

# remuneration report.

## letter from the chair of the remuneration committee

On behalf of the Remuneration Committee, I am pleased to report on the Committee's activities in 2021. Below, I will reflect briefly on the past year and the key motivations behind our decisions with regard to rewards and targets.

Looking back, 2021 was a very successful year, both financially and with regard to the progress the company made in becoming more digital and more secure, as well as in creating a better experience for clients, talent and employees. And like last year, the company was included in the Dow Jones Sustainability Index.

The good results were, of course, partly due to good market circumstances. However, right from the start of the year, the Executive Board was determined to not only benefit from the favorable market conditions, but actually do better than the market. The targets for 2021 were therefore also set to specifically reward market outperformance. The company's management realized this by investing in organizational growth capacity early on, and by putting special emphasis on improving the productivity of its core product lines, such as Staffing, Professionals, and Inhouse Services. At the same time, significant attention was given to further accelerate the company's digital transformation.

All these efforts resulted in a clear outperformance of the market with regard to revenue growth, while at the same time keeping up a high level of profitability for the incremental growth (ICR). It also led to further improved employee engagement and a higher level of customer satisfaction. The outcome was a further consolidation of Randstad's global market leader position.

The results of this successful year are reflected in this year's target achievement: the short-term financial goals were all overachieved, and the Executive Board therefore received the maximum reward for these goals. Performance on the non-financial/strategic goals was also strong, but showed a more differentiated picture.

In 2021, the Remuneration Committee met five times. Besides the in-depth assessment of target setting and assessing target achievements, special attention was paid to three topics: (1) further refining of the non-financial/strategic KPI target setting process, (2) benchmark of the Executive Board and Supervisory Board remuneration levels, and (3) the remuneration package of the new CEO.

1. To further strengthen the quality of the non-financial/strategic KPIs, both in the short-term and long-term incentive plans, it was decided that these KPIs should cover the following important aspects: societal impact (ESG), talent satisfaction, employee engagement, progress in digital transformation, organizational capability building, and growth of strategically important parts of Randstad's portfolio. Much effort was put in defining meaningful KPIs for each of these areas, which need to be specific and measurable, but not too narrow. Although progress has been made, this topic will remain on the agenda of the Remuneration Committee in 2022.
2. With regard to the benchmark update, the Remuneration Committee selected an external consultant to benchmark the remuneration of the Executive Board and the Supervisory Board with their peer groups. In line with our policy, the international labor market peer group was used for the Executive Board, and the AEX peer group was used for the Supervisory Board. For the Executive Board, no need was identified to increase the remuneration levels, except for the CEO. At the request of the outgoing CEO, his base salary had not been increased over the past years, resulting in a decline in the relative position in the peer group. It was decided to take this into account for the remuneration of the incoming CEO. The Supervisory Board benchmark showed that its annual retainer is largely in line with the market except for the Chair. The fees for the committee membership were below market. It was therefore recommended that the annual fee of the committee fees be raised to the market median. Also a small adjustment is recommended to bring the annual retainer of the Chair in line with the market median.
3. Concerning the remuneration of the incoming CEO, the Committee recommended that the new CEO be offered the same package as the outgoing CEO, with the exception of the base salary, which was corrected for inflation over the past years, resulting in an increase of 15%.

With regard to rewards granted, the Remuneration Committee carefully looked at the target achievements for each of the goals and made the following decisions:

- The STI reward realized a target achievement of 93% of base salary (out of a maximum of 100%). The financial targets were fully achieved (75% out of 75%), while the strategic target achievement reached 18% (out of a maximum of 25%).
- The LTI achievement reward, which was conditionally granted in 2019 and vested in December 2021, realized a target achievement of 144% of fixed salary (out of a maximum of 217%). This reflects the strong competitive performance of the company share price and dividends (relative TSR) in the last three years and above-target performance on non-financial KPIs.
- The Executive Board received in full the shares resulting from the share matching plan introduced in 2017. This payout, being the match 1:1 of the part of the annual bonus 2018 that was paid in shares, is conditional on the sustainable performance of the company during a three-year period. Given overall performance over the past three years, and also in light of the total dividends paid during this period, it was decided to reward the shares in spite of the fact that no dividend was paid out for 2019 due to COVID.

As mentioned above, with regard to target setting, significant efforts were made together with management to even better reflect the company's strategic priorities and ensure alignment with the interests of shareholders and other stakeholders.

- Like last year, the STI financial targets will emphasize profitable growth while further strengthening Randstad's market position. Selected KPIs are relative revenue performance, the Incremental Conversion Ratio (ICR), and Days Sales Outstanding (DSO).
- For the STI non-financial targets, we will focus on further driving the digital transformation, achieving world-class digital security, and clearly defining Randstad's roadmap to net zero emissions.
- The LTI 2022-2024 financial target will, in line with the policy, be based on the company's relative TSR performance.
- The LTI 2022-2024 non-financial targets will, based on our strategy and stakeholder agenda, focus on further growing talent satisfaction and employee engagement, as well as on further strengthening those organizational capabilities that we see as the key drivers of growth for Randstad's product lines.

The Remuneration Committee will continue to regularly assess Randstad's remuneration policy, and further align the interests of management with those of shareholders and other stakeholders. We remain committed to relevant and clear remuneration in line with international practices. I look forward to discussing the policy and actual remuneration practices in the Annual General Meeting of Shareholders 2022, and will be happy to answer any questions you may have.

