

Notice of Annual General Meeting 2025

Wednesday 19 November 2025 at 12 noon
the offices of BNP Paribas
7 Harewood Ave
London
NW1 6JB

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION TO TAKE, PLEASE CONSULT AN INDEPENDENT FINANCIAL ADVISER, WHO IS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IF YOU ARE RESIDENT IN THE UNITED KINGDOM, OR IF NOT, FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER. IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE PASS THIS DOCUMENT TO THE PERSON THROUGH WHOM YOU MADE YOUR SALE OR TRANSFER FOR FORWARDING TO YOUR PURCHASER OR TRANSFEREE.

To the Company's Shareholders

Letter from the Chair

Dear Shareholder

Annual General Meeting 2025

I am pleased to enclose the Notice of Meeting for the 2025 Annual General Meeting (AGM or Meeting) of Hays plc (Hays or the Company), which will be held at the offices of BNP Paribas, 7 Harewood Ave, London NW1 6JB on 19 November 2025 at 12 noon.

If you have requested a printed copy of the Annual Report & Accounts, it is enclosed. The Annual Report & Accounts are also available on our website at www.haysplc.com/investors.

Business of the meeting

The formal notice convening the AGM (Notice), which follows this letter on pages 4 to 7, sets out the business to be conducted at the Meeting.

As set out in the Annual Report, I joined the Board as a Non-Executive Director on 20 January 2025, succeeding Andrew Martin as Non-Executive Chair on 1 May 2025. On behalf of the Board, I would like to express our thanks to Andrew for his strong leadership and commitment to Hays over nearly eight years.

In accordance with the 2018 UK Corporate Governance Code (the Code), all of the directors of the Company (Directors) will stand for re-election to the Board at the AGM, with the exception of myself, as I am standing for election for the first time.

The Board considers that the contribution and skills of each of the Directors are, and continue to be, important to the long-term sustainable success of the Company and the Board recommends the election or re-election of all the Directors. Biographical details for each of the Directors together with a description of their skills and experience can be found on pages 94 to 96 of the Annual Report.

Voting and asking questions

All shareholders are strongly encouraged to appoint a proxy, with voting instructions, ahead of the meeting. Information on how to submit your proxy can be found on pages 10 and 11 of this Notice. Please note that, to be valid, our Registrar must have received your proxy appointment form by 12 noon on 17 November 2025.

Completion and return of the proxy form or submission of an electronic instruction will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so. If you are planning to attend in person, shareholder registration will be available from 11am.

It is important to us that we have the opportunity to hear from you, as a shareholder, directly. You will be able to ask questions of the Board either in person if you are able to attend the AGM, or by submitting questions in advance of the meeting by emailing cosec@hays.com (marked for the attention of the Company Secretary).

Recommendation

Your Directors consider that resolutions 1 to 20 are in the best interests of the Company and its shareholders as a whole and recommend that you vote 'FOR' the resolutions, as I and the other members of the Board intend to do in respect of our own shareholdings.

The results of the poll will be announced to the London Stock Exchange and will be published on our website at www.haysplc.com/investors as soon as practicable following the AGM.

On behalf of your Board, I would like to thank you for your continued support and look forward to welcoming you to the AGM.

Michael Findlay

Chair

6 October 2025

Hays plc

Registered Office: 4th Floor
20 Triton Street, London, NW1 3BF

T: +44 (0)20 3978 2520

Registered in England & Wales No. 2150950

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting (AGM or the Meeting) of Hays plc (the Company) will be held at the offices of BNP Paribas, 7 Harewood Ave, London NW1 6JB at 12 noon on 19 November 2025 to consider and, if thought fit, pass the following resolutions:

All resolutions will be proposed as ordinary resolutions other than resolutions 18 to 20, which will be proposed as special resolutions. Voting on all resolutions will be by way of a poll.

Ordinary resolutions

1 – Annual report and accounts

To receive the audited financial statements, the strategic report, the directors' and corporate governance report and the auditor's report for the year ended 30 June 2025.

