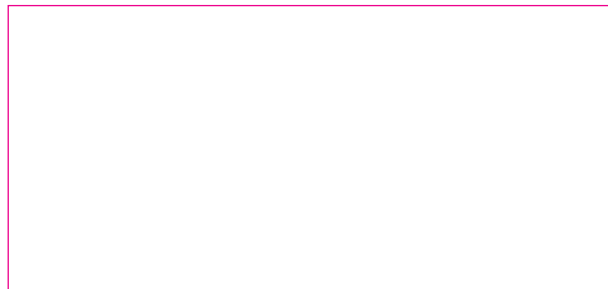


# ANNUAL GENERAL MEETING ATTENDANCE CARD

**HAYS** Recruiting experts  
worldwide



Hays plc (the Company) invites you to attend the Company's Annual General Meeting (AGM) to be held at the offices of UBS, 5 Broadgate, London EC2M 2QS at 12 noon on Wednesday 15 November 2017. 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](http://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 Monday 13 November 2017** (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 AGM to be held on Wednesday 15 November 2017.**

### **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. 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 0371 384 2843 or, if dialling internationally, on +44 (0) 121 415 7047. The helpline is open Monday to Friday 8.30am to 5.30pm (excluding UK public holidays). 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](http://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 Monday 13 November 2017. 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.

PROXY FORM – HAYS PLC 2017  
ANNUAL GENERAL MEETING



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/ ( ) ( ) (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 15 November 2017 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, 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 type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To elect Andrew Martin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To elect Susan Murray as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To reappoint PricewaterhouseCoopers LLC as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve a final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the directors to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve a special dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to make limited donations to political organisations and to incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Alan Thomson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the directors to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Alistair Cox as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the directors to disapply pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Paul Venables as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. To authorise the Company to purchase its own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Victoria Jarman as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	21. To authorise the calling of a general meeting with 14 clear days' notice*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Torsten Kreindl as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	*Special resolution			
11. To re-elect MT Rainey as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To re-elect Peter Williams as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



0212-080-S

Signature  
(See Note 5)

Date

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

☐

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 2017 Annual General Meeting  
UBS  
5 Broadgate  
London EC2M 2QS

