General Meeting of Shareholders of Randstad Holding nv

Thursday March 30, 2017 at 3:00pm
Head office Randstad
Diemermere 25, 1112 TC Diemen
The Netherlands

Agenda items 1, 2a, 2b, 2d, 7 and 8 are solely for discussion and will not be put to a vote.

1.	Opening	
	Review 2016	
2.a.	Report of the Executive Board and report of the Supervisory Board for the financial year 2016	discussion item
2.b.	Account for application of the remuneration policy in 2016	discussion item
2.c.	Proposal to adopt the financial statements 2016	voting item
2.d.	Explanation of the policy on reserves and dividends	discussion item
2.e.	Proposal to determine the dividend over the financial year 2016	voting item
	Discharge of liability	
3.a.	Discharge of liability of the members of the Executive Board for the management	voting item
3.b.	Discharge of liability of the members of the Supervisory Board for the supervision of the management	voting item
	Shares	
4.a.	Proposal to extend the authority of the Executive Board to issue shares	voting item
4.b.	Proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares	voting item
4.c.	Proposal to authorize the Executive Board to repurchase ordinary shares	voting item
4.d.	Proposal to cancel repurchased ordinary shares	voting item
	Remuneration	
5.a.	Proposal to amend the remuneration policy of the Executive Board	voting item
5.b.	Proposal to approve the performance related remuneration of the Executive Board in performance shares	voting item
	Other corporate affairs	
6.	Proposal to reappoint Deloitte Accountants BV as external auditor for the financial year 2018	voting item
7.	Any other business	
8.	Closing	

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Explanatory notes to the agenda

2.b. Account for application of the remuneration policy in 2016
In accordance with Dutch legislation, the application of the remuneration policy in 2016 will be discussed and accounted for during the Annual General Meeting of shareholders. Please refer to the 2016 remuneration report on our corporate website, a summary of which is included in the 2016 annual report on pages 101-105.

2.c. Proposal to adopt the financial statements 2016
It is proposed to adopt the financial statements for the financial year ending December 31, 2016.

2.d. Explanation of the policy on reserves and dividends
In accordance with the Dutch Corporate Governance Code, the policy on reserves and dividends will be dealt with and explained as a separate agenda item. Randstad will amend its dividend policy going forward. An all cash dividend will be paid when the leverage ratio is < 1.0x. An optional dividend (cash or stock) will be paid when the leverage ratio is between 1.0x and 2.0x. An optional dividend (cash or stock) with a premium on stock dividend will be paid when the leverage ratio is between 2.0x and 2.5x. A stock dividend will be paid when the leverage ratio is above 2.5x. Randstad continues to aim at a flexible payout ratio of 40% to 50% of net profit, adjusted for amortization and impairment of acquisition-related intangible assets and goodwill, integration costs and one-offs, provided that the financial position allows for it.

2.e. Proposal to determine the dividend over the financial year 2016
Randstad finished 2016 with a solid leverage ratio of 0.8. Additionally, the business sustained growth throughout the year while profitability further improved. As a result, and in line with the updated dividend policy as elaborated under 2.d., it is proposed to pay a dividend of € 1.89 per ordinary share based on a payout of 50% of underlying earnings per share. Shareholders will receive a full cash dividend. The ex-dividend date is April 3, 2017. The number of shares entitled to dividend will be determined on April 4, 2017 (record date). The payment of the cash dividend takes place on April 7, 2017. The dividend payment on the preference B and C shares amounts to € 12.6 million in total and will also take place on April 7, 2017.

3.a. Discharge of liability of the members of the Executive Board for the management
In accordance with article 27, paragraph 7, of the Company's articles of association, it is proposed to release the members of the Executive Board from liability for the exercise of the management of the Company, insofar as the exercise of such management is reflected in the annual accounts or otherwise disclosed to the General Meeting of shareholders prior to the adoption of the annual accounts.

3.b. Discharge of liability of the members of the Supervisory Board for the supervision of the management
In accordance with article 27, paragraph 7, of the Company's articles of association, it is proposed to release the members of the Supervisory Board from liability for the exercise of the supervision of the management of the Company, insofar as the exercise of such supervision is reflected in the annual accounts or otherwise disclosed to the General Meeting of shareholders prior to the adoption of the annual accounts.

