

WAGEWORKS, INC.

COMPENSATION COMMITTEE CHARTER

Amended February 16, 2017

PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of WageWorks, Inc. (the “Company”) shall be to:

- provide oversight of the Company’s compensation policies, plans and benefits programs;
- assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company’s Chairman and Chief Executive Officer (the “CEO”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934), and (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company; and
- assist the Board in administering the Company’s equity compensation plans for its employees, consultants, and directors.

The compensation programs for the Company’s executive officers shall be (i) designed to attract, motivate and retain talented executives responsible for the success of the Company, (ii) determined within a competitive framework and (iii) based on the achievement of the Company’s overall financial results, individual contributions and a compensation philosophy of “pay for performance”.

In furtherance of these purposes, the Compensation Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Compensation Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Compensation Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Compensation Committee as its chair. The Compensation Committee may form and delegate authority to subcommittees when appropriate. Members of the Compensation Committee must meet the following criteria:

- the independence requirements of the New York Stock Exchange;
- the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and
- any other qualifications established by the Board from time to time.

At least two members of the Compensation Committee shall meet the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Compensation Committee shall include:

Executive and Other Compensation

- Annually reviewing and approving, when appropriate, for the CEO and the executive officers of the Company: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, (v) any signing bonus or payment of relocation costs, and (vi) any other significant benefits, compensation or arrangements not available to employees generally. One of the Compensation Committee's objectives shall be to use compensation to align the interests of the executive officers with the long-term interests of the Company's stockholders, thereby incentivizing management to increase stockholder value;
- Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and the executive officers of the Company, evaluating performance in light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals;
- Acting as Administrator of the Company's equity compensation plans for its employees, consultants, and directors;
- Providing oversight of the Company's overall compensation plans and benefits programs and making recommendations to the Board with respect to improvements or changes to such plans or programs, or the adoption of new plans or programs, when appropriate; and
- Evaluating, on a periodic basis, the competitiveness and risk of (i) the compensation of the CEO and the executive officers of the Company and (ii) the Company's overall compensation plans.

Related Duties

- Annually reviewing this Charter and its processes and recommending any proposed changes to the Board of Directors;
- Consulting with the Human Resources department and, when appropriate, with outside consultants to assist in the evaluation of executive officer compensation;
- Periodically evaluating the performance and independence of its consultants, outside counsel, or advisors; provided that the independence review shall be performed by the Compensation Committee at least annually;
- Reviewing and discussing with management the Company's Compensation Discussion and Analysis included in the Company's annual proxy statement, and producing a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the U.S. Securities and Exchange Commission and any other applicable rules and regulations;
- Conducting an annual performance evaluation of its effectiveness;

- Overseeing the Company's submissions to its stockholders on 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 and engagement with proxy advisory firms and other stockholder groups on executive compensation matters; and
- Reviewing and assessing changes in the law that impact the Company's compensation programs, and considering the impact of these changes on the Company's existing and future compensation arrangements.

AUTHORITY

- The Compensation Committee has complete authority to obtain advice and assistance from consultants, outside counsel or other advisors. The Compensation Committee may appoint, oversee and determine the compensation of any advisor that it retains. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of administrative expenses of the Compensation Committee and for reasonable compensation to a consultant, outside counsel or any other adviser retained by the Compensation Committee.
- When selecting consultants, outside counsel or other advisors, the Compensation Committee shall consider the potential advisor's independence. Relevant factors, include but are not limited to, the following:
 - The provision of other services to the Company by the advisor or person that employs the advisor;
 - The amount of fees received from the Company by the advisor or person that employs the advisor, as a percentage of total revenue;
 - The policies and procedures of the advisor or person that employs the advisor that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the advisor or person that employs the advisor with a member of the Compensation Committee;
 - Any stock owned by the advisor or person that employs the advisor; and
 - Any business or personal relationship of the advisor or person that employs the advisor with an executive officer of the Company.
- The Compensation Committee is not required to conduct an independence assessment for a compensation advisor that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K:
 - consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of officers or directors of the Company, and that is available generally to all salaried employees; and/or

- providing information that is either not customized for a particular issuer or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice.

MEETINGS

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Compensation Committee may meet either in person or telephonically, and at such times and places as the Compensation Committee determines. The Compensation Committee may establish its own meeting schedule, which it will provide to the Board. The Compensation Committee may invite to its meetings other Board members, Company management and such other persons as the Compensation Committee deems appropriate in order to carry out its responsibilities.

No member of management may be present during voting or deliberations regarding his or her own compensation.

MINUTES

The Compensation Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

The Compensation Committee shall make regular reports to the full Board on the actions and recommendations of the Compensation Committee.

COMPENSATION

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.