Annet Aris  
Chair of the Remuneration Committee

## remuneration policy

The current remuneration policy was approved by the General Meeting of Shareholders on June 18, 2020. Based on the feedback from shareholders as discussed during and prior to the General Meeting of Shareholders, three additional items have been added to the 2020 version of the remuneration policy, which relate to the notice period for agreements with the Executive Board, shareholding guidelines, and the number of non-financial KPIs for the long-term incentive plan. This updated version was approved by the General Meeting of Shareholders on March 23, 2021.

## executive board remuneration in 2021

### introduction

The remuneration paid to the members of the Executive Board in 2021 was based on Randstad's remuneration policy and its governance process.

The remuneration of the Executive Board consists of the following components:

1. base salary;
2. short-term incentive;
3. long-term incentive;
4. pension and other benefits.

The variable portion of the total remuneration package is performance-related. It consists of short- and long-term components. In the case of on-target performance, more than 60% of the total compensation of a member of the Executive Board is performance-related. The Supervisory Board, on the recommendation of its Remuneration Committee, sets the targets at the start of each performance period. Performance targets and conditions are derived from Randstad's strategy, annual budget plan, and market analysis.

### base salary

In alignment with Randstad's size and profile, compared to the other companies included in the international labor market peer group, base salaries of the Executive Board members are set at between the median and 75th percentile level.

The international labor market peer group represents the market in which Randstad competes for senior management talent and is used to benchmark base salary levels. It is composed of international staffing and business services companies, reflecting Randstad's size, profile, and international scope. These are Accor, Adecco, Atos, Bureau Veritas, Capgemini, Capita, CGI, Compass Group, G4S, Equifax, Hays, Hilton Worldwide, Intertek Group, Manpower Group, Michael Page International, Kelly Services, Rentokil Initial, Recruit Holdings, Robert Half, Securitas, Sodexo Group, Thomas Cook (excluded as of 2019), TUI, and Tyco International. Based on an assessment of this peer group by Willis Towers Watson, the Supervisory Board decided to approve the proposal of the Remuneration Committee to remove G4S (recently acquired and delisted) and Capita (relatively too small).

In line with the company's remuneration policy, it was decided to increase the base salaries of the Executive Board members by 2.4% as of January 1, 2021, except for the salary of the CEO. 2.4% is the weighted group average salary increase of employees corrected for currency effects. At the CEO's own request, his salary was not increased but kept at the level agreed upon when he was appointed as CEO. The general pay differentials within the company, and specifically for senior management, were taken into account when taking this decision.

### short-term incentive

The total annual bonus opportunity amounts to 70% of base salary for on-target performance, and the maximum bonus level is 100% of base salary. If performance is below a predefined minimum level, no bonus will be paid out. In calculating the bonus, a sliding scale between the minimum level and the maximum level is used. To strengthen teamwork and focus on overall company goals, the entire annual bonus is based on the joint performance of the Executive Board.

The largest part of the achievable annual bonus (75%) is related to financial targets. The choice and weight of these targets depend on the specific business objectives of each year, with the Supervisory Board selecting the appropriate annual targets from an agreed menu of financial targets (relative revenue performance versus the market, gross profit, EBITA, EPS, incremental conversion or recovery ratios, net debt, free cash flow, leverage ratio, and Days Sales Outstanding).

In order to enhance the Executive Board's long-term focus and share ownership in Randstad, 25% of the net annual bonus (based on realized performance) is paid out in Randstad shares. After three years, these shares will be matched 1:1 subject to the sustainable performance of the company during the previous three years and at the discretion of the Supervisory Board. In this context, sustainable performance means that during these three years, Randstad progressed to achieve its strategic and financial targets, made a profit, and paid dividends to shareholders. The assessment of the Supervisory Board as to whether this sustainable performance was realized will be disclosed in the Annual Report. After careful consideration of the achievements during the three-year performance period 2019–2021, the Supervisory Board decided to match the shares paid in February 2019 relating to the annual bonus 2018.

Members of the Executive Board are allowed to voluntarily convert up to 50% of their net annual bonus according to the same matching principles. Randstad shares need to be held for at least 5 years after the conditional award date, except for any share sales needed to settle related tax liabilities.

Since no annual bonus 2020 was paid, conditional awards for the share matching plan were not applicable in 2021.

If a variable remuneration component conditionally awarded in a previous year would, in the opinion of the Supervisory Board, produce an unfair result due to extraordinary circumstances during the performance period, the Supervisory Board has the power to adjust the value upward or downward. The Supervisory Board may also recover from the Executive Board any variable remuneration awarded on the basis of incorrect financial or other data. These provisions are included in the annual bonus letter. This power was not used in 2021, nor was any remuneration recovered from present or former Executive Board members.

For the annual bonus 2021, the financial targets and their relative weighting were set in early February 2021 as follows:

- Competitive revenue growth per working day, compared to prior year: the bonus opportunity ranges from 15% of base salary for minimum performance to 25% for on-target performance and 35% for maximum performance;

- Incremental Conversion Ratio (i.e., profitability adaptability): the bonus opportunity ranges from 15% of base salary for minimum performance to 20% for on-target performance and 25% for maximum performance;
- Days Sales Outstanding: the bonus opportunity ranges from 5% of base salary for minimum performance to 10% for on-target performance and 15% for maximum performance.

