

TRINET GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES

Amended July 31, 2019

1. Size and Composition of the Board and Board Membership Criteria; Director Qualifications

The Nominating and Corporate Governance Committee of TRINET GROUP, INC. (the “**Company**”) shall recommend to the Board of Directors criteria for Board membership, which shall include the criteria set forth in these Corporate Governance Guidelines and shall recommend individuals for membership on the Company’s Board of Directors. In making its recommendations, the Nominating and Corporate Governance Committee shall:

- review candidates’ qualifications for membership on the Board (including making a specific determination as to the independence of the candidate) based on the criteria approved by the Board (and considering the enhanced independence, financial literacy and financial expertise standards that may be required under law or New York Stock Exchange rules for audit committee and compensation committee membership purposes);
- evaluate current directors for re-nomination to the Board; and
- periodically review the composition of the Board considering the current challenges and needs of the Board and the Company and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

The Nominating and Corporate Governance Committee considers not only an individual’s qualities, performance and professional responsibilities, but also the then composition of the Board and the challenges and needs of the Board at that time. The Nominating and Corporate Governance Committee also considers the impact of any change in the principal occupation of existing directors. The Committee reports to the full Board its conclusions and recommendations for nominations to the Board.

Board Membership Criteria

The Board shall consider recommendations for nominees from the Nominating and Corporate Governance Committee. In considering candidates, the Board may consider one or all of the following:

- ability to read and understand basic financial statements;
- experience;
- independence;
- personal integrity and ethics;
- ability to offer advice and guidance to management;

- time to devote to the affairs of the Company;
- demonstrated excellence in their field;
- ability to exercise sound business judgment; and
- commitment to rigorously representing the long-term interests of the Company's stockholders.

Candidates for director nominees shall be reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Board shall consider such other factors as it deems appropriate, including age, diversity and skills, given the current needs of the Board and the Company. In the case of an incumbent director whose term of office is set to expire, the Board shall review such director's overall service to the Company during their term, including the percentage of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such director's independence.

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members shall be evaluated according to the new criteria. A director who no longer meets the complete criteria for Board membership may be asked to adjust their committee assignments or resign from the Board.

Board Size

The number of directors shall be established by the Board in accordance with the Bylaws of the Company. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate its needs or reducing its size if the Board determines that a smaller Board would be more efficient. The Nominating and Corporate Governance Committee shall periodically review the size of the Board and recommend any proposed changes to the Board.

Independence

A majority of the Board shall be comprised of directors meeting the independence requirements of the New York Stock Exchange at a minimum. The Board shall make an affirmative determination at least annually as to the independence of each director. In determining independence, the Board shall apply the independence tests set forth in the New York Stock Exchange listing standards, as such standards may be amended from time to time, and consider any other factors that will contribute to effective oversight and decision-making by the Board, as determined by the Board in its sole discretion.

Term Limits

It is the policy of the Board to avoid term limits which have the disadvantage of discontinuing the availability and contributions of directors who have developed experience with, and insight into, the Company and its needs over a period of time.

Retirement Age

It is the policy of the Board to avoid a mandatory retirement age for directors which would have the disadvantage of discontinuing the availability and contributions of directors who are otherwise capable and valuable members of the Board.

Simultaneous Service on Other Company Boards

A director must notify the Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee prior to accepting any invitation to serve on another company board, in order for the Company to confirm the absence of any actual or potential conflict of interest. The Board recognizes that a director's ability to fulfill their responsibilities as a director can be impaired if they serve on many other boards or board committees. Service on boards and board committees of other companies must be consistent with the Company's Related-Person Transaction Policy and Business Ethics and Code of Conduct Policy.

Changes in Primary Employment

A director who retires from their present primary employment or who materially changes their primary employment position must promptly notify the Board and the Nominating and Corporate Governance Committee. The Board does not believe that every director who retires from their present primary employment, or who materially changes their position, should necessarily leave the Board; however, the Board shall, through the Nominating and Corporate Governance Committee, review the continued appropriateness of Board membership under these circumstances.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter promptly to the Chair of the Nominating and Corporate Governance Committee for evaluation and appropriate resolution. If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse themselves from participation in the discussion and shall not vote on the matter.

Stock Ownership

The Board believes that directors should hold meaningful equity ownership positions in the Company. The Company has adopted the following director share ownership guidelines: TriNet Group, Inc. Executive Officer and Non-Employee Director Stock Ownership Guidelines.

2. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what they reasonably believe to be in the best interests of the Company and must exercise their business judgment.

Participation at and Preparation for Board Meetings

The Board expects to have at least four regular meetings each year.

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings. Directors are also expected to attend the Company's annual meeting with stockholders. Directors should notify the Chairperson if they are unable to attend a meeting.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management presentations and reports about the performance and operations of the business, and interaction with senior management at Board meetings. Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

3. Board Agenda

The Chairperson of the Board and CEO, in conjunction with the Lead Independent Director, if any, establishes on an annual basis an agenda of topics for consideration and review by the Board to be addressed during the following year. This annual schedule of topics is then provided to the full Board for review and comment and is adjusted, as appropriate, during the year. The Chairperson of the Board and CEO, in conjunction with the Lead Independent Director, if any, shall determine the frequency and length of Board meetings and shall set the agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on an agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

4. Chairperson of the Board and CEO

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairperson and CEO in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairperson of the Board and/or the CEO.

