

# TERMS OF REFERENCE NOMINATION COMMITTEE

## RANDSTAD N.V.

### 0. INTRODUCTION

- 0.1 These terms of reference have been drawn up by the Supervisory Board pursuant to clause 5.4 of the By-Laws of the Supervisory Board and best practice provision 2.3.3 of the Dutch Corporate Governance Code.
- 0.2 The Nomination Committee is a standing committee of the Supervisory Board.
- 0.3 Certain capitalised or uncapitalised terms used but not defined in these terms of reference have the meanings given to them in the By-Laws of the Supervisory Board and the List of Definitions attached to the By-Laws of the Supervisory Board as Annex 1.

### 1. COMPOSITION

- 1.1 The Nomination Committee shall consist of a minimum of three members. All members of the Nomination Committee must also be Supervisory Board members. More than half of the members of the Nomination Committee shall be independent within the meaning of clause 1.6 of the By-Laws of the Supervisory Board.<sup>1</sup>
- 1.2 The members of the Nomination Committee shall be appointed and may be replaced at any time by the Supervisory Board. The Chair is a member in his capacity as such. The Supervisory Board shall appoint one of the members of the Nomination Committee as chair of the Nomination Committee.
- 1.3 The term of office of a member of the Nomination Committee will generally not be set beforehand. It will, *inter alia*, depend on the composition of the Supervisory Board as a whole and that of other committees from time to time.
- 1.4 The Company Secretary shall act as secretary to the Nomination Committee. The Company Secretary may delegate his duties, or parts thereof, under these terms of reference, to a deputy appointed by him in consultation with the chair of the Nomination Committee.

### 2. DUTIES AND POWERS

- 2.1 The Nomination Committee is within the Supervisory Board especially charged with corporate governance duties including the following:
- (a) to assess at least once a year the size and composition of the Supervisory Board and the Executive Board, and to make proposals for the Supervisory Board Profile;<sup>2</sup>

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<sup>1</sup> Dutch Corporate Governance Code, best practice provision 2.3.4.

<sup>2</sup> Dutch Corporate Governance Code, best practice provision 2.2.5, part ii.

- (b) to assess at least once a year the functioning of individual Supervisory Board members and Executive Board members, and report their findings to the Supervisory Board;<sup>3</sup>
- 2.2 The Nomination Committee is within the Supervisory Board especially charged with nomination duties including the following:
- (a) draft selection criteria and appointment procedures for Supervisory Board members and Executive Board members;<sup>4</sup>
  - (b) to draft a plan for the succession of Executive Board members and Supervisory Board members, that is aimed at retaining the balance in the requisite expertise, experience and diversity;<sup>5</sup>
  - (c) to make proposals for (re)appointments of Executive Board members and Supervisory Board members;<sup>6</sup>
  - (d) to supervise the policy of the Executive Board on the selection criteria and appointment procedures for senior management;<sup>7</sup>
  - (e) to prepare the decision-making process of the Supervisory Board on the acceptance by a member of the Executive Board of the membership of the supervisory board or of the position of non-executive director of a listed company;
  - (f) to prepare the decision-making process of the Supervisory Board concerning any conflicts of interest that may arise in the acceptance by the Supervisory Board members of additional positions;
  - (g) to render advice in the field of long term succession planning for Executive Board members; and
  - (h) to prepare a draft (amendment) of the D&I policy with respect to the composition of the Executive Board and the Supervisory Board.
- 2.3 In the conduct of their duties referred to in clause 2.1, the Nomination Committee takes the D&I policy of the Company in consideration.
- 2.4 When exercising its duties regarding the composition of the Supervisory Board, the Nomination Committee shall observe the criteria on the composition of the Supervisory Board as laid down in clause 1 of the By-Laws of the Supervisory Board.
- 2.5 The Nomination Committee may only exercise such powers as are explicitly attributed to it by the Supervisory Board and may never exercise powers beyond those exercisable by the Supervisory Board as a whole.
- 2.6 The Nomination Committee may in exercising its duties seek the assistance or advice of one or more experts at a price agreed upon with the Supervisory Board.

