

TRINET GROUP, INC.

CHARTER OF THE RISK COMMITTEE OF THE BOARD OF DIRECTORS

Purpose and Scope

The Risk Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of TriNet Group, Inc. (the “**Company**”) to assist the Board in its oversight responsibilities relating to the Company’s management of enterprise-wide risk and related matters.

The Committee’s role is one of oversight, recognizing that the Company’s management is responsible for assessing and managing the Company’s risks. The Company’s management is responsible for designing, implementing and maintaining an effective and appropriate enterprise-wide risk management program. This program is overseen by the Committee in accordance with its responsibilities and powers set forth in this charter. The Company’s management is also responsible for providing appropriate reporting and information that will allow the Committee to perform its oversight role effectively.

The Board retains oversight responsibility over the Company’s key strategic risks. Oversight responsibility for other risk areas are assigned to other committees of the Board, generally, as follows:

- Audit Committee: financial reporting, internal controls and financial risks;
- Compensation Committee: compensation incentive-related risks, organizational talent and development, and executive management succession risks other than CEO succession;
- Nominating and Corporate Governance Committee: governance structuring, Board and CEO succession, corporate responsibility efforts, business conduct and ethics, insider trading policy, and environmental, social, and governance efforts.

Generally, the Committee may exercise oversight authority over the Company’s processes for managing risks that are not otherwise allocated to another committee of the Board.

Membership

The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange. The Board 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 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. Risk Management Framework and Governance

- Review the Company's Enterprise-wide Risk Management Policy and approach.
- Oversee the operation of the Company's enterprise-wide risk management framework, processes and methodologies.
- Require management to take reasonable steps to ensure that such risk management framework, processes and methodologies are appropriate for the Company in light of its business strategy, risk appetite, risk profile, complexity, culture, activities, size and other appropriate risk-related factors.

2. Risk Management Oversight

- Review enterprise-level risk management objectives and monitor management's execution of such objectives.
- Review management's reports on risk management processes, methodologies, controls and capabilities.
- Review the Company's efforts to foster a culture of risk-adjusted decision-making without constraining reasonable risk-taking and innovation.
- Review the adequacy of resources of the Company's risk management functions.

3. Risk Monitoring and Risk Tolerance

- Monitor relevant trends and developments in the area of enterprise risk management and oversight.
- Review the Company's risk profile against its tolerances, including significant risk exposures and risk trends, and the steps management has taken to monitor, control and report such risk exposures and trends.
- Monitor the quality and effectiveness of the Company's information security, data privacy and disaster recovery programs, and periodically review, appraise and discuss with management the quality and effectiveness of the Company's information security, data privacy and disaster recovery capabilities.
- Review, approve and monitor risk management actions for cases escalated to the Committee.

4. Other

- The Committee shall receive and review regular reports on not less than a quarterly basis from the Company's management Enterprise Risk Steering Committee, the Sponsor of which shall be available for Committee meetings together with any other appropriate member of the Company's management. The Committee shall regularly meet with the Company's senior management, in executive session or otherwise, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem necessary or desirable. Members of senior management shall provide the Committee with any information it requests relating to its responsibilities.
- The Committee (which may act through the Chair or other member of the Committee) shall share information and liaise with other committees of the Board or members of management as necessary or desirable to permit those committees and this Committee to carry out their statutory, regulatory, and other responsibilities.
- The Committee may meet with the Company's Finance & Audit Committee on other topics of common interest or other matters as required by law, regulation, or agreement.
- Consider such other matters and perform such other actions as the Board or Committee deems necessary or desirable in relation to the Committee's risk-management oversight function described in the purpose section of this charter.

5. Reporting to the Board

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall discuss with the Board the allocation of risk oversight among the Board's standing committees.
- 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.

Authority and Delegations

The Committee has the sole authority to retain and terminate any advisers, including sole authority to approve all such advisers' fees and other retention terms. The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it to be appropriate and in the best interests of the Company.

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.