

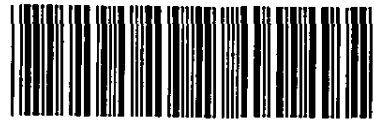
Company Registration No. 93338

Hays Holdings Limited

Report and Financial Statements

Year ended 30 June 2010

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Hays Holdings Limited

Report and Financial Statements 30 June 2010

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Hays Holdings Limited

Report and Financial Statements 30 June 2010 Officers and professional advisers

Directors

C Stamper
N Tsappis
A Yapp

Secretary

Hays Nominees Limited

Registered office

250 Euston Road
London
NW1 2AF

Auditor

Deloitte LLP
Chartered Accountants
London

Hays Holdings Limited

Report and Financial Statements 30 June 2010 Directors' Report

The directors present their report and audited financial statements for the Company for the year ended 30 June 2010

Principal activities

The Company is a sub-holding company and has no employees

Directors

The names of the directors, who served throughout the year, except as noted, are set out on page 1

Going Concern

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements

Further details regarding the adoption of the going concern basis can be found in note 1 of the financial statements

Auditor

Deloitte LLP has expressed their willingness to continue in office as auditors and are deemed to be re-appointed in accordance with section 487 of the Companies Act 2006

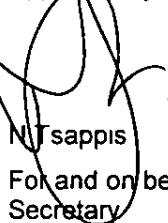
Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the Company's Auditor is unaware, and
- the director has taken all the steps that they ought to have taken as a director in order to be made aware of any relevant audit information and to establish that the Company's Auditor is aware of that information

This confirmation is given and should be interpreted within section 418 of the Companies Act 2006

This report has been prepared in accordance with the special provisions relating to small companies under Part 15 of the Companies Act 2006

Approved by the Board of Directors and signed on its behalf



N. Tsappis
For and on behalf of Hays Nominees Limited
Secretary

9 December 2010

Hays Holdings Limited

Report and financial statements 30 June 2010

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standard have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditors' Report to the Members of Hays Holdings Limited

We have audited the financial statements of Hays Holdings Limited for the year ended 30 June 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Funds and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 June 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report.

Ian Waller

Ian Waller (Senior Statutory Auditor)

for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, UK

13 December 2010

Hays Holdings Limited

Profit and loss account for year ended 30 June 2010

| In £'000 | Notes | 2010 | 2009 |
|---|-------|--------------|----------------|
| Other income | 2 | 4,172 | - |
| Operating profit | | <u>4,172</u> | <u>-</u> |
| Profit on ordinary activities before interest | | 4,172 | - |
| Interest payable | 3 | (3,196) | (8,550) |
| Profit/(loss) on ordinary activities before taxation | | 976 | (8,550) |
| Tax credit on profit/(loss) on ordinary activities | 5 | - | 2,394 |
| Profit/(loss) on ordinary activities after taxation | | <u>976</u> | <u>(6,156)</u> |

All results derive from continuing operations

There are no recognised gains or losses in the current or prior year other than the profit for the year
Accordingly no statement of total recognised gains and losses is given

Reconciliation of movements in shareholders' funds for year ended 30 June 2010

| In £'000 | Notes | 2010 | 2009 |
|--|-------|----------------|----------------|
| Profit/(loss) for the financial year | | 976 | (6,156) |
| Net increase/(decrease) in shareholders' funds | | <u>976</u> | <u>(6,156)</u> |
| Opening shareholders' funds | | 181,506 | 187,662 |
| Closing shareholders' funds | 10,11 | <u>182,482</u> | <u>181,506</u> |

Hays Holdings Limited

Balance sheet at 30 June 2010

| In £'000 | Notes | 2010 | 2009 |
|--|-------|------------------|------------------|
| Fixed assets | | | |
| Investment in subsidiaries | 6 | <u>257,099</u> | <u>257,099</u> |
| Current assets | | | |
| Debtors | 7 | 137,298 | 141,048 |
| Creditors amounts falling due within one year | 8 | <u>(205,962)</u> | <u>(206,475)</u> |
| Net current liabilities | | <u>(68,664)</u> | <u>(65,427)</u> |
| Total assets less current liabilities | | <u>188,435</u> | <u>191,672</u> |
| Provisions for liabilities | 9 | <u>(5,953)</u> | <u>(10,166)</u> |
| Net assets | | <u>182,482</u> | <u>181,506</u> |
| Capital and reserves | | | |
| Called up share capital | 10 | 87,987 | 87,987 |
| Profit and loss account | 11 | <u>94,495</u> | <u>93,519</u> |
| Shareholders' funds | | <u>182,482</u> | <u>181,506</u> |

The financial statements of Hays Holdings Limited, registered number 93338, were approved by the Board of Directors and authorised for issue on 9 December 2010

Signed on behalf of the Board of Directors



C Stamper
Director

Hays Holdings Limited

Notes to the accounts Year ended 30 June 2010

1. Accounting policies

Accounting basis

The separate financial statements of the Company are presented as required by the Companies Act 2006. They have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards and Law.

