KELLY SERVICES, INC.

COMPENSATION COMMITTEE CHARTER

August 8, 2016

Purpose

The Compensation Committee (the "Committee") is charged with developing Kelly Services, Inc.'s (the "Company") executive compensation philosophy and establishing and monitoring compensation programs designed with the following objectives:

- Aligning pay with short- and long-term performance results that directly influence shareholder value;
- Motivating executives to achieve performance goals that should, over time, lead to increased shareholder value;
- Retaining executives necessary to successfully lead and manage the Company;
- Attracting key executives critical to the Company's long-term success; and
- Rewarding executives fairly for Company and individual performance.

Organization and Authority

The Board of Directors (the "Board"), upon the recommendation of the Corporate Governance and Nominating Committee, shall appoint annually three or more 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. 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) and the Internal Revenue Service, respectively.

The Board may remove any member from the Committee at any time with or without cause.

Procedural Matters

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its responsibilities, 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. Each member of the Committee present shall have one vote on each matter to be decided.

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 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 or listing standard to be exercised by the Committee as a whole.

The Committee shall evaluate its performance on an annual basis based on criteria developed by the Corporate Governance and Nominating Committee.

The Committee shall review its Charter annually to ensure they have complied with their responsibilities and to propose changes to the Board for approval.

The Committee shall review its annual meeting calendar at least once per year and identify key priorities for the upcoming twelve months (to the extent these can be foreseen).

Duties and Responsibilities

1. Design and administer executive compensation programs and policies that are aligned with the Company's business and compensation objectives in order to a) effectively attract and retain the executives necessary to successfully lead and manage the organization, b) fairly reward executives for performance, and c) align long-term value creation with awards and effective risk management. Review executive compensation program designs and corporate governance practices relative to market typical and best practices and approve modifications as needed.

2. Oversee the Company's submissions to shareholders on executive compensation matters, including review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, review and approve proposals regarding the Say on Pay Vote to be included in the Company's proxy statement, and consider the results of the most recent advisory vote on executive compensation ("Say on Pay Votes") and other factors deemed relevant in discharging its responsibilities. Ensure proxy statement provides clear communications to shareholders about executive compensation programs.

3. Annually establish performance objectives for the Chief Executive Officer ("CEO"), evaluate CEO performance including consideration of ethical behavior and determine and approve CEO compensation. The determination of the CEO's compensation shall be based on the measures and responsibilities deemed by the Committee to be relevant including appropriate market comparisons. The Chief Executive Officer shall not be present during the voting or deliberations on his/her compensation.

4. Annually review and determine the compensation of the Company's Senior Officers (defined as Senior Vice President and above levels) and other individuals the Compensation Committee deems appropriate taking into consideration each individual's performance including consideration of ethical behavior, relevant market comparisons, and the recommendations of the Chief Executive Officer. No Senior Officer may be present during voting or deliberations on his/her compensation.

5. Review the costs and benefits (including long-term) of the compensation arrangements they consider and approve for Senior Officers.

6. Annually, for potential Named Executive Officers (as defined by SEC regulations), determine corporate and business unit financial goals and establish the level of performance that must be achieved for each goal at threshold, target, and maximum award payout levels pursuant to the Company's Short-Term Incentive Plan ("STIP") and certify the attainment of such performance goals following completion of the applicable performance period, including for purposes of 162(m) of the Internal Revenue Code (IRC). Approve the payment of such cash and performance-based incentives to Named Executive Officers and all other Senior Officers, individually, consistent with the achievement of performance goals for each.

7. Annually establish corporate financial goals and the level of performance that must be achieved for each goal at threshold, target, and maximum payout levels pursuant to the Company's STIP and Management Incentive Plan ("MIP") for participants below Senior Officer, certify attainment of such performance goals following completion of the applicable performance period and approve payouts in the aggregate. Review plan metrics and payouts for all other incentive plans in the aggregate, consistent with achievement of performance goals for each major business segment.

8. Approve the grant of stock, stock options, restricted stock (units), other stock-based awards (such as performance shares (units)), and cash-denominated performance awards pursuant to the Company's Equity Incentive Plan ("EIP"), and the terms thereof, including the award opportunities, vesting schedule, performance goals, exercisability and term, to the Company's Senior Officers and other employees selected by the Committee to participate in such plans established for this group, namely the Company's long-term incentives ("LTI").

Approve broad-based grants to employees below Senior Officer and review such individual awards made under delegated authority to other employees below Senior Officer. Establish policy with respect to the timing of annual equity grants. Performance goals established by the Committee must be approved by the Board of Directors. Monitor compliance with terms of the EIP.

