

Randstad Group Policy

# Misconduct Reporting Procedure

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| <b>Title</b>           | Misconduct Reporting Procedure        |
| <b>Effective date</b>  | Revised July 2009                     |
| <b>Function</b>        | Group Legal/Central Integrity Officer |
| <b>Document number</b> | Misconduct_version1_04012010          |

## 1. Purpose

The Misconduct Reporting Procedure outlines the steps to follow if you suspect or have evidence of any serious misconduct within or relating to the Randstad Group.

## 2. Applicability

This policy applies to all operating companies of the Randstad Group.

## 3. Status

This procedure replaces the "Randstad Integrity Code" of 1 November 2005. Unnecessary content and duplication have been removed while layout and language - including the title - have been improved with the purpose to make the new procedure easier to read.

## 4. Definitions

### Randstad Group

Randstad Holding nv and/or any of its subsidiaries

### Complainant

Anyone, whether within or outside the Randstad Group, who submits – in good faith - a complaint, report or concern regarding misconduct within or relating to the Randstad Group.

### Business Principles

see <http://www.randstad.com/about-us/corporate-governance/business-principles/>

### Local Integrity Officer

Every country/operating Company – including Randstad Holding nv itself - of the Randstad Group has its own Local Integrity Officer.

The function of the Local Integrity Officer can either be held by a Randstad employee or an external party, as deemed appropriate by the relevant managing director.

### Central Integrity Officer

The Central Integrity Officer is appointed by the Randstad Holding Executive Board, and will receive and investigate allegations involving misconduct by the management team of a country and/or operating Company. This Officer receives periodical reports from the Local Integrity Officers, and submits a quarterly report to the Executive Board and an annual report to the Audit Committee of the Supervisory Board.

## 5. Policy and related documents

### **Misconduct Reporting Procedure**

#### **1 SUPPORTING OUR CORE VALUES**

As an international organization with a global emphasis on excellence, the Randstad Group expects all group companies and employees to behave at all times in accordance with our Business Principles. This means acting ethically, with integrity and in compliance with Randstad policies and procedures, and with all applicable laws and regulations. We expect our employees to help Randstad maintain its excellent reputation by adhering to the high standards reflected in our core values: *to know, serve and trust, simultaneous promotion of all interests and striving for perfection*. As part of our culture of openness and accountability, we encourage all stakeholders to report any incidents, situations and concerns where it is evident that conduct falls short of these values.

In order to assist in the reporting of concerns related to serious misconduct within the Randstad Group, we have established dedicated channels through which stakeholders may voice concerns, either through local reporting mechanisms in place at the operating company level or through our Randstad Group reporting procedure (see paragraph 2, Reporting of Misconduct, below). All concerns raised in accordance with our official procedures will be treated strictly confidentially (except as required to conduct an adequate investigation and, if necessary, take appropriate action) and with the complete assurance that there will be no retaliation against any employee filing a good faith complaint.

The Misconduct Reporting Procedure outlines the steps to follow if you suspect or have evidence of any serious misconduct within or relating to the Randstad Group.

This includes, but is not limited to serious cases of the following:

- breaches of human rights principles
- breaches of Randstad's Business Principles
- breaches of Randstad's policies or procedures
- criminal offences
- failure to comply with obligations imposed by law or regulation
- personal misconduct or disrespectful behavior
- health and safety failures

The Randstad Holding Executive Board has overall responsibility for the Misconduct Reporting Procedure and its application. All managers across the Randstad Group have a specific duty to facilitate compliance within their operations.

## **2 REPORTING OF MISCONDUCT**

Anyone who suspects, with reasonable grounds, or has witnessed misconduct is obliged to report it. Stakeholders are encouraged to first raise concerns through their normal (local) reporting channels, either through local management lines or regular local contacts, such as via identified confidants, complaint desks etc. Reporting to management is usually the fastest and preferred route, and the best way to ensure a good and open work environment throughout the Randstad Group.

The Misconduct Reporting Procedure should not be used to bypass normal reporting procedures. It is only intended for use when reporting locally is likely to be inappropriate or ineffective, and should be considered as a last resort.

Reports can be submitted through the Randstad Group reporting facility, which consists of a telephone hotline, accessible 24 hours per day via free phone local access numbers, and a secure webpage. Both are operated by an independent external provider. For full contact details and user instructions, see Annex. Although reports can also be submitted anonymously, Randstad encourages you to reveal your identity when you submit a report, as this greatly facilitates the investigation of the report.

In order to minimize unreliable and false reports, as well as for reasons of privacy protection, the Randstad Holding Executive Board will not investigate any anonymous reports received through other channels.

Further, employees should be aware that unless external reporting is required or otherwise authorized by applicable law, reporting misconduct externally without first making use of internal procedures may violate contractual or other confidentiality obligations owed by our employees to the Randstad Group. Violation of these obligations may result in disciplinary action.

### 3 HANDLING OF A REPORT

Reports received through the Randstad Group reporting facility are forwarded to the Local Integrity Officer in the operating country or Company concerned. As standard, a copy is also sent to the Central Integrity Officer at Randstad Holding.

The Local Integrity Officer ensures that all reported cases are investigated and dealt with in a lawful and timely manner, and with full respect to the rights of all individuals involved. In certain instances, reported cases may be referred to and handled by a local management representative. In these cases, the same practices with regard to anonymity and no retaliation apply.