The Directors are required to present the financial statements, Directors' Report and Auditors' Report to the AGM. These are contained in the 2025 Annual Report & Accounts.

2 – Directors' remuneration report

To approve the Directors' Remuneration Report for the year ended 30 June 2025, contained on pages 132 to 152 of the Annual Report & Accounts.

Shareholders are invited to vote on the Directors' Remuneration Report, which appears in full in the 2025 Annual Report & Accounts.

The Company's Auditor, PricewaterhouseCoopers LLP, has audited those parts of the Directors' Remuneration Report capable of being audited and its report may be found in the 2025 Annual Report & Accounts.

The Board considers that appropriate executive remuneration plays a vital part in helping to achieve the Company's overall objectives and, accordingly, and in compliance with the legislation, shareholders will be invited to approve the Directors' Remuneration Report. The vote is advisory.

3 – Final Dividend

To declare a final dividend of 0.29 pence per ordinary share for the financial year ended 30 June 2025.

The Directors have recommended a final dividend of 0.29 pence per share, which if approved, would be payable on 26 November 2025 to those shareholders registered at the close of business on 17 October 2025.

4 – Election of director

To elect Michael Findlay as a Director of the Company.

5 – Re-election of director

To re-elect Helen Cunningham as a Director of the Company.

6 – Re-election of director

To re-elect Dirk Hahn as a Director of the Company.

7 – Re-election of director

To re-elect James Hilton as a Director of the Company.

8 – Re-election of director

To re-elect Joe Hurd as a Director of the Company.

9 – Re-election of director

To re-elect Anthony Kirby as a Director of the Company

10 – Re-election of director

To re-elect Cheryl Millington as a Director of the Company.

11 – Re-election of director

To re-elect Susan Murray as a Director of the Company.

12 – Re-election of director

To re-elect Zarin Patel as a Director of the Company.

In accordance with the UK Corporate Governance Code and the Company's Articles of Association, all directors are subject to election or annual re-election by the shareholders.

Resolution 4 relates to the election by shareholders of Michael Findlay, who was appointed by the Board as an independent Non-Executive Director on 20 January 2025 and as Non-Executive Chair on 1 May 2025.

The Directors seeking re-election can be found in resolutions 5 to 12.

The Director's biographies and the reasons why they are important to the Company's long-term success can be found on pages 94 to 96 of the 2025 Annual Report & Accounts and at haysplc.com.

Following the Board evaluation conducted during the year, the Board considers that each of the Directors proposed for election or re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. The Board is content that each Non-Executive Director offering themselves for election or re-election is independent in character and there are no relationships or circumstances likely to affect their character or judgement.

Accordingly, the Board unanimously recommends the election and re-election of these Directors.

13 – Reappointment of auditor

To reappoint PricewaterhouseCoopers LLP as Auditor of the Company, until the conclusion of the next general meeting at which accounts are laid.

The Company is required to appoint an auditor at each general meeting at which the Company's accounts are presented to its shareholders and Risk Committee. PricewaterhouseCoopers LLP has indicated its willingness to continue as the Company's Auditor for another year. The Audit Committee has reviewed PricewaterhouseCoopers' effectiveness and the effectiveness of the audit process and the Board recommends their reappointment.

14 – Auditor's remuneration

To authorise the Audit and Risk Committee to determine the remuneration of the Auditor.

Shareholders are requested to authorise the Audit and Risk Committee to determine the remuneration of PricewaterhouseCoopers LLP, subject to their reappointment. Details of the remuneration paid to the Auditor for the year ended 30 June 2025 are set out on page 179 of the Annual Report & Accounts.

