

general meeting of shareholders of randstad nv

Tuesday March 26, 2019 at 3:00pm

Head office Randstad - Diemermerere 25, 1112 TC Diemen - The Netherlands

Agenda items 1, 2a, 2b, 2d, 9 and 10 are for discussion only and will not be put to a vote.

1 Opening

review 2018

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|----|---|-----------------|
| 2a | Report of the Executive Board and report of the Supervisory Board for the financial year 2018 | discussion item |
| 2b | Account for application of the remuneration policy in 2018 | discussion item |
| 2c | Proposal to adopt the financial statements 2018 | voting item |
| 2d | Explanation of the policy on reserves and dividends | discussion item |
| 2e | Proposal to determine the regular dividend over the financial year 2018 | voting item |
| 2f | Proposal to determine a special dividend over the financial year 2018 | voting item |

discharge of liability

- | | | |
|----|--|-------------|
| 3a | Discharge of liability of the members of the Executive Board for the management | voting item |
| 3b | Discharge of liability of the members of the Supervisory Board for the supervision of the management | voting item |

composition executive board

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|----|--|-------------|
| 4a | Proposal to appoint Rebecca Henderson as member of the Executive Board | voting item |
| 4b | Proposal to appoint Karen Fichuk as member of the Executive Board | voting item |

composition supervisory board

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| 5a | Proposal to reappoint Jaap Winter as member of the Supervisory Board | voting item |
| 5b | Proposal to reappoint Barbara Borra as member of the Supervisory Board | voting item |
| 5c | Proposal to reappoint Rudy Provoost as member of the Supervisory Board | voting item |

shares

- | | | |
|----|---|-------------|
| 6a | Proposal to extend the authority of the Executive Board to issue shares and to restrict or exclude the pre-emptive right to any issue of shares | voting item |
| 6b | Proposal to authorize the Executive Board to repurchase shares | voting item |
| 6c | Proposal to cancel repurchased shares | voting item |

other corporate affairs

- | | | |
|---|---|-------------|
| 7 | Proposal to reappoint Stépan Breedveld as board member of Stichting Administratiekantoor Preferente Aandelen Randstad | voting item |
| 8 | Proposal to reappoint Deloitte Accountants BV as external auditor for the financial year 2020 | voting item |

9 Any other business

10 Closing

explanatory notes to the agenda

2b account for application of the remuneration policy in 2018

In accordance with Dutch legislation, the application of the remuneration policy in 2018 will be discussed and accounted for during the Annual General Meeting of Shareholders. Please refer to the 2018 remuneration report on our corporate website, a summary of which is included in the 2018 annual report on pages 115 - 120.

2c proposal to adopt the financial statements 2018

It is proposed to adopt the financial statements for the financial year ending December 31, 2018.

2d 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 aims for a payout ratio of 40%-50% of net profit adjusted for amortization and impairment of acquisition-related intangible assets and goodwill, integration costs, and one-offs. Additionally, Randstad has implemented a conditional cash floor dividend of € 1.62 per share. This baseline dividend level will be maintained even when the general 40%-50% payout ratio is temporarily exceeded, barring (i) seriously adverse economic conditions, (ii) material strategic changes to the sector and (iii) a material deterioration in our solvency and liquidity ratios.

2e proposal to determine the regular dividend over the financial year 2018 and 2f proposal to determine a special dividend over the financial year 2018

In 2018, Randstad further enhanced its financial position. The business showed sustained growth throughout the year, and underlying earnings were improved. We finished 2018 with a solid leverage ratio of 0.8. As a result, and in line with the dividend policy as elaborated under 2d, it is proposed to pay a total cash dividend of € 3.38 per ordinary share, up 22% year-on-year, consisting of the regular dividend (agenda item 2e) and a special dividend (agenda item 2f) over the financial year 2018.

2e proposal to determine the regular dividend over the financial year 2018

It is proposed to determine the regular dividend over the financial year 2018 in cash in the amount of € 2.27 (2017: € 2.07), representing a payout of 50% of the basic underlying Earnings Per Share. The ex-dividend date for the regular cash dividend is March 28, 2019. The number of shares entitled to dividend will be determined on March 29, 2019 (record date). The payment of the regular cash dividend takes place on April 2, 2019. The dividend payment on the preference B and C shares amounts to € 12.6 million in total and will also take place on April 2, 2019.

2f proposal to determine a special dividend over the financial year 2018

In addition to the regular dividend of agenda item 2e, it is proposed to pay a special cash dividend of € 1.11 (2017: € 0.69) per ordinary share, given our year-end leverage ratio of 0.8.

