

## ASGN INCORPORATED

### COMPENSATION COMMITTEE CHARTER

#### I. PURPOSE

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of ASGN Incorporated (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. 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. All members of the Committee shall meet the definition of (i) an “independent director” as defined in the listing standards of the New York Stock Exchange; (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 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 authority, in its sole discretion, to obtain the advice of or retain and terminate any compensation consultant, independent legal counsel, accounting or other advisor to be used to assist in the evaluation of directors’ and executive officers’ compensation as the Committee may deem appropriate and shall have authority in its sole

discretion to approve the consultant or advisor's reasonable fees and other retention terms as the Committee may deem appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. In selecting any such compensation consultant, legal counsel or other advisor, the Committee must first take into consideration all factors relevant to that compensation consultant, legal counsel or other advisor's independence from management, including the six factors specified in Rule 10C-1 of the Securities Exchange Act of 1934, as amended. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel or other advisor retained by the Committee.

2. The Committee shall annually review and approve corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer, evaluate his or her performance in light of those goals and objectives and have the sole authority to determine and approve his or her 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 compensation, the Committee will consider, among other things, the Company's performance, the value of similar incentive awards to Chief Executive Officers, as applicable, at comparable companies, the awards given to the Chief Executive Officer, as applicable, in past years and such other matters as it deems relevant. The Chief Executive Officer may not be present during any deliberation or vote at a meeting 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 Securities Exchange Act of 1934, as amended, and Rule 16a-1 thereunder, the "Officers"); (a) corporate goals and objectives relevant to compensation, (b) the annual base salary amount, (c) the annual bonus payment, as calculated in accordance with the each such executive's employment agreement, (d) any long-term incentive compensation, (e) 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 (f) any perquisites, special or supplemental benefits. The Chief Executive Officer 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 provide oversight of management's decisions regarding the performance, evaluation and compensation of other officers.
5. 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.

6. 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. The Committee shall review the Company's incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management policies and practices, business strategy and the executive officers' compensation.
7. 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.
8. The Committee shall prepare a report on executive compensation for inclusion in the Company's annual meeting proxy statement or annual report in accordance with applicable rules and regulations.
9. The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and to recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K.
10. The Committee may delegate its authority to subcommittees as the Committee deems 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.
11. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
12. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.
13. 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.

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