

Extraordinary Meeting of Shareholders of Randstad Holding nv

Wednesday April 23, 2008 at 11:00 am

Head office Randstad
Diemermere 25, 1112 TC Diemen
The Netherlands

Preamble

Randstad Holding has launched a recommended public offer for all of the issued and outstanding share capital of Vedior N.V. ('Vedior'). Randstad Holding intends to finance the acquisition by issuing approximately 48 million of new Randstad Holding ordinary shares and via a fully committed debt financing from ABN AMRO and ING Bank.

Agenda

- 1 Opening.
- 2 Approval of the proposed resolutions of the Executive Board:
 - 2a The Offer and the measures to implement the Offer and the transactions resulting from the Offer; voting item
 - 2b The increase of Randstad Holding's authorised share capital and, subject to the Offer being declared unconditional, the issue of the new Randstad Holding ordinary shares on the Settlement Date; voting item
 - 2c Appointments to the Executive Board subject to the Offer being declared unconditional and effective as per Settlement Date; and voting item
 - 2d Appointments to the Supervisory Board subject to the Offer being declared unconditional and effective as per Settlement Date, voting item

all as described in detail in the Explanatory Notes.
- 3 Proposal to amend the Articles of Association. voting item
- 4 Any other business and closing.



Explanatory Notes to the Agenda

2. Approval of the proposed resolutions of the Executive Board.

On 3 December 2007, Randstad Holding and Vedior announced that they have reached conditional agreement to combine Randstad and Vedior to create the second largest HR service company worldwide. The combination will be achieved by means of a recommended public offer for all the outstanding share capital of Vedior in a mixed cash and share exchange offer, comprising € 9.50 in cash and 0.32759 new Randstad Holding ordinary shares for each Vedior share (the 'Offer'). Through a press release on April 1, 2008 Randstad Holding has launched the Offer and has made the offer memorandum (the 'Offer Memorandum') available. An advertisement in this respect was published on April 2, 2008. The acceptance period under the Offer commenced on April 2, 2008 and is expiring on May 9, 2008, 5:30 p.m. (CET), unless extended ('Acceptance Closing Date'). Randstad Holding will announce whether the Offer is declared unconditional within three Business days following the Acceptance Closing Date. A condition to declaring the Offer unconditional is that the Extraordinary Meeting of Shareholders has approved the proposed resolutions of the Executive Board as listed in this agenda item 2. Subject to Randstad Holding declaring the Offer unconditional, transfer of the Vedior shares tendered under the Offer for payment per Vedior share ('Settlement') shall occur ultimately within five Business days following the date on which the Offer is declared unconditional (the 'Settlement Date').

The Executive Board requests the approval of the following resolutions:

2a. The Offer and the measures to implement the Offer and the transactions resulting from the Offer.

In accordance with the provisions of Section 2:107a of the Dutch Civil Code, the Executive Board proposes to the Extraordinary Meeting of Shareholders to resolve to approve the intended acquisition of Vedior through the Offer, the measures to implement the Offer and the transactions resulting from the Offer. Reference is made to the Offer Memorandum, in which the conditions and structure of the Offer are set out and explained, as well as other information relating to the Offer and the parties involved in the Offer.

2b. The increase of Randstad Holding's authorized share capital and, subject to the Offer being declared unconditional, the issue of the new Randstad Holding ordinary shares on the Settlement Date.

The Executive Board proposes to the Extraordinary Meeting of Shareholders to resolve to approve the increase of Randstad Holding's authorized share capital to € 75.000.000,00 (as further explained in the explanation of the proposed amendment of the Articles of Association) and the issue of such number of new Randstad Holding ordinary shares to satisfy the exchange ratio as set out in the Offer Memorandum on the Settlement Date; assuming all issued and outstanding Vedior shares (which are not already held by Randstad Holding and its group companies at the date of the Offer Memorandum) are tendered into the Offer, the number of new Randstad Holding ordinary shares to be issued is approximately 48 million, subject to the Offer being declared unconditional. The new Randstad Holding ordinary shares are issued at par against a contribution of Vedior shares as described in the Offer Memorandum and a payment by Randstad Holding per Vedior share. To the extent the balance of the contribution and the cash payment exceeds the nominal value of the new Randstad Holding ordinary shares issued, this will be booked as a voluntarily premium (niet bedongen agio).

