

TRUEBLUE, INC.
BOARD OF DIRECTORS

BOARD COMMITTEE CHARTERS
(December 13, 2018 Approval)

- 1. Audit Committee Charter**
- 2. Compensation Committee Charter**
- 3. Corporate Governance Committee Charter**
- 4. Innovation and Technology Committee Charter**

CHARTER OF THE AUDIT COMMITTEE

TRUEBLUE, INC.

Committee Role & Functions

This Charter sets forth the Audit Committee's powers, authority, and responsibilities.

The Audit Committee's role is to provide Board-level oversight of the Company's financial reporting in general. Among other responsibilities defined herein, the Audit Committee consults with the Company's management, internal auditors, and independent auditors regarding internal and external audit procedures, financial statement presentations, earnings releases, and risk management controls. The Audit Committee's advice and counsel relies on the information, knowledge, and expertise supplied by the Company's management, internal auditors, and independent auditors respectively. In this oversight role, the Audit Committee members do not act as professional accountants or auditors. Fundamental responsibility for the Company's financial statements and disclosures rests with the Company's management and independent auditors, not the Audit Committee. The Audit Committee's functions are intended to review, not duplicate or substitute for the activities of the Company's management, internal auditors, and independent auditors. Management is responsible for establishing satisfactory internal control over financial reporting and risk exposure, and for determining that the Company's financial statements are complete, accurate, and in accordance with generally accepted accounting principles. The independent auditors are responsible for auditing and expressing opinions on the Company's financial statements, and the effectiveness of the Company's internal control over financial reporting. It is not the duty of the Audit Committee to determine that the Company's financial statements and disclosures are complete and accurate under the applicable financial rules and regulations, or under generally accepted accounting principles; neither is it the Audit Committees' duty to plan or conduct audits, to implement effective control over the Company's internal financial reporting, nor to ensure compliance with auditing standards generally accepted in the United States.

The primary functions of the Audit Committee are: (a) to oversee the accounting and financial reporting processes and audits of the financial statements of the Company, including the qualifications, independence and performance of the Company's independent auditors; (b) to assist the Board of Directors in its oversight and review of the integrity of financial information provided to shareholders and others, the Company's compliance with legal and regulatory requirements, and the adequacy of the Company's system of internal controls and performance of the Company's internal audit function; and (c) to prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement. In performing these functions, the Audit Committee shall provide open means of communication between the directors, the independent auditors and the financial and senior management of the Company.

Composition

The Audit Committee shall be comprised of three or more directors as determined by the Board of Directors, each of whom shall be independent directors under all applicable requirements, including the listing standards of the New York Stock Exchange and the rules of the Securities and Exchange Commission, and shall have no material relationship with the

Company, as affirmatively determined by the Board of Directors. All members of the Audit Committee shall be financially literate and have a working familiarity with basic finance and accounting practices, at least one member shall have accounting or related financial management expertise, each as determined by the Board of Directors. At least one member shall qualify as an “audit committee financial expert” as defined in Item 407 of the Securities and Exchange Commission’s Regulation S-K.

The members of the Audit Committee shall be elected by the Board of Directors at the annual meeting of the Board of Directors and shall serve until their successors shall be duly elected and qualified. Unless a Chairman is elected by the full Board of Directors, the members of the Audit Committee may designate a Chairman by majority vote of the full Audit Committee membership.

Except service that is determined by the Board of Directors not to impair the member’s ability to serve on the Audit Committee, no member of the Audit Committee will simultaneously serve on the audit committees of more than two other public companies.

Meetings

The Audit Committee shall meet at least quarterly, or more frequently as circumstances dictate. As part of its job to foster open communication, each regularly scheduled meeting will include an executive session in which the Audit Committee meets separately with each of management, the internal auditors, and the independent auditors to discuss any matters that the Audit Committee or any of these groups believe should be discussed privately.

Responsibilities

In carrying out its responsibilities, the Audit Committee will:

- Meet with the independent auditors and financial management of the Company to review the scope and timing of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors.
- Evaluate and approve or disapprove in advance all audit and non-audit services proposed to be provided by the independent auditors. The Company’s independent auditors may be engaged to provide non-audit services only after the Audit Committee has first considered the proposed engagement and has determined in each instance that the proposed services are not prohibited by applicable regulations and the auditors’ independence will not be materially impaired as a result of having provided such services. In making this determination, the Audit Committee shall take into consideration, among other things, the Securities and Exchange Commission’s general standard of auditor independence, which is that an auditor’s independence is impaired if the auditor is not, or a reasonable investor, with knowledge of all the facts and circumstances would conclude that the auditor is not capable of exercising objective and impartial judgment on all issues encompassed within the audit engagement. The Audit Committee may delegate its approval authority under this paragraph to one or more of its members, provided that any such approvals are presented to the Audit Committee at its next scheduled meeting.
- In consultation with the independent auditors, financial and accounting personnel, and the internal audit function, review at least annually, the adequacy and

effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper. Discuss with the independent auditors the responsibilities, staffing, and budget of the Company's internal audit function.

