

# ASGN INCORPORATED

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### I. PURPOSE

The Nominating and Corporate Governance Committee (“**Committee**”) is appointed by the Board of Directors (the “**Board**”) of ASGN Incorporated (the “**Company**”) to assist the Board with respect to matters of corporate governance, including (1) providing advice to the Board regarding Board and Committee structure, composition and procedures, (2) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (3) recommending that the Board select the director nominees for the next annual meeting of stockholders (4) recommending to the Board individuals to serve as directors and as Board committee members, (5) overseeing the evaluation of the Board, committees of the Board and management, (6) monitoring the qualifications and performance of, and the Company’s succession planning regarding, key executives, (7) developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and (8) such other matters as may be referred to the Committee by the Board or required by applicable laws, rules, and regulations, the Securities and Exchange Commission (“**SEC**”) or the requirements of the New York Stock Exchange (“**NYSE**”).

### II. COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three members of the Board. All members of the Committee shall meet the independence requirements of the NYSE and any other applicable standards of independence as may be prescribed for purposes of any federal securities laws regulating the Company’s duties and responsibilities. All members of the Committee shall be independent directors and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Members of the Committee must possess the highest personal and professional ethics, integrity and values; an ability to exercise sound judgment; an ability to make independent analytical inquiries; a willingness and ability to devote adequate time and resources to diligently perform Committee duties; and appropriate and relevant business experience and acumen.

The members of the Committee shall be appointed annually by the Board and may be removed and replaced by the Board in its sole discretion. The Chairperson shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Committee to the Board at its next regularly scheduled meeting following the meeting of the Committee. If any director serving on the Committee, as a result of a disqualifying relationship, transaction or occurrence, shall cease to comply with the qualification requirements of this Charter, applicable laws, rules, and regulations and the NYSE, such director shall immediately report such disqualification to the Chairperson of the Committee. Any disqualification of the Chairperson of the Committee under the requirements above shall be immediately reported to the Chair of the Board of Directors.

### **III. MEETINGS**

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than three times each year. The Committee may request any officer or employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the authority and responsibilities set forth below, which authority and/or responsibilities may be delegated to subcommittees as the Committee may deem appropriate in its sole discretion; provided that such subcommittees meet the requirements of applicable NYSE, SEC and other rules and any delegate shall report any actions taken by such delegate to the whole Committee at its next regularly scheduled meeting. The deliberations, actions and recommendations of the Committee shall be reported to the Board on a regular basis.

1. The Committee shall perform the core function of recommending to the full Board of Directors any nominees to serve on the Board. This responsibility includes developing and establishing qualifications and criteria, as well as recommending these qualifications and criteria to the Board for its approval and periodically reviewing these qualifications and criteria with the Board, to be used in identifying, reviewing, screening and interviewing potential candidates for Board membership, together with procedures for the recruitment of candidates to serve on the Board and the review of recommendations received from the Board or any stockholder. The Committee shall consider and recommend to the Board, director candidates, (a) for consideration by the stockholders at an annual meeting of stockholders, and (b) to fill any vacancies on the Board, whether created by expansion, resignation, retirement or for any other reason. In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein.
2. The Committee shall select individuals as director nominees who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Company and its stockholders. In selecting director nominees, the Committee should assess the director candidate's qualifications as independent, and consider such person's skills, knowledge, perspective, business judgment, and leadership, relevant specific industry or regulatory affairs knowledge, business creativity and vision, experience, and diversity, all in the context of an assessment of the perceived needs of the Board at that time. In connection with the re-nomination of any existing director, the Committee shall also assess and consider the contributions of such director on behalf of the Company.
3. The Committee shall review and make recommendations to the Board for its approval regarding the structure, operations, appropriate size, composition and responsibilities of the Board and its committees, including the periodic review of committee charters.

4. The Committee shall identify and recommend to the Board qualified director nominees for each Board committee and the chair for each Board committee, taking into account the listing standards of the NYSE, the SEC and applicable laws, rules and regulations, including, with respect to the Compensation Committee, whether Compensation Committee members meet the definitions of (a) a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (b) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Committee shall also advise the Board on removal of any Board committee members. The Committee shall ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds, and the Committee will also consider recommending to the Board the nomination of such individuals for election to the Board at the next annual meeting of stockholders. The Committee shall review and recommend Committee slates annually and shall recommend additional Committee members to fill vacancies as needed.
5. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms. The Committee also shall have authority to retain and obtain advice and assistance from internal or outside legal, accounting or other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have authority to approve related fees and retention terms.
6. The Committee shall establish policies and procedures deemed necessary or advisable by the Committee to ensure the effectiveness of the Board, including, without limitation, policies and procedures concerning:
  - (a) term limits and retirement policies;
  - (b) the review of qualifications of incumbent directors in determining whether to recommend them for re-election to the Board;
  - (c) the review of changes in an incumbent director’s employment in determining whether to recommend the removal of the director from the Board;
  - (d) the review and assessment of matters which may be deemed to present an actual or potential conflict of interest between a director and the Company and/or its shareholders; and
  - (e) the orientation of new directors and continuing education of incumbent directors.
7. The Committee shall monitor management succession plans developed by the Chief Executive Officer, review and evaluate the Company’s organizational strength (including the management development process), and provide counsel to the Chief Executive Officer and the Board with respect to the development and selection of individuals to fill key leadership positions within the Company.
8. In consultation with counsel, the Committee shall evaluate the impact of legal and other developments on the Company’s certificate of incorporation, bylaws, stockholder rights

plans and other governance and organizational documents.

9. The Committee shall review and make recommendations to the Board regarding significant stockholder relations issues, including the review of any stockholder proposals (including without limitation any stockholder proposals which nominate candidates for the Company's Board of Directors).
10. The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. The Committee shall review and assess the Company's compliance with the corporate governance guidelines and requirements established by the NYSE, the SEC and the requirements established under the Sarbanes-Oxley Act and by applicable laws, rules, and regulations. The Committee shall review and reassess the adequacy of the corporate governance guidelines of the Company annually, or more frequently if appropriate, and recommend any proposed changes as necessary to the Board for approval, including any changes in director fees and qualifications.
11. The Committee shall report its actions and any recommendations to the Board after each Committee meeting, as needed, and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually this Charter and recommend any proposed changes to the Board for approval.
12. The Committee shall oversee the annual evaluation process for the Board and, to the extent necessary or appropriate, report to the Board on an assessment of the performance of the Board, its committees and individual directors. The Committee shall also oversee the annual self-evaluations of the Board and management.
13. The Committee shall review and reassess the adequacy of this Charter annually, or more frequently if appropriate, and recommend any proposed changes to the Board for approval.
14. The Committee shall review and approve or ratify any transaction between the Company and a related person which is required to be disclosed under the rules of the SEC.

## **V. OTHER FUNCTIONS**

The Committee will also perform such other functions that may be delegated by the Board from time to time or required by applicable laws, rules, and regulations, the SEC or the requirements of the NYSE. The scope of authority delegated herein to the Committee shall include the power to engage in other activities that are within the general scope of the Committee's responsibilities. The Committee shall be empowered to retain advisors, counsel and others to assist it in the conduct of activities within its general scope.

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Adopted by the Board of Directors on April 2, 2018.