The Company's principal accounting policies adopted in the presentation of these financial statements are set out below and have been consistently applied to all years presented.

Group accounts

The Company is a wholly owned subsidiary of a company incorporated in Great Britain and therefore has taken advantage of the exemption under Sections 399 to 402 of the Companies Act 2006 not to produce Group accounts.

These financial statements present information about the Company as an individual undertaking and not about its Group.

Going concern

The Company's ultimate parent is Hays plc. The Company utilises a loan facility from Hays plc on which it pays interest. The directors of Hays plc have indicated that they intend to continue to provide the necessary financial support to the Company, to enable them to meet their liabilities as they fall due during the next twelve months from the date of approval of the financial statements. Hays plc made a profit on ordinary activities after taxation in the period ended 30 June 2010 of £62.1 million, and as at 30 June 2010 had net assets of £682.2 million. Copies of the financial statements for Hays plc are available from the Company Secretary's office at 250 Euston Road, London NW1 2AF.

After making enquiries, the directors have formed the judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis in preparing the consolidated financial statements.

Investments in subsidiaries

Shares in subsidiaries are valued at cost less provision for impairment. The directors review the investments for indications of impairment annually. Any impairment is recognised immediately in the profit and loss account.

Cash flow statement

Under FRS 1 (revised), the Company is exempt from preparing a cash flow statement, as it is a subsidiary of a United Kingdom parent company, which prepares a cash flow statement.

Provisions

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability.

Hays Holdings Limited

Notes to the accounts Year ended 30 June 2010

1. Accounting policies (continued)

Current and deferred taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is provided in full on all timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in years different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted

2. Other income

| In £'000 | 2010 | 2009 |
|--|-------|------|
| Release of provision to the profit and loss account (note 9) | 4,172 | - |

The fees payable to the Company's Auditor for the audit of the Company's annual accounts, which amounted to £3,650 for the year ended 30 June 2010 (30 June 2009 £3,650), were borne by a fellow Group company for both the previous and current years. There were no non-audit fees in either the current or prior year

3. Interest payable

| In £'000 | 2010 | 2009 |
|---|--------------|--------------|
| Group companies interest payable (note 8) | 3,196 | 8,550 |
| | <u>3,196</u> | <u>8,550</u> |

4 Information regarding employees including directors

The Company had no employees in the current or previous year. The directors did not receive any remuneration for their services to the Company during the current or previous year

Hays Holdings Limited

Notes to the accounts Year ended 30 June 2010

5 Tax on profit/(loss) on ordinary activities

(a) Analysis of tax credit in year

| In £'000 | 2010 | 2009 |
|--|----------|--------------|
| United Kingdom Corporation tax at 28% (2009 28%) | | |
| Group relief | - | 2,394 |
| | <u>-</u> | <u>2,394</u> |

(b) Factors affecting tax credit for the year

The tax assessed for the year is different to the standard rate of corporation tax in the UK 28% (2009 28%) The differences are explained below

| In £'000 | 2010 | 2009 |
|---|----------|--------------|
| Profit/(loss) on ordinary activities before tax | 976 | (8,550) |
| UK corporation tax at 28% (2009 28%) | (273) | 2,394 |
| Factors affecting the tax credit for the year | | |
| Permanent difference – non taxable income | 1,168 | - |
| Unrelieved losses arising in the year | (895) | - |
| Total actual amount of current tax | <u>-</u> | <u>2,394</u> |

(c) Factors that may affect future tax charges

The Company provides for deferred tax assets if it is more likely than not that they will reverse in the future

At the balance sheet date, the Company has unused tax losses of £0.9 million (2009 nil) available to offset against future profits. No deferred tax asset has been recognised in respect of such losses (2009 nil). In addition, the company has unused tax losses of £5.6 million relating to UK capital losses. No deferred tax has been recognised in respect of these losses (2009 nil) as it is unlikely that any capital gains will arise in the future.