- Discuss with the independent auditors at least annually the acceptability and the quality of the accounting principles applied in the Company's financial reporting process.
- Review and discuss the Company's reports on Form 10-Q, Form 10-K, annual and quarterly reported earnings and financial statements of the Company with management and the independent auditors prior to the release of this information to the public. This review will include any use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such review and discussion may be done generally (i.e., focusing on the type and presentation of disclosures), and need not be undertaken in advance in each instance. Review, as appropriate, other financial information filed with the Securities and Exchange Commission.
- Recommend to the Board of Directors whether the audited financial statements should be included in the annual report on Form 10-K.
- Review significant internal audit report findings (or summaries thereof) prepared by the internal audit function, as well as management's response.
- Review the independent auditors' attestation and report on management's assessment of internal control over financial reporting.
- Discuss with the independent auditors all critical accounting policies and practices to be employed in connection with the financial statements and the audit, and any changes thereto; all alternative treatments of financial information under GAAP that have been discussed with management, and the treatment preferred by the independent auditors; and all other material written communications between the independent auditors and management.
- Review and discuss the following: (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- Prepare the Audit Committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

- Discuss with the independent auditors any problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management and management's response.
- Review and discuss with the Company's independent auditors any other matters required to be discussed, including the independent auditors' valuation of the quality of the Company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the independent auditors' evaluation of the Company's ability to continue as a going concern.
- When applicable, either the Audit Committee or the Chairman shall discuss with the independent auditors the impact of any significant events, transactions and changes in accounting estimates considered by the independent auditors in performing its quarterly reviews.
- Discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
- Submit the minutes of all meetings of the Audit Committee to, or discuss the matters discussed at each committee meeting with, the Board of Directors.
- Review the Company's code of business conduct and ethics and the Company's system to monitor compliance with and enforce this code.
- Review, with the Company's internal or external counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements.
- Regularly report to, or review with, the Board of Directors any issues with respect to the performance and independence of the Company's independent auditors, the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, or the performance of the internal audit function.
- Ensure procedures are established for (a) receipt, retention and treatment of complaints or employee concerns regarding accounting, internal accounting controls or auditing matters; and (b) confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters. The Audit Committee may review and reassess the adequacy of these procedures periodically and adopt any changes to such procedures that the Audit Committee deems necessary or appropriate.
- Investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate.
- As appropriate, obtain advice and assistance from independent counsel and other advisors. If such counsel or other advisors are engaged, the Audit Committee shall determine the compensation or fees payable to such counsel or other advisors. The Company must provide for such funding, as well as for funding, as determined by the Audit Committee, for payment of (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other

audit, review or attest services for the Company; and (ii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

- Oversee the Company's Ethics and Compliance Program, including the Code of Conduct program and policies, procedures and programs designed to promote and monitor legal and regulatory compliance.
- Review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.
- Conduct an annual evaluation of the Audit Committee's performance in carrying out its responsibilities and report the results of such evaluation to the Board of Directors.

Relation with the Independent Auditors

The independent auditors shall report directly to the Audit Committee. Accordingly the Audit Committee has the following responsibilities in connection with such relationship:

- Review and select the independent auditors to audit the financial statements of the Company and its divisions and subsidiaries or to perform other audit, review or attest services for the Company and its divisions and subsidiaries, approve the compensation of the independent auditors, retain and oversee the work of the independent auditors and review and approve the discharge of the independent auditors if such action becomes necessary.
- Review and select any other registered public accounting firm to perform other audit, review or attest services for the Company and its divisions and subsidiaries, approve the compensation of such accounting firm, retain and oversee the work of such accounting firm and review and approve the discharge of such accounting firm if such action becomes necessary.
- Assess on an annual basis the independence of the independent auditors, and in doing so, obtain from the independent auditors a written statement regarding relationships and services which may affect objectivity and independence.
- Engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and, if necessary, recommend that the Board of Directors take appropriate action in response to the independent auditors' report to satisfy itself of the independent auditors' independence.
- Obtain and review, at least annually, (a) a report by the independent auditors describing the independent auditor firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (c) (to assess the auditors' objectivity and independence) all relationships between the independent auditors and the Company or any of its subsidiaries.

