



## Corporate Governance

### CTG Code of Business Conduct

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**Statement of Confidentiality**

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## A Letter from the Chairman

Dear CTG Colleagues:

Since the foundation of CTG in 1966, we have acquired a solid reputation as a trustworthy team-player in the computer services industry. This reputation, built upon our commitment to integrity and ethical conduct, has fostered many long-term relationships and assisted with the development of many new client accounts.

As employees of CTG, we expect you to build upon the substance of these virtues inasmuch as you have benefited from CTG's existing reputation. The mere semblance of integrity and ethical conduct, without a sincere dedication to promoting the substance of these virtues, is of no value to our continued growth and success.

The Code of Business Conduct is intended to serve as a series of general guidelines for conducting your daily employment affairs. By adhering to these guidelines, you will help to ensure the preservation and progression of CTG's image as a trustworthy team player. Please take the time to read these guidelines and embrace them as your own.

Sincerely,

A handwritten signature in black ink that reads 'James R. Boldt'.

James R. Boldt

Chairman and Chief Executive Officer



## 1. Introduction

This Code of Business Conduct applies to Computer Task Group, Incorporated and its consolidated subsidiaries, together referred to below as “our company” or “CTG.”

We expect our employees to act professionally and engage in ethical behavior, and to comply with all company policies and procedures as well as all federal, state, and local laws and regulations that apply to our business. It is our policy to prevent and terminate unprofessional, unethical, or unlawful behavior as soon as possible after its discovery.

Our officers and other supervising employees are expected to be leaders in demonstrating this personal commitment to the standards outlined in this code and recognizing indications of illegal or improper conduct.

We will discipline employees who engage in unprofessional, unethical, or unlawful behavior. Serious violations of law can result in criminal prosecution of individuals. Any employee found to be involved in the theft or misuse of company or client funds or property will be prosecuted to the full extent of the law.

It's important to seek the advice of your manager and/or the Legal Department or HR Team whenever a question arises regarding any CTG policy or procedure or any law, rule, or regulation, or when unusual or questionable issues arise in the context of relationships with vendors, customers, consultants, or CTG colleagues.

All employees are expected to report any indications of illegal or improper conduct.

An employee who does not comply with the standards set forth in this code may be subject to discipline in light of the nature of the violation, including termination of employment. Further, any conduct occurring contrary to the provisions of this code shall be deemed to be conduct occurring outside the scope of employment.

The Code of Business Conduct is not a contract and is not intended as a detailed guide for all situations you may face. The company's employee handbook, as well as any other policies and procedures established by the company from time to time, are intended to augment the policies contained herein.

## 2. How to Report Your Concerns

- **Reporting Violations/Questions.** We encourage all employees to promptly report all violations of this code to either the Vice President of Human Resources (“HR”) or the General Counsel of the company's Legal Department (“Legal Department”). We expect all employees to be accountable for adherence to this code, including the responsibility to report violations. You will not be penalized in any way for exercising your rights under this process. However, it is a violation of our standards for any employee to communicate a report claiming illegal or unethical conduct which the employee knows to be false.



- ❑ If you wish to communicate any matter anonymously, you are free to do so, and CTG will maintain the confidentiality of your communication to the extent possible under applicable laws. Communications intended to be confidential should be mailed in writing without indicating your name or address to CTG, 800 Delaware Avenue, Buffalo, NY 14209, Attention: Vice President of Human Resources.
- ❑ If you have any questions about this code, please first consider speaking with your immediate supervisor. If you do not wish to do this, you should contact either HR or the Legal Department.
- ❑ CTG reserves the right to modify this policy as necessary.
- ❑ Federal Law Protects Assistance in Investigations. Under federal law, our company may not discharge or otherwise discriminate against an employee for any lawful act by the employee to provide information, or assist, in an investigation of conduct the employee reasonably believes to be a violation of federal securities or other laws. This applies to an investigation conducted by us, by any federal agency, or by a member of Congress or its committees. It is also unlawful for any person, knowingly and with intent to retaliate, to interfere with the lawful employment or livelihood of another person for providing to any law enforcement officer any truthful information relating to possible violations of any federal law.
- **Audit Committee Available to Hear About Accounting Matters.** In addition to the above, if you have concerns about accounting, internal accounting controls, or auditing matters relating to our company, you are also free to contact the Audit Committee of our Board of Directors directly. CTG has contracted with an outside service provider to establish a toll-free telephone hotline for employees to report such concerns anonymously to the Audit Committee. Agents are available to take calls 24 hours a day. The telephone number is 1-800-854-5313. Employees who call the hotline will remain anonymous and any information provided will be confidential.

