

extraordinary general meeting of shareholders of randstad nv

Thursday December 16, 2021 at 4:00pm

Head office Randstad - Diemermer 25, 1112 TC Diemen - The Netherlands

Agenda items 1, 3 and 4 are for discussion only and will not be put to a vote.

1 Opening

[composition executive board](#)

2 Proposal to appoint Sander van 't Noordende as member of the Executive Board

voting item

[other corporate affairs](#)

3 Any other business

4 Closing

explanatory notes to the agenda

A full copy of the remuneration policy of the Executive Board can be found on our corporate website.

[2 proposal to appoint sander van 't noordende as member of the executive board](#)

Jacques van den Broek will step down as CEO and Chair of the Executive Board at the end of the Annual General Meeting of Shareholders to be held on 29 March 2022 at the conclusion of his second term. After a thorough candidate selection process, the Supervisory Board is pleased to introduce Sander van 't Noordende for appointment as member of the Executive Board. He will succeed Jacques van den Broek as CEO and Chair of the Executive Board immediately following the Annual General Meeting of Shareholders on 29 March 2022. Appointing Sander van 't Noordende as member of the Executive Board at this Extraordinary General Meeting of Shareholders allows for a thorough transition until March 2022. Sander van 't Noordende currently is member of the Supervisory Board upon nomination from Randstad Beheer (the private shareholding company of Frits Goldschmeding, Randstad's founder and leading shareholder). He will step down from the Supervisory Board effective his appointment to the Executive Board on 10 January 2022.

Sander van 't Noordende was born on March 27, 1963 and he is a Dutch national. He holds a degree in Industrial Engineering, specializing in Finance and Marketing, from the Eindhoven University of Technology. He is an experienced executive in the professional services industry, having most recently served as the Global Chief Executive of the Products Operating Group at (NYSE listed) Accenture, a global professional services company with leading capabilities in digital, cloud, security and operations. Under his leadership, the Products Operating Group grew from USD 6 billion to USD 12 billion based on a sharp focus on client and industry development as well as strong growth in digital services. Having been a member of Accenture's global management committee for over 13 years, Sander van 't Noordende brings extensive experience in leading global businesses, client relationships, technology and talent development. He has worked with clients in many industries including Consumer Goods, Life Sciences, Energy & Utilities, Manufacturing and Financial Services.

Sander van 't Noordende is passionate about equality and belonging in the workplace, especially the LGBTI agenda. He has been recognized several times as one of the top 100 global LGBT+ executives. He currently serves on the board of Out & Equal, the world's largest premier LGBT workplace equality organization.

Sander van 't Noordende holds a number of board positions now. It has been agreed with him that as from March 29, 2022 he will continue to serve at only one outside board which is in line with the by-laws of the Executive Board at Randstad.

He holds 4,800 Randstad shares.

Sander van 't Noordende has made a significant impression since joining the Supervisory Board early 2021. He brings the right mix of experience and skills to Randstad which are needed in this crucial executive leadership role. In accordance with its profile and by-laws, the Supervisory Board proposes to appoint Sander van 't Noordende for a term of approx. four years effective 10 January 2022 and ending following the close of the Annual General Meeting of Shareholders in 2026. Upon appointment effective 10 January 2022, the key terms of his executive service agreement, which are in line with the remuneration policy of the Executive Board, are (i) an annual base salary of EUR 1,150,000 gross, (ii) an annual bonus arrangement of 70% of base salary for on-target performance up to a maximum bonus level of 100% of base salary (including 25-50% of net bonus paid in shares being matched 1:1 after 3 years), (iii) an annual grant of conditional performance shares, with an at target value of 100% of annual base salary upon conditional grant, (iv) an annual contribution for pension and other secondary benefits of 27% of annual base salary, and (v) a severance arrangement up to a maximum of one year's base salary in addition to the notice period of 6 months.