

Voting results Annual General Meeting of Randstad Holding nv held on 31 March 2016

According to the list of attendees a total of 865 shareholders attended the meeting representing a total of 213,734,652 shares with an entitlement to vote at the meeting (with and without proxies), of which 25,200,000 preference shares class B and 50,130,352 preference shares class C. They could cast a total number of 147,604,300 votes (76,85% of the total number of votes that may be cast), of which 3,600,000 on the preference shares B and 5,600,000 on the preference shares C.

The voting results were as follows:

1. Opening	discussion item
2a. Report of the executive board and report of the supervisory board for the financial year 2015	discussion item
2b. Account for application of the remuneration policy in 2015	discussion item
2c. Proposal to adopt the financial statements 2015 In favour: 147,527,564 (99.99%); against: 14,894 (0.00%); abstentions: 60,661	APPROVED
2d. Explanation of the policy on reserves and dividends	discussion item
2e. Proposal to determine the dividend for the financial year 2015 In favour: 147,581,519 (100.00%); against: 4,665 (0.00%); abstentions: 17,689	APPROVED
3a. Discharge of liability of the members of the Executive Board for the management In favour: 145,878,730 (99.46%); against: 793,680 (0.54%); abstentions: 931,464	APPROVED
3b. Discharge of liability of the members of the Supervisory Board for the supervision of the management In favour: 145,879,166 (99.46%); against: 793,615 (0.54%); abstentions: 931,514	APPROVED
4a. Proposal to reappoint Linda Galipeau as member of the Executive Board In favour: 145,470,713 (100.00%); against: 4,809 (0.00%); abstentions: 2,127,937	APPROVED
4b. Proposal to reappoint Francois Béharel as member of the Executive Board In favour: 145,471,547 (100.00%); against: 4,810 (0.00%); abstentions: 2,127,938	APPROVED
5a. Proposal to reappoint Henri Giscard d'Estaing as member of the Supervisory Board In favour: 144,173,207 (99.10%); against: 1,302,886 (0.90%); abstentions: 2,128,202	APPROVED
5b. Proposal to reappoint Wout Dekker as member of the supervisory board In favour: 145,438,019 (99.97%); against: 38,029 (0.03%); abstentions: 2,127,982	APPROVED

- 6a.** Proposal to extend the authority of the Executive Board to issue shares
In favour: 139,526,293 (94.53%); against: 8,066,727 (5.47%); abstentions: 9,739 **APPROVED**
- 6b.** Proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares
In favour: 138,443,209 (93.80%); against: 9,149,495 (6.20%); abstentions: 9,689 **APPROVED**
- 6c.** Proposal to authorize the Executive Board to repurchase ordinary shares
In favour: 147,535,503 (99.96%); against: 57,303 (0.04%); abstentions: 9,689 **APPROVED**
- 6d.** Proposal to cancel repurchased ordinary shares
In favour: 147,545,898 (99.97%); against: 46,801 (0.03%); abstentions: 9,694 **APPROVED**
- 7.** Proposal to reappoint Sjoerd van Keulen as board member of Stichting Administratiekantoor Preferente Aandelen Randstad Holding
In favour: 140,675,210 (98.05%); against: 2,791,511 (1.95%); abstentions: 4,135,937 **APPROVED**
- 8.** Proposal to reappoint Deloitte as external auditor for the financial year 2017
In favour: 147,568,709 (99.99%); against: 22,024 (0.01%); abstentions: 11,508 **APPROVED**
- 9.** Any other business discussion item
- 10.** Closing discussion item