

## **ON ASSIGNMENT, INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### **I. PURPOSE**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of On Assignment, Inc. (the “Company”) shall discharge the Board’s responsibilities relating to compensation of the Company’s directors and executive officers, and administer and implement the Company’s incentive-compensation plans and equity-based plans. The Committee also shall be responsible for preparing a report on executive compensation for inclusion in the Company’s annual meeting proxy statement.

#### **II. COMMITTEE MEMBERSHIP**

The Committee shall consist of no fewer than three members of the Board. Members of the Committee shall be appointed by the Board annually upon the recommendation of the Board or any appropriate nominating or other committee thereof and may be removed by the Board. All members of the Committee shall meet the definition of (i) an “independent director” as defined in the listing standards of The NASDAQ Stock Market; (ii) a “nonemployee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended; and (iii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Committee shall appoint one of their number as the Chairman. The Chairman 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.

#### **III. MEETINGS**

The Committee shall meet at least three times per year. The Committee Chairperson shall determine whether additional meetings are necessary or desirable in response to the needs of the Company or any issues that may arise. At the request of the Committee, the Company’s Chief Executive Officer and President and other selected executive officers shall meet regularly with the Committee to provide information to and support the activities of the Committee as requested. The Committee shall meet in executive session on a regular basis to provide an opportunity for private discussion of matters independent of any members of management. The Committee may invite outside advisors to such executive sessions, as it deems appropriate.

#### **IV. COMMITTEE POWERS, AUTHORITY, DUTIES AND RESPONSIBILITIES**

1. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of directors’ and

executive officers' compensation and shall have the sole authority to approve the consultant's fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors it determines necessary to carry out its duties.

2. The Committee shall annually review and approve corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer and President, evaluate his performance in light of those goals and objectives and have the sole authority to determine his compensation levels based on this evaluation and in accordance with any applicable employment agreement. In determining the long-term incentive component of Chief Executive Officer or President compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to Chief Executive Officers or Presidents, as applicable, at comparable companies, the awards given to the Chief Executive Officer or President, as applicable, in past years and such other matters as it deems relevant. The Chief Executive Officer and President may not be present during any deliberation or vote at a meetings of the Committee relating to the compensation of such person.
3. The Committee shall annually review and approve, for all other executive officers of the Company (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder, the "Officers"), (a) the annual base salary amount, (b) the annual bonus payment, as calculated in accordance with the each such executive's employment agreement, (c) any long-term incentive compensation, (d) any amendments to such executive's employment agreement, any proposed severance arrangements or change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable, and (e) any perquisites, special or supplemental benefits. The Chief Executive Officer and President may be present, but may not vote, during any meetings of the Committee relating to the compensation of the Officers. The exclusive authority of the Committee to determine the elements of the compensation of Officers specified above is intended to comply with any federal securities or tax law requirements, such as Rule 16b-3 of the Securities Exchange Act of 1934, as amended, or Section 162(m) of the Internal Revenue Code of 1986, as amended.
4. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of directors, including Board and committee retainers, meeting fees, equity-based compensation, and such other forms of compensation as the Committee may consider appropriate.
5. The Committee shall consider, recommend, administer and implement the Company's incentive compensation plans and equity-based plans, including, but not limited to, (a) approving option grants or other awards under the Company's equity-based plans, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or

awards and (e) imposing limitations, restrictions and conditions upon any grant or award as the Committee deems necessary or advisable. In carrying out the foregoing, pursuant to a delegation of authority from the Board, the Stock Option Committee may grant options or other awards under such plans, subject to the limitations set forth on Exhibit A attached hereto.

6. The Committee shall annually assess the desirability of proposing and make recommendations to the Board with respect to any new incentive-compensation plans and equity-based plans and any increase in shares reserved for issuance under existing plans.
7. The Committee shall prepare a report on executive compensation for inclusion in the Company's annual meeting proxy statement in accordance with applicable rules and regulations.
8. The Committee may delegate its authority to members as the Committee deems appropriate; provided that any delegate shall report any actions taken by him or her to the whole Committee at its next regularly scheduled meeting.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. The Committee shall annually review its own performance as compared to the requirements of this Charter.
11. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

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Amended and Adopted by the Board of Directors on February 12, 2004.

## **Exhibit A**

The Chief Executive Officer and President, serving as the sole member of the Stock Option Committee, and pursuant to a delegation of authority from the Board, shall have authority hereunder to grant to non-executive officer employees of the Company below the level of Vice President options or other awards exercisable for a sum of shares related to such grants not to exceed 60,000 per month. The Stock Option Committee shall periodically submit a report to the Board of Directors of the Company of option grants pursuant to this delegation of authority.