

# notice AGM randstad nv

Notice convening the Annual General Meeting of Shareholders of Randstad N.V. to be held on Tuesday March 29, 2022 at 1.00 pm CET. The meeting will be held at the head office of Randstad, Diemermer 25, 1112 TC Diemen, the Netherlands. Shareholders may also attend the meeting virtually via the internet at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and if they wish, vote real time online.

## agenda

### 1 Opening

2a Report of the Executive Board and report of the Supervisory Board for the financial year 2021

2b Remuneration report 2021

2c Proposal to adopt the financial statements 2021

2d Explanation of the policy on reserves and dividends

2e Proposal to determine a regular dividend for the financial year 2021

2f Proposal to determine a special dividend for the financial year 2021

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 amend the remuneration policy of the Executive Board

4b Proposal to approve the performance related remuneration of the Executive Board in performance shares

4c Proposal to amend the remuneration policy of the Supervisory Board

5a Proposal to reappoint Chris Heutink as member of the Executive Board

5b Proposal to reappoint Henry Schirmer as member of the Executive Board

6a Proposal to reappoint Wout Dekker as member of the Supervisory Board

6b Proposal to reappoint Frank Dorjee as member of the Supervisory Board

6c Proposal to reappoint Annet Aris as member of the Supervisory Board

7a Proposal to designate the Executive Board as the authorized corporate body to issue shares and to restrict or exclude the pre-emptive right to any issue of shares

7b Proposal to authorize the Executive Board to repurchase shares

7c Proposal to cancel repurchased shares

8a Proposal to appoint Claartje Bulten as board member of Stichting Administratiekantoor Preferente Aandelen Randstad

8b Proposal to appoint Annelies van der Pauw as board member of Stichting Administratiekantoor Preferente Aandelen Randstad

9 Proposal to reappoint Deloitte Accountants BV as external auditor for the financial year 2023

10 Any other business

11 Closing

The chairman may decide at the beginning of the meeting that the polls for all items will be open during the meeting and closed after the discussion regarding agenda item 9. The voting results will be announced shortly before the close of the meeting.

## meeting documents

The full agenda with explanatory notes, a copy of the annual report & accounts 2021, a copy of the remuneration report 2021, and a copy of the remuneration policy for the Executive Board and Supervisory Board are available at the offices of the company and can be accessed via the website [www.randstad.com](http://www.randstad.com).

## record date

For this meeting those who (i) on March 1, 2022 after processing of all entries and deletions, are registered as at this date (the "Record 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:

- for holders of deposit shares: the administrations of the intermediaries as defined in the Securities Giro Transactions Act ("Intermediaries") showing those entitled to these shares as at the Record Date;
- for holders of registered shares: the shareholders' register of the company.

## application and registration

Upon registration (via ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) shareholders will be requested to choose whether they attend the meeting in person or virtually and whether they vote during the meeting. Shareholders may also grant a proxy with voting instructions as referred to below.

Holders of deposit shares (or their authorized representatives) who wish to attend the meeting in person or virtually must register electronically with ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) or via their Intermediaries at which their shares are administered, following the Record Date and not later than March 23, 2022, 5:00 pm CET. Not later than March 25, 2022 (before 12.00 noon CET) the Intermediaries are to provide ABN AMRO Bank N.V. ("ABN AMRO") via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) with an electronic statement that includes the number of shares held on the Record Date by the shareholder concerned and which have been applied for registration. In addition, the Intermediaries are requested to include the full address details of the relevant shareholder. If the shareholder wishes to attend the meeting virtually, his email address, securities account and mobile phone number are required for authentication purposes in order to provide virtual access. The receipt (of registration) to be supplied by ABN AMRO via the relevant Intermediary will serve as admission ticket to the meeting for those attending in person or contain log-in details for those attending the meeting virtually.

Holders of registered shares (or their authorised representative) who wish to attend the general meeting virtually must apply to the Executive Board of Randstad N.V. via IQ EQ Financial Services B.V., Hoogoorddreef 15, 1101 BA Amsterdam or email: [registers@iqeq.com](mailto:registers@iqeq.com), not later than March 23, 2022, 5:00 pm CET. ABN AMRO will provide them (directly or via IQ EQ) with a registration receipt as admission ticket with log-in details respectively.

## virtual attending and voting

Shareholders can attend the meeting, ask questions and vote at the meeting on all shareholders' resolutions via the internet, therefore online and remote with their own smartphone, tablet or personal computer, unless the shareholder's Intermediary does not accommodate online attending and voting. Upon registration to vote virtually, a shareholder will receive an email with a link via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to login to the Randstad online voting platform. After successful login and confirmation of the login via two factor authentication (by SMS verification), the shareholder is automatically logged into the meeting. Further instructions may be provided via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and/or the Randstad online voting platform.

You will be able to log in for virtual admission to the meeting on March 29, 2022 via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) from 11.00 am CET until the commencement of the meeting at 1:00 pm CET. You must log in and complete the admission procedure for the meeting before 1:00 pm CET. After this time registration is no longer possible; Shareholders who log in afterwards will only have access to the webcast (see below) to follow the meeting, but will neither be able to ask questions nor to vote.

Randstad's Policy regarding the hybrid General Meeting of Shareholders can be found at [www.randstad.com](http://www.randstad.com) (with the meeting documents). Virtual voting entails risks, as described in Randstad's Policy regarding the hybrid General Meeting of Shareholders. If you wish to avoid such risks you should choose to give a voting instruction.

### voting by proxy to a third party

Notwithstanding the obligation to register for the meeting, the right to attend and to vote at the meeting may be exercised by a holder of a written proxy (for which purposes forms can be obtained free of charge as set out in the paragraph above entitled 'meeting documents'). The written proxy must be received by the company secretary, Jelle Miedema, email [jelle.miedema@randstad.com](mailto:jelle.miedema@randstad.com), no later than March 23, 2022. A copy of the written proxy must be shown at registration for the meeting.

### voting instructions independent third party

Shareholders who are unable to attend the meeting or do not wish to vote virtually during the meeting, may also, without prejudice to the above with regard to application, give their voting instructions to an independent third party: IQ EQ Financial Services B.V., Hoogoorddreef 15, 1101 BA Amsterdam. An electronic voting instruction may be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) until March 23, 2022, 5:00 pm CET 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 IQ EQ is to be used. The form must be completed and received by IQ EQ on March 23, 2022 at the latest (by mail or email: [registers@iqeq.com](mailto:registers@iqeq.com)).

### registration and identification at the meeting

Registration for admission in-person to the meeting will take place from 12.00pm CET until commencement of the meeting at 1.00pm CET. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document such as a passport or ID card.

### questions and information

From today until March 25, 2022, 5:00 pm CET 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 latest 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](mailto:jelle.miedema@randstad.com).

During the meeting shareholders, who have registered for the meeting and attend the meeting in person or virtually, can ask any questions about all agenda items. Shareholders attending virtually may do so via a conference call facility. The dial in number for the conference call will be made available on the corporate website [www.randstad.com](http://www.randstad.com) and via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

### webcast

There will be a live video broadcast of the integral meeting via the corporate website <https://www.randstad.com/investor-relations/results-and-reports/quarterly-results/#webcast>.

Executive Board

Diemen, February 15, 2022