AMENDED AND RESTATED CORPORATE

GOVERNANCE GUIDELINES OF

KFORCE INC.

Effective: October 27, 2017

BOARD MISSION & OBJECTIVES

Mission

The Firm's primary objective is to maximize shareholder value while adhering to the laws of the jurisdictions where it operates and at all times observing high ethical standards.

Corporate Authority & Responsibility

All corporate authority resides in the Board of Directors (the "Board") as the representative of the shareholders. Authority is delegated to management by the Board in order to implement the Firm's mission. The Board retains responsibility to recommend candidates to the shareholders for election to the Board. The Board's primary functions are to: oversee management performance on behalf of our shareholders; advocate on behalf of the long-term interests of our shareholders; monitor adherence to the Firm's established procedures, standards and policies; be actively involved in the oversight of risk that could affect the Firm; promote the exercise of sound corporate governance; and carry out other duties and responsibilities as may be required by state and federal laws. Additionally, the Board and its Committees provide advice and counsel to senior management.

Risk

While management is responsible for day-to-day management of the various risks facing the Firm, the Board reserves oversight of the Firm's major risks, including strategic, operational and reputational risks, facing the Firm. The Board implements its risk oversight function in several ways. At each regular Board meeting business risks are reviewed by the full Board of Directors, in conjunction with management, through the receipt of management reports and dialogue with executive leadership on different areas of the business regarding the opportunities and risks in those areas. In addition, the Board has delegated oversight of the Firm's risk assessment and risk management program to the Audit Committee. The Audit Committee also oversees risk relating to the Firm's financial statements, financial systems, the financial reporting process, compliance and auditing. The Audit Committee provides the Board with periodic, at least quarterly, reports on Firm risk and also conducts an annual assessment of the Firm's risk management program. The Board has delegated oversight of compensation risk to the Compensation Committee and the Compensation Committee shall be responsible for the oversight of the preparation of required disclosures regarding this subject. The Board has delegated oversight of risk related to succession of members of the Board to the Nominating Committee. The Board, from time to time in its discretion, may delegate oversight of other risks to any of its standing committees or to any special committee.

DIRECTORS

Personal Characteristics & Core Competencies of Directors

Individual directors should possess all of the following personal characteristics:

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.

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.

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.

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.

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.

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.

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.

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.

Core Competencies of the Board as a Whole

To adequately fulfill the Board's complex roles and to consider a variety of relevant facts and opinions when making decisions, a host of core competencies, as well as a diverse mix of backgrounds, experiences, skills, accomplishments, financial expertise, professional interests, personal qualities and other traits, are preferred to be represented on the Board. The Board as a whole should possess the following core competencies, with each member contributing knowledge, experience and skills in one or more domains:

ACCOUNTING AND FINANCE - Among the most important missions of the Board is to seek to ensure that shareholder value is both enhanced through corporate performance and protected through adequate internal financial controls. The Board should have one or more directors with expertise in financial accounting and corporate finance, especially with respect to trends in debt and equity markets.

BUSINESS JUDGMENT - Shareholders rely on directors to make sensible choices on their behalf. The majority of directors should have a record of making good business decisions in the corporate sector.

MANAGEMENT - To monitor corporate management, the Board needs to understand management trends in general and industry trends in particular. The Board should have one or more directors who understand and stay current on general management "best practices" and their application in complex, rapidly evolving business environments.

CRISIS RESPONSE - Organizations inevitably experience both short and long-term crises. The ability to deal with crises can minimize ramifications and limit negative impact on firm performance. The Board should have one or more directors who have the ability and time to perform during periods of both short and long-term crises.

INDUSTRY KNOWLEDGE - Companies continually face new opportunities and threats that are unique to their industries. The Board should have one or more members with appropriate and relevant knowledge specific to the Firm’s industry. In addition, having one or more members with knowledge of the Firm's customers would also be helpful.

LEADERSHIP - The Firm's performance will be largely driven by the directors' and CEO's ability to attract, motivate, and energize a high-performance leadership team. The Board should have one or more directors who understand and possess empowerment skills and have a history of motivating high-performing talent.

