

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 22, 2025

KELLY SERVICES, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

0-1088
(Commission
File Number)

38-1510762
(IRS Employer
Identification
Number)

999 West Big Beaver Road, Troy, Michigan 48084

(Address of principal executive offices)
(Zip Code)

(248) 362-4444

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Class A Common Stock, \$1.00 par value per share	KELYA	The Nasdaq Stock Market LLC
Class B Common Stock, \$1.00 par value per share	KELYB	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On May 22, 2025, Kelly Services, Inc. (the "Company") posted an investor presentation to its website located at <https://ir.kellyservices.com/news-events/events-and-presentations>. A copy of the investor presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The Company may, from time to time, post material financial information for investors on its investor relations website located at <https://ir.kellyservices.com/>. The Company intends to use this website as a means of disclosing material information to the public, and therefore encourages investors to routinely monitor it for important updates and disclosures. Financial and other significant information can be found on the Investor Relations page under the Events & Presentations tab.

In accordance with General Instruction B.2. of Form 8-K, the information contained or incorporated in this Item 7.01, including the presentation furnished herewith as Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	First Quarter 2025 Investor Presentation.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

May 22, 2025

KELLY SERVICES, INC.

/s/ Laura S. Lockhart

Laura S. Lockhart

Vice President, Corporate Controller and Chief
Accounting Officer
(Principal Accounting Officer)



Q1 2025 Investor Presentation

May 2025

Kelly is a leading global specialty talent solutions provider



We are well positioned to create long-term value for all our stakeholders

Kelly[®]



Industry-leading brand and businesses delivering differentiated solutions to blue-chip customers



Streamlined operating model organized around specialty portfolio in attractive higher-margin, higher-growth markets



Transforming our operations to enhance efficiency and effectiveness, drive significant EBITDA margin expansion, and accelerate growth



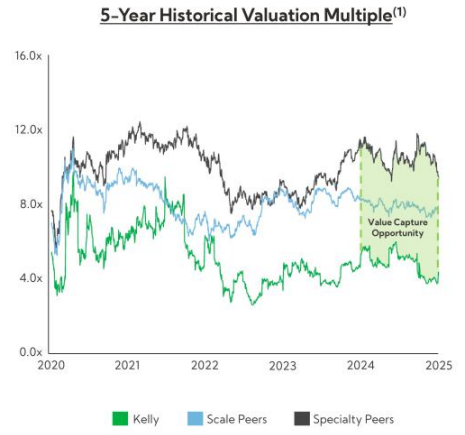
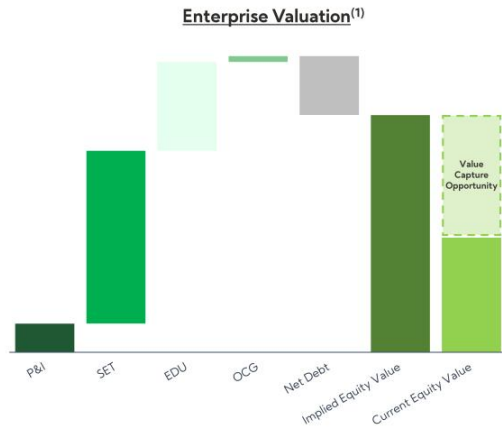
Committed to delivering results that meet or exceed expectations



Disciplined capital allocation priorities underpinned by a strong balance sheet

There is a significant shareholder value creation opportunity at Kelly's present valuation

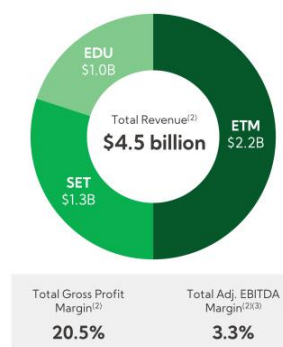
The value of our individual businesses and our valuation multiple relative to peers imply considerable upside potential, which we are well positioned to capture through our specialty growth strategy and transformation initiatives.



A streamlined operating model designed to accelerate growth

Implemented in 2020 and realigned in 2025⁽¹⁾, our portfolio of specialty businesses positions Kelly to compete and win.

	Kelly Enterprise Talent Management (ETM)	Kelly Science, Engineering & Telecom (SET)	Kelly Education (EDU)
GP Margin⁽²⁾	20.3%	25.7%	14.5%
Adj. EBITDA Margin⁽²⁾⁽³⁾	2.7%	5.7%	4.6%
Geography	Global	North America	U.S.
Solutions	<ul style="list-style-type: none"> Temp staffing Perm placement Outcome-based Talent Solutions 	<ul style="list-style-type: none"> Temp staffing Perm placement Outcome-based Talent solutions 	<ul style="list-style-type: none"> Temp staffing Perm placement
Specialties	<ul style="list-style-type: none"> Industrial Contact Center Office Clerical MSP⁽⁴⁾ RPO⁽⁴⁾ PPQ⁽⁴⁾ 	<ul style="list-style-type: none"> Engineering Science & Clinical Technology Telecom 	<ul style="list-style-type: none"> K-12 Special Ed/Needs Tutoring Therapy Services Executive Search



⁽¹⁾ In the first quarter of 2025, Kelly combined its former P&I and OCG segments into the ETM segment. The Company also realigned certain customers as well as MRP's Sevenstep business from the SET segment to the ETM segment to support our integrated strategy and the broader integration of MRP.