Detailed numerical targets cannot be disclosed, as these are share price and competition sensitive.

To further underline joint responsibility, at the start of each financial year, following a presentation by the Executive Board, the Supervisory Board sets annual non-financial strategic and operational targets. The maximum bonus opportunity will be 25% of base salary. These targets will only be disclosed if they are not share price or competition sensitive. For 2021, the targets focused on improving our service offering for talent, achieving world-class digital security, and progressing the digital transformation of our core activities. As these targets are commercially sensitive, they cannot be further specified. Based on the achievements for 2021, the bonus entitlement with regard to the performance in 2021 as a percentage of annual base salary is 93%. The financial targets were fully achieved (75% out of 75%), while the non-financial strategic target achievement reached 18% (out of a maximum of 25%).

#### annual bonus payout 2021

in % of annual base salary

	minimum %	maximum %	payout %
Financial targets			
Revenue growth	15%	35%	35%
EBITA margin	15%	25%	25%
Free cash flow	5%	15%	15%
Non-financial targets	0%	25%	18%

## long-term incentive

To enhance alignment with the value creation objectives of shareholders, performance shares are granted to the members of the Executive Board on an annual basis.

The grant is dependent on the relative Total Shareholder Return (TSR) and strategic, mostly non-financial, Key Performance Indicators (KPIs). TSR reflects the return received by a shareholder and captures both the change in the company's share price and the value of dividend income, assuming dividends are reinvested in the company. Relative TSR is an appropriate measure, as it objectively measures the company's financial performance and assesses its long-term value creation as compared to other companies in the sector. TSR performance for the companies of the international performance peer group is calculated based on their 'home/primary listing'. The international performance peer group consists of Adecco SA, Capita Plc, Compass Group PLC, FedEx Corporation, G4S plc, Hays plc, ISS A/S, Kelly Services Inc, ManpowerGroup Inc, PageGroup Plc (previously referred to as Michael Page Int. Plc), Office Depot Inc, ASGN Inc. (previously called On Assignment Inc), Recruit Holdings Co., Ltd, Rexel Group SA, Robert Half Int. Inc, Securitas AB, Sodexo SA, and WW Grainger Inc. Based on an assessment of this peer group by Willis Towers Watson, the Supervisory Board decided to approve the proposal of the Remuneration Committee to replace G4S (recently acquired and delisted) by Intertek Group.

TSR data (see table below) are compiled and reported by external data provider Willis Towers Watson.

Given the relevance of certain strategic, mostly non-financial, KPIs for Randstad's business, ambition, and long-term viability, five (as of 2022: three to five) strategic targets have been added at the discretion of the Supervisory Board. These targets are also set at the start of the three-year vesting period. The weighting for the long-term incentive is split between 65% TSR and 35% non-financial KPIs.

At the end of the performance period, the Supervisory Board will have the discretion to determine the actual vesting based on progress made over the performance period as reported by the Executive Board in relation to each of these targets. Each strategic target accounts for a maximum of 50% vesting. The total minimum vesting equals 0%, and the maximum vesting equals 250%. All payout results and calculations will continue to be audited by our external auditor.

Performance shares are granted in the open period following the publication of the Group's fourth-quarter financial results in February. The number of shares will be calculated based on the fair value of the Randstad share as at the grant date in February. The fair value assuming on-target performance is equal to an amount of 100% of the base salary for all Executive Board members alike. Randstad uses fair value for this annual conditional allocation, but when benchmarking Randstad's plan with other long-term incentive plans, a correction is made for the difference in value between face- and fair-value plans to ensure that the relative ranking of Randstad will not be influenced by the calculation method.

If a member of the Executive Board resigns before the vesting date, conditional grants of performance shares will in principle lapse or, for example, in the case of retirement due to the member reaching pensionable age, will vest pro rata related to the performance period in service. The Supervisory Board has the discretion to decide to apply a pro rata temporis matching if the member of the Executive Board is no longer engaged by Randstad.

Performance shares need to be retained for at least two years after allocation, except to the extent necessary to settle any related tax liabilities.

Prior to the grant, and following the advice of the Remuneration Committee, the Supervisory Board analyzes the possible outcomes of the allocation by looking at a number of scenarios for the performance period.

### payout per ranking position for the TSR performance incentive zone

Ranking	19	18	17	16	15	14	13	12	11	10	9	8	7	6	5	4	3	2	1
% until 2017	-	-	-	-	-	-	-	-	-	0	0	0	0	0	50	100	150	200	250
% as of 2017	0	0	0	0	0	0	0	0	0	50	75	100	100	125	150	150	175	200	200

If a variable remuneration component conditionally awarded would, in the opinion of the Supervisory Board, produce an unfair result due to extraordinary circumstances during the performance period, the Supervisory Board has the power to adjust the value upward or downward. The Supervisory Board may also recover from the Executive Board any variable remuneration awarded on the basis of incorrect financial or other data. These provisions are included in the annual grant letter. This power was not used in 2021, nor was any remuneration recovered from present or former Executive Board members.

On February 9, 2021 (the grant date under the relevant plan), a conditional grant of performance shares for on-target performance was made, based on 100% of the annual base salary per Executive Board member as at January 1, 2021, and on the fair value of the performance shares as at grant date of € 39.11 per share (TSR-dependent grant) and €37.64 per share (non-financial, strategy-related grant).

