
general meeting of shareholders of randstad n.v.

Friday March 27, 2026 at 10:00am

Head office Randstad - Diemermere 25, 1112 TC Diemen - The Netherlands

Agenda items 1, 2a, 2b, 2e, 9 and 10 are for discussion only and will not be put to a vote. Item 2c is for an advisory vote.

1 Opening

review 2025

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| 2a | Report of the Executive Board (including sustainability statements) and report of the Supervisory Board for the financial year 2025 | discussion item |
| 2b | Main items corporate governance structure and compliance with the corporate governance code in 2025 | discussion item |
| 2c | Remuneration report 2025 | advisory vote |
| 2d | Proposal to adopt the financial statements 2025 | voting item |
| 2e | Explanation of the policy on reserves and dividends | discussion item |
| 2f | Proposal to determine a regular dividend for the financial year 2025 | voting item |

discharge of liability

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| 3a | Discharge of liability of the members of the Executive Board for the exercise of their duties | voting item |
| 3b | Discharge of liability of the members of the Supervisory Board for the exercise of their duties | voting item |

remuneration

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| 4 | Proposal to amend the remuneration of the Supervisory Board | voting item |
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executive board

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| 5 | Proposal to amend the reappoint Sander van 't Noordende as member of the Executive Board | voting item |
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supervisory board

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| 6 | Proposal to appoint Martin Weiss as member of the Supervisory Board | voting item |
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shares

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| 7a | Proposal to designate the Executive Board as the authorized corporate body to issue shares and to restrict or exclude the pre-emptive right to any issue of shares | voting item |
| 7b | Proposal to authorize the Executive Board to repurchase shares | voting item |
| 7c | Proposal to cancel repurchased shares | voting item |

other corporate affairs

- | | | |
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| 8a | Proposal to reappoint Annelies van der Pauw as board member A of Stichting Administratiekantoor Preferente Aandelen Randstad | voting item |
| 8b | Proposal to reappoint PricewaterhouseCoopers Accountants NV as external auditor to audit the financial statements 2027 and to perform a limited assurance engagement of the sustainability statements 2027 | voting item |

9 Any other business

10 Closing

explanatory notes to the agenda

2b main items corporate governance structure and compliance with the corporate governance code in 2025

In accordance with the Dutch Corporate Governance Code 2025, the main items of Randstad's corporate governance structure and its compliance with the Dutch Corporate Governance Code in 2025 will be discussed and accounted for during the Annual General Meeting of Shareholders. Please refer to the annual report 2025 on pages 128-132.

2c remuneration report 2025

The remuneration report 2025, including an overview of remuneration to individual members of the Executive Board and of the Supervisory Board, is discussed with the Shareholders and put to the General Meeting of Shareholders for an advisory vote. It is proposed to approve the remuneration report 2025.

Please refer to the remuneration report 2025 on our corporate website, which is also included in the annual report 2025 on pages 145-160.

2d proposal to adopt the financial statements 2025

It is proposed to adopt the financial statements for the financial year ending December 31, 2025.

2e explanation of the policy on reserves and dividends

In accordance with the Dutch Corporate Governance Code, the policy on reserves and dividends will be dealt with and explained as a separate agenda item.

Randstad's dividend policy is part of its overall capital allocation policy and consists of two elements. First, there is the regular cash dividend. Randstad aims for a flexible payout ratio of 40% to 50% of net profit adjusted for amortization and impairment of acquisition-related intangible assets and goodwill, integration costs, and one-offs.

In addition, Randstad has set a conditional regular cash floor dividend of € 1.62 per ordinary share. This baseline dividend level will be maintained even when the 40-50% payout ratio is temporarily exceeded, barring (i) seriously adverse economic conditions, (ii) material strategic changes to the sector, and (iii) a material deterioration in our solvency and liquidity ratios.

Secondly, Randstad has set discretionary additional returns to shareholders in the event of a leverage ratio below 1.0 (pre IFRS 16 'Leases') through either (i) a special cash dividend or (ii) share buybacks.

2f proposal to determine a regular dividend for the financial year 2025

It is proposed to determine a regular dividend for the financial year 2025 in cash in the amount of € 1.62 per ordinary share, representing a payout of 64% of underlying adjusted net profit.

