

Voting results Annual General Meeting of Randstad Holding nv held on 27 March 2018

According to the list of attendees a total of 873 shareholders (in person or via proxy) attended the meeting representing a total of 213,424,774 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 147,294,422 votes (76.6% 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 2017	discussion item
2b. Main items corporate governance structure and compliance with the Corporate Governance Code in 2017	discussion item
2c. Account for application of the remuneration policy in 2017	discussion item
2d. Proposal to adopt the financial statements 2017 In favour: 146,736,892 (99.7%); against: 498,017 (0.3%); abstentions: 57,308	APPROVED
2e. Explanation of the policy on reserves and dividends	discussion item
2f. Proposal to determine the regular dividend for the financial year 2017 In favour: 147,282,446 (100.0%); against: 101 (0.1%); abstentions: 8,686	APPROVED
2g. Proposal to determine a special dividend for the financial year 2017 In favour: 147,142,288 (99.9%); against: 139,708 (0.1%); abstentions: 8,686	APPROVED
3a. Discharge of liability of the members of the Executive Board for the management In favour: 146,230,380 (99.3%); against: 973,032 (0.7%); abstentions: 87,170	APPROVED
3b. Discharge of liability of the members of the Supervisory Board for the supervision of the management In favour: 146,219,945 (99.3%); against: 983,467 (0.7%); abstentions: 87,170	APPROVED
4a. Proposal to reappoint Jacques van den Broek as member of the Executive Board In favour: 144,894,701 (99.7%); against: 387,195 (0.3%); abstentions: 2,008,686	APPROVED
4b. Proposal to reappoint Chris Heutink as member of the Executive Board In favour: 144,924,554 (99.8%); against: 357,335 (0.2%); abstentions: 2,008,691	APPROVED

- 4c.** Proposal to appoint Henry Schirmer as member of the Executive Board
In favour: 144,923,033 (99.8%); against: 357,340 (0.2%); abstentions: 2,008,703 **APPROVED**
- 4d.** Proposal to ad-hoc amend the remuneration policy of the Executive Board
in regard to the appointment of Henry Schirmer
In favour: 114,268,362 (80.2%); against: 28,232,749 (19.8%); abstentions: 4,789,571 **APPROVED**
- 5a.** Proposal to reappoint Frank Dorjee as member of the Supervisory Board
In favour: 144,181,150 (99.2%); against: 1,099,441 (0.8%); abstentions: 2,008,691 **APPROVED**
- 5b.** Proposal to appoint Annet Aris as member of the Supervisory Board
In favour: 138,117,960 (95.1%); against: 7,085,219 (4.9%); abstentions: 2,087,403 **APPROVED**
- 6a.** Proposal to extend the authority of the Executive Board to issue shares
In favour: 146,721,159 (99.6%); against: 560,737 (0.4%); abstentions: 8,686 **APPROVED**
- 6b.** Proposal to extend the authority of the Executive Board to restrict or exclude
the pre-emptive right to any issue of shares
In favour: 144,025,237 (97.8%); against: 3,256,758 (2.2%); abstentions: 8,687 **APPROVED**
- 6c.** Proposal to authorize the Executive Board to repurchase ordinary shares
In favour: 147,052,063 (99.9%); against: 150,885 (0.1%); abstentions: 87,534 **APPROVED**
- 6d.** Proposal to cancel repurchased ordinary shares
In favour: 147,270,172 (100.0%); against: 11,788 (0.0%); abstentions: 8,722 **APPROVED**
- 7.** Proposal to amend the articles of association of Randstad Holding nv
In favour: 146,832,726 (100.0%); against: 11,766 (0.0%); abstentions: 446,063 **APPROVED**
- 8.** Proposal to reappoint Deloitte as external auditor for the financial year 2018
In favour: 147,274,090 (100.0%); against: 7,506 (0.0%); abstentions: 8,886 **APPROVED**
- 9.** Any other business discussion item
- 10.** Closing discussion item