

This is a translation of the authentic text of the minutes in Dutch. Only the minutes in Dutch have been adopted.

## **MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RANDSTAD HOLDING NV**

Date: 16 January 2013

### **Board members present:**

Supervisory Board: Fritz Fröhlich (chairman), Jaap Winter, Leo van Wijk

Executive Board: Ben Noteboom (CEO), Jacques van den Broek, Leo Lindelauf, Robert Jan van de Kraats (CFO)

### **1. Opening**

The chairman opens the meeting at 10.00 a.m. and welcomes those present and those listening to the meeting via the corporate website.

The chairman observes that the notice convening the meeting was posted on 5 December 2012 on Randstad's corporate website ([www.randstad.com](http://www.randstad.com)). This complies with the stipulations in the Randstad articles of association. The complete agenda for the meeting and corresponding documents have been made available free of charge and have been published on the corporate website. The convening notice indicated that shareholders would also have the opportunity to submit questions in writing prior to the meeting, to be addressed during the meeting. Nobody took this opportunity. The convening notice further stated that shareholders unable to attend the meeting could issue voting instructions to an independent third party, in this case ANT Trust & Corporate Services NV in Amsterdam.

The chairman introduces those seated at the board members' table. Present on behalf of the Executive Board are Messrs Noteboom, Van de Kraats, Van den Broek and Lindelauf. Present on behalf of the Supervisory Board, aside from the chairman, are Messrs Van Wijk and Winter. The other members of the Executive and Supervisory Boards are unable to attend the extraordinary general meeting of shareholders, due to previously scheduled commitments.

Minutes shall be taken of the matters discussed at this meeting. The chairman designates Jelle Miedema as secretary to the meeting. The draft minutes from the meeting shall be made available within three months and shall be posted on the corporate website as well, after which three months will be provided to respond to the draft minutes. The minutes will subsequently be adopted by the chairman and the secretary of the meeting.

After counting the votes, the chairman reports that based on the list of attendance, a total of 49 shareholders holding 165,873,038 shares carrying voting rights are represented at the meeting (possibly via proxies), of which 25,200,000 are preference B shares. They may cast a combined total of

144,273,038 votes (82.13% of the total votes that may be cast), including 3,600,000 on the preference B shares.

## **2. Proposal to amend the articles of association of Randstad Holding nv**

The chairman remarks that the meeting has been convened in connection with the intention to issue preference C shares to strengthen Randstad's financial position and reduce the leverage ratio. Mr Van de Kraats subsequently takes the floor to elaborate on this plan:

- Slide 5: Randstad's financing policy is aimed at a sound financial position for the firm, with a maximum leverage ratio (EBITA/net debt) of at least 2. The maximum level agreed with the banks is 3.5. The committed credit facility has existed since 2008, and the present facility of EUR 1.6 billion lapses in May 2013. In July 2011 the facility was already given a EUR 1.3 billion extension. This will be in effect from May 2013. The corresponding interest rates are variable, in keeping with Randstad's cash flow pattern. To date, total refinancing of EUR 1.8 billion is virtually complete.
- Slide 6: The economic uncertainty and the political circumstances call for long-term financial security. The total financing comprises the aforementioned EUR 1.4 billion committed credit facility (from May 2013), as well as non-committed credit facilities of EUR 300 million and a EUR 75 million credit facility recently concluded with a Japanese bank. In addition, other credit facilities to a maximum of EUR 200 million and a bond program are currently under review.
- Slide 7: In 1998, 25.2 million financing preference B shares were issued, totalling EUR 165 million. This type of financing is attractive to Randstad, because the capital carries a long-term guarantee. The underlying voting rights for these preference B shares correspond with the capital input (presently ca. 2.0% of the total number of votes). The dividend rate is fixed for a seven-year period. This is based on an assumed surcharge on the effective yield of Dutch government loans with a 6-7 year term. Until November 2012, the dividend rate was 4.32% (based on a surcharge of 105 base points). As of November 2012, the dividend rate was revised to 2.69% (based on a surcharge of 175 base points), once again for a seven-year period.
- Slide 8: The 50.1 million financing preference C shares to be issued now concern a total committed amount of EUR 140 million. This is also long-term guaranteed capital for Randstad, which moreover reduces the leverage ratio (EBITA/net debt). There are 2 series of preference shares: C1, issued to Randstad Beheer (Frits Goldschmeding), and C2, issued to other institutional investors, including the current holders of preference B shares. A separate series applies for Randstad Beheer to keep the current nominal share of Randstad Beheer above 30% after this issuance of preference C shares. Voting rights for both series are fully in line with the capital input (ca. 3.1% of the total number of votes). The dividend rate is determined in a similar manner for a seven-year period, with a surcharge of 50-650 base points on the effective return on Dutch government loans that run for seven years. The current dividend rate equals 5.8% (based on a surcharge of 475 base points). From 2018 Randstad may cancel 20% of the preference C shares annually, and all preference C shares may be cancelled upon a dividend revision after 7 years (first time in 2020).
- Slide 9: An anti-dilution agreement has been reached with the holders of these depositary receipts for both B and C preference shares, and they may obtain a proxy to cast their vote at a general

meeting of shareholders. In addition, they have the right to conversion in the event of a change of control.

