUNERATION

CONTINUED

2.5 Total Shareholder Return (TSR)

The graph shows the value of £100 invested in the Company's shares compared to the FTSE 350 Index. The graph shows the total shareholder return generated by both the movement in share value and the reinvestment over the same period of dividend income. The Committee considers that the FTSE 350 is the appropriate index because the Company has been a member of this index throughout the period.

This graph has been calculated in accordance with the Regulations.



Chief Executive historical remuneration

The table below sets out the total remuneration delivered to the Chief Executive over the last ten years, valued using the methodology applied to the total single figure of remuneration.

The 2020 figure has been restated to take into consideration the actual share price on date of PSP vesting.

Chief Executive	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Total Single Figure (£000s)	1,328	2,012	2,826	3,996	2,796	2,993	3,009	2,666	1,468	2,586
Annual Bonus payment level achieved (% of maximum opportunity)	37%	95%	98%	98%	66%	93%	97%	49%	0%	97%
PSP vesting level achieved (% of maximum opportunity)	0%	22%	50%	100%	86%	60%	55%	70%	50%	50%
DAB match vesting level achieved (% of maximum opportunity)	60%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

2.6 Payments to past directors/payment for loss of office during FY21

There were no payments made in relation to either of the above in the financial year 2021.

Section 3 – Remuneration in the broader context

In this section:

3.1	Remuneration for employees below Board	3.3	CEO vs Employee Pay Ratio
3.2	Change in Board remuneration compared to other employees	3.4	External appointments
		3.5	Relative importance of spend on pay

3.1 Remuneration for employees below Board

Our remuneration philosophy is cascaded throughout the organisation. Members of the Management Board are deemed 'specified individuals' under the Remuneration Committee's Terms of Reference and therefore have their remuneration set by the Committee. Our Management Board has an Annual Bonus scheme that is measured against Group and Regional financial targets and personal and strategic objectives. Of any award, 50% is usually deferred into shares for three years and subject to Malus provisions. The cash element is usually subject to Clawback provisions for three years. Members of the Management Board also usually participate in the Performance Share Plan (PSP) with the same performance conditions as the executive directors.

Employees below the Management Board receive salary and benefits which are benchmarked to the local markets and countries in which they work. These are reviewed annually. There is a strong tie of reward to performance which is recognised through annual bonuses, commission or other non-financial recognition. Employees who hold key strategic positions or are deemed critical to the business through their performance are also offered the opportunity to participate in the Performance Share Plan with performance conditions normally based on Group EPS results measured over one year. Any shares that crystallise at the end of the performance period have a further two-year Holding Period prior to vesting. During this time there is also a personal performance underpin. In addition, nine countries offer a Sharesave plan to employees. A Resolution was passed at the 2016 AGM to enable the introduction of a US Stock Purchase Plan for employees in the USA and this was launched in FY19.

As stated in our Remuneration Policy, each year, prior to reviewing the remuneration of the executive directors and the members of the Management Board, the Committee considers a report prepared by the Group Head of Reward detailing remuneration practice across the Group. The report provides a regional overview of how employee pay compares to the market, any material changes during the year and includes detailed analysis of basic pay and variable pay changes within the UK where all of the executive directors and most of the Management Board are based.

While the Company does not currently directly consult with employees as part of the process of reviewing executive pay and formulating the Remuneration Policy, the Company takes account of feedback from the broader employee population on an annual basis using the engagement survey which includes a number of questions relating to remuneration.

MT Rainey is the non-executive director appointed for workforce engagement and she attends various employee events and projects to learn first hand about issues or concerns.

ANNUAL REPORT ON REMUNERATION

CONTINUED

The table below summarises the above.

