

Hays ZMB Limited (the "Company")

Registered in England number 3003575

Written Resolution of the Shareholder of the Company

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) by cancelling the Company's share premium account of £257,000 and cancelling the entire capital redemption account amount of £39,000 (the "Capital Reduction"), which will be credited to reserve 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 18 December 2017)**.

We, the undersigned, being the sole holder of Ordinary and A Ordinary shares in the Company on 18 December 2017 (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:

.....
Doug Evans for and on behalf of Hays Nominees Limited,
representing Weyside Turngate Limited

Date: 18 December 2017

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 7388 3053 marked "For the attention of Nike Akisanya".
- E-mail: attaching a scanned copy of the signed document to an email and sending it to cosec@hays.com. Please enter "Written Resolution dated 18 December 2017" in the e-mail subject box.

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.