### 3. Our Commitment to Stockholders

We expect our employees to share a commitment to protect our assets and manage our business in the best interests of our stockholders.

- **Accuracy of our records and reporting.** All financial and other business information pertaining to our company must be accurately recorded, all financial records and transactions must adhere to our system of internal controls and accounting requirements, and no one shall enter any false or artificial information in our records or reporting systems. All company information must be reported honestly and accurately whether for internal records, release to the public, or for filing with government agencies.
- **Disclosure Controls and Procedures.** We are required by SEC rules to maintain effective “disclosure controls and procedures” so that financial and non-financial information we are required to report to the SEC is timely and accurately reported both to our senior management and in the filings we make. All employees are expected, within the scope of their employment duties, to support the effectiveness of our disclosure controls and procedures. To that end, it is our policy to promote the full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with the SEC or otherwise communicate to the public.
- **Financial Code of Ethics for Employees with Financial Reporting Obligations.** Since the chief executive officer, chief financial officer, and other members of our finance department have a special role in promoting the fair and timely reporting of our financial results and condition, these individuals are also bound by the following Financial Code of Ethics. By accepting this

Code of Business Conduct, each of these individuals further agrees that, within the scope of his or her respective employment positions, he or she will:

- ❑ Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
  - ❑ Promote full, fair, accurate, timely, and understandable disclosure in reports and documents that our company provides to government agencies and in other public communications.
  - ❑ Comply with applicable governmental laws, rules, and regulations.
  - ❑ Act in good faith, responsibly, with due care, competence, and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
  - ❑ Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose it. Confidential information acquired in the course of one's work will not be used for personal advantage.
  - ❑ Share knowledge and maintain skills important and relevant to the goals of this code.
  - ❑ Proactively promote ethical behavior among peers, in the work environment, and the community.
  - ❑ Achieve responsible use of and control over all company assets and resources employed by or entrusted to the individual.
  - ❑ Promptly report under the reporting procedures outlined in this code of business conduct, or, if appropriate, report directly to the chairperson of the audit committee of our board of directors, any conduct that the individual believes to be a violation of law, business ethics, or our company's code of business conduct.
  - ❑ Be accountable for adherence to this code of ethics.
- **Prohibition on Improper Influence on Conduct of Audits.** It is against our policy and a violation of SEC rules for any of our officers or directors, or any person acting under their direction, to coerce, manipulate, mislead, or fraudulently influence the independent auditors selected to audit or review our financial statements when the officer, director, or other person knew or should have known that the action, if successful, could result in rendering our financial statements materially misleading.
  - **Stock Trading and Confidential Information Policy.** The company's stock trading policy prohibits any employee who is aware of material non-public information concerning the company, or concerning third parties with whom the company does business, from buying or selling securities of our company, or of those third parties (until after the material information has been fully disclosed to the public). Employees must not disclose or "tip" any of this material non-public information to family, friends, or others outside the company. (However, the trading restriction on our company securities would not apply to sales or purchases in accordance with a "trading plan" validly adopted in compliance with applicable SEC Rule 10b5-1.)
  - **No Selective Disclosure.** In addition, SEC rules also prohibit selective disclosure of material non-public information to those outside the company in most circumstances. Therefore, all employees are expected to assist the company in keeping all material non-public information about the company strictly confidential unless and until the company makes an authorized press release or other authorized public communication or filing.
  - **Information to the Public.** Our policy is to provide timely public dissemination of material information about our business only through our employees authorized for this purpose.



Employees are not, under any circumstance, to discuss the company's financial, business, or other information with the press (except for those employees expressly authorized for this purpose) or on any internet, or other "discussion board," "chat room," or similar forum. Requests from the media, analysts, or stockholders about our company must be forwarded to our Investor Relations Department for review by our professional staff having responsibility for these matters.

