

General Meeting of Shareholders of Randstad Holding nv

Tuesday March 31, 2009 at 3:00 pm

Head office Randstad
Diemermere 25, 1112 TC Diemen
The Netherlands

Agenda

Agenda items 1, 2, 3b, 9 and 10 are solely for discussion and will not be put to a vote.

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| 1 | Opening | |
| 2 | Report of the Executive Board and preceding advice of the Supervisory Board for the financial year 2008 | discussion item |
| 3a | Proposal to adopt the 2008 financial statements | voting item |
| 3b | Explanation of policy on reserves and dividends | discussion item |
| 3c | Proposal to determine the dividend over the financial year 2008 | voting item |
| 4a | Discharge of liability of the members of the Executive Board for the management | voting item |
| 4b | Discharge of liability of the members of the Supervisory Board for the supervision of the management | voting item |
| 5 | Proposal to reappoint Mr. A.H.J. Risseeuw as director A of Stichting Administratiekantoor Preferente Aandelen Randstad Holding | voting item |
| 6 | Remuneration policy of the Executive Board | This proposal will be withdrawn;
please refer to the press release
dated 17 March 2009 |
| 7a | Proposal to extend the authority of the Executive Board to issue shares | voting item |
| 7b | Proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares | voting item |
| 8 | Proposal to reappoint PricewaterhouseCoopers as external auditor for the financial year 2009 and 2010 | voting item |
| 9 | Any other business | |
| 10 | 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. 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 policy is 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%.

3c. Proposal to determine the dividend over the financial year 2008

When deciding upon the offer for Vedior and the related financing structure, Randstad tested many scenarios including a stress case. Given the recent sharp drop in demand, far beyond the decline incorporated in the stress case, and even more so because of the very low visibility. It is proposed as a precautionary measure to further strengthen the balance sheet, to pay no dividend on ordinary shares for 2008 and a cash dividend on the cumulative preferred shares for 2008 of € 0.284 per share. It is also proposed to retain the remaining net income of € 11 million and add it to the reserves.

4a. Discharge of liability of the members of the Executive Board for the management

In accordance with article 27, paragraph 7, of the Company's articles of association, it is proposed to release the members of the Executive Board from liability for the exercise of the management of the Company, insofar as the exercise of such management is reflected in the annual accounts or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts.

4b. Discharge of liability of the members of the Supervisory Board for the supervision of the management

In accordance with article 27, paragraph 7, of the Company's articles of association, it is proposed to

release the members of the Supervisory Board from liability for the exercise of the supervision of the management of the Company, insofar as the exercise of such supervision is reflected in the annual accounts or otherwise disclosed to the General Meeting of Shareholders prior to the adoption of the annual accounts.

5. Proposal to reappoint Mr. A.H.J. Risseeuw as director A of Stichting Administratiekantoor Preferente Aandelen Randstad Holding

In accordance with the Articles of Association of Stichting Administratiekantoor Preferente Aandelen Randstad Holding (the 'Foundation'), it is proposed to reappoint Mr. A.H.J. Risseeuw 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 2013.

Mr. Risseeuw was born on 9 November 1936 in The Hague, the Netherlands, 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. Risseeuw is a former chairman of the board of management and Chief Executive Officer of Getronics n.v. He is currently chairman of the supervisory boards of KPN nv, Intergamma bv and Groeneveld bv. He is a member of the supervisory board of Blokker Holding bv. He is also a member of the Advisory Council of Deloitte.

The reason for the proposal to reappoint Mr. Risseeuw is his broad range of experience and expertise as a former board member of a multi-national company and his extensive knowledge of and experience in the investment world.

6. Remuneration policy of the Executive Board

This proposal will be withdrawn; please refer to the press release dated 17 March 2009.

It is proposed to adopt the changes to the remuneration policy of the Executive Board as described below.

