



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:

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:

- The Company’s approach to technological and commercial innovation;
- Emerging technology trends and industry trends, and their potential impact on the Company’s strategy, growth or business objectives;

- Integration and alignment of the Company's business model innovation efforts and technology with the Company's business strategies and objectives;
- The Company's innovation and technology acquisition process, and planning to support Company strategy and business objectives;
- 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;
- The risks and benefits associated with business model innovation and technology strategies, including financial, acquisition and execution risks; and
- Measurement and tracking systems to bring transparency and visibility for the above.

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

- Systems, architecture, and projects;
- Information, data and cyber security; and
- Disaster recovery.

Other Activities.

- Perform any other activities consistent with this Charter, the Company's Bylaws or as the Committee or Board deems necessary or appropriate.
- 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.
- Review and report to the Board with respect to information, data and cyber security, including protection from cyber attacks.
- Review and report to the Board with respect to disaster recovery plans for the Company's ongoing business activities.
- Review this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.
- 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, 2019]