



Important Notice
The Depository Trust Company

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|-------------------|---|
| B #: | 0435-15 |
| Date: | March 27, 2015 |
| To: | All Participants |
| Category: | Dividends |
| From: | International Services |
| Attention: | Operations, Reorg & Dividend Managers, Partners & Cashiers |
| Subject: | Tax Relief - Country: The Netherlands Randstad Holding N.V. CUSIP: 75279Q108 Record Date: 4/9/15 Payable Date: TBA CA Web Cut-Off Date: 05/14/15 8.00 PM (EST) |

Participants can use DTC's Corporate Actions Web (CA Web) service to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult TaxInfo respectively before certifying their instructions over the CA Web.

Important: Prior to certifying tax withholding instructions, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TaxInfo on the CA Web.

Questions regarding this Important Notice may be directed to GlobeTax 212-747-9100.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

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Non-Confidential



RANDSTAD HOLDING N.V. has announced a dividend. Citibank, N.A. acts as a Depository Bank for the company's Depository Receipt ("ADR") program.

Participants can use DTC's Corporate Actions Web (CA Web) instructions tab to certify all or a portion of their position entitled to the applicable withholding tax rate. Use of these instruction methods will permit entitlement amounts to be paid through DTC. By electing, Participants agree to the Agreements, Representations and Indemnification below.

On ADR pay date, all holders will receive this dividend net of the full Netherlands statutory rate with the possibility to obtain a post-pay date refund as outlined in the below Eligibility Matrix.

| DIVIDEND EVENT DETAILS | |
|-------------------------------------|-----------------------|
| COUNTRY OF ISSUANCE | NETHERLANDS |
| ISSUE | RANDSTAD HOLDING N.V. |
| CUSIP# | 75279Q108 |
| DEPOSITARY | UNSPONSORED |
| ADR RECORD DATE | APRIL 9, 2015 |
| ADR PAY DATE | TBA |
| GROSS DIVIDEND RATE ON PAY DATE | TBA |
| ORD GROSS DIVIDEND RATE ON PAY DATE | €1.29 |
| RATIO | 1 ORD : 2 ADRs |
| STATUTORY WHT RATE | 15% |

| CHARGES & DEADLINES | | | | | |
|---------------------|------------------------------|----------------|----------------------|--|---|
| FILING METHOD | BATCH | PAYMENT METHOD | TAX RELIEF FEE | MINIMUM SERVICE CHARGE PER BENEFICIAL HOLDER | FINAL SUBMISSION DEADLINE (ALL TIMES EST) |
| QUICK REFUND | PRIMARY LONG FORM BATCH | CA WEB | UP TO \$0.01 PER ADR | \$25 | MAY 14, 2015 (8PM) |
| LONG FORM | POST-CA WEB PROCESS; ONGOING | CHECK | UP TO \$0.01 PER ADR | \$25 | OCTOBER 30, 2020 (8PM) |

QUICK REFUND/LONG FORM ELIGIBILITY MATRIX

| RATE DESCRIPTION | RECLAIM RATE | ELIGIBLE RESIDENTS | DOCUMENTATION REQUIRED |
|---|--------------|--|--|
| UNFAVORABLE 15% | 0% | Non-Treaty Countries | NONE |
| FAVORABLE 10% POST PAY DATE | 5% | Bahrain, China, Hong Kong, Indonesia, Kuwait, Oman, Portugal, Qatar, Saudi Arabia, Slovak Republic, South Africa, Taiwan, United Arab Emirates, Venezuela | <ol style="list-style-type: none"> 1. ESP SUBMISSION OR COVER LETTER (EXHIBIT A) 2. CERTIFIED IB 92 UNIVERSEEL |
| FAVORABLE 10% POST PAY DATE | 5% | Ghana, Japan, United Kingdom | <ol style="list-style-type: none"> 1. ESP SUBMISSION OR COVER LETTER (EXHIBIT A) 2. CERTIFIED IB 93 UNIVERSEEL |
| EXEMPT 0% POST PAY DATE | 15% | U.S. ARTICLE 36 - CHARITIES under 501(a), 501(c)(3), 509(a)(1), 509(a)(2), 509(a)(3), 17-(b) | <ol style="list-style-type: none"> 1. ESP SUBMISSION OR COVER LETTER (EXHIBIT A) |
| EXEMPT 0% POST PAY DATE | 15% | U.S. ARTICLE 35 - PENSIONS and IRAs under 401(a), 401(k), 457(b), 403(b), 408, 408(a), 501(a) | <ol style="list-style-type: none"> 1. ESP SUBMISSION OR COVER LETTER (EXHIBIT A) |
| EXEMPT 0% (FOREIGN TAX EXEMPT) POST PAY DATE | 15% | Any entity domiciled in a country in which it is not subject to tax on profits, as long as that state has an Exchange of Tax Information Agreement in place with the Netherlands, & that entity would not be subject to profits tax in the Netherlands if it were based therein. | <ol style="list-style-type: none"> 1. ESP SUBMISSION WITH APPROVED E-CODE OR 1. COVER LETTER (EXHIBIT A) 2. DIV 16 FORM 3. CERTIFICATE OF RESIDENCY (COR) 4. ARTICLES OF ASSOCIATION |

