



**Kforce Inc.**  
**Nomination Committee Charter**

Effective: October 27, 2016.

The Board of Directors (the "Board") of Kforce Inc. (the "Firm") has appointed a Nomination Committee (the "Committee"), composed of members of the Board of Directors, which shall have the authority described below.

**I. PURPOSE AND SCOPE**

The purpose of the Committee is to provide assistance to the Board of the Firm in the selection of candidates for election to the Board, including identifying, as necessary, new candidates who are qualified to serve as directors of the Firm and recommending to the Board, the candidates for election to the Board.

**II. COMPOSITION**

The membership of the Committee shall consist of three or more directors who are "independent," as defined by the applicable NASDAQ rules. Members of the Committee shall be designated annually by the Board and shall serve until the earlier of: (i) the election of their respective successors; (ii) the end of their services as a director of the Firm (whether through removal, resignation, expiration of term or death); or (iii) their resignation from the Committee. The Board shall designate one member of the Committee as chairman (the "Chairman").

**III. AUTHORITY**

The Committee may delegate to the Chairman such power and authority as the Committee deems to be appropriate, except such powers and authority required by law to be exercised by the whole Committee or by a subcommittee, which the Committee has the authority to form and delegate to, consisting of one or more Committee members, when appropriate. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Firm shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm or internal or external legal, accounting, or other advisors retained by the Committee.

**IV. MEETINGS**

The Committee shall meet as often as the Committee or the Chairman determines, but not less frequently than quarterly. The Committee may conduct its business and affairs at any time or location it deems appropriate. Attendance and participation in a meeting may take place by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. A majority of the Committee shall constitute a quorum. Each Committee member shall have one vote and the action of a majority of the members of the Committee present at any meeting at which a quorum is present, or the unanimous adoption in writing without the holding of a meeting, shall be the acts of the Committee.

**V. RESPONSIBILITIES OF THE COMMITTEE**

The following activities are set forth as a guide with the understanding that the Committee may diverge from this guide in accordance with the applicable law.

**A. Directorship Management.**

1. The Committee shall, from time to time, establish guidelines for selecting candidates for election to the Board, and periodically review and amend such guidelines as the Committee deems necessary or appropriate. (Current guidelines are attached as Appendix A).

2. The Committee shall identify, as necessary, and evaluate potential candidates for nomination as directors, in such manner as the Committee deems appropriate.

3. On an annual basis, the Committee shall recommend to the Board: (a) the number of directors to be elected and (b) a slate of nominees for election as directors at the Firm's annual meeting of shareholders. The Committee shall also review with management and recommend to the Board the portions of the Firm's proxy statement related to the Committee's deliberations regarding nominations.

4. The Committee shall recommend to the Board persons to be appointed as directors in the interval between annual meetings of the Firm's shareholders.

5. The Committee shall review the qualifications of the members of the Board (including their independence) on a periodic basis and make any recommendations the Committee members may deem appropriate from time to time concerning any recommended changes in the composition of the Board.

6. The Committee shall establish procedures for, and oversee, the Firm's director orientation and continuing education programs.

**B. Annual Evaluation.**

The Committee shall review and reassess the adequacy of this Charter (including Appendix A) annually and recommend to the Board any proposed changes to this Charter.

**C. General.**

1. The Committee shall report its activities to the Board on a periodic basis, as appropriate, but in no event less than quarterly.

2. The Committee shall maintain minutes of its meetings and records relating to those meetings and the Committee's activities.

3. Unless the Committee member has knowledge that would make reliance unwarranted, the Committee members may rely on information, opinions, reports, or statements (including financial statements), any of which may be written or oral, formal or informal, including, without limitation, background checks and other investigative reports, if prepared by: (a) one or more officers or employees of the Firm; (b) legal counsel, independent auditors, or other persons as to matters which the Committee member believes to be within the professional or expert competence of such person; or (c) another committee of the Board of which the Committee member is not a member.

4. The Committee shall perform any other activities consistent with this Charter, the Firm's articles of incorporation and/or by-laws, and governing law as the Committee or the Board deems necessary or appropriate.

5. The Committee shall make this Charter available on the Firm's website.

**APPENDIX A**  
**GUIDELINES FOR SELECTING BOARD OF**  
**DIRECTOR CANDIDATES OF KFORCE INC.**

In considering possible candidates for election as a director, the Nomination Committee and the other directors should recognize that the contribution of the Board of Directors will depend not only on the character and capacities of the directors taken individually but also on their collective strengths, and should be guided in general by the following guidelines:

**The Board of Directors should be composed of:**

1. Directors who will bring to the Board a variety of experience and backgrounds.
2. Directors who will form a central core of business executives with substantial senior management experience, financial expertise and/or such other skills that would enhance the Board's effectiveness.
3. Directors who will represent the balanced, best interests of the Firm's shareholders as a whole and the interests of the Firm's stakeholders, as appropriate, rather than special interest groups or constituencies.
4. A majority of directors who are independent.

**Each director should possess:**

1. **INTEGRITY AND ACCOUNTABILITY** - Character is the primary consideration in evaluating any Board member. Directors should demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on and remain accountable for their boardroom decisions.
2. **INFORMED JUDGMENT** - Board members should have the ability to provide wise, thoughtful counsel on a broad range of issues. Directors should possess high intelligence and wisdom and apply it in decision making.
3. **FINANCIAL LITERACY** - One of the important roles of the Board is to monitor the Firm's financial performance. Board members should be financially literate. Directors should know how to read a balance sheet, income statement and cash flow statement, and understand the use of financial ratios and other indices for evaluating Firm performance.
4. **MATURE CONFIDENCE** - The Board functions best when directors value Board and team performance over individual performance. Openness to other opinions and the willingness to listen should rank as highly as the ability to communicate persuasively. Board members should approach others assertively, responsibly and supportively and raise tough questions in a manner that encourages open discussion.
5. **HIGH PERFORMANCE STANDARDS** - In today's highly competitive world, only companies capable of performing at the highest levels are likely to prosper. Board members should have a history of achievements that reflect high standards for themselves and others.
6. **PASSION** - Directors should be passionate about the performance of the Firm, both in absolute terms and relative to its peers. That passion should manifest itself in engaged discussions concerning the future of the Firm and an esprit de corps among the Board members that both challenges and inspires the Firm's employees.
7. **CREATIVITY** - Success in our business will ultimately go to the participants who adapt quickly to changing environments and implement creative solutions to the significant

challenges faced by industry participants. Board members should possess the creative talents needed to augment those of management.

8. Additionally, each director should have sufficient time available to devote to the affairs of the Firm in order to carry out the responsibilities of a director and be free from any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.