The conditional on-target awards for 2021 are as follows:

#### performance share plan awards, 2021

	number of shares
Jacques van den Broek	25,918
Henry Schirmer	20,156
Karen Fichuk	18,312
Rebecca Henderson	18,312
Chris Heutink	18,312
René Steenvoorden	18,312
	119,322

The non-financial targets for the 2021 grant are the following targets from Randstad's strategic business plans and reporting framework:

- Employee engagement: at least 80% participation and clear outperformance of the benchmark;
- Talent satisfaction: increase of talent satisfaction in the top 11 markets;
- Targets that focus on portfolio development, digital transformation, and the future employability of the workforce in society. We cannot disclose these three targets more specifically, as they are share price or competition sensitive.

At the beginning of 2021, the performance shares conditionally granted in February 2018 which vested on December 31, 2020 were allocated based on the relative TSR performance (65% of the grant) over the period January 1, 2018 to December 31, 2020. Randstad's TSR ranking for this period is position 6, resulting in 125% vesting. The performance on the non-financial, mostly strategic targets (35% of the grant) over this period resulted in a vesting and allocation of 201%, which can be specified as follows:

- Net Promoter Score: a top 3 position or position improvement in the top 12 countries, which was partly realized, resulting in 31% of the maximum 50% vesting;
- Diversity: at least 50% of females in senior management positions by the end of 2020, which was fully realized, with 51% of females in such positions, resulting in the maximum 50% vesting;
- Employee retention: a decrease of employee turnover measured on a yearly basis, which was realized in 2 of the 3 performance period years, resulting in 30% of the maximum 50% vesting;
- Employee engagement: at least 80% participation and outperformance of the benchmark annually, which was realized in all 3 years of the performance period, resulting in the maximum 50% vesting; and
- Randstad's partnership with Voluntary Services Overseas: 10,000 marginalized people made employable through the partnership; this resulted in 40% of the maximum 50% vesting.

The weighted vesting percentage on the total grant is 151% of the conditional grant.

At the beginning of 2022, the performance shares conditionally granted in February 2019 which vested on December 31, 2021 were allocated based on the relative TSR performance (65% of the grant) over the period January 1, 2019 to December 31, 2021. Randstad's TSR ranking for this period is position 6, resulting in 125% vesting. The performance on the non-financial, mostly strategic targets (35% of the grant) over this period resulted in a vesting and allocation of 179%, which can be specified as follows:

- Introduction of a methodology to measure the working lives touched by Randstad including quantifiable KPIs, which was partly realized, resulting in 25% of the maximum 50% vesting;
- Employee engagement: at least 80% participation and outperformance of the benchmark annually; this was in part not realized in one year of the 3-year

- performance period, which resulted in 42% of the maximum 50% vesting;
- Customer Delight: implementation in the top 8 markets and significant improvement of scores; this was 84% realized, which resulted in 42% of the maximum 50% vesting;
  - Improved productivity of the candidate application funnel: this goal was partially realized, resulting in 20% of the maximum 50% vesting;
  - Strengthening of Randstad's brand: this was fully realized, resulting in a maximum 50% vesting.

The weighted vesting percentage on the total grant is 144% of the conditional grant.

## pension, other benefits, and internal pay ratio

### pension contribution

The pension arrangements for members of the Executive Board are based on defined contribution. Randstad provides an annual contribution of 27% of base salary to the schemes of Executive Board members. For Netherlands-based members, this contribution includes compensation for limitations of accrual of pension rights as of 2016. For the US-based members, this contribution includes compensation to cover health and long-term disability insurance, life insurance, and contributions to the 401(k) plan or any other pension scheme. The company has no specific early retirement arrangements in place for Executive Board members.

### other benefits

Additional arrangements include expense and relocation allowances, a company car or car allowance, and health and accident insurance.

### internal pay ratio 2021

The internal pay ratio between the average pay of Randstad employees vis-à-vis the average pay of the CEO and the Executive Board members is calculated based on the average 2021 remuneration (including variable pay and long-term incentives) of a reference group (our 14 largest markets and the corporate functions encompassing 93% of Group revenue and 83% of total headcount) vis-à-vis the 2021 remuneration of the Executive Board members. The pay ratio is 49:1 (2020: 38:1) for the CEO, and on average 37:1 (2020: 25:1) for the Executive Board members.

## overview of remuneration as included in the income statement in 2021

### remuneration of executive board members

x € 1,000	year	fixed remuneration		variable remuneration		social charges and taxes	pension expenses	total remuneration
		base salary	fringe benefits	short-term bonus	share-based compensations			
J.W. van den Broek	2021	1,000	8	933	1,320	14	270	3,545
	2020	1,000	5	-	1,342	14	270	2,631
H.R. Schirmer	2021	778	8	726	1,090	14	210	2,826
	2020	759	6	-	1,101	14	205	2,085
F. Béharel	2021	-	-	-	-	-	-	-
	2020	172	7	-	(918)	269	47	(423)
K. Fichuk	2021	678	18	633	1,001	45	182	2,557
	2020	686	17	-	646	25	185	1,559
R. Henderson	2021	678	18	633	1,024	45	182	2,580
	2020	686	17	-	773	19	185	1,680
C. Heutink	2021	707	8	660	935	14	191	2,515
	2020	690	6	-	910	14	186	1,806
R. Steenvoorden	2021	707	8	660	647	14	191	2,227
	2020	374	3	-	242	7	101	727
<b>Total</b>	<b>2021</b>	<b>4,548</b>	<b>68</b>	<b>4,245</b>	<b>6,017</b>	<b>146</b>	<b>1,226</b>	<b>16,250</b>
	2020	4,367	61	-	4,096	362	1,179	10,065

