

Voting results Annual General Meeting of Randstad Holding nv held on 26 March 2019

According to the list of attendees a total of 860 shareholders (in person or via proxy) attended the meeting representing a total of 222,765,017 shares with an entitlement to vote at the meeting (with and without proxies), of which 25,200,000 preference shares class B and 50,130,352 preference shares class C. They could cast a total number of 156,634,665 votes (81,38% of the total number of votes that may be cast), of which 3,600,000 on the preference shares B and 5,600,000 on the preference shares C.

The voting results were as follows:

1. Opening	discussion item
2a. Report of the Executive Board and report of the Supervisory Board for the financial year 2018	discussion item
2b. Account for application of the remuneration policy in 2018	discussion item
2c. Proposal to adopt the financial statements 2018 In favour: 156,445,454 (99.9%); against: 16,927 (0.01%); abstentions: 170,707	APPROVED
2d. Explanation of the policy on reserves and dividends	discussion item
2e. Proposal to determine the regular dividend for the financial year 2018 In favour: 156,576,167 (100.0%); against: 1,755 (0.00%); abstentions: 55,034	APPROVED
2f. Proposal to determine a special dividend for the financial year 2018 In favour: 156,354,089 (99.86%); against: 223,988 (0.14%); abstentions: 55,034	APPROVED
3a. Discharge of liability of the members of the Executive Board for the management In favour: 156,145,407 (99.88%); against: 187,253 (0.12%); abstentions: 298,715	APPROVED
3b. Discharge of liability of the members of the Supervisory Board for the supervision of the management In favour: 156,145,402 (99.88%); against: 187,258 (0.12%); abstentions: 298,715	APPROVED
4a. Proposal to appoint Rebecca Henderson as member of the Executive Board In favour: 154,423,698 (99.98%); against: 24,636 (0.02%); abstentions: 2,183,042	APPROVED
4b. Proposal to appoint Karen Fichuk as member of the Executive Board In favour: 154,421,707 (99.98%); against: 26,062 (0.02%); abstentions: 2,183,042	APPROVED

- 5a.** Proposal to reappoint Jaap Winter as member of the Supervisory Board
In favour: 146,756,965 (95.03%); against: 7,682,109 (4.97%); abstentions: 2,191,836 **APPROVED**
- 5b.** Proposal to reappoint Barbara Borra as member of the Supervisory Board
In favour: 153,728,804 (99.54%); against: 716,429 (0.46%); abstentions: 2,184,042 **APPROVED**
- 5c.** Proposal to reappoint Rudy Provoost as member of the Supervisory Board
In favour: 153,721,276 (99.53%); against: 725,057 (0.47%); abstentions: 2,182,942 **APPROVED**
- 6a.** Proposal to extend the authority of the Executive Board to issue shares and to restrict or exclude the pre-emptive right to any issue of shares
In favour: 154,550,651 (99.98%); against: 23,790 (0.02%); abstentions: 2,055,034 **APPROVED**
- 6b.** Proposal to authorize the Executive Board to repurchase shares
In favour: 156,441,633 (99.96%); against: 64,685 (0.04%); abstentions: 123,157 **APPROVED**
- 6c.** Proposal to cancel repurchased shares
In favour: 156,552,511 (99.99%); against: 17,400 (0.01%); abstentions: 59,564 **APPROVED**
- 7.** Proposal to reappoint Stépan Breedveld as board member of Stichting Administratiekantoor Preferente Aandelen Randstad
In favour: 154,420,167 (99.98%); against: 24,806 (0.02%); abstentions: 2,183,302 **APPROVED**
- 8.** Proposal to reappoint Deloitte as external auditor for the financial year 2020
In favour: 156,551,682 (99.98%); against: 24,194 (0.02%); abstentions: 55,234 **APPROVED**
- 9.** Any other business discussion item
- 10.** Closing discussion item