

20 May 2025

Hays plc (the "Company")

RESPONSE TO VOTING RESULTS AT 2024 ANNUAL GENERAL MEETING

In accordance with provision 4 of the UK Corporate Governance Code, we are providing an update on our statement of 20 November 2024 regarding the results of the poll vote at the 2024 Annual General Meeting ("AGM") on resolutions 13, 16 and 17. All three resolutions were passed by shareholders at the AGM, as has been the case in previous years. However, each received a vote of just over 20% against the Board's recommendations.

Since 20 November, the Chair of the Board has engaged with the Company's largest shareholders to understand their issues or concerns, particularly with regards to the Board's approach to the allotment of shares and disapplication of pre-emption rights. The purpose of the authority sought under these resolutions is to give the Board flexibility to respond to market developments and to act on short notice in appropriate circumstances should that be in the best interests of the Company.

Given that the majority of shareholders voting at the AGM supported the Board's recommendations, it is not proposed to change the current approach. The Company will, however, continue to keep these matters under review and welcomes ongoing dialogue with shareholders.

Enquiries

Hays plc

Rachel Ford
Kean Marden

General Counsel & Company Secretary
Head of Investor Relations

+44 (0) 333 010 2682
+44 (0) 333 010 7092

FGS Global

Guy Lamming / Anjali Unnikrishnan /
Richard Crowley

hays@fgsglobal.com

LEI code: 213800QC8AWD4BO8TH08

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