15 – Political donations

THAT, in accordance with Sections 366 and 367 of the Companies Act 2006 (the 'Act'), the Company and any company which is or becomes a subsidiary of the Company during the period to which this resolution relates be and is hereby authorised:

- (A) to make political donations to political parties and/or independent election candidates, not exceeding £25,000;**
- (B) to make political donations to political organisations other than political parties, not exceeding £25,000; and**
- (C) to incur political expenditure, not exceeding £25,000, provided that:**
 - (i) the authority conferred by this resolution shall commence on the date of the passing of this resolution and expire on the conclusion of the Company's 2026 Annual General Meeting (or adjournment thereof);**
 - (ii) the aggregate total amount of such political donations and political expenditure shall not exceed £25,000; and**
 - (iii) the terms included in this resolution have the meanings set out in Part 14 of the Act.**

The Company and its subsidiaries are prohibited by the Act from making donations to any political party or other political organisation or to any independent election candidate and from incurring any other political expenditure save as authorised by a resolution of the Company's members (and of the members of the subsidiary, in the case of a subsidiary).

The Company made no political donations during the financial year ended 30 June 2025 and the Board intends to maintain its policy of not making such payments. However, as political donations are defined very broadly under the Act, some activities undertaken in the ordinary course of business may fall within the legal definition of political donation. Therefore, the Board is proposing this resolution purely as a precautionary measure to avoid any inadvertent breach of the law. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's Annual Report.

16 – Authority to allot shares

THAT the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:

- (A) up to an aggregate nominal amount of £5,327,178.98 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and**
- (B) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £10,654,357.96 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or an open offer):**
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and**
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,**

and so that the Board may impose any limits or restrictions and make any arrangements which it considers 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, such authorities to apply until the end of the next AGM of the Company (or, if earlier, until close of business on 19 February 2027, 15 months after the date of the 2025 AGM). During this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Paragraph (A) of this resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to £5,327,178.98 (representing 532,717,898 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 September 2025, the latest practicable date prior to publication of this Notice.

In line with the guidance issued by the Investment Association, Paragraph (B) of this resolution would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a pre-emptive offer (including an offer by way of a rights issue or an open offer), in favour of ordinary shareholders up to an aggregate nominal amount equal to £10,654,357.96 (representing 1,065,435,796 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 30 September 2025, the latest practicable date prior to publication of this Notice.

This resolution is to give the Board flexibility to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. The directors currently have no intention of issuing further shares or granting rights over shares other than in connection with the Company's employee share schemes. However, if the directors do exercise the authority granted by the resolution, the directors intend to follow the IA's recommendations concerning its use. This authority will expire at the earlier of the conclusion of the 2026 Annual General Meeting and the close of business on 19 February 2027. As at 30 September 2025 being the last practicable date, 2,279,397 ordinary shares are held by the Company in treasury which represents 0.14% of the issued share capital as at the same date.

17 – Hays plc Deferred Annual Bonus Plan

THAT the rules of the Hays Deferred Annual Bonus Plan (the DAB), produced in draft to the meeting and a summary of the main provisions of which is set out in Appendix 1 to the Notice dated 6 October 2025, be approved and the Directors be authorised to:

- (A) do all such acts and things necessary to establish and give effect to the DAB; and**
- (B) establish schedules to, or further incentive plans based on, the DAB but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under any such schedules or further plans are treated as counting against any limits on individual and overall participation in the DAB.**

The Company wishes to obtain shareholder approval for the Hays DAB. The DAB will replace the Company's existing deferred annual bonus plan that is due to expire in November 2026.

The DAB will typically be used to make discretionary awards to certain employees (including executive directors) of the Company's group when all or a portion of their bonus is to be deferred into the Company's shares. Whilst it is currently intended that the DAB will be operated in a similar manner to the expiring deferred annual bonus plan, certain changes are proposed to increase flexibility, reflect best practice and assist with the administration of the DAB.

The DAB will be used for awards made after the date of the AGM.

The main provisions of the DAB are summarised in Appendix 1 to this Notice and resolution 17 proposes the approval of this plan. The resolution also gives the directors the authority to establish schedules to the DAB, or separate plans, that are commercially similar, for the purposes of granting awards to employees and executive directors who are based outside the UK. Any awards made under such schedules or separate plans will count towards any limits on individual and overall participation in the DAB.

