

ASGN INCORPORATED

STRATEGY AND TECHNOLOGY COMMITTEE CHARTER

I. PURPOSE

The Strategy and Technology Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of ASGN Incorporated (the “**Company**”) shall assist the Board with respect to matters of strategy and technology by engaging with management to ensure: (1) the Company has established an effective strategy and strategic planning process; (2) the Company’s technology programs enable the Company’s strategic plans; and (3) the Company’s proposed acquisitions, divestitures, or other key investments of capital fulfill the Company’s strategic plans.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board or advisers to 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. The members of the Committee shall appoint one of their number as the Chair of the Committee. The Chair shall be responsible for leadership of the Committee, including presiding over the meetings, working with management to prepare meeting agendas, and reporting for the Committee to the Board at its next regularly scheduled meeting following the meetings of the Committee.

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. Other directors of the Board may attend with the prior permission of the Chair of the Committee.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

- A. The Committee shall annually review the strategic plan and progress in strategic plan execution and recommend updates as needed based on changes in the market and other factors.
- B. The Committee shall monitor the Company’s performance against measurable targets or progress points that support the strategic plan.
- C. The Committee shall engage with management to review the Company’s digital roadmap, ensuring it considers current and future technology needs that support the Company’s strategic plan.

- D. The Committee shall periodically review with management: (a) the Company's acquisition, divestiture and investment strategies; and (b) potential transactions and how the transaction fits within the Company's strategic plans and acquisition strategy. The Committee shall also review with the Board the Committee's recommendations with respect to any transaction.
- E. The Committee may delegate its authority to subcommittees as the Committee deems appropriate in its sole discretion; and any delegate shall report any actions taken by such delegate to the whole Committee at its next regularly scheduled meeting.
- F. The Committee shall be empowered to retain advisors, counsel and others to assist it in the conduct of activities within its general scope.
- G. The Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- H. The Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.
- I. The Committee shall report its actions and any recommendations to the Board on a quarterly basis, as needed, and shall conduct and present to the Board an annual performance evaluation of the Committee.

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Adopted by the Board of Directors on December 11, 2019.