### remuneration of former executive board members

x € 1,000	year	fixed remuneration			variable remuneration		social charges and taxes	pension expenses	total remuneration
		base salary	fees	fringe benefits	short-term bonus	share-based compensations			
R.J. van de Kraats	2020	-	-	-	-	7	-	-	7
F. Béharel	2020	-	230	-	-	-	-	-	230

Sander van 't Noordende was appointed as a Board member on December 16, 2021. He did not receive any remuneration during 2021.

Henry Schirmer was appointed as a Board member on March 27, 2018. On April 24, 2018, he received 13,686 shares as part of his remuneration package. These shares will vest in four equal portions in four successive years. The expenses are included in the total share-based compensations.

René Steenvoorden was appointed as a Board member on June 18, 2020. Karen Fichuk and Rebecca Henderson were appointed on March 26, 2019. All remuneration expenses refer to the period thereafter. For Rebecca Henderson and René Steenvoorden, these include share-based compensation costs of senior management performance shares relating to plans they participated in before the date of their Board appointment.

Francois Béharel's contractual engagement with Randstad ceased on March 31, 2020. Upon leaving the Group, he was entitled to a non-compete fee of € 230,000. His entitlements related to share-based compensation lapsed. Francois Béharel challenged Randstad's position and initiated legal proceedings in France, of which the outcome was not yet known on the date of this report.

Robert Jan van de Kraats resigned as a Board member on March 27, 2018. The total costs of € 7,000 in 2020 relate to performance adjustments to the non-financial targets in share performance plans.



## overview of remuneration based on the shareholder rights directive

In 2019, the European Shareholder Rights Directive was implemented in Dutch Civil Law. The tables below include the required information on Executive Board remuneration. The long-term award relates to the various performance share plans that vested during the year. The main plan, being the performance share plan 2019, vested on December 31, 2021. The reward is calculated based on the numbers of shares that have vested and the stock price at the date of vesting. The award of René Steenvoorden relates to the vesting of senior management performance share plans.

### remuneration of executive board members

x € 1,000	year	fixed remuneration		variable remuneration		social charges and taxes	pension expenses	total remuneration
		base salary	fringe benefits	short-term bonus	long-term award			
J.W. van den Broek	2021	1,000	8	933	2,616	14	270	4,841
	2020	1,000	5	-	1,857	14	270	3,146
H.R. Schirmer	2021	778	8	726	2,190	14	210	3,926
	2020	759	6	-	1,380	14	205	2,364
F. Béharel	2021	-	-	-	-	-	-	-
	2020	172	7	-	-	269	47	495
K. Fichuk	2021	678	18	633	1,718	45	182	3,274
	2020	686	17	-	-	25	185	913
R. Henderson	2021	678	18	633	1,718	45	182	3,274
	2020	686	17	-	360	19	185	1,267
C. Heutink	2021	707	8	660	1,797	14	191	3,377
	2020	690	6	-	1,221	14	186	2,117
R. Steenvoorden	2021	707	8	660	439	14	191	2,019
	2020	374	3	-	286	7	101	771
<b>Total</b>	<b>2021</b>	<b>4,548</b>	<b>68</b>	<b>4,245</b>	<b>10,478</b>	<b>146</b>	<b>1,226</b>	<b>20,711</b>
	2020	4,367	61	-	5,104	362	1,179	11,073

### remuneration of former executive board members

x € 1,000	year	fixed remuneration			variable remuneration		social charges and taxes	pension expenses	total remuneration
		base salary	fees	fringe benefits	short-term bonus	long-term award			
R.J. van de Kraats	2020	-	-	-	-	904	-	-	904
F. Béharel	2020	-	230	-	-	-	-	-	230

### proportion of fixed and variable remuneration<sup>1</sup>

x € 1,000	% of fixed remuneration		% of variable remuneration	
	2021	2020	2021	2020
J.W. van den Broek	26%	41%	74%	59%
H.R. Schirmer	25%	41%	75%	59%
F. Béharel	0%	100%	0%	0%
K. Fichuk	27%	100%	73%	0%
R. Henderson	27%	71%	73%	29%
C. Heutink	27%	42%	73%	58%
R. Steenvoorden	45%	63%	55%	37%
<b>Total</b>	<b>28%</b>	<b>52%</b>	<b>72%</b>	<b>48%</b>

<sup>1</sup> Excluding social charges and taxes.