- Review and evaluate the performance of the independent auditors and the rotation of the lead partner and any other active audit engagement team partner to assure compliance with applicable law. In this regard, the Audit Committee shall also seek the opinion of management and the internal auditors of the independent auditors' performance and discuss with management the timing and process for implementing the rotation of the lead audit partner and any other active audit engagement team partner and consider whether there should be a regular rotation of the audit firm itself. The Audit Committee shall present its conclusions with respect to the independent auditors to the Board of Directors for its information at least annually.
- Set clear hiring policies for employees or former employees of the Company's independent auditor.

Internal Auditors

At least annually, the Audit Committee shall evaluate the performance and responsibilities of the Company's internal audit function and review the charter of the internal audit department, internal audit plan, assessments of the adequacy and effectiveness of internal controls, the sufficiency of the department's resources and succession planning. At least annually, the Audit Committee shall approve the charter of the internal audit department.

Risk Management

The Audit Committee shall assist the Board of Directors with its oversight of the Company's risk management function. In carrying out its responsibilities, the Audit Committee will:

- Review and discuss with management the guidelines, policies and procedures that govern the process by which the Company assesses and manages its exposure to risk.
- Periodically report to the Board of Directors on the Committee's activities in this risk process oversight role.

[APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 13, 2018]

CHARTER OF THE COMPENSATION COMMITTEE

TRUEBLUE, INC.

Purpose

The Board of Directors (“Board”) has delegated to the Compensation Committee (“Committee”) responsibility for setting the compensation of the Chief Executive Officer (“CEO”) and other executive officers of the company, developing and reviewing corporate goals and objectives relevant to compensation of the CEO and executive officers, evaluating the executives’ performance in light of those goals and objectives, and approving the executives’ compensation levels accordingly. This Charter is intended to comply with applicable law and New York Stock Exchange listing requirements and to provide the Compensation Committee specific direction in performing its duties. This Charter has been approved by the Company’s Board of Directors.

Organization

The Compensation Committee shall be composed of no less than two and no more than five Board members who are independent and otherwise qualified under all applicable rules and regulations, including those of the New York Stock Exchange and Internal Revenue Service (“IRS”), and have no material relationship with the Company, other than as a director, as affirmatively determined by the Board. Additionally, no director may serve on the Committee unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities and Exchange Act of 1934 (“Exchange Act”) and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, including the requirement that he or she not receive remuneration from the Company, either directly or indirectly, in any capacity other than as a director. The members of the Committee, and the Committee chair, shall be elected by the Board annually and shall serve until they are removed by the Board or until their successors shall be duly elected and qualified.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with the Charter, the purposes of the Committee, the Company’s bylaws and applicable NYSE or IRS rules and regulations.

The Committee has authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee, or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

Responsibilities

The responsibilities of the Committee are to:

CEO and Executive Officer Compensation

- Determine, review, and approve the compensation of the CEO, including discretionary provisions under existing plans and approve any other compensation plan or arrangement applicable to the CEO.
- Determine, review, and approve, the compensation of other executive officers of the Company.
- Review and approve corporate goals and objectives relevant to the compensation plans applicable to the CEO and other executive officers.
- Together with the Corporate Governance and Nomination Committee, evaluate the performance of the CEO in light of the corporate goals and objectives established for the CEO.
- Together with the Corporate Governance and Nomination Committee, determine stock ownership guidelines for the CEO and executive officers and monitor compliance with such guidelines.
- Administer and interpret the Company's incentive compensation plans and equity-based plans applicable to the CEO and executive officers, and make recommendations to the Board with respect thereto, including approval of the categories of employees to whom the awards are to be granted, the methodology for the amount of awards to be granted and the terms and conditions applicable to such awards subject to the provisions of each plan.

Contracts

- Review and make recommendations to the Board regarding any employment agreements and any severance agreements or plans (including adoption, material amendments or termination of such plans or agreements) for the CEO and executive officers.

Company Compensation

- Administer and interpret the Company's incentive compensation plans and equity-based plans and make recommendations to the Board with respect thereto, including approval of the categories of employees to whom the awards are to be granted, the methodology for the amount of awards to be granted, and the terms and conditions applicable to such awards subject to the provisions of each plan.
- Develop and evaluate proposed compensation plans, policies, and contracts for approval by the Board.