The ex-dividend date for the regular cash dividend is March 31, 2026. The number of shares entitled to dividend will be determined on April 1, 2026 (record date). The payment of the regular cash dividend takes place on April 8, 2026.

The dividend payment on the preference B and C shares amounts to € 8.2 million in total and will also take place on April 8, 2026.

3a discharge of liability of the members of the executive board for the exercise of their duties

In accordance with article 27, paragraph 7, of the Company's articles of association, it is proposed that the current and former members of the Executive Board are granted discharge from liability for the exercise of their duties during 2025, insofar as the exercise of such duties is reflected in the financial statements 2025 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the financial statements 2025.

3b discharge of liability of the members of the supervisory board for the exercise of their duties

In accordance with article 27, paragraph 7, of the Company's articles of association, it is proposed that the current and former members of the Supervisory Board are granted discharge from liability for the exercise of their duties during 2025, insofar as the exercise of such duties is reflected in the financial statements 2025 or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the financial statements 2025.

4 proposal to amend the remuneration of the supervisory board

The General Meeting of Shareholders last adopted the remuneration policy of the Supervisory Board at the Annual General Meeting of Shareholders held in 2025. In addition, it was decided to change the annual allowances for the Supervisory Board and its committees. The Technology Committee was also established with an annual allowance of € 15,000 for the chair and € 10,000 for the members with the idea that this committee would meet twice a year.

In practice, it appears that the Technology Committee meets more often than twice a year. It is therefore proposed to increase the annual allowance for the Technology Committee to € 21,000 for the chair and € 15,000 for the members in conformity with the determined allowances for the Remuneration Committee and the Nomination Committee.

5 proposal to reappoint Sander van 't Noordende as member of the executive board

The first four-year term of Sander van 't Noordende as member of the Executive Board will expire at the end of this Annual General Meeting of Shareholders. Sander van 't Noordende is Chief Executive Officer and Chair of the Executive Board at Randstad. He joined the Executive Board on 10 January 2022, following his resignation from the Supervisory Board (to which he had been appointed in March 2021), and assumed the role of Chief Executive Officer and Chair of the Executive Board on 29 March 2022.

During his first term as CEO, Sander van 't Noordende has set the Partner for Talent strategy including a clear strategic direction and a long term perspective on value creation. With the strategic implementation and execution in full force, his ongoing contribution to Randstad is crucial. In addition, he brings a lot of knowledge on digital transformation and AI which are impacting the HR industry and require integration in its business model.

Sander van 't Noordende was born on March 27, 1963 and he is a Dutch national. He holds a degree in Industrial Engineering, specializing in Finance and Marketing, from the Eindhoven University of Technology. He is also a member of the Board of Directors of AECOM.

Taking account of his valuable contribution to the Company until now, the Supervisory Board proposes to reappoint Sander van 't Noordende for a second term of four years ending following the close of the Annual General Meeting of Shareholders in 2030.

6 proposal to appoint Martin Weiss as member of the supervisory board

Martin Weiss was born on 7 July 1967 and is a German national residing in the Netherlands. He holds a Bachelor of Science in Economic History from the London School of Economics and a Master in Public Administration from Harvard Kennedy School. From 2022 until 2024 he was CEO of HBM Group, after having served as CEO of Burda International and BurdaPrincipal Investment between 2015 and 2021. Earlier in his career he held various positions at Millicom International Cellular, Solon Management Consulting and McKinsey & Company. He was Chair of New Work SE from 2020 to 2024. He currently is Chair of the Supervisory Board of Desenio Group AB.

Martin Weiss holds no Randstad shares. He is independent in the sense of articles 1.5 and 1.6 of the Supervisory Board by-laws.

Martin Weiss brings to the Randstad Supervisory Board significant expertise in, amongst others, strategic transformation, stakeholder management and digital change (in the context of marketplaces and platforms). In accordance with its profile and by-laws, the Supervisory Board proposes to appoint Martin Weiss for a first four-year term ending following the close of the Annual General Meeting of Shareholders in 2030.