The Local Integrity Officer may decide not to investigate a report if:

- there is insufficient information for a fair investigation and there is no possibility of obtaining further information
- there is an indication that a report has been made in bad faith.

The Local Integrity Officer will confirm receipt of a report to a Complainant within five working days. Insofar as it is appropriate and practicable, the Complainant will be kept informed of the progress of the investigation. However, for reasons of confidentiality we may be prevented from sharing specific details of the investigation or actions taken.

If a report should have been submitted through the normal (local) reporting procedures, rather than via the Randstad Group reporting procedure, the Local Integrity Officer will refer the Complainant to the applicable (local) reporting procedures.

If the reported misconduct involves the local management team of the country and/or Company, the Local Integrity Officer will redirect the complaint to the Central Integrity Officer. The Central Integrity Officer may inform local management and will inform the responsible member of the Randstad Holding Executive Board and/or Supervisory Board. Alternatively, the Central Integrity Officer has the discretion to involve the Audit Committee of the Randstad Holding Supervisory Board.

Complaints that relate to a member or members of the Randstad Holding Executive Board or Supervisory Board will be handled by the Randstad Holding Local Integrity Officer.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the relevant investigating person or body.

Randstad expects management at all levels within the Randstad Group to handle all reports concerning any alleged misconduct seriously, confidentially, in an expeditious manner and to not retaliate against a Complainant. Management is obliged to fully co-operate with any investigation into alleged misconduct.

#### **4 REPORTING IN BAD FAITH**

The Randstad Group views reporting of allegations in bad faith very seriously. Any report made in bad faith by an employee will be considered a serious breach of the Business Principles. The Randstad Group may take further action, if appropriate, against any Complainant who knowingly makes a false accusation or acts with malicious intent. Further action as such may include disciplinary action, which could result in termination of employment.

#### **5 PROTECTION, RIGHTS AND DUTIES OF THE COMPLAINANT**

The identity of all Complainants will be protected to the greatest extent practicable and no retaliation against good faith Complainants will be tolerated. Specifically, the Randstad Group will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee based on any good faith and lawful actions with respect to reporting misconduct that the employee reasonably believes to be true or which are otherwise protected by applicable law. Any perceived retaliation should be promptly reported to the Central Integrity Officer.

Submitting a report does not automatically protect Complainants who have participated in the reported misconduct from disciplinary action related to their participation in the misconduct.

If a Complainant is not satisfied with the follow-up to a complaint and/or the outcome of an investigation, he/she can file a subsequent complaint via the appropriate reporting channels.

When reporting misconduct, the Complainant must continue to respect all confidentiality obligations. Therefore, the Complainant shall avoid any form of external or internal publicity, unless to do so would constitute an infringement of local law requiring or authorizing direct reporting to the relevant authority.

#### **6 PROTECTION AND RIGHTS OF THE ACCUSED**

When a person is under investigation as a result of a report through this procedure, he/she will normally be notified of this fact. Randstad will generally wait no more than five business days before notifying the person under investigation. This period can be extended if there is a perceived risk of destruction of evidence and/or obstruction of the investigation.

Any person under investigation has the right to respond to the allegations and can appeal against any adverse findings or decisions.

#### **7 DATA PROTECTION, PRIVACY & CONFIDENTIALITY**

All relevant data protection laws and regulations relating to the handling of personal data shall be observed in the event of a complaint or subsequent investigation, including the right to access and correct or delete data.

All personal data with regard to registered complaints will be kept strictly confidential, and the privacy of both the Complainant and any person under investigation will be protected, to the extent permissible by law and as consistent with the need to conduct an adequate investigation and, if necessary, take appropriate action.

## **8 AMENDMENTS**

The Executive Board of Randstad Holding, after consultation with the Audit Committee, may amend this policy at any time in a manner consistent with the requirements of applicable laws and regulations, and will involve the Randstad European Platform and the relevant Works Councils as appropriate.

Diemen, Netherlands  
December 2009

## Annex – user instructions & contact details

### Hotline user instructions

#### Free phone line

- The Complainant dials the applicable free phone number; the telephone call is received by a voice-response system. The Complainant receives a unique case number after the report has been made. The external provider then sends a word-for-word transcript of the voice recording to the Local Integrity Officer of the country/Company concerned.
- For protection of the caller's anonymity, the voice recording remains with the external provider and is destroyed as soon as the Local Integrity Officer has confirmed receipt of the transcript.
- Via the unique case number, the Local Integrity Officer can leave a reply message for the Complainant to confirm receipt of the complaint and, if necessary, with verification questions or a conclusion. After the initial complaint, the Local Integrity Officer will endeavor to post a reply within a maximum of five working days.
- The Complainant may call again, using the case number, and will be able to hear the reply from the Local Integrity Officer. The Complainant can choose whether to answer questions immediately or at a later stage.

#### Online complaint form

- The Complainant goes to the applicable web page, leaves a message by entering a text, and receives a unique case number. The external provider translates the message and sends the translation plus a copy of the web message to the Local Integrity Officer of the country/ Company concerned.
- Via the unique case number, the Local Integrity Officer can leave a reply message for the Complainant to confirm receipt of the complaint and, if necessary, with verification questions or a conclusion. After the initial complaint, the Local Integrity Officer will endeavor to post a reply within a maximum of five working days.

The Complainant may log in again using the case number, and will be able to see the reply from the Local Integrity Officer. The Complainant can choose whether to answer questions immediately or at a later stage.