⁽²⁾ Kelly revenue and margin profiles are based on trailing-12-month results (Q2 2024 – Q1 2025).

⁽³⁾ See reconciliations of Non-GAAP Measures included in Form 8-K dated August 8, 2024; November 7, 2024; February 13, 2025; and May 8, 2025.

⁽⁴⁾ Managed Service Provider ("MSP"); Recruitment Process Outsourcing ("RPO"); Payroll Process Outsourcing ("PPQ").

We have driven significant progress on our Specialty Growth Journey

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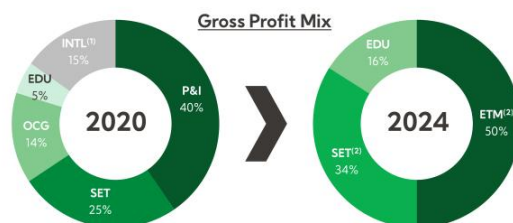
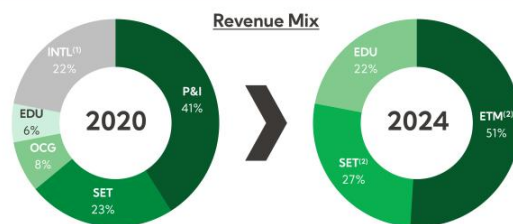
Launched streamlined operating model in 2020 to sharpen focus on higher-margin, higher-growth specialties
- 

Unlocked nearly \$500 million by monetizing non-core assets, including a majority of our PersolKelly JV stake and our European staffing operations
- 

Redeployed capital to acquire 7 specialty talent solutions companies, expanding scale and capabilities in SET, Education, and ETM
- 

Accelerated organic expansion into Education and higher-margin outcome-based solutions in ETM and SET
- 

Enhanced organizational efficiency and effectiveness resulting in structural SG&A savings of more than \$100 million

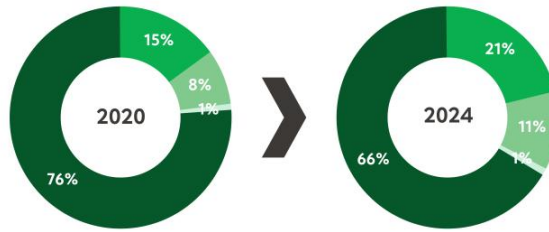


⁽¹⁾ On January 2, 2024, Kelly completed the sale of its European staffing operations. Following the sale, its Mexico operations, which were previously included in the International segment, is now included in the ETM segment, and the International segment no longer exists as a reportable segment.

⁽²⁾ Kelly combined its former P&I and OCG segments into the ETM segment in the first quarter of 2025. The Company also realigned certain customers as well as MRP's Sevenstep business from the SET segment to the ETM segment to support our integrated strategy and the broader integration of MRP. The 2024 ETM and SET segment information has been recast to conform to the new structure.

We are delivering differentiated solutions to meet the evolving needs of clients and talent

Since 2020, we have shifted our revenue mix toward higher-margin outcome-based, MSP, and RPO solutions.



Temporary Staffing Solutions

- Enable employers to quickly scale their workforce for a defined period of time
- Kelly sources and pays workers, who are managed by the customer
- Client pays Kelly on a per-hour or per-unit basis for services performed over the duration of the assignment

Outcome-Based Solutions

- Innovative approach to outsourcing business processes and projects
- Kelly collaborates with the client to identify requirements of the process or project, then sources, manages, and pays workers to complete it
- Client pays Kelly on time or per-unit basis for services performed related to the process or project

Talent Solutions

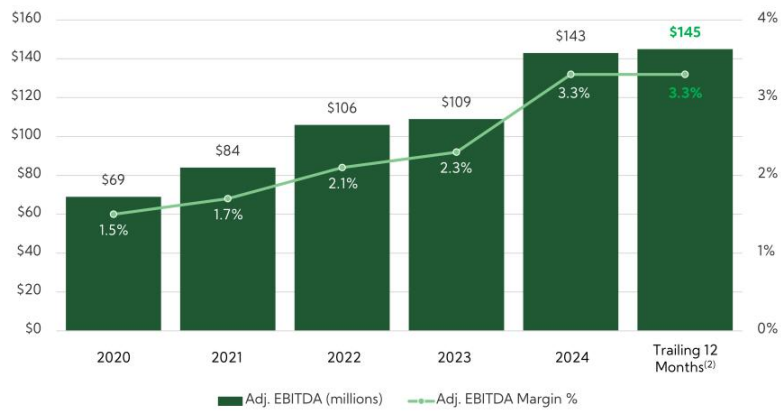
- Provide employers with technology-enabled program management for contingent workforce (MSP), end-to-end talent acquisition (RPO), and payroll process outsourcing (PPO)
- Client pays Kelly a fee contingent on the volume of services managed through the program, a monthly management fee, measure of time, or a per-unit basis for services performed

