

### **Voting results Annual General Meeting of Randstad Holding nv held on 2 April 2015**

According to the list of attendees a total of 49 shareholders attended the meeting representing a total of 214,586,633 shares with an entitlement to vote at the meeting (with and without proxies), of which 25,200,000 preference shares class B and 50,130,352 preference shares class C. They could cast a total number of 148,456,286 votes (78.49% of the total number of votes that may be cast), of which 3,600,000 on the preference shares B and 5,600,000 on the preference shares C.

The voting results were as follows:

<b>1.</b> Opening	discussion item
<b>2a.</b> Report of the executive board and report of the supervisory board for the financial year 2014	discussion item
<b>2b.</b> Account for application of the remuneration policy in 2014	discussion item
<b>2c.</b> Proposal to adopt the financial statements 2014 In favour: 148,329,178 (100.0%); against: 0 (0.00%); abstentions: 96,888	<b>APPROVED</b>
<b>2d.</b> Explanation of the policy on reserves and dividends	discussion item
<b>2e.</b> Proposal to determine the dividend for the financial year 2014 In favour: 148,362,346 (99.96%); against: 60,965 (0.04%); abstentions: 3,094	<b>APPROVED</b>
<b>3a.</b> Discharge of liability of the members of the executive board for the management In favour: 146,350,459 (98.65%); against: 2,003,002 (1.35%); abstentions: 99,528	<b>APPROVED</b>
<b>3b.</b> Discharge of liability of the members of the supervisory board for the supervision of the management In favour: 146,350,597 (98.65%); against: 2,003,000 (1.35%); abstentions: 99,527	<b>APPROVED</b>
<b>4a.</b> Proposal to reappoint Jaap Winter as member of the supervisory board In favour: 143,787,622 (98.64%); against: 1,983,451 (1.36%); abstentions: 2,682,051	<b>APPROVED</b>
<b>4b.</b> Proposal to appoint Rudy Provoost as member of the supervisory board In favour: 146,383,988 (100.00%); against: 5,898 (0.00%); abstentions: 2,063,238	<b>APPROVED</b>
<b>4c.</b> Proposal to appoint Barbara Borra as member of the supervisory board In favour: 146,357,369 (100.00%); against: 5,798 (0.00%); abstentions: 2,063,238	<b>APPROVED</b>

- 5a.** Proposal to extend the authority of the executive board to issue shares  
In favour: 140,606,207 (94.72%); against: 7,843,826 (5.28%); abstentions: 3,091 **APPROVED**
- 5b.** Proposal to extend the authority of the executive board to restrict or exclude the pre-emptive right to any issue of shares  
In favour: 139,579,593 (94.02%); against: 8,870,343 (5.98%); abstentions: 3,188 **APPROVED**
- 5c.** Proposal to authorize the executive board to repurchase ordinary shares  
In favour: 147,346,151 (99.30%); against: 1,040,798 (0.70%); abstentions: 66,025 **APPROVED**
- 6.** Proposal to appoint Stépan Breedveld as board member of Stichting Administratiekantoor Preferente Aandelen Randstad Holding  
In favour: 148,365,855 (100.00%); against: 7,197 (0.00%); abstentions: 80,071 **APPROVED**
- 7.** Proposal to appoint Deloitte as external auditor for the financial year 2016  
In favour: 148,297,029 (99.90%); against: 151,807 (0.10%); abstentions: 4,288 **APPROVED**
- 8.** Any other business discussion item
- 9.** Closing discussion item