

**HAYS PLC**

**COMPANY NUMBER: 2150950**

**RESOLUTIONS PASSED AS SPECIAL BUSINESS AT THE ANNUAL GENERAL  
MEETING HELD ON WEDNESDAY 7 NOVEMBER 2012**

**Resolution 14**

**Ordinary Resolution**

- (a) THAT the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £4,631,860 until the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution (or at the close of business on the date falling 15 months after the passing of this resolution, whichever is earlier), unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before this authority expires which would or might require shares to be allotted, or rights to subscribe for or convert any securities into shares to be granted after the expiry of this authority and the directors of the Company may allot shares and grant rights to subscribe for or convert any securities into shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired;
- (b) THAT, subject to paragraph (c), all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this resolution; and
- (c) THAT paragraph (b) shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any securities into shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

**Resolution 15**

**Special Resolution**

THAT, subject to the passing of Resolution 14 in the Notice, and in place of all existing powers, to the extent unused (other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution) the directors of the Company be generally empowered pursuant to section 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 14 in the Notice, as if section 561(1) of the Act did not apply to such allotment. This power:

- (a) expires at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, (or at the close of business on the date falling 15 months after the passing of this resolution, whichever is earlier), unless previously renewed, varied or revoked by the Company in general meeting but so that the Company may make offers and enter into agreements before this power expires which would or might require equity securities to be allotted after this power expires and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and
- (b) shall be limited to:
  - (i) the allotment of equity securities in connection with an offer of equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholding, and to people who hold other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount of £732,048.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 14 in the Notice” were omitted.

#### **Resolution 16**

##### **Special Resolution**

THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary shares of 1 pence each in the capital of the Company (Ordinary Shares) provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 138,955,815;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 1 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of:
  - (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List of the UK Listing Authority for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
  - (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the current highest independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System (SETS);
- (d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 18 months from the date of the passing of this resolution, whichever is earlier; and
- (e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or part after the expiry of this authority.

#### **Resolution 17**

##### **Special Resolution**

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

#### **Resolution 18**

##### **Ordinary Resolution**

THAT the 2012 Performance Share Plan, the main provisions of which are summarised in Appendix 2 of the Circular and a copy of the rules of which is produced to the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and the directors be and they are hereby authorised to do all acts and things as may be necessary or desirable to carry the same into effect.

Certified a true copy  
This 7<sup>th</sup> day of November 2012

N J A Tsappis  
Deputy Company Secretary  
Hays plc