Special resolutions

18 – Disapplication of pre-emption rights

THAT, subject to the passing of resolution 16, 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 Sections 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 16 in the Notice, as if Section 561(1) of the Act did not apply to such allotment. This power:

- (A) expires at the earlier of the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or the close of business on 19 February 2027, 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 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 holders of other equity securities as required by the rights of those securities or as Directors otherwise consider it necessary, 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;**
 - (ii) in the case of the authority granted under paragraph (A) of resolution 16 and/or in the case of any sale of treasury shares, the allotment of equity securities of sale of treasury shares (otherwise than pursuant to paragraph (i)) up to an aggregate nominal amount of £799,076.84; and**
 - (iii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) above, such power to be used only for the purposes of making a follow-on offer which the Board determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.**

This resolution would allow the Directors to allot shares for cash and/or sell treasury shares without having to offer such shares to existing shareholders up to a nominal value of £960,259.85 which is approximately 6% of the Company's issued share capital as at 30 September 2025. This means that the proportionate interests of existing shareholders could not, without their agreement, be reduced by more than 6% by the issue of new shares for cash.

The power set out in resolution 17 would be limited to:

- a) pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary;
- b) otherwise, allotments or sales up to an aggregate nominal amount of £799,076.84 representing 79,907,684 ordinary shares of 1 pence each and approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 30 September 2025, the latest practicable date prior to publication of this Notice; and
- c) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under

(b) above (so a maximum of 1% of the issued ordinary share capital), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles 2022.

The purpose of this authority is to give the Board the flexibility to act on short notice in appropriate circumstances should that be in the best interests of the Company, for example to resolve legal or practical problems which may arise such as with overseas shareholders in the context of a rights issue. The limits in resolution 17 are in line with those set out in the Pre-emption Group's Statement of Principles 2022.

There are no current plans to allot shares except in connection with the Company's employee share schemes.

If the powers sought by resolution 17 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-emption Group's Statement of Principles 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles 2022.

This authority will expire on the earlier of the conclusion of the 2026 Annual General Meeting and close of business on 19 February 2027. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

19 – Purchase of own shares

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 £0.01 per share in the capital of the Company (ordinary shares) provided that:

- (A) the maximum number of ordinary shares hereby authorised to be purchased is 159,815,369;
- (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 on the earlier of the conclusion of the 2026 Annual General Meeting and close of business on 19 February 2027; 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.

Hays plc

Registered Office: 4th Floor
20 Triton Street, London, NW1 3BF

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This resolution will authorise the Company to make market purchases of up to 159,815,369 shares, being just less than 10% of the Company's issued share capital as at 30 September 2025, and specifies the minimum and maximum prices at which the Shares may be bought. This figure excludes the 2,279,397 ordinary shares held in treasury 0.14% of the issued share capital) as at the same date.

Shares will only be purchased if to do so would result in an increase in earnings per share and is in the best interests of shareholders generally.

Any shares purchased in the market under this authority may either be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its employee share schemes.

This authority will expire on the earlier of the conclusion of the 2026 Annual General Meeting and close of business on 19 February 2027. The Directors intend to seek renewal of the authority at each annual general meeting of the Company.

No dividends have been paid on shares while held in treasury and no voting rights are attached to the treasury shares.

On 30 September 2025, being the latest practicable date prior to the publication of this document, the Company had 7,970,674 options outstanding under its various share schemes. This represents 0.50% of the issued share capital of the Company (excluding the 2,279,397 ordinary shares held in treasury as at 30 September 2025). If the existing authority given at the 2024 Annual General Meeting and the authority now being sought by resolution 19 were to be fully used, these options would represent 0.71% of the Company's ordinary share capital in issue at that date (excluding the 2,279,397 ordinary shares held in treasury as at 30 September 2025).

20 – General Meetings

THAT a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

Under the Act, all general meetings must be held on 21 days' notice unless shareholders approve a shorter notice period subject to a minimum of 14 clear days. Annual general meetings must continue to be held on at least 21 clear days' notice.

