

annual general meeting of shareholders 2010

Executive Board & Supervisory Board

Randstad Holding nv
25 March 2010



disclaimer

Certain statements in this document comprise forecasts on Randstad Holding's future financial condition and results from operations and certain plans and goals. By their nature, such forecasts generate risk and uncertainty because they concern events in the future and depend on circumstances which then apply. Any number of factors can cause actual results and developments to deviate from those expressed in the forecasts stated here. Such factors can be, but are not limited to, general economic conditions, scarcity on the employment market, the variation in the demand for (flexible) personnel, changes in employment legislation, future currency exchange rates and interest rates, future corporate mergers, acquisitions and divestments and the speed of technical change. The forecasts speak only as at the date of this document. Quarterly figures and pro forma figures are unaudited.

structure of presentation

- in 2008 Vedior was consolidated as of May 16th
- in this presentation we focus, from revenue up until EBITA, on the pro forma figures as if both companies had been combined as of 1 January 2008.
 - best reflection of underlying operational performance
 - adjusted for integration charges and one-offs
- P&L below EBITA, balance sheet and cash flow statement: focus on actual results
 - to reflect the impact of the transaction

agenda

- 1 opening
- 2a report of the Executive Board and preceding advice of the Supervisory Board for the financial year 2009
- 2b proposal to adopt the 2009 financial statements
- 2c explanation of policy on reserves and dividends
- 2d proposal to determine the dividend over the financial year 2009
- 2e corporate governance
- 3a discharge of liability of the members of the Executive Board for the management
- 3b discharge of liability of the members of the Supervisory Board for the supervision of the management
- 4a proposal to reappoint Mr. van Wijk as member of the Supervisory Board
- 4b proposal to reappoint Ms. Kampouri Monnas as member of the Supervisory Board
- 5a proposal to extend the authority of the Executive Board to issue shares
- 5b proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares
- 5c proposal to approve the performance-related remuneration of the Executive Board in performance shares and performance share options
- 6 any other business
- 7 closing

2a. report of the Executive Board and preceding advice of the Supervisory Board for the financial year 2009

