



ManpowerGroup Inc.

Executive Compensation and Human Resources Committee

Charter

(Amended November 7, 2019)

I. PURPOSE.

The purpose of the Executive Compensation and Human Resources Committee (the “Committee”) of the Board of Directors of ManpowerGroup (the “Company”) is to assist the Board of Directors in the discharge of its responsibilities relating to the compensation of the Company’s senior executives and the professional development and succession planning for the senior executives, as more specifically described below, and generally to provide assistance to the Board of Directors on compensation and human resource matters, also as described below.

II. COMMITTEE COMPOSITION.

The Committee will be comprised of at least three members, each of whom (i) meets the requirements for independence set forth in the rules of the New York Stock Exchange (the “NYSE”), (ii) otherwise satisfies the applicable independence standards for compensation committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”) and (iii) meets the requirements for a “non-employee director” contained in Rule 16b-3 under the Exchange Act.

The members of the Committee will be appointed by the Board of Directors after taking into account the recommendations of the Nominating and Governance Committee of the Board of Directors. A member will serve until his or her successor is appointed, his or her position on the Committee is eliminated due to a reduction in the size of the Committee, his or her resignation, his or her service on the Board of Directors terminates, or he or she is removed by the Board of Directors. 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 four times each year. 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 chairperson of the Committee (or in his or her absence, a member designated by the members of the Committee) shall preside at all meetings of the Committee.

The Committee will report regularly to the Board of Directors regarding the Committee’s activities.

IV. SPECIFIC RESPONSIBILITIES AND AUTHORITY.

The Committee has the following responsibilities and authority:

A. Compensation Matters.

1. The Committee is responsible for determining and approving the compensation of the Chief Executive Officer, President, and the Chief Financial Officer of the Company, including cash compensation, cash compensation plans, incentive compensation, the amounts and terms of stock option or other equity awards, and the terms of any agreements concerning employment, compensation or employment termination matters, subject to ratification by the independent members of the Board of Directors. In this role, the Committee is responsible for reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer, President, and the Chief Financial Officer and for evaluating their performance in light of these goals and objectives as a basis for determining and approving their compensation levels, taking into account, among other factors, the Company's performance and the value of similar incentive awards to chief executive officers, presidents, and chief financial officers at comparable companies, and the awards given to the Chief Executive Officer, President, and the Chief Financial Officer of the Company in the past years.
2. The Committee is responsible, based on the recommendations of the Chief Executive Officer of the Company, for determining the compensation, including cash compensation, incentive compensation, the amounts and terms of stock option or other equity awards, and the terms of any agreements concerning employment, compensation, or employment termination for the other "executive officers" of the Company and its subsidiaries under Section 16 of the Exchange Act and other key executive officers of the Company and its subsidiaries identified from time to time by the Committee in consultation with the Chief Executive Officer.
3. In connection with its responsibilities and authority under items (1) and (2) above, the Committee is to act as the "Compensation Committee" under the ManpowerGroup Corporate Senior Management Annual Incentive Plan for the Chief Executive Officer, President, and the Chief Financial Officer of the Company and for the other individuals referred to in item (2) above, which Committee is responsible for administering the plan and establishing annual performance goals and award opportunities.
4. The Committee is responsible for monitoring the application of Company retirement and other fringe benefit plans to the Chief Executive Officer, President, and the Chief Financial Officer of the Company and the other individuals referred to in item (2) above, and recommending such actions with respect to these matters from time to time to the Board of Directors, to another committee, or to the senior executive officers of the Company as is deemed appropriate by the Committee.

B. Executive Development and Succession Planning Matters.

1. The Committee is responsible for monitoring the professional development, including individual development plans, of the key executive officers of the Company and its subsidiaries identified from time to time by the Committee to be appropriate for such Committee oversight based on roles and responsibilities within the Company.

2. The Committee is responsible for the regular review of succession plans for the Chief Executive Officer, President, and the Chief Financial Officer, and any key executive officers of the Company and its subsidiaries identified from time to time as described in the foregoing paragraph.
3. The Committee is to regularly report to the Board of Directors on these professional development and succession planning matters.

C. Other Matters.

1. The Committee is to act as the “Committee” under the Company’s equity incentive plans, including the 2003 Equity Incentive Plan of the Company, and the 2011 Equity Incentive Plan of the Company, as each may be amended from time to time and is responsible for the grant of options or other awards and for all other administration under such plans with respect to employees of the Company and its subsidiaries, with the power to delegate its authority and responsibilities to the Chief Executive Officer, President, or Executive or Senior Vice President of the Company as it deems appropriate, and to monitor the status and terms of such plans, including shares available for issue, and make recommendations to the Board of Directors with respect to the plans as the Committee deems appropriate.
2. The Committee has oversight responsibility and the authority to act on behalf of the Board of Directors with respect to the 1990 Employee Stock Purchase Plan of the Company, including the Foreign Subsidiary Employee Stock Purchase Plan, the U.K. Savings Related Share Option Scheme of the Company, and the employee retirement and welfare plans of the Company.
3. As required under the rules of the Securities and Exchange Commission, prepare a Compensation Committee Report to be included in the Company’s annual proxy statement or annual report on Form 10-K, which states whether:
 - (a) the Committee has reviewed and discussed with management the Compensation Discussion and Analysis required to be included in the Company’s annual proxy statement or annual report on Form 10-K, and
 - (b) based on the review and discussion referred to above, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company’s annual proxy statement or annual report on Form 10-K.
4. Develop and implement policies with respect to the recovery or “clawback” of any excess compensation (including stock options) paid to any of the Company’s executive officers based on erroneous data.
5. Monitor the Company’s policies, objectives and programs related to diversity and inclusion and review the Company’s performance in light of appropriate measures.
6. Review the results of any advisory shareholder votes on executive compensation and consider whether to recommend adjustments to the Company’s executive compensation policies and practices as a result of such votes.

7. The Committee will undertake such additional activities relating to executive compensation and other human resource matters as the Committee or the Board of Directors determines from time to time.

V. DELEGATION; USE OF ADVISERS.

The Committee may delegate authority and assign responsibility with respect to such of its functions to such officers of the Company, or committees comprised of such persons, as it may deem appropriate from time to time or 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, at the Company's expense, and obtain the advice of, set compensation and retention terms for, and terminate a compensation consultant, independent legal counsel or other adviser and shall be directly responsible for the oversight of the work of any compensation consultant, independent legal counsel or other adviser 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 a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, as well as any other factors required by applicable Exchange Act and/or NYSE rules, including the following:

1. The provision of other services to the Company by the person or entity that employs the compensation consultant, legal counsel or other adviser;
2. The amount of fees received from the Company by the person or entity that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. The policies and procedures of the person or entity that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
5. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person or entity employing the adviser with an executive officer of the Company.

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.