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<sup>3</sup> Dutch Corporate Governance Code, best practice provision 2.2.5, part iii.

<sup>4</sup> Dutch Corporate Governance Code, best practice provision 2.2.5, part i.

<sup>5</sup> Dutch Corporate Governance Code, best practice provision 2.2.5, part iv and best practice provision 2.2.4.

<sup>6</sup> Dutch Corporate Governance Code, best practice provision 2.2.5, part v.

<sup>7</sup> Dutch Corporate Governance Code, best practice provision 2.2.5, part vi.

### 3. **MEETINGS**

- 3.1 The Nomination Committee shall meet as often as required for a proper functioning of the Nomination Committee. The Nomination Committee shall meet at least twice a year. The meetings are as much as possible scheduled annually in advance. The Nomination Committee shall meet earlier if this is deemed necessary by the chair or any other member of the Nomination Committee.
- 3.2 Meetings of the Nomination Committee are in principle called by the Company Secretary on behalf of the chair of the Nomination Committee. Save in urgent cases, to be determined by the chair of the Nomination Committee, the agenda and enclosures for the meeting shall be sent well in advance of the meeting to all members of the Nomination Committee. For each item on the agenda an explanation will be provided, where possible, and/or other related documents will be attached.
- 3.3 The Nomination Committee shall decide if and when the CEO should attend its meetings. Each member of the Supervisory Board may attend meetings of the Nomination Committee.
- 3.4 Each member of the Nomination Committee has the right to cast one vote. All resolutions must be adopted by an absolute majority of the votes cast. If there is a tie in voting, the chair of the Nomination Committee shall have a casting vote.
- 3.5 The Company Secretary or any other person designated for such purpose by the chair of the meeting shall draw up minutes of the meeting of the Nomination Committee.
- 3.6 The Nomination Committee shall exercise utmost discretion when making written records of its deliberations and recommendations.

### 4. **REPORTING TO THE SUPERVISORY BOARD**

- 4.1 The Nomination Committee must inform the Supervisory Board in a clear and timely manner about the way it has used its powers and of major developments in the area of its responsibilities.
- 4.2 The Supervisory Board shall receive from the Nomination Committee a report of its deliberations and findings.<sup>8</sup> The reports of the meetings of the Nomination Committee shall be circulated as soon as possible after the meeting among all Supervisory Board members. These reports provide the content on the main items discussed at the meetings of the Nomination Committee.<sup>9</sup>
- 4.3 If requested, the chair of the Nomination Committee shall at meetings of the Supervisory Board provide the Supervisory Board with further information on the outcome of the discussions of the Nomination Committee.
- 4.4 Every Supervisory Board member shall have unrestricted access to all records of the Nomination Committee.

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<sup>8</sup> Dutch Corporate Governance Code, best practice provision 2.3.5.

<sup>9</sup> Dutch Corporate Governance Code, Explanatory notes best practice provision 2.3.5.

5. **MISCELLANEOUS**

- 5.1 The chair of the Nomination Committee (or one of the other Nomination Committee members) shall be available to answer questions regarding the Nomination Committee's activities at the annual General Meeting of Shareholders.
- 5.2 The Supervisory Board may occasionally decide at its sole discretion not to comply with these terms of reference, subject to applicable law and regulations.
- 5.3 The Nomination Committee shall review and reassess the adequacy of these terms of reference annually, report its assessment to the Supervisory Board and recommend, where appropriate, any proposed changes to the Supervisory Board.
- 5.4 The Supervisory Board can at all times amend these terms of reference and/or revoke any powers granted by it to the Nomination Committee.
- 5.5 Clauses 24.4 to 24.7 inclusive of the By-Laws of the Supervisory Board shall apply by analogy to the Nomination Committee, while the power of the Supervisory Board or the Chair referred to in these clauses shall for the application of these terms of reference be considered a power of the Nomination Committee or the chair of the Nomination Committee.

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