- **Protection of Company Assets.** Each employee is personally responsible to use our company's assets only for our lawful, corporate purposes approved by management. All employees should help our company protect its assets from misuse, theft, damage, or other loss. Improper or unauthorized personal use of company assets is prohibited.
- **Intellectual Property.** Employees should help our company maintain the value of its intellectual property by using care to keep our trade secrets and other non-public information confidential, and limit access to non-public information to those authorized to use it in their duties for the company. If customers or suppliers provide non-public information to us in their dealings with us, our employees are expected to protect that information in the same manner as our company's property.
- **Communications.** Employees are expected to use appropriate judgment and discretion in their email, memos, notes, and other formal and informal communications relating to our business. Communications relating to our business must avoid inappropriate or derogatory comments about other individuals or companies and unauthorized financial, legal, or business statements.
- **Retention of Records.** Employees are expected to follow any records retention and destruction policies that we may implement and communicate from time to time. It is our company's policy not to destroy or alter our records or documents (whether in paper form, e-mails, or otherwise) in response to or in anticipation of any legal proceeding or government inquiry or investigation. Federal criminal liability may be imposed on any person who:
  - Corruptly alters, destroys, mutilates, or conceals a record, document, or other object with the intent to impair its availability for use in an official proceeding, or
  - Knowingly alters, covers up, falsifies, or makes a false entry in any record, document, or tangible object with the intent to impede or obstruct the investigation or administration of any matter by a federal government agency or bankruptcy court.

## 4. Our Commitment to Customers and Business Partners

We are committed to providing high-quality services to our customers and building mutually advantageous alliances with our business partners.

- **Customer Relationships.** Our policy is to build lasting relationships with our customers through superior delivery and execution, and honest sales and marketing. We will comply with applicable advertising laws and standards, including a commitment that our advertising and marketing will be truthful, non-deceptive, and fair, and will be backed up with evidence before advertising claims are made. Our policy also prohibits making false or deceptive statements about our competitors, and giving or accepting kickbacks, bribes, inappropriate gifts, and other matters prohibited under the conflict of interest topic in this code.
- **Protecting Information about Others.** We are committed to treating confidential information of our customers and business partners with at least the care we use to protect our own proprietary or confidential information. All employees are expected to use sound judgment in limiting access

to confidential information about our customers and business partners to those individuals in our company who need to know this information to carry out their jobs.

- **Special Concerns with Government Customers.** Special legal and contracting rules usually apply to our dealings with domestic and foreign government agencies. Many national, state, or other local government agencies impose bidding or procurement requirements, special billing and accounting rules, and restrictions on subcontractors or agents we may engage. Domestic or foreign laws or regulations may also impose strict limits on any kind of benefits or gifts offered to officials, including limitations on hiring former government officials or their family members. Our employees who deal with domestic or foreign government agencies are expected to know the laws applicable to these business activities and to use sound judgment to avoid any violations of the letter or spirit of the laws prohibiting corrupt practices in connection with government contracting.
- **Suppliers.** Our contracts with suppliers of products and services to us are to be based on the best interests of our company and its business, to reflect a fair price for the deliverables provided to us, and to be documented in accordance with appropriate approval, contracting, and internal control procedures.
- **Business with Third Parties.** We expect that our consultants, agents, suppliers and subcontractors, and other business partners will adhere to lawful and ethical business practices. It is important to our company's reputation that we avoid doing business with companies which violate applicable laws or have reputations which could harm our business.

## 5. Our Commitment to Each Other

We expect each employee to promote a positive working environment for all.

- **Respect for Our Employees.** Our company's employment decisions will be based on reasons related to our business, such as job performance, individual skills and talents, and other business-related factors. Our company policy requires adherence to all national, state, or local employment laws. Our company policy prohibits discrimination in any aspect of employment based on race, religion, color, national origin, sex, age, disability, marital, or veteran's status, or any other discriminatory factors recognized by applicable law.
- **Harassment.** Our company policy prohibits abusive or harassing conduct by our employees toward others, such as unwelcome sexual advances, comments based on ethnic, religious, or racial aspects, or other non-business, personal comments or conduct which makes others uncomfortable in their employment with us. We encourage employees to report harassment or other inappropriate conduct as soon as it occurs.
- **Health and Safety.** We expect all employees to help us to maintain a healthy and safe working environment and to report promptly any unsafe or hazardous conditions or materials, injuries and accidents connected with our business. Employees must not work under the influence of any substances that would impair the safety of others. All threats or acts of physical violence or intimidation are prohibited.



