



ManpowerGroup™

## **Nominating and Governance Committee Charter**

(Revised October 29, 2015)

### **I. PURPOSE**

The purpose of the Nominating and Governance Committee of the Board of Directors of ManpowerGroup Inc. (the "Company") is to provide assistance to the Board of Directors in the selection of candidates for election to the Board of Directors, including identifying, as necessary, new candidates who are qualified to serve as directors of the Company, recommending to the Board of Directors the candidates for election to the Board of Directors, monitoring and advising the Board on its committee structure and the composition of the Board's committees, overseeing the Board in its annual review of the Board's performance, monitoring and advising the Board on matters relating to director compensation, and developing and recommending to the Board, and thereafter periodically reviewing, corporate governance guidelines applicable to the Company.

### **II. COMMITTEE COMPOSITION.**

The Committee will be comprised of at least three members, consisting solely of independent directors. A director will be considered "independent" if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange.

The members of the Committee will be appointed by the Board of Directors after taking into account the recommendations of the Committee. A member will serve until his or her successor is appointed, until his or her resignation from the Committee, until his or her position on the Committee is eliminated due to a reduction in the size of the Committee, until he or she is removed from the Committee, until his or her death, or until his or her service on the Board of Directors terminates. The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board of Directors from time to time.

### **III. MEETINGS AND REPORTS.**

The Committee will meet as frequently as the Committee deems necessary, but the Committee will meet at least annually. Meetings of the Committee may be called by or at the request of the Chairman of the Board of Directors, the chairperson of the Committee, or otherwise as provided in the by-laws of the Company. The Committee will report periodically to the Board of Directors regarding the Committee's activities.

### **IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY.**

The specific responsibilities of the Committee are as follows:

1. Develop and recommend to the Board of Directors for adoption guidelines for selecting candidates for election to the Board of Directors, and periodically review such guidelines and recommend to the Board of Directors for adoption amendments to such guidelines that the Committee deems necessary or appropriate. A copy of such guidelines shall be attached hereto as Appendix A following adoption by the Board of Directors.
2. Identify, as necessary, new candidates who are qualified for Board membership in accordance with the guidelines adopted by the Board of Directors.
3. Review the qualifications of all candidates proposed for Board membership, including any candidates nominated by shareholders in accordance with the Company's by-laws, in light of the guidelines adopted by the Board of Directors.
4. Annually recommend to the Board of Directors the nominees to stand for election at the Annual Meeting of Shareholders of the Company and, as necessary or deemed appropriate, recommend nominees to fill vacancies on the Board of Directors.

5. Monitor the Board's committee structure and the composition of the committees of the Board and, in consultation with the Chairman of the Board of Directors, recommend changes in such committee structure or the composition or leadership of each committee of the Board of Directors as deemed appropriate.
6. Recommend to the Board categorical standards for determining non-management director independence consistent with the rules of the New York Stock Exchange and other legal or regulatory corporate governance requirements and review and assess these standards on a periodic ongoing basis.
7. Periodically review the compensation arrangements in effect for the non-management members of the Board of Directors and recommend to the full Board any changes deemed appropriate.
8. Coordinate the annual self-evaluation of the performance of the Board of Directors and each of its committees and oversee, or ensure that another committee has overseen, the annual evaluation of the performance of management.
9. Develop and recommend to the Board of Directors for adoption corporate governance guidelines, reevaluate such guidelines periodically and recommend to the Board of Directors for adoption any revisions that the Committee deems necessary or appropriate for the Board of Directors to discharge its responsibilities more effectively.
10. Develop and periodically review succession plans for the directors and periodically report to the Board of Directors on these matters.
11. Exercise oversight responsibility for the content and format of the Company's Code of Business Conduct and Ethics, including the periodic review of the Code and the standards of corporate social responsibility endorsed by the Company in the Code, provided that the Committee will not have oversight responsibility for compliance with the requirements of the Code except by non-management directors of the Company and that responsibility for the implementation and administration of the Code provisions will be a management responsibility with periodic reporting to the Committee.
12. Monitor compliance with the Company's Code of Business Conduct and Ethics by the non-management directors.
13. Undertake such additional activities within the scope of the purpose of the Committee as the Committee or the Board of Directors may from time to time determine.

## **V. DELEGATION; USE OF ADVISORS.**

The Committee may, if it deems appropriate from time to time, delegate authority with respect to any of its functions to a subcommittee of the Committee.

In the course of fulfilling its duties, the Committee has the sole authority and discretion, as it deems necessary to retain and obtain the advice of, set compensation and retention terms for, and terminate its own independent advisors, including any search firm to be used to identify director candidates, and shall be directly responsible for the oversight of the work of any independent advisor retained by the Committee to assist it in the performance of its duties. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an independent advisor retained by the Committee.

## **VI. ANNUAL EVALUATION.**

The Committee will evaluate its performance on an annual basis. The Committee will review this Charter periodically and recommend any proposed changes to the Board for approval.

## **APPENDIX A**

### **Guidelines for Selecting Board Candidates**

In considering possible candidates for election as a director, the Nominating and Governance Committee and the other directors should recognize that the contribution of the Board of Directors will depend not only on the character and capacities of the directors taken individually but also on their collective strengths, and should consider the following guidelines.

The Board of Directors should be composed of:

1. Directors who will bring to the Board a variety of experience and backgrounds.

2. Directors who will form a central core of business executives with substantial senior management experience and financial expertise.
3. Directors who will represent the balanced, best interests of the shareholders as a whole and the interests of the Company's stakeholders, as appropriate, rather than special interest groups or constituencies.
4. A majority of directors who are independent. A director is "independent" if he or she meets the requirements for independence set forth in the rules of the New York Stock Exchange.
5. Qualified individuals who reflect a diversity of experience, gender, race and age.

Each director should:

1. Be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
2. Be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.
3. Possess substantial and significant experience which would be of value to the Company in the performance of the duties of a director.
4. Have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.