

# notice AGM randstad nv

Notice convening the virtual Annual General Meeting of Shareholders of Randstad N.V. to be held on Thursday June 18, 2020 at 3.00 pm CET. Formally the meeting will be held at the head office of Randstad, Diemermere 25, 1112 TC Diemen, the Netherlands. In accordance with the Temporary Act COVID-19 Justice and Safety, shareholders can only attend the meeting virtually via the internet at [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and if they wish, vote real time online. This year's Annual General Meeting of shareholders was initially scheduled for March 24, 2020, but was cancelled due to the measures taken by the Dutch government at that time. Any registration, proxy or voting instruction by shareholders in respect of the initial meeting of March 24, 2020 is not valid for the new meeting of June 18, 2020. Randstad requests each shareholder to register again taking into account the below.

## agenda

- 1 Opening
  
- 2a Report of the Executive Board and report of the Supervisory Board for the financial year 2019
- 2b Remuneration report 2019
- 2c Proposal to amend the articles of association
- 2d Proposal to adopt the financial statements 2019
- 2e Explanation of the policy on reserves and dividends
  
- 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 adopt the remuneration policy of the Executive Board
- 4b Proposal to adopt the remuneration policy of the Supervisory Board
  
- 5 Proposal to appoint René Steenvoorden as member of the Executive Board
  
- 6a Proposal to appoint H el ene Auriol Potier as member of the Supervisory Board
- 6b Proposal to reappoint Wout Dekker as member of the Supervisory Board
  
- 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
- 7b Proposal to authorize the Executive Board to repurchase shares
- 7c Proposal to cancel repurchased shares
  
- 8 Proposal to reappoint Sjoerd van Keulen as board member of Stichting Administratiekantoor Preferente Aandelen Randstad
  
- 9 Proposal to reappoint Deloitte Accountants BV as external auditor for the financial year 2021
  
- 10 Any other business
  
- 11 Closing

The chairman may decide at the beginning of the meeting that the polls for all items will be open during the meeting and closed after agenda item 9. The voting results will be announced shortly before the close of the meeting.

## meeting documents

The full agenda with explanatory notes, a copy of the annual report & accounts 2019, a copy of the remuneration report 2019, a copy of the amendment to the articles of association with explanatory notes, a copy of the remuneration policies for the Executive Board and the Supervisory Board are available at the offices of the company and can be accessed via the website [www.randstad.com](http://www.randstad.com). Copies of these can also be obtained there free of charge, and via ABN AMRO Bank N.V. ("ABN AMRO") by email: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com).

## record date

For this meeting those who (i) on May 21, 2020 after processing of all entries and deletions, are registered as at this date (the "Record Date") in one of the registers below; and (ii) have submitted their application to attend, will be considered as having the right to vote and to attend the meeting:

- for holders of deposit shares: the administrations of the intermediaries as defined in the Securities Giro Transactions Act ("Intermediaries") showing those entitled to these shares as at the Record Date;
- for holders of registered shares: the shareholders' register of the company.

## application and registration

Upon registration (via ABN AMRO via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) shareholders will be requested to choose whether they attend the meeting virtually and/or whether they vote virtually during the meeting. Alternatively, Shareholders may also grant a proxy with voting instructions as referred to below.

Holders of deposit shares (or their authorized representatives) who wish to attend the meeting virtually and/or to vote virtually during the meeting must register electronically with ABN AMRO (via [www.abnamro.com/evoting](http://www.abnamro.com/evoting)) or via their Intermediaries at which their shares are administered, following the Record Date and no later than Friday June 12, 2020, 5:00 pm CET. Not later than June 15, 2020 (before 12.00 noon CET) the Intermediaries are to provide ABN AMRO Bank N.V. ("ABN AMRO") via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) with an electronic statement that includes the number of shares held on the Record Date by the shareholder concerned and which have been applied for registration. In addition, the Intermediaries are requested to include the full address details of the relevant shareholder, as well as their valid email address, securities account and mobile phone number which are required for authentication purposes in order to provide virtual access. The receipt (of registration) to be supplied by ABN AMRO via the relevant Intermediary will contain log-in details for attending the meeting virtually and/or to vote virtually.

Holders of registered shares (or their authorised representative) who wish to attend the general meeting virtually and/or to vote virtually must apply to the Executive Board of Randstad N.V. via IQ EQ Financial Services B.V., Hoogoorddreef 15, 1101 BA Amsterdam or by fax: +31(0)20-5222535 or email: [registers@iqeq.com](mailto:registers@iqeq.com), not later than June 12, 2020, 5:00 pm CET. ABN AMRO will provide them (directly or via IQ EQ) with a registration receipt with log-in details.

## virtual attending and voting

Shareholders can attend and vote at the meeting on all shareholders' resolutions via the internet, therefore online and remote with their own smartphone, tablet or personal computer, unless the shareholder's Intermediary does not accommodate online attending and voting. Upon registration to vote virtually, a shareholder will receive an email with a link via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to login to the Randstad online voting platform. After successful login and confirmation of the login via two factor authentication (by SMS verification), the shareholder is automatically logged into the meeting. Further instructions may be provided via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and/or the Randstad online voting platform.

You will be able to log in for virtual admission to the meeting on Thursday 18 June 2020 via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) from 1:00 pm CET until the commencement of the meeting at 3:00 pm CET. You must log in and complete the admission procedure for the meeting before 3:00 pm CET. After this time registration is no longer possible; Shareholders who log in afterwards will only have access to the webcast (see below) to follow the meeting, but will neither be able to ask questions nor to vote.

Randstad's Policy regarding the Virtual General Meeting of Shareholders can be found at [www.randstad.com](http://www.randstad.com) (with the meeting documents). Virtual voting entails risks, as described in Randstad's Policy regarding the Virtual General Meeting of Shareholders. If you wish to avoid such risks you should choose to give a voting instruction.

### voting instructions independent third party

Shareholders who are unable to attend the meeting virtually and/or do not wish to vote virtually during the meeting, may also, without prejudice to the above with regard to application, give their voting instructions to an independent third party: IQ EQ Financial Services B.V., Hoogoorddreef 15, 1101 BA Amsterdam. An electronic voting instruction may be given via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) until Friday June 12, 2020, 5:00 pm CET at the latest. If a shareholder is unable to give his voting instructions electronically, these may also be given in writing. For this the form available free of charge from IQ EQ is to be used. The form must be completed and received by IQ EQ on June 12, 2020 at the latest (by email: [registers@iqeq.com](mailto:registers@iqeq.com) by fax +31 (0)20-5222 535).

### written questions and information

From today until June 15, 2020, 3:00 pm CET at the latest, shareholders may submit written questions about the items on the agenda. These questions will, possibly combined, be dealt with and discussed at the latest at the meeting. For these questions and for general information please refer to the company secretary, Jelle Miedema, by telephone: +31 (0)20-569 5600 or by email: [jelle.miedema@randstad.com](mailto:jelle.miedema@randstad.com).

### webcast

There will be a live video broadcast of the integral meeting via the corporate website [www.randstad.com](http://www.randstad.com).

Executive Board

Diemen, May 7, 2020