Principles	Components		
<p>Operate a consistent reward and performance philosophy throughout the business.</p> <p>Provide a balanced package with a strong link between reward and individual and Group performance.</p> <p>Encourage a material, personal stake in the business to give a long-term focus on sustained growth.</p>	<p>Base salary Based on skill and experience and benchmarked to local market.</p>	<p>Annual Bonus Employees who hold positions that influence the business strategy and direction, or hold key roles that have a direct effect on business results, have annual bonuses based on a combination of Group, Regional and/or local business targets and personal or strategic objectives.</p> <p>For members of the Management Board, 50% of any bonus earned is usually deferred into shares for three years and is subject to Malus.</p>	<p>Performance Share Plan (PSP) and Sharesave Members of the Management Board usually participate in the same PSP Plan as executive directors subject to Remuneration Committee approval. The PSP is subject to Malus and Clawback provisions.</p> <p>Management Board members are encouraged to retain shares.</p> <p>Below the Management Board, broadly 350 key employees each year participate in a PSP which has a one-year performance period and two-year holding period. Financial targets are normally based on Group EPS results.</p> <p>Nominations are reviewed and approved by the Remuneration Committee.</p> <p>Employees in nine countries can participate in a Sharesave scheme with the option to purchase shares after three years. A US Stock Purchase Plan for employees in the USA was launched in FY19.</p>
	<p>Benefits Benchmarked to local market and can include pension, life assurance, health cover and discounted voluntary benefits.</p> <p>In the UK the executive directors participate in the same plans as other UK employees.</p> <p>During FY21 Volunteering Days were introduced worldwide with every employee globally given at least one paid Volunteering Day per year to allow them to give back to the communities in which they live and work.</p>	<p>Commission Client-facing employees have annual bonuses based on personal objectives and/or commission directly related to personal business performance.</p>	<p>Your Voice Survey An annual global employee engagement survey is conducted across all Hays' employees in all countries to ascertain overall engagement. This includes a number of questions relating to remuneration.</p>
Timeline			
Fixed			
Variable			
Long-term/Ongoing			

3.2 Change in Board's remuneration compared to other employees

The following table sets out the change in the remuneration paid to Board Directors from FY20 to FY21 compared with the average percentage change for Hays plc employees. Hays plc only employs the CEO and CFO and has contracts for services for the Chairman and non-executive directors.

The executive directors' remuneration disclosed in the table below has been calculated to take into account base salary, taxable benefits (excluding allowance in lieu of pension), and Annual Bonus (including any amount deferred).

The reasons for the increases from FY20 to FY21 are due to:

- A reduction in salaries and fees for FY20 – executive directors and non-executive directors, including the Chairman, took a 10% reduction in their salaries and fees for the last three months of FY20. There were no increases to salaries or fees for FY21 and therefore there would be zero increase based on full salaries and fees.
- No bonuses were paid to the executive directors in FY20, as explained in our FY20 Annual Report. A bonus has been paid in FY21.
- There is a slight change in benefits for the executive directors between FY20 and FY21. Life assurance premiums changed but there is no change to actual cover. Alistair Cox changed to an electric car and therefore his car benefit has reduced.
- Non-executive directors do not receive bonus or benefits.

	% change in salary/fee FY21 vs FY20	% change in taxable benefits FY21 vs FY20	% change in Annual Bonus FY21 vs FY20	% change in salary/fee FY20 vs FY19 ⁽³⁾	% change in taxable benefits FY20 vs FY19	% change in Annual Bonus FY20 vs FY19
Chief Executive – Alistair Cox	2.5%	-16%	100%	-1.0%	0%	-100%
Group Finance Director – Paul Venables	2.6%	2.6%	100%	-1.0%	-7.0%	-100%
Chairman – Andrew Martin	2.3%	n/a	n/a	7.0%	n/a	n/a
SID and Chair of Audit Committee – Peter Williams	2.5%	n/a	n/a	18.0%	n/a	n/a
Chair of Remuneration Committee – Susan Murray	2.9%	n/a	n/a	-1.0%	n/a	n/a
Chair of Workforce Engagement – MT Rainey	2.9%	n/a	n/a	13.0%	n/a	n/a
NED – Cheryl Millington ⁽²⁾	1.8%	n/a	n/a	0%	n/a	n/a
NED – Torsten Kreindl	1.8%	n/a	n/a	0%	n/a	n/a
Employees of Hays plc ⁽¹⁾	n/a	n/a	n/a	n/a	n/a	n/a

(1) Hays plc only employs the CEO and CFO and has contracts for services for the Chairman and non-executive directors. There are no other employees in Hays plc.

