



## 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, and overseeing the Company’s human capital management (“HCM”) program. 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.

### Compensation & HCM

- 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 appropriateness, effectiveness, risk mitigation, and value creation of the Company's HCM policies and practices.
- Monitor current developments in executive compensation, employee compensation practices, and HCM 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)3(iv) of Regulation S-K.

*[APPROVED BY THE BOARD OF DIRECTORS ON DECEMBER 13, 2019]*