This resolution seeks to approve an equivalent authority granted to the Directors at last year's Annual General Meeting to call general meetings (other than an annual general meeting) on 14 clear days' notice.

In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.

The shorter notice period would not be used as a matter of routine for general meetings, but only where the flexibility is merited by time-sensitive matters and is thought to be to the advantage of shareholders as a whole.

The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed

By order of the Board

Rachel Ford

Company Secretary

6 October 2025

Appendix 1 – Summary of the Hays Deferred Annual Bonus Plan

1 – General

The operation of the Hays Deferred Annual Bonus Plan (the “DAB”) will be overseen by the Company’s Board of Directors (or a duly authorised committee, such as the Company’s remuneration committee) (the “Board”).

Decisions of the Board are final and conclusive.

Benefits under the DAB are not pensionable.

2 – Eligibility

At the discretion of the Board, employees (including employed executive directors) of the Company and its subsidiaries (the “Group”) will be eligible to participate in the DAB if all or part of their discretionary cash bonus is to be deferred through the grant of an award. Exceptionally, awards may be made to former employees or employees under notice (e.g. where deferral of bonus is required under the terms of the Company’s shareholder-approved directors’ remuneration policy in effect at that time (the “Remuneration Policy”).

3 – Awards under the DAB

Awards made to executive directors of the Company (“Executive Directors”) will comply with the Remuneration Policy.

Awards under the DAB are granted in respect of deferred bonus. Awards will normally be granted as conditional share awards, being conditional rights to acquire fully paid ordinary shares in the capital of the Company (“Shares”) in the future. The Board may decide to grant an award as a phantom award, being a conditional right to receive a cash sum in the future, linked to the value of a number of notional Shares.

Share awards may be settled using newly issued, treasury or existing Shares. This may include Shares held in an employee benefit trust established by the Company in connection with its employee share plans.

Awards may not be transferred or otherwise disposed of except on the participant’s death and no payment is required for the grant of an award.

4 – Timing of awards

Awards to Executive Directors may only be granted within a period of 42 days starting on any of the following:

- the day the DAB is approved by shareholders;
- the dealing day following the day of announcement of the Company’s results for any period;
- any day on which the Board resolves that exceptional circumstances exist which justify the grant of awards; or
- if restrictions on dealings or transactions in securities (“Dealing Restrictions”) prevented the granting of awards in the periods mentioned above, the day those Dealing Restrictions are lifted.

Awards may not be granted after termination of the DAB.

5 – Dilution limits

Awards cannot be made if they would cause the total number of Shares that have been “allocated” to employee share plans operated by the Group to exceed 10%, or the total number of Shares that have been “allocated” to discretionary share plans operated by the Group to exceed 5%, of the ordinary share capital of the Company in issue.

Shares are considered to be “allocated” if they could be (by virtue of rights granted), or actually have been, allotted and issued as new shares or transferred from treasury to satisfy awards in the previous 10 years. Awards made under the 2012 Hays Performance Share Plan and the Hays Deferred Annual Bonus Plan approved by the Company’s shareholders in 2016 only count towards the 5% limit if the awards were granted to an Executive Director or a member of the Company’s Executive Board.

For so long as required by institutional investor guidelines, treasury Shares count towards these limits. Where certain variations of capital occur, the number of Shares taken into account under these limits will be adjusted as the Board considers appropriate to take account of that variation.

6 – Vesting of awards

Awards may be granted subject to conditions that must normally be satisfied in order for awards to vest. The Board may change a condition in accordance with its terms, or if anything happens which causes the Board to reasonably consider the change would be appropriate.

Subject to the satisfaction of any conditions that apply, awards will normally vest on the later of the date the Board decides any conditions have been satisfied and the vesting date specified by the Board at the grant date. Awards may vest in tranches, in which case each tranche may have a different vesting date. The vesting period for Executive Directors’ awards will comply with the Remuneration Policy.

Following vesting of a share or phantom award, Shares or cash (as appropriate) will normally be delivered to the participant as soon as practicable.

