



Corporate Governance and Nominating Committee Charter

Revised August 4, 2020

Purpose

The purpose of the Corporate Governance and Nominating Committee (the "Committee") is to assist the Board of Directors (the "Board") of Kelly Services, Inc. (the "Company") in identifying individuals qualified to become members of the Board; recommending to the Board the nominees for election at the next annual meeting of stockholders or for appointment to fill vacancies and newly created directorships; making recommendations to the Board concerning the composition and leadership structure of the Board and its committees; organizing and overseeing the annual evaluation of Board and committee effectiveness; developing and overseeing compliance with the Company's corporate governance principles; and advising and making recommendations to the Board with respect to corporate governance matters generally.

Organization, Authority, and Resources

The Board, upon the recommendation of the Committee, shall appoint annually no fewer than three of its members to serve as members of the Committee and shall designate the Chairman of the Committee from among the members of the Committee. All members of the Committee shall meet the independence requirements set forth in the Nasdaq Global Market ("Nasdaq") listing standards.

Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may remove or replace any member from the Committee at any time with or without cause.

The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a Committee meeting or to meet with any members of, or consultants to, the Committee. The Committee shall have the authority to retain and terminate any search firm used to identify director candidates and have sole authority to approve the fees payable to such search firm and any other term of retention. The Committee shall have similar authority to retain and terminate any legal or specialized consultant used in the review and evaluation of matters relative to governance. The Company must provide appropriate funding for the payment of reasonable compensation, as determined by the Committee, to retain advisors.

Procedural Matters

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties, but not less frequently than four times a year. A majority of the Committee shall constitute a quorum for the transaction of business and a vote of a majority of the members present at any meeting at which a quorum is present shall constitute the action of the Committee. Annually, the Committee will establish a calendar of agenda topics to be discussed during the year (to the extent these can be foreseen).

The Committee will keep a record of its meetings and report on them to the Board of Directors. The Committee may meet by telephone or videoconference and may take action by unanimous written consent in lieu of meeting.

The Committee may delegate any of its responsibilities to its Chairman or a subcommittee comprised of one or more members of the Committee in each case as it deems appropriate; provided, however, that



the Committee shall not delegate any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall evaluate its performance on an annual basis based on the responsibilities defined in its Charter or other criteria developed by the Committee.

Duties and Responsibilities

The Committee shall carry out the duties and responsibilities set forth below.

1. Review at least annually the criteria, factors and considerations for the selection of candidates to serve on the Board set forth under "Selection of Directors" in the Company's Corporate Governance Principles (collectively, the "Selection Criteria") and recommend changes, if any, to the Board. Develop a matrix based on the Selection Criteria to identify current and expected skills gaps on the Board and serve as a tool for recruitment and evaluation of Board candidates.
2. Identify and screen individuals qualified to become members of the Board in accordance with the Selection Criteria and recommend to the Board the slate of director nominees for election at the annual meeting of the stockholders or for appointment to fill vacancies and newly created directorships.
3. Consider whether a director should submit his or her resignation to the Board and, if so, recommend whether the Board should accept the resignation in the event of (i) a director's material change in occupation or duties, resignation, termination or retirement from his or her current occupation or (ii) another event or circumstance that might reasonably be considered to adversely affect the director's reputation or ability to continue serving as a director.
4. The Chairman shall discuss with a director any invitation the director has received to serve on an additional public company board or to chair a committee of a public company board on which the director currently serves.
5. Periodically assess and make recommendations to the Board regarding the size, composition, and leadership structure of the Board.
6. Review annually the Board's committee structure and recommend to the Board, as appropriate, the addition of a new committee or the assignment of a new area of responsibility to an existing committee. Review and recommend annually to the Board committee slates, including rotational opportunities for committee members and Chairmen, and additional committee appointments to fill vacancies as needed.
7. Organize and oversee an annual Board and Committee evaluation process and report the results to the Board, making recommendations where appropriate. Ensure that each Committee reviews its own results with its members in executive session.
8. Evaluate annually and make recommendations to the Board concerning the independence of each director and director nominee under the independence requirements of Nasdaq and regulations promulgated by the SEC and other applicable laws and regulations. Evaluate any relationship of directors and director nominees with the Company or its competitors, suppliers, customers, service providers, or others that might be construed as an actual or potential conflict of interest. Monitor the independence of the Board and of Board committees to ensure compliance with the Corporate Governance Guidelines.
9. Working with management, oversee the orientation and education of directors with respect to the Company's business and financial matters, corporate governance, and other appropriate subjects. Recommend continuing education programs, as appropriate, for members of the Board.



10. Review and discuss with management the disclosure included in the Company's proxy statement or annual report on Form 10-K regarding the Company's director nomination process, leadership structure, and other corporate governance matters.
11. Review and make recommendations to the Board concerning director and officer indemnification and insurance for members of the Board.
12. Monitor changes in federal securities laws, rules and regulations, and Nasdaq listing standards relating to corporate governance, developments in the General Corporation Law of the State of Delaware (the "DGCL") relating to corporate governance, and trends in corporate governance. Review annually and, as appropriate, recommend to the Board changes to the Company's Amended and Restated By-laws and the Company's Amended and Restated Certificate of Incorporation.
13. Review at least annually the Code of Business Conduct and Ethics and the Corporate Governance Principles and, as appropriate, recommend changes to the Board.
14. Review at least annually and make recommendations to the Board concerning procedures for stockholders and other interested parties to communicate with the Board. Review and discuss with management any matters proposed by stockholders to be considered at the annual meeting of stockholders and make recommendations to the Board regarding the response to such proposals.
15. Review and discuss with management the development and implementation of the Company's Corporate Sustainability Strategy and report to the Board concerning these matters on an annual basis.
16. Discharge any other duties or responsibilities that may be delegated to the Committee by the Board.
17. Report regularly to the Board following meetings of the Committee, keeping the Board informed of matters that come before the Committee, and advising the Board of any developments that require Board consideration.

Reliance on Others

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the DGCL for good faith reliance by members of the Committee on reports and other information provided by others.