(2) Cheryl Millington joined the Board on 17 June 2019.

(3) Where increases are shown over FY19 this is due to the fact that some NEDs took on extra responsibilities part way through FY19 but FY20 represents a full year of the associated fee.

3.3 CEO vs Employee Pay Ratio

This is the second year that we have been required to disclose the ratio of CEO remuneration to that of our employees at the median, 25th and 75th percentiles. The table below shows the overall positions:

	£000s		
FY21 CEO Single Figure of Remuneration as shown on page 90.	2,586		
	25th percentile	Median	75th percentile
CEO vs Employee Pay Ratio – Methodology A	92:1	65:1	40:1
Employee total remuneration for FY21	£27,974	£39,781	£65,068
Employee base salary for FY21	£26,500	£26,599	£35,800

	£000s		
FY20 CEO Single Figure of Remuneration as shown on page 98	1,397		
	25th percentile	Median	75th percentile
CEO vs Employee Pay Ratio – Methodology A	53:1	36:1	22:1
Employee total remuneration for FY20	£26,570	£38,397	£62,847
Employee base salary for FY20	£24,500	£27,500	£35,800

We are committed to providing a total reward package for our employees that is competitive. The structure of remuneration for employees is shown on page 104. We anticipate that the ratio may vary significantly year to year as it will be influenced by the level of variable pay earned such as commission and Annual Bonus and, in the case of PSP awards, by the level of vesting and share price fluctuation. This variation in remuneration will apply to both employees and the CEO. A greater proportion of the package is variable at senior levels. The median pay ratio therefore reflects the pay, reward and progression policies.

ANNUAL REPORT ON REMUNERATION

CONTINUED

The ratio has increased in FY21 due to the fact that the CEO received an FY21 Annual Bonus payment. Although the formulaic outcome of the FY20 annual bonus would have delivered a payment, the Committee agreed with the executive directors that it would have been inappropriate to make any payment for FY20 due to the effects of the pandemic on Hays' key stakeholders. No bonus was therefore awarded in relation to FY20.

In calculating the ratio, we have used methodology A, that is the same method that used for the CEO Single Figure of Remuneration, as this is felt to be the most accurate calculation and allows for a like-for-like comparison.

The UK employees included in the calculation are those who have been employed for the full FY21 and part-time employees have been pro-rated to full-time equivalents to enable a realistic comparison as required under the legislation. We have excluded leavers and joiners during the year as it is felt these would not allow an accurate reflection of the figures.

3.4 External appointments

The Company considers that certain external appointments can help to broaden the experience and contribution to the Board of the executive directors. Any such appointments are subject to prior agreement by the Company and must not be with competing companies. Subject to the Company's agreement, any fees may be retained by the individual.

For the 12 months ended 30 June 2021, the fees earned and retained by the executive directors were as follows:

- Alistair Cox: Alistair holds no external appointments.
- Paul Venables: Paul holds no external appointments.

3.5 Relative importance of spend on pay

The table below sets out the relative importance of the spend on pay in FY21 and FY20 compared with other disbursements. All figures are taken from the relevant Hays Annual Report.

	Disbursements from profit in FY21 £m	Disbursements from profit in FY20 £m	% change
Profit distributed by way of dividend	170.5	0.0*	100%
Overall spend on pay including directors	624.5	665.4	-6.0%

* There were no dividend payments in FY20.

Section 4 – Statement of implementation of Remuneration Policy in the following financial year

In this section:

4.1 Executive directors

4.2 Non-executive directors

4.3 Voting outcome

Below are the Remuneration Policy decisions for FY22. These are in line with the Policy approved by shareholders at the November 2020 AGM.