DESCRIPTION OF VARIOUS DOCUMENTATION

| DOCUMENT NAME | DESCRIPTION | ORIGINAL / COPY | SIGNATURE REQUIREMENT |
|--------------------------|--|-----------------|--|
| IB 92 UNIVERSEEL | DUTCH TAX FORM REQUIRED FOR ANY BENEFICIAL HOLDER, DOMICILED IN NON-REMITTANCE-BASED JURISDICTIONS, ATTEMPTING TO RECLAIM THE 5% ENTITLEMENT; THIS FORM MUST BE CERTIFIED BY THE BENEFICIAL HOLDER'S LOCAL TAX OFFICE. | ORIGINAL | BENEFICIAL HOLDER & MUST BEAR THE STAMP OF LOCAL TAX AUTHORITY |
| IB 93 UNIVERSEEL | DUTCH TAX FORM REQUIRED FOR ANY BENEFICIAL HOLDER, DOMICILED IN REMITTANCE-BASED JURISDICTIONS, ATTEMPTING TO RECLAIM THE 5% ENTITLEMENT; THIS FORM MUST BE CERTIFIED BY THE BENEFICIAL HOLDER'S LOCAL TAX OFFICE. | ORIGINAL | BENEFICIAL HOLDER & MUST BEAR THE STAMP OF LOCAL TAX AUTHORITY |
| DIV 16 | THIS FORM IS USED TO APPLY FOR A REFUND FOR FOREIGN BODIES NOT SUBJECT TO ANY TAX ON PROFITS. (SEE ELIGIBILITY MATRIX) | ORIGINAL | BENEFICIAL HOLDER |
| ARTICLES OF ASSOCIATION | A DOCUMENT SPECIFYING THE REGULATIONS FOR THE OPERATIONS OF A LEGAL ENTITY. THE ARTICLES OF ASSOCIATION DEFINE THE ENTITY'S PURPOSE, ORGANIZATIONAL STRUCTURE, AND HOW FINANCIAL RECORDS ARE MAINTAINED. | COPY ACCEPTED | PROVIDED BY BENEFICIAL HOLDER |
| COVER LETTER (EXHIBIT A) | A LISTING OF THE BENEFICIAL HOLDER'S DETAILS, TAXPAYER ID NUMBERS, NUMBER OF ADRS, AND ENTITY TYPE (CHARITY OR PENSION). THE COVER LETTER IS PROVIDED TO CITIBANK, N.A. BY THE PARTICIPANT, EITHER THROUGH ESP SUBMISSION OR THROUGH TRADITIONAL HARD COPY RECLAIM COVER LETTER. | ORIGINAL | DTC PARTICIPANT |
| APPROVED E-CODE | SEVEN (7) DIGIT ELECTRONIC FILING CODE RECEIVED FROM THE DUTCH TAX AUTHORITIES— PROOF SHOWING APPROVAL FROM DUTCH TAX AUTHORITY ("DTA") MUST BE SUBMITTED. | COPY ACCEPTED | DTC PARTICIPANT OR BENEFICIAL HOLDER |

CONTACT DETAILS

| | |
|---------------------------|--|
| PRIMARY CONTACT | KASEY HARBES |
| INTERNATIONAL PHONE / FAX | 1-212-747-9100 / 1-212-747-0029 |
| DOMESTIC PHONE / FAX | 1-800-628-4646 / 1-800-633-4646 |
| EMAIL ADDRESS | DUTCHESP@GLOBETAX.COM |
| COMPANY | CITIBANK, N.A. / GLOBETAX |
| STREET ADDRESS | 90 BROAD STREET 16 TH FLOOR |
| CITY/STATE/ZIP | NEW YORK, NY 10004 |
| ADDITIONAL CONTACTS | STEPHANIE URUGUTIA; TROY DRAYTON |

ESP

powered by **GLOBETAX**

Citibank, N.A. now offers ESP powered by GlobeTax, a paperless withholding tax reclaim process, for Exempt U.S. Organizations (qualified under Article 36 of the Tax Convention), Exempt U.S. Pension Trusts (qualified under Article 35 of the Tax Convention), Exempt Foreign Entities, and Favorable Foreign Entities, to participants holding ADRs.

