

# Policy regarding the Virtual General Meeting of Shareholders

## *Preliminary remarks*

*In accordance with the Temporary Act COVID-19 Justice and Safety, shareholders are not allowed to physically attend the Annual General Meeting of Randstad on premises, and therefore Randstad facilitates virtual access for Shareholders to its Annual General Meeting through the use of electronic means (the “Virtual Meeting”). Randstad facilitates the Virtual Meeting by providing Shareholders the opportunity to follow the proceedings of the meeting and to vote virtually during the Virtual Meeting. Randstad explicitly reminds its shareholders that this is still a rather new application. Even though Randstad has used its best efforts to ensure that shareholders are offered best in market, shareholders may experience issues that are common to any first generation innovative application.*

*Capitalised definitions used are explained in the Annex to this Policy.*

## **1. General**

- 1.1 Randstad aims to assist its Shareholders who wish to attend the Virtual Meeting virtually by providing an adequate opportunity to vote electronically and real time during the Virtual Meeting.
- 1.2 The platform for the Virtual Meeting will be provided by the Third Party Agent with access via the Third Party Agent.
- 1.3 Virtual Shareholders must identify themselves electronically via the Third Party Agent to enter the Virtual Meeting through a secured access as set out in the Terms of Use of the Third Party Agent.
- 1.4 Participation instructions for Shareholders will be included in the convocation of the Virtual Meeting.
- 1.5 Randstad reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting when this becomes necessary or advisable for technical or security reasons.

## **2. Technical infrastructure**

- 2.1 Randstad ensures, to the extent reasonably possible, that the technical infrastructure for virtual participation in the Virtual Meeting is properly in place, secured and accessible for Shareholders with compatible devices. Randstad will make use of reputable third parties for providing the technical infrastructure required for conducting the Virtual Meeting.
- 2.2 Virtual Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for a Virtual Meeting. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the Virtual Meeting. The failure of technology can happen both on the side of Randstad (and/or the Third Party Agent) or with Virtual Shareholders. To avoid such risks, Shareholders should give a proxy with voting instructions to the designated Vote Collector as set out in the notice.

- 2.3 The technical infrastructure will be implemented in a timely manner before the Virtual Meeting in order to allow Shareholders to test their access and to verify that they would be able to participate virtually in the Virtual Meeting. Randstad will take all reasonable efforts to keep technical support lines available for Shareholders who attend the meeting virtually.
- 2.4 Shareholders may inform Randstad of any failure of the technical infrastructure via the technical support lines referred to in Clause 2.3. Any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, an electrical power outage or similar events, including an information security incident (which includes any unauthorised use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack), that might prevent virtual participation in the Virtual Meeting, will in any event be at the risk and to the account of such Shareholder.
- 2.5 Any failure of the technical infrastructure that occurs during the Virtual Meeting which comes to the attention of the Chairman and which affects significantly the course of the Virtual Meeting, shall be communicated by the Chairman to all Shareholders who participate in the Virtual Meeting. The Chairman may decide at his own discretion, taking into account the potential impact on the decision making-process within the Virtual Meeting, whether or not the Virtual Meeting must be suspended or cancelled due to such failure, or proceed without the possibility for some or all Virtual Shareholders to vote and/or follow the Virtual Meeting virtually.
- 2.6 Should the Chairman decide to cancel the whole Virtual Meeting or the remainder of the Virtual Meeting as referred to in Clause 2.5, a new General Meeting, that does not have to be a Virtual Meeting, will be convened by Randstad as soon as reasonably possible. The agenda for that General Meeting may consist of at least the same items, to the extent not already adopted in the original meeting, and may include other items as well. Shareholders who have given a proxy or voting instruction to the Vote Collector must be aware that such proxy or voting instruction will not be valid for the newly convened General Meeting.

### **3. Meeting rights and voting by Virtual Shareholders in Virtual Meeting**

- 3.1 Each Shareholder may follow the proceedings of the Virtual Meeting virtually, deliberate and vote in real time electronically, provided that he timely selects these options via the Third Party Agent in accordance with the instructions provided in the convocation of the Virtual Meeting.
- 3.2 Virtual Shareholders must be logged in via the Third Party Agent to the voting platform facilitating the Virtual Meeting prior to the start of the Virtual Meeting. Virtual Shareholders joining the Virtual Meeting after the opening of the Virtual Meeting by the Chairman will not be counted as attending Shareholders and will not be able to deliberate and vote in that Virtual Meeting; they will only have access to the live stream (the webcast) to follow the Virtual Meeting.
- 3.3 Shareholders attending the Virtual Meeting virtually or by proxy, are counted at the start of the Virtual Meeting as in-person attendees for calculating how many Shareholders are represented at the Virtual Meeting and which percentage of the issued and outstanding share capital is represented at the Virtual Meeting. Any early log-off by a Virtual Shareholder during the Virtual Meeting, will therefore not affect such calculation. In case of dropped or terminated connection to the Virtual Meeting, a Virtual Shareholder will be allowed to re-join the Virtual Meeting only if he or she was already accounted for at the beginning of the Virtual Meeting. The names of the Virtual Shareholders in the Virtual Meeting will be put on the registration list of Shareholders attending the Virtual Meeting, in accordance with the provisions of the articles of association of Randstad.
- 3.4 Each Virtual Shareholder is allowed to submit questions in writing over the internet to the Chairman during the Virtual Meeting. The Company will also provide the opportunity for Shareholders to

present questions in advance of the Virtual Meeting. The language of the Virtual Meeting will be Dutch, but questions may be submitted in Dutch or English.

