

MPS GROUP, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Corporate Governance and Nominating Committee identifies and recommends qualified director nominees and committee members, develops corporate governance principals, and oversees the evaluation of the Board and executive management.

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 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 may meet without management present as appropriate.

Responsibilities and Activities

1. Review and develop criteria for the selection of qualified directors.
2. Recommend to the Board prior to the Company's annual solicitation of proxies in connection with its annual meeting of shareholders a slate of nominees for the Board to recommend to the shareholders.
3. Recommend to the Board nominees for appointment to fill any vacancy on the Board.
4. Consider and make recommendations to the Board concerning any nominees for director submitted by the shareholders in accordance with the nomination procedures in the bylaws and any policies or guidelines regarding shareholder nominees adopted by the Board or this Committee.
5. Evaluate and, if appropriate, recommend resignation or other termination of Board membership for individual directors, whether for cause, due to a change in the director's

employment or status, or development of a conflict of interest, or for other appropriate reasons.

6. Coordinate and assist with new director orientation and continuing education of the entire Board.
7. Develop and recommend to the Board a set of corporate governance principles, monitor their implementation, and recommend such changes to these principles as the Committee may deem appropriate from time to time.
8. Make recommendations to the Board regarding Board policies and practices as the Committee deems appropriate.
9. Oversee the evaluation of the performance of the Board (including its committees and individual directors) and assist the Board in conducting an annual self-evaluation.
10. Oversee the evaluation of the performance of the CEO and senior members of executive management.
11. Periodically review the adequacy of this Charter, and recommend any changes to the Board.
12. 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.

Guidelines on Director Nominations

The Board and Corporate Governance and Nominating Committee shall generally be guided by the following principles in selecting director nominees to recommend to the shareholders for election and for appointing candidates to fill vacancies. The Board and Committee may consult as appropriate with other parties at any stage of the nominations process, including management and significant shareholders.

Nominations Process

As provided in the Committee's Charter, the Committee is responsible for considering and making recommendations to the Board concerning the following matters:

- Nominees for the Board to recommend to the shareholders in connection with the Company's annual meeting of shareholders
- Nominees for appointments to fill any vacancy on the Board or its committees.
- Nominees for director submitted by the shareholders in accordance with the nomination procedures in the bylaws and any policies regarding shareholder nominees adopted by the Board or Committee.

The process for fulfilling these responsibilities shall generally be as follows.

- *Board Requirements.* The Committee shall from time to time consider and make recommendations to the Board regarding what experience, talents, skills and other characteristics the Board as a whole should possess in order to maintain the Board's effectiveness. Among other matters, the Board and Committee may consider whether there are an appropriate number of financially literate and/or independent directors to effectively staff the Company's standing Board committees and maintain a majority of independent directors on the Board.
- *Incumbent Directors.* The Board and Committee will evaluate each incumbent director's continued service on the Board, in light of the Board's collective requirements, and consider his or her record of participation and involvement, at the time such director's seat comes up for reelection. The Board and Committee shall generally consider the results of any evaluations of such director's performance in connection with this decision.
- *Identifying New Director Candidates.* When the need for a new director arises (whether because of a newly created Board seat or vacancy), the Committee may proceed by whatever means it deems appropriate to identify a qualified candidate or candidates. In this regard, the Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

- *Evaluating New Director Candidates.* The Committee shall review the qualifications of each candidate, in light of the current composition of the Board, and consider the relative qualifications of any other candidates. Final candidates shall generally be interviewed by one or more members of the Board. The Committee shall make a recommendation based on its review, the results of interviews with the candidate and all other available information.
- *Committee Recommendation and Board Decision.* The Committee will present its recommendations to the Board. The Board shall make the decision on whether to invite the candidate to join the Board.

Director Qualifications

Director candidates should at a minimum possess the following qualifications:

- High moral character and personal integrity;
- Demonstrated accomplishment in his or her field;
- Ability to devote sufficient time to carry out the duties of a director; and
- Meet any requirements specified in the Company's bylaws, the rules or regulations of the Securities and Exchange Commission and the listing standards of the NYSE.

In addition to these minimum qualifications for candidates, in evaluating candidates the Board and Committee may consider all information relevant in their business judgment to the decision of whether to nominate a particular candidate for a particular Board seat, taking into account the then-current composition of the Board, including without limitation:

- A candidate's professional and educational background, reputation, industry knowledge and business experience, and the relevance of that background, reputation, knowledge and experience to the Company and the Board;
- Whether the candidate will complement or contribute to the mix of talents, skills and other characteristics that in the judgment of the Board and Committee are needed to maintain the Board's effectiveness;
- The candidate's ability to fulfill the responsibilities of a director;
- The candidate's ability to fulfill the responsibilities of a member of one or more of the Company's standing Board committees, including the responsibilities outlined in the charters for such committees;
- Whether the candidate is independent;
- Whether the candidate is financially literate or a financial expert; and

- Whether the candidate is aligned with the special interests of a particular group or position which may not broadly represent the interests of shareholders or the Company.

Shareholder Nominations

General Nomination Right of All Shareholders

Nominations of individuals for election to the Board at any annual meeting or any special meeting of shareholders at which directors are to be elected may be made by any shareholder of the Company entitled to vote for the election of directors at that meeting by complying with the procedures in the Company's bylaws. Those procedures provide that any shareholder nomination for director for a forthcoming shareholder meeting must be delivered to the corporation no later than the deadline for submitting shareholder proposals pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

Consideration by the Board and Committee of Shareholder Nominations

The Committee may consider and make recommendations to the Board concerning nominees for director submitted by the shareholders. In order for the Committee to consider such nominees:

- The nominating shareholder should submit detailed biographical information about the nominee and nominating shareholder to the secretary of the Company within the time period prescribed by the Company's Bylaws.
- The nominating shareholder should expressly indicate that such shareholder desires that the Board and Committee consider such shareholder's nominee for inclusion with the Board's slate of nominees for the meeting.
- The nominating shareholder and shareholder's nominee should undertake to provide, or consent to the Company obtaining, all other information the Board and Committee request in connection with their evaluation of the nominee.

The shareholder's nominee must satisfy the minimum qualifications for director described above in the judgment of the Board and Committee. In addition, in evaluating shareholder nominees for inclusion with the Board's slate of nominees, the Board and Committee may consider all information relevant in their business judgment to the decision of whether to nominate a particular candidate for a particular Board seat, taking into account the then-current composition of the Board, including, without limitation, the director qualification factors described above, and:

- Whether there are or will be any vacancies on the Board;
- The size of the nominating shareholder's holdings in the Company and the length of time such shareholder has owned such holdings;

- Whether the nominee is independent of the nominating shareholder, or is aligned with any particular interest, and whether the nominee is able to represent the interests of the Company and its shareholders as a whole; and
- The interests and/or intentions of the nominating shareholder.

Communications from Security Holders and Interested Parties

The Company shall publish a method for Company security holders and other interested parties to communicate with the Board, any director or the non-management directors as a group. Any such communication received by the Company shall be conveyed to the Board as a group, unless the writer specifies that such is intended for a particular director or the non-management directors as a group. The Company's management may first review, sort and summarize such communications, and screen out solicitations for goods or services, as well as inappropriate or profane communications, or those communications unrelated to the Company or its business. All communications delivered to the Board or any director containing a return address shall receive a written acknowledgement confirming receipt. The Company may integrate this method with its procedures regarding accounting, internal control and auditing complaints.