

# **MPS GROUP, INC.**

## **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors of MPS Group, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines to foster the functioning of the Board and help it fulfill its responsibilities to the Shareholders and the Company.

### **1. Director Qualifications**

The Corporate Governance and Nominating Committee is responsible for reviewing and developing criteria for the selection of qualified directors and the evaluation of director nominees. The Board on the recommendation of the Corporate Governance and Nominating Committee may adopt and disclose Guidelines on Director Nominations (the “Nomination Guidelines”) to assist in this function and shall review and revise such as appropriate.

The Board shall consist of a majority of directors who are independent according to the criteria established by applicable statutes, rules or regulations, and New York Stock Exchange listing standards. The Board shall affirmatively determine that an independent director has no material relationship with or to the Company or its management (either directly or as a partner, shareholder or officer of an organization that has a material relationship with or to the Company or its management). The Board on the recommendation of the Corporate Governance and Nominating Committee has adopted and disclosed the following categorical standards to assist it in making determinations of independence:

- Whether a relationship is of a type and degree that would preclude a determination of independence under Section 3.03 A.02 of the New York Stock Exchange Listed Company Manual; and
- Whether a relationship is of a type or degree that would require disclosure pursuant to Item 404 of Regulation S-K adopted by the Securities and Exchange Commission.

The basis for any determination of director independence, whether by categorical standard or particular circumstance, shall be disclosed in the Company’s annual proxy statement or annual report on Form 10-K.

A director’s individual experience and position at the time of nomination or appointment to the Board are important factors bearing on the particular contribution, impact and devotion that may be expected from the director, such that each director or Board nominee should promptly inform the Chairman of any change or anticipated change in his or her principal occupation, or significant change in job responsibilities, and offer to tender his or her resignation from the Board or decline nomination. The Board in consultation with the Corporate Governance and Nominating Committee may accept such

resignation or allow the individual to continue as a director or Board nominee in the Board's business judgment after taking into consideration the Nomination Guidelines in light of the changed circumstances.

Directors and Board nominees should notify the Chairman reasonably in advance of accepting any nomination or appointment to another public company's board of directors, or any advisory board or committee of a public company, as well as any board or committee of any private company that reasonably may be regarded as competing with or having an interest adverse to the Company. No director may serve on the board of directors of more than two other public companies without first notifying the Chairman and securing the approval of the Corporate Governance and Nominating Committee.

The Board values the insights contributed by the wisdom and experience of long term and seasoned directors and has, therefore, determined in its business judgment that the Company would not be well served by the exclusionary effects of term limits and mandatory retirement age policies.

## **2. Director Responsibilities**

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its Shareholders. Directors should act in an informed manner, be critically inquiring, and exercise the highest standards of loyalty and ethics in discharging their important responsibilities. In discharging these duties, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors.

Directors are expected to be active and available, to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors are expected to attend the Annual Meeting of Shareholders.

Information and data that are important to the Board's understanding of the Company's business and to all matters expected to be considered and acted upon by the Board should generally be distributed in writing to the Board sufficiently in advance of each Board and committee meeting and each action to be taken by written consent to provide the directors a reasonable time to review and evaluate such information and data. In those circumstances when such is not feasible, reasonable efforts should be made to permit the directors to become reasonably informed as to the matter before voting on it.

The Chairman of the Board or committee chair will establish the agenda for each Board or committee meeting, respectively. Each Board or committee member, respectively, shall be entitled to suggest the inclusion of items on the agenda, request the presence of or a report by any members of the Company's senior management, or raise subjects that are not on the agenda for that meeting.

The agendas for Board meetings shall provide opportunities for the operating heads of the major businesses of the Company to make presentations to the Board during the course of the year. At least one Board meeting each year senior management shall present the long-term strategic plan for the Company and the principal issues that the Company expects to face in the future.

The non-management directors will meet in executive session at least three times each year and at such other times as they deem appropriate, and at least once a year the Board shall schedule an executive session including only directors that are independent under the criteria established by the New York Stock Exchange. The director who presides at these meetings will be disclosed in the annual proxy statement.

### **3. Board Committees**

The Board will have at all times an Audit Committee, a Compensation Committee, and a Corporate Governance and Nominating Committee. All of the members of these committees will be independent directors under the criteria established by the New York Stock Exchange and other applicable rules or standards. Committee members will be appointed by the Board in accordance with the Company's bylaws.

Each committee shall have a written charter of responsibilities, duties and authorities, which shall periodically be reviewed. Each committee shall report periodically to the full Board with respect to its activities, findings and recommendations.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

### **4. Director Access to Officers, Employees and Advisors**

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the chief executive officer or the secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, unless the context dictates otherwise, copy the chief executive officer on any written communications between a director and an officer or employee of the Company.

The Board and each committee shall have the autonomy to retain such outside professionals to act as advisors as may be deemed necessary or appropriate in the discharge of its duties. The Company shall provide appropriate funding for such advisors.

### **5. Director Compensation**

Compensation of each independent director shall be determined from time to time by the Board in its discretion, in consultation with the Corporate Governance and Nominating

Committee, and may consist of any one or more of (a) an annual cash fee for serving on the Board, (b) a cash payment for each Board or committee meeting attended, (c) an annual cash fee for each committee on which the director serves, or (d) an annual grant of equity-based awards. The annual fee may be paid in quarterly installments and may be partly or wholly in equity-based awards.

## **6. Management Succession**

The Board, with assistance from or acting through the Corporate Governance and Nominating Committee and the Compensation Committee, has the responsibility to select, evaluate the performance of, and make decisions about the retention of the executive officers, to oversee the selection and evaluation of the performance of other senior managers, to plan for management succession, and to monitor on a regular basis the effectiveness and execution of management strategies and decisions in optimizing the Company's long-term financial results in a manner consistent with applicable legal requirements and ethical considerations.

## **7. Director Orientation and Continuing Education**

To the extent requested, the Company shall make available an orientation program for all newly elected directors, so that they may be fully informed as to their responsibilities and the means at their disposal for the effective discharge of such responsibilities. This orientation will include presentations by senior management to familiarize the new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Codes of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. All other directors are also invited to attend the orientation program. Other programs will be scheduled from time to time as deemed appropriate.

## **8. Annual Performance Evaluation**

The Board of Directors, with the participation of the Corporate Governance and Nominating Committee, will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. Each committee will perform an annual self-evaluation.