



AMN HEALTHCARE SERVICES, INC.

AUDIT COMMITTEE CHARTER

I. Purpose

The primary objectives of the Audit Committee are to assist the Board of Directors (“Board”) in fulfilling its oversight responsibilities with respect to (a) the integrity of the Company’s accounting, financial reporting and disclosure practices, financial statements, and systems of internal controls; (b) the Company’s compliance with legal and regulatory requirements; (c) the Company’s compliance and ethics program; (d) the independent auditors’ qualifications and independence; (e) the performance of the Company’s internal audit function and independent auditors; and (f) the Company’s process to manage business, financial and technology risks.

II. Organization

The Audit Committee shall consist of three or more members of the Board, each of whom shall satisfy the independence, financial literacy and experience requirements as defined by applicable legislation and regulation. At least one member shall be designated as the “financial expert” as defined by applicable legislation and regulation.

The appointment of the members of the Audit Committee and the designation of the Chairman shall be made by the Board on the recommendation of the Corporate Governance Committee.

The Audit Committee may form and delegate authority to subcommittees or officers of the Company when appropriate.

No Audit Committee member shall simultaneously serve on the audit committees of more than two other public companies, unless the Board (a) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee, and (b) discloses such determination in the annual proxy statement.

No member of the Audit Committee shall receive compensation from the Company other than director’s fees for service as a director of the Company, including reasonable compensation for serving on the Audit Committee and regular benefits that other directors receive.

III. Meetings

The Audit Committee shall meet at least four times per year on a quarterly basis, or more frequently as circumstances require.

The Chairman of the Audit Committee, in consultation with the other members of the Audit Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Audit Committee shall:

A. With respect to the independent auditors:

1. Be directly responsible for the oversight, appointment, evaluation, replacement (where appropriate) and compensation of the independent auditors. Management has the authority to recommend independent auditors for appointment, replacement and to pre-negotiate compensation for Audit Committee approval.
2. Oversee the work of the independent auditors.
3. Have the sole authority to pre-approve all auditing and non-audit services provided by the independent auditors as permitted by Section 10A of the Securities Exchange Act. The Audit Committee Chairman has the authority to pre-approve non-audit services of less than \$100,000. Management has the authority to recommend auditing and non-auditing services to be provided by the independent auditors. The Audit Committee shall review and approve disclosures included in Securities Exchange Commission (“SEC”) periodic reports filed under Section 13(a) of the Securities Exchange Act with respect to all audit and non-audit services. Nothing in this paragraph is intended to preclude the use, when applicable, of the “de minimis exception,” to the pre-approval requirements set forth in Section 10A(i)(1)(B) of the Exchange Act.
4. Review on an annual basis the qualifications, performance and independence of the independent auditors and the lead partner, in consultation with management and internal audit. In conducting its review and evaluation, the Audit Committee shall:
 - a. At least annually, obtain and review a report from the independent auditors describing (1) the independent auditors' internal quality control procedures; (2) any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues; and (3) (to assess the auditor’s objectivity and independence) all relationships and services between the independent auditor and the Company.

- b. Confirm that the Company's independent audit firm appropriately rotates the audit partner(s) in accordance with the rules established by the SEC and the Public Accounting Oversight Board, and consider whether there should be regular rotation of the audit firm itself.
5. Review all reports submitted by the independent auditors to the Audit Committee.
6. Review, based upon the recommendation of the independent auditors, management and the chief internal auditor the audit scope and plan of the work to be done by the independent auditors, including coordination of audit effort with internal audit.

B. With respect to the quarterly and annual financial statements:

1. Review and discuss with management, the independent auditor and internal audit the integrity of the Company's financial reporting processes, both internal and external, the annual audited financial statements, quarterly financial statements and disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations." In that connection, the Audit Committee shall review with management and the independent auditor (a) critical accounting policies and practices to be used by the Company; and (b) significant financial reporting issues and judgments made in connection with the preparation of the financial statements and the potential effect on the Company's financial statements.
2. Review disclosures made by the Chief Executive Officer and Chief Financial Officer in connection with the certification of Forms 10-K and 10-Q including (a) management's assessment of the effectiveness of the Company's internal controls and procedures for financial reporting; (b) any fraud that involves management or other employees who have a significant role in the Company's internal controls; and (c) the independent auditors' attestation on the Company's internal control over financial reporting.
3. Recommend to the Board, if appropriate, that the Company's annual audited financial statements be included in the Company's annual report on Form 10-K for filing with the SEC.
4. Prepare the Audit Committee report, in partnership with management, required by the SEC to be included in the Company's annual proxy statement and any other reports of the Audit Committee required by applicable securities laws or stock exchange listing requirements or rules.

C. Periodic reviews:

1. Periodically review separately with each of management, the independent auditors and the chief internal auditor (a) any significant disagreement between management and the independent auditors or the internal audit group in connection with the preparation of the financial statements and performance of the audit of internal controls over financial reporting; (b) any difficulties encountered during the course of the audits, including restrictions on the scope of work or access to required

information; (c) any significant variances in hours or fees incurred by the independent auditors or internal audit; and (d) management's, the internal audit group's and the independent auditor's responses to these.

