

Hays Overseas Holdings Limited (the "Company")

Registered in England number 964234

DIRECTORS' STATEMENT PURSUANT TO SECTION 644 OF THE COMPANIES ACT 2006.

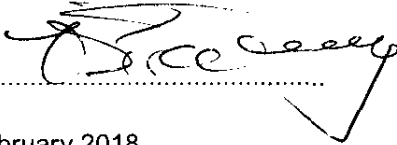
We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that the solvency statement under section 643 of the Companies Act 2006 (the "Act") made for the purposes of section 642 of the Act on 19 February 2018 was:

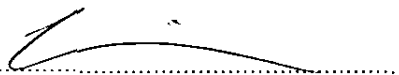
- (a) made not more than 15 days before the date on which the special resolution relating to the reduction of share capital was passed by way of written resolution; and
- (b) provided to every eligible member at or before the time at which the special resolution was sent to each such member in accordance with section 642(2) of the Act.

This statement is made on 19 February 2018.

This statement may be signed by the directors of the Company in any number of counterparts, all of which when taken together will constitute one statement.

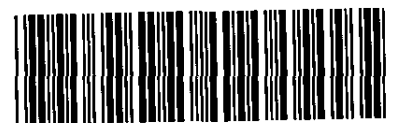
Signed by:


.....
Ian Pratt
Date: 19 February 2018


.....
Chris Winters

Date: 19 February 2018

SATURDAY



SPE *S70FJE29* #223
24/02/2018
COMPANIES HOUSE