4.1 Executive directors

Summary

Position	Name	Base salary from 1 July 2021	Maximum bonus potential as % of salary	Maximum PSP award as % of salary	Benefits and pension
CEO	Alistair Cox	£783,118	150%	200%	Pension is 20% of salary
CFO	Paul Venables	£564,627	150%	200%	Pension is 20% of salary
		Salaries were increased by 2% for FY22. This was in line with the budget for other UK eligible employees.	See below for performance conditions	See grant summary below	

Bonus performance conditions

The weighting of the performance conditions remain as follows for FY22:

Performance condition	Weighting	
Financial (profit and cash)	80%	The operation of the Bonus Plan is as set out in the Remuneration Policy in the FY20 Annual Report. It should be noted that the Committee views the disclosure of the actual performance targets as commercially sensitive. The Committee will aim to provide retrospective disclosure of the performance targets to allow shareholders to judge the bonus earned in the context of the performance delivered. In some instances, the detail of certain personal objectives may continue to be commercially sensitive for an extended period.
Personal	20%	
Total	100%	

Of any award, 50% will be deferred into shares and held for three years from the date of award and will be subject to Malus conditions for the three-year holding period.

Any cash award is subject to Clawback conditions for three years from the date of award. The Malus and Clawback provisions are:

- Material misstatement resulting in an adjustment to the audited accounts;
- Incorrect assessment of any performance conditions or award calculations due to an error or misleading information;
- Fraud and Gross misconduct;
- Severe reputational damage; and
- Corporate failure.

ANNUAL REPORT ON REMUNERATION

CONTINUED

2021 PSP (to be granted in FY22) vesting in 2024, followed by a two-year Holding Period (to be made under the Policy approved by shareholders at the November 2020 AGM)

The Remuneration Committee is keen to spend appropriate time calibrating and reviewing the targets for the FY22 PSP awards to ensure that they are sufficiently robust and stretching. Therefore, the Committee is still in the process of finalising targets for this FY22 award. We currently intend to publish details of the targets for the FY22 PSP on the Company website, in advance of the AGM, with a view to allowing sufficient time for investors to see them prior to the AGM.

Performance period		1 July 2021 to 30 June 2024				
Vest date		Three years from Grant date followed by a two-year Holding Period				
Performance condition	Weighting	Threshold performance required	Maximum performance required	PSP value as % of salary for:		
				Below threshold	Threshold	Maximum
Relative TSR ⁽¹⁾	20%	Median of the comparator group	Upper quartile of the comparator group	0	10%	40%
Cumulative EPS ⁽²⁾	30%	*	*	0	15%	60%
Cash Conversion	50%	*	*	0	25%	100%
Total	100%			0	50%	200%
					25% of award	100% of award

* To be set and disclosed in advance of the AGM.

- (1) TSR is measured against a bespoke comparator group, with vesting subject to satisfactory financial performance as determined by the Committee. The comparator group for the FY22 award is: Adecco SA, Kelly Services Inc, Manpower Inc, Page Group, Randstad Holdings nv, Robert Half International Inc, Robert Walters plc and SThree plc.
- (2) In setting EPS targets, the Committee will take into account the following factors:
 - Budget (the setting of which is a robust and transparent process):
 - Company budget for FY22 and the expectations for performance;
 - Strategic direction of the business over the period covered by the PSP award; and
 - Market conditions and visibility of future trading;
 - Analysts' forecasts; and
 - Threshold and maximum ongoing growth expectations for years two and three.

Notes:

There will be a two-year Holding Period post-vesting for any shares that vest as a result of performance conditions being met.

The award is subject to Malus for the three-year Performance Period and Clawback during the two-year Holding Period.

The Malus and Clawback provisions are:

- Material misstatement resulting in an adjustment to the audited accounts;
- Incorrect assessment of any performance conditions or award calculations due to an error or misleading information;
- Fraud and Gross misconduct;
- Severe reputational damage; and
- Corporate failure.

Shareholding requirements

For FY22 the shareholding requirement for both the CEO and the CFO is 200% of base salary. Both the CEO and CFO already hold above this shareholding – see page 101.

4.2 Non-executive directors

The Committee reviewed the Group Chairman's fee for FY22 and determined that there should be a 2% increase in the base fee which is in line with the budget for other eligible employees in the UK. Base fees for the other NEDs were also increased by 2%. There are no changes to the SID fee or Committee Chair fees. There is no fee for being the Chair of the Nomination Committee. Fees for FY22 are shown below.