4.a. Proposal to extend the authority of the Executive Board to issue shares
It is proposed that, subject to the approval of the Supervisory Board, the Executive Board be the designated body authorized to issue shares and grant of rights to subscribe for shares. This authorization will apply for a period of 18 months from the date of this Annual General Meeting of Shareholders, i.e. until and including September 30, 2018. Share-issuance will be for the purposes of senior management and Executive Board stock option and share plans. The actual grant of performance shares will in principle not exceed 1% of the issued ordinary share capital. However, depending on the realization of related performance targets and the Company's actual share price, the number of shares to be issued in relation to vesting of the performance shares (including matching shares as elaborated under agenda item 5.a.) and options might in a certain year exceed the 1% limit. For this reason, the annual maximum authorization is 3% of the issued share capital of the Company. This maximum authority also encompasses any possible issuance of a limited number of (depositary receipts of) preference shares B and C to fulfill the anti-dilution agreement with the holders of (depositary receipts of) these preference shares B and C.

4.b. Proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares
It is proposed that, subject to the approval of the Supervisory Board, the Executive Board will be the designated body authorized to restrict or exclude the pre-emptive right to any issue of shares and grant of rights to subscribe for shares. This authorization will apply for a period of 18 months from the date of this Annual General Meeting of Shareholders, i.e. until and including September 30, 2018, and will also be limited to an annual maximum of 3% of the issued share capital of the Company.

4.c. Proposal to authorize the Executive Board to repurchase ordinary shares
It is proposed to authorize the Executive Board to repurchase ordinary shares up to a maximum of 10% of the issued share capital of ordinary shares. These ordinary shares may be acquired for a price between the nominal value and 110% of the stock market rate. This authorization will apply for a period of 18 months from the date of this Annual General Meeting of Shareholders, i.e. until and including September 30, 2018 and is for the purposes of the performance share

plans (including matching shares as elaborated under agenda item 5.a.) of senior management and the Executive Board as well as the distribution of shares for a script dividend.

4.d. Proposal to cancel repurchased ordinary shares

It is proposed to reduce the issued share capital of the Company by cancelling any part of the repurchased ordinary shares up to a maximum of 10% of the issued share capital of ordinary shares as elaborated under agenda item 4.c. to further optimize the equity structure of the Company. The cancellation may be effected in one or more stages and for the number of repurchased ordinary shares to be determined by the Executive Board with the approval of the Supervisory Board. Only ordinary shares held by the Company may be cancelled. The cancellation(s) will take place on the date(s) to be determined by the Executive Board taking into account a mandatory 2-month opposition period for creditors. The resolution to cancel shares will be valid for a period of 18 months from the date of this Annual General Meeting of Shareholders, i.e. until and including September 30, 2018.

5.a. Proposal to amend the remuneration policy of the Executive Board

Randstad's current remuneration policy for the Executive Board dates from the Annual General Meeting of Shareholders in 2013. In the past years, the Supervisory Board has monitored the International and Dutch developments in relation to corporate governance and remuneration, to ensure Randstad was always in line. In the second half of 2016, the Supervisory Board, particularly its Remuneration & Nomination Committee led by the Remuneration Chair with assistance from the Company Secretary, extensively assessed the full remuneration policy in detail. Korn Ferry Hay Group, an independent, strategic human capital advisory firm, was commissioned to provide advice. The members of the Executive Board were requested to provide their views on the current remuneration policy. The Committee took good notice of recent international developments and market practice regarding executive remuneration. When looking at market practice, the Committee particularly looked at the Netherlands, France and the USA, given the profile of the current Executive Board. It also assessed the remuneration provisions in the new Dutch corporate governance code. The following objectives were formulated for adjustment of the new policy:

- Increase the focus of the Executive Board on long-term, sustainable value creation of the Company;
- Align even more with the values and organizational aspirations of the Company;
- Correct some non-optimal items in the current policy and incorporate several recent remuneration policy trends.

After careful consideration and upon recommendation of the Remuneration and Nomination Committee, the Supervisory Board decided that the developments both within the company and in the Dutch and international governance framework required the update of the Randstad remuneration policy. The current proposal meets the aforementioned objectives by:

- Focusing the Company's performance on strategic short-term and long-term actions and outcomes;
- Privileging the long-term versus the short-term;
- Encouraging share investment by the members of the Executive Board;
- Rewarding the Executive Board as a team rather than as individual members;
- Increasing the focus on results relative to market rather than absolute results;
- Further optimizing internal pay equities by aligning senior management's remuneration structure with the Executive Board's.

Subject to approval by the Annual General Meeting of Shareholders on March 30, 2017, the policy update will take effect as from the current financial year. The Executive Board will as much as possible align the remuneration of senior management with these amendments.

Below is the description and rationale of the proposed policy changes.