7a proposal to designate the executive board as the authorized corporate body to issue shares and to restrict or exclude the pre-emptive right to any issue of shares

To ensure continuing financial flexibility, the Executive Board proposes, with the approval of the Supervisory Board, to the General Meeting of Shareholders to designate the Executive Board as the corporate body competent to issue shares, to grant rights to subscribe for shares and to restrict or exclude the pre-emptive right to any issue of shares and grant of rights to subscribe for shares. This designation will apply for a period of 18 months from the date of this Annual General Meeting of Shareholders, i.e. until and including September 27, 2027. The existing designation on this matter - as granted by the General Meeting of Shareholders on March 26, 2025 - will expire upon the adoption of this resolution. The number of shares to be issued shall be limited to a maximum of 10% of the issued capital per March 27, 2026.

7b proposal to authorize the executive board to repurchase shares

It is proposed to authorize the Executive Board to repurchase shares up to a maximum of 10% of the issued share capital per March 27, 2026. The ordinary shares may be acquired for a price between the nominal value and 110% of the closing price of the ordinary shares on the stock exchange of Euronext Amsterdam on the day preceding the day of the repurchase as reported in the Official Price List of Euronext Amsterdam. The preference shares B and C may be acquired for a price between the nominal value and 110% of the issue price. This authorization will apply for a period of 18 months from the date of this Annual General Meeting of Shareholders, i.e. until and including September 27, 2027.

7c proposal to cancel repurchased shares

It is proposed to reduce the issued share capital of the Company by cancelling any part of the repurchased shares up to a maximum of 10% of the issued share capital as elaborated under agenda item 7b to further optimize the equity structure of the Company. The cancellation may be effected in one or more stages and for the number of repurchased shares to be determined by the Executive Board with the approval of the Supervisory Board. Only shares held by the Company may be cancelled. The cancellation(s) will take place on the date(s) to be determined by the Executive Board taking into account a mandatory 2-month opposition period for creditors. The authorization will be valid for a period of 18 months from the date of this Annual General Meeting of Shareholders, i.e. until and including September 27, 2027.

8a proposal to reappoint Annelies van der Pauw as board member A of Stichting Administratiekantoor Preferente Aandelen Randstad

The first four-year term of Annelies van der Pauw as director A of Stichting Administratiekantoor Preferente Aandelen Randstad expires. She is available for reappointment. Annelies van der Pauw was born on 9 May 1960 and is a Dutch national. Until September 2020, she was a partner of Allen & Overy LLP in Amsterdam. She is Chair of the Supervisory Boards of Maastricht University and Stedelijk Museum Amsterdam. She is a member of the Supervisory Board of NatWest Markets N.V./RBS Holdings N.V., IMC Global Holdings/Trading B.V. and Stichting Veronica. She is Chair of the Stichting Preferente Aandelen C Van Lanschot N.V. She holds no Randstad shares.

In accordance with the articles of association of Stichting Administratiekantoor Preferente Aandelen Randstad, the Executive Board of Randstad N.V., with prior approval of its Supervisory Board, proposes to reappoint Annelies van der Pauw as director A of the Board of this foundation. The proposed appointment is for a second term of four years ending following the close of the Annual General Meeting of Shareholders to be held in 2030.

8b proposal to reappoint PricewaterhouseCoopers Accountants NV as external auditor to audit the financial statements 2027 and to perform a limited assurance engagement on the sustainability statements 2027

Pursuant to article 393, book 2 of the Dutch civil code, the General Meeting of Shareholders charges an external auditor with the task of auditing the financial statements. The Supervisory Board, upon recommendation of its Audit Committee, proposes to reappoint PricewaterhouseCoopers NV in the Netherlands with the auditing of the financial statements for the financial year 2027.

Pursuant to the proposed article 393a, book 2 of the Dutch civil code, the General Meeting of Shareholders charges an external auditor with the task of auditing the sustainability statements. It is also proposed to reappoint PricewaterhouseCoopers Accountants NV as the external auditor to perform a limited assurance engagement on the sustainability statements for the financial year 2027 in compliance with the requirements of the CSRD, provided that the Corporate Sustainability Reporting Directive Implementation Act takes effect for the financial year 2027.