

ANNUAL GENERAL MEETING ATTENDANCE CARD



PROXY FORM – HAYS PLC 2014 ANNUAL GENERAL MEETING



Hays plc (the Company) invites you to attend the Company's Annual General Meeting (AGM) to be held at the offices of UBS, 100 Liverpool Street, London EC2M 2RH at 12 noon on 12 November 2014. If you wish to attend the AGM please bring this card with you and present it at the registration desk.

If you do not wish to attend the AGM but would like to register your vote, please complete, detach and return the prepaid Proxy Form opposite. Alternatively you can submit your Proxy Form electronically by (i) going to www.sharevote.co.uk using the series of numbers printed under your name on the Proxy Form and following the instructions provided on the website or (ii) if you are a user of the CREST system (including CREST Personal Members), by having an appropriate CREST message transmitted. Please note that your instructions must be received **by no later than 12 noon on 10 November 2014** (i.e. not less than 48 hours (excluding any part of a day which is not a working day) before the time of the AGM).

IMPORTANT:

The following notes relate to the Proxy Form for the Annual General Meeting to be held on Wednesday 12 November 2014.

Note 1:

You may appoint one or more proxies of your choice to exercise all or any of your rights to attend, speak and vote at the AGM provided that each proxy is appointed to exercise rights attached to a different share or shares held by you. The proxy must vote in accordance with your instructions. The Chairman of the AGM is willing to act as your proxy. If you wish to appoint a person other than the Chairman of the meeting as your proxy, please delete the words 'the Chairman of the Annual General Meeting'; add the name of the proxy you wish to appoint in the space provided and initial the alteration. The proxy need not be a member of the Company (but must attend the meeting in person to represent you) and is entitled to vote on any other business which may properly come before the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the name of the proxy, the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.

Note 2:

To appoint more than one proxy, please use a separate Proxy Form for each appointment. Additional Proxy Forms can be obtained by contacting the Registrar, Equiniti, on 0871 384 2843 (calls to this number are charged at 8 pence per minute plus network extras) or, if dialling internationally, on +44 (0) 121 415 7047. The helpline is open Monday to Friday 8.30am to 5.30pm Alternatively you can photocopy the enclosed Proxy Form the required number of times before completing it. When appointing more than one proxy you must indicate the number of shares in respect of which the proxy is appointed. Please also indicate by marking the box provided if the proxy is one of multiple appointments being made.

Note 3:

You may only appoint a proxy using the procedures set out in these notes. Documents or information relating to the appointment of a proxy can also be sent electronically by logging onto www.sharevote.co.uk. You may not use any electronic address provided either in the Proxy Form or any related documents, including the Notice of Meeting, to communicate with the Company for any purposes other than those expressly stated.

Note 4:

To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent (ID RA19) by no later than 12 noon on 10 November 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings, please refer to the CREST Manual. We may treat a proxy appointment sent by CREST as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Note 5:

The Proxy Form must be signed. If necessary, someone else may sign the form on your behalf as your attorney. In the case of joint holders (i) only one need sign, and (ii) the vote of the senior holder who tenders a vote, whether in person or by proxy or (in the case of a corporation) by an authorised representative, will alone be counted. For this purpose seniority will be determined by the order in which the names appear in the Register of Members in respect of the joint holding. In the case of a corporation, the Proxy Form should be executed by a duly authorised officer or person or under its common seal or in any other manner authorised by its constitution.

Note 6:

The completion and return/submission of the Proxy Form will not preclude a registered member from attending, speaking and voting in person at the meeting. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

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Voting ID

Task ID

Shareholder Reference Number

I/We, the undersigned, being (a) member(s) of Hays plc (the Company) HEREBY APPOINT the Chairman of the Annual General Meeting/ [REDACTED] [REDACTED] (see Note 1) to act as my/our proxy to vote for me/us on my/our behalf on any matter which may properly come before the Annual General Meeting of the Company to be held at 12 noon on Wednesday 12 November 2014 and/or any adjournment(s) thereof.