Base salaries levels and targets stay unchanged
Labor market peer group expanded in line with good market practice
AEX sanity check maintained

Base salaries

Base salaries of the Executive Board members are set between the median and 75% level of the international labor market peer group. We intend to keep this framework unchanged, which corresponds well with the international profile, size and dynamics of Randstad. The current base salaries of the members of the Executive Board are within our policy.

The current international labor market peer group, which is used to benchmark remuneration levels, is relatively small and there are only a limited number of direct peers with a comparable size and profile as Randstad available. In line with good market practice, we propose to extend the current peer group of 13 companies (Sodexo, Adecco Group, TUI, Capgemini, Manpower Group, Atos, CGI, G4S, Robert Half, Hays, Rentokil Initial, Kelly Services and Michael Page International) to 24 companies, adding Recruit Holdings Co, Compass Group, Hilton Worldwide, Tyco International, Capita, Equifax, Accor, Securitas, Bureau Veritas, Thomas Cook and Intertek Group.

As an additional check, the Committee annually benchmarks total compensation levels of the Executive Board versus the AEX peer group (excluding Royal Dutch Shell, Unilever, ArcelorMittal, Vopak, Galapagos and the financial services companies). We propose to continue this sanity check as a second benchmark.

Annual bonus (STI) opportunity kept at current levels
Only joint bonus (STI) targets; elimination of individual and discretionary bonus
A combination of financial and strategic team targets
Introduction of share matching to enhance share investment and long-term performance

Short-term incentive / annual bonus

As per the current policy, the total annual bonus opportunity continues to be 70% of base salary for on-target performance and the maximum bonus is 100% of base salary. If performance is below the predefined minimum targets, no bonus will be paid. The Supervisory Board sets the bonus targets at the beginning of each financial year, following a presentation of the business objectives and plans by the Executive Board.

It is proposed that the entire STI will be based on joint team performance of the Executive Board to strengthen team work and focus on overall company goals. Both the current 15% bonus opportunity based on individual targets and the 10% discretionary bonus will be discontinued.

The largest part of the achievable annual bonus (75%) will continue to be related to a certain number of financial targets. In contrast to currently, both the choice and weight of these targets will depend on the specific business objectives of each year, with the Supervisory Board selecting the appropriate annual targets from an agreed menu of financial targets. In addition to the targets used currently (revenue, gross profit, EBITA, EPS, net debt, leverage ratio and debtor days) we will include relative revenue performance versus the market and incremental conversion or recovery ratios. These two new measures are key to focus the company on growing profitably within the market.

To further underline joint responsibility, the Supervisory Board will set, at the start of each financial year, yearly strategic and operational objectives following a presentation by the Executive Board. This bonus opportunity will at maximum be 25% of base salary.

In order to enhance the Executive Board's long-term focus, 25% of the net annual bonus (paid out based on realized performance) will be paid out in Randstad shares. After three years, these shares will be matched 1:1 subject to a sustainable performance of the company during the previous three years and at the discretion of the Supervisory Board. Members of the Executive Board are allowed to voluntarily convert up to 50% of net annual bonus according to the same matching principles. Randstad shares need to be held for at least 5 years, after the conditional award date, except for any share sales needed to settle related tax liabilities.

Total on-target LTYI kept at same level
Long-term performance targets rebalance to 65% (from 80%) TSR and 35% (from 20%) non financial KPIs
TSR performance peer group extended and maximum TSR-related payout level lowered

Long-term incentive

In the recent past, the Randstad strategy has evolved towards developing global concepts to drive our business performance, notably including the digitalization and the professionals segments among others. At the same time, Randstad has reaffirmed the importance of our values and culture at the core of our practices.

Given the relevance of the Randstad values and the globalization of the business concepts to the company's long-term viability, the Supervisory Board believes that the weight of non-financial key performance indicators should be increased. It is proposed to increase it to 35% of total on-target LTI, up from 20% currently. The specific performance targets will reflect our long-term organizational and social challenges and will be derived from our strategic business plans and from the sustainability KPI framework (as referred to on pages 26-27 of our 2016 annual report) upon discretion of the Supervisory Board.

For the non-financial measure, the Supervisory Board will have the discretion to determine the actual vesting based on progress made over the performance period as reported by the Executive Board in relation to each of these targets. The total vesting will continue to range between 0% and 250%.

Relative Total Shareholder Return will continue to be the measure of long-term financial performance and long-term value creation. It is proposed to reduce its weight to 65% from currently 80% of on-target LTI to allow for the increase in the weight of non-financial KPIs above.

