

This is a joint announcement of Randstad Holding nv and Vedior N.V. This announcement is a public announcement as referred to in article 10 paragraph 3 and article 18 paragraph 3 of the Dutch Public Offers Decree (Besluit openbare biedingen Wft) (the "DPOD"). This announcement may not be released, published, distributed or otherwise sent, in whole or in part, in or into the United States of America, Japan, Australia or Canada. This announcement does not constitute an extension into the United States of America, Japan, Australia or Canada of the offer mentioned in this announcement. This announcement and related materials do not constitute or form part of an offer to sell securities in Vedior N.V. or the solicitation of an offer to buy securities in Vedior N.V. Any offer will be made only by means of the Offer Memorandum as defined below.

PRESS RELEASE FOR IMMEDIATE RELEASE

1 April 2008

RECOMMENDED MIXED CASH AND SHARE EXCHANGE OFFER BY RANDSTAD HOLDING NV FOR ALL THE ISSUED AND OUTSTANDING SHARES WITH A NOMINAL VALUE OF EUR 0.05 EACH IN THE CAPITAL OF VEDIOR N.V.

With reference to the press releases of 3 and 28 December 2007, 14 February 2008 and 28 March 2008, Randstad Holding nv ("**Randstad Holding**" or the "**Offeror**") and Vedior N.V. ("**Vedior**" or the "**Company**") hereby jointly announce that the Offeror is making a recommended mixed cash and share exchange offer to all holders of issued and outstanding shares with a nominal value of EUR 0.05 each in the share capital of Vedior (excluding any shares held by Randstad Holding and its group companies but including any shares that may be issued by Vedior prior to the Settlement Date pursuant to the exercise of any Option(s), the "**Shares**"), such holders of Shares being referred to as "**Shareholders**", (the "**Offer**").

Terms not defined herein shall have the meaning as set out in the Offer Memorandum (as defined below).

Highlights

- **The Offer is a mixed cash and share exchange offer of an amount of EUR 9.50 in cash for each Share and 0.32759 New Randstad Holding Ordinary Shares for each Share. Based on the closing price of the Randstad Holding Ordinary Share of EUR 29.67 on 31 March 2008, the Offer values each Share at EUR 19.22.**
- **The Acceptance Period commences at 9:00 hours, Amsterdam time on 2 April 2008 and will end at 17:30 hours Amsterdam time on 9 May 2008, unless extended.**
- **Vedior will convene a General Meeting of Shareholders of Vedior to be held on 25 April 2008 during which, among other matters, the Offer will be discussed.**
- **The Supervisory Board of Vedior and the Board of Management of Vedior unanimously support the Offer and unanimously recommend the Offer to the Shareholders for acceptance.**

- **In connection with the Offer, Randstad Holding has nominated two current members of the Supervisory Board of Vedior, being Mr. Giscard d'Estaing and Mrs. Hodson, as new members of the Supervisory Board of Randstad Holding and two current members of the Board of Management of Vedior, being Mr. Netland and Mr. Wilkinson, as new members of the Executive Board of Randstad Holding.**
- **The Offer shall be subject to the fulfilment of the Offer Conditions as set out in the Offer Memorandum, including, but not limited to, the condition that on the Acceptance Closing Date the number of tendered, owned and committed Shares represents at least 66.67% of all issued and outstanding Shares.**

Timetable

- 2 April 2008 at 9:00 hours, Amsterdam time: Commencement Acceptance Period
- 23 April 2008: Extraordinary Meeting of Shareholders of Randstad Holding
- 25 April 2008: General Meeting of Shareholders of Vedior and publication first quarter financial results 2008 of Vedior
- 25 April 2008: Publication first quarter financial results 2008 of Randstad Holding (postponed from 23 April 2008)
- 7 May 2008: Annual General Meeting of Shareholders of Randstad Holding
- 9 May 2008 at 17:30 hours, Amsterdam time: Acceptance Closing Date (unless extended)

Outlook

Randstad Holding reiterates its expectation that Q1 2008 EBITA will amount to at least € 100 million compared to the reported € 99.4 million in Q1 2007.