Position	Fee for FY22 £000s	Fee for FY21 £000s
Chairman	229	224
Base fee	59	58
Committee Chair (Including fee for NED responsible for workforce engagement)	13	13
SID	11	11

4.3 Voting outcome for the 2020 Remuneration Policy at the 2020 AGM and Annual Report on Remuneration FY20 at the 2020 AGM

Votes	Votes 2020 Policy	%	Votes FY20 Remuneration Report	%
Votes for	1,330,376,148	91.47%	1,451,328,487	99.65%
Votes against	124,075,795	8.53%	5,065,456	0.35%
Votes withheld	2,006,052	–	64,053	–

ANNUAL REPORT ON REMUNERATION

CONTINUED

Section 5 – Governance

In this section:

- 5.1** Remuneration Committee members and attendees
- 5.2** Terms of reference
- 5.3** Meetings in FY21

- 5.4** Advisers to the Remuneration Committee
- 5.5** Engagement with shareholders
- 5.6** Considering risk
- 5.7** General governance

5.1 Remuneration Committee members and attendees

The table below shows the members and attendees of the Remuneration Committee during FY21.

Remuneration Committee members	Position	Comments
Susan Murray	Member from 12 July 2017	Independent
Torsten Kreindl	Member from 1 June 2013	Independent
Peter Williams	Member from 24 February 2015	Independent
MT Rainey	Member from 14 December 2015	Independent
Cheryl Millington	Member from 17 June 2019	Independent

Remuneration Committee attendees	Position	Comments
Andrew Martin	Group Chairman and attended by invitation	Independent upon appointment on 23 July 2018 (member from appointment to Board on 12 July 2017 to date became Chairman).
Alistair Cox	Chief Executive	Attend by invitation but do not participate in any discussion about their own reward.
Paul Venables	Chief Financial Officer	
Other executives	The Group Head of Reward	Attends by invitation as the executive responsible for advising on the Remuneration Policy.
	The Company Secretary	Acts as Secretary to the Committee.
Deloitte	Committee's independent advisers during FY21	Attended by invitation.

No person is present during any discussion relating to his or her own remuneration.

5.2 Terms of reference

The Board has delegated to the Committee, under agreed Terms of Reference, responsibility for the Remuneration Policy and for determining specific packages for the executive directors, the Chairman and other senior executives. The Company consults with key shareholders in respect of the Remuneration Policy and the introduction of new incentive arrangements. The Terms of Reference for the Committee are available on the Company's website, haysplc.com, and from the Company Secretary at the registered office.

5.3 Meetings in FY21

The Committee normally meets at least four times per year. During FY21, it formally met six times as well as having ongoing dialogue via email or telephone discussion. A number of workshops were also held to review the Remuneration Policy. The meetings principally discussed the following key issues and activities:

- Review and Implementation of the Remuneration Policy;
- A review of the basic pay, bonus and PSP awards, financial targets and personal objectives of the executive directors and other senior executives, in particular in relation to the ongoing impact of Covid-19;
- Consideration of the relationship between executive reward and the reward structures in place for other Group employees;
- The ongoing requirements of the revised UK Corporate Governance Code (July 2018);
- A review of the Committee's Terms of Reference; and
- The review of the Gender Pay Gap reporting.

5.4 Advisers to the Remuneration Committee

Deloitte was appointed by the Committee as the independent adviser to the Committee with effect from November 2016 following a competitive tender process. During FY21 Deloitte has advised the Committee on all aspects of the Remuneration Policy for executive directors and members of the Management Board.

The Committee is satisfied that the advice received was objective and independent. Deloitte is a member of the Remuneration Consultants' Group and the voluntary code of conduct of that body is designed to ensure objective and independent advice is given to Remuneration Committees.

Deloitte's total fee for FY21 in relation to Committee work was £66k excluding VAT. While fee estimates are generally required for each piece of work and set fees have been agreed for certain regular work, fees are generally calculated based on time, with hourly rates in line with the level of expertise and seniority of the adviser concerned.

