

TRINET GROUP, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Purpose and Scope

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of TriNet Group, Inc. (the “**Company**”) to discharge the responsibilities set forth in this Charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

Membership

The Committee shall consist of at least two members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange. In addition, the Board may require that members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

1. Executive Compensation

The Committee shall determine and approve, or recommend to the Board for determination as the Committee deems appropriate, the compensation of the Chief Executive Officer and each of the Company’s other executive officers. In reviewing and approving, or in recommending for approval to the Board, each executive officer’s compensation, the Committee shall, among other things:

- identify, review and approve corporate goals and objectives relevant to such executive officer’s compensation;
- review and approve the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
- evaluate each executive officer’s performance in light of such goals and objectives and determine each executive officer’s compensation level and other terms of employment based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company;
- consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended;

- determine any long-term incentive component of each executive officer's compensation; and
- review, approve and administer any employment agreements, severance agreements or plans, change in control agreements, plans or provisions and any other compensatory arrangements with the Company's executive officers.

No executive officer should attend that portion of any meeting where such executive officer's performance or compensation is discussed, unless specifically invited by the Committee. The Chief Executive Officer may not be present during voting or deliberations related to his or her compensation.

2. Director Compensation

The Committee shall review and approve compensation for the Company's directors, including retainer, Board meeting, committee and committee chair fees and equity grants and awards.

3. Management Succession

The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, except with respect to the Company's Chief Executive Officer for whom the Company's Nominating and Corporate Governance Committee is responsible.

4. Compensation Policies and Plans

The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the Company's executive compensation clawback policy and the review and recommendation of any changes to any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate.

The Committee shall oversee the administration of the Company's incentive-compensation and equity-based plans. In overseeing such equity incentive plans, the Committee shall, among other things:

- Establish guidelines, including for identifying participants, performance goals and performance periods;
- Interpret plan documents as necessary;
- Review and approve award agreements and grants made under the equity incentive plans; and
- Exercise such other power and authority as may be permitted or required under such plans.

The Committee shall oversee the administration of the Company's tax-qualified retirement plans.

5. Disclosure

The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement or Form 10-K, as applicable.

6. Investigations

The Committee shall investigate any matter brought to the attention of the Committee within the scope of its duties if, in the judgment of the Committee, such investigation is appropriate.

7. Reporting to the Board

The Committee shall report to the Board periodically.

At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.

The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

8. Risk Assessment

The Committee shall review and assess risks arising from the Company's employee compensation policies and practices, organizational talent and development, as well as general management succession risks, and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Authority and Delegations

The Committee has the independent authority, in its discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors required by law or enumerated by the New York Stock Exchange rules.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock units, rights or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. The Chair of the Committee shall preside at each meeting. If the Chair of the Committee is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.