Strategy and operational performance

Ben Noteboom

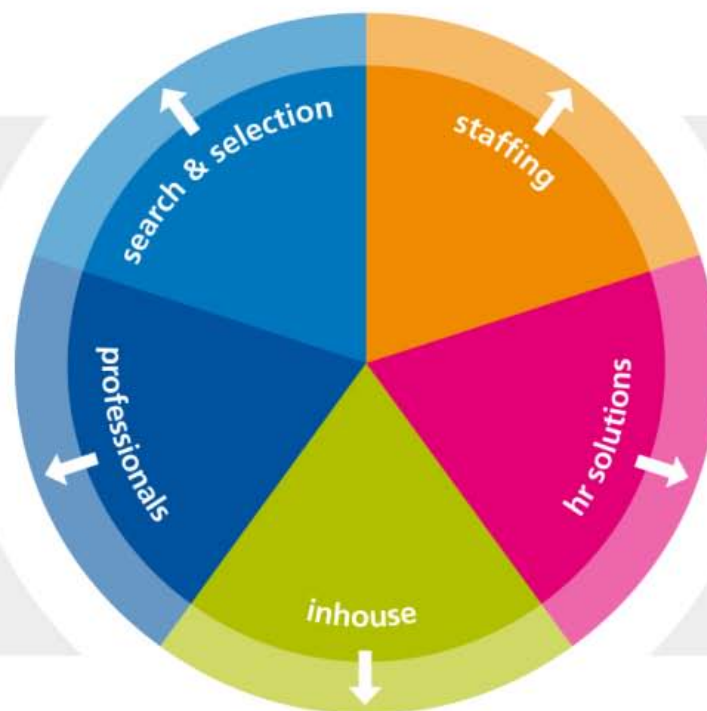
Chairman of the Executive Board and CEO

growth drivers & strategy

Growth drivers & strategy

Building blocks

strong concepts
best people
excellent execution
superior brands



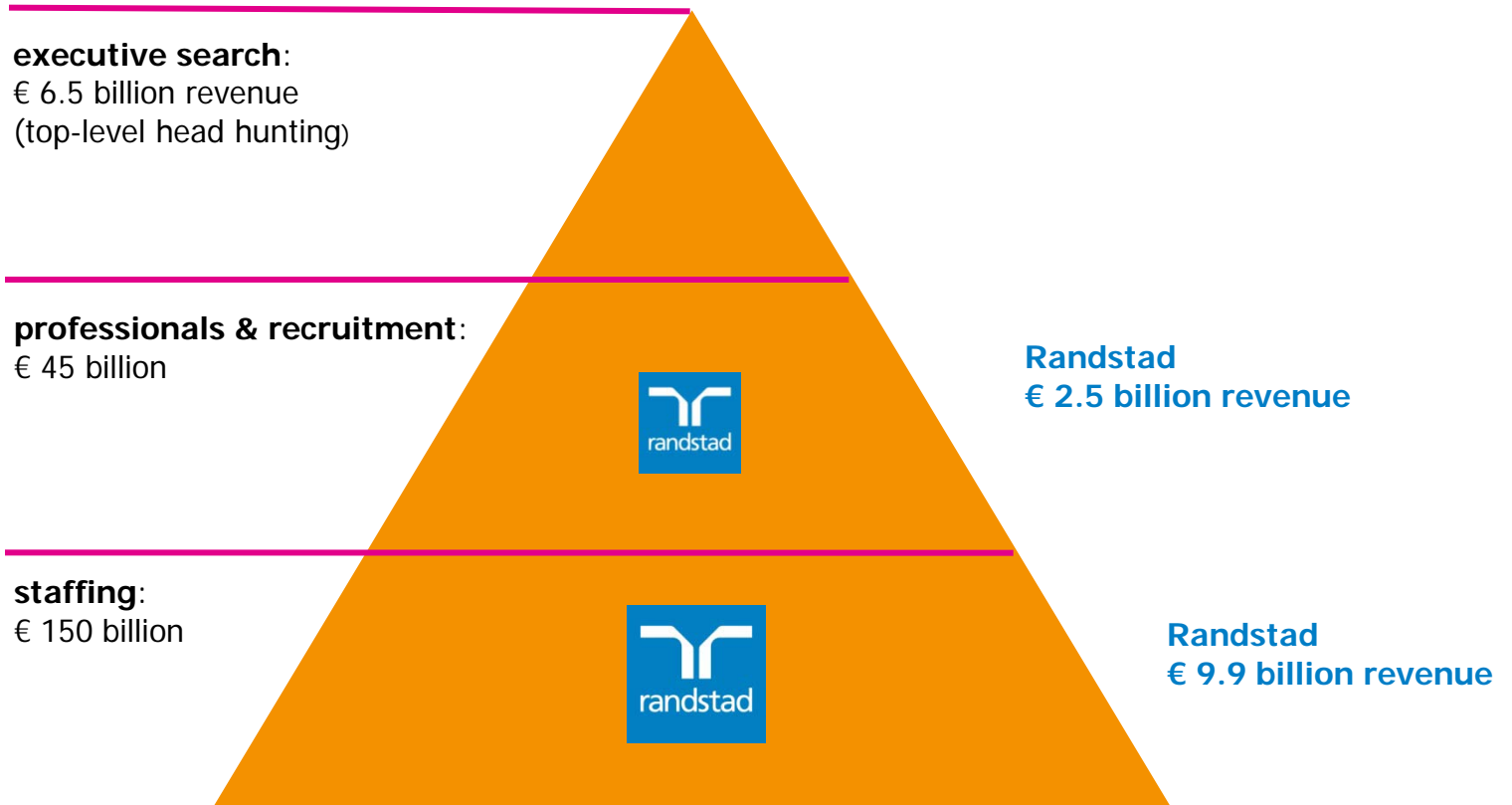
Growth drivers

need for flexibility
increasing penetration
deregulation
clients looking for total offering

targets

- EBITA margin of 5% to 6% through the cycle, not below 4% in normal downturn
- mid-term EBITA margins of 4 to 5% for inhouse services, 5 to 7% for staffing and 10 up to 15% for professionals
- continuous market share gains
- sound financial position; leverage ratio of between 0 and 2

