

**HAYS PLC**

**COMPANY NUMBER: 2150950**

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24/11/2023

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COMPANIES HOUSE

**COPY OF THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD  
ON WEDNESDAY 15 NOVEMBER 2023**

**Resolution 16 – Directors' authority to allot shares**  
**Ordinary resolution**

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 £5,312,737.83 (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 £10,627,069.65 (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 15 February 2025, 15 months after the date of the 2023 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.

**Resolution 17 –Disapplication of pre-emption rights**  
**Special resolution**

THAT, subject to the passing of resolution 18, 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 18 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 15 February 2025, 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 18 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 £796,990; 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.

#### **Resolution 18 – Purchase of own shares** **Special resolution**

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 159,398,075;

(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 2024 Annual General Meeting and close of business on 15 February 2025; 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.

#### **Resolution 19 - General meetings** **Special resolution**

THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice, such authority to expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution.



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J Pandit  
Senior Assistant Company Secretary  
Hays plc  
15 November 2023