



## AMN HEALTHCARE SERVICES, INC.

### COMPENSATION AND STOCK PLAN COMMITTEE CHARTER

#### I. Purpose

The Compensation and Stock Plan Committee (the “**Committee**”) shall oversee the Company’s compensation philosophy, policies and programs to ensure they are designed and operating effectively to appropriately attract, incent and retain Executive Management and ensure alignment with long-term shareholder returns. The Committee shall have the direct responsibility to discharge the Board’s responsibilities relating to compensation of (1) the Company’s executive officers, (2) officers at or above the Senior Vice President level that report directly to the Chief Executive Officer (collectively referred to as “**Executive Management**”) and (3) directors. For this purpose, compensation shall include:

- annual base salary;
- incentive opportunities;
- stock option or other equity participation plans;
- the terms of employment agreements, severance arrangements, and change in control agreements, in each case as, when and if appropriate;
- any special or supplemental benefits; and
- any other payments that are deemed compensation under applicable rules of the Securities and Exchange Commission (“**SEC**”).

#### II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence and experience requirements of the New York Stock Exchange (“**NYSE**”), the “nonemployee director” requirement of SEC Exchange Act Rule 16b-3 and the Company’s Director Independence Standards under the Company’s Corporate Governance Guidelines. Members should possess sufficient skills and knowledge to fulfill the responsibilities of the Committee, including familiarity with various components of executive compensation. The members of the Committee shall be appointed, and the Chairperson of the Committee shall be designated, by the Board upon the recommendation of the Corporate Governance Committee. The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the NYSE.

### **III. Meetings**

The Committee shall meet at least four times per year or more frequently as circumstances require. The Chairperson, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. The Chairperson shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as each other director in advance of the meeting. The Committee may invite such members of management to its meetings as it deems appropriate.

### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Oversee the Company's compensation philosophy, policies and programs to ensure they are designed and operating effectively to appropriately attract, incent and retain Executive Management and ensure alignment with long-term shareholder returns.
2. On an annual basis, (i) review the corporate goals and objectives relevant to Chief Executive Officer ("**CEO**") compensation, (ii) evaluate the CEO's performance in light of those goals and objectives and, (iii) either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining any long-term incentive component of CEO compensation, the Committee will consider, among such other factors as it may deem relevant, the Company's performance, shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the CEO in past years and the results of the most recent "say-on-pay" vote by the Company's shareholders.
3. In consultation with the CEO, evaluate and establish the compensation of: (i) all executive officers (other than the CEO); and (ii) all other members of Executive Management. In evaluating and establishing the compensation of Executive Management, the Committee will consider the results of the most recent "say-on-pay" vote by the Company's shareholders.
4. Periodically assess competitiveness of compensation levels and practices applicable to members of Executive Management and approve an appropriate peer group for this purpose.
5. Review director compensation for service on the Board and each of its committees at least once a year and recommend any changes to the Board.
6. Design the terms of the Company's incentive compensation plans and equity-based plans (the "**Plans**"). In designing the Plans, the Committee will consider the results of the most recent "say-on-pay" vote by the Company's shareholders and consult with management and the Committee's independent compensation consultant. The Committee shall also have the authority to administer the Plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each Plan.

7. Review the Company's incentive compensation arrangements generally to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
8. Review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend or terminate such agreements, arrangements or plans.
9. Prepare the Compensation Committee Report required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K and oversee the preparation of the Company's Compensation Discussion and Analysis ("**CD&A**") as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K. Review and discuss the CD&A and recommend to the Board its inclusion in such proxy statement or annual report. The Committee shall also review and recommend to the Board for approval the proposals regarding "say-on-pay" and the frequency of the "say-on-pay" vote to be included in the Company's proxy statement and submitted to shareholders as required by SEC rules.
10. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory "say-on-pay" votes and shareholder approval of equity compensation plans.
11. Approve equity awards and review equity awards made by the CEO pursuant to the authority delegated by the Committee as may be required to comply with applicable tax and state corporate laws.
12. Determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
13. Establish the financial metrics and performance targets under the Company's Senior Executive Incentive Bonus Plan.
14. Review annually the Company's 401(k) and deferred compensation plans and review any audits of such plans.
15. Review and reassess the adequacy of this Charter annually and recommend any appropriate changes to the Board for approval.
16. Review its performance annually.
17. Report regularly to the Board.

18. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, including any laws that may require certain actions by the Committee that come into effect after the date of this Charter, as the Committee or the Board deems necessary or appropriate.

#### **V. Resources, Compensation Consultants and Other Advisors**

The Committee shall have the sole authority and discretion to appoint, compensate and oversee and terminate consultants (including without limitation outside legal counsel, compensation consultants and other external advisors and professionals) to assist the Committee in the fulfillment of its responsibilities, including the evaluation of director, CEO or officer compensation, and to receive advice from such consultants. Specifically, the Committee shall have the sole authority and discretion to appoint and obtain advice and assistance from internal resources and external advisors or professionals (including without limitation, compensation consultants and legal, tax and accounting professionals) it deems appropriate. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors. In retaining or seeking advice from compensation consultants, legal counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration all factors relevant to such person's independence, including the factors specified in Section 303A.05(c)(iv)(A)-(F) of the NYSE Listed Company Manual or any other that may be added by the NYSE from time to time. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee may retain, or receive advice from, any compensation advisor it prefers, after considering the specified factors.

**APPROVED BY BOARD AS OF APRIL 17, 2018**