€ 200 billion market

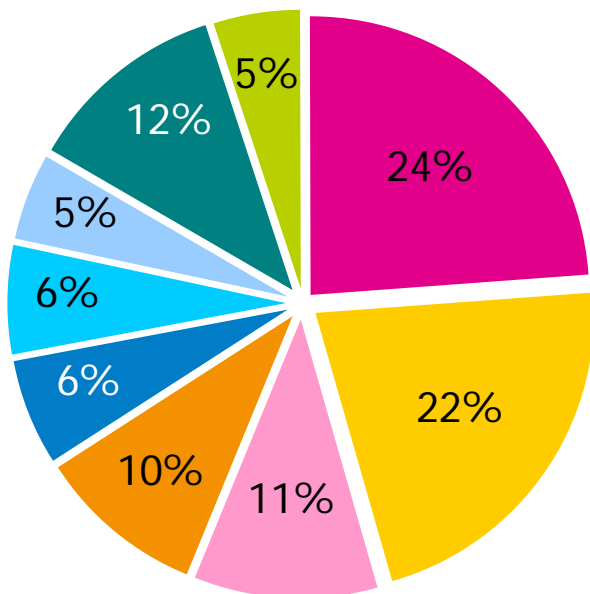


No. 2 worldwide; € 12.4 billion revenue in 2009
Structural growth market
6% global market share

Randstad estimate: FY 2009

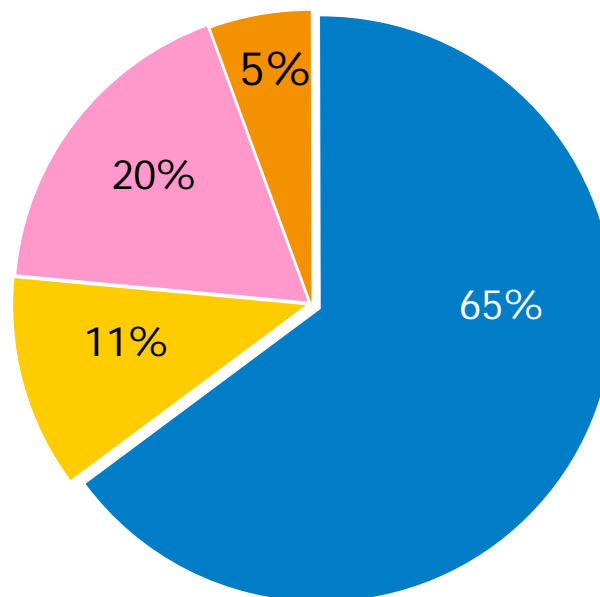
revenue split 2009

geographies



* Randstad market leader

segments



outlets, employees working & corporate employees 2009

average Q4	outlets*	employees working	corporate employees
France	988	79,500	4,000
Netherlands	754	92,200	5,610
Germany	428	42,000	2,320
Belgium/Lux	329	41,100	2,050
UK	292	20,800	2,110
Iberia	265	52,300	1,500
Rest of Europe	340	29,400	1,460
North-America	494	50,800	2,870
Rest of world	239	76,500	3,510
Holding			150
Total	4,129	484,600	25,580