Permanent Placement Solutions

- Cost-effective approach for employers to source candidates for permanent roles
- Kelly sources, screens, and interviews candidates for the client
- Client pays a one-time fee to Kelly when a candidate begins their full-time employment

Our transformation has delivered significant profitability improvement

Through targeted growth and efficiency initiatives, we have more than doubled adjusted EBITDA⁽¹⁾ margin since 2020 and are laser-focused on delivering continued incremental margin expansion.



Adj. EBITDA CAGR
2020-2024

20.1%

⁽¹⁾ Adjusted EBITDA excludes from Net Income: (i) equity in earnings of affiliate, (ii) income taxes, (iii) other income or expenses net, (iv) Person related gains or losses, (v) gains or losses on asset sales, (vi) asset impairment charges, (vii) gains on insurance settlement, (viii) gains or losses on foreign currency matters, (ix) restructuring expenses, (x) unrealized loss on forward contract, (xi) transaction costs, and (xii) depreciation & amortization.

⁽²⁾ Trailing 12 months includes Q2 2024 through Q1 2025.

Propelled by momentum from our recent achievements, our near-term priorities are clear

Deliver above-market growth by increasing scale in chosen specialties

- **Realign SET** into growth focused end-market specialties including Information Technology, Life Sciences, and Engineering
- **Capture greater share-of-wallet** with large enterprise customers through targeted enterprise account strategy
- **Continue outsized growth in Education** leveraging K-12 market positioning and acceleration of Therapy offering market penetration
- Maintain momentum with higher growth **outcome-based solutions** across SET and ETM

Further optimize operating model

- **Continue to build out go-to-market strategy within ETM** to further enhance delivery of the full suite of Kelly offerings to large enterprise customers and increase share-of-wallet
- **Integrate prior acquisitions**, most notably MRP's portfolio of businesses and their respective business lines within SET and ETM; capture synergies throughout 2025 and 2026 toward expected annualized EBITDA benefit of approximately \$10 million

Drive incremental EBITDA margin expansion

- **Further enhance organizational efficiency and effectiveness** to drive additional structural SG&A reductions while continuing to align resources and cost structure with demand
- **Continue to shift business mix toward higher-margin areas**, including outcome-based solutions in SET and ETM, and pediatric therapy in Education



Our capital allocation strategy is focused on driving long-term shareholder value

With a strong balance sheet underpinned by healthy free cash flow generation and available debt capacity, we are well positioned to deliver on our priorities.



Disciplined organic investments to capture market share and drive growth in our chosen specialties



Targeted inorganic investments that add scale and capabilities in higher-margin specialties, including SET, Education, and more opportunistically, MSP and RPO in ETM

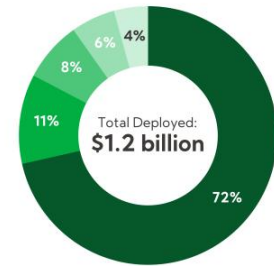


\$60 million of Class A shares repurchased since 2022; \$40 million remaining under current authorization approved on November 26, 2024



Dividend reflects confidence in cash flow generation

Capital Deployment: 2020-2024⁽¹⁾



■ Acquisitions
■ Dividends and Share Repurchases
■ Organic Investments
■ CapEx
■ Working Capital

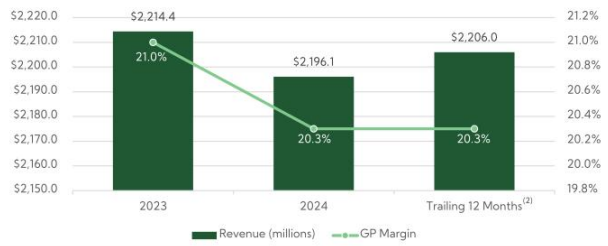
Kelly



Business Unit Overview

Enterprise Talent Management⁽¹⁾ Segment Overview

2024 ETM Revenue Mix



Roles Placed⁽³⁾

- Assembly Workers
- Contact Center Representatives
- Materials Handlers
- Office Managers
- Production Operators

Customer End Markets

- Manufacturing
- Finance
- Technology
- Healthcare
- Energy

Market Positioning

- 2024 Everest Group Peak Matrix
 - Contingent Workforce Management: Leader
 - Services Procurement: Leader
 - Recruitment Process Outsourcing: Major Contender
- #4 Office/Clerical Staffing Firm in the U.S.⁽⁴⁾
- #10 Largest Marketing/Creative Staffing Firm in the U.S.⁽⁴⁾
- #12 Largest Industrial Staffing Firm in the U.S.⁽⁴⁾

Brands⁽⁵⁾



⁽¹⁾ In the first quarter of 2025, Kelly combined its former P&I and OCG segments into the ETM segment. The Company also realigned certain customers and MRP's Sevenstep business from the SET segment to the ETM segment to support our integrated strategy and the broader integration of MRP. The 2023 and 2024 ETM segment information has been recast to conform to the new structure.

