

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:

1. Opening	discussion item
2a. Report of the executive board and report of the supervisory board for the financial year 2014	discussion item
2b. Account for application of the remuneration policy in 2014	discussion item
2c. Proposal to adopt the financial statements 2014 In favour: 148,329,178 (100.0%); against: 0 (0.00%); abstentions: 96,888	APPROVED
2d. Explanation of the policy on reserves and dividends	discussion item
2e. 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	APPROVED
3a. 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	APPROVED
3b. 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	APPROVED
4a. 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	APPROVED
4b. 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	APPROVED
4c. 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	APPROVED

- 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