## 6. Competition

We are committed to competing effectively, but lawfully, in our business markets.

- **Compliance with Antitrust Laws.** Our company and its employees must comply with the antitrust and unfair competition laws of the countries in which we conduct business. These laws vary by country and can be complex. Employees having roles which may implicate antitrust laws are responsible for knowing the laws that apply to their business activities, and should speak to the Legal Department if any questions arise. Generally, these laws prohibit or regulate: attempts to monopolize or otherwise restrain trade, selling products below cost, price fixing or other agreements with competitors that would divide or allocate customers or otherwise harm customers, “tying” arrangements that require a customer who wishes to buy a given product to buy other products or services, artificially maintaining prices, and certain other overly restrictive agreements. Our employees must not exchange non-public sales information with competitors.
- **Fair Methods of Competition.** Our company is committed to competition on a lawful and ethical basis. Our employees must not use improper or illegal means of gaining competitive information that is confidential or proprietary information owned by others. Our employees must not use or disclose confidential or proprietary information which they may have from past employment with other employers.

## 7. Conflicts of Interest

We expect all of our employees to avoid allowing their private interests to interfere, or appear to interfere, with the interests of our company. It is our policy to promote the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

- **Generally.** Employees are expected to make or participate in business decisions and actions in the course of their employment with us based on the best interests of our company as a whole and not based on personal relationships or benefits. Although some general guidelines are provided in this code, our employees are expected to apply sound judgment to avoid conflicts of interest that could negatively affect our company or its business, whether or not we have specific rules for that particular situation. Employees are expected to disclose to us any situations that may involve inappropriate or improper conflicts of interests affecting them personally, or affecting other employees, or those with whom we do business.
- **Business Referrals.** No employee of our company may personally attempt to give or steer our company’s business transactions to companies in which a family relative or personal friend has a financial or other interest.
- **Personal Investments.** Generally, our employees must avoid investments in other companies with which our company does business if these investments could create the fact or appearance of a conflict of interest. Investing in relatively small positions of publicly traded securities of other companies is generally not prohibited so long as there is no violation of our company policy relating to trading while in possession of material non-public information about other companies.
- **Corporate Opportunities.** Employees must also refrain from purchasing property or otherwise taking for themselves personally a business opportunity that they learn about through their employment with us or use of our company’s information.



- **Prohibited Competition.** Employees may not compete with us during the term of their employment, and may not initiate any steps to compete with us while still employed by our company.
- **Outside Compensation and Activities.** While employed by us, our employees must not work for or seek or accept personal payments from any customer, supplier, competitor, subcontractor, or other business partner of our company, except as approved in writing by an authorized officer of our company. Trade secrets and other non-public know-how and information learned at our company must not be used in activities outside our company or in other ways that could harm our business.
- **Outside Board Service.** Employees are required to obtain prior written authorization from our company for service as a director, general partner, manager, officer, or similar position with any privately held or public business entity or as an appointee to any kind of governmental or quasi-governmental agency or body. Service solely as a director or trustee of nonprofit corporations engaged in charitable activities does not require approval unless that activity could involve improper conflicts of interest. This restriction does not apply to our non-employee directors who disclose their relationships to us.
- **Gifts and Gratuities.** Our employees must not seek or accept gifts or gratuities in the form of services or other items of value from our customers, other business partners, or other parties with whom our company contracts. Our employees must not offer or give anything of value that could be or appear to be a bribe or otherwise illegal payment. These prohibitions do not apply to items of truly nominal value such as generally free promotional items, assuming these items are not otherwise prohibited by applicable law or custom. Employees should never accept anything that would appear to create a conflict of interest. In the unusual situation where refusal to accept a true gift might hurt our business, be sure to consult the appropriate officer or manager of our company concerning the proper means of resolving the situation.
- **Business Entertainment.** Extending or accepting invitations to reasonable meal, public event and similar business activities incurred for bona fide business purposes are generally acceptable, assuming the costs are not disproportionate to the business purpose and otherwise do not create the fact or appearance of a conflict of interest. Our employees are expected to avoid sponsoring or accepting invitations to highly expensive events funded with corporate funds or personal celebrations such as birthday parties with costs paid with corporate funds at which the business purpose may appear incidental. Attending entertainment events that may appear contrary to professional standards of conduct should be avoided. Government officials should not be invited to entertainment events without first assuring that appropriate management of our company approves the invitation and confirms that it is not prohibited by law.
- **Travel.** Employees are expected to comply with our company's travel policies in effect from time to time. We expect that all travel-related expenses must be used, accurately reported, and recorded in compliance with these policies. If these expenses are to be paid by a customer or other business partner of ours, or if you wish to pay the expenses of your customer or other business contact, or any representative of a government agency, traveling to our location, your manager or a company officer must approve these in advance.

