

**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): November 11, 2022

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 5.02. Election of Directors

On November 11, 2022, ManpowerGroup Inc. (the “Company”) elected Muriel Pénicaud to its Board of Directors, effective December 12, 2022. Ms. Pénicaud is the former French Ambassador to the OECD and the Minister of Labor in France under President Emmanuel Macron. Ms. Pénicaud has not yet been appointed to any committees of the Company’s Board of Directors however the Company anticipates she will be appointed to one or more committees in the future.

As a non-employee director of the Company, Ms. Pénicaud will participate in the same compensation arrangement as the other non-employee directors of the Company, which will consist of a cash retainer equal to \$115,000 per year and reimbursement for travel expenses incurred in connection with attending Board of Directors and Committee meetings. In addition, Ms. Pénicaud will receive a prorated annual grant of deferred stock upon appointment to the Board of Directors.

The Company will also enter into an indemnification agreement with Ms. Pénicaud which will be in substantially the same form as the indemnification agreements entered into by the Company with each of the Company’s other outside directors. The description of the indemnification agreement is contained in the Company’s Current Report on Form 8-K dated October 31, 2006 and is incorporated by reference herein.

The press release issued by the Company announcing the election of Ms. Pénicaud is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 8.01 Other Events

On November 11, 2022 our Board of Directors declared a semi-annual dividend of \$1.36 per share. The dividend will be paid on December 15, 2022 to shareholders of record as of the close of business on December 1, 2022. The press release is attached hereto as Exhibit 99.2 and is incorporated by reference herein.

Item 9.01. Exhibits

Exhibit No.	Description
99.1	Press Release dated November 15, 2022
99.2	Press Release dated November 11, 2022
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: November 15, 2022

By: /s/ Richard Buchband

Name: Richard Buchband

Title: Senior Vice President, General Counsel and Secretary



ManpowerGroup®

CONTACT:

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ManpowerGroup Elects Muriel Pénicaud to Board of Directors

MILWAUKEE NOVEMBER 15, 2022 /PRNewswire/ - ManpowerGroup (NYSE: MAN) announced today that Muriel Pénicaud, formerly French Ambassador to the OECD and the Minister of Labor in France under President Emmanuel Macron, has been elected to the company's Board of Directors, effective December 12, 2022. Prior to her public service Pénicaud was CEO of Business France and Senior Executive Vice President of Danone Group, in charge of Human Resources and part of the Executive Committee.



"We are delighted to welcome Muriel to the ManpowerGroup Board – she brings extensive knowledge of global labor markets and also has deep experience from leadership positions within the global consumer goods industry" said Jonas Prising, ManpowerGroup Chairman & CEO. "Muriel shares ManpowerGroup's commitment to sustainability and creation of talent at scale, and is passionate about developing inclusive workforces, accelerating climate action and providing meaningful work for all. Her international perspective and career in both the public and private sectors will be a great asset to our Board as we execute on our global strategy to deliver value to our stakeholders."

Pénicaud held the position of French Ambassador to the OECD from 2020 – 2022, responsible for leading the adoption of the program to fight climate change (IPAC), integrating youth and climate issues in the ministerial priorities of OECD member countries, and acting as Member of the Clean Energy Labor Council of the International Energy Agency. Pénicaud was Minister of Labor in France from 2017 to 2020, a period in which she led the reform of the labor code and the 'Professional Future Act' on behalf of the French government, with an enhanced focus on accelerating gender equality and developing investment plans and programs for apprenticeships, upskilling and reskilling, and inclusion.

Previously, from 2014 to 2017, Pénicaud was French Ambassador for International Investment and was also CEO of Business France, the national agency supporting the international development of the French economy. Prior to her government service, she held international positions within the private sector. From 2008 to 2014, she was the Senior Executive Vice-President, Human Resources at Danone Group and a member of its Executive Committee.

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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 75 countries and territories and has done so for over 70 years. We are recognized consistently for our diversity - as a best place to work for Women, Inclusion, Equality and Disability and in 2022 ManpowerGroup was named one of the World's Most Ethical Companies for the 13th year - all confirming our position as the brand of choice for in-demand talent.



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FOR IMMEDIATE RELEASE

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ManpowerGroup Declares \$1.36 Dividend

MILWAUKEE (November 11, 2022)—The Board of Directors of ManpowerGroup (NYSE: MAN) has declared a semi-annual dividend of \$1.36 per share, payable on December 15, 2022 to shareholders of record as of the close of business on December 1, 2022.

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

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