STRATEGY & VISION - A key Board role is to approve and monitor Firm strategy to ensure the Firm's continued high performance. The Board should have one or more directors with the skills and capacity to provide strategic insight and direction by encouraging innovation, conceptualizing key trends, evaluating strategic decisions, and continuously challenging the organization to sharpen its vision.

Changes in Professional Responsibility

The Board should consider whether a material change in an individual's professional responsibilities, including the appointment of any director to any outside directorship of any company (public or private), directly or indirectly impacts that person's ability to fulfill directorship obligations. To facilitate the Board's consideration, the Board requires that a director submit, no later than the next regularly scheduled Board meeting, a written notification regarding any retirement, resignation, or other significant change in their professional roles and responsibilities that may directly or indirectly impact his or her ability to contribute to the Firm or to fulfill the duties and obligations of a director. The Board, after due deliberation, may take such action as it deems appropriate in such a case.

Independent Directors

A majority of the Board should be independent, as defined from time to time by the marketplace rules of The NASDAQ Stock Market and the laws and regulations of the Securities and Exchange Commission.

Outside Directorships

The CEO and other Firm employees who serve on the Board must obtain advance approval of the Board prior to accepting any outside directorship of any company (public or private). Unless approved by the Board or the Corporate Governance Committee, non-employee directors should limit their service to a total of four directorships of publicly held companies, and directors who are employed as the CEO of a public company should limit their service to a total of two directorships of public companies, not including the public company for which they serve as CEO.

Directors are expected to attend all Board and Committee meetings in person or by phone. Directors shall be prepared by reviewing in advance all materials and be present at the meeting in person or by phone until its adjournment.

Lead Independent Director

The Board also believes that, in the absence of an independent Chairman, the designation of a lead independent director ("Lead Director") facilitates the Board's processes and controls and further strengthens the cohesiveness and effectiveness of the Board as a whole.

The Board does not intend for the Lead Director to infringe upon or interfere with the authority or responsibilities of the Chairman, the chairs of the Board Committees, or individual directors; nor is the Lead Director expected to become involved in the day-to-day management of the Firm. The Lead Director shall, however:

- have the authority to prepare the agenda for, call and preside over executive sessions of the independent directors;
- serve as a sounding board for the Chairman and, on certain matters, act as a liaison between the independent directors and the Chairman; provided, however, that the Board does not intend by this provision to limit or interfere with any Committee chair or director's access to or relationship with the Chairman;
- in the event of the absence or the incapacity of the Chairman, preside over Board meetings and act as the spokesperson for the Board, and if requested by the Board, be available for consultation and direct communication with major stockholders;
- have the ability to suggest to the Chairman that particular items be placed on the final agenda of each Board meeting;
- informally consult with other directors from time to time;
- in appropriate circumstances, provide counsel to the Chairman with respect to the retention of consultants, legal counsel or other independent advisors that may assist the Board in the performance of its duties from time to time;
- perform such other functions as directed by the Chairman or the independent directors from time to time; and
- have oversight of hiring of the CEO and the CEO succession plan.

The Chair of the Corporate Governance Committee shall be the Lead Director. Following a vacancy in the Lead Director position, the Corporate Governance Committee shall nominate an independent director who, if appointed by the full Board, shall serve as the Lead Director and Chair of the Corporate Governance Committee until his/her earlier death, removal, resignation, retirement or failure to qualify as an independent director in accordance with the then applicable guidelines. The Lead Director is expected to have the full confidence of the Chairman and the Board, particularly with regard to character, independence, judgment, discretion and ability to lead in a crisis.

The foregoing notwithstanding, the Chairman, the CEO, or the Board as a whole may call upon any one or more directors to provide leadership on a matter from time to time. The Board understands that leadership in certain subject areas falls to the Committee chairs responsible forthat subject matter, and that the chairs function as the Committee liaisons to the Chairman and the rest of the Board.

Compensation of Directors

To the extent feasible, in order to align the interests of directors and shareholders, director compensation should contain both a cash component and an equity-based component (which may be awarded in cash but based upon equity performance).