- Slide 10: After issuance of the preference C shares, the issued capital of Randstad Holding will reflect the following distribution in terms of the number and corresponding votes at a general meeting of shareholders:

Ordinary shares: 172,072,912 shares, carrying 172,072,912 votes

Preference B shares: 25,200,000 shares, carrying 3,600,000 votes

Preference C1 shares: 14,566,133 shares, carrying 1,000,000 votes

Preference C2 shares: 35,564,219 shares, carrying 4,600,000 votes

Every type of shares has a nominal value of EUR 0.10.

The chairman thanks Mr Van de Kraats for his explanatory presentation. The chairman then opens the floor for questions from shareholders about the proposal.

Mr Swarte, on behalf of the Vereniging van Effectenbezitters [Association of Stockholders] (VEB), notes that he regards the proposal as part of a series of measures to boost shareholders' equity, among which he also includes the recent proposed amendment to the dividend policy. He asks how the proposal should be considered in this context and with respect to the present changes in revenue and results.

Mr Noteboom responds that several major markets, such as France and the Netherlands, are declining, compounded by a rise in unemployment. Upon publication of the third quarter figures for 2012, reorganizations were therefore announced for the fourth quarter in several countries. In addition, Randstad has always pursued a conservative policy, in which no unnecessary risks are taken, and security and prudence are paramount. These measures are to be considered in this context. This policy ensures that the firm is better prepared for adversity, even though no such signs are discernible at this time.

The chairman determines that there are no more questions or comments about the proposal. He notes that it is proposed that the Randstad Holding nv articles of association be amended to allow for the issue of preference C shares. He also notes a minor obvious correction in addition to the proposed draft articles of association: in Article 28 (1) sub b.8, the end of the article should refer to (1) under b.3 and b.4, whereas the present reference is only to (1) under b.4.

As requested by the chairman, the secretary explains the voting procedure, after which the vote takes place. The secretary reports the following voting results:

In favour: 143,033,314 votes (99.15%)

Against: 1,230,578 votes (0.85%)

Abstaining: 9,146 votes

The chairman subsequently determines that the meeting has adopted the proposed amendment to the articles of association of Randstad Holding nv.

### **3. Proposal to grant the Executive Board the authority to issue preference C shares**

The chairman proposes, subject to the approval of the Supervisory Board, to authorize the Executive Board to issue preference C shares. This authorization shall apply for a period of 3 months, starting from the date of the Extraordinary General Meeting of Shareholders, i.e. until and including 16 April 2013. This proposal has been explained in detail by Mr van de Kraats at Agenda Item 2.

Mr Swarte, speaking on behalf of the Vereniging van Effectenbezitters (VEB), asks the following questions:

- a. The issuance of preference shares now ties up EUR 140 million, whereas the agenda and the press release mention a maximum amount of EUR 200 million. How is the difference to be reconciled, and what amount does the requested authorization concern?
- b. The preference C shares have a dividend rate of 5.8%, which is considerably higher than the dividend on ordinary shares in recent years. Why is the present issue not in ordinary shares?

Mr Van de Kraats answers the questions:

- a. The authorization requested is for EUR 140 million. This amount reflects the maximum interest among institutional investors in purchasing this instrument under these terms and the conditions that were complex in some cases.
- b. The 5.8% dividend rate on the preference C shares was set by the market. The dividend rate on ordinary shares is positive as well, when measured over the long term, but has been lower lately during the difficult years, especially in 2008 and 2009.

The secretary gives those present the opportunity to cast their votes. He then reports the following voting results:

In favour: 141,670,843 votes (98.20%)

Against: 2,593,049 votes (1.80%)

Abstaining: 9,146 votes

The chairman subsequently determines that the meeting has authorized the Executive Board to issue preference C shares.