9. Review and amend, as appropriate, the stock ownership guidelines for Senior Officers and the Board of Directors, respectively, and at least annually review compliance with the guidelines. In addition, if there are non-compliance issues, the Committee has authority to pay earned cash incentive awards in restricted stock (units) or take other action as it deems appropriate to ensure timely compliance is achieved.

10. Review, approve and when appropriate, recommend to the Board of Directors, the adoption of or amendment to incentive compensation plans, equity based plans, tax qualified retirement and investment plans, supplemental benefit plans (including executive retirement plans), deferred compensation programs, perquisites/special benefits and employment, and separation agreements for Senior Officers. The Committee in its administration of these plans and agreements has the authority to amend these plans and agreements, except where it has delegated authority to make amendments to certain plans and agreements to the Senior Officers or administrators specified under the terms of the plans.

11. Review, and when appropriate, recommend to the Board for approval, broad-based employee benefit plans for the Company, which includes the ability to adopt, amend, and terminate such plans.

12. Review annually, reports on the Company's compensation and benefits programs and practices as they impact all employees to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company. Discuss at least annually the relationship between risk management policies and compensation practices and, as appropriate, consider compensation policies and practices that could mitigate risk. Review any material changes to the Company's compensation and benefits plans as needed. Report to the Board of Directors its findings, including if any compensation program is reasonably likely to have a material adverse effect on the Company.

13. Review and approve candidates for Officer (Officer Vice President level) positions and recommend such candidates to the Board of Directors for annual or ad hoc election as Officer, including new hires, and report to the Board of Directors all Officer resignations and terminations.

14. Approve the hiring of a Senior Officer of the Company or the promotion of any Officer to a Senior Officer position including the related compensation package,

the terms and conditions of employment and any benefits that may be provided upon the cessation of employment.

15. Review and advise the Board concerning the Company's management succession plans including plans for development of potential future Senior Officers and plans for succession in case of an unexpected disability or departure of a Senior Officer.

16. Annually review and discuss with management the Compensation Discussion and Analysis ("CD&A") and recommend to the Board of Directors whether, based on that review and discussion, the CD&A should be included in the Company's proxy statement for the Annual Meeting of Shareholders and incorporated by reference into the Company's Form 10-K annual report. Approve the Compensation Committee Report required to be included in the Company's annual proxy statement.

17. Review annually and make recommendations to the Board of Directors regarding directors' compensation, including cash payments, equity awards, and other benefits. In considering directors' compensation and other benefits, the Committee may take into consideration the relative responsibilities of directors in serving on the Board and its standing Committees and the status of the Board's compensation in relation to similarly situated companies. Directors who are Company employees shall not be compensated for their services as directors.

18. Make all determinations under the Incentive Compensation Recovery ("Clawback") Policy, including without limitation, (i) whether the policy should be applied to a particular payment or award, (ii) the amount of compensation to be repaid or forfeited by the covered Senior Officers and Officers, (iii) whether the covered Senior Officers and Officers should be provided an opportunity to respond to any claim of misconduct whether in writing or at a meeting, and (iv) the period of repayment and form of repayment.

19. Review the potential impact of regulatory requirements on the Company's executive compensation programs and practices. Review disclosures and recommend changes as necessary or appropriate.

20. Carry out such other duties that may be delegated to the Committee by the Board from time to time.

21. The Compensation Committee has the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, independent legal counsel, or other advisor (collectively the "compensation advisor") that its members deem necessary to assist them in carrying out their prescribed duties and is responsible for the selection and termination of these advisors. The Compensation Committee is directly responsible for the appointment, compensation, and oversight of the work of any retained compensation advisor.

The Company must provide appropriate funding for the payment of reasonable compensation, as determined by the Compensation Committee, to retain compensation advisors.

22. Before selecting any compensation advisor (excluding in house counsel) and annually thereafter, the Compensation Committee must take into account the following factors affecting the independence of the compensation advisor, as well as factors deemed relevant by the Nasdaq in its listing standards as the same may be amended from time to time:

    - the provision of other services to the Company by the entity that employs the compensation advisor;
    - the amount of fees paid by the Company to the entity that employs the compensation advisor as a percentage of that entity's total revenue;
    - the policies and procedures of the entity that employs the compensation advisor regarding the prevention of conflicts of interest;
    - any business or personal relationship of the compensation advisor with any member of the Compensation Committee, other member of the Company's Board of Directors, or Officer;
    - ownership by the compensation advisor of the Company's common stock; and
    - any business or personal relationship between the compensation advisor or the entity that employs the compensation advisor and a Senior Officer of the Company.

    If a conflict of interest is assessed, the nature of the conflict and how it was addressed must be disclosed in the Company's proxy statement.