2c. Appointments to the Executive Board subject to the Offer being declared unconditional and effective as per Settlement Date.

It is proposed to appoint the following candidates to the Executive Board subject to the Offer being declared unconditional and effective as per the Settlement Date. The proposed appointments are for a term of four years after the Settlement Date. Full biographies of these candidates are available free of charge at the headoffice of Randstad at request.

1. Mr. B. Wilkinson

Mr. Brian Wilkinson was born on February 23, 1956 and has the British nationality. Member of the Board of Management of Vedior since May 2003. Mr. Wilkinson originally joined the Vedior group as UK development manager in 1999 and in May 2002 became Zone Manager responsible for operations in the United Kingdom, Ireland, Australia, New Zealand, India, Singapore, Hong Kong, the Middle East, Sri Lanka and Malaysia. In 2006 he also became

responsible for the Vedior group's operations in Portugal and Scandinavia. He has 26 years of staffing services industry experience and is a former President of the Recruitment and Employment Confederation, the trade association for the staffing industry in the United Kingdom. He holds no shares in Randstad Holding.

2. Mr. G.A. Netland

Mr. Greg Netland was born on January, 17, 1962 and has the US nationality. Mr. Netland has served as the Chief Executive for Vedior North America since 2003. Prior to his appointment as CEO for Vedior North America, he served as the Chief Operating Officer and Executive Vice President of Business Development of this subsidiary. He holds no shares in Randstad Holding.

2d. Appointments to the Supervisory Board subject to the Offer being declared unconditional and effective as per Settlement Date.

It is proposed to appoint the following candidates to the Supervisory Board subject to the Offer being declared unconditional and effective as per the Settlement Date. The proposed appointments are for a term of four years after the Settlement Date. Full biographies of these candidates are available at the headoffice of Randstad at request.

1. Ms. B.C. Hodson

Ms. Beverley Hodson, 56 years and the British nationality, has been a member of the Supervisory Board of Vedior since April 2006. She was formerly Retail Managing Director of WH Smith Group PLC, having headed business within Sears PLC and the Boots Company PLC. She is also a non executive director of First Milk, Robert Wiseman Dairies PLC and Iforce Holdings Ltd. She holds no shares in Randstad Holding.

2. Mr. H.M.E.V. Giscard d'Estaing

Mr. Henri Giscard d'Estaing, 51 and the French nationality, has been a member of the Supervisory Board of Vedior since April 2006. He is chairman of the Board and Chief Executive Officer of Club Méditerranée S.A. since December 2002. Before joining Club Méditerranée in 1997, he held various management positions at Danone Group and Cofremca. He is a member of the Board of Directors of Groupe Casino Guichard-Perrachon S.A. He holds no shares in Randstad Holding.

3. Proposal to amend the Articles of Association

It is proposed to the Extraordinary Meeting of Shareholders to amend the Articles of Association. In accordance with the Articles of Association a copy of the draft amendment proposal and explanatory notes is available at the office of Randstad Holding, for the inspection by every shareholder until the conclusion of the Extraordinary Meeting of Shareholders. During the aforesaid period, shareholders may obtain copies of the proposal free of charge. The proposal is also published on the website of Randstad (www.randstad.com).

It is proposed to amend the Articles of Association as outlined in the draft amendment proposal and explanatory notes and to authorize the Executive Board jointly and each member of the Executive Board individually with power of substitution to execute the notarial deed of amendment to the Articles of Association and to take any necessary or appropriate action relating thereto, including such changes and/or additions to the deed of amendment to the Articles of Association as may be necessary for the acquisition of the required Certificate of No Objection from the Minister of Justice.