⁽²⁾ Trailing 12 months includes Q2 2024 through Q1 2025.

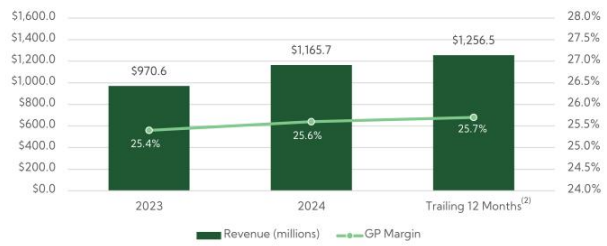
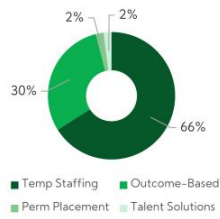
⁽³⁾ Examples are intended to demonstrate breadth of placements and are not inclusive of all roles placed.

⁽⁴⁾ Based on 2024 data from Staffing Industry Analysts (SIA).

⁽⁵⁾ RocketPower acquired in 2022; Sevenstep acquired in 2024 through Kelly's purchase of its parent company, Motion Recruitment Partners.

Science, Engineering & Technology⁽¹⁾ Segment Overview

2024 SET Revenue Mix



Roles Placed⁽²⁾

- Chemists
- Data Analysts
- Laboratory Technicians
- Mechanical Engineers
- Regulatory Affairs Specialists

Customer End Markets

- Medical Devices
- Pharmaceuticals
- Insurance
- Chemicals
- Aerospace & Defense

Market Positioning

- #2 Largest Life Science Staffing Firm in the U.S.⁽³⁾
- #4 Largest Engineering Staffing Firm in the U.S.⁽³⁾
- #10 Largest IT Staffing Firm in the U.S.⁽³⁾

Brands⁽⁴⁾



⁽¹⁾ In the first quarter of 2025, Kelly realigned certain customers and MRP's Sevenstep business from the SET segment to the ETM segment to support our integrated strategy and the broader integration of MRP. The 2023 and 2024 SET segment information has been recast to conform to the new structure.

⁽²⁾ Trailing 12 months includes Q2 2024 through Q1 2025.

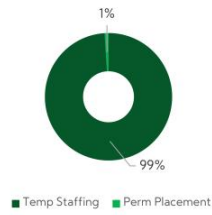
⁽³⁾ Examples are intended to demonstrate breadth of placements and are not inclusive of all roles placed.

⁽⁴⁾ Based on 2024 data from Staffing Industry Analysts (SIA).

⁽⁵⁾ NextGen, GTA acquired in 2019; Softworld acquired in 2021; Motion Recruitment and TG Federal acquired in 2024 through Kelly's purchase of their parent company, Motion Recruitment Partners.

Education Segment Overview

2024 EDU Revenue Mix



Roles Placed⁽²⁾

- Administrators
- Paraeducators
- Substitute Teachers
- Therapists
- Tutors

Customer End Markets

- PreK-12 Schools
- Higher Education Institutions

Market Positioning

- #1 Largest Education Staffing Firm in the U.S.⁽³⁾
- Serves 8,700+ schools across 37 states

Brands⁽⁴⁾



⁽¹⁾ Trailing 12 months includes Q2 2024 through Q1 2025.

⁽²⁾ Examples are intended to demonstrate breadth of placements and are not inclusive of all roles placed.

⁽³⁾ Based on 2024 data from Staffing Industry Analysts (SIA).

⁽⁴⁾ Teachers On Call acquired in 2017; Insight, Greenwood Asher & Associates acquired in 2020; Pediatric Therapeutic Services acquired in 2022; Children's Therapy Center acquired in 2024.



Financial Appendix

Our Q2 2025 Outlook assumes macro and staffing market conditions consistent with those at the end of the first quarter.