## 8. Legal Compliance Generally

We expect our employees to be committed to pro-active compliance with all applicable laws and regulations affecting our company and its business. In addition to the laws referred to elsewhere in this code:

- **General Standard of Compliance.** Our employees must comply with all applicable laws and regulations in every location in which we conduct our business. Competitive factors, personal goals, and pressure from supervisors, customers, or others shall never be an acceptable excuse for violating applicable laws. Our company is a corporation organized in the United States of America and our subsidiaries are organized under various U.S. and non-U.S. laws. U.S. laws often extend to the operations of our company and its subsidiaries throughout the world and wherever our employees live. Likewise, laws of other countries may also apply outside the border of those countries. If you encounter a conflict in laws of two or more countries that may apply to our operations, please consult the Legal Department for help with resolving that conflict.
- **Prohibited Corrupt Practices.** Our company and its employees must comply with the United States Foreign Corrupt Practices Act and other anti-corruption laws that apply wherever we do business. Our employees and agents must not directly or indirectly offer or make a corrupt payment to any domestic or foreign government official, political party, candidate, or employee of any enterprise owned or controlled by a government agency for the purpose of influencing any official act or inaction, or obtaining, retaining, or directing business. Our employees must not engage in any form of fraud, including but not limited to embezzlement, theft, hiding or misuse of company assets, or falsification of records.
- **Prohibited Political Contributions.** Unless first approved by an executive officer of CTG, none of our employees shall contribute in our company's name or on our company's behalf, any cash, services, or property of any kind for or in support of any political candidate, committee, initiative, or activity. No lobbying efforts or contracts shall be undertaken in our company's name or on our company's behalf without the prior approval of the Legal Department.
- **Prohibited Loans to Executive Officers and Directors.** It is unlawful for our company, directly or indirectly, to extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit in the form of a personal loan to or for any director or executive officer of our company.
- **Import and Export Restrictions.** Our company and its employees must comply with applicable restrictions under domestic and foreign laws relating to importing or exporting technology, products, services, or regulated information. Employees who travel on company business to foreign countries, or who engage in import/export transactions are expected to know and abide by applicable import/export and similar restrictions.
- **Environmental Laws.** We respect the policies and requirements of domestic and foreign laws aimed at protecting the environment. We expect a commitment from our employees to report appropriately any violations of environmental laws and any exposure to hazardous materials or substances which are not being handled or disposed of properly.
- **Intellectual Property Laws.** We expect our employees to conduct our business and use our business systems and facilities in ways that avoid any violations of copyright, trademark, service mark, patent, trade secret, or other intellectual property rights held by third parties.
- **Money Laundering Prevention.** People engaged in certain criminal activities such as illegal drugs and fraud may try to disguise proceeds of their crimes as legitimate funds. Many countries

including the U.S. have enacted laws against money laundering that prohibit businesses from accepting or processing proceeds of criminal activities. Some of these laws require the reporting of defined cash or other suspicious transactions. Our employees responsible for documenting customer transactions should use due care to “know your customer,” follow proper procedures for documenting the source and manner of payment, and otherwise help our company avoid transactions that may involve illegal money laundering.

- **Software Development.** It is against company policy to intentionally copy, reverse engineer, or use software code owned by third parties without first obtaining the prior written authorization of the third party owner.