5.5 Engagement with shareholders

The Committee seeks to maintain an active and productive dialogue with investors on developments in the remuneration aspects of corporate governance generally and any changes to the Company's executive pay arrangements in particular. Following consultation, the Committee was pleased to have received strong shareholder support for its 2020 Remuneration Policy proposals, the Resolution for which received a 91.47% vote in favour at the November 2020 AGM.

During the first half of FY21 the Committee continued to proactively liaise with shareholders when considering the Policy renewal. The Committee valued the very constructive and open discussions, the feedback it received and the final strong support. The Committee took shareholder comments into consideration and made adjustments to the Policy in relation to pension proposals. The Committee is appreciative of shareholder support.

5.6 Considering risk

Each year, the Committee considers the executive remuneration structure in the light of its key areas of risk. The Committee takes into consideration whether the achievement of objectives and any payment from plans have taken into account the overall risk profile of the Company when it evaluates the executives' performance.

5.7 General governance

The Directors' Report on Remuneration has been prepared in accordance with Schedule 8 to The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended), the revised provisions of the Code and the Listing Rules.

By order of the Board

Susan Murray

Chair of the Remuneration Committee
25 August 2021

DIRECTORS' REPORT

Hays is incorporated in the UK and registered as a public limited company in England and Wales. Its headquarters are in London and it is listed on the main market of the London Stock Exchange.

Strategic Report

A description of the Company's business model and strategy is set out in the Strategic Report along with the factors likely to affect the Group's future development, performance and position. An overview of the principal risks and uncertainties faced by the Group are also provided in the Strategic Report along with the Company's Section 172 statement.

The Statement of Compliance with the Code for the reporting period is contained in the Governance Report.

Information relating to matters addressed by the Audit, Remuneration and Nomination Committees, which operate within clearly defined terms of reference, are set out within the Audit, Remuneration and Nomination Committee Reports. Information relating to Majority Shareholders can be found on page 74 under Board and stakeholder engagement.

In accordance with Section 414CB of the Companies Act 2006, all of the matters above are incorporated by reference into this Directors' Report.

The purpose of this Report is to provide information to the members of the Company, as a body. The Company, its directors, employees, agents or advisers do not accept or assume responsibility to any other person to whom this document is shown or into whose hands it may come and any such responsibility or liability is expressly disclaimed. This Report contains certain forward-looking statements with respect to the operations, performance and financial condition of the Group. By their nature, these statements involve uncertainty since future events and circumstances can cause results and developments to differ from those anticipated. The forward-looking statements reflect knowledge and information available at the date of preparation of this Report. Nothing in this Report should be construed as a profit forecast.

Related party transactions

Details of the related party transactions undertaken during the reporting period are contained in note 28 to the Consolidated Financial Statements.

Post-balance sheet events

There have been no significant events to report since the date of the balance sheet.

Dividends

No dividends for the financial year ended 30 June 2021 have been paid. The Board recommends the payment of a final dividend of 1.22 pence (2020: nil) per Ordinary share. In addition, the Board is also recommending the payment of a special dividend of 8.93 pence (2020: nil) per Ordinary share. These two dividend payments will represent a total dividend of 10.15 pence (2020: nil) per Ordinary share for the financial year ended 30 June 2021. Subject to the shareholders of the Company approving this recommendation at the 2021 AGM, the final and special dividends will be paid, in aggregate, on 12 November 2021 to those shareholders appearing on the register of members as at 1 October 2021. The ex-dividend date is 30 September 2021.

Financial instruments

Details of the financial instruments used by the Group are set out in notes 19 to 21 to the Consolidated Financial Statements. A general outline of Hays' use of financial instruments is set out in the treasury management section on page 47 of the Finance Director's Review.

Directors

Biographies of the serving directors of Hays are provided on pages 66 and 67 of this Report. They all served on the Board throughout FY21. Peter Williams is the Senior Independent Director and MT Rainey is the Designated NED for Workforce Engagement.

General powers of the directors

The powers of the directors are contained in the Company's Articles of Association (Articles). These powers may be exercised by any meeting of the Board at which a quorum of three directors is present. The power of the Board to manage the business is subject to any limitations imposed by the Companies Act 2006, the Articles or any directions given by special resolution of the shareholders applicable at a relevant time.