## executive board remuneration comparatives

x € 1,000	2021	2020	2019	2018	2017	2016
Jacques van den Broek, CEO	4,841	3,146	3,494	1,927	3,630	3,892
Henry Schirmer, CFO as of April 2018	3,926	2,364	1,690	919	-	-
Karen Fichuk, member as of April 2019	3,274	913	1,075	-	-	-
Rebecca Henderson, member as of April 2019	3,274	1,267	1,384	-	-	-
Chris Heutink, member	3,377	2,117	2,329	1,266	2,376	2,655
René Steenvoorden, member as of June 2020	2,019	771	-	-	-	-
<b>Subtotal</b>	<b>20,711</b>	<b>10,578</b>	<b>9,972</b>	<b>4,112</b>	<b>6,006</b>	<b>6,547</b>

### Remuneration of former Executive Board members

Robert Jan van de Kraats, CFO and Vice-chairman until March 2018	-	-	-	378	2,708	3,026
François Béharel, member until March 2020	-	495	2,735	2,043	2,648	2,926
Linda Galipeau, member until March 2019	-	-	286	1,383	2,608	2,886
<b>Subtotal</b>	<b>-</b>	<b>495</b>	<b>3,021</b>	<b>3,804</b>	<b>7,964</b>	<b>8,838</b>
<b>Total</b>	<b>20,711</b>	<b>11,073</b>	<b>12,993</b>	<b>7,916</b>	<b>13,970</b>	<b>15,385</b>

### Company performance

Organic revenue growth per working day	19.5%	-12.2%	-1.7%	3.7%	8.3%	4.7%
Underlying EBITA margin <sup>1</sup>	4.4%	3.3%	4.6%	4.7%	4.6%	4.6%
Revenue (in millions of €)	24,635	20,718	23,676	23,812	23,273	20,684
Net result (in millions of €) <sup>1</sup>	768	304	606	708	631	588
TSR vesting (%)	125%	125%	100%	0%	100%	150%
Non-financial KPIs vesting (%)	179%	201%	162%	165%	145%	130.0%

### Average remuneration of employees on an FTE basis in € 1,000

Randstad N.V.	165	136	154	162	153	183
Randstad Group	72	68	69	67	69	69

<sup>1</sup> As of 2018, numbers include the effects of IFRS 16 'Lease accounting'.

In the above table, the remuneration of former Board members is only included for the period they were part of the Executive Board. The amounts per Board member for comparative years are based on the same principles as for 2021.

## main conditions and shares due and awarded to executive board members (part 1)

		main conditions of share award plans					
specification of plan		vesting period	award date	vesting date	allocation date	end of holding period	
<b>Board members</b>							
J.W. van den Broek, Chief Executive Officer	PSP EB Plan	2018 - 2020	February 2018	December 2020	February 2021	February 2023	
		2019 - 2021	February 2019	December 2021	February 2022	February 2024	
		2020 - 2022	February 2020	December 2022	February 2023	February 2025	
		2021 - 2023	February 2021	December 2023	February 2024	February 2026	
	Share matching plan	2018 - 2020	February 2018	December 2020	February 2021	February 2023	
		2019 - 2021	February 2019	December 2021	February 2022	February 2024	
		2020 - 2022	February 2020	December 2022	February 2023	February 2025	
H.R. Schirmer, Chief Financial Officer	PSP EB Plan	2018 - 2020	February 2018	December 2020	February 2021	February 2023	
		2019 - 2021	February 2019	December 2021	February 2022	February 2024	
		2020 - 2022	February 2020	December 2022	February 2023	February 2025	
		2021 - 2023	February 2021	December 2023	February 2024	February 2026	
	Share matching plan	2019 - 2021	February 2019	December 2021	February 2022	February 2024	
		2020 - 2022	February 2020	December 2022	February 2023	February 2025	
	Sign-on shares	2018 - 2021	April 2018	April 2021	April 2018	April 2023	
2018 - 2022		April 2018	April 2022	April 2018	April 2023		
K. Fichuk	PSP EB plan	2019 - 2021	February 2019	December 2021	February 2022	February 2024	
		2020 - 2022	February 2020	December 2022	February 2023	February 2025	
		2021 - 2023	February 2021	December 2023	February 2024	February 2026	
	Share matching plan	2020 - 2022	February 2020	December 2022	February 2023	February 2025	
R. Henderson	PSP senior management plan	2018 - 2020	February 2018	December 2020	February 2021	n/a	
		2019 - 2021	February 2019	December 2021	February 2022	February 2024	
	PSP EB plan	2020 - 2022	February 2020	December 2022	February 2023	February 2025	
		2021 - 2023	February 2021	December 2023	February 2024	February 2026	
	Share matching plan	2020 - 2022	February 2020	December 2022	February 2023	February 2025	
C. Heutink	PSP EB Plan	2018 - 2020	February 2018	December 2020	February 2021	February 2023	
		2019 - 2021	February 2019	December 2021	February 2022	February 2024	
		2020 - 2022	February 2020	December 2022	February 2023	February 2025	
		2021 - 2023	February 2021	December 2023	February 2024	February 2026	
	Share matching plan	2018 - 2020	February 2018	December 2020	February 2021	February 2023	
		2019 - 2021	February 2019	December 2021	February 2022	February 2024	
R. Steenvoorden	PSP senior management plan	2020 - 2022	February 2020	December 2022	February 2023	February 2025	
		2018 - 2020	February 2018	December 2020	February 2021	n/a	
	PSP EB plan	2019 - 2021	February 2019	December 2021	February 2022	n/a	
		2020 - 2022	February 2020	December 2022	February 2023	February 2025	
		2021 - 2023	February 2021	December 2023	February 2024	February 2026	

