

# Notice convening the General Meeting of Shareholders of Randstad Holding nv

to be held on **Tuesday 31 March 2009 at 3.00 pm** at the head office of Randstad, Diemermere 25, 1112 TC Diemen, the Netherlands

## Agenda

- 1 Opening
- 2 Report of the Executive Board and preliminary advice of the Supervisory Board for the financial year 2008
- 3a Proposal to adopt the 2008 financial statements
- 3b Explanation of policy on reserves and dividends
- 3c Proposal to determine the dividend over financial year 2008
- 4a Discharge of liability of the members of the Executive Board for the management
- 4b Discharge of liability of the members of the Supervisory Board for supervision of the Executive Board
- 5 Proposal to reappoint Mr. A.H.J. Risseeuw as director A of Stichting Administratiekantoor Preferente Aandelen Randstad Holding
- 6 Remuneration policy Executive Board
- 7a Proposal to extend the authority of the Executive Board to issue shares
- 7b Proposal to extend the authority of the Executive Board to restrict or exclude the pre-emption right with respect to the issue of shares
- 8 Proposal to reappoint PricewaterhouseCoopers as external auditor for the financial years 2009 and 2010
- 9 Any other business
- 10 Closing

*The full agenda including explanatory notes and the 2008 report and financial statements are available for inspection at the offices of the company and can be accessed via the website [www.randstad.com](http://www.randstad.com). Copies of these can also be obtained there free of charge, and via ABN AMRO Bank N.V. acting under the name of RBS ("RBS") by telephone: +31 (0)20 383 67 07 or by email: [corporate.actions@rbs.com](mailto:corporate.actions@rbs.com).*

## Registration date

*The Executive Board has determined that for this meeting those who (i) on 10 March 2009, after processing of all entries and deletions, are registered as at this date (the "Register 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.*

## Shareholders

### Registration and application

*In respect of shareholders the records of the institutions affiliated with Euroclear Nederland showing those entitled to these shares as at the Registration Date have been designated as (sub)registers. Shareholders who wish to attend this meeting may apply in writing from 11 March 2009 up to and including 27 March 2009 (before 12.00 noon) at the latest to the institution affiliated with Euroclear Nederland at which their shares are administered. Not later than 27 March 2009 (before 12.00 noon) the institutions affiliated with Euroclear Nederland are to provide RBS with an electronic statement that includes the number of shares held on the Registration Date by the holder concerned and which have been applied for registration. RBS will send these holders an admission ticket via the relevant institution affiliated with Euroclear Nederland. Shareholders who wish to be represented at the meeting must – without prejudice to the above application requirement – send their proxy in writing not later than 27 March 2009 (before 12.00 noon) to RBS or to the Executive Board of Randstad Holding nv, PO Box 12600, 1100 AP Amsterdam or by fax: +31 (0)20 569 12 69.*

## Holders of depositary receipts for shares

### Registration and application

*Holders of depositary receipts for shares (or their authorised representatives) who wish to attend the general meeting must apply to the Executive Board of Randstad Holding nv, PO Box 12600, 1100 AP Amsterdam, or by fax: +31 (0)20 569 12 69, not later than 27 March 2009. After receipt of the application to attend, the Company will send these holders an admission ticket.*

## Holders of registered shares

*Holders of registered shares (or their authorised representatives) who wish to attend the general meeting must apply to the Executive Board of Randstad Holding nv via ANT Trust & Corporate Services N.V., Claude Debussylaan 24, 1082 MD Amsterdam or by fax: +31(0)20 522 25 35, not later than 27 March 2009.*

## Voting instructions independent third party

*Shareholders who are unable to attend the meeting may also, without prejudice to the above with regard to application, give their voting instructions to an independent third party: ANT Trust & Corporate Services N.V., Claude Debussylaan 24, 1082 MD Amsterdam. A voting instruction may be given until 27 March 2009 at the latest via [www.rbs.com/levoting](http://www.rbs.com/levoting). 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 ANT is to be used. The form must be completed and received by ANT on 27 March 2009 at the latest (by mail, by email: [registers@ant-trust.nl](mailto:registers@ant-trust.nl) or by fax +31 (0)20 522 25 35).*

## Written questions and information

*From today until 27 March 2009 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 meeting. For these questions and for general information please refer to the company secretary, Jelle Miedema, by telephone: +31 (0)20 569 56 00 or by email: [jelle.miedema@randstadholding.com](mailto:jelle.miedema@randstadholding.com).*

## Webcast

*There will be a live broadcast of the integral meeting via the corporate website [www.randstad.com](http://www.randstad.com).*

The Executive Board  
Diemen, 3 March 2009