* branches and inhouse locations year-end 2009

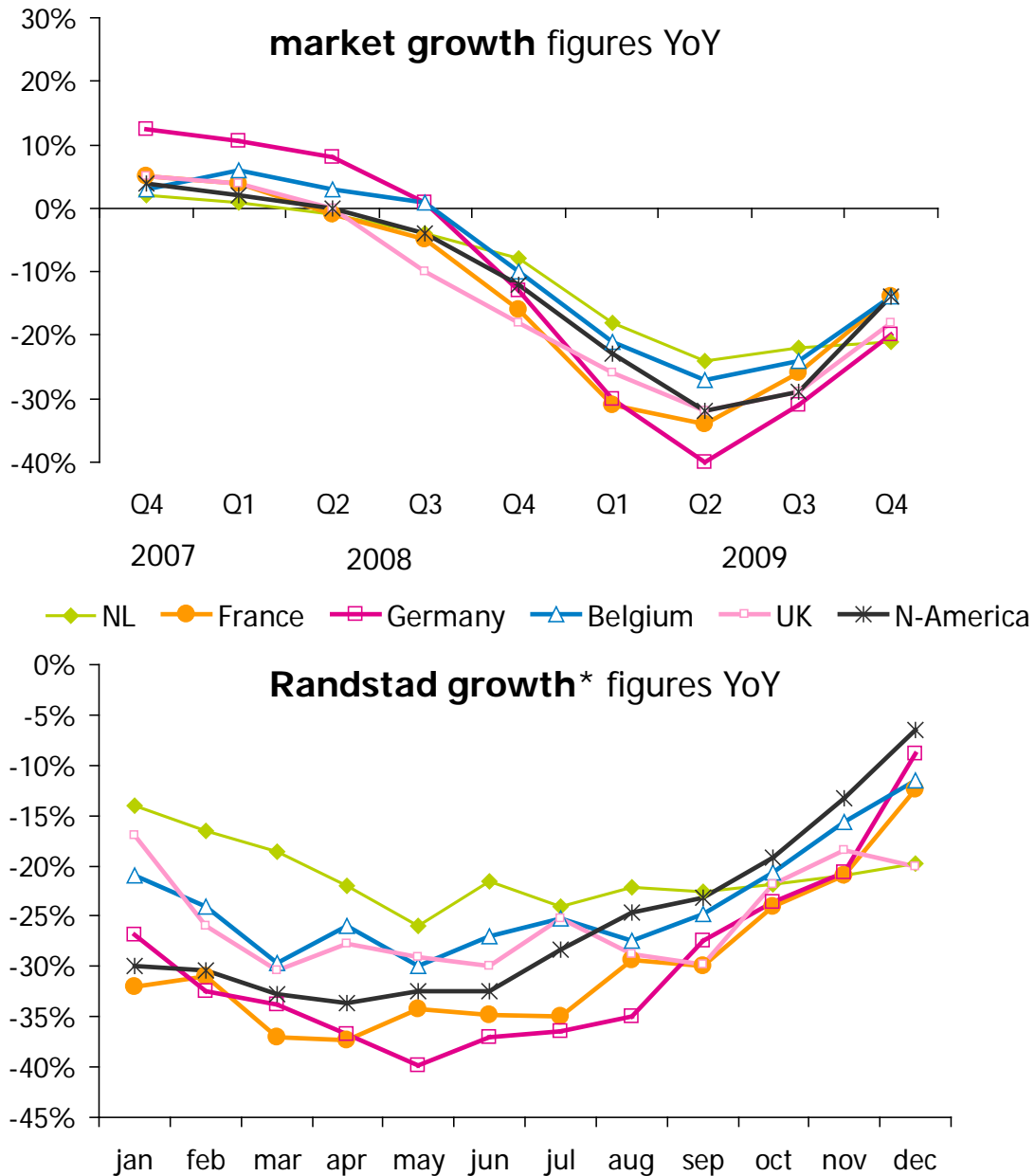
FY 2009: good operational performance in a very difficult economical environment

- revenue down € 4.6 billion to € 12,400 (-27% YoY)
 - on average 145,000 staffing employees less YoY
 - no loss of any strategic clients
 - many new clients due to combined offering with Vedior
- increasing pressure on gross margin, usual for this phase
- operating expenses down 22% YoY to € 2,099 million
 - around 1,100 offices (-21%) and 7,200 corp. employees (-23%) less than LY
 - flexible cost structure and good cost control proved their worth in an extremely difficult market
- EBITA* reached € 316 million vs. € 834 million in FY 2008
 - EBITA margin reached 2.5% vs. 4.9% in FY 2008
- integration of Randstad and Vedior completed
 - € 100 annual cost synergies + €40 million annual cash tax savings fully realized

* EBITA: operating profit before amortization and impairment acquisition-related intangible assets and goodwill, integration costs and one-offs.