It is the intention of the Executive Board that the payment of the special cash dividend will take place in October 2019, on a specific date to be determined by the Executive Board. The payment date (including the ex-dividend date and record date) will be published in time on the corporate website, www.randstad.com.

3a discharge of liability of the members of the executive board for the management

In accordance with article 26, 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 financial statements 2018 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the financial statements 2018.

3b discharge of liability of the members of the supervisory board for the supervision of the management

In accordance with article 26, 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 financial statements 2018 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the financial statements 2018.

4a proposal to appoint rebecca henderson as member of the executive board

Rebecca Henderson was born on November 26, 1963 and is a national of the United States of America. Rebecca Henderson joined Randstad in 2012 when the company acquired SFN Group. She is currently CEO of Randstad Sourceright. Rebecca Henderson brings over 25 years of strategic client experience both in technology and HR services. She has spent much of her time at Randstad developing market leading solutions in RPO and MSP globally delivering added value to Randstad's enterprise clients. In the Executive Board she will be responsible for Randstad Sourceright, Global Client Solutions, Monster, RiseSmart and Twago. She holds no Supervisory Board functions as set by the Dutch civil code. She holds 19,808 Randstad shares. The Supervisory Board proposes to appoint her for a first four-year term as member of the Executive Board ending following the close of the Annual General Meeting of Shareholders in 2023. Upon appointment, the key terms of her executive service agreement, which are in line with the remuneration policy of the Executive Board (as explained in the annual report on pages 115 - 120) and the Dutch Corporate Governance Code, are: (i) an annual base salary of USD 770,000 gross (ii) an annual bonus arrangement up to a maximum of 100% of annual base salary, (iii) an annual grant of conditional performance shares, with an at target value of 100% of annual base salary upon grant, (iv) an annual contribution for pension and other secondary benefits of 27% of annual base salary and (v) a severance arrangement up to a maximum of one year's base salary in addition to the notice period.

4b proposal to appoint karen fichuk as member of the executive board

Karen Fichuk was born on September 13, 1965, and is a national of the United States of America. She holds a degree in Finance and Real Estate from the Colorado State University. Karen Fichuk has 25 years of experience as a commercial and functional leader at The Nielsen Company. Most recently, she was President Developed Markets and Strategic Initiatives responsible for North America, Western Europe and Australia/New Zealand. Karen Fichuk has a strong track record of leading organizations where performance, client centricity and people development are the key pillars. Her expertise around data, analytics and technology will help drive Randstad's digital transformation. She holds no Supervisory Board functions as set by the Dutch civil code. She holds no Randstad shares. The Supervisory Board proposes to appoint her for a first four-year term as member of the Executive Board ending following the close of the Annual General Meeting of Shareholders in 2023. She will become CEO of Randstad North America. Upon appointment, the key terms of her executive service agreement, which are in line with the remuneration policy of the Executive Board (as explained in the annual report on pages 115 - 120) and the Dutch Corporate Governance Code, are: (i) an annual base salary of USD 770,000 gross (ii) an annual bonus arrangement up to a maximum of 100% of annual base salary, (iii) an annual grant of conditional performance shares, with an at target value of 100% of annual base salary upon grant, (iv) an annual contribution for pension benefits of 27% of annual base salary and (v) a severance arrangement up to a maximum of one year's base salary in addition to the notice period.

5a proposal to reappoint jaap winter as member of the supervisory board

Jaap Winter is due to step down from the Supervisory Board at the end of this General Meeting of Shareholders as his second four-year term expires. He is available for reappointment. Jaap Winter was born on April 12, 1963 and he is a Dutch national. He was first appointed to the Supervisory Board in 2011. He is Vice-Chair of the Supervisory Board, a member of the Audit Committee and a member of the Governance & Nomination Committee. He holds no Randstad shares. Until December 2017, Jaap Winter was President of the Executive Board of Vrije Universiteit Amsterdam. He is partner at Phyleon governance & leadership, Professor of Corporate Law, Corporate Governance and Behaviour at Vrije Universiteit Amsterdam and Distinguished Visiting Professor of Corporate Governance at INSEAD. He was a member of the Dutch Corporate Governance Committee (2003) and the European Corporate Governance Forum. He is Chairman of the Supervisory Board of Stichting Het Van Gogh Museum. Jaap Winter is nominated by Randstad Beheer (the private shareholding company of Frits Goldschmeding, Randstad's founder and leading shareholder). Further explanation of

this nomination right can be found on page 125 of the annual report. He has made a valuable contribution to the Supervisory Board and its Committees, notably given his legal and corporate governance expertise as well as in his role as liaison with Randstad Beheer. In accordance with its profile and by-laws, the Supervisory Board proposes to reappoint Jaap Winter for a term of two years, ending following the close of the Annual General Meeting of Shareholders in 2021.

