

CHARTER FOR THE COMPENSATION COMMITTEE OF KFORCE INC.

Revised October 20, 2008

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

I. COMPOSITION

The membership of the Committee shall consist of three or more independent directors, as defined by applicable rules, is a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, and is an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. Members of the Committee shall be designated annually by the Board of Directors and shall serve until the earlier of (1) the election of their respective successors; (2) the end of their service as director of the Firm (whether through resignation, removal, expiration of term or death); or (3) their resignation from the Committee. The Board of Directors shall take into account such matters as it deems appropriate relating to the backgrounds, experience, aptitudes and interest of members of the Board of Directors, as well as the needs of the Committee, in determining from time to time which directors should serve as members of the Committee. The Board of Directors shall designate one member of the Committee as its chairperson. Except as restricted by law, the Firm's Articles of Incorporation, or the Firm's Bylaws, the Board of Directors may remove a member of the Committee provided that the Board of Directors must, at all times, ensure that the Committee will have sufficient members to satisfy the requirements set forth above

II. MEETINGS

The Committee shall meet from time to time, in its discretion, but not less frequently than annually. 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. The Committee may ask members of management or others (including, without limitation, any Advisors) to attend any meeting and provide pertinent information as necessary. The Committee shall prepare and deliver to the Board of Directors reports of its meetings, actions and recommendations.

III. AUTHORITY

The Committee shall be responsible for developing the compensation principles to guide the design of the Firm's executive compensation program. The Committee shall also be responsible for recommending to the Board of Directors the compensation levels of the Chief Executive Officer and for approving the compensation levels of certain other senior executives, including the other "Named Executive Officers" listed in the Summary Compensation Table, as required by the proxy rules.

The Committee, on an annual or other appropriate basis, shall benchmark the ongoing competitiveness of the Firm's executive compensation program in order to evaluate whether it is achieving the desired goals and objectives. In undertaking this review, the Committee may consider the advice of any Advisor in determining whether the amounts and types of compensation the Firm pays its executive officers are appropriate.

The Committee shall make reasonable efforts to maintain independence and objectivity. The Committee may meet in executive session (excluding the Chief Executive Officer (the "CEO")) from time to time. The Committee shall endeavor to establish and maintain an executive compensation program that is consistent with shareholder interests while being responsive to executive needs. In particular, the Committee shall seek to establish plans to attract, motivate and retain highly qualified executives who are able to maximize shareholder value.

Except as restricted by law, the Firm's Articles of Incorporation, or the Firm's Bylaws, and except for such actions as the Board of Directors may specifically reserve for consideration or approval by the entire Board of Directors, the Committee shall have and may exercise all authority that is vested in the Board of Directors with respect to the following matters and such other compensation related matters that may reasonably be considered or approved by the Committee:

- A. Review the overall compensation and fringe benefits policies and practices of the Firm.
- B. Review and recommend to the Board of Directors the adoption of, or amendments to, stock option, stock-based incentive, or stock purchase plans or other similar compensation or incentive plans of the Firm.
- C. Approve any grants, options and awards under any long term incentive program of the Firm.

- D. Determine, in a closed session without the presence of the CEO, on an annual basis, the CEO's annual compensation, including salary, bonuses, equity compensation and fringe benefits.
- E. Review, on an annual basis, the compensation for all other Named Executive Officers of the Firm, including, salary, bonuses, equity compensation and fringe benefits.
- F. Review any salary changes for all Named Executive Officers of the Firm.
- G. Approve all employment agreements with executive officers.
- H. Prepare, in conjunction with the Firm's officers, an annual report on the Firm's executive compensation policies and practices as may be required under proxy rules adopted by the Securities and Exchange Commission for publication in the Firm's proxy statement or other reports to shareholders.
- I. Prepare, in conjunction with the Firm's officers, any other reports required by any government agency or any market upon which the Firm's securities are traded.
- J. Any other duties or responsibilities expressly delegated to the Committee by the Board of Directors from time to time relating to the Firm's compensation programs, whether by resolution or by the terms of a plan approved by the Board of Directors.

Notwithstanding the above, any action taken by the Committee may be overruled by the action of the entire Board of Directors.

IV. RETENTION OF EXPERTS

The Committee shall have the authority to retain legal counsel, accountants consultants, financial experts and advisors (collectively, the "Advisors"). The Committee shall have sole authority to select, retain and terminate any Advisor, including without limitation a compensation consultant to assist in the evaluation of director and executive officer compensation and shall have sole authority to approve the consultant's fees and other retention terms for any such Advisor. The Firm will bear the fees and expenses of such Advisors. Unless the Committee member has knowledge that makes reliance unwarranted, Committee members, in discharging their duties to the Firm, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (1) one or more officers or employees of the Firm whom the Committee member believes in good faith to be reliable and competent in the

matters presented; (2) any Advisors as to which the Committee member believes in good faith to be within the professional or expert competence of such Advisor; or (3) another committee of the Board of Directors if the Committee member believes in good faith that such committee merits confidence

V. ACTIONS OF THE COMMITTEE

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 acts unanimously adopted in writing without the holding of a meeting, shall be the acts of the Committee.

VI. ANNUAL EVALUATION

The Committee shall review and assess the adequacy of this Charter at least annually. The Committee shall recommend to the Board of Directors any proposed changes to the Committee and this Charter.

VII. RULES AND REGULATIONS

The Committee may establish and adopt for itself such rules and regulations as it deems appropriate.