The Articles contain an express authority for the appointment of executive directors and provide the directors with the authority to delegate or confer upon such directors any of the powers exercisable by them upon such terms and conditions and with such restrictions as they see fit. The Articles contain additional authorities to delegate powers and discretions to committees and subcommittees.

Directors' powers to allot and buy back shares

The directors have the power to authorise the issue and buy-back of the Company's shares by the Company, subject to authority being given to the directors by the shareholders in general meeting, applicable legislation and the Articles.

Appointment and replacement of directors

Shareholders may appoint any person who is willing to act as a director by ordinary resolution and may remove any director by ordinary resolution. The Board may appoint any person to fill any vacancy or as an additional director, provided that they are submitted for election by the shareholders at the AGM following their appointment. Specific conditions apply to the vacation of office, including cases where a director becomes prohibited by law or regulation from holding office, or is persistently absent from directors' meetings, or if three-quarters of appointed directors request his or her resignation or in the case of mental incapacity or bankruptcy.

Directors' indemnities

The Company continues to maintain third-party directors' and officers' liability insurance for the benefit of its directors. This provides insurance cover for any claim brought against directors or officers for wrongful acts in connection with their positions. The directors have also been granted qualifying third-party indemnities, as permitted under the Companies Act 2006, which remain in force. Neither the insurance nor the indemnities extend to claims arising from fraud or dishonesty and do not provide cover for civil or criminal fines or penalties provided by law.

Directors' interests

Details of the interests of Hays' directors and their connected persons in the Ordinary shares of the Company are outlined in the Remuneration Report.

Share capital

Hays has one class of Ordinary shares which carry no right to fixed income or control over the Company. These shares may be held in certificated or uncertificated form. On 30 June 2021, the Company had 1,682,116,775 fully paid Ordinary shares in issue, of which 5,680,133 Ordinary shares were held in treasury by the Company.

The rights and obligations attaching to the Company's Ordinary shares are contained in the Articles. In brief, the Ordinary shares allow holders to receive dividends and to exercise one vote on a poll per Ordinary share for every holder present in person or by proxy at general meetings of the Company. They also have the right to a return of capital on the winding-up of the Company.

There are no restrictions on the size of holding or the transfer of shares, which are both governed by the general provisions of the Company's Articles and legislation. Under the Articles, the directors have the power to suspend voting rights and the right to receive dividends in respect of Ordinary shares and to refuse to register a transfer of Ordinary shares

in circumstances where the holder of those shares fails to comply with a notice issued under Section 793 of the Companies Act 2006. The directors also have the power to refuse to register any transfer of certificated shares that does not satisfy the conditions set out in the Articles.

The Company is not aware of any agreements between shareholders that might result in the restriction of transfer of voting rights in relation to the shares held by such shareholders.

Treasury shares

As Hays has only one class of share in issue, it may hold a maximum of 10% of its issued share capital in treasury. As at 30 June 2021, 0.34% of the Company's shares were held in treasury. Legislation restricts the exercise of rights on Ordinary shares held in treasury. The Company is not allowed to exercise voting rights conferred by the shares while they are held in treasury. It is prohibited from paying any dividend or making any distribution of assets on treasury shares. Once in treasury, shares can only be sold for cash, transferred to an employee share scheme or cancelled. During the year, the Company purchased 5,763,916 Ordinary shares of 1 pence, representing 0.37% of shares in issue, for a total consideration of £6,337,958, excluding costs. The shares are held in treasury and will be utilised to satisfy employee share-based award obligations. During FY21, Hays transferred 4,470,737 shares out of treasury to satisfy the award of shares under the Company's employee share schemes.

Shares held by the Employee Benefit Trust

The Hays plc Employee Share Trust (the Trust) is an employee benefit trust which is permitted to hold Ordinary shares in the Company for employee share schemes purposes. No shares were held by the Trust as at the year-end. Shares held in the Trust may be transferred to participants of the various Group share schemes. No voting rights are exercisable in relation to shares unallocated to individual beneficiaries.

