



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.
- Oversee the Company's business continuity program and plans, including policies and procedures designed to facilitate preparedness for, and ability to recover, from events (natural and otherwise) which disrupt Company operations, systems or procedures with the objective of minimizing impact to operations and results of operations.
- 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, 2019]