revenue development

- main markets passed the trough
- staffing markets improving
- professionals markets on average recovering slowly



* organic growth per working day

market share development 2009

	market growth FY*	Randstad Group FY	market growth Q4	Randstad Group Q4	variance Q4
the Netherlands	-21%	-21%	-21%	-21%	0%
France	-26%	-31%	-14%	-19%	-5%
Germany	-30%	-30%	-20%	-18%	2%
United States**	-24%	-26%	-12%	-11%	1%
Belgium	-22%	-24%	-14%	-16%	-2%
UK	-26%	-26%	-18%	-19%	-1%
Iberia	-32%	-28%	-19%	-10%	9%
Italy	-35%	-43%	-24%	-34%	-10%

- FR: integration, rebranding, delayed social plan
- IT: clean up of client portfolio
- BE: implementation new front & back-office

* not all market growth data are final, as not all official figures have been published yet for some markets, like UK, no market data available so estimates also partly based on competitor analysis

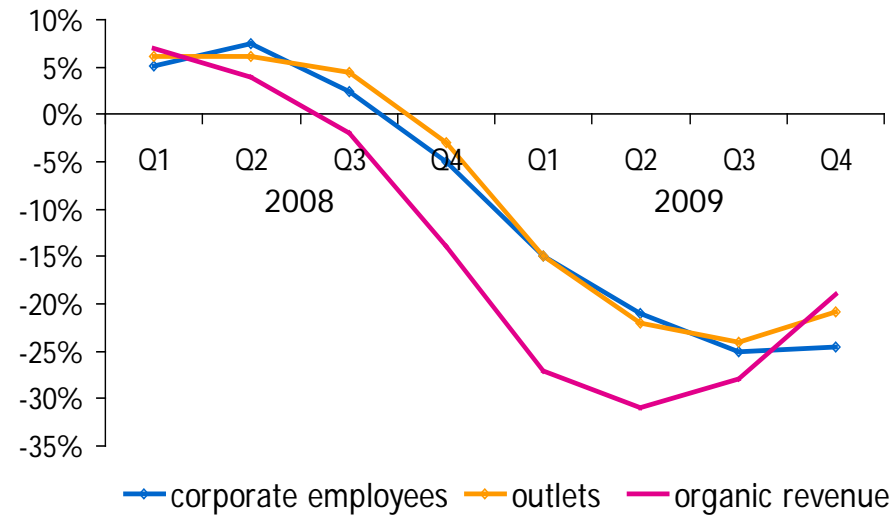
** broadened definition of market in line with larger proportion professionals in Randstad revenue mix (staffing & profs)

FY 2009: timely adaption of cost structure

adjustment corporate FTE vs. development employees working



Randstad performance: YoY development



integration Vedior: achievements so far

strong concepts

- staffing integration completed
- professionals best practices defined and integration ahead of plan
- further roll-out inhouse concept

best people

- talent review in place
- global People Survey
- share incentive programs aligned
- management development system in place

excellent execution

- reporting integration complete
- DSO and other best practices being implemented
- fiscal structure optimized
- legal frameworks, governance structures & risk management frameworks mostly in place

superior brands

- staffing brand integration completed
- joint professionals style being implemented
- joint campaign materials in use
- new web platforms implemented in 14 countries (50% of revenue)

extracting the value of the new Randstad

- continue copy & paste best practices
 - proven track record in general staffing, specialties and inhouse services
 - extend copy & paste into our professionals segment
- inhouse services offering significant early potential as economies recover
 - at least 15% of the staffing market suitable for inhouse, France highest potential
- clients look for less suppliers
 - Randstad is well placed due to its broad service offering

2a. report of the Executive Board and preceding advice of the Supervisory Board for the financial year 2009

