

Board of Management

Vedior

RECEIVED

2005 MAY 12 A 9:12

AIR MAIL

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Office of International Corporation Finance Rule 12g3-2(b) File No. 82-4654  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
USA



05007782

Vedior N.V.  
P.O. Box 75173  
1070 AD Amsterdam  
The Netherlands  
Tel: +31 (0)20 573 5600  
Fax: +31 (0)20 573 5608  
www.vedior.com  
HR. Amsterdam 33292225

Amsterdam, 29 April 2005

SUPPL


Vedior N.V.  
Rule 12g3-2(b) File No. 82-4654

Dear Sir or Madam,

The enclosed information is being furnished to the Securities and Exchange Commission (the "SEC") on behalf of Vedior N.V. (the "Company") pursuant to the exemption from the Securities Exchange Act of 1934 (the "Act") afforded by Rule 12g3-2(b) thereunder.

This information is being furnished under paragraph (1) of Rule 12g3-2(b) with the understanding that such information and documents will not be deemed to be "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Act and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Act.

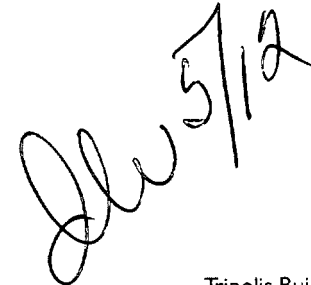
Very truly yours,

  
Jelle Miedema  
Company Secretary

PROCESSED

MAY 13 2005

THOMSON  
FINANCIAL



enclosure

Office:  
Tripolis Building 200  
Burgerweeshuispad 201  
1876 GP Amsterdam

**Amsterdam, The Netherlands**

## **AGM approves all resolutions**

For immediate release on 29 April 2005

Zach Miles, Vedior's Chief Executive, said: *"I am very pleased that the approval by shareholders to redeem Vedior's preference shares will simplify the Company's capital structure and reduce our finance costs."*

The Annual General Meeting of shareholders of Vedior N.V. today adopted the Company's annual accounts for 2004. All proposals on the agenda for the meeting have been voted for in favour.

A payment will be made to shareholders of €4 million out of the freely distributable reserves on the (certificates of) preference shares and a payment of € 33 million on the (certificates of) ordinary shares. The payment per (certificate of an) ordinary share is €0.20, to be received either fully in cash or in (certificates of) ordinary shares. The value of the stock payment will be approximately 5% higher than the cash payment.

In addition, the meeting approved the reappointment of Mr D. Sinninghe Damsté as member of the Supervisory Board.

The meeting also approved the proposal to cancel all issued preference A and B shares as a separate class of shares. The redemption of the preference A shares is expected to be effective in the first half of July 2005. The preference B shares will be redeemed as a separate class of shares as per 1 July 2007.

A copy of the agenda for the Annual General Meeting, including all agenda items, can be found on Vedior's corporate website [www.vedior.com](http://www.vedior.com) together with a webcast of the meeting.

This media release includes forward-looking statements that reflect our intentions, beliefs or current expectations and projections about our future results of operations, financial condition, liquidity, performance, prospects, growth, strategies, opportunities and the industry in which we operate. Forward-looking statements include all matters that are not historical fact. We have tried to identify these forward-looking statements by using words including "may", "will", "should", "expect", "intend", "estimate", "project", "believe", "plan", "seek", "continue", "appears" and similar expressions or their negative.

These forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors that could cause our actual results of operations, financial condition, liquidity, performance, prospects or opportunities, as well as those of the markets we serve or intend to serve, to differ materially from those expressed in, or suggested by these forward-looking statements. Important factors that could cause those differences include, but are not limited to our financial position and our ability to implement our business strategy and plans and objectives of management for future operations, our ability to develop, balance and expand our business, our ability to implement our longterm growth strategy (including through organic growth and acquisitions), our ability to make improvements to our capital structure, industry and market trends and volumes, including the speed and strength at which the staffing services industry and the sectors in which we operate, rebound from economic slowdowns and recessions, the effects of regulation (including employment and tax regulations), our ability to improve the efficiency of our operations and to reduce expenses in our operating companies and their network of offices, litigation and our ability to take advantage of new technologies.

In light of these risks, uncertainties, assumptions and other factors, the forward-looking events described in this media release might not occur. Additional risks that we may deem immaterial or that are not presently known to us could also cause the forward-looking events discussed in this media release not to occur. Except as otherwise required by applicable law, we undertake no obligations to update publicly or revise publicly any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason after the date of this media release.

### **Company Profile:**

Vedior is one of the world's largest recruitment companies and is a full-service recruitment provider with a diversified portfolio of brands targeting a broad range of industry sectors. Annual sales for 2004 were €6,467 million.

From its global network of offices spanning Europe, North America, Australasia, Asia, South 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 professional/executive recruitment in sectors such as information technology, healthcare, accounting, engineering and education. In order to meet client requirements for all categories of personnel, we also have a significant global network providing administrative/secretarial and light industrial recruitment.

**Financial Agenda:**

3 May 2005	Declared ex-payment from reserves
17 May 2005	Publication of stock equivalent for cash payment from reserves
23 May 2005	Distribution from reserves made payable
28 July 2005	Publication second quarter results
27 October 2005	Publication third quarter results
2 February 2006	Publication of annual results 2005

**For further information, please contact:**

*Amsterdam*

Zach Miles, Chief Executive

+31 (0)20 573 5609

Jelle Miedema, Company Secretary