

Voting results Annual General Meeting of Randstad Holding nv held on 3 April 2014

According to the list of attendees a total of 51 shareholders with in total 216,453,281 shares with an entitlement to vote were represented 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 150,322,929 votes (80.6% 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 preceding advise of the supervisory board for the financial year 2013	discussion item
2b. Application of the remuneration policy in 2013	discussion item
2c. Proposal to adopt the 2013 financial statements In favour: 150,116,942 (100.0%); against: 46,831 (0.0%); abstentions: 156,334	APPROVED
2d. Explanation of the policy on reserves and dividends	discussion item
2e. Proposal to determine the dividend for the financial year 2013 In favour: 150,252,832 (100.0%); against: 4,909 (0.00%); abstentions: 62,368	APPROVED
3a. Discharge of liability of the members of the executive board for the management In favour: 146,219,237 (97.4%); against: 3,940,572 (2.6%); abstentions: 160,299	APPROVED
3b. Discharge of liability of the members of the supervisory board for the supervision of the management In favour: 146,217,670 (97.4%); against: 3,941,742 (2.6%); abstentions: 160,298	APPROVED
4. Proposal to appoint Mr Heutink as member of the executive board In favour: 148,196,005 (100.0%); against: 19,409 (0.0%); abstentions: 2,104,695	APPROVED
5a. Proposal to reappoint Ms Kampouri Monnas as member of the supervisory board In favour: 148,193,281 (100.0%); against: 22,061 (0.0%); abstentions: 2,,104,766	APPROVED
5b. Proposal to appoint Mr Dorjee as member of the supervisory board In favour: 148,162,609 (100.0%); against: 22,480 (0.0%); abstentions: 2,134,770	APPROVED

- 6a.** Proposal to extend the authority of the executive board to issue shares
In favour: 145,467,105 (96.8%); against: 4,786,150 (3.2%); abstentions: 62,472 **APPROVED**
- 6b.** Proposal to extend the authority of the executive board to restrict or exclude the pre-emptive right to any issue of shares
In favour: 144,340,643 (96.1%); against: 5,912,612 (3.9%); abstentions: 62,472 **APPROVED**
- 6c.** Proposal to extend the authority of the executive board to repurchase ordinary shares
In favour: 148,567,068 (99.0%); against: 1,549,103 (1.0%); abstentions: 202,371 **APPROVED**
- 7.** Proposal to appoint Deloitte as external auditor for the financial year 2015
In favour: 149,885,474 (99.8%); against: 363,654 (0.2%); abstentions: 69,417 **APPROVED**
- 8.** Any other business discussion item
- 9.** Closing discussion item