

KELLY SERVICES, INC.

COMPENSATION COMMITTEE CHARTER

As Amended on November 3, 2005

Purpose

Review and recommend to the Board of Directors (“the Board”) approval of the compensation of the Company’s executives. Executives for this purpose are defined to be individuals who are at or above the level of corporate senior vice president (or equivalent) (“senior officers”), or whose base pay is at or above \$200,000; the base pay threshold, and the affected employees can be reviewed and adjusted from time to time by the Committee at its discretion. The Committee also reviews executive succession plans and recommends, subject to Board approval, the election of the Company’s officers.

Organization and Authority

The Board shall appoint annually three or more of its members to serve as members of the Committee and shall designate the 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 rules and the regulations of the Securities and Exchange Commission and the Internal Revenue Service, respectively.

The Committee shall have the authority to perform the duties listed in this charter.

Procedural Matters

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties, 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.

The Committee will keep a record of its meetings and report on them to the Board. The Committee may meet by telephone or videoconference and may take action by written consent in lieu of meeting.

Duties

1. Determine that the Company's executive compensation program is designed and administered to effectively attract and retain the executives necessary to successfully lead and manage the organization and to fairly reward executives for performance.
2. Review and make recommendations to the Board regarding the executive compensation program including, but not limited to, executive base salaries, annual and long-term incentives, benefit plans, retirement plans, deferred compensation programs, stock award programs, executive perquisite programs and other matters which the Committee deems to be significant.
3. Annually establish corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation, evaluate CEO performance and determine and approve CEO compensation. The determination of the CEO's compensation shall be made in executive session and shall be based on the measures and responsibilities deemed by the Committee to be relevant including appropriate market comparisons.
4. Annually, with the Chief Executive Officer, review the performance of the President, Chief Operating Officer, Executive Vice Presidents, Senior Vice Presidents and other individuals the Compensation Committee deems appropriate. Make recommendations to the Board regarding the compensation of the Company's executives based on performance, relevant market comparisons and the recommendations of Management.
5. Annually determine corporate financial goals and target awards pursuant to the Company's incentive plans, and approve the payment of cash performance bonuses to the senior officers, individually, and to employees in the aggregate, consistent with the achievement of such goals.
6. Approve the grant of stock, stock options and other stock-based awards pursuant to the Company's incentive plans, and the terms thereof, including the vesting schedule, performance goals, exercisability and term, to the Company's senior officers and review such awards made under delegated authority to other employees.
7. Review and recommend to the Board incentive compensation plans, equity based plans and tax qualified retirement and investment plans and amendments thereto, with the exception of amendments which are delegated to specified officers of the Company or administrators under the terms of the plans.

8. Annually review and recommend to the Board for approval the slate of officers to be elected by the Board.
9. Review the Company's executive succession plans at least annually and make recommendations to the Board regarding plans for the development of successors to positions deemed to be critical to the organization.
10. Approve the report of the Committee for the proxy statement.
11. Make regular reports to the Board, keep the Board informed of matters that come before the Committee and advise the Board of any developments that the Committee believes should have Board consideration.
12. Review any other matters that may be delegated to the Committee by the Board.
13. The Compensation Committee has the authority to retain and terminate any compensation, legal, accounting and other qualified advisors as the members deem necessary to assist them in their evaluation of compensation; the Committee also has the authority to approve the consultant's scope of work and fees.