Please indicate your instructions to your proxy by marking an 'X' in the appropriate boxes in black ink like this ☒ next to each resolution. Details of the resolutions are contained in the Notice of Meeting and the explanatory Notes. It should be noted that a Vote Withheld is not a vote in law and will not be counted as a vote For or Against a resolution. If you sign this Proxy Form and return it without any specific directions in respect of any resolution your proxy will vote or abstain on that resolution, in respect of your total holding, at his or her discretion. Your proxy will also have discretion to vote as he or she thinks fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting.

		For	Against	Withheld			For	Against	Withheld
1.	To receive the Directors' and Auditor's Reports and the financial statements	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	12.	To re-elect Torsten Kreindl as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
2.	To approve the Directors' Remuneration Policy	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	13.	To reappoint Deloitte LLP as auditor of the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3.	To approve the Directors' Remuneration Report	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	14.	To authorise the directors to determine the auditor's remuneration	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
4.	To declare a final dividend	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	15.	To authorise the Company to make limited donations to political organisations and to incur political expenditure	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
5.	To re-elect Alan Thomson as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	16.	To authorise the directors to allot shares in the Company	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
6.	To re-elect Alistair Cox as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	17.	To authorise the directors to disapply pre-emption rights*	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
7.	To re-elect Paul Venables as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	18.	To authorise the Company to purchase its own shares*	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
8.	To re-elect Paul Harrison as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	19.	To authorise the calling of a general meeting with 14 clear days' notice*	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
9.	To re-elect Victoria Jarman as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					
10.	To re-elect Richard Smelt as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					
11.	To re-elect Pippa Wicks as a director	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>					

*Special resolution

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0212-064-S

Signature
(See Note 5)

Please mark this box if signing on behalf of the shareholder as Attorney.

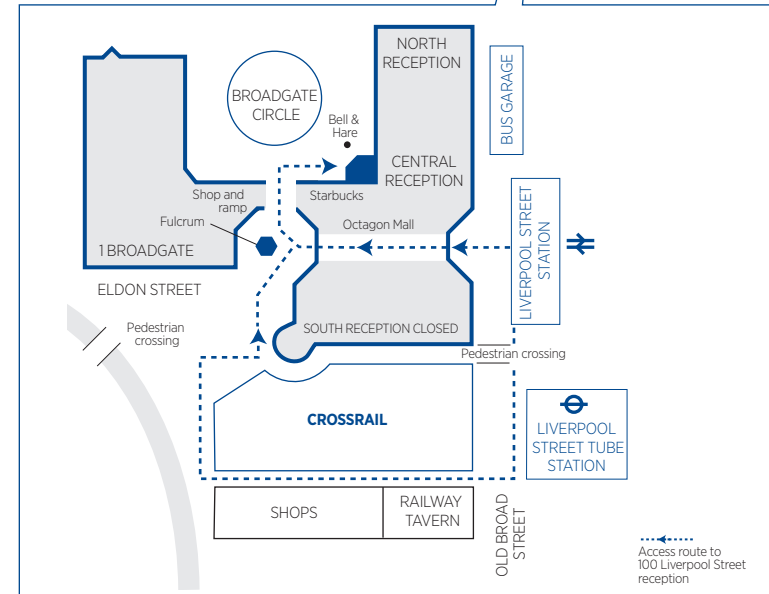
Date _____

Please mark this box if this proxy appointment is one of multiple appointments being made (see Note 2).

This Proxy Form should not be used for any comments, change of address or other queries.

LOCATION MAP

Hays plc 2014 Annual General Meeting
UBS
100 Liverpool Street
London
EC2M 2RH



Business Reply Plus
Licence Number
RTAK-GXGS-SLZA



Equiniti
Aspect House
Spencer Road
Lancing
BN99 8EU