## main conditions and shares due and awarded to executive board members (part 2)

	information regarding the reporting year 2021						
	shares awarded or to be allocated at January 1	shares awarded	performance adjustment/ (shares lapsed)	shares vested, to be allocated in 2022 <sup>1</sup>	shares allocated	shares awarded or to be allocated at year-end	shares subject to a holding period <sup>2</sup>
<b>Board members</b>							
	32,621				(32,621)	-	20,808
	29,271		12,900	(42,171)		42,171	
	26,107		(6,526)			19,581	
J.W. van den Broek, Chief Executive Officer		25,918	(15,119)			10,799	
	2,263				(2,263)	-	
	1,407			(1,407)		1,407	
	3,457		(864)			2,593	
	23,651				(23,651)	-	13,043
	21,858		9,633	(31,491)		31,491	
	19,827					19,827	
H.R. Schirmer, Chief Financial Officer		20,156				20,156	
	1,445			(1,445)		1,445	
	3,341					3,341	
	3,422			(3,422)		3,422	3,422
	3,421					3,421	
	19,858		8,752	(28,610)		28,610	
K. Fichuk		18,312				18,312	
	1,325					1,325	
	6,766				(6,766)	-	
	19,858		8,752	(28,610)		28,610	
R. Henderson		18,312				18,312	
	3,291					3,291	
	21,487				(21,487)	-	13,630
	19,858		8,752	(28,610)		28,610	
	18,013					18,013	
C. Heutink		18,312				18,312	
	1,440				(1,440)	-	
	1,324			(1,324)		1,324	
	2,345					2,345	
	5,371				(5,371)	-	
R. Steenvoorden		5,078		(5,078)		5,078	
	18,013					18,013	
		18,312				18,312	
<b>Total Board members</b>	<b>352,144</b>	<b>119,322</b>	<b>26,280</b>	<b>(172,168)</b>	<b>(93,599)</b>	<b>404,147</b>	<b>50,903</b>

1 Performance shares to be allocated in February 2021.

2 All performance shares that have vested at year-end 2020 are subject to a holding period of 2 years, except for the number of shares that are allowed to be used to settle the wage tax on allocation.

## main conditions and shares due and awarded to former executive board members (part 1)

	main conditions of share award plans				
	specification of plan	vesting period	award date	vesting date	allocation date
<b>Former Board members</b>					
R.J. van de Kraats, Chief Financial Officer, until March 2018	PSP EB Plan	2018 - 2020	February 2018	December 2020	February 2021
	Share matching plan	2018 - 2020	February 2018	December 2020	February 2021

## main conditions and shares due and awarded to former executive board members (part 2)

	specification of plan	vesting period	information regarding the reporting year 2021			
			shares awarded or to be allocated at January 1	performance adjustment/ (shares lapsed)	shares vested, to be allocated in 2021 <sup>1</sup>	shares awarded or to be allocated at year-end
<b>Former Board members</b>						
R.J. van de Kraats, Chief Financial Officer, until March 2018	PSP EB Plan	2018 - 2020	16,306		(16,306)	-
	Share matching plan	2018 - 2020	683		(683)	-
<b>Total former Board members</b>			<b>16,989</b>	<b>-</b>	<b>(16,989)</b>	<b>-</b>

<sup>1</sup> Performance shares to be allocated in February 2021.

## shareholdings per executive board member

position as at 31 december 2021

	free shares	restricted shares							total shares
		february 2022	february 2023	april 2023	october 2023	february 2024	february 2025	february 2026	
J.W. van de Broek	10,070	14,408	20,808	-	3,525	1,407	3,457	-	53,675
A.M. van 't Noordende <sup>1</sup>	29,800 <sup>2</sup>	-	-	-	-	-	-	-	29,800
H.R. Schirmer	-	-	13,043	13,686	185	1,445	3,341	-	31,700
K. Fichuk	-	-	-	-	-	-	1,325	-	1,325
R. Henderson	10,250	-	-	-	-	-	3,291	-	13,541
C. Heutink	2,117	9,170	13,630	-	-	1,324	2,345	-	28,586
R. Steenvoorden	8,507	-	-	-	-	-	-	-	8,507
<b>Total</b>	<b>60,744</b>	<b>23,578</b>	<b>47,481</b>	<b>13,686</b>	<b>3,710</b>	<b>4,176</b>	<b>13,759</b>	<b>-</b>	<b>167,134</b>

<sup>1</sup> EB Member as of December 2021

<sup>2</sup> Free shares includes 4,800 American Depositary Receipts

## executive board remuneration in 2022

In line with the company's remuneration policy, it was decided to increase the base salaries of the Executive Board members by 4.5% as of January 1, 2022, except for the salary of the CEO. At his own request, his salary was not increased, but kept at the level agreed upon when he was appointed as CEO. The 4.5% increase is in line with the weighted group average recommended increase for top performers, reflecting the strong performance of the Executive Board in 2021.

At the end 2021, the Remuneration Committee commissioned Willis Towers Watson to benchmark the Executive Board remuneration levels vis-à-vis the international labor market peer group. This was partly done in relation to the negotiations with Sander van 't Noordende upon his appointment to the Executive Board as successor of Jacques van den Broek, the current CEO and Chair of the Executive Board. Based on this assessment, the Supervisory Board felt that it would be appropriate to correct the current CEO's base salary for inflation over the years since the previous benchmark. Sander van 't Noordende's base salary of € 1,150,000 is in line with the remuneration policy, which sets the base pay at between the median and 75% percentile of the international labor market peer group.