### **4. Proposal to authorize the Executive Board to repurchase ordinary shares**

As requested by the chairman, Mr van de Kraats explains the proposal:

- Randstad has a performance share plan for the senior management and the Executive Board. To this end, shares are generally allocated once a year in the first quarter, based on a TSR ranking of Randstad with respect to a group of competitors over a three-year period.
- Shares may be issued to this end as ordinary shares up to a maximum of 3% of the issued capital. Over the past 5 years, the issue averaged 0.3% per annum. Theoretically, the maximum for this would be 3%. This will result in some dilution for current (preference) shareholders.

- To prevent this dilution, it is proposed that shares may be repurchased, if the amount of the performance shares concerned is less than EUR 25 million. If the amount exceeds EUR 25 million, the leverage ratio (EBIT/net debt) shall determine the decision whether to repurchase.

The chairman subsequently proposes that the Executive Board be authorized to repurchase ordinary shares up to a maximum of 3% of the share capital issued as ordinary shares. These ordinary shares may be acquired at a price between the nominal value and 110% of the stock market rate. This mandate will apply for a period of 18 months from the date of the Extraordinary General Meeting of Shareholders, i.e. until and including 16 July 2014. The repurchase is specifically intended for the purposes of the stock option and share plans for the senior management and the Executive Board.

Mr Swarte, on behalf of the Vereniging van Effectenbezitters (VEB), asks whether the proposal is an option or an obligation to repurchase, and how this proposal relates to the new dividend policy, which introduces the possibility of an optional dividend in cash or shares.

Mr Van de Kraats replies that performance shares are purchased up to EUR 25 million. Above EUR 25 million, the financial position, especially the leverage ratio, determines the decision about whether to repurchase. As for adapting the dividend policy, the policy serves to prevent dilution in the same manner.

The secretary gives those present the opportunity to cast their votes. He then reports the following voting results:

In favour: 143,058,534 votes (99.16%)

Against: 1,205,358 votes (0.84%)

Abstaining: 9,146 votes

The chairman subsequently determines that the meeting has authorized the Executive Board to repurchase ordinary shares.

## **5. Proposal to appoint Mr François Béharel as member of the Executive Board**

Mr François Béharel was born on 10 September 1970 in France. He took his bachelor's degree at the University of Lille in Distribution Management and Marketing Techniques. In 1999 he joined Vedior as a regional manager and, after various promotions, became CEO of Vedior France in May 2007. Following the acquisition by Randstad, François Béharel was appointed president & CEO of the new combination Randstad Groupe France and was an important operator in the integration of the operations. Considering his successful career within Randstad, the Supervisory Board proposes appointing him to the Executive Board for an initial four-year term. The Supervisory Board is pleased to be able to appoint another professional, following Linda Galipeau in 2012, from within the company and with an extended record of excellence at Randstad. He will be responsible for France, Spain, Portugal, Brazil, Argentina, Chile and Uruguay. Upon his appointment to the Executive Board, the most important highlights of his executive contract correspond with the remuneration policy for Executive Board members and with the Dutch

corporate governance code. These most important highlights are listed in the agenda to the General Meeting of Shareholders.

Mr Swarte, on behalf of the Vereniging van Effectenbezitters (VEB), asks the following questions:

In late 2012 Mr Wilkinson resigned from the Executive Board, even though he had been reappointed for a four-year term at the previous general meeting of shareholders in March 2012. Why did he leave?

What is the meaning of remuneration in 'an annual allocation of shares and options, "each" 40% of the base salary'?

Will Mr Béharel remain CEO of Randstad France?

The chairman answers the questions:

Longer term agreements had been reached with Mr Wilkinson regarding his performance and that of his countries and were unrelated to his reappointment, which was scheduled for the General Meeting of Shareholders in March 2012.

Members of the Executive Board receive annual conditional performance shares and performance options, each having a target value of 40%, thus totalling 80% of the base salary.

Mr Béharel will eventually be replaced as CEO France.

The secretary gives those present the opportunity to cast their votes. He then reports that the following voting results:

In favour: 144,169,475 votes (99.96%)

Against: 56,130 votes (0.04%)

Abstaining: 47,433 votes

The chairman subsequently determines that the meeting has decided to appoint Mr Béharel to the Executive Board for a four-year term.

## **6. Any other business**

Mr Swarte refers to pages 118-119 in the 2011 annual report and enquires about the status of possible impairments based on the current trends.

Mr Swarte also mentions that he assumes the proposed amendment to the dividend policy, as it appears on the agenda for the upcoming General Meeting of Shareholders, will also receive consideration in determining the variable remuneration of Executive Board members and the remuneration of Supervisory Board members.

Mr Van de Kraats replies that the current trends are being considered in assessing possible impairments, as will be reported upon publishing the fourth quarter and annual results for 2012 on 14 February 2013.

## **7. Closing**

The chairman thanks those present for coming and closes the meeting.