
notice AGM randstad nv

Notice convening the Annual General Meeting of Shareholders of Randstad N.V. to be held on Tuesday March 28, 2023 at 10.00am CET. The meeting will be held at the head office of Randstad, Diemermerere 25, 1112 TC Diemen, the Netherlands. Shareholders may also attend the meeting virtually via the internet at www.abnamro.com/evoting and if they wish, vote real time online.

agenda

1 Opening

- 2a Report of the Executive Board and report of the Supervisory Board for the financial year 2022
- 2b Remuneration report 2022
- 2c Proposal to adopt the financial statements 2022
- 2d Explanation of the policy on reserves and dividends
- 2e Proposal to determine a regular dividend for the financial year 2022

- 3a Discharge of liability of the members of the Executive Board for the exercise of their duties
- 3b Discharge of liability of the members of the Supervisory Board for the exercise of their duties

- 4a Proposal to appoint Jorge Vazquez as member of the Executive Board
- 4b Proposal to appoint Myriam Beatove Moreale as member of the Executive Board

- 5a Proposal to appoint Cees 't Hart as member of the Supervisory Board
- 5b Proposal to appoint Laurence Debroux as member of the Supervisory Board
- 5c Proposal to appoint Jeroen Drost as member of the Supervisory Board

- 6a 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
- 6b Proposal to authorize the Executive Board to repurchase shares
- 6c Proposal to cancel repurchased shares

- 7 Proposal to reappoint Deloitte Accountants BV as external auditor for the financial year 2024
- 8 Proposal to appoint PricewaterhouseCoopers NV as external auditor for the financial year 2025

9 Any other business

10 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 the discussion regarding agenda item 8. 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 2022 and a copy of the remuneration report 2022 are available at the offices of the company and can be accessed via the website www.randstad.com.

record date

For this meeting those who (i) on February 28, 2023 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) shareholders will be requested to choose whether they attend the meeting in person or virtually and whether they vote during the meeting. 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 in person or virtually must register electronically with ABN AMRO (via www.abnamro.com/evoting) or via their Intermediaries at which their shares are administered, following the Record Date and not later than March 22, 2023, 5:00 pm CET. Not later than March 24, 2023 (before 12.00 noon CET) the Intermediaries are to provide ABN AMRO Bank N.V. ("ABN AMRO") via 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. If the shareholder wishes to attend the meeting virtually, his email address, securities account and mobile phone number are required as well for authentication purposes in order to provide virtual access. The receipt (of registration) to be supplied by ABN AMRO via the relevant Intermediary will serve as admission ticket to the meeting for those attending in person or contain log-in details for those attending the meeting virtually.

Holders of registered shares (or their authorised representative) who wish to attend the general meeting in person or virtually must apply to the Executive Board of Randstad N.V. via IQ EQ Financial Services B.V., Hoogoorddreef 15, 1101 BA Amsterdam or email: registers@iqeq.com, not later than March 22, 2023, 5:00 pm CET. ABN AMRO will provide them (directly or via IQ EQ) with a registration receipt as admission ticket with log-in details if relevant.

virtual attending and voting

Shareholders can attend the meeting, ask questions 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 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 and/or the Randstad online voting platform.

You will be able to log in for virtual admission to the meeting on March 28, 2023 via www.abnamro.com/evoting from 9.00am CET until the commencement of the meeting at 10:00am CET. You must log in and complete the admission procedure for the meeting before 10:00am 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 hybrid General Meeting of Shareholders can be found at www.randstad.com (with the meeting documents). Virtual voting entails risks, as described in Randstad's Policy regarding the hybrid General Meeting of Shareholders. If you wish to avoid such risks you should choose to give a voting instruction.

voting by proxy to a third party

Notwithstanding the obligation to register for the meeting, the right to attend and to vote at the meeting may be exercised by a holder of a written proxy (for which purposes forms can be obtained free of charge as set in person out in the paragraph above entitled 'meeting documents'). The written proxy must be received by the company secretary, Jelle Miedema, email jelle.miedema@randstad.com, no later than March 22, 2023. A copy of the written proxy must be shown at registration for the meeting.

voting instructions independent third party

Shareholders who are unable to attend the meeting 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 until March 22, 2023, 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 March 22, 2023 at the latest (by mail or email: registers@iqeq.com).

registration and identification at the meeting

Registration for admission in-person to the meeting will take place from 9.00am CET until commencement of the meeting at 10.00am CET. After this time registration is no longer possible. Persons entitled to attend the meeting may be asked for identification prior to being admitted by means of a valid identity document such as a passport or ID card.

questions and information

From today until March 25, 2023, 10.00am 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.

During the meeting shareholders, who have registered for the meeting and attend the meeting in person or virtually, can ask any questions about all agenda items.

webcast

There will be a live video broadcast of the integral meeting via the corporate website <https://www.randstad.com/investor-relations/results-and-reports/quarterly-results/#webcast>.

Executive Board

Diemen, February 14, 2023