

randstad policy

Remuneration policy Supervisory Board



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1. Views on Supervisory Board remuneration

The remuneration policy of Randstad for the Supervisory Board supports the long-term development of the company in a highly dynamic environment, while aiming to fulfil all stakeholders' requirements and keeping an acceptable risk profile.

The responsibility of the Supervisory Board is to safeguard the long-term success of the company and the fulfilment of its purpose, taking into account the interests of shareholders and other stakeholders, such as clients, employees, clients, talent and society.

Our Supervisory Board remuneration structure is primarily based on the joint responsibility the Board holds for the future of the company. However, it also reflects the time each Supervisory Board member is expected to spend on properly fulfilling their role. This means that a premium is deemed appropriate for specific activities, such as Chair or Committee roles within the Supervisory Board.

In a rapidly changing industry, which is faced with multiple global trends and developments, Randstad needs Supervisory Board members with a diverse mix of knowledge, skills, expertise and capabilities. In addition, as a global market leader, Randstad needs Supervisory Board members with a broad international background. We therefore need to ensure that our remuneration levels are competitive and enable us to attract, motivate and retain candidates with a diverse mix of expertise and international backgrounds.

2. Reference group and market positioning

To determine competitive remuneration levels, we aim to compensate our Board members around the median level of a relevant peer group. As a Dutch listed company, our primary reference group is similar-sized (looking at market capitalization, number of employees and revenue) listed companies in the Netherlands (primarily AEX) with a similar two-tier governance structure. As a secondary reference, we may also compare our Supervisory Board remuneration with the companies in the peer group that is applied to our Executive Board with a similar (two tier) governance structure, to reflect Randstad's international scope. The comparison with these peers reflects our commitment to best corporate governance practices in the Netherlands, recognizing our place in society while also maintaining an (internal) reference vis-à-vis Randstad's Executive Board remuneration.

3. Supervisory Board remuneration elements

3.1 Fixed remuneration

All remuneration of the Supervisory Board members is in cash only. Supervisory Board members are offered a base annual retainer as well as committee fees and additional compensation dependent on their activities and responsibilities, including but not limited to Chairmanship and Vice-Chairmanship of the board or committees.

3.2 Allowance for international travel

Supervisory Board members receive an attendance fee when cross-border travel is required in order to attend a Supervisory Board meeting. This allowance aims to recognize the differences between Supervisory Board members in terms of travel time and to ensure our ability to attract and retain international Supervisory Board candidates.

3.3 Expense allowance

All reasonable expenses incurred by the Supervisory Board members in relation to performing their duties are reimbursed by Randstad.

In addition, Supervisory Board members may receive a fixed annual expense allowance to cover (smaller) business-related expenses that would otherwise create a disproportionate administrative burden.

3.4 Loans

Randstad does not grant loans or guarantees to Supervisory Board members.

3.5 Shares and share ownership

We believe that a true and unbiased supervisory role, which takes into account the interests of all stakeholders, is best served by the absence of incentives. As such, Randstad's Supervisory Board members receive no variable payments, neither directly (target-related) or indirectly (through share-based payments).

Members of the Supervisory Board who hold shares in the company are only allowed to do so as long-term investments. They adhere to the company's insider dealing rules.

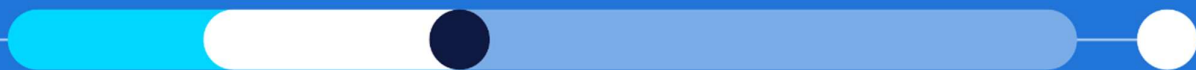
4. Governance.

4.1 Appointment

Members of the Supervisory Board are appointed by the Annual General Meeting of shareholders for a four-year term and can be reappointed for one more four-year term. In exceptional cases, they can be reappointed for two more terms of two years.

4.2 Adoption, revision and implementation

The Remuneration Committee of the Supervisory Board is responsible for assessing and preparing the remuneration policy for the Supervisory Board. The Supervisory Board decides on its proposals and, in the event of material policy changes, submits these proposals to the General Meeting of Shareholders for adoption, at least every four years. Approval of these proposals requires a 75% threshold of shares voted during the meeting.



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partner for talent.