The Board may decide to settle a share award partly or fully in cash instead of Shares.

Vesting and/or settlement of an award may be delayed due to Dealing Restrictions, or where an investigation is ongoing that might lead to malus and/or clawback being triggered.

Awards normally carry the right to receive an additional amount, in cash or Shares, relating to the value of any dividends with a record date from the grant date until vesting of the award, as if the participant had owned the Shares (in respect of which the award vests) during that period. The calculation will be on the basis the Board decides (e.g. it may assume reinvestment).

To the extent an award or any part of it is no longer capable of vesting, it will lapse.

7 – Malus and clawback

Awards may be subject to malus and clawback provisions, as determined by the Company. Awards to Executive Directors will be subject to any Malus and Clawback Policy adopted by the Company and set out in the Remuneration Policy. Under such Policies, the Board may decide to reduce, cancel or forfeit an award (malus) or recover all or part of the value of an award that has been satisfied (clawback) if certain circumstances occur (including those set out in the Remuneration Policy).

8 – Leavers

If a participant leaves the Group before vesting, any unvested portion of the award will normally lapse. However, if the reason for leaving is ill-health, injury or disability (evidenced to the satisfaction of the Board), death, the transfer of the participant's employing business or company outside of the Group or any other reason at the Board's discretion, the award will normally continue until the normal vesting date and, if additional conditions apply, only vest to the extent the Board decides those conditions have been satisfied.

Where a participant leaves after an award vests, the award will normally continue in accordance with the provisions of the DAB.

A participant will be considered to have left the Group when no longer employed by, or a director of, any member of the Group.

If, at any time, a participant is summarily dismissed or leaves in circumstances that would have entitled the employer to summarily dismiss the participant, the participant's awards will immediately lapse.

For awards granted to former employees or employees who are on notice to terminate their employment, the usual leaver rules will not apply. Instead:

- if the participant dies, the participant will be treated as a good leaver in accordance with the principles above; and
- if it is discovered that the participant could have been summarily dismissed, awards will immediately lapse.

9 – Post-termination restriction for retirees

Executive Directors' awards are subject to a post-termination restriction, meaning that their awards may be reduced, or amounts recovered in respect of their awards, if they receive good leaver treatment as a consequence of retirement and, within a specified period from leaving (normally 12 months), become employed or engaged as an executive/statutory director in another business in certain circumstances.

10 – Company events

In the event of a takeover (including a person becoming bound or entitled to acquire Shares under UK company law) or proposed voluntary winding up of the Company, awards will normally vest early. In the event of a scheme of arrangement in relation to the Company's Shares, awards may be released early if the Board decides. If additional conditions apply to the award, the award will normally only vest to the extent the Board decides those conditions have been satisfied.

In some circumstances (including internal reorganisations in particular), awards may instead be exchanged for new awards.

11 – Variation of share capital

In the event of a variation in the share capital of the Company, a demerger, special dividend or distribution or any other transaction that will materially affect the value of Shares, the Board may adjust the number or class of Shares to which an award relates.

12 – Rights attaching to Shares

All Shares issued in connection with the DAB will rank equally with other shares of the same class then in issue. The Board will apply for the listing of any Shares issued in connection with the DAB.

Participants will not be entitled to any dividend, voting or other shareholder rights in respect of Shares until the Shares are issued or transferred to them (as appropriate).

13 – Amendments and termination

The Board may change the DAB in any way at any time, but the Company will obtain prior shareholder approval for any change that is to the advantage of present or future participants and which relates to any of the following: the persons who may receive Shares or cash under the DAB; the total number or amount of Shares or cash that may be delivered under the DAB; the maximum entitlement for any participant; the basis for determining a participant's entitlement to, and the terms of, Shares or cash provided under the DAB and the rights of a participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of capital or any other variation of capital; or to the provision in the rules requiring shareholder approval for changes.

There is an exception for minor amendments to benefit the administration of the DAB, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Group or any present or future participant.

