

MPS GROUP, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee sets policies concerning executive officer compensation, reviews performance in light of these policies, and approves executive officer compensation awards and levels. The Committee may assist in administering employee benefit plans and equity-based compensation plans. The Committee may assist the Board in making recommendations concerning the evaluation and determination of director compensation.

Composition and Authority

The Committee shall be comprised of at least two directors as determined and appointed by the Board, who shall serve at the pleasure of the Board and be subject to removal by the Board in accordance with the Company's bylaws. All members of the Committee shall meet the independence standards of the New York Stock Exchange ("NYSE"). The Committee shall be mindful of the independence-related criteria of Rule 16b-3 under the Securities Exchange Act and Section 162(m) of the Internal Revenue Code and any other similar tax or regulatory provision as may be placed into effect from time to time.

The Committee has the authority to access such internal or external sources as the Committee may determine to be advisable in fulfilling its duties, including legal counsel, consultants and advisors. The Committee has sole authority to retain and terminate any external counsel, consultant or advisor, including sole authority to approve the fees and other retention terms of any such external counsel, consultant or advisor.

The Committee may appoint one or more subcommittees and may delegate matters to any subcommittee or individual member to the extent not inconsistent with the listing standards of the NYSE, the provisions of this Charter or the Company's bylaws.

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. The Committee shall meet without management present at least twice annually, or more frequently as appropriate.

Responsibilities and Activities

1. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO and other executive officers, evaluate performance in light of those goals and objectives, and determine and approve compensation levels based on this evaluation.
2. The Committee shall make recommendations concerning compensation policies and practices, incentive compensation programs and equity-based plans. The Committee will

adhere to NYSE listing standards in determining the long-term incentive component of executive compensation.

3. The Committee will oversee or administer employee benefit and equity-based incentive plans as appropriate and as directed by the Board.
4. The Committee shall review and consider, and make recommendations to the Board concerning, director compensation and awards to directors of stock options, restricted stock and other equity-based grants.
5. The Committee shall review and approve the annual Compensation Committee Report for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
6. The Committee shall report its activities and findings to the Board on a regular basis.
7. The Committee shall periodically review the adequacy of this Charter and recommend any changes to the Board.
8. The Committee shall perform an annual self-evaluation of the performance of the Committee.

In addition, the Committee may perform any other activities in its discretion that are consistent with the Committee's purpose, or as determined necessary or appropriate by the Board.