## 9. Our Communities

We respect our employees’ involvement in the community, charity, and political activities and causes they may choose, so long as these activities do not interfere with their job responsibilities to us. No employee may represent that the employee’s views or activities represent our company. Our employees must not engage in any unwanted solicitations or pressure toward other employees relating to charitable, religious, or political causes.

## 10. Waivers Requested by Our Officers and Directors

This code applies to our directors and officers as well as to our employees generally. Our directors are expected to abide by the principles of this code, within the scope of their duties as directors, as if they were employees of our company. Any waiver of this code of conduct for any individual officer or director of our company must be approved, if at all, by our board of directors. Any such waivers granted, as well as substantive amendments to this code, will be publicly disclosed by appropriate means in compliance with applicable listing standards and SEC rules.

## 11. Enforcement

It is our policy to promote and implement prompt and consistent enforcement of this code, fair treatment for persons reporting questionable behavior, clear and objective standards for compliance, and a fair process by which to determine violations.

The Human Resources Department has been charged with overseeing general compliance with this code of conduct, investigating reports of possible violations, and providing periodic reports and evaluations of the effectiveness of this program to the Legal Department. The Legal Department has been charged with overseeing these responsibilities and for disclosing appropriate violations to the board of directors.

Except for accounting or financial matters (See “Audit Committee Available to Hear About Accounting Matters”), all reports relating to this code of conduct or other potential violations of law or ethics should be sent to HR. HR initially screens and evaluates all reports. If HR has information indicating that it is reasonably possible that a violation has occurred, HR will (a) conduct an investigation to determine



whether a violation actually occurred, and (b) report to the Legal Department a summary of each matter for which an investigation was conducted and a recommendation as to action, if any, to be taken by management.

In each case in which the Legal Department determines that a violation in fact occurred, the Legal Department will recommend that management implement enforcement action that it believes appropriate under the circumstances. Enforcement responses will be measured in the business judgment of the Legal Department based on the nature of the violation, personnel involved, and other circumstances. In each case in which the Legal Department determines that an executive officer or director has committed a violation, an appropriate report of the matter shall be made to the full board of directors at the next board meeting.

While it is not practical to specify in advance detailed consequences for every possible violation, the Legal Department shall take reasonable efforts to consistently adhere to the following enforcement policies:

- All directors, officers, and other employees shall be equally responsible for adherence to the code of conduct consistent with the scope of their respective positions with our company,
- Enforcement action shall be implemented for violations which the Legal Department determines to have occurred; and
- Individuals shall be subject to discipline if they fail to exercise due care within the scope of their respective positions with our company to detect and report violations by others.

Enforcement consequences are likely to vary depending on the nature, severity and willful nature of the violation. Albeit, enforcement consequences may include:

- Warnings for inadvertent or non-intentional acts which do not materially harm our company,
- Enforcement action in response to serious violations, including demotion, compensation reduction, or termination of employment; legal action to recover damages incurred by our company; and/or reporting of illegal conduct to appropriate government agencies.

The Legal Department will meet as often as reasonably needed to review any reports of violations from HR, and will meet at least annually to review and evaluate reports from HR concerning the adequacy of the code of conduct and related compliance procedures.



The Legal Department's periodic review will also consider:

- Effectiveness of the code to reduce the prospect of misconduct,
- Continued qualifications of the Vice President of HR or any proposed successor,
- Effective communication of the code and related compliance policies to all employees and new hires via training programs and other communications,
- Degree of support for our compliance program from senior management, and
- Assessment of the compliance program's effectiveness in achieving consistent and fair enforcement in response to discovered violations and in preventing future violations.



## 12. Code of Business Conduct Certification

By signing below, I hereby acknowledge to CTG that I am aware of the existence of the CTG Code of Business Conduct, have access to it, and have read and understood it. I am also aware of how to seek guidance or report violations.

This Business Code of Conduct is not a contract or guarantee of employment, and is subject to modification at any time, with or without notice. No modification, however, shall change the at-will nature of CTG employment, nor shall any communication by any CTG management representative create a contract of employment.

Employee Printed Name: \_\_\_\_\_

Employee Signature: \_\_\_\_\_

Date: \_\_\_\_\_