These claims should be submitted through the following web site. (Requires a one-time registration): <https://esp.globetax.com>

Please contact Kasey Harbes at 1-800-628-4646 or via email at DutchESP@GLOBETAX.COM if you have any questions about this process.

DISCLAIMER

All Post-Electronic Reclaims filing Long Form:

U.S. residents and non-U.S. residents who have missed the Quick Refund Process deadlines may file for a “long form” refund by submitting a claim via either ESP or traditional methods to Citibank, N.A. / GlobeTax prior to the expiry of the right to claim. Based on their county, that period generally expires five (5) years from the end of the year in which the dividend was paid in the local market. Claims received after the long form deadline will be filed on a best effort basis at the discretion of Citibank, N.A. / GlobeTax.

All tax information contained in this Important Notice is based on a good faith compilation of information obtained from multiple sources. The information is subject to change. Actual deadlines frequently vary from the statutory deadlines because of local market conditions and advanced deadlines set by local agents. To mitigate risk it is strongly advised that DTC Participants file their claims as soon as possible as GlobeTax and/or their agents will not be liable for claims filed less than six months before the specified deadline. In the event that local market rules, whether implemented by a local agent or a Tax Authority, conflict with the information provided in the important notice, either prior to or after publication, the local market rules will prevail.

FREQUENTLY ASKED QUESTIONS (FAQs)

GENERAL QUESTIONS

| QUESTION | ANSWER |
|--|---|
| WILL I RECEIVE A DECLARATION IN LIEU OF DIVIDEND NOTE (“DLD” or “CERT”) FOR MY ARTICLE 35 PENSIONS OR ARTICLE 36 CHARITIES? | NO , ALL DECLARATION IN LIEU OF DIVIDEND NOTES ARE MAINTAINED BY GLOBETAX, TO BE RELEASED ONLY UPON WRITTEN REQUEST BY THE PARTICIPANT. |
| AM I REQUIRED TO FILE THROUGH ESP? | NO , YOU MAY SUBMIT A TRADITIONAL CLAIM THROUGH STANDARD MAIL IF YOU CANNOT SUBMIT CLIENT DATA THROUGH ESP. WE STRONGLY SUGGEST LOGGING IN TO ESP TO DOWNLOAD THE TEMPLATE PROVIDED WHEN PREPARING YOUR CLAIM, REGARDLESS OF YOUR ULTIMATE SUBMISSION METHOD. |
| IS THERE ANY CASE IN WHICH A U.S. RESIDENT 401(a), 401(K), 457(b), 403(b), IRA, ROTH IRA, EMPLOYEE PENSION PLAN OR SIMPLE RETIREMENT ACCOUNT WOULD NOT QUALIFY FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY BETWEEN THE U.S. AND THE NETHERLANDS FOR THE AVOIDANCE OF DOUBLE TAXATION? | YES , FOR INSTANCE, THESE ACCOUNT TYPES WILL NOT BE CONSIDERED ELIGIBLE FOR TREATY BENEFITS UNDER ARTICLE 35 OF THE TREATY BETWEEN THE U.S. AND THE NETHERLANDS FOR THE AVOIDANCE OF DOUBLE TAXATION IN ANY TAXABLE YEAR IF LESS THAN 70% OF THE TOTAL AMOUNT OF WITHDRAWALS FROM SUCH U.S. TRUST DURING THAT YEAR IS USED TO PROVIDE PENSION, RETIREMENT OR OTHER EMPLOYEE BENEFITS AS MEANT IN ARTICLE 35 OF THE ABOVE MENTIONED TREATY. |
| WILL CITIBANK, N.A. ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL HOLDERS? | CITIBANK, N.A. ONLY ACCEPTS CLAIMS FILED BY THE DTC PARTICIPANT WHO HELD THE SECURITIES THROUGH DTC AND ONLY TO THE EXTENT THAT DTC HAS REPORTED THESE HOLDINGS TO US AS VALID. |
| HOW CAN I OBTAIN AN APPROVED ELECTRONIC FILING CODE? | TO OBTAIN AN APPROVED E-CODE FOR A FOREIGN EXEMPT BENEFICIAL HOLDER HARD COPY DOCUMENTATION (TYPICALLY DIV 16 APPLICATION FORM) MUST BE SENT TO THE DUTCH TAX AUTHORITIES (DTA). THE DOCUMENTATION IS REVIEWED AND THE BENEFICIAL HOLDER IS JUDGED BY THE DTA. |
| IF I HAVE AN ELECTRONIC FILING CODE, IS THE BENEFICIAL HOLDER APPROVED? | NO , THE DTA ISSUES E-CODES TO ALL BENEFICIAL HOLDERS THAT THEY JUDGE. IF YOU WOULD LIKE TO KNOW IF AN E-CODE IS APPROVED PLEASE CONTACT CITIBANK, N.A. WITH THE BENEFICIAL HOLDER’S NAME AND ADDRESS. |