Direct Investment in the Firm Stock by Directors

Because a significant ownership stake can lead to a stronger alignment of interests between directors and shareholders, each director is required, within three years of joining the Board, to own a minimum of the lesser of: (a) three times (3x) retainer; or (b) 5,000 shares of common stock of the Firm. If the number of shares that directors are required to own increases, the directors will have three years from the effective date of the increase to attain the revised minimum ownership level.

Shares deemed to be beneficially owned under federal securities laws are also deemed to be owned for purposes of computing ownership under these requirements; provided, however, that unvested restricted stock, shares subject to vested and unvested restricted stock units, and other forms of granted but unvested equity-based compensation are also deemed to be owned for these purposes.

Exceptions to this requirement may only be made by the Board for hardship reasons.

BOARD ORGANIZATION

Committee Structure

It is the general policy of the Firm that all major decisions will be considered by the Board as a whole. As a consequence, the Committee structure of the Board is limited to those Committees considered to be basic to or required for the operation of the Firm as a publicly owned entity. Standing Committees shall include the following four Committees: Audit; Compensation; Nomination; and Corporate Governance. All of the Committees shall be composed solely of independent directors. The Board may form other Committees as it determines appropriate.

BOARD OPERATIONS

Board Access to Senior Management

Board members have full access to senior management and to information about the Firm's operations.

Board Ability to Retain Advisors

The Board shall retain advisors as it believes to be appropriate. If management is retaining advisors to assist the Board, such decision must be ratified by the Board. Individual directors should not retain their own advisors except in exceptional circumstances.

Board Member Orientation and Continuing Education

As new members are added to the Firm's Board, appropriate arrangements should be made with management to orient such member with the Firm, its business operations, its financial reporting, its industry, its management, the functioning of the Board and other appropriate matters. In addition, management should endeavor to continue to keep both new and continuing Board members informed of significant developments at the Firm and in the Firm's industry by means of periodic written reports, oral updates and presentations made at Board meetings and other appropriate means.

Material in Advance of Meetings

The Board should be given sufficient information to fully exercise its governance functions. This information can come from a variety of sources, including management reports, a comparison of performance to plans, security analysts' reports, articles in various business publications, etc. The Firm should make every effort to ensure that, absent mitigating circumstances, Board members will receive information prior to Board and Committee meetings so they will have an opportunity to reflect properly on the items to be considered at the meeting.

The Board and its Committees should provide adequate time for full discussion of important items and for management presentations that are scheduled in a manner that permits a substantial proportion of Board meeting time to be available for open discussion.

The Board should at least annually schedule its regular meetings for the upcoming year.

Evaluation of CEO

The selection and evaluation of the CEO and concurrence with the CEO's selection and evaluation of the Firm's top management team are believed to be the most important function of the Board. In its broader sense, "selection and evaluation" includes considering compensation, planning for succession and, when appropriate, replacing the CEO or other members of the top management team.

Management Development

The CEO will report annually to the Board on the Firm's program for management development.

Outside Contacts

The Board believes that the management speaks for the Firm. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Firm. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman or the Lead Director; however, this does not preclude directors, in the exercise of their fiduciary duties and subject to confidentiality constraints, from communicating with shareholders or others.

Director Attendance at Annual Shareholders Meetings

All Directors are invited to attend all Firm annual shareholders meetings.

MINIMUM REQUIRED SHARE OWNERSHIP BY EXECUTIVE OFFICERS

Executives are expected to achieve the level of target holdings set forth below ("Target Holdings Level"):

- For the Chief Executive Officer, the lesser of five times (5x) base salary or two hundred thousand (200,000) shares;

- For the President, the lesser of three times (3x) base salary or one hundred thousand (100,000) shares;

- For the Chief Financial Officer, the lesser of two times (2x) base salary or fifty thousand (50,000) shares;

- For the Chief Operations Officer, the lesser of two times (2x) base salary or thirty thousand (30,000) shares; and

- For the other members of Kforce’s Executive Leadership Team the lesser of 50% of base salary or ten thousand (10,000) shares.

