



2021 Annual Meeting of Stockholders

Wednesday, May 19, 2021 – 11:00 am ET



Rules of Conduct and Guidelines

Class B Stockholders who have already voted by proxy or ballot are not required to vote again during the Meeting.

To ensure that the Annual Meeting is conducted as expeditiously as possible, please follow these rules. Class B Stockholders of record wishing to attend, vote, or ask questions during the Annual Meeting will have an opportunity to do so by following these rules of conduct. If you would like to attend the virtual meeting, please go to kellyservices.com or www.meetingcenter.io/250277791 prior to the meeting time and follow the instructions.

- Class B Stockholders of record as of March 29, 2021 will be able to listen, submit questions, and vote during the meeting using the control number included in your Notice of Internet Availability of Proxy Materials.
- Beneficial owners must register in advance to vote or submit questions during the Annual Meeting. To listen only, please go to kellyservices.com or www.meetingcenter.io/250277791 and click on “I am a guest.”
- You are encouraged to vote in advance of the meeting, even if you plan to attend. You may revoke a prior vote and vote during the meeting by following the instructions on the website.
- Questions or comments from Class B Stockholders relating to the proposals will be addressed during the Business Meeting as set forth in the agenda. Please submit your questions and comments in the field provided on the website.
- General questions or comments will be addressed during the General Meeting as set forth in the agenda. Please submit your questions and comments in the field provided on the website.
- When asking a question, please identify yourself by stating your name and whether you are a Class A or Class B Stockholder.
- During the Question and Answer session, questions received will be read aloud and answered as time permits. Questions from multiple stockholders on the same topic may be grouped and answered together.
- Stockholder proposals for consideration at the meeting are subject, among other things, to the Company’s Bylaws, which require advance notice to the Company of the proposal.
- While questions and comments are welcome, the purposes of the meeting will be observed. The Chairman of the Meeting reserves the right to limit discussion on any item and to limit the number of questions or comments a stockholder may pose.

Welcome

General Meeting – Part 1

- Organization of the Meeting
- Introduction of Directors, Secretary of the Meeting, Proxy Holders, and Inspector of Election

Business Meeting:

- Call to Order
- Nomination of Directors
- Proposal to approve, by advisory vote, executive compensation
- Proposal to approve PricewaterhouseCoopers LLP as independent registered public accounting firm
- Results of Stockholder Vote
- Questions from Class B Stockholders on Proposals
- Adjournment of Business Meeting

General Meeting – Part 2

- Remarks
- General Questions from Class A and Class B Stockholders

Director Nominees



Don Parfet
Chairman



Peter Quigley
Chief Executive Officer



Carol Adderley
Director



Gerald Adolph
Director



George Corona
Director



Bob Cubbin
Director



Jane Dutton
Director



Terry Larkin
Director



Leslie Murphy
Director

Management believes that the non-GAAP (Generally Accepted Accounting Principles) information excluding the 2020 goodwill impairment charge, the 2020 and 2019 gains and losses on the investment in Persol Holdings, the 2020 and 2019 gains on sale of assets, the 2020 customer dispute, the 2020 and 2019 restructuring charges and the 2019 asset impairment charge are useful to understand the Company's fiscal 2020 financial performance and increases comparability. Specifically, Management believes that removing the impact of these items allows for a meaningful comparison of current period operating performance with the operating results of prior periods. Management also believes that such measures are used by those analyzing performance of companies in the staffing industry to compare current performance to prior periods and to assess future performance. These non-GAAP measures may have limitations as analytical tools because they exclude items which can have a material impact on cash flow and earnings per share. As a result, Management considers these measures, along with reported results, when it reviews and evaluates the Company's financial performance. Management believes that these measures provide greater transparency to investors and provide insight into how Management is evaluating the Company's financial performance. Non-GAAP measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP.

This release contains statements that are forward looking in nature and, accordingly, are subject to risks and uncertainties. These factors include, but are not limited to, changing market and economic conditions, the recent novel coronavirus (COVID-19) outbreak, competitive market pressures including pricing and technology introductions and disruptions, disruption in the labor market and weakened demand for human capital resulting from technological advances, competition law risks, the impact of changes in laws and regulations (including federal, state and international tax laws), unexpected changes in claim trends on workers' compensation, unemployment, disability and medical benefit plans, or the risk of additional tax liabilities in excess of our estimates, our ability to achieve our business strategy, our ability to successfully develop new service offerings, material changes in demand from or loss of large corporate customers as well as changes in their buying practices, risks particular to doing business with government or government contractors, the risk of damage to our brand, our exposure to risks associated with services outside traditional staffing, including business process outsourcing, services of licensed professionals and services connecting talent to independent work, our increasing dependency on third parties for the execution of critical functions, our ability to effectively implement and manage our information technology strategy, the risks associated with past and future acquisitions, including risk of related impairment of goodwill and intangible assets, exposure to risks associated with investments in equity affiliates including PersolKelly Pte. Ltd., risks associated with conducting business in foreign countries, including foreign currency fluctuations, the exposure to potential market and currency exchange risks relating to our investment in Persol Holdings, risks associated with violations of anti-corruption, trade protection and other laws and regulations, availability of qualified full-time employees, availability of temporary workers with appropriate skills required by customers, liabilities for employment-related claims and losses, including class action lawsuits and collective actions, our ability to sustain critical business applications through our key data centers, risks arising from failure to preserve the privacy of information entrusted to us or to meet our obligations under global privacy laws, the risk of cyberattacks or other breaches of network or information technology security, our ability to realize value from our tax credit and net operating loss carryforwards, our ability to maintain specified financial covenants in our bank facilities to continue to access credit markets, and other risks, uncertainties and factors discussed in this release and in the Company's filings with the Securities and Exchange Commission. Actual results may differ materially from any forward-looking statements contained herein, and we undertake no duty to update any forward-looking statement to conform the statement to actual results or changes in the company's expectations.

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