



**Kforce Inc.
Compensation Committee Charter**

Effective: October 30, 2015, revised October 28, 2016.

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. Each shall be: (1) "independent," as defined by the applicable NASDAQ rules; (2) a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934 (the "Act"); and (3) 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. Generally, no member of the Compensation Committee may serve on more than three compensation committees of publicly traded companies (including the Compensation Committee of the Firm) at the same time, unless the Board determines that such simultaneous service would not impair the ability of the member to serve effectively on the Compensation Committee. For this purpose, service on the compensation committees of a parent and its substantially owned subsidiaries counts as service on a single compensation 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, in its sole discretion, retain or obtain the advice of an individual compensation consultant, legal counsel or other advisor (collectively, the "Advisors"), and may ask members of management or 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, 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 those officers covered in Rule 16a-1(f) under the Act (collectively, the "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. As part of this review, determine if the Firm's overall compensation and fringe benefits policies and practices are reasonably likely to have a material adverse effect on 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. Determine, on an annual basis, the annual compensation for all other Executive Officers of the Firm, including, salary, bonuses, equity compensation and fringe benefits.
- F. Approve any salary changes for all Executive Officers of the Firm.
- G. Approve all employment agreements with Executive Officers.
- H. Discuss with management the Firm's Compensation Discussion and Analysis ("CD&A") for the proxy statement; based on the review and discussion, recommend to the Board of Directors that the CD&A be included in the Firm's proxy statement or other reports to shareholders.
- I. 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.

- J. Oversee the Firm's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans and, in conjunction with the Board of Directors, appropriate Board of Directors Committees and management, the engagement with proxy advisory firms and other shareholder groups on executive compensation matters.
- K. 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 ADVISORS

The Committee may, in its sole discretion, retain or obtain the advice of an Advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Firm shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Advisor retained by the Committee. The Committee may select, or receive advice from, an Advisor to the Committee, other than in-house legal counsel, only after taking into consideration the following factors: (1) the provision of other services to the Firm by the person that employs the Advisor; (2) the amount of fees received from the Firm by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor; (3) the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest; (4) any business or personal relationship of the Advisor with a member of the Committee; (5) any stock of the Firm owned by the Advisor; and (6) any business or personal relationship of the Advisor or the person employing the Advisor with an Executive Officer of the Firm.

In discharging their duties to the Firm, each member of the Committee shall be entitled to 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 the unanimous adoption 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 this Charter.

VII. RULES AND REGULATIONS

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

VIII. PUBLICATION

This Charter shall be placed on the Firm's website and shall be accessible to the public.