Financial information

Robert-Jan van de Kraats

Vice-chairman of the Executive Board and CFO

FY 2009: good financial performance in a very difficult economical environment

- satisfied with managing through the cycle
- timely adaption of cost structure
- net debt reduced by € 626 million YoY
 - leverage ratio at 2.5, safely below bank covenant of max. 3.5
 - successful cash flow management (working capital reduced by over € 300 million)
 - Dutch VAT payments on quarterly instead of monthly basis: € 80 million positive impact
 - Dutch tax refund related to impairment in 2008: € 152 million
- DSO improved by 1 day (58 days) despite pressure on payment terms
 - strong working capital management
- EVA accretion of Vedior transaction extended beyond 2010 due to recession

income statement 2009

€ million	2009	2008	% change	% organic
revenue	12,400	16,992	-27%	-26%
gross profit	2,414	3,540	-32%	-31%
<i>gross margin</i>	19.5%	20.8%		
operating expenses*	2,099	2,706	-22%	-22%
<i>opex as % of revenue</i>	16.9%	15.9%		
EBITA**	316	834	-62%	-60%
<i>EBITA margin</i>	2.5%	4.9%		
<hr/>				
income before taxes	44	-103		
tax	23	121		
effective tax rate	-52%	118%		
net income	68	18		
adjusted net income (attr. to ordinary shareholders)	207	478		
diluted EPS**	1.21	3.21		

* before impairment and one-offs

** before amortization and impairment acquisition-related intangible assets and goodwill and one-offs.

tax example based on FY 2009 EBITA

€ million	underlying tax rate 20%	amortization tax rate 31%	one-offs tax rate 43%	reported tax rate -/-52%
EBITA	316			316
integration costs & one-offs			-64	-64
amortization		-159		-159
financial charges & associates	<u>-49</u>			<u>-49</u>
profit before tax	267	-159	-64	44
tax	<u>-53</u>	49	28	<u>23</u>
net profit	214	-110	-36	68
preferred dividend & minorities	<u>-7</u>			<u>-7</u>
net profit attr. ordinary shares	207			61
avg diluted # ordinary shares (m)	171			171
EPS (in €)	1.21			0.36

€ million	
net profit	68
add back: amortization after tax	110
add back: one-offs after tax	<u>36</u>
adjusted net profit	214

consolidated balance sheet

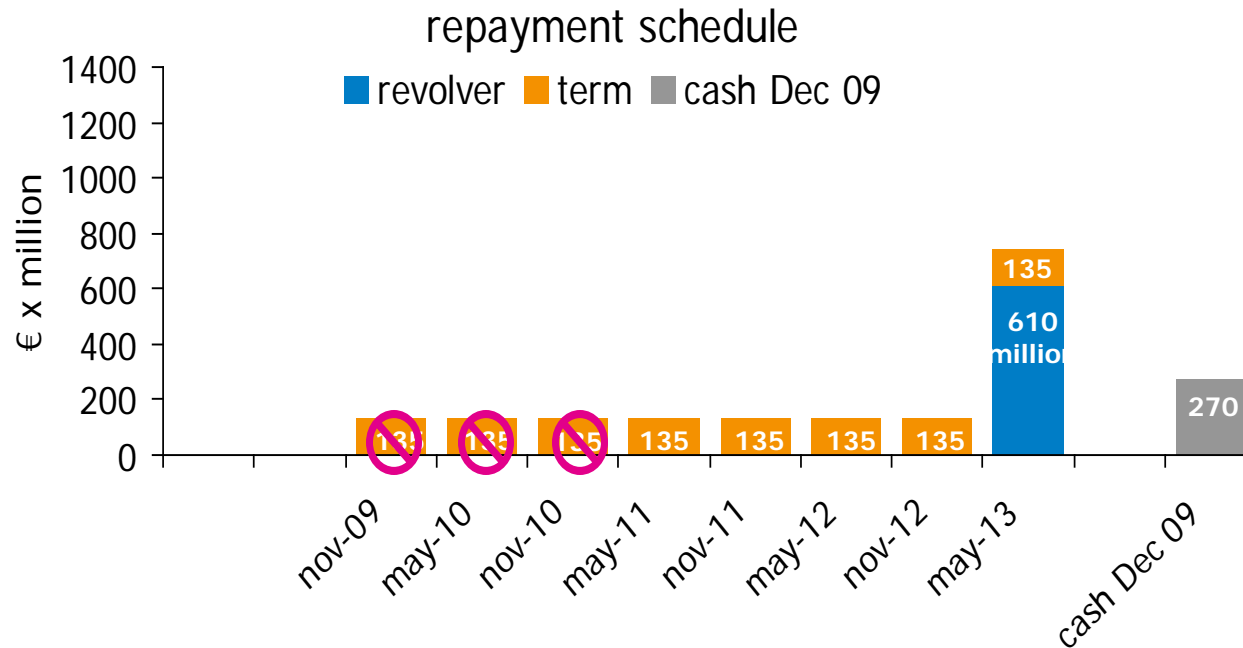
€ million	December 31, 2009	December 31, 2008
property, plant & equipment	151	191
intangible assets	3,158	3,315
deferred tax assets	465	422
other assets	2,684	3,795
group equity	2,493	2,421
non-current liabilities	1,865	2,937
current liabilities	2,100	2,365
balance sheet total	6,458	7,723
DSO (days)	58	59
net debt position	1,015	1,641

