

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF
THE BOARD OF DIRECTORS
OF
COMPUTER TASK GROUP, INCORPORATED**

Purposes

The primary purposes and responsibilities of the committee are to:

- identify and select the individuals qualified to serve on the company’s board of directors (consistent with criteria that the board has approved) for election by stockholders at each annual meeting of stockholders and fill vacancies on the board of directors;
- develop, recommend to the board, and assess corporate governance policies for the company; and
- oversee the evaluation of the board.

Composition

Membership. The committee shall consist of at least two directors. The board shall designate a committee member as the chairperson of the committee in accordance with the company’s corporate governance documents.

Independence. All committee members shall be independent as defined in the Nasdaq listing standards, as they may be amended from time to time (the “listing standards”) and must otherwise meet the requirements for committee membership as determined by the listing standards.

Appointment and removal. Subject to the requirements of the listing standards, the board may appoint and remove committee members in accordance with the company’s bylaws. Committee members shall serve for such terms as may be fixed by the board, and in any case at the will of the board whether or not a specific term is fixed.

Functions

Qualifications of directors. The committee shall periodically assess, develop and communicate with the full board concerning the appropriate criteria for nominating and appointing directors, including:

- the board’s size and composition;
- corporate governance policies;
- applicable listing standards and laws;
- individual director performance, expertise, experience, qualifications, attributes, skills and willingness to serve actively;
- the number of other public and private company boards on which a director candidate serves;
- consideration of director nominees timely proposed or recommended by stockholders in accordance with the bylaws; and
- other appropriate factors.

Director nominees and vacancies. The committee shall nominate individuals for election as directors at each annual meeting of stockholders as well as identify individuals and make recommendation to the board in order to

fill vacancies on the board of directors, subject to legal rights, if any, of third parties to nominate or appoint directors. The committee shall also be responsible for developing a succession plan for the board and for making recommendations to the full board on director succession matters.

Committee appointments. If and when requested periodically by the board, the committee shall identify and recommend to the board the appointees to be selected by the board for service on the committees of the board, including recommending a chairperson for each committee.

Governance policies. The committee shall develop, assess and make recommendations to the board concerning appropriate corporate governance guidelines and policies. The committee shall have oversight over the company's corporate governance guidelines and policies governing the full board as they relate to matters concerning the selection of individuals to serve on the board. The company's corporate governance policies, as amended from time to time, are hereby incorporated in this charter.

Stockholder proposals and engagement. The committee will review stockholder proposals, except for stockholder proposals pertaining to compensation matters which are reviewed by the board's compensation committee, and recommend responses to such proposals to the board. The committee will also review and provide guidance to management and the full board on the framework for the board's oversight of and involvement in stockholder engagement.

Board evaluation. The committee shall oversee an annual review of the performance of the full board and report