



ManpowerGroup™

Executive Officer Stock Ownership Guidelines

It is important that the senior leadership of ManpowerGroup own ManpowerGroup stock. To achieve this objective, stock ownership guidelines were originally adopted for our executive officers in 2006 and reset in 2014. These guidelines create a framework for achieving the initial objectives over a reasonable period of time. The guidelines underscore the spirit and intent of the stock ownership objective without having a set of rigid rules.

The stock ownership guidelines are:

- 6x base salary for CEO
- 4x base salary for CFO
- 4x base salary for COO
- 3x base salary for other executive officers
- 5 years to reach targeted ownership levels, based on program entry date.
- Ownership amount set as of May 1, 2014, based on a 1-year average share price as of April 1, 2014, of \$70.20. For any new executive officer, the ownership levels will be based on the salary and stock price on the date of hire.
- Ownership to include: actual shares owned, unvested restricted stock or restricted stock units and unvested performance share units at the threshold level. The Executive Compensation and Human Resources Committee does not consider any stock options or performance share units above the threshold level held by executives.
- Any senior executive that has not met the guidelines is required to hold 50% of any of the shares received from either exercise or vesting until the guidelines have been met.