

### **Voting results Annual General Meeting of Randstad Holding nv held on 30 March 2017**

According to the list of attendees a total of 893 shareholders (in person or via proxy) attended the meeting representing a total of 213,328,023 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 147,197,671 votes (76.5% 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 2016	discussion item
<b>2b.</b> Account for application of the remuneration policy in 2016	discussion item
<b>2c.</b> Proposal to adopt the financial statements 2016 In favour: 147,064,909 (100.0%); against: 61,360 (0.0%); abstentions: 71,393	<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 2016 In favour: 146,776,402 (99.9%); against: 75,379 (0.1%); abstentions: 343,874	<b>APPROVED</b>
<b>3a.</b> Discharge of liability of the members of the Executive Board for the management In favour: 146,112,397 (99.3%); against: 982,415 (0.7%); abstentions: 101,314	<b>APPROVED</b>
<b>3b.</b> Discharge of liability of the members of the Supervisory Board for the supervision of the management In favour: 146,112,298 (99.3%); against: 984,050 (0.7%); abstentions: 101,315	<b>APPROVED</b>
<b>4a.</b> Proposal to extend the authority of the Executive Board to issue shares In favour: 146,049,361 (99.2%); against: 1,137,056 (0.8%); abstentions: 9,700	<b>APPROVED</b>
<b>4b.</b> Proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares In favour: 145,271,556 (98.7%); against: 1,914,872 (1.3%); abstentions: 9,689	<b>APPROVED</b>
<b>4c.</b> Proposal to authorize the Executive Board to repurchase ordinary shares In favour: 146,439,808 (99.9%); against: 174,797 (0.1%); abstentions: 583,047	<b>APPROVED</b>

**4d.** Proposal to cancel repurchased ordinary shares

In favour: 146,267,370 (99.7%); against: 395,450 (0.3%); abstentions: 534,638

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

In favour: 141,028,286 (98.8%); against: 1,745,423 (1.2%); abstentions: 4,423,328

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

In favour: 144,840,027 (99.8%); against: 262,530 (0.2%); abstentions: 2,092,560

**APPROVED****6.** Proposal to reappoint Deloitte as external auditor for the financial year 2018

In favour: 146,668,679 (99.6%); against: 517,141 (0.4%); abstentions: 9,802

**APPROVED****7.** Any other business

discussion item

**8.** Closing

discussion item