Through our ongoing focus on efficiency and effectiveness, we are well prepared to navigate this rapidly evolving macroeconomic environment and capitalize when demand rebounds

Second Quarter 2025:

- **Revenue** – total Company year-over-year revenue growth of 6.0% to 7.0%
 - Includes inorganic growth from MRP acquisition through the May 31 anniversary date of the transaction.
 - Organic revenue trends impacted 1.0% to 1.5% from reducing demand for U.S. federal contractors and 1.0% related to slower economic growth relative to our initial expectations.
 - Excluding these impacts, expect roughly flat organic revenue year-over-year
- **Adjusted EBITDA margin** – down 20 to 30 basis points
 - Similar to first quarter performance
 - Year-over-year expansion expected in Q3 and Q4, and for the full year, as benefits from efficiency and optimization initiatives phase in

Our Financial Journey: Revenue

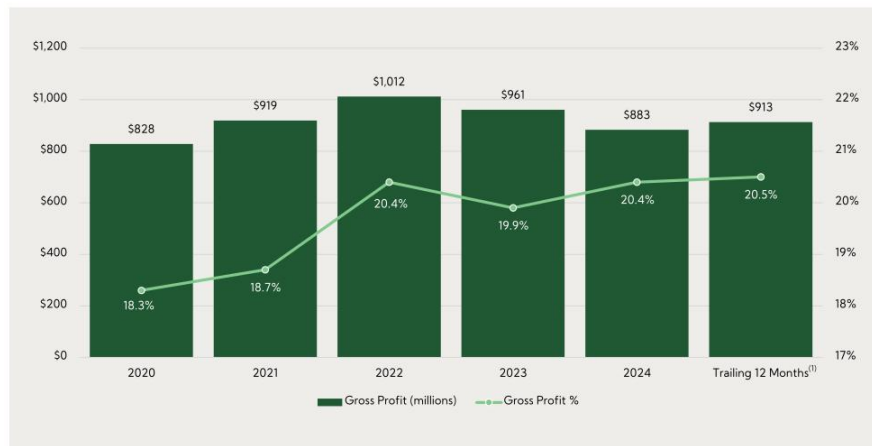


⁽¹⁾ Trailing 12 months includes Q2 2024 through Q1 2025.

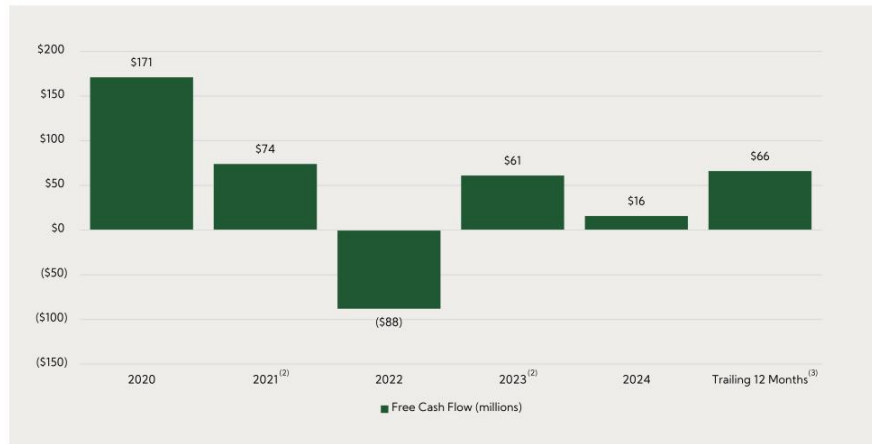
⁽²⁾ Organic revenue growth excludes revenue from divested businesses, and acquisitions completed between 2019 and 2024 in the year the transaction was completed and either the following year, or upon integration if completed prior to the end of the following year.

⁽³⁾ 2020-2024 Industry Growth data sourced from SIA U.S. Staffing Industry Forecast, September 2024 Update.

Our Financial Journey: Gross Profit



Our Financial Journey: Free Cash Flow⁽¹⁾



⁽¹⁾ Free cash flow is defined as net cash from operating activities minus capital expenditures.

⁽²⁾ Free cash flow includes the cash outflows of \$30 million in 2021 and \$87 million in 2022 used to repay payroll taxes previously deferred under the CARES Act, as well as \$48 million in 2022 for income taxes related to the sale of Persol Holdings common stock.

⁽³⁾ Trailing 12 months includes Q2 2024 through Q1 2025.

Recast Segment Results: 2023-2024⁽¹⁾

\$ in millions

Revenue	2023				2024				2023	2024
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	FY	FY
Enterprise Talent Management (ETM)	574.6	559.7	546.7	533.4	524.1	541.2	561.6	569.2	2,214.4	2,196.1
Science, Engineering & Technology (SET)	249.0	246.2	241.1	234.3	231.6	265.7	335.0	333.4	970.6	1,165.7
Education (EDU)	249.4	206.4	128.1	258.0	289.9	251.1	142.1	289.2	841.9	972.3
International (INTL)	195.8	205.9	203.0	207.4	-	-	-	-	812.1	-
Intersegment	(0.5)	(1.0)	(0.9)	(0.9)	(0.5)	(0.5)	(0.6)	(0.7)	(3.3)	(2.3)
Total	1,268.3	1,217.2	1,118.0	1,232.2	1,045.1	1,057.5	1,038.1	1,191.1	4,835.7	4,331.8