The Offer

The Offeror is making the Offer, subject to the terms and restrictions contained in the offer memorandum dated 1 April 2008 (the "**Offer Memorandum**"). The Offer Memorandum has been made available on the websites of Randstad Holding and Vedior since 1 April 2008 and will be further made available as described below as of 2 April 2008. Shareholders should refer to the Offer Memorandum for all terms of, and conditions and restrictions to the Offer.

Shareholders tendering their Shares under the Offer will be offered (i) 0.32759 New Randstad Holding Ordinary Shares for each Share (the "**Share Consideration**"), and (ii) an amount of EUR 9.50 in cash for each Share (the "**Cash Consideration**", and together with the Share Consideration, the "**Offer Price per Share**"), in each case validly tendered pursuant to the Offer (or defectively tendered provided that such defect has been waived by the Offeror) and delivered (*geleverd*), subject to the Offer being declared unconditional (*gestanddoening*).

The Offer Price per Share is cum dividend 2007. In the event any 2007 dividend or other distribution on the Shares is declared by Vedior (whereby the record date that is decisive for entitlement to such distribution takes place prior to Settlement), the Cash Consideration will be decreased by the full amount of any such distribution payable on each Share. In the event any 2007 dividend or other distribution on the Randstad Holding Ordinary Share is declared by Randstad Holding (whereby the record date that is decisive for entitlement to such distribution takes place prior to Settlement), the Cash Consideration will be increased by an amount equal to 32.759% of any such distribution on each Randstad Holding Ordinary Share.

In connection with the Offer, Randstad Holding will only issue whole New Randstad Holding Ordinary Shares. To the extent holders of the Shares would otherwise be entitled to fractional New Randstad Holding Ordinary Shares as a result of the application of the exchange ratio of the Share Consideration, such holders shall receive an amount in cash (in euro, rounded to the

nearest eurocent) equal to the product of the relevant fraction of New Randstad Holding Ordinary Shares and the price (net of related fees and expenses) at which the tendering Admitted Institutions sell the fractional entitlements of Randstad Holding Ordinary Shares on Euronext Amsterdam on the Settlement Date.

Recommendation by the Vedior Boards

The Supervisory Board of Vedior and the Board of Management of Vedior, after having given due and extensive consideration to the strategic, operational, financial and social aspects and consequences of the proposed transaction, have reached the conclusion that the Offer is in the best interests of Vedior, the Shareholders and other stakeholders of Vedior.

The Supervisory Board of Vedior and the Board of Management of Vedior are of the opinion that the Offer Price per Share and the other terms of the Offer are reasonable and fair to the Shareholders. The Supervisory Board of Vedior and the Board of Management of Vedior therefore unanimously support the Offer and unanimously recommend the Offer to the Shareholders for acceptance.

General Meeting of Shareholders of Randstad Holding and Vedior, respectively

On 23 April 2008 at 11:00 hours, Amsterdam time, at the head office of Randstad Holding in Diemen, the Netherlands, the Extraordinary Meeting of Shareholders of Randstad Holding will be convened, during which the increase of Randstad Holding's authorised share capital, the issue of the New Randstad Holding Ordinary Shares and the Offer, among other matters, will be discussed.

On 25 April 2008 at 10:00 hours, Amsterdam time, at the Okura Hotel in Amsterdam, the Netherlands, a General Meeting of Shareholders of Vedior will be convened, during which the Offer, among other matters, will be discussed in compliance with the provisions of article 18 paragraph 1 and paragraph 2 of the DPOD.

A position statement providing further information to the Shareholders as required pursuant to article 18 paragraph 2 of the DPOD (the "**Position Statement**") including all Appendices thereto is included as Part IV of the Offer Memorandum, and this Position Statement and the agenda for the General Meeting of Shareholders of Vedior (including notes and other related documents) will also be made available by Vedior as of 2 April 2008 and as further described below.

Committed and owned Shares

All members of the Supervisory Board of Vedior and Board of Management of Vedior have irrevocably undertaken to tender all Shares held by each of them (including any Shares acquired pursuant to the exercise of Options prior to the (initial or extended) Acceptance Closing Date) under the terms and subject to the conditions and restrictions of the Offer as described in the Offer Memorandum.

At the date of the Offer Memorandum, the total number of these committed shares by members of the Vedior Boards under the Offer is 174,548 which represents approximately 0.1% of the total issued and outstanding share capital of Vedior at the date of the Offer Memorandum.