- 3.5 The Company enables all Shareholders to pose questions during the Virtual Meeting. The Chairman will at his own discretion, alternate among in-person attendees (if any), questions submitted in advance, and those Shareholders online who may be submitting questions in real time.
- 3.6 The Chairman may set time limits and/or question limits for Shareholders when deemed appropriate by him. The Chairman may require Shareholders who have already spoken, to wait until all other questioners have had a turn to speak on a given matter before asking any other questions or making any comments.
- 3.7 Questions or comments that are, for example (but not limited to), not related to the proposal under discussion, are (substantially) already being asked or made at the Virtual Meeting, are about personal concerns not shared by Shareholders generally, or use blatantly offensive or inappropriate language may be ruled out of order by the Chairman at his own discretion.
- 3.8 Questions or comments submitted by a Virtual Shareholder in writing via the internet in real time, may be checked, sorted out and combined first by a person designated thereto at the beginning of the Virtual Meeting by the Chairman. Questions and comments are in principle not asked or made anonymously by a Virtual Shareholder as his name may be disclosed by the Chairman. In order to participate virtually, a Shareholder has to agree with the relevant processing of this personal information in accordance with the relevant laws and regulations.
- 3.9 The Company avoids the appearance of, or potential for, manipulation with respect to the way it might screen, organise, combine, prioritise and answer, or fail to answer, Shareholders' questions received in advance or real time via the internet.
- 3.10 All appropriate questions that have been received prior and during the course of the Virtual Meeting, and the Company's answers to these questions, will be inserted in or annexed to the written records.
- 3.11 The Company Secretary will *inter alia* observe the procedural aspects of the Virtual Meeting, including its virtual part, and review the final vote reconciliation prior to certifying the final results.
- 3.12 Unless provided otherwise in the convocation of the Virtual Meeting, polls about an agenda item shall be held after the deliberation about such item has been closed by the Chairman. The Chairman may decide at the beginning of the Virtual Meeting that the polls for all items will be open during the Virtual Meeting and closed after the last voting item on the agenda has been discussed. Provisional voting results will not be disclosed during the Virtual Meeting. The Company Secretary will determine when the polls about particular items will be open and closed exactly, taking into account the previous sentences. The polls are not open for voting prior to the start of the Virtual Meeting.
- 3.13 At the close of each poll (or all polls as the case may be – see Clause 3.12), the Chairman's decision about the voting expressed in the meeting is decisive to determine whether or not resolutions have been adopted by the General Meeting.

#### **4. Vote confirmation and results**

- 4.1 Upon request of a Virtual Shareholder Randstad will send such Virtual Shareholder a confirmation of receipt of his votes cast during the Virtual Meeting.
- 4.2 The voting results of the Virtual Meeting will be placed on Randstad's website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues

encountered during the Virtual Meeting from a technical infrastructural or information security perspective Randstad has become aware of.

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## **Annex: Definitions and Interpretation**

**Chairman** means the chairman of the General Meeting.

**Company Secretary** means the company secretary of Randstad.

**Computershare** means Computershare Netherlands B.V., a private company with limited liability governed by Dutch law, having its official seat in Hilversum, the Netherlands.

**Executive Board** means the executive board of Randstad.

**General Meeting** means the general meeting of Shareholders of Randstad.

**Virtual Meeting** means a General Meeting of which Shareholders are only able to attend virtually (and not physically) either through an online audio or video connection, and if they wish to do so, deliberate, cast votes electronically while the General Meeting is held.

**Randstad** means Randstad N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

**Policy** means the subject Policy regarding the Virtual General Meeting of Shareholders.

**Shareholder** means a holder of one or more shares in the capital of Randstad or for the purpose of this Policy of a right of pledge or usufruct to one or more shares or depository receipts for shares in the capital of Randstad, provided that the holder has meeting rights and to the extent he may vote, that he also has the voting rights attached thereto.

**Supervisory Board** means the supervisory board of Randstad.

**Terms of Use of the Third Party Agent** means the terms of use for the e-voting system of the Third Party Agent as they will read from time to time.

**Third Party Agent** means ABN AMRO Bank N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

**Virtual Shareholder** means a Shareholder who participates virtually in the Virtual Meeting.

**Vote Collector** means the independent proxy holder preselected by Randstad whom a Shareholder can appoint as proxy holder with voting instructions.