

**CHARTER OF THE EXECUTIVE COMMITTEE**  
**COMMAND CENTER, INC.**

**Purpose**

The Executive Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to exercise all the powers and authority of the Board in the management of the business and affairs of Command Center, Inc. (the “Company”), until such time as Shareholders elect a new slate of directors at the 2018 Annual Meeting. The powers of the Committee shall be subject to the limitations set forth in this Charter of the Executive Committee (this “Charter”) and the limitations under Section 23B.08.250 of the Washington Business Corporation Act and other applicable laws.

**Committee Membership**

The Committee shall consist of no fewer than three (3) members and shall include the Chairman of the Board (or both Chairmen of the Board if there are Co-Chairmen of the Board) and at least two (2) persons who qualify as independent directors (“Independent Director”) under the listing standards of the NASDAQ, SEC rules and applicable law. The Board shall determine from time to time the number of directors that shall constitute the Committee.

The members of the Committee (other than the Chairman or Chairmen of the Board) shall be appointed by the Board from among its members. Committee members may be removed and replaced by the Board. Unless a Chairman is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

**Committee Authority and Responsibility**

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. Prior to the election of Directors at the 2018 Annual Meeting, the Committee shall have and may exercise the powers of the Board of Directors and any Committee thereof.
2. The Committee may form and delegate authority to subcommittees when appropriate.

In addition to the activities described above, the Committee will perform such other functions as are necessary or appropriate in the opinion of the Board under applicable law, the Company's Articles of Incorporation and By-laws, and the resolutions and other directives of the Board.

Notwithstanding anything to the contrary in this Charter, the Committee will not exercise the power and authority of the Board with respect to the following actions:

- A. Amend the By-laws or Articles of Incorporation of the Company;

B. Approve corporate action that the Washington Business Corporation Act requires be approved by shareholders;

C Approve a distribution to the Shareholders of the Company except in accordance with a general formula or method prescribed by the Board;

D. Approve the sale of substantially all of the assets of the Company or a plan of merger not requiring shareholder approval; or

E. Approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares.

### **Committee Administration**

The Committee shall meet at such times and with such frequency as the Committee determines in its sole discretion. The Committee may ask members of Company management or others to attend meetings and provide pertinent information as necessary or desirable. The Committee may adopt such procedures, in addition to those set forth in this Charter, as it deems appropriate and necessary to carry out its duties and responsibilities.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in any meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by any means permitted for Board meetings by the By-laws of the Company. The Committee will keep written minutes of its meetings, which minutes shall be provided to the Board and maintained with the books and records of the Company. The Committee may designate any member of the Committee to execute documents on its behalf as the Committee deems necessary or appropriate to perform its responsibilities hereunder.

The affirmative vote of a majority of the members of the Committee will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action to be so taken, is signed by all of the members of the Committee.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely on information, opinions, reports or statements, or other information prepared or presented to them by: (1) officers and other employees of the Company or its subsidiaries whom such member believes to be reliable and competent in the matters presented; or (2) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

The Corporate Secretary, a member of the Company's Legal Staff designated by the Corporate Secretary or by the Chief Legal Officer, or any other person designated by the Committee, shall act as Secretary to the Committee.

The Committee shall keep minutes of its meetings, which will include a record of any actions the Committee takes on behalf of the Board. The Committee Chair shall report the Committee's actions, recommendations or findings to the Board at the next meeting of the full Board following a Committee meeting.

The Committee has the authority to retain such outside advisors, including legal counsel and other experts, as it deems necessary or appropriate, and to approve the fees and expenses of such advisors. Prior to retaining any external firm, advisor, expert or the like, the Chairman of the Committee will consult with the Company's General Counsel in order to ensure that there is no conflict of interest due to a prior or existing relationship between such party and the Company; provided, that the Committee shall have the final discretion to retain any such accountants, auditors, counsel and other advisors.

In furtherance of its duties, the Committee shall have direct access to, and receive regular reports from, management and shall receive information about the Company and all of its subsidiaries, as well as information specific to any entity or matter as the Committee or management determines to be necessary for the Committee's deliberation and decisions, that it requests relating to its responsibilities.

This Charter will expire following the election of directors at the 2018 Annual Meeting.

This Charter will be posted on the Company's website and will be updated as required to reflect any amendments thereto.

This Charter is in all respects subject and subordinate to the Company's Articles of Incorporation and By-laws and the applicable provisions of the Washington Business Corporation Act

**This Charter of the Executive Committee was approved by the Board of Directors of Command Center, Inc., on April 9, 2018.**