FREQUENTLY ASKED QUESTIONS (FAQs)

QUICK REFUND QUESTIONS

| QUESTION | ANSWER |
|---|---|
| ONCE I SUBMIT A QUICK REFUND CLAIM VIA ESP, HOW LONG WILL IT TAKE TO BE PAID? | WE ESTIMATE PAYMENT WITHIN APPROXIMATELY 8 TO 10 WEEKS OF PAY DATE. |
| WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE QUICK REFUND PROCESS? | YES. |
| DO I NEED TO PHYSICALLY SEND ANY DOCUMENTS TO CITIBANK, N.A. IN ORDER TO PARTICIPATE IN THE QUICK REFUND PROCESS? | <p>ARTICLE 35 U.S. PENSION & IRAS, ARTICLE 36 U.S. CHARITABLE ENTITIES, AND FOREIGN EXEMPT ENTITIES WITH APPROVED E-CODES MUST ONLY PROVIDE THE BENEFICIAL HOLDER BREAKDOWN VIA ESP.</p> <p>NON-U.S. ENTITIES WITHOUT AN APPROVED E-CODE MUST PROVIDE A COVER LETTER, THE TAX FORM DIV 16, COR, AND THE ARTICLES OF ASSOCIATION AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p> <p>ENTITIES CLAIMING THE FAVORABLE RATE MUST PROVIDE THE BENEFICIAL HOLDER BREAKDOWN VIA ESP AND THE CERTIFIED IB92 OR IB93 AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p> |
| DOES THE QUICK REFUND PROCESS HAVE A MINIMUM POSITION PER BENEFICIAL HOLDER REQUIREMENT? | ANY CLAIM FOR BENEFICIAL HOLDERS HOLDING LESS THAN 5,000 ADRS WILL BE AUTOMATICALLY HELD AND SUBSEQUENTLY FILED VIA THE TRADITIONAL LONG FORM PROCESS. |
| IS THE QUICK REFUND PROCESS FREE OF CHARGE? | NO. THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY. QUICK REFUND APPLICATIONS RECEIVED POST DEADLINE WILL BE REJECTED. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.01 PER SHARE FOR QUICK REFUND WITH A MINIMUM OF \$25.00, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO CITIBANK, N.A. OR ITS AGENTS, INCLUDING THE TAX AUTHORITIES OR REGULATORS. FEES PAID TO CITIBANK, N.A. MAY BE SHARED WITH ITS AGENTS. |
| IS THE QUICK REFUND PROCESS FOR TAX RELIEF OFFERED BY CITIBANK, N.A. AN OPTIONAL PROCESS? | YES , THIS IS A DISCRETIONARY, OPTIONAL SERVICE. |

FREQUENTLY ASKED QUESTIONS (FAQs)