Dilution limits in respect of share schemes

The current Investment Association (IA) guidance on dilution limits (formerly the responsibility of the Association of British Insurers) provide that the overall dilution under all share plans operated by a company should not exceed 10% over a 10-year period in relation to the Company's share capital, with a further limitation of 5% in any 10-year period on executive plans. The Company's share plans operate within IA recommended guidelines on dilution limits.

Political donations

The Company made no political donations during the financial year ended 30 June 2021 and the Board intends to maintain its policy of not making such payments.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. The financial position of the Group, its cash flows and liquidity position are described in the Finance Director's Review, with details of the Group's treasury activities, long-term funding arrangements and exposure to financial risk included in notes 19 and 20 to the Consolidated Financial Statements.

The Group has sufficient financial resources which, together with internally generated cash flows, will continue to provide sufficient sources of liquidity to fund its current operations, including its contractual and commercial commitments and any proposed dividends. The Group is therefore well-placed to manage its business risks. After making enquiries, the Directors have formed the judgment at the time of approving the financial statements, that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the Going Concern period, being at least 12 months from the date of approval of the Consolidated Financial Statements. For this reason, they continue to adopt the going concern basis of accounting in preparing the Consolidated Financial Statements.

Articles of Association

The Company's Articles may only be amended by special resolution of the shareholders.

It is proposed as a special resolution to adopt new Articles of Association (The New Articles) of the Company in the Company's forthcoming Annual General Meeting (AGM). The purpose of adopting the New Articles is to reflect developments in market practice since the Company's Articles were last amended, which was quite some time ago (November 2009). Due to the nature of the changes, the Company is proposing the adoption of the New Articles rather than making amendments to the current Articles of Association (the 'Current Articles'). The principal changes being proposed in the New Articles are summarised in an Appendix to the Notice of the Annual General Meeting.

A copy of the Current Articles and the proposed New Articles, marked to show all changes proposed, will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the corporate office of the Company at Hays plc, 4th Floor, 20 Triton Street, London NW1 3BF up until the close of the AGM. A copy can be requested from cosec@hays.com up until the conclusion of the AGM.

Disclosure of information to the Auditor

So far as the directors who held office at the date of approval of this Report are aware, there is no relevant audit information of which the external Auditor is unaware and each director has taken all steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the external Auditor is aware of that information.

This confirmation should be interpreted in accordance with Section 418 of the Companies Act 2006.

2021 Annual Report & Financial Statements

On the recommendation of the Audit Committee and having considered all matters brought to the attention of the Board during the financial year, the Board is satisfied that the Annual Report & Financial Statements, taken as a whole, is fair, balanced and understandable. The Board believes that the disclosures set out in the Annual Report provide the information necessary for shareholders to assess the Company's performance, business model and strategy.

Annual General Meeting

The Company's AGM will be held at 12 noon on 10 November 2021 at the offices of UBS, 5 Broadgate, London EC2M 2QS. The Notice of Meeting sets out the resolutions to be proposed at the AGM and gives details of the voting record date and proxy appointment deadline for that Meeting. The Notice of Meeting is contained in a separate circular to shareholders which is being mailed or otherwise provided to shareholders at the same time as this Report.

By order of the Board

Doug Evans

Company Secretary
25 August 2021

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Group financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework', and applicable law). Additionally, the Financial Conduct Authority's Disclosure Guidance and Transparency Rules require the directors to prepare the Group financial statements in accordance with international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union.

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group for that period. In preparing the financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- State whether applicable international accounting standards in conformity with the requirements of the Companies Act 2006 and international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union have been followed for the group financial statements and United Kingdom Accounting Standards, comprising FRS 101 have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;
- Make judgments and accounting estimates that are reasonable and prudent; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the directors, whose names and functions are listed in the Governance report confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 and international financial reporting standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- the Company financial statements, which have been prepared in accordance with United Kingdom Accounting Standards, comprising FRS 101, give a true and fair view of the assets, liabilities, financial position and loss of the Company; and
- the Audit Committee Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that it faces.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Group's and Company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Group's and Company's auditor is aware of that information.

By order of the Board

Alistair Cox
Chief Executive

Paul Venables
Group Finance Director
25 August 2021