No change may be made to the material disadvantage of one or more participants in respect of subsisting rights without the written consent of the affected participant(s) or unless disadvantaged participants have been asked for their consent and a majority of those who respond give consent. Similar exceptions for minor amendments as apply to the shareholder approval requirement apply to the obligation to seek participant consent.

The Board may establish further plans or schedules based on the DAB, but modified to take account of any local tax, exchange control or securities laws in other jurisdictions, provided any awards made under them count towards the dilution limits in the DAB. At the date of this Notice, a US schedule is attached to the DAB, which attempts to ensure that the DAB is exempt from potentially adverse tax rules for US taxpayers.

The DAB will terminate on the date of the Company's annual general meeting in 2035 (or on such earlier date as the Board decides), although this will not affect any subsisting rights under the DAB.

This summary does not form part of the rules of the DAB and should not be taken as affecting the interpretation of the rules' detailed terms and conditions. The Board reserves the right to amend or add to the rules of the DAB up until the time of the annual general meeting, provided that such amendments or additions do not conflict in any material respect with this summary.

Important information for shareholders

Eligibility to attend and vote

1. The arrangements for the 2025 Annual General Meeting are explained in the Chair's letter. Any changes to these arrangements will be communicated to shareholders through the Company's website at www.haysplc.com/investors
2. To facilitate entry to the AGM, members are requested to bring with them the Attendance Card which is attached to the Proxy Form. Registration shall be open to members one hour before the start of the Meeting.
3. Only those shareholders registered on the Company's register of members at 6.30pm on 17 November 2025 or, if this Meeting is adjourned, at 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the Meeting. In each case, changes to the register of members after such time will be disregarded.

Appointment of proxies

4. A member entitled to attend and to speak and vote at the Meeting may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote instead of them. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
5. A proxy need not be a member of the Company but must attend the Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. Each proxy must be appointed on a separate Proxy Form. Additional Proxy Forms may be obtained by contacting the Registrar on +44 (0)371 384 2843 or, if calling from outside the UK, please ensure the country code is used.
6. The helpline is open Monday to Friday 8.30am to 5.30pm, excluding public holidays in England and Wales. Alternatively, you can use a photocopy of the Proxy Form for this purpose.
7. The notes to the Proxy Form explain how to direct your proxy and how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion in relation to any other matter which is put before the Meeting.
8. To appoint a proxy using the Proxy Form, the completed and signed Proxy Form must be received by the Company's Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA no later than 12 noon on 17 November 2025.
9. In the case of a member which is a company, the Proxy Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.

Electronic appointment of proxies

10. It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview

Portfolio with enough time to complete the registration and authentication processes. Full details of the procedure are given on the website. Your electronic proxy appointment and/or voting instructions must be received no later than 12 noon on 17 November 2025.

Appointment of proxies through crest

11. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual.
13. The message must be transmitted so as to be received by the issuer's agent (ID RA19) by 12 noon on 17 November 2025. 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 by enquiry to CREST in the manner prescribed by CREST.
14. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages.
15. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
16. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
17. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12 noon on 17 November 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

Appointment of proxy by joint members

18. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

19. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
20. 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.
21. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend and vote at the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

22. Any corporation that is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Nominated persons

23. A person who is not a shareholder of the Company, but has been nominated by a shareholder to enjoy information rights in accordance with section 146 of the Act (a Nominated Person), does not have a right to appoint a proxy. Nominated Persons may have a right under an agreement with the shareholder by whom he/she was nominated to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under an agreement with the relevant shareholder to give instructions as to the exercise of voting rights.

Total voting rights

24. As at 30 September 2025, the Company's issued share capital (excluding treasury shares) comprised 1,598,153,695 ordinary shares of 1 pence per share, with each share carrying the right to one vote. Accordingly, the total number of voting rights in the Company as at 30 September 2025 is 1,598,153,695.

Automatic poll voting

25. Each of the resolutions to be put to the Meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the Meeting. The results of the poll will be published on the Company's website and notified via a Regulatory Information Service.

