

## ANNUAL GENERAL MEETING PROXY CARD

Shareholder Reference Number




The Annual General Meeting (AGM) of Hays plc (the Company) will be held at the Company's offices at 4th Floor, 20 Triton Street, London NW1 3BF on Wednesday, 11 November 2020.

However, in accordance with the current regulations relating to the Covid-19 outbreak, public health guidance and the measures regarding conduct of general meetings recently introduced by the Corporate Insolvency and Governance Act, the only people present will be those required to form a quorate meeting and transact the formal business of the AGM.

Please read the Notice of Meeting for more information.

## SHAREHOLDER COMMUNICATION

The purpose of this form is to ask you to consider how you would like to receive shareholder communications in the future. If you currently receive shareholder communications by post, you can choose to increase the speed with which you access shareholder documents and also help reduce the impact on the environment by not only reading our Annual Report and Accounts online, but also by choosing to receive your form of proxy voting instructions via email and voting electronically. Please choose one of the following options below:

	<b>Option 1 (written notification)</b> To receive written notifications by post when shareholder documents are available on our website at <a href="http://www.haysplc.com">www.haysplc.com</a> . → No action required.
	<b>Option 2 (email notification)</b> To receive email notifications when shareholder documents are available on our website at <a href="http://www.haysplc.com">www.haysplc.com</a> . → Register at <a href="http://www.shareview.co.uk">www.shareview.co.uk</a> .
	<b>Option 3 (paper)</b> To continue to receive paper shareholder documents through the post, tick the box and return this form to our registrars, Equiniti. This card does not require an envelope or a stamp. → <input type="checkbox"/>

If we do not hear from you by close of business on Friday 6 November 2020, you will be deemed to have agreed to Option 1.

Shareholder Reference Number



## PROXY FORM – HAYS PLC 2020 ANNUAL GENERAL MEETING (AGM)

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 AGM/ (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 AGM of the Company to be held at 12 noon on Wednesday 11 November 2020 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"/>	10. To re-elect MT Rainey 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"/>	11. To re-elect Peter Williams 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"/>	12. To reappoint PricewaterhouseCoopers LLP as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Andrew Martin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the directors to determine the Auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Alistair Cox as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. 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 Paul Venables as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the directors to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Torsten Kreindl as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the directors to disapply pre-emption rights*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Cheryl Millington as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. To authorise the Company to purchase its own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Susan Murray as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. To authorise the calling of a general meeting with 14 clear days' notice*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*Special resolution

Notes to help you complete this form can be found overleaf.

0212-088-S

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

☐

Signature  
(See Note 4)

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

☐

Date

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Business Reply Plus  
Licence Number  
RTAK-GXGS-SLZA



#### IMPORTANT:

The following notes relate to the Proxy Form for the AGM to be held on 11 November 2020.

##### Note 1:

Given the UK Government public health restrictions for Covid-19, shareholders and their representatives will NOT be permitted to attend the AGM in person. You should therefore appoint the Chairman of the meeting as your proxy rather than a named person who will not be permitted to attend the meeting. If you appoint any person other than the Chairman of the meeting as your proxy, your vote will not be counted.

##### Note 2:

Under normal circumstances, shareholders may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. However, given the restrictions on attendance at the AGM, you should appoint only the Chairman of the meeting as your proxy rather than appointing one or more named person(s) who will not be permitted to attend the meeting.

##### Note 3:

To direct your proxy how to vote on the resolutions, please mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "vote withheld" box. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.

##### Note 4:

To be valid, 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 5:

Shareholders who wish to appoint a proxy or proxies electronically may do so through [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions are provided. Shareholders will need the Voting ID, Task ID and Shareholder Reference Number as printed on their proxy form. Alternatively, if already registered with Equiniti's online portfolio service, Shareview, shareholders can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using their ID and password. Once logged in, click 'View' on the 'My Investments' page, click on the link to vote then follow the on-screen instructions.

##### Note 6:

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent (ID RA19) by no later than **12 noon on Monday 9 November 2020**. See the notes to the Notice of Meeting for further information on proxy appointment through CREST.

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