

## **DRAFT MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RANDSTAD NV**

Date: 16 December 2021

### **1. Opening and announcements**

The Chairman opens the meeting at 16.00. He welcomes those who are following the meeting online. The meeting is formally held at Randstad's head office in Diemen. Jacques van den Broek (CEO) is present on behalf of the Executive Board. Wout Dekker (chairman), Annet Aris (chairman Remuneration Committee, via video link) and Frank Dorjee (chairman Audit Committee) are present on behalf of the Supervisory Board. Also present is the Company Secretary, Jelle Miedema, who is appointed by the Chairman as Secretary of the meeting.

In view of the Covid-19 situation, shareholders were encouraged to attend the meeting remotely, to submit any questions in advance by e-mail and give their voting instructions to an independent third party, IQ EQ Financial Services in Amsterdam. This manner of participation was also outlined in the notice of the meeting, which was posted on Randstad's website on November 4, 2021, along with the agenda and related documents.

The Secretary then explains a number of procedural matters:

- Shareholders can vote and ask questions remotely on the internet site [www.abnamro.com/evoting](http://www.abnamro.com/evoting). They have received login details for this purpose after registration. They can also ask questions live during the meeting via a conference call.
- Shareholders were also given the opportunity to give voting instructions in advance, either through the aforementioned ABN AMRO internet site or through IQ EQ Financial Services.
- Shareholders were able to ask questions prior to the meeting. These questions and the answers have been posted on the corporate website and will be attached to the minutes as an appendix:  
> Annex 1 Questions received from the Dutch Association of Securities Holders
- The draft minutes of this meeting will be available within three months and shall be posted on the website. There shall be an opportunity to submit comments on the draft minutes within three months. The minutes shall then be adopted by the chairman and the secretary.

After counting the votes, the Secretary announces that according to the attendance list a total of 966 shareholders and 229,772,645 shares with voting rights were represented at the meeting (whether or not by proxy), of which 25,200,000 preference B shares and 50,130,352 preference C shares. Together they could cast a total of 163,642,293 votes (84.72% of the total number of votes that could be cast), of which 3,600,000 on the preference B shares and 5,600,000 on the preference C shares.

### **2. Proposal to appoint Sander van 't Noordende as member of the Executive Board**

The chairman introduces the proposal. On 29 March 2022, Jacques van den Broek will step down as CEO and Chairman of the Executive Board after the Annual General Meeting of Shareholders, when his second term has expired. Following a careful selection process, the Supervisory Board proposes to appoint Sander van 't Noordende as member of the Executive Board to enable a thorough transition until March 2022. On 29 March 2022 Sander van 't Noordende will succeed Jacques van den Broek as CEO and Chairman of the Executive Board.

Sander van 't Noordende is currently a member of the Supervisory Board, having been nominated by Randstad Beheer (the private company of Frits Goldschmeding, founder and majority shareholder of Randstad). Sander van 't Noordende will step down as member of the Supervisory Board when he is appointed to the Executive Board on 10 January 2022. He will then join the Executive Board as per the same

date. Sander van 't Noordende's detailed curriculum vitae is included in the agenda for the General Meeting of Shareholders. He has made an impression since he joined the Supervisory Board in early 2021. He brings to Randstad the right mix of experience and skills needed for this crucial leadership role. The Supervisory Board proposes to appoint him for an initial term of four years starting 10 January 2022 and ending after the Annual General Meeting of Shareholders in 2026. The main elements of his employment contract are in line with the remuneration policy of the Executive Board and are included in the agenda for the Annual General Meeting of Shareholders.

Sander van 't Noordende, who is attending the meeting via video link, introduces himself.

The Chairman confirms that there are no questions or comments, after which the vote takes place.

The Secretary confirms the following voting result:

In favour: 160,880,823 votes (99.65%)

Against: 564,489 votes (0.35%)

Abstention: 2,196,981 votes

The chairman notes that the meeting has appointed Sander van 't Noordende as a member of the Executive Board for a term of four years.

### **3. Any other business**

The Chairman notes that there are no questions or comments.

### **4. Closing**

The Chairman closes the meeting.

Adopted at \_\_\_\_\_ 2022 in Diemen

Wout Dekker  
Chairman

Jelle Miedema  
Secretary

## **ANNEX 1**

### **Questions of the Association of Securities Holders**

*Answers Randstad in italics in blue*

#### **Agenda item 2:**

1. With the nomination of Van 't Noordende, Randstad is deviating from the tradition in which the CEO has acquired many years of managerial experience in this organisation. Can the Supervisory Board explain, given these circumstances, how the selection process took place and on the basis of which qualifications the Board selected Van 't Noordende over the other candidates?

*The Supervisory Board, in particular the Nomination Committee, engaged in an extensive process involving an external executive search agency. A number of candidates were considered, both in-house and outside the company. Sander van 't Noordende is not a member of the Nomination Committee and was, of course, not present during the Supervisory Board's deliberations on this matter. Since he joined our Supervisory Board in early 2021, he has made an impression. He brings to Randstad the right mix of international management experience and commercial skills needed for this crucial leadership role. He has extensive experience in digital and technological developments. Under his leadership, Accenture's Products Operating Group has grown in revenue from USD 6 billion to USD 12 billion.*

2. What specific task did the Supervisory Board give Van 't Noordende?

*The Supervisory Board has not given Sander van 't Noordende any specific task. The Supervisory Board is very pleased with the current developments within Randstad.*

3. Van 't Noordende's basic salary is 15 per cent higher than his predecessor's. How did the Supervisory Board arrive at this upward adjustment?

*His base salary of EUR 1,150,000 gross is in line with our policy and slightly higher than the base salary of Jacques van den Broek. At his own request, Jacques van den Broek's base salary was never indexed or adjusted for inflation in the past 6 years. The Supervisory Board believes it is appropriate to do so now for Sander van 't Noordende.*