

Hays Holdings Limited (the "Company")

Registered in England number 93338

Written Resolution of the Shareholder

The directors of the Company propose that Resolution 1 below be passed as a written special resolution of the Company, pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Resolution").

Special Resolution

1. The directors of the Company having made a solvency statement in accordance with section 643 of the Companies Act 2006, the Company hereby resolves to reduce the issued share capital of the Company (in accordance with section 641 of the Companies Act 2006 and the Company's Articles of Association) to £1 by cancelling 87,986,712 Ordinary shares of £1 each in the Company (the "Capital Reduction"), such Capital Reduction to take effect on the day on which the copy of this Resolution and the documents which must accompany it under section 644(1) of the Companies Act 2006 are registered by the Registrar of Companies in England and Wales in accordance with section 644(3) of the Companies Act 2006.

Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolution.

In order to effect the Capital Reduction, and irrespective of the lapse date in paragraph 4 to the notes below, your agreement to the Resolution above must be made **no more than 15 days from the date of the attached Solvency Statement (being 19 February 2018)**.

We, the undersigned, being the sole shareholder of Company on 19 February 2018 (the "Circulation Date"), pursuant to the Company's Articles of Association, hereby irrevocably agree to the Resolution in writing.

We confirm that we have received a copy of the directors' solvency statement at or before the time we received the copy of the Resolution as required by section 642(2) of the Companies Act 2006.

Signed:

.....
Paul Venables, representing Hays plc

Date 19 February 2018

NOTES:

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - Post: returning the signed copy by post to Nike Akisanya, Hays plc, 250 Euston Road, London NW1 2AF.
 - Fax: faxing the signed copy to 020 7941 6103 marked "For the attention of Nike Akisanya".
 - E-mail: attaching a scanned copy of the signed document to an email and sending it to nike.akisanya@hays.com. Please enter "Written Resolution dated 19 February 2018" in the e-mail subject box.



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2. If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.
3. *Once you have indicated your agreement to the Resolution, you may not revoke your agreement.*
4. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.