Adj. EBITDA	2023				2024				2023	2024
	ETM	SET	EDU	INT	ETM	SET	EDU	INT	FY	FY
Q1 2023	2.4	14.8	15.4	(0.7)	8.1	14.2	18.1	-	40.6	40.4
Restructuring	3.6	0.5	0.1	0.6	0.7	-	-	-	4.8	4.8
Adjusted EBITDA	6.0	15.3	15.5	(0.1)	8.8	14.2	18.1	-	45.4	45.2
Adjusted EBITDA margin	1.0%	6.1%	6.2%	0.0%	1.7%	6.1%	6.2%	-	3.6%	3.6%
Q2 2023	6.8	14.5	9.3	-	15.5	18.9	12.7	-	47.1	47.1
Asset impairment charge	2.3	0.1	-	-	0.3	0.3	-	-	2.7	2.7
Restructuring	0.2	-	0.3	-	15.8	19.2	12.7	-	45.7	45.7
Adjusted EBITDA	9.3	14.6	9.6	-	2.9%	7.2%	5.1%	-	49.8	49.8
Adjusted EBITDA margin	1.7%	5.9%	4.7%	0.0%	18.0	19.5	(3.3)	-	52.5	52.5
Q3 2023	10.6	17.3	(2.5)	1.4	17.9	19.5	(3.3)	-	32.1	32.1
Restructuring	5.8	0.7	0.6	-	(0.1)	-	-	-	32.6	32.6
Adjusted EBITDA	16.4	18.0	(1.9)	1.4	3.2%	5.8%	-2.3%	-	65.1	65.1
Adjusted EBITDA margin	3.0%	7.5%	-1.5%	0.7%	17.4	(54.2)	16.4	-	97.6	97.6
Q4 2023	11.4	15.4	14.1	(2.6)	17.2	18.8	16.4	-	63.9	63.9
Business unit profit (loss)	-	0.4	-	2.7	59.0	(1.6)	43.9	-	61.3	61.3
Transaction costs	-	0.4	-	2.7	-	72.8	-	-	73.2	73.2
Restructuring	0.1	-	-	-	(0.2)	-	-	-	73.0	73.0
Adjusted EBITDA	11.5	15.8	14.1	0.1	3.0%	5.6%	5.7%	-	136.6	136.6
Adjusted EBITDA margin	2.1%	6.8%	5.5%	0.0%	59.0	(1.6)	43.9	-	273.2	273.2
FY 2023	31.2	62.0	36.3	(1.9)	0.7	0.3	-	-	136.6	136.6
Asset impairment charge	2.3	0.1	-	-	59.7	71.7	43.9	-	270.3	270.3
Restructuring	9.7	1.2	1.0	0.6	2.7%	6.2%	4.5%	-	273.0	273.0
Adjusted EBITDA	43.2	63.7	37.3	1.4	2.7%	6.2%	4.5%	-	273.0	273.0
Adjusted EBITDA margin	2.0%	6.6%	4.4%	0.2%						

⁽¹⁾In the first quarter of 2025, Kelly combined its former P&I and OCG segments into the ETM segment. The Company also realigned certain customers and MRP's Sevenstep business from the SET segment to the ETM segment to support our integrated strategy and the broader integration of MRP. The 2023 and 2024 ETM and SET segment information has been recast to conform to the new structure. The financial data presented above is unaudited and includes recast segment information for prior periods to align with the Company's current segment reporting structure.

Adjusted EBITDA⁽¹⁾ Non-GAAP Reconciliation

\$ in millions

	2020	2021	2022	2023	2024	Trailing 12 Months ⁽²⁾
Net earnings (loss)	(\$72.0)	\$156.1	(\$62.5)	\$36.4	(\$0.6)	(\$20.8)
Other (income) expense, net	(3.4)	3.6	(1.6)	(4.2)	3.3	8.3
Income tax expense (benefit)	(34.0)	35.1	(7.9)	(11.5)	(21.3)	(23.1)
Depreciation & amortization	24.2	29.8	33.4	33.9	51.5	54.1
EBITDA	(\$85.2)	\$224.6	(\$38.6)	54.6	32.9	18.5
Equity in net (earnings) loss of affiliate	(0.8)	(5.4)	(0.8)	-	-	-
(Gain) loss on investment in Persol Holdings ⁽¹⁾	16.6	(121.8)	67.2	-	-	-
Loss on foreign currency matters ⁽²⁾	-	-	20.4	-	-	-
Gain on sale of assets ⁽³⁾	(32.1)	-	(6.2)	-	(5.4)	(5.4)
Loss on Disposal ⁽⁴⁾	-	-	18.7	-	-	-
Goodwill impairment charge ⁽⁵⁾	147.7	-	41.0	-	72.8	72.8
Gain on insurance settlement ⁽⁶⁾	-	(19.0)	-	-	-	-
Restructuring ⁽⁷⁾	12.8	4.0	-	35.5	6.1	3.8
Asset impairment charge ⁽⁸⁾	-	-	-	2.4	13.5	13.5
Customer dispute ⁽⁹⁾	9.5	-	-	-	-	-
(Gain) loss on forward contract ⁽¹⁰⁾	-	-	-	3.6	(1.2)	-
Transaction costs ⁽¹¹⁾	-	-	-	6.9	17.9	12.7
Gain on sale of EMEA staffing operations ⁽¹²⁾	-	-	-	-	(1.6)	10.0
Integration and realignment costs ⁽¹³⁾	-	-	-	-	10.0	20.7
Executive Transition ⁽¹⁴⁾	-	-	-	-	2.3	2.6
Gain on equity securities ⁽¹⁵⁾	-	-	-	-	(3.8)	(3.8)
Other, net	0.5	1.7	3.9	6.4	-	-
Adjusted EBITDA	\$69.0	\$84.1	\$105.6	\$109.4	\$143.5	\$145.4
Adjusted EBITDA Margin	1.5%	1.7%	2.1%	2.3%	3.3%	3.3%

