

notice AGM 2018 randstad holding nv

Notice convening the Annual General Meeting of Shareholders of Randstad Holding nv to be held on Tuesday March 27, 2018 at 3.00pm CET at the head office of Randstad, Diemermerestraat 25, 1112 TC Diemen, the Netherlands

agenda

- 1 Opening
- 2a Report of the Executive Board and report of the Supervisory Board for the financial year 2017
- 2b Main items corporate governance structure and compliance with the Corporate Governance Code in 2017
- 2c Account for application of the remuneration policy in 2017
- 2d Proposal to adopt the financial statements 2017
- 2e Explanation of the policy on reserves and dividends
- 2f Proposal to determine the regular dividend over the financial year 2017
- 2g Proposal to determine a special dividend over the financial year 2017
- 3a Discharge of liability of the members of the Executive Board for the management
- 3b Discharge of liability of the members of the Supervisory Board for the supervision of the management
- 4a Proposal to reappoint Jacques van den Broek as member of the Executive Board
- 4b Proposal to reappoint Chris Heutink as member of the Executive Board
- 4c Proposal to appoint Henry Schirmer as member of the Executive Board
- 4d Proposal to ad-hoc amend the remuneration policy of the Executive Board in regard to the appointment of Henry Schirmer
- 5a Proposal to reappoint Frank Dorjee as member of the Supervisory Board
- 5b Proposal to appoint Annet Aris as member of the Supervisory Board
- 6a Proposal to extend the authority of the Executive Board to issue shares
- 6b Proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares
- 6c Proposal to authorize the Executive Board to repurchase ordinary shares
- 6d Proposal to cancel repurchased ordinary shares
- 7 Proposal to amend the articles of association of Randstad Holding nv
- 8 Proposal to reappoint Deloitte Accountants BV as external auditor for the financial year 2019
- 9 Any other business
- 10 Closing

The full agenda with explanatory notes, a copy of the annual report & accounts 2017 and a copy of the proposed amendment of the articles of association with explanatory notes are available at the offices of the company and can be accessed via the website www.randstad.com. Copies of these can also be obtained there free of charge, and via ABN AMRO Bank N.V. ("ABN AMRO") by telephone: +31 (0)20 344 2000 or by email: corporate.broking@nl.abnamro.com.

registration date

For this meeting those who (i) on February 27, 2018 after processing of all entries and deletions, are registered as at this date (the "Registration Date") in one of the registers below; and (ii) have submitted their application to attend, will be considered as having the right to vote and to attend the meeting.

shareholders

In respect of shareholders the records of the intermediaries as defined in the Securities Giro Act ("Intermediaries") showing those entitled to these shares as at the Registration Date have been designated as (sub)registers.

Shareholders who wish to attend this meeting may apply in writing from February 27, 2018 up to and including March 21, 2018 (before 5.00pm) at the latest to the Intermediaries at which their shares are administered. Not later than March 23 2018 (before 12.00 noon) the Intermediaries are to provide ABN AMRO Bank N.V. ("ABN AMRO") via <https://corporatebroking.abnamro.com/intermediary> with an electronic statement that includes the number of shares held on the Registration Date by the ultimate beneficial holder concerned and which have been applied for registration. In addition, the Intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner. ABN AMRO will send these shareholders an admission ticket via the relevant Intermediary.

Shareholders who wish to be represented at the meeting must – without prejudice to the above application requirement – send their proxy in writing not later than March 21, 2017 (before 5.00pm) to ABN AMRO or to the Executive Board of Randstad Holding nv, PO Box 12600, 1100 AP Amsterdam or by fax: +31 (0)20 569 1269 or by email: jelle.miedema@randstad.com.

holders of registered shares

Holders of registered shares (or their authorised representatives) who wish to attend the general meeting must apply to the Executive Board of Randstad Holding nv via SGG Netherlands N.V., Hoogoorddreef 15, 1101 BA Amsterdam or by fax: +31(0)20-5222535 or email: registers@sgggroup.com, not later than March 21, 2018.

voting instructions independent third party

Shareholders who are unable to attend the meeting may also, without prejudice to the above with regard to application, give their voting instructions to an independent third party: SGG Netherlands N.V., Hoogoorddreef 15, 1101 BA Amsterdam. A (electronic) voting instruction may also be given via www.abnamro.com/shareholder until March 21, 2018 at the latest. If a shareholder is unable to give his voting instructions electronically, these may also be given in writing. For this the form available free of charge from SGG is to be used. The form must be completed and received by SGG on March 23, 2018 at the latest (by mail, by email: registers@sgggroup.com or by fax +31 (0)20-5222 535).

written questions and information

From today until March 26, 2018 at the latest, shareholders may submit written questions about the items on the agenda. These questions will, possibly combined, be dealt with and discussed at the meeting. For these questions and for general information please refer to the company secretary, Jelle Miedema, by telephone: +31 (0)20-569 5600 or by email: jelle.miedema@randstad.com.

webcast

There will be a live broadcast of the integral meeting via the corporate website www.randstad.com.

Executive Board

Diemen, February 13, 2018