consolidated cash flow statement

€ million	2009	2008
cash flow from operations before OWC	434	565
release / (usage) of OWC	309	195
additions of PPE	-/-34	-/-58
additions of software	-/-15	-/-34
financial receivables	-/-6	-/-20
dividend	-	9
disposals of PPE	10	15
free cash flow	698	673

€ million	2009
free cash flow	698
net (acquisition)/ disposals	-/-11
interest	-/-41
dividend	-/-7
translation / other on borrowings	-/-13
net debt (increase)/reduction	626
2009 → 2009	

debt facilities & repayment schedule



- covenant; net debt/EBITDA* of max. 3.5
 - in Q4 2009 the net debt/EBITDA remained stable at 2.5
- reduction in size of term facility after early repayments
- no mandatory payments before May 2011
- no refinancing before 2013
- standby securitization facility of € 125 million

* EBITDA; 12 months rolling back, before integration costs and one-offs

IT strategy

Randstad preferred model for organizing IT on a country by country basis:

- regulation very different between countries
- operational process largely takes place within a country
- synergies are realized by applying best practice based processes

therefore our (IT) strategy:

- stimulates the formation of country shared service centers
- shares best practices, ideas, procurement contracts, etc. between these country shared service centers
- adds a limited set of groupwide systems to enable group synergy and group processes

how does the group control local IT:

- group CIO with team
- policy framework + audits to manage risks
- active network of IT practitioners within the group
- group IT authorizes and controls IT investments
- member CIO team participates in relevant local steering committees

risk management

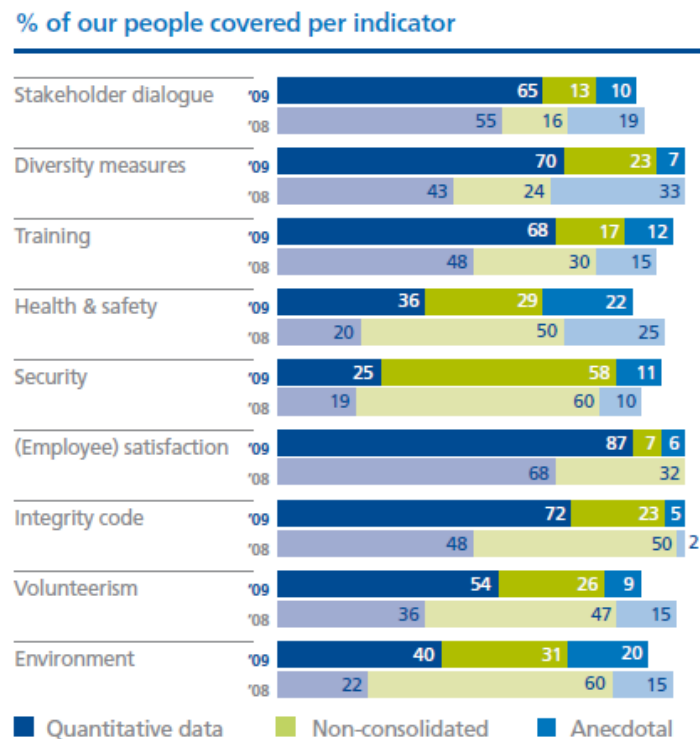
priorities:

- managing through the cycle
 - focus on revenue, gross margin and operating expenses
 - successful integration of Vedior
 - strong financial position and liquidity
 - focus on net debt, bank covenant, interest and working capital
 - compliance with relevant rules and regulation
 - protect reputation
-
- a sensitivity analysis, which quantifies a number of risks, has again been included in the 2009 annual report

corporate sustainability at the core of our business

- since our beginnings Randstad has been playing a central role in society
 - finding suitable jobs for as many people as possible
 - engage stakeholders and share information to take the HR services market to a higher level
- in order to increase consistency and transparency Randstad has implemented a growth model for reporting on key performance indicators
 - the aim is to increase the quantitative data each year
 - the challenge is to align measurement systems to standardize data so that we can measure it at Group level
 - good progress in 2009
 - aiming for better measurement in 2010

growth model



2c. explanation of policy on reserves and dividends

conditions to re-instate payment of ordinary dividends:

- capital structure must allow for it
- aim for leverage ratio < 2 in order to be perceived investment grade
 - Q4 2009: leverage ratio is 2.5x
- confidence in current trends and outlook
 - recovery is there, but still fragile and visibility is low



conclusion:

- proposal not to pay dividend on ordinary shares for 2009

2c. explanation of policy on reserves and dividends

proposal to pay dividend of € 0.284 per cumulative preference share B
(2008 € 0.284)

- relatively low amount (€ 7.2 million)
- cumulative character

2d. proposal to determine the dividend over the financial year 2009

dividend proposal:

- no dividend on ordinary shares (2008: 0.00)
- € 0.284 on cumulative preferred shares (2008: € 0.284)
- add remaining net profit of € 61 million to the reserves

board remuneration

Executive Board

- remuneration policy approved by AGM in 2007
- no changes despite different profile of Randstad
- no increase base salaries Executive Board since 1 January 2008
- pay-out limited annual bonus 2009 delayed until dividend reinstalled

Supervisory Board

- remuneration approved by AGM in 2007
- no changes despite different profile of Randstad

2a. report of the Executive Board and preceding advice of the Supervisory Board for the financial year 2009

Q & A

2b. proposal to adopt the 2009 financial statements

- it is proposed to adopt the 2009 financial statements

2c. explanation of policy on reserves and dividends

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2e. corporate governance

discussion point: corporate governance

- pages 49 - 61 annual report 2009
- structure en application of best practices
- focus on integrity, transparency and open communication
- good corporate governance and adequate supervision are prerequisites for trust

3a. discharge of liability of the members of the Executive Board for the management

3b. discharge of liability of the members of the Supervisory Board for the supervision of the management

4a. proposal to reappoint Mr. Van Wijk as member of the Supervisory Board

- Dutch nationality
- member of the Board since 2002
- reappointment for a period of 4 years (2014)
- third and last term of 4 years

4a. proposal to reappoint Ms. Kampouri Monnas as member of the Supervisory Board

- Greek nationality
- member of the Board since 2006
- reappointment for a period of 4 years (2014)
- second term of 4 years

5a. proposal to extend the authority of the Executive Board to issue shares

background:

- valid for a period of 18 months (September 25, 2011)
- approval by the Supervisory Board
- actual yearly allocation of performance shares and options not more than 1%
- yearly maximum authorisation of 3% of the issued capital in the form of ordinary shares

5b. proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares

background:

- valid for a period of 18 months (September 25, 2011)
- approval by the Supervisory Board
- yearly maximum authorisation of 3% of the issued capital in the form of ordinary shares

5c. proposal to approve the performance-related remuneration of the Executive Board in performance shares and performance share options

background:

- remuneration policy adopted by the AGM on May 8, 2007
- approval performance shares and performance options for the Executive Board for a period of 3 years
- actual annual grant of performance shares and performance options to the Executive Board and senior management will in principle not exceed 1% of the issued capital

6. any other business

7. closing

good
to know
you