LONG FORM QUESTIONS

| QUESTION | ANSWER |
|--|--|
| HOW LONG DOES IT TAKE FOR PAYMENT ON LONG FORM CLAIMS? | APPROXIMATELY 4-6 MONTHS. |
| WILL I BE PAID THROUGH DTC FOR CLAIMS SUBMITTED THROUGH THE LONG FORM PROCESS? | NO , YOU WILL BE PAID BY CHECK. |
| DO I NEED TO PHYSICALLY SEND ANY DOCUMENTS TO CITIBANK, N.A. IN ORDER TO PARTICIPATE IN THE QUICK REFUND PROCESS? | <p>ARTICLE 35 U.S. PENSION & IRAS, ARTICLE 36 U.S. CHARITABLE ENTITIES, AND FOREIGN EXEMPT ENTITIES WITH APPROVED E-CODES MUST ONLY PROVIDE THE BENEFICIAL HOLDER BREAKDOWN VIA ESP.</p> <p>NON-U.S. ENTITIES WITHOUT AN APPROVED E-CODE MUST PROVIDE A COVER LETTER, THE TAX FORM DIV 16, COR, AND THE ARTICLES OF ASSOCIATION AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p> <p>ENTITIES CLAIMING THE FAVORABLE RATE MUST PROVIDE THE BENEFICIAL HOLDER BREAKDOWN VIA ESP AND THE CERTIFIED IB92 OR IB93 AS DEFINED IN DESCRIPTION OF VARIOUS DOCUMENTATION.</p> |
| DOES THE LONG FORM PROCESS HAVE A MINIMUM POSITION REQUIREMENT PER BENEFICIAL HOLDER? WHAT WILL THE FEE BE IF A BENEFICIAL HOLDER'S CLAIM IS FOR LESS THAN \$50? | NO , ALL CLAIMS WILL BE PROCESSED THOUGH THERE IS A MINIMUM FEE OF \$25 PER BENEFICIAL HOLDER. CITIBANK, N.A. WAIVES THE \$25 MINIMUM ON AN EXCEPTIONAL BASIS IN FAVOR OF A SPLIT OF THE RECLAIMED FUNDS (50/50) FOR ANY BENEFICIAL HOLDER RECLAIMING LESS THAN \$50. |
| IS THE LONG FORM PROCESS FREE OF CHARGE? | NO . THIS TAX RECLAIM ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY. FEES WILL BE CHARGED FOR THIS ASSISTANCE SERVICE OF UP TO \$0.01 PER SHARE FOR STANDARD LONG FORM RECLAIMS WITH A MINIMUM OF \$25.00. RECLAIMS RECEIVED POST DEADLINE CANNOT BE ASSURED AND MAY BE SUBJECT TO A PER BENEFICIARY FEE AS WELL AS OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO CITIBANK, N.A. OR ITS AGENTS, INCLUDING THE TAX AUTHORITIES. IN ADDITION, CHARGES MAY APPLY TO ANY LONG FORM CLAIMS REJECTED OR NOT ACCEPTED BY THE TAX AUTHORITY. FEES PAID TO CITIBANK, N.A. MAY BE SHARED WITH ITS AGENTS. |
| IS THIS LONG FORM PROCESS FOR TAX RELIEF OFFERED BY CITIBANK, N.A. AN OPTIONAL PROCESS? | YES , THIS IS A DISCRETIONARY, OPTIONAL SERVICE. |

EXHIBIT A — COVER LETTER
(Please place on your Company Letterhead)

Tax Relief Request Form

ISSUE: RANDSTAD HOLDING N.V.
CUSIP: 75279Q108
RECORD DATE: April 9, 2015
PAY DATE: TBA

| <u>Name of Beneficial Holder</u> | <u>Address of Beneficial Holder</u> | <u>Tax Payer I.D. #</u> | <u>Type of Account</u> | <u># of ADRs Held</u> | <u>Reclaim %</u> |
|----------------------------------|-------------------------------------|-------------------------|------------------------|-----------------------|------------------|
| 1) | | | | | |
| 2) | | | | | |

Note: for more than 10 Beneficial Holders, please provide an excel breakdown of shareholder information

Total Shares: _____

We ask that GlobeTax, file these withholding tax relief requests for the above-mentioned beneficial holder(s). Please contact the undersigned should you have any questions.

INDEMNIFICATION

I/We have determined that the beneficial holder(s) of the shares (individual or legal entity) is eligible for the preferential rates as stated herein and I declare that I have performed all the necessary due diligence to satisfy myself as to the accuracy of the information submitted to me by these beneficial holder.

I/ We hereby certify that I/We will indemnify Citibank, N.A., (and its agents) for any liability Citibank, N.A. may incur as a result of reliance upon information provided by such Participant in connection with an CA WEB election, a claim for refund, or a failure to provide information requested by the Dutch Tax Authorities. Citibank, N.A. shall not be liable for failure to secure the refund. The Participant shall be liable for any loss due to foreign exchange fluctuation. The Participant agrees to immediately return to Citibank, N.A. any funds erroneously received as a result of an improper CA WEB election or refund claim. In addition, The Participant agrees to pay any interest, additions to tax or penalties thereon. This is not tax advice. Please consult your tax advisor.

Sincerely,

Title:
Address:
DTC Participant #:

Completed claims should be sent to: **Citibank, N.A. / GlobeTax**
90 Broad Street, 16th Floor
New York, NY 10004
Attn: Dutch Reclaim Group