At the date of the Offer Memorandum, the total number of Shares owned by Randstad Holding and its group companies is 26,149,000, which represents 15.03% of the total issued and outstanding share capital of Vedior at the date of the Offer Memorandum.

Acceptance Period

The Acceptance Period commences on 2 April 2008 at 09:00 hours, Amsterdam time, and ends, subject to extension in accordance with article 15 paragraph 1 and paragraph 2 of the DPOD, on

9 May 2008 at 17:30 hours, Amsterdam time. Acceptances under the Offer must be made in the manner specified in the Offer Memorandum.

Shares tendered on or prior to the Acceptance Closing Date may not be withdrawn, subject to the right of withdrawal of any tender during any extension of the Acceptance Period in accordance with the provisions of article 15 paragraph 3 of the DPOD.

Acceptance by Shareholders

Shareholders who hold their Shares through an Admitted Institution are requested to make their acceptance known via their bank or stockbroker no later than 17:30 hours, Amsterdam time, on the Acceptance Closing Date, unless the Acceptance Period is extended. The custodian, bank or stockbroker may set an earlier deadline for communication by Shareholders in order to permit the custodian, bank or stockbroker to communicate their acceptance to the Listing and Exchange Agent in a timely manner. The Admitted Institutions may tender Shares for acceptance only in writing to the Listing and Exchange Agent (Rabo Securities/Rabobank International GFM Securities Operations, attn. F. Zwaan/J. Bouwknegt (UC O331), Croeselaan 18, 3521 CB Utrecht, the Netherlands, fax: +31 (0)30 213 04 05). In tendering the acceptance, Admitted Institutions are required to declare that (i) they have the tendered Shares in their administration, (ii) each Shareholder who accepts the Offer irrevocably represents and warrants that the Shares tendered by it are being tendered in compliance with the restrictions set out in Section 19 (Restrictions and Important Information) of the Offer Memorandum, and (iii) they undertake to deliver (*leveren*) these Shares to the Offeror prior to or ultimately on the Settlement Date, provided that the Offer is declared unconditional (*gestand wordt gedaan*).

Extension

The Offeror may extend the Offer past the Acceptance Closing Date for a minimum period of two weeks and a maximum period of ten weeks. If the Acceptance Period is extended, the Offeror will make a public announcement to that effect not later than on the third Business Day following the initial Acceptance Closing Date in accordance with the provisions of article 15 paragraph 1 and paragraph 2 of the DPOD. During such extension of the Acceptance Period, any Shares previously tendered and not withdrawn will remain subject to the Offer.

Declaring the Offer unconditional (*gestanddoening*)

The Offer shall be subject to the fulfillment of the Offer Conditions, including, but not limited to, the condition that the number of Shares that is tendered for acceptance on the Acceptance Closing Date, whether or not extended, plus the Shares which are held, directly or indirectly, by the Offeror at the Acceptance Closing Date plus the Shares to which the Offeror is entitled (*gekocht maar nog niet geleverd*), represent at least 66.67% of the aggregate of the Company's issued and outstanding share capital (*geplaatst en uitstaand kapitaal*) on a fully diluted basis as at the Acceptance Closing Date, whether or not extended, the "**Minimum Acceptance Condition**". The Offeror reserves the right to waive any such Offer Conditions to the extent permitted by law and, where applicable (among others with regard to the Minimum Acceptance Condition), subject to the prior consent of Vedior. If the Offeror wishes to (partly) waive or reduce one or more Offer Conditions, the Offeror will inform the Shareholders that it (partly) waives or reduces such Offer Conditions by such means as required by the Merger Rules.

No later than three Business Days after the Acceptance Closing Date, the Offeror will publicly announce in accordance with article 16 of the DPOD either that (i) the Offer is declared unconditional (*gestand wordt gedaan*), the "**Unconditional Date**", (ii) the Offer is not declared unconditional and has lapsed, or (iii) the Offer is extended for a period of between two to ten weeks.

Settlement

In the event that the Offeror announces that the Offer is declared unconditional (*gestand wordt gedaan*), the Shareholders having tendered their Shares for acceptance will receive promptly, but in any event within five Business Days following the Unconditional Date (the "**Settlement Date**"), the Offer Price per Share in respect of each Share validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and delivered (*geleverd*) on the terms and subject to the conditions and restrictions of the Offer.

