

## **PRGX GLOBAL, INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### **Purpose**

The Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's directors and EMC, as defined below. The Compensation Committee has overall responsibility for approving and evaluating the compensation of, and the compensation plans, policies and programs applicable to, the Company's Chief Executive Officer ("CEO"), the Company's other executive officers, and direct reports of the Company's executive officers who are members of the Company's executive management committee (collectively, including the CEO, the "EMC"). Additionally, the Compensation Committee is responsible for recommending to the Nominating and Corporate Governance Committee the compensation and compensation plans, policies and programs for the Company's directors.

The Compensation Committee is also responsible for reviewing, discussing with management and recommending a compensation discussion and analysis for inclusion in the Company's annual report on Form 10-K, annual meeting proxy statement and certain other filings with the Securities and Exchange Commission, and submitting the related Compensation Committee report, for inclusion in the Company's annual report on Form 10-K and annual meeting proxy statement.

#### **Committee Membership**

The Compensation Committee shall consist of no fewer than three members. Except to the extent permitted under the rules of the Nasdaq Global Market ("Nasdaq"), the members of the Compensation Committee shall meet the independence requirements of Nasdaq. All members of the Compensation Committee shall be "Non-Employee Directors," as that term is defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Compensation Committee shall be appointed by the Board following recommendation by the Nominating & Governance Committee. Compensation Committee members serve at the pleasure of the Board and may be removed or replaced by the Board.

#### **Committee Authority and Responsibilities**

1. The Compensation Committee shall have the sole authority to retain, oversee the work of and terminate any compensation consultant to be used to assist in the evaluation of compensation of the Company's directors, the CEO and other members of the EMC and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In determining whether to retain a compensation consultant, legal counsel or other advisor, the Compensation Committee shall take into consideration (i) any business or personal relationships the Company's directors or members of the EMC may have with such compensation consultant, legal counsel or advisor, (ii) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or advisor, (iii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or advisor, (iv) the policies and procedures of the person that employs the compensation consultant, legal counsel or advisor that are designed to prevent

conflicts of interest, (v) any stock of the Company owned by the compensation consultant, legal counsel or advisor and (vi) any other factors that may be specified by Nasdaq rules. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of compensation to any compensation consultant, legal counsel or other advisor retained by the Compensation Committee.

2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and, based on this evaluation, determine the CEO's compensation. The CEO shall not be present at any consideration or determination of CEO compensation. In recommending any long-term incentive component of CEO compensation, the Compensation Committee will consider such factors as the Compensation Committee deems appropriate, which factors may include the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Compensation Committee shall also annually review and approve corporate goals and objectives relevant to compensation of members of the EMC other than the CEO, evaluate such personnel's performance in light of those goals and objectives and, based on this evaluation, determine the compensation of such personnel. The CEO may be present during any Compensation Committee discussions and determinations of compensation for other members of the EMC.
4. The Compensation Committee shall also annually review and make recommendations to the Nominating and Corporate Governance Committee with respect to the compensation of all directors, including stock options and other awards under incentive compensation plans and equity-based plans.
5. The Compensation Committee shall administer the Company's 2008 Equity Incentive Plan, 2017 Equity Incentive Compensation Plan and any other equity compensation plan heretofore or hereafter established by the Company and all deferred compensation plans and other executive compensation plans of the Company. All decisions with respect to the grant of awards, the imposition or waiver of any conditions with respect to such awards or otherwise shall be made by the Compensation Committee; provided that awards to directors shall be made only to the extent approval is also obtained from the Nominating and Corporate Governance Committee.
6. In carrying out its duties under 2 and 3 above, the Compensation Committee shall, at a minimum, annually review and determine, for the CEO and other members of the EMC, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits or perquisites.
7. The Compensation Committee, or the Chairman of the Compensation Committee if so delegated by the Compensation Committee, shall review and approve initial salary and incentive compensation ranges for any candidate selected to fill the position of CEO or any other EMC position.
8. The Compensation Committee may form and delegate authority to subcommittees when appropriate.

9. The Compensation Committee shall make regular reports to the Board.
10. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review its own performance.