5. Lead Independent Director

If the CEO also serves as the Chairperson of the Board, then an independent director shall be designated by the Board as the Lead Independent Director. If the Board elects a Lead Independent Director, such Lead Independent Director shall have the following responsibilities:

- with the Chairperson of the Board, establish the agenda for regular Board meetings and serve as chairperson of Board meetings in the absence of the Chairperson;

- establish the agenda for meetings of the independent directors;
- coordinate with the committee chairs regarding meeting agendas and informational requirements;
- preside over meetings of the independent directors;
- preside over any portions of meetings of the Board at which the evaluation or compensation of the CEO is presented or discussed;
- preside over any portions of meetings of the Board at which the performance of the Board is presented or discussed; and
- coordinate the activities of the other independent directors and perform such other duties as may be established or delegated by the Chairperson of the Board.

6. Meetings of Non-Management Directors

The Company's non-management directors shall meet in executive session, in which management does not participate, periodically, but no less than two times per year or such greater number as required by the New York Stock Exchange listing standards. If this group includes directors who are not considered independent, the independent directors must also meet in executive session at least once a year. Either the Chairperson of the Board, if independent, or if not, the Lead Independent Director, shall preside at each executive session. The Company's annual proxy statement will identify the method for interested parties to communicate directly with the non-management directors as a group.

7. Committee Reports

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting is expected to present a brief summary of its committee meeting to the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chairperson of the applicable committee will present such report.

8. Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates. These reviews include the views of management as well as, where appropriate, those of investors and securities analysts. The Board also conducts an annual meeting to review and approve the Company's long-term strategy and operating plan, and assess its strategic, competitive and financial performance.

9. Board Committees

The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, its internal audit function and compliance by the Company with legal and regulatory requirements;

- the Compensation Committee shall generally be responsible for overseeing the Company's executive compensation and benefits policies, evaluating executive officer performance and compensation and reviewing the Company's management succession plan; and
- the Nominating and Corporate Governance Committee shall generally be responsible for identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance and overseeing the Company's Corporate Governance Guidelines.

Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance. The committee chairperson, in consultation with committee members, shall determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter, and, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

Only independent directors meeting the independence requirements of the New York Stock Exchange and, for audit committee members, Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the Securities and Exchange Commission, may serve on these three committees. Committee members shall be appointed by the Board based upon the recommendation of the Nominating and Corporate Governance Committee, except for the Nominating and Corporate Governance Committee, which is directly appointed by the Board. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

10. Board Member Access to Management and Independent Advisors

Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite to Board meetings managers and other employees who can provide additional insight into the items being discussed.

The Board and each of its committees in accordance with its charter is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management or, in the case of committees, the full Board in accordance with its charter, for which the Company shall pay the fees and expenses.

11. Director Communications with Third Parties

Unless otherwise indicated in these Guidelines or the Company's policies, all requests for communications with individual directors or the Board by stockholders, analysts, or media outlets shall initially be made to the Corporate Secretary. Generally, management speaks for the Company, and the Chairman speaks on behalf of the Board. Other communications between individual directors and interested parties may be held, at the request of the Board or the CEO and Chairman.

12. Director Compensation

The Compensation Committee shall review and approve compensation (including equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Compensation Committee shall, among other things:

- review and approve compensation for the Company's directors, including retainer, Board meeting, committee meeting and committee chairperson fees;
- determine any long-term incentive component of director compensation based on the awards given to directors in past years, the Company's performance, stockholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
- evaluate the possibility that directors' independence may be compromised or impaired for Board or committee purposes if director compensation exceeds customary levels, including if the Company makes substantial charitable contributions to an organization with which a director is affiliated.

13. Director Orientation and Continuing Education

All new members of the Board are required to participate in the Company's orientation program for directors. The orientation program will include background material on the Company's policies and procedures, meetings with senior management and visits to Company facilities, a review of the Company's financial position, an overview of the industry in which the Company operates and competes and an introduction to the regulatory and legal environment that affects the Company's business, as well as governs directors' fiduciary duties.

All directors will be offered the opportunity, and are encouraged, to participate in continuing education programs with any associated expenses to be reimbursed by the Company.

14. Management Evaluation and Management Succession

The Compensation Committee shall evaluate the performance of the senior management of the Company and shall present its findings to the full Board. The Board shall review the Compensation Committee's report in order to ensure that management's performance is satisfactory and that management is providing the best leadership for the Company in the long and short-term.

The Compensation Committee shall review the Company's succession planning, including succession planning in the case of the incapacitation, retirement or removal of the CEO. The CEO shall provide a report to the Compensation Committee recommending and evaluating potential successors, along with a review of any development plans recommended for such individuals. The CEO shall also provide to the Compensation Committee, on an ongoing basis, their recommendation as to a successor in the event of an unexpected emergency.

15. Annual Performance Evaluation

The Board, led by the Nominating and Corporate Governance Committee, shall establish and conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The collective evaluation shall be presented by the Chairperson of the Nominating and Corporate Governance Committee to the full Board for discussion. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board.

16. Review of Governance Guidelines

The Nominating and Corporate Governance Committee shall periodically review and assess the adequacy of these Governance Guidelines and recommend any proposed changes to the Board for approval.