For the annual bonus 2022, the financial targets and their relative weighting have been set as follows:

- Competitive revenue growth: the bonus opportunity ranges from 15% of base salary for minimum performance to 20% for on-target performance and 25% for maximum performance;
- Incremental Conversion Ratio: the bonus opportunity ranges from 15% of base salary for minimum performance to 25% for on-target performance and 35% for maximum performance;
- Days Sales Outstanding: the bonus opportunity ranges from 5% of base salary for minimum performance to 10% for on-target performance and 15% for maximum performance;

Detailed numerical targets cannot be disclosed, as these are share price and competition sensitive.

To further underline joint responsibility, at the start of each financial year, following a presentation by the Executive Board, the Supervisory Board sets annual strategic and operational targets. The maximum bonus opportunity will be 25% of base salary. These targets will

only be disclosed if they are not share price or competition sensitive. For 2022, the targets will focus on further progress of Randstad's digital transformation, achieving world-class digital security, and developing the road to net zero emission. As these targets are for 2022, they cannot yet be further specified.

The conditional grant of performance shares 2022 is dependent on TSR (65%) and the following non-financial targets (35%) from Randstad's strategic business plans and reporting framework:

- Employee engagement: at least 80% participation and outperformance of the benchmark annually (8.75% of 35%);
- Candidate satisfaction: significant increase in candidate satisfaction scores in the top 28 markets (8.75% of 35%); and
- Capability building in Randstad's core concepts (Inhouse, Staffing, Professionals): strengthening key drivers for growth (15.5% of 35%).

## supervisory board remuneration

The remuneration of the Supervisory Board members consists of a fixed amount, including a gross expense allowance.

To determine competitive remuneration levels, Randstad compares its Supervisory Board remuneration levels with that of other similar companies. As Randstad is a Dutch listed company, the primary focus is on the AEX index. The aim is to compensate around the median level of the AEX benchmark. As an extra check, a comparison is made with the international labor market peer group that is applied for the Executive Board.

As members of the Supervisory Board of the Dutch subholding Randstad Holding Nederland bv, Jan Hovers and Willem Vermeend, both former members of the Supervisory Board, received an annual allowance of € 12,000 in 2021 (2020: 12,000).

Henri Giscard d'Estaing resigned from the Supervisory Board at the General Meeting of Shareholders held on June 18, 2020. H el ene Auriol Potier was appointed to the Supervisory Board at the same meeting.

In 2021, the Remuneration Committee requested that Willis Towers Watson provide insight into the competitiveness of the current fee levels. Based on their report, it was concluded that compared to the AEX reference group, Randstad is positioned around median market levels for the annual allowances, but below the 25th percentile market levels for all Committee Chair and Committee member allowances. Compared to the international labor market peer group applied for the Executive Board, Randstad is positioned below the 25th percentile market levels for the Chair annual allowance and between the 25th percentile and median market levels for the Vice-Chair and member allowance, as well as below the 25th percentile market levels for all Committee allowances. On this basis, and upon the proposal of the Remuneration Committee, the Supervisory Board will submit a proposal to the Annual General Meeting of Shareholders to be held on March 29, 2022 that the annual fees for the Committees be increased in line with the policy to the AEX market median as mentioned in the table on page 134 and a proposal to slightly increase the annual allowance of the Chair to bring it in line with the market median. An important consideration for this proposal is the strong

increase in the number of annual Committee meetings and the level of engagement required from the Committee Chairs and its members since 2011, when the annual fees were last raised.

### supervisory board remuneration 2021 and 2020

	2021	2020
Current board members		
W. Dekker, Chair	137,000	134,000
J. Winter, Vice-Chair	23,967	105,000
A. Aris	91,250	84,000
H. Auriol Potier	84,083	40,000
B. Borra	83,500	83,500
F. Dorjee	89,000	87,000
H.M.E.V. Giscard d'Estaing	-	42,500
A.M. van 't Noordende (until January 2022)	64,500	-
R. Provoost	83,500	83,500
Total	656,800	659,500

## comparative table supervisory board remuneration

x € 1,000	2021	2020	2019	2018	2017	2016
W. Dekker, Chair	137,000	134,000	135,500	132,000	128,500	128,500
A. Aris, as of April 2018	91,250	84,000	85,500	64,500	-	-
H. Auriol Potier, member as of June 2020	84,083	40,000	-	-	-	-
B. Borra, member as of April 2015	83,500	83,500	91,000	92,500	89,500	94,000
F. Dorjee, member as of April 2014	89,000	87,000	88,500	88,500	88,500	88,500
A.M. van 't Noordende, member as of March 2021	64,500	-	-	-	-	-
R. Provoost, member as of April 2015	83,500	83,500	88,000	92,000	90,000	88,500
Subtotal	632,833	512,000	488,500	469,500	396,500	399,500

## Remuneration of former Supervisory Board members

H. Giscard d'Estaing, until June 2020	-	42,500	88,000	90,500	88,500	88,500
G. Kampouri Monnas, until March 2018	-	-	-	22,500	91,500	91,500
J. Winter, until March 2021	23,967	105,000	105,000	105,000	107,500	107,500
Subtotal	23,967	147,500	193,000	218,000	287,500	287,500
Total	656,800	659,500	681,500	687,500	684,000	687,000