

KELLY SERVICES, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

August 7, 2017

Purpose

Assist the Board of Directors (the “Board”) in identifying individuals qualified to become members of the Board, recommend to the Board the nominees for the next annual meeting of stockholders or to otherwise fill vacancies and newly created directorships, oversee the composition, organization, and governance of the Board and its committees, monitor and evaluate Board and committee effectiveness, develop and oversee compliance with the Company’s corporate governance principles, and advise and make recommendations to the Board with respect to corporate governance matters.

Organization, Authority, and Resources

The Board, upon the recommendation of the Corporate Governance and Nominating Committee (the “Committee”), shall appoint annually no fewer than three of its members to serve as members of the Committee and shall designate the Chairman and Vice Chairman of the Committee from among the members of the Committee. A majority of the members of the Committee shall meet the independence requirements set forth in the Nasdaq Global Market (Nasdaq) listing standards and the regulations of the Securities and Exchange Commission (SEC), respectively.

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 annually. 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 written consent in lieu of meeting.

The Committee may delegate any of its responsibilities to (i) its Chairman, Vice Chair, or a subcommittee comprised of one or more members of the Committee, or (ii) one or more directors (whether or not such directors serve on 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 of 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. Establish criteria for the selection of candidates to serve on the Board, including a statement of the competencies and personal attributes currently needed on the Board. The criteria is to be used as a guideline for recruitment and election of Board members and may include: their independence, character, ability to exercise sound judgment, diversity, age, demonstrated leadership skills, financial literacy, experience with businesses and other organizations of comparable size, geographic scope or similar industry, the interplay of the candidate's experience with the experience of the other members of the Board, and any other relevant experience in the context of the needs of the Board that would make the candidate a desirable addition.
2. Identify and screen individuals qualified to become members of the Board and recommend to the Board the slate of director nominees for election at the annual meeting of the stockholders or to otherwise fill vacancies and newly created directorships. The Committee will consider as director nominees those individuals who have the qualifications identified by the Committee from time to time to achieve a Board with the necessary diversity of thought, skills, and

experience to provide effective stewardship and oversight of the business and affairs of the Company.

3. Consider the resignation of a director who has experienced a material change in principal occupation, position, or responsibility; determine whether the director should continue to serve; and make a recommendation to the Board for final determination.
4. Periodically assess and make recommendations regarding the size, composition, and leadership structure of the Board.
5. Review annually the Board's committee structure, charters, and processes, giving consideration to the functions of the committees as set forth in their respective charters as well as to any other factors the Committee deems relevant. Review and recommend committee slates annually to the Board, including Committee Chairs and Vice Chairs, and recommend additional committee appointments to fill vacancies as needed.
6. Develop and oversee an annual Board and Committee evaluation process and report the results to the Board, making recommendations where appropriate.
7. Evaluate annually the independence of each director and consider questions of independence and possible conflicts of interest of members of the Board and executive officers against the independence requirements of Nasdaq and regulations promulgated by the SEC and other applicable laws and regulations. Monitor the independence of the Board, assuring a majority of members remain independent.
8. 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.
9. 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 and other corporate governance matters.
10. Review director and officer indemnification and insurance for members of the Board.
11. Monitor changes in federal securities laws, rules and regulations, statutory changes in the Delaware General Corporation Law and trends in corporate governance. Review annually and recommend changes to the Bylaws or Restated Certificate of Incorporation to the Board and to the shareholders, as required by law or regulation.

12. Review and monitor compliance with the Code of Business Conduct and Ethics and the Corporate Governance Principles at least annually and recommend changes as necessary or appropriate.
13. Develop procedures for stockholders and other interested parties to communicate with the Board. Review any matters proposed by stockholders to be considered at the annual meeting of stockholders and together with management make recommendations to the Board regarding action to be taken in response to proposals.
14. Review any other matters that may be delegated to the Committee by the Board.
15. 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 Delaware General Corporation Law for good faith reliance by members of the Committee on reports and other information provided by others.