

**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 5, 2023

MANPOWERGROUP INC.

(Exact name of registrant as specified in its charter)

Wisconsin

1-10686

39-1672779

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**100 Manpower Place
Milwaukee, Wisconsin**

53212

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (414) 961-1000

(Former name or former address, if changed since last report.)

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:

- 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 Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value	MAN	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders

At our 2023 Annual Meeting, our shareholders voted on proposals to: (1) elect twelve individuals nominated by the Board of Directors of the Company to serve until 2024; (2) ratify the appointment of Deloitte & Touche LLP as our independent auditors for 2023; (3) provide an advisory vote on the compensation of our named executive officers; and (4) provide an advisory vote on the frequency of the advisory vote on the compensation of our named executive officers. The final voting results on these proposals are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>	
1. a) Election of Jean-Philippe Courtois	46,155,110	104,536	34,650	1,433,274	
b) Election of William Downe	44,428,982	1,830,693	34,621	1,433,274	
c) Election of John F. Ferraro	46,155,753	104,214	34,329	1,433,274	
d) Election of William P. Gipson	45,121,420	1,137,840	35,036	1,433,274	
e) Election of Patricia Hemingway Hall	44,570,359	1,685,627	38,310	1,433,274	
f) Election of Julie M. Howard	44,808,364	1,451,079	34,853	1,433,274	
g) Election of Ulice Payne, Jr.	43,105,862	3,153,870	34,564	1,433,274	
h) Election of Muriel Pénicaud	45,545,904	713,741	34,651	1,433,274	
i) Election of Jonas Prising	43,281,943	2,972,165	40,188	1,433,274	
j) Election of Paul Read	46,119,304	140,168	34,824	1,433,274	
k) Election of Elizabeth P. Sartain	44,233,763	2,025,803	34,730	1,433,274	
l) Election of Michael J. Van Handel	45,272,929	987,150	34,217	1,433,274	
2. Ratification of the appointment of Deloitte & Touche LLP as our independent auditors for 2023	47,317,113	379,089	31,368	0	
3. Advisory vote on the compensation of our named executive officers	38,310,350	7,845,110	138,836	1,433,274	
	<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
4. Advisory vote on the frequency of the advisory vote on the compensation of our named executive officers	44,235,734	5,742	2,037,345	15,475	1,433,274

Item 8.01 Other Events

On May 5, 2023 our Board of Directors declared a semi-annual dividend of \$1.47 per share. The dividend will be paid on June 15, 2023 to shareholders of record as of the close of business on June 1, 2023. The press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Exhibits**Exhibit No. Description**

99.1	Press Release dated May 5, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

MANPOWERGROUP INC.

Dated: May 5, 2023

By: /s/ Richard Buchband

Name: Richard Buchband

Title: Senior Vice President, General Counsel and Secretary



ManpowerGroup®

FOR IMMEDIATE RELEASE

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ManpowerGroup Increases Dividend 8.1 Percent

MILWAUKEE (May 5, 2023) – The Board of Directors of ManpowerGroup (NYSE: MAN) has declared a semi-annual dividend of \$1.47 per share, an 8.1 percent increase from the most recent semi-annual dividend of \$1.36 per share.

The dividend is payable on June 15, 2023 to shareholders of record as of the close of business on June 1, 2023.

Additional financial information about ManpowerGroup, including stock history and annual shareholder reports, can be found at <http://investor.manpowergroup.com>.

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ABOUT MANPOWERGROUP

ManpowerGroup® (NYSE: MAN), the leading global workforce solutions company, helps organizations transform in a fast-changing world of work by sourcing, assessing, developing, and managing the talent that enables them to win. We develop innovative solutions for hundreds of thousands of organizations every year, providing them with skilled talent while finding meaningful, sustainable employment for millions of people across a wide range of industries and skills. Our expert family of brands – Manpower, Experis, and Talent Solutions – creates substantially more value for candidates and clients across more than 70 countries and territories and has done so for 75 years. We are recognized consistently for our diversity – as a best place to work for Women, Inclusion, Equality, and Disability, and in 2023 ManpowerGroup was named one of the World's Most Ethical Companies for the 14th time – all confirming our position as the brand of choice for in-demand talent. For more information, visit www.manpowergroup.com.
