

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended (**MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (**Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended (the **Prospectus Regulation**). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the FSMA Financial Services and Markets Act 2000 (**FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Final Terms dated 8 March 2024

RANDSTAD N.V.

(incorporated in the Netherlands with its statutory seat in Amsterdam)

Legal Entity Identifier (LEI): 7245009EAAUUQJ0U4T57

Issue of EUR 500,000,000 3.610% Fixed Rate Notes due 12 March 2029 (the Notes) under the Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 28 February 2024 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein which have been prepared for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus and the Final Terms have been published on www.randstad.com/investor-relations/randstad-share/debt-facility. Any information contained in or accessible through any website, including www.randstad.com/investor-relations/randstad-share/debt-facility, does not form a part of the Base Prospectus and has not been scrutinised or approved by the AFM, unless specifically stated in the Base Prospectus, in any supplement to the Base Prospectus or in any document incorporated or deemed to be incorporated by reference in the Base Prospectus that all or any portion of such information is incorporated by reference in the Base Prospectus.

1. Issuer: Randstad N.V.
2. (a) Series Number: 1
- (b) Tranche Number: 1
- (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: EUR (€)
4. Aggregate Nominal Amount:
 - (a) Series: EUR 500,000,000
 - (b) Tranche: EUR 500,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000
- (b) Calculation Amount (in relation to calculation of interest in global form see Conditions): EUR 1,000
7. (a) Issue Date: 12 March 2024

	(b)	Interest Date:	Commencement	Issue Date
8.		Maturity Date:		12 March 2029
9.		Interest Basis:		3.610 per cent. Fixed Rate (See paragraph 14 below)
10.		Redemption/Payment Basis:		Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.		Change of Interest Basis:		Not Applicable
12.		Put/Call Options:		Investor Put Issuer Refinancing Call Issuer Clean-up Call Make-Whole Redemption Call (further particulars specified below)
13.	(a)	Status of the Notes:		Senior
	(b)	Date Board approval for issuance of Notes obtained:		12 February 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.		Fixed Rate Note Provisions		Applicable
	(a)	Rate(s) of Interest:		3.610 per cent. per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):		12 March in each year up to and including the Maturity Date
	(c)	Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):		EUR 36.10 per Calculation Amount
	(d)	Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):		Not Applicable
	(e)	Day Count Fraction:		Actual/Actual (ICMA)
	(f)	Determination Date(s):		12 March in each year
15.		Floating Rate Note Provisions		Not Applicable
16.		Zero Coupon Note Provisions:		Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Notice periods for Condition 7.2 (Redemption and Purchase – Redemption for tax reasons): Minimum period: 15 days
Maximum period: 45 days
18. Issuer Call: Not Applicable
19. Issuer Refinancing Call: Applicable
- (a) Date from which Issuer Refinancing Call may be exercised: 12 December 2028
- (b) Notice periods (if other than set out in the Conditions): Minimum period: 15 days
Maximum period: 45 days
20. Issuer Clean-up Call: Applicable
- (a) Percentage of aggregate nominal amount of the Notes outstanding: 25 per cent.
- (b) Notice periods (if other than set out in the Conditions): Minimum period: 15 days
Maximum period: 45 days
21. Make-Whole Redemption Call: Applicable
- (a) Date from which the Issuer Make-Whole Call may be exercised: Issue Date
- (b) Notice periods (if other than set out in the Conditions): Minimum period: 15 days
Maximum period: 45 days
- (c) Parties to be notified by Issuer of Make-Whole Redemption Date and Make-Whole Redemption Amount in addition to those set out in Condition 7.3(c): Not Applicable
- (d) Discounting basis for purposes of calculating sum of the present values of the remaining scheduled payments of principal and interest on the Redeemed Notes in the determination of the Make-Whole Redemption Amount: Annual

- (e) Make-Whole Redemption Margin: 0.20 per cent.
- (f) Quotation Agent: Any Dealer or any other international credit institution or financial services institution appointed by the Issuer for the purpose of determining the Make-Whole Redemption Amount
- (g) Reference Dealers: Each of the four banks, or such other number of banks, selected by the Quotation Agent, which are primary European government security dealers, and their respective successors, or market makers in pricing corporate bond issues
- (h) Reference Security: DBR 0.25% 15 February 2029 (ISIN: DE0001102465)
22. Investor Put: Applicable – Change of Control
- (a) Optional Redemption Date(s): As per the Conditions
- (b) Optional Redemption Amount(s) of each Note: EUR 1,000 per Calculation Amount
- (c) Notice periods: Minimum period: 15 days
Maximum period: 45 days
23. Final Redemption Amount: EUR 1,000 per Calculation Amount
24. Early Redemption Amount payable on redemption for taxation reasons or on event of default: EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 25.
- (a) Form: Bearer Note
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
- (b) New Global Note: Yes
26. Additional Financial Centre(s): Not Applicable
27. Talons for future Coupons to be attached to Definitive Notes: No
28. Relevant Benchmarks: Not Applicable

THIRD PARTY INFORMATION

The description of the rating in paragraph 2 of Part B of these Final Terms has been extracted from the website of Moody's France S.A.S (**Moody's**). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of **Randstad N.V.:**

By: B. Koning
Duly authorised

A large, stylized handwritten signature in blue ink, appearing to read 'B. Koning', is written over a horizontal line.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Amsterdam with effect from 12 March 2024.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,680

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

Baa1 by Moody's

Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

Obligations rated 'Baa' are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category (source: <https://ratings.moody's.com/rating-definitions>)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: General corporate purposes
- (ii) Estimated net proceeds: EUR 499,000,000
- (iii) Estimated total expenses: EUR 1,000,000

5. YIELD

Indication of yield: 3.610 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2782937937
- (ii) Common Code: 278293793
- (iii) CFI: DTFNGB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: RANDSTAD N.V./3.61EMTN 20290312, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the satisfaction of Eurosystem eligibility criteria.

7. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names and addresses of Managers: **BNP Paribas**
16 boulevard des Italiens
75009 Paris
France

BofA Securities Europe SA
51 rue La Boétie
75008 Paris
France

Commerzbank Aktiengesellschaft
Kaiserstraße 16 (Kaiserplatz)
60311 Frankfurt am Main
Federal Republic of Germany

ING Bank N.V.
Foppingadreef 7
1102 BD Amsterdam
The Netherlands

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| (iii) | Date of Subscription Agreement: | 8 March 2024 |
| (iv) | Stabilisation Manager(s) (if any): | Commerzbank Aktiengesellschaft |
| (v) | If non-syndicated, name and address of relevant Dealer: | Not Applicable |
| (vi) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D Rules applicable |
| (vii) | Prohibition of Sales to EEA Retail Investors: | Applicable |
| (viii) | Prohibition of Sales to UK Retail Investors: | Applicable |
| (ix) | Prohibition of Sales to Belgian Consumers: | Applicable |