Questions at the meeting

26. Any member attending the AGM has the right to ask questions. We encourage shareholders to submit any questions they would like to have answered at the AGM in advance, as this will enable us to respond to as many questions as possible at the AGM. You can do this by email to cosec@hays.com. If you attend the AGM, you may also submit questions during the meeting.

The Company must answer any question relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is not in the interests of the Company or the good order of the meeting that the question be answered.

Publication of statement in relation to the audit of the company

27. Where requested by a member or members, the Company must publish on its website a statement setting out any matter that such members propose to raise at the AGM relating to the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the meeting. To exercise this members' right, the relevant request must be made by:
- a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company; or
 - at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the meeting.

The request must:

- be in hard copy form or in electronic form;
- either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- be authenticated by the person or persons making it; and
- be received by the Company at least one week before the Meeting.

Directors' Interests

28. Since 21 August 2025 (the date of the 2025 Annual Report and Accounts), there have been changes to the Directors' interests in the Company's shares. Detailed below are the Directors' interests as at 30 September 2025:

Name	Shareholding ⁽¹⁾
H. Cunningham	0
D. Hahn	682,072
J. Hilton	202,369
J. Hurd	21,157
A. Kirby	0
M. FIndlay	67,797
C. Millington	0
S. Murray	4,000
Z. Patel	11,653

1. Beneficial interests include shares held directly or indirectly by connected persons.

Members' resolutions

29. Members representing 5 per cent. or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in section 153(2) of the Act) may:

- require the Company, under Section 338 of the Act, to give notice of a resolution which may properly be moved at the Meeting. Any such request, which must comply with section 338(4) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the Meeting;
- require the Company, under Section 338A of the Act, to include a matter (other than a proposed resolution) in the business to be dealt with at the Meeting. Any such request, which must comply with section 338A(3) of the Act, must be received by the Company no later than 6 weeks before the date fixed for the Meeting; and
- require the Company, under Section 527 of the Act, to publish on a website a statement setting out any matter relating to:
 - the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the Meeting; or
 - any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act.

The business which may be dealt with at the Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Inspection of documents

30. Copies of the service contracts for the Executive Directors and letters of appointment for the Non-Executive Directors will be available for inspection at the offices of Hays plc, 4th Floor, 20 Triton Street, London NW1 3BF during normal business hours on Monday to Friday from the date of this Notice up to and including the date of the AGM, and at the Meeting venue for 15 minutes prior to the Meeting until the end of the Meeting.
31. A copy of the draft rules of the Hays Deferred Annual Bonus Plan will be available for inspection through the FCA's National Storage Mechanism at <https://www.fca.org.uk/markets/primary-markets/regulatory-disclosures/national-storage-mechanism> from the date of sending this Notice. The rules will also be available at the place of the AGM for at least 15 minutes prior to and until the conclusion of the Meeting.

Communicating with the company in relation to the AGM

32. If you have any questions relating to the enclosed documents please use the following means of communication:
- by writing to the Company's Registrar or by calling our shareholder helpline, details of which appear in the Appointment of Proxies note above;
 - by writing to the Company Secretary at the registered office or by emailing cosec@hays.com.
33. Any electronic address (within the meaning of Section 333(4) of the Act) provided in this Notice (or in any related documents including the proxy form) may not be used to communicate with the Company for any purposes other than those expressly stated.

Website

34. A copy of this Notice and the other information required by Section 311A of the Act can be found on the Company's website (haysplc.com).

Data protection statement

35. The AGM may involve the processing of members' personal data by the Company. This includes all data provided by members, or on their behalf, which relates to them as members, including their names and contact details, the votes they cast and their Shareholder reference numbers. The Company and any third party to which it discloses members' personal data (including our Registrars) may process this personal data in accordance with the Company's privacy policy for the purposes of compiling and updating the Company's records and fulfilling the Company's legal obligations.

Location *map*



Hays plc
2025 Annual General Meeting
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Hays plc

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