Future composition Randstad Holding and Vedior Boards

In connection with the Offer, all members of the Board of Management of Vedior and the Supervisory Board of Vedior offered their resignation when the Offer was announced on 3 December 2007. Subsequently, Randstad Holding has nominated two current members of the Supervisory Board of Vedior, being Mr. Giscard d'Estaing and Mrs. Hodson, as new members of the Supervisory Board of Randstad Holding and two current members of the Board of Management of Vedior, being Mr. Netland and Mr. Wilkinson, as new members of the Executive Board of Randstad Holding. They will also remain members of the Board of Management of Vedior. Mr. Lindelauf and Mr. Van den Broek are nominated as new members of the Board of Management of Vedior and Mr. Noteboom, Mr. Van de Kraats and Mr. Hovers are nominated as new members of the Supervisory Board of Vedior. In addition, Mr. Angenent and Mr. Sinnighe Damsté have agreed to remain independent members of the Supervisory Board of Vedior until Randstad Holding becomes the sole shareholder of Vedior.

Post Acceptance Period

In the event that the Offeror announces that the Offer is declared unconditional (*gestand wordt gedaan*), the Offeror may, at its discretion, within three Business Days after declaring the Offer unconditional, announce a post Acceptance Period (*na-aanmeldingstermijn*). Such post Acceptance Period shall commence on the first Business Day following the announcement of a post Acceptance Period for a period of no longer than two weeks. During a post-acceptance period, Shareholders that have not yet tendered their Shares under the Offer will be given the opportunity to do so in the same manner and under the same conditions as set out in the Offer Memorandum, all in accordance with Article 17 of the DPOD.

Liquidity and delisting

The purchase of the Shares by the Offeror pursuant to the Offer, among other things, will reduce the number of Shareholders and the number of Shares that might otherwise trade publicly and could adversely affect the liquidity and market value of the remaining Shares not tendered and not held by Randstad Holding.

Should the Offer be declared unconditional (*gestanddoening*), it is intended that the listing of the Shares on Euronext Amsterdam will be terminated as soon as legally practicable. This would further adversely affect the liquidity of any Shares not tendered.

Announcements

Announcements contemplated by the Offer Memorandum will be issued by press release or advertisement and will be published in the Daily Official List (*Officiële Prijscourant*) and the nationally distributed daily newspaper *Het Financieele Dagblad*. Subject to any applicable requirements of Dutch public offer regulations and without limiting the manner in which the Offeror may choose to make any public announcement, the Offeror will have no obligation to communicate any public announcement other than as described above.

Offer Memorandum, Position Statement and further information

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum or the Position Statement. The information in this announcement

is not complete and additional information is contained in the Offer Memorandum and the Position Statement. Shareholders are advised to review the Offer Memorandum and the Position Statement in detail and to seek independent advice where appropriate in order to reach a reasoned judgment in respect of the Offer and the content of the Offer Memorandum and the Position Statement.

(Digital) copies of the Offer Memorandum are available on the websites of Randstad Holding (www.randstad.com) and Vedior (www.vedior.com). Randstad Holding's and Vedior's websites do not constitute a part of, and are not incorporated by reference into the Offer Memorandum. Copies of the Offer Memorandum are furthermore available free of charge at the head office of Randstad Holding and the Listing and Exchange Agent at the addresses mentioned below.

Copies of Vedior's articles of association, the proposed amendments to Vedior's articles of association (before delisting and after delisting of the Company), the annual consolidated financial statements of the Company for the Financial Year 2007, the Financial Year 2006 and the Financial Year 2005 (for 2005 and 2006 as adopted by the general meeting of Shareholders of the Company) including notes and auditor's reports, which documents are incorporated by reference in, and form an integral part of, the Offer Memorandum, and copies of the Position Statement are available free of charge at the offices of Vedior and can be obtained by contacting Vedior at the address mentioned below and also on the website of Vedior (www.vedior.com).