5b proposal to reappoint barbara borra as member of the supervisory board

Barbara Borra is due to step down from the Supervisory Board at the end of this General Meeting of Shareholders as her first four-year term expires. She is available for reappointment. Barbara Borra was born on March 24, 1960 and she is an Italian national. She was first appointed to the Supervisory Board in 2015. She is a member of the Remuneration Committee. She holds no Randstad shares. As from January 2019, Barbara Borra is CEO of Franke Kitchen Systems. Before joining Franke, she was CEO for EMEA of Fontana Group. Prior to that, she was with Whirlpool for 10 years, serving in different senior management positions and more recently as Vice-President of its Chinese operations. Before joining Whirlpool, she held a number of international roles in various countries at Rhodia and General Electric. She is a member of the Board of Directors of Brembo. She has made a valuable contribution to the Supervisory Board and the Remuneration Committee, notably given her international management expertise. In accordance with its profile and by-laws, the Supervisory Board proposes to reappoint Barbara Borra for a second term of four years ending following the close of the Annual General Meeting of Shareholders in 2023.

5c proposal to reappoint rudy provoost as member of the supervisory board

Rudy Provoost is due to step down from the Supervisory Board at the end of this General Meeting of Shareholders as his first four-year term expires. He is available for reappointment. Rudy Provoost was born on October 16, 1959 and he is a Belgian national. He was first appointed to the Supervisory Board in 2015. He is a member of the Governance & Nomination Committee. He holds no Randstad shares. Rudy Provoost is the former CEO and Chairman of the Board of Directors of the Rexel Group. Before joining the Rexel Group in 2011, he was a member of the Management Board of Royal Philips and successively CEO of Philips Lighting and CEO of Philips Consumer Electronics. He also held various senior leadership and executive management positions at Whirlpool, Canon and Procter & Gamble. He is currently a member of the Board of Directors of Elia as well as the Vlerick Business School. He has made a valuable contribution to the Supervisory Board and the Governance & Nomination Committee, notably given his international management expertise. In accordance with its profile and by-laws, the Supervisory Board proposes to reappoint Rudy Provoost for a second term of four years ending following the close of the Annual General Meeting of Shareholders in 2023.

6a proposal to extend the authority of the executive board to issue shares and 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 be the designated body authorized to issue shares and grant of rights to subscribe for shares and 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 26, 2020. 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) 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 (depository receipts of) preference shares B and C to fulfill the anti-dilution agreement with the holders of (depository receipts of) these preference shares B and C.

6b proposal to authorize the executive board to repurchase shares

It is proposed to authorize the Executive Board to repurchase shares up to a maximum of 10% of the issued share capital. The ordinary shares may be acquired for a price between the nominal value and 110% of the closing price of the ordinary shares on the stock exchange of Euronext Amsterdam on the day preceding the day of the purchase as reported in the

Official Price List of Euronext Amsterdam. The preference shares B and C may be acquired for a price between the nominal value and 110% of the issue price. 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 26, 2020.

6c proposal to cancel repurchased shares

It is proposed to reduce the issued share capital of the Company by cancelling any part of the repurchased shares up to a maximum of 10% of the issued share capital as elaborated under agenda item 6b 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 shares to be determined by the Executive Board with the approval of the Supervisory Board. Only 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 authorization 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 26, 2020.

7 proposal to reappoint stépan breedveld as board member of Stichting Administratiekantoor Preferente Aandelen Randstad

The first four year term of Stépan Breedveld as director of Stichting Administratiekantoor Preferente Aandelen Randstad expires. He is available for reappointment. Stépan Breedveld was born on June 16, 1967 and he is a Dutch national. He is currently senior partner of the Boston Consulting Group. From 2011 until 2017, he was Chairman of the Executive Board and CEO of Ordina. He is a member of the Supervisory Board of Nederlands Dans Theater. In accordance with the articles of association of Stichting Administratiekantoor Preferente Aandelen Randstad, the Executive Board of Randstad N.V. proposes to appoint Stépan Breedveld as director A of Stichting Administratiekantoor Preferente Aandelen Randstad for a period of four years ending following the close of the Annual General Meeting of Shareholders in 2023.

8 proposal to reappoint deloitte accountants bv as external auditor for the financial year 2020

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 financial statements. The Supervisory Board, upon recommendation of its Audit Committee, proposes to reappoint Deloitte Accountants BV in the Netherlands with the auditing of the financial statements for the financial year 2020.