



AMN HEALTHCARE SERVICES, INC.

TALENT AND COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Talent and Compensation Committee (the “**Committee**”) is to assist the Company’s Board of Directors (the “**Board**”) in fulfilling its oversight responsibilities relating to the Company’s overall human capital management strategies and the compensation of the officers of the Company that report to the Chief Executive Officer, including the Company’s executive officers (collectively, “**Executive Management**”), including to:

- oversee the Company’s talent strategies as well as its diversity, equality, equity, and inclusion initiatives;
- evaluate and approve the Company’s executive compensation philosophy, policies and programs applicable to Executive Management, including to conduct the annual Chief Executive Officer (“**CEO**”) performance evaluation process;
- oversee compensation-related reporting and proposals as required under Securities Exchange Commission (“**SEC**”) rules;
- oversee the Company’s incentive compensation risk management program, human capital risk and human capital management strategies;
- oversee the Company’s commitment to equal pay principles and a values-based culture; and
- evaluate and recommend to the Board for its approval the compensation of the Board’s independent directors.

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 (the “**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 Chair of the Committee shall be designated, by the Board upon the recommendation of the Corporate Governance and Compliance 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 Chair, 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 Chair 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

1. Executive Compensation Philosophy. The Committee shall oversee the Company's executive compensation philosophy and programs to ensure they (i) reflect the Company's commitment to equal pay principles and values-based culture, (ii) are designed and operating effectively to appropriately attract, incent and retain Executive Management, and (iii) align with long-term shareholder interests.
2. Human Capital Management. The Committee shall oversee the Company's management of human capital, including talent recruitment, retention and engagement, pay equity and diversity, equality, equity and inclusion.
3. Executive Incentive Compensation and Equity-Based Plans. The Committee shall oversee the design of the Company's equity-based plans and incentive compensation plans for Executive Management (the "**Executive Plans**"). The Committee shall also establish the financial metrics and performance targets, which may include ESG-related targets, under the Executive Plans and review and certify that the achievement of all applicable performance targets under the Executive Plans have been met before making any payment of any bonus or compensation, including the vesting of any performance-based equity awards, to Executive Management under the Executive Plans. In designing the Executive 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.
4. Executive Compensation, Benefits and Arrangements. In consultation with the CEO, the Committee shall evaluate and establish the compensation of all members of Executive Management. The Committee shall 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 members of Executive Management, which includes the ability to adopt, amend or terminate such agreements, arrangements or plans. The Committee shall also periodically assess competitiveness of compensation levels and practices applicable to members of Executive Management and approve an appropriate peer group for this purpose. 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.
5. Administration of Equity-Based Plans. The Committee shall administer the Company's equity-based plans (the "**Equity 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 the Equity Plans. The Committee may, from time to time and in its sole discretion, delegate to the CEO the authority to issue certain equity awards, in an amount and on terms and conditions as the Committee may determine, provided such delegation complies with the terms of the Equity Plans and applicable laws. The Committee shall also review equity awards made by the CEO pursuant to the authority delegated by the Committee, as may be required to comply with the terms of the Equity Plans and applicable laws.

6. CEO Performance and Compensation. On an annual basis, the Committee shall (i) review the evaluate the CEO's performance in light of the Company's goals and objectives and, (ii) either as a Committee or together with the other independent directors, 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.
7. Independent Director Compensation. The Committee shall review independent director compensation for service on the Board and each of its committees at least once a year and recommend any changes to the Board.
8. Incentive Compensation Risk Management. The Committee shall establish, in consultation with Executive Management, the Company's overall approach to incentive compensation and shall 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.
9. Compensation-Related SEC Reporting. The Committee, on an annual basis and in accordance with applicable SEC rules, shall review and discuss the Compensation Discussion & Analysis ("CD&A") with the Company's management, recommend to the Board whether to include the CD&A in the Company's proxy statement, and review and approve the Compensation Committee Report required to be included in the Company's proxy statement.
10. Compensation-Related Proposals. The Committee shall oversee actions taken by the Company to seek shareholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans.
11. Review of Clawback Policy. Review and recommend to the Board for approval the terms of the Company's executive compensation-related policies, including its "clawback" policy, as set forth in the Governance Guidelines.



12. Review of Stock Ownership Guidelines. The Committee shall review annually the Company's Stock Ownership Policy, including the stock ownership guidelines for Executive Management and the Board of Directors, and monitor compliance with such guidelines.
13. Review of 401(k) and Deferred Compensation Plans. The Committee shall review annually the Company's 401(k) and deferred compensation plans and review any audits of such plans.
14. Review of Employee Stock Purchase Plan. The Committee shall review as needed the Company's Employee Stock Purchase Plan.
15. Charter and Performance Reviews. The Committee shall review and reassess the adequacy of this Charter annually and recommend any appropriate changes to the Board for approval. The Committee shall also review its own performance on an annual basis.
16. Reporting to the Board. The Committee shall make regular reports to the Board summarizing the matters reviewed and actions taken at each Committee meeting.
17. Other Duties. The Committee shall 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 the Board: April 18, 2024