⁽¹⁾ Management uses Adjusted EBITDA and Adjusted EBITDA margin which Management believes is useful to compare operating performance compared to prior periods and uses it in conjunction with GAAP measures to assess performance. Our calculation of Adjusted EBITDA may not be consistent with similarly titled measures of other companies and should be used in conjunction with GAAP measurements.

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⁽²⁾ Trailing 12 months includes Q2 2024 through Q1 2025.

Adjusted EBITDA Non-GAAP Reconciliation Footnotes

- ⁽¹⁾ 2022 loss on investment in Persol Holdings includes losses of \$67.2 million on the sale of Persol Holdings in Q1 2022, \$52.4 million of which related to changes in fair value up to the date of the transaction. Gain on investment in Persol Holdings of \$121.8 million in 2021, and loss on investment in Persol Holdings of \$16.6 million in 2020.
- ⁽²⁾ Loss on foreign currency matters represents a \$20.4 million loss on currency translation resulting from the substantially complete liquidation of the Company's Japan entity in Q1 2022.
- ⁽³⁾ 2024 gain on sale of assets represents the sale of Ayers Group in Q2 2024. 2022 gain on sale of assets represents \$0.9 million in Q1 2022 for the sale of real property, \$4.4 million in Q2 2022 for the sale of under-utilized real property and \$0.9 million in Q4 2022 for the sale of real property. 2020 gain on sale of assets represents \$32.1 million for the sale of three of the four headquarters buildings.
- ⁽⁴⁾ 2022 loss on disposal represents the write-off of the net assets of our Russian operations that were sold in Q3 2022.
- ⁽⁵⁾ Goodwill impairment charge in 2024 is driven by changes in market conditions and the result of the Company's annual impairment test related to Softworld. 2022 goodwill impairment charge is the result of interim impairment tests the Company performed related to RocketPower due to triggering events caused by changes in market conditions. The goodwill impairment charge in Q1 2020 was caused by a decline in the Company's common stock price.
- ⁽⁶⁾ Gain on insurance settlement represents a payment received in the fourth quarter of 2021 related to the settlement of claims under a representations and warranties insurance policy purchased by the Company in connection with the acquisition of Softworld.
- ⁽⁷⁾ Restructuring charges of \$6.1 million in 2024 represent a continuation of the comprehensive transformation initiative that started in the second quarter of 2023 that will further streamline the Company's operating model to enhance organizational efficiency and effectiveness. Restructuring charges in 2023 relate to a comprehensive transformation initiative that includes actions that will further streamline the Company's operating model to enhance organizational efficiency and effectiveness. These restructuring charges include \$17.7 million of costs to execute the transformation, \$11.6 million of severance, and \$0.5 million of lease termination expenses. Additionally, restructuring charges of \$5.7 million in the first quarter of 2023 represent \$4.6 million of severance costs and \$1.1 million of lease and other terminations as a result of management undertaking actions to further our cost management efforts in response to the current demand levels and reflects a repositioning of our P&I staffing business to better capitalize on opportunities in local markets. 2021 restructuring charges of \$4.0 million represent severance costs as part of cost management actions designed to increase operational efficiencies within enterprise functions that provide centralized support to operating units. 2020 restructuring charges of \$12.8 million represent severance costs and lease terminations in the first quarter of 2020 in preparation for the new operating model adopted in the third quarter of 2020 and additional severance costs in the fourth quarter of 2020 to provide sustainable cost reductions as a result of the continuing COVID-19 demand disruption.
- ⁽⁸⁾ Asset impairment charge in 2024 for certain right-of-use assets related to our leased headquarters facility reflects adjustments to how we are utilizing the building as part of our ongoing transformation efforts. Asset impairment charge in 2023 represents the impairment of right-of-use assets related to an unoccupied existing office space lease.
- ⁽⁹⁾ Customer dispute represents a non-cash charge in Mexico to increase the reserve against a long-term receivable from a former customer based on an updated probability of loss assessment.
- ⁽¹⁰⁾ Gain on forward contract represents the gain recognized in the first quarter of 2024 for the settlement of the foreign currency forward contract relating to the sale of the EMEA staffing operations. Loss on forward contract in 2023 represents the unrealized mark-to-market losses on the foreign currency forward contract the Company entered into in the fourth quarter of 2023 to mitigate the exchange rate risk associated with the future cash proceeds for the sale of the EMEA staffing operations.
- ⁽¹¹⁾ Transaction costs in the first quarter of 2025 and 2024 include costs incurred directly related to the sale of the EMEA staffing operations, which includes employee termination costs and transition costs. Costs related to the sale of the EMEA staffing operations were \$12.0 million for the year ended 2024. Transaction costs related to the acquisitions of MRP and CTC were \$6.6 million for the year ended 2024, net of a \$3.4 million earnout liability write-off. In the fourth quarter of 2024, there was a \$0.7 million reduction in the indemnification liability related to the sale of our Brazil operations in 2020. Transaction costs in 2023, which included employee termination costs, were related to the 2024 sale of the EMEA staffing operations.
- ⁽¹²⁾ Gain on sale of EMEA staffing operations represents the gain as of the first quarter-end 2024 as a result of the sale in January 2024.
- ⁽¹³⁾ Integration and realignment costs in the first quarter of 2025 and in 2024 reflect various initiatives aimed at integrating MRP and other prior acquisitions, consolidating operating segments, and further aligning processes and technology across the Company.
- ⁽¹⁴⁾ Executive transition costs represent non-recurring expenses associated with our CEO transition in 2025, and our CFO transition in the fourth quarter of 2024.
- ⁽¹⁵⁾ Gain on equity securities includes a \$0.6 million realized gain from the partial sale of our securities and a \$3.2 million unrealized gain from the mark-to-market adjustment on our remaining shares in 2024.