Following the successful acquisition of Vedior, the Supervisory Board extensively evaluated the remuneration policy of the Executive Board during the course of the second half of 2008 against the objectives of the policy and developments in the market. Towers Perrin, an international specialized

consultancy firm, was retained to provide assistance in this evaluation.

Based on this evaluation, it is proposed to make some minor amendments to the current remuneration policy for the members of the Executive Board.

The key elements of this proposal are:

- As the size and complexity of the company significantly increased following the acquisition of Vedior, the current international labor market peer group had to be updated as it is no longer an accurate reflection of its market. As the Group has outgrown most of its direct competitors, a newly defined labor market peer group will be proposed. This is a combination of the largest direct competitors and more or less comparable cross-industry 'people business' companies, similar in size and scope. The newly defined labor market peer group consists of: Adecco S.A., Manpower Inc., Atos Origin S.A., Koninklijke Ahold N.V., Tesco Plc, Capgemini S.A., Air France-KLM S.A., Deutsche Lufthansa A.G., TNT N.V., Groupe Rexel S.A., Henkel AG & Co. and Heineken N.V. The international performance peer group will remain unchanged.
- Based on the benchmark review, the current remuneration levels of the Executive Board are at the lower end of this newly defined international labor market peer group. It is the intention of the Supervisory Board to increase the base salaries of the members of the Executive Board over time, if possible within the next one to two years, and to bring them back into line with the median of this peer group. The median level is the level in line with the current remuneration policy. The timing and size of the increase will depend in part of the economic and trading environment and the success in realizing the integration of Vedior's businesses worldwide. Due to the current economic and trading environment, the Supervisory Board has decided that base salaries as from January 1, 2009 will not be increased.
- Also based on the benchmark of the annual cash bonus arrangement against the newly defined international labor market peer group, it is proposed to increase the total annual cash bonus opportunity from 70% to 80% of base salary for on-target performance and the maximum bonus level from 100% to 120%.

7a. Proposal to extend the authority of the Executive Board to issue shares

It is proposed that, subject to the approval of the Supervisory Board, the Executive Board be the

designated body authorized to issue shares and grant share subscription rights. This authorization will apply for a period of 18 months from the date of this annual General Meeting of Shareholders, i.e. until and including October 31, 2010. Issuance will mainly be for the purposes of senior management and Executive Board stock option and share plans. The actual annual grant of performance shares and options will in principle not exceed 1% of the ordinary issued capital. However, depending on the realization of related performance targets and the Company's actual share price, the number of shares to be issued in relation to vesting of the performance shares and options might in a certain year exceed the 1% limit. For this reason, the annual maximum authorization is 3% of the ordinary issued share capital of the Company.

7b. Proposal to extend the authority of the Executive Board to restrict or exclude the pre-emptive right to any issue of shares

It is proposed that, subject to the approval of the Supervisory Board, the Executive Board will be the designated body authorized to restrict or exclude the pre-emptive right to any issue of shares. This authorization will apply for a period of 18 months from the date of this annual General Meeting of Shareholders, i.e. until and including October 31, 2010, and will also be limited to an annual maximum of 3% of the ordinary issued share capital of the Company.

8. Proposal to reappoint PricewaterhouseCoopers as external auditor for the financial year 2009 and 2010

Pursuant to article 393, book 2 of the Dutch civil code, the General Meeting of shareholders charges an accountant with the task of auditing the annual accounts. In its meeting held on May 7, 2008, the General Meeting of Shareholders charged PricewaterhouseCoopers in the Netherlands with the auditing of the accounts for the reporting year 2008.

Since PricewaterhouseCoopers is performing its task to full satisfaction, the Executive Board, with the support of the Supervisory Board, as advised by its Audit Committee, proposes to charge PricewaterhouseCoopers in the Netherlands with the auditing of the annual accounts for the current reporting year 2009 and 2010, the latter year subject to the Audit Committee's prior approval regarding the performance and fee proposal of PricewaterhouseCoopers.