

General Meeting of Shareholders of Randstad Holding nv

Wednesday, May 7, 2008 at 3:00 pm

Head office Randstad
Diemermere 25, 1112 TC Diemen
The Netherlands

Agenda 2008

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| 1 | Opening | |
| 2 | Report of the Executive Board for financial year 2007 | |
| 3a | Proposal to adopt the 2007 financial statements | voting item |
| 3b | Explanation of policy on reserves and dividends | |
| 3c | Proposal to determine the dividend over financial year 2007 | voting item |
| 4a | Discharge of liability of the members of the Executive Board | voting item |
| 4b | Discharge of liability of members of the Supervisory Board | voting item |
| 5 | Proposal to appoint Mr. R. Zwartendijk as member of the Supervisory Board | voting item |
| 6 | Proposal to appoint Mr. A.A. Anbeek van der Meijden as director A of Stichting Administratiekantoor Preferente Aandelen Randstad Holding | voting item |
| 7 | Proposal to approve the performance-related remuneration of the Executive Board in shares and share options | voting item |
| 8 | Proposal to publish regulated information exclusively in the English language | voting item |
| 9 | Authorization to acquire ordinary shares | voting item |
| 10 | Appointment external auditor | voting item |
| 11 | Any other business and closing | |



Explanatory Notes to the Agenda

3b. Explanation of policy on reserves and dividends

In accordance with the Dutch Corporate Governance Code the policy on reserves and dividends will be dealt with and explained as a separate agenda item.

We aim for enhanced dividend protection for our shareholders, putting a floor of € 1.25 in the dividend, instead of a constant 40% pay out. This new policy should not lead to a lower average dividend stream than would be achieved under the former policy. We pursue consistent dividend growth through the cycle, while we aim not to lower the absolute dividend level in any given year. We want to achieve this with a minimum pay out of 30% and a maximum pay out of 60%. This updated policy is more in line with the cash flow trends, which usually show a more gradual development than earnings trends. For the coming years this means that dividend per share will grow from € 1.25 once the pay out reaches 30%, and that it could only fall below € 1.25 if this would imply a pay out higher than 60%.

5. Proposal to appoint Mr. R. Zwartendijk as member of the Supervisory Board

In accordance with the Articles of Association of the Company it is proposed to reappoint Mr. R. Zwartendijk as member of the Supervisory Board. The proposed reappointment is for a term of four years ending on the day of the annual General Meeting of Shareholders to be held in 2012. Mr. Rob Zwartendijk was born on September 28, 1939 in Kaunas, Litouwen and is a Dutch national and economist. He was first appointed to the Supervisory Board on May 6, 1999. He is a member of the strategy committee. He holds no shares in the Company. His biography is available at the head office of the Company at request.

Mr. Zwartendijk is a former member of the board of Royal Ahold n.v. and the former president and CEO of Ahold USA. He is chairman of the supervisory boards of Nutreco Holding N.V. and Blokker Holding B.V. and chairman of Stichting Beheer SNS Reaal. The reason for the proposal to reappoint Mr. Zwartendijk is his broad range of experience and expertise as former board member of a multinational company, his extensive knowledge of and experience in the North American market, just as his various board memberships and comprehensive network.

6. Proposal to appoint Mr. A.A. Anbeek van der Meijden as director A of Stichting Administratiekantoor Preferente Aandelen Randstad Holding

In accordance with the Articles of Association of the Stichting Administratiekantoor Preferente Aandelen Randstad Holding (the "Foundation") it is proposed to reappoint Mr. A.A. Anbeek van der Meijden as director A of the Board of the Foundation. The proposed reappointment is for a term of four years ending on the day of the annual General Meeting of Shareholders to be held in 2012. Mr. Anbeek van der Meijden was born on June 12, 1935 in Ede and is a Dutch national. He was first appointed to the board of the Foundation in 1999. He holds no shares in the Company. His biography is available at the head office of the Company at request.

Mr. Anbeek van der Meijden is former vice-president of the board of Delta Lloyd N.V.. He is chairman of the supervisory board of NMC International bv and member of the supervisory board of Agis Groep N.V., Cordares Holding N.V., Cordares Verzekeringsgroep NV and Koninklijk Instituut voor de Tropen (Royal Tropical Institute Association).

Mr. Anbeek van der Meijden is also chairman of the Investment Advisory Committees of the 'Spoorwegpensioenfondsen', the 'Notarieel Pensioenfondsen' and the 'Pensioenfondsen voor het Openbaar Vervoer'. The reason for the proposal to reappoint Mr. Anbeek van der Meijden is his broad range of experience and expertise as a former board member of a multinational company and his extensive knowledge of and experience in the investment world.

7. Proposal to approve the performance-related remuneration of the Executive Board in shares and share options

In accordance with the remuneration policy for 2007 and onwards, as adopted in the annual General Meeting of Shareholders of 8 May 2007, it is proposed to approve the performance related remuneration for the Executive Board in shares and share options for 2009.

This policy is posted on the website of the Company and a summary is included in the Annual Report 2007.

8. Proposal to publish regulated information exclusively in the English language

In accordance with the legislative proposal to implement the European Transparency Directive (2004/109/EG) in the Dutch Act on Financial Supervision (Wet Financieel Toezicht), the Company will need to make available 'Regulated Information' (gereguleerde informatie) in the Dutch language, unless the General Meeting of Shareholders approved that the information will be made exclusively in the English language. Regulated information includes the annual report and annual accounts, the half-year results, quarterly results, changes in rights attached to securities, and other stock price sensitive information. It is proposed to the General Meeting of Shareholders to approve to make publicly available all Regulated Information as (to be) defined in the Dutch Act on Financial Supervision, exclusively in the English language. This is in line with the current practice of the Company, since at the Annual General Meeting of Shareholders of May 8, 2007, it has been resolved already to designate English as the official language of the annual report and the financial statements included therein. The Company intends not to provide for a translation in the Dutch language.

is allowed to hold at any moment in accordance with current or future legislation and the Articles of Association.

9. Authorization to acquire ordinary shares

The purpose of this proposal is to give the Executive Board, subject to the approval of the Supervisory Board, the flexibility, for a period of 18 months from the date of this annual General Meeting of Shareholders, i.e. until and including November 7, 2009, to acquire at the stock exchange or otherwise, ordinary shares in the Company for such shares in the Company at a price between par value ten eurocent (€ 0.10) and 110% of the opening price at Euronext Amsterdam N.V. on the date of acquisition. This allows the Executive Board, subject to the approval of the Supervisory Board, to repurchase shares if this is deemed appropriate to return capital to its shareholders by repurchasing ordinary shares or if desirable reduction of the issued capital by cancellation ('intrekking').

The proposal is made in accordance with article 98, paragraph 4 of Book 2 of the Dutch Civil Code. The number of shares that may be acquired is limited by the maximum number of shares that the Company