- Monitor the appropriateness and effectiveness of the Company's compensation plans and policies.
- Monitor current developments in executive compensation and employee compensation practices in the Company's industry and elsewhere.

Committee Governance

- Produce a Compensation Committee report on executive compensation as required by the SEC and, to the extent that the Company is required to include a Compensation Discussion and Analysis ("CD&A") in the Company's annual Report on Form 10-K or annual proxy statement, review and discuss with management the Company's CD&A and consider whether it will recommend to the Board of Directors that the Company's CD&A be included in the appropriate filing.
- Conduct an annual evaluation of the performance of its duties and responsibilities under this Charter and present the results to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
- Review this Charter periodically and recommend to the Board any updates or amendments as may be appropriate.
- Report to the Board in a timely manner with respect to all material actions and considerations undertaken by the Committee from time to time.
- Perform such other functions as assigned by law, the Company's bylaws, or the Board.
- Review and approve the proposals regarding the shareholder advisory vote on executive compensation and the frequency of such votes in the Company's proxy statement.
- Review results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

Delegation

The Compensation Committee shall have authority to delegate responsibility to subcommittees of two or more directors, provided that any such subcommittee (as with the Compensation Committee itself) shall be composed entirely of independent directors and shall have its own published charter.

Resources

In performing the Compensation Committee's responsibilities:

- The Compensation Committee has authority to request assistance from time to time by various members of the Company's staff, outside counsel, or advisors.
- The Compensation Committee may retain and have direct access to outside consultants, legal counsel, or other advisors (independent or otherwise) to assist in the evaluation of director or executive compensation, and may authorize independent studies of compensation and benefits of comparable companies.
- The Committee shall have sole authority to retain, oversee, and terminate any such outside advisor or consultant and to approve its fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any advisor retained by the Committee.
- Before selecting or receiving advice from any such outside advisor or consultant, to the extent required by NYSE rules and regulations, the Compensation Committee shall review and consider the independence of such outside advisor or consultant taking into account all relevant factors, including the factors set forth in the NYSE rules and regulations.
- The Committee shall evaluate whether any compensation consultant has any conflict of interest as set forth in Item 4079(e)(3)(iv) of Regulation S-K.

[APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 13, 2018]

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

TRUEBLUE, INC.

Statement of Policy

The primary roles of the Committee are to (a) identify individuals qualified to become directors and make recommendations to the Board of Directors concerning the selection of director nominees to serve on the Board, (b) review the appropriate composition and functions of the Board, (c) oversee the evaluation of the Board and management, and (d) develop and recommend to the Board the Company's corporate governance principles.

Composition

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent directors under all applicable regulation, including the corporate governance rules of the New York Stock Exchange, and have no material relationship with the Company, as affirmatively determined by the Board.

The members of the Committee, and the Committee Chair, shall be elected by the Board at the annual meeting of the Board and shall serve until their successors are duly elected and qualified. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to subcommittees, provided that any such subcommittee shall be composed entirely of independent directors and shall have its own published charter.

Meetings

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Committee is authorized to adopt its own rules of procedure not inconsistent with this Charter, the Bylaws of the Company, or applicable law. All non-employee directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any other director or any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons, including any of its members, it deems appropriate in order to carry out its responsibilities.

Responsibilities

The Committee shall perform the following functions in carrying out its responsibilities. These functions serve as a guide with the understanding that the Committee may perform additional functions and adopt additional policies and procedures as may be appropriate from time to time. In discharging its oversight role, the Committee has the power to study or investigate any matter of interest or concern that the Committee deems appropriate and the Committee has the authority to retain counsel and approve the fees payable to and expenses of such counsel or other agents and any other terms of retention. If a search firm is to be used to identify director candidates, the Committee has the sole authority to select, retain and terminate the search firm, including the sole authority to approve the search firm's fees and other retention

terms. In discharging its responsibilities, the Committee will:

- Establish criteria for Board membership, considering (without limitation): diversity, experience, skill set and the ability to act effectively on behalf of shareholders. Such criteria may be set forth in the Company's Corporate Governance Guidelines.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- Identify and recommend candidates to fill Board vacancies occurring between annual shareholders meetings, taking into account the criteria for Board membership established by the Board and as set forth in the Company's Corporate Governance Guidelines or as otherwise may be established by the Board from time to time. In this role, the Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates and shall consider questions of independence and potential conflicts with respect to possible candidates to serve on the Board.
- Annually review the composition of each committee of the Board and present recommendations for committee memberships as needed.
- Review and determine cash, equity and any other compensation paid to or benefits made available to non-employee directors.
- Annually evaluate and report to the Board on the performance and effectiveness of each director and the Board as a whole, to facilitate the directors' fulfillment of their responsibilities in a manner that serves the interests of the Company's shareholders.
- Lead the Board's annual review of the chief executive officer's performance and oversee the evaluation of the Company's management.
- Review periodically with the Board Chair and the chief executive officer the Company's succession plans relating to executive officers.
- Administer and interpret the Company's Related Person Transaction Policy, including review of policies and procedures with respect to transactions between the Company and officers and directors, or affiliates of officers or directors, or transactions that are not a normal part of the Company's business, and review and approve those related-party transaction that would be disclosed pursuant to Item 404 of the Securities and Exchange Commission's Regulation S-K.
- Consider, as needed, any other questions of possible conflicts of interest involving Board members and executive officers, and make appropriate recommendations to the Board.
- Periodically review corporate governance developments and, where appropriate, recommend to the Board for its approval revisions to the Company's Corporate Governance Guidelines.
- Submit the minutes of all meetings of the Committee to, or where appropriate discuss the matters discussed at each Committee meeting with, the Board of Directors, and otherwise regularly report to the Board.

- As appropriate, obtain advice and assistance from outside consultants.
- Review this Charter annually and update as appropriate.
- Perform such other functions as assigned by law, stock exchange listing requirements, the Company's By-laws, or the Board.
- Annually review the Company's corporate political contributions and expenditures to ensure alignment with Company policies and values.

Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually of the performance of the Committee and its members. In conducting such performance evaluation the Committee shall review the compliance of the Committee with this Charter.

[APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 13, 2018]

CHARTER OF THE INNOVATION AND TECHNOLOGY COMMITTEE

TRUEBLUE, INC.

Purpose

The Innovation and Technology Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) for the purpose of overseeing and providing counsel on matters of innovation, technology, and information security. In performing these functions, the Committee shall provide open means of communication between the Board and the Company’s senior management.

Composition

The Committee shall be comprised of three or more directors as determined by the Board. The Board shall appoint the members of the Committee annually, including a Director to serve as Committee Chair, and such members shall serve until their successors shall be duly appointed. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by majority vote of the full Committee.

Meetings

The Committee shall meet quarterly or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet periodically with senior management, the information technology department and personnel in the company having responsibility for business model innovation.

Responsibilities

The Committee has the following duties and responsibilities:

- A. Innovation and Technology.** Review and provide guidance on matters relating to the Company’s business model innovation and technology strategy in support of the Company’s growth and evolving business needs including:
1. The Company’s approach to technological and commercial innovation;
 2. Emerging technology trends and industry trends, and their potential impact on the Company’s strategy, growth or business objectives;
 3. Integration and alignment of the Company’s business model innovation efforts and technology with the Company’s business strategies and objectives;
 4. The Company’s innovation and technology acquisition process, and planning to support Company strategy and business objectives;
 5. The strength and competitiveness of the Company’s business model innovation and technology strategy, including focus on leadership and talent development in the Company’s innovation and technology teams;

6. The risks and benefits associated with business model innovation and technology strategies, including financial, acquisition and execution risks; and
7. Measurement and tracking systems to bring transparency and visibility for the above.

B. Information Technology Oversight. Provide oversight of the Company's major information technology programs including:

1. Systems, architecture, and projects;
2. Information, data and cyber security; and
3. Business continuity and disaster recovery.

C. Other Activities.

1. Perform any other activities consistent with this Charter, the Company's Bylaws or as the Committee or Board deems necessary or appropriate.
2. Review and report to the Board with respect to the Company's business model innovation and technology strategy and major business model innovation and technology programs, investments, and architecture decisions.
3. Review and report to the Board with respect to information, data and cyber security, including protection from cyber attacks.
4. Review and report to the Board with respect to business continuity and disaster recovery plans for the Company's ongoing business activities.
5. Review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.
6. Conduct an annual evaluation of the IT Committee's performance in carrying out its responsibilities and report the results of such evaluation to the Board of Directors.

Resources

In performing the Committee's responsibilities:

- The Committee has authority to request assistance from time to time by various members of the Company's senior management, outside counsel or other advisors.
- Individual members of the Committee may meet independently with Company senior management, third-party vendors, and other external resources. All such activities by individual committee members shall be promptly reported to the full Committee for review and appropriate action.

- The Committee may retain and have direct access to outside consultants to assist in the evaluation or review of innovation and technology strategies, programs, trends and implications, and may authorize independent review of proposed action or decisions.

[APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 13, 2018]