



## **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) annually evaluate the performance of the Chief Executive Officer, (d) oversee the evaluation of the Board and its committees, (e) oversee succession planning and the Company's environmental, social and governance ("ESG") program, and (f) develop and recommend to the Board the Company's corporate governance principles and policies.

#### **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.
- Periodically review the Company's policies and procedures with respect to its ESG program, including the monitoring of developments in this area and the appropriateness and effectiveness of the Company's policies and practices relating to ESG.
- 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.

*[FOR APPROVAL BY THE BOARD OF DIRECTORS DECEMBER 2022]*