2. Periodically discuss with the independent auditors, without management being present, (a) their judgments about the quality and appropriateness of the Company's accounting principles and financial disclosure practices as applied in its financial reporting; and (b) the completeness and accuracy of the Company's financial statements.
3. Periodically meet with the chief internal auditor, finance management and general counsel in separate executive sessions to discuss any matters that the Audit Committee or any of them believes should be discussed privately with the Audit Committee.
4. Review and approve all "related party transactions" that require disclosure under applicable SEC rules.
5. Report regularly to the Board on its reviews, actions and recommendations.
6. Review and evaluate, at least annually, its performance and responsibilities and provide a report of such review to the Board.
7. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate.

D. Discussions with management:

1. Review and discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
2. Review significant accounting and reporting issues and understand their impact on the financial statements. These items include:
 - a. Review and discuss with management, the chief internal auditor, the independent auditors and the Company's in-house counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including changes in accounting standards or rules, compliance policies or programs.
 - b. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by management, the independent auditors, or the internal audit group. Review with management, the independent auditors and the internal audit group the extent to which any changes or improvements in accounting or financial practices, as approved by the Audit Committee, have been implemented.

- c. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the financial statements of the Company.

E. With respect to the internal audit function and internal controls:

1. Approve the appointment and replacement of the Company's chief internal auditor and be responsible for the oversight of the Company's chief internal auditor and the activities of the internal audit department, as set forth in the Corporate Audit Services Charter.
2. At least once per year, review the performance and compensation of the Company's chief internal auditor.
3. Approve the charter, audit plans, activities, staffing, organizational structure and budget of the internal audit function.
4. Review the results of operational audits and discuss with the chief internal auditor, and management, as appropriate, any significant findings and recommendations of the internal audit group with management's responses thereto.
5. Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management responses.
6. Discuss with the Company's management, independent auditors, and the internal auditors, as appropriate, any weaknesses or deficiencies that any of the foregoing have identified relating to financial reporting, internal controls or other related matters and their proposal for rectifying such weaknesses or deficiencies.

F. With respect to Legal, Compliance and Risk Management

1. Approve procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and (c) the direct reporting to the Audit Committee by the person with operational responsibility for the Company's compliance and ethics program on any matter involving criminal conduct or potential criminal conduct.
2. Review with the general counsel, the Company's compliance processes in general and the code of conduct program in particular. In that regard, the Audit Committee shall review (a) the process for communicating the code of conduct to Company personnel, and for monitoring compliance therewith; (b) periodic reports from management as to the administration and compliance with the Code of Ethics for Senior Financial Officers and Principal Executive Officer; and (c) the results of the review by the chief internal auditor of the monitoring of compliance with the Company's Code of Conduct.

3. Review and approve (a) any change or waiver in the Company's Code of Ethics for Senior Financial Officers and the Principal Executive Officer and (b) any disclosure made on Form 8-K regarding such change or waiver.
4. Approve a policy addressing the Company's hiring of employees or former employees of the independent auditors who were engaged on the Company's account.
5. Review the results of significant investigations, examinations or reviews performed by regulatory authorities, any auditor observations and management's responses.
6. Review any attorneys' reports containing evidence of material violations of securities laws and breaches of fiduciary duty or other similar violations of US or state law, in partnership with management.
7. Review and discuss with management the Company's major risk exposures and the steps taken to monitor, control and manage such exposures, including the Company's risk assessment and risk management guidelines and policies.

G. Information Technology

1. Review and discuss with management significant technology strategic initiatives and risks to key Company assets requiring protection, including management's strategy to address.
2. Obtain and review regular reports on significant cybersecurity risks, including material cybersecurity breaches, the impact on the Company of any significant cybersecurity breach and any disclosure obligations arising from any such breach.

H. Other:

Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Audit Committee or the Board deems necessary or appropriate.

V. Education

The Company is responsible for providing the Audit Committee with educational resources related to accounting principles and procedures, current accounting topics pertinent to the Company and other material as may be requested by the Audit Committee. The Company shall assist the Audit Committee in maintaining appropriate financial literacy.

VI. Resources

The Audit Committee is empowered to conduct or authorize investigations into any matters within its scope of responsibilities. The Audit Committee shall have the authority to retain independent legal, accounting and other consultants to advise the Audit Committee.

The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Audit

Committee or to meet with any members of, or consultants to, the Audit Committee. Consistent with the foregoing and for the avoidance of doubt, the Audit Committee shall receive appropriate funding from the Company, as determined by the Audit Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Audit Committee. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

VII. Limitations of the Audit Committee's Role

Although the Audit Committee has the powers and responsibilities set forth in this Charter, the role of the Audit Committee is oversight. The members of the Audit Committee are not full-time employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and do not serve in such capacity. Consequently, it is not the duty of the Audit Committee to conduct audits, to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles or applicable rules and regulations. The Company's management is responsible for preparing the Company's financial statements and for maintaining internal controls. The independent auditors are responsible for auditing the financial statements.

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