6. Investment in subsidiaries

| In £'000 | 2010 £'000 | 2009 £'000 |
|--------------------------------|----------------|----------------|
| Cost and net book value | | |
| As at 1 July and 30 June | <u>257,099</u> | <u>257,099</u> |

For additional details of subsidiary undertakings see note 15

The directors have reviewed the carrying value of the investment in the subsidiaries and concluded that no impairment charge is required

Hays Holdings Limited

Notes to the accounts Year ended 30 June 2010

7. Debtors: amounts due within one year

| In £'000 | 2010 | 2009 |
|---------------------------------|----------------|----------------|
| Amounts owed by Group companies | 137,298 | 141,048 |
| | <u>137,298</u> | <u>141,048</u> |

The amounts owed by Group companies are repayable on demand. No interest is receivable on the intercompany balance.

8 Creditors: amounts falling due within one year

| In £'000 | 2010 | 2009 |
|---------------------------------|----------------|----------------|
| Bank overdraft | - | 6 |
| Amounts owed to Group companies | 205,463 | 205,975 |
| Other creditors | 14 | 14 |
| Accruals | 485 | 480 |
| | <u>205,962</u> | <u>206,475</u> |

The amounts owed to Group companies are repayable on demand. The Company is charged interest on amounts owed to Group companies at the rate of three month LIBOR plus 1%.

9 Provisions for liabilities

| In £'000 | 2010 | 2009 |
|---|--------------|---------------|
| As at 1 July | 10,166 | 10,184 |
| Utilisation of provision | (41) | (18) |
| Released to the profit and loss account | (4,172) | - |
| As at 30 June | <u>5,953</u> | <u>10,166</u> |

Provisions comprise potential liabilities relating to the disposal of the chemicals business for site restitution costs and potential liabilities for warranties given to purchasers of previously disposed businesses.

10. Called up share capital

| In £'000 | 2010 | 2009 |
|--|----------------|----------------|
| Authorised | | |
| 100,000,000 Ordinary Shares of £1 each | <u>100,000</u> | <u>100,000</u> |
| Called up, allotted and fully paid. | | |
| 87,986,713 Ordinary Shares of £1 each | <u>87,987</u> | <u>87,987</u> |

Hays Holdings Limited

Notes to the accounts Year ended 30 June 2010

11. Profit and loss account

| In £'000 | 2010 | 2009 |
|------------------------------|---------------|---------------|
| As at 1 July | 93,519 | 99,675 |
| Retained profit for the year | 976 | (6,156) |
| As at 30 June | <u>94,495</u> | <u>93,519</u> |

12. Related party transactions

The Company has taken advantage of the exemption granted under FRS 8 "Related Party Disclosures" not to disclose transactions with entities that are part of the Hays plc Group as the consolidated financial statements, in which the Company is included, are publicly available

13. Bank Guarantee

The Company and other UK Group companies are parties to a bank cash pooling facility provided by LloydsTSB Bank plc. Each participating group company has signed an omnibus guarantee and set off agreement (OGSA) as guarantor. The facility is as follows, gross overdraft facility of £55 million and net overdraft facility limited to £10 million.

14. Ultimate parent company

The Company's ultimate and immediate parent company and controlling entity is Hays plc, incorporated and registered in England and Wales. The Company's immediate parent company is Hays Holdings Limited, incorporated and registered in England and Wales. The smallest and largest group that prepares Group financial statements is Hays plc. Copies of the Annual Report and Financial Statements for Hays plc are available from the Company Secretary at Hays Plc, 250 Euston Road, London NW1 2AF.

15. Related party disclosures and controlling party

The principal subsidiaries of the Company are all listed below:

| | |
|----------------------------------|-------------|
| Hays Commercial Services Limited | Non-trading |
| Axis Resource Holdings Limited | Non-trading |
| Hays Nominees Limited | Non-trading |
| Paperstream Limited | Non-trading |
| Weyside Group Limited | Non-trading |
| EPS Pension Trustees Limited | Non-trading |
| Weyside 23 Limited | Non-trading |

All of the subsidiary companies are 100% owned and are registered in England and Wales and incorporated in Great Britain.

The proportion of voting rights of subsidiaries held by the Company is the same as the proportion of shares held.