Shares deemed to be beneficially owned under federal securities laws are also deemed to be owned for purposes of computing ownership under these requirements provided, however, that unvested restricted stock, shares subject to unvested restricted stock units, and other forms of granted but unvested equity-based compensation are also deemed to be owned for these purposes.

When an Executive exercises a stock option, or has restricted stock or restricted stock units vest, before the Executive achieves the Executive's Target Holdings Level, the Executive is required to continue to hold all of the resulting Net Profit Shares until the Executive satisfies the Executive's Target Holdings Level. The "Net Profit Shares" from an Executive's stock option exercise or the vesting of restricted stock or restricted stock units are the number of shares exercised or vested, net after deducting the number of shares that would be required to be sold at the market price on the date of exercise of the stock option or vesting of the restricted stock or restricted stock units in order to pay the stock option exercise price, brokerage fees and any other costs of the sale, and tax withholding.

Executives are expected to achieve their respective Target Holdings Levels immediately and to maintain their ownership at or above their Target Holdings Levels thereafter. If an Executive’s Target Holdings Level increases because of a promotion or base salary increase, the period to achieve the increased minimum stock ownership levels will begin on the date of the promotion or base salary increase and end on the second anniversary of the base salary increase, with the prior minimum stock ownership level remaining in effect as a minimum during this period. The Compensation Committee shall review each Executive's compliance (or progress towards compliance) with these requirements on an annual basis. The Compensation Committee, in its sole discretion, may impose such conditions, restrictions or limitations on any Executive as the Compensation Committee determines to be necessary or appropriate in order to achieve the purposes of these requirements.

Each Executive who is subject to these requirements is required to pre-clear any purchase or sale of the Firm's common stock with the Firm's Insider Trading Compliance Committee (insidertrading@kforce.com). The Insider Trading Compliance Committee will consult, as necessary, with the Chair of the Compensation Committee and the Chief Executive Officer before pre-clearing any such purchase or sale.

Exceptions to this requirement may only be made by the Board for hardship reasons.

CLAWBACK POLICY

In the event of a restatement of the Firm's financial statements as a result of the material noncompliance with any financial reporting requirements under the federal securities laws (other than a restatement due to a change in financial accounting rules), the Board will review all incentive awards (cash or equity) granted to "executive officers" (within the meaning of Rule 3b-7 of the Securities Exchange Act of 1934, as amended) for performance periods beginning after March 30, 2012 (the date the Board initially adopted this policy) which occur during the restatement period. If any such incentive award would have been lower had the level of achievement of applicable financial performance goals been calculated based on such restated financial results, the Board will, if it determines appropriate in its sole discretion, to the extent permitted by governing law, require the reimbursement of the incremental portion of the incentive award and cause the cancellation of any restricted or deferred stock awards and outstanding stock options.

In determining what remedies to pursue, the Board may take into account all relevant factors, including without limitation; (a) whether the restatement was the result of inadvertent error, fraud, negligence, or intentional misconduct; (b) the likelihood of success in taking action under this policy relative to the effort involved (e.g., the expense of recovering the compensation does not exceed the amount recovered); (c) any pending or threatened legal proceedings relating to any acts or omissions giving rise, directly or indirectly, to the financial statements, and any actual or anticipated resolution; (d) whether taking action under this policy may prejudice the Firm's interests in such proceedings; and (e) the tax consequences to the Firm of taking action under this policy. In addition, the Board may dismiss the executive officer, authorize legal action, or take such other action to enforce the officer's obligations to the Firm as it may deem appropriate in view of all the facts surrounding the particular case. Finally, before taking action under this policy, the Board shall provide the applicable executive officer written notice and the opportunity to be heard, at a meeting of the Board (which may be in-person or telephonic, as determined by the Board).

Notwithstanding the above, in the event federal or Florida law, or any applicable listing standard, requires the Firm to seek recoupment of all or part of an incentive award made to an employee, this policy shall be deemed to require the Board to seek such recoupment.