The international performance peer group is used to establish relative TSR performance. The current peer group only includes staffing/recruitment companies and includes 2 peers that operate primarily locally (Synergie and TrueBlue). We propose to delete these 2 peers, and extend the peer group from 10 to 19 companies, adding super-cyclical, asset light, business services companies (Capita, On Assignment, G4S, ISS, Compass Group, Rexel, Securitas, Office Depot, WW Grainger, Sodexo and Staples).

The related payout range will be changed as follows:

Payout per ranking position for the TSR performance incentive zone

Ranking	19	18	17	16	15	14	13	12	11	10	9	8	7	6	5	4	3	2	1
Current %	-	-	-	-	-	-	-	-	-	0	0	0	0	0	50	100	150	200	250
Proposed %	0	0	0	0	0	0	0	0	0	50	75	100	100	125	150	150	175	200	200

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

In accordance with the Company's remuneration policy and the proposed amendment to the remuneration policy as included under agenda item 5.a, it is proposed to approve the performance related remuneration of the Executive Board in performance shares (including matching shares as elaborated under agenda item 5.a.) for a five year period.

6. Proposal to reappoint Deloitte Accountants BV as external auditor for the financial year 2018

Pursuant to article 393, book 2 of the Dutch civil code, the General Meeting of shareholders charges an external auditor with the task of auditing the annual accounts. The Executive Board and the Supervisory Board, upon recommendation of its Audit Committee, propose to reappoint Deloitte Accountants BV in the Netherlands with the auditing of the annual accounts for the next financial year 2018.

Appendix to agenda item 5.a.

Remuneration policy proposal comparison versus current policy

Fixed base salary

Items	Current	Proposed	Rationale for change
1. Base salary level	Set at between the 50th and 75th percentile of labor market peers	Unchanged	
2. Peer groups			
a. International Labor Market	13 companies	24 companies	Increase in line with best practice
b. AEX sanity check	AEX companies except financials and Shell, Unilever and ad hoc entries	Identical	

Short-term Incentives

Items	Current	Proposed	Rationale for change
1. Composition of targets	Joint 75% Individual 15% Discretionary 10%	Joint 100% Eliminate individual targets Eliminate dscretion bonus	Strengthen teamwork by rewarding team rather than individual performance
2. Joint financial targets	75% Always 3, equally weighted financial targets: - a revenue measure - a profit measure - a cash measure	75% Annual choice of appropriate financial targets and weights from an approved menu. Targets menu to include relative performance to market and ICR/IRR	Equal Better align performance to yearly objectives and plan. Shift short-term focus to organic, sustainable growth and performance versus end result (EBIT)
3. Joint performance targets	**None**	25% Based on the management's presentation of goals, objectives and plans for the year, to include strategic areas of growth and organizational development	Encourage annual focus on growth of capability and focus on strategic building blocks
4. Bonus levels	 At target 70% Maximum 100% Below predetermined threshold 0%	Unchanged At target 70% Maximum 100% Below predetermined threshold 0%	These levels work well
5. Vehicle	Cash only	Cash and shares Minimum obligation 25% of net bonus into shares Maximum opportunity 50% of net bonus into shares	Encourage long-term business growth
6. Matching shares	Not applicable	Match shares converted from cash Matching shares to be awarded after 3 years based at the discretion Supervisory Board assuming sustainable performance of the company during these 3 years	Encourage share ownership Align with current share opportunity plans to lower levels of organization

Long-term Incentives

Items	Current	Proposed	Rationale for change
1. Performance targets	80% TSR, 20% non-financial targets	65% TSR, 35% non-financial targets	TSR is an appropriate long-term financial target measuring the company's performance, relative to a meaningful peer group over a longer period. Non-financial targets fit Randstad's business, culture and values. The relative weights have been adjusted to better reflect the importance of the non-inancial targets.
2. TSR peer group	10 direct competitors, staffing/ human resources companies	19 companies all super-cyclical, asset-light in business service sectors, including 8 direct competitors	Too few comparable direct competitors in scope, geographical blueprint and size. The super-cyclical asset-light segment is more relevant to investors' decision models
3. TSR payout range	From 250% (position1) to 0% (position 6 and below)	From 200% (position 1) to 0% position 11 and below	Identical chances for payout, but better spread and elimination of the overly high spread and elimination of the overly high 250% level.
4. Total LTI levels	At target 100% Maximum 250%	At target the same 100% Maximum is reduced to 200% for TSR Maximum stays the same 250% for non financial	TSR payout opportunity stays the same despite lowering of maximum level, despite lowering of maximum level, through the larger spread of positions through the larger spread of positions
5. Share retention	3-Year performance build-up + 2-Year additional retention, except what is needed to pay for the taxes	**Identical**	As per governance standards. More robust than share ownership guidelines.