Copies of Randstad Holding's articles of association, the proposed amendments to Randstad Holding's articles of association, the annual consolidated financial statements of Randstad Holding for the Financial Year 2007, the Financial Year 2006 and the Financial Year 2005 (for 2005 and 2006 as adopted by the Randstad Holding General Meeting) including notes and auditor's reports, which documents are incorporated by reference in, and form an integral part of, this Offer Memorandum, are available free of charge at the offices of Randstad Holding and can be obtained by contacting Randstad Holding at the address mentioned below and also on the website of Randstad Holding (www.randstad.com).

Randstad Holding nv

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1100 AP Amsterdam Z-O
The Netherlands

Vedior N.V.

Jachthavenweg 109h, 1081 KM Amsterdam
P.O. Box 75173
1070 AD Amsterdam
The Netherlands

The Listing and Exchange Agent

Rabo Securities, ECM/Syndication
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P.O. Box 94640
1090 GP Amsterdam
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Restrictions

General Restrictions

The Offer is not being made, and the Shares will not be accepted for purchase from or on behalf of any Shareholder, in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority not expressly contemplated by the terms of the Offer Memorandum. Persons obtaining the Offer Memorandum are required to take due note and observe all such restrictions and obtain any necessary authorisations, approvals or consents. Neither the Offeror, nor Vedior, nor any of their advisers accepts any liability for any violation by any person of any such restriction. Any person (including, without limitation, custodians, nominees and trustees) who would or otherwise intends to forward the Offer Memorandum or any related document to any jurisdiction outside the Netherlands should carefully read Section 19 (Restrictions and Important Information) of the Offer Memorandum before taking any action. The release, publication or distribution of the Offer Memorandum and any documentation regarding the Offer, the making of the Offer or the issuance and offering of the New Randstad Holding Shares in jurisdictions other than the Netherlands may be restricted by law and therefore persons into whose possession the Offer Memorandum comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the law of any such jurisdiction.

United States of America, Japan, Australia and Canada

The Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephone, facsimile, telex or electronic transmission) of interstate or foreign commerce of, or of any facility of a securities exchange of the United States of America, Japan, Australia or Canada, and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States of America, Japan, Australia or Canada. Accordingly, the Offer Memorandum and any related documents are not being and must not be mailed or otherwise distributed or sent in or into the United States of America, Japan, Australia or Canada or in their capacities as such custodians, trustees, or nominees holding shares for American, Japanese, Australian and Canadian persons and persons receiving such documents (including, without limitation, custodians, nominees and trustees) must not distribute or send them into such jurisdictions.

The Offer Memorandum has not been submitted to or reviewed by the United States Securities and Exchange Commission ("**SEC**") or any state securities commission and neither the SEC nor any such state securities commission has (a) approved or disapproved of the Offer, (b) passed upon the merits or fairness of the Offer, or (c) passed upon the adequacy or accuracy of the disclosure in the Offer Memorandum.

Randstad Profile

Randstad is the third largest staffing company in the world by revenue. The company offers a wide range of services that covers almost every aspect of HR services, from staffing, which includes finding temporary personnel (flexworkers and interim professionals) and permanent employees for clients, to the provision of a whole range of specialist services, such as HR consultancy and the management of HR processes. Randstad has close to 17,570 employees and 2,886 branches and inhouse locations in 20 countries around the world, primarily in Europe and North America. Randstad generated € 9.2 billion in revenue and € 554 million in EBITA in 2007. Randstad was founded in 1960 and is headquartered in Diemen, the Netherlands.

Vedior Profile

Vedior is the fourth largest recruitment company in the world by revenue. Vedior is a full-service recruitment provider with a diversified portfolio of brands targeting a broad range of industry sectors. The company has a global network of offices spanning Europe, North America, Australasia, Asia, Latin America and Africa. Vedior offers temporary and permanent recruitment as well as a number of complementary employment-related services such as outplacement, HR outsourcing, payrolling and training. Vedior has a leading market position in the provision of professionals/executive recruitment in sectors such as information technology, healthcare, accounting, engineering and education. Vedior has a more diverse portfolio of recruitment services than any other recruitment company. Vedior has 15,933 employees and 2,530 branches in 52 countries around the world. In 2007, Vedior generated € 8.4 billion in revenue and € 369 million EBITA (excluding non-recurring items). Vedior is headquartered in Amsterdam, the Netherlands.

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