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Cautionary Statements and Contacts

Non-GAAP Measures

Management believes that the non-GAAP (Generally Accepted Accounting Principles) information excluding the 2025 integration and realignment costs, the 2025 and 2024 transaction costs, the 2025 executive transition costs, the 2024 gain on the sale of our EMEA staffing operations, the 2024 gain on forward contract, and the 2024 restructuring charges are useful to understand the Company's fiscal 2025 financial performance and increases comparability. Specifically, Management believes that removing the impact of these items allows for a meaningful comparison of current period operating performance with the operating results of prior periods. Management also believes that such measures are used by those analyzing performance of companies in the staffing industry to compare current performance to prior periods and to assess future performance.

Management uses Adjusted EBITDA (adjusted earnings before interest, taxes, depreciation and amortization) and Adjusted EBITDA Margin (percent of total GAAP revenue) which Management believes is useful to compare operating performance compared to prior periods and uses it in conjunction with GAAP measures to assess performance. Our calculation of Adjusted EBITDA may not be consistent with similarly titled measures of other companies and should be used in conjunction with GAAP measurements.

These non-GAAP measures may have limitations as analytical tools because they exclude items which can have a material impact on cash flow and earnings per share. As a result, Management considers these measures, along with reported results, when it reviews and evaluates the Company's financial performance. Management believes that these measures provide greater transparency to investors and provide insight into how Management is evaluating the Company's financial performance. Non-GAAP measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP.

Safe Harbor Statement

This presentation contains statements that are forward looking in nature and, accordingly, are subject to risks and uncertainties. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. Statements that are not historical facts, including statements about Kelly’s financial expectations, are forward-looking statements. Factors that could cause actual results to differ materially from those contained in this release include, but are not limited to, (i) changing market and economic conditions, (ii) disruption in the labor market and weakened demand for human capital resulting from technological advances, loss of large corporate customers and government contractor requirements, (iii) the impact of laws and regulations (including federal, state and international tax laws), (iv) unexpected changes in claim trends on workers’ compensation, unemployment, disability and medical benefit plans, (v) litigation and other legal liabilities (including tax liabilities) in excess of our estimates, (vi) our ability to achieve our business’s anticipated growth strategies, (vii) our future business development, results of operations and financial condition, (viii) damage to our brands, (ix) dependency on third parties for the execution of critical functions, (x) conducting business in foreign countries, including foreign currency fluctuations, (xi) availability of temporary workers with appropriate skills required by customers, (xii) cyberattacks or other breaches of network or information technology security, and (xiii) other risks, uncertainties and factors discussed in this release and in the Company’s filings with the Securities and Exchange Commission. In some cases, forward-looking statements can be identified by words or phrases such as “may,” “will,” “expect,” “anticipate,” “target,” “aim,” “estimate,” “intend,” “plan,” “believe,” “potential,” “continue,” “is/are likely to” or other similar expressions. All information provided in this presentation is as of the date of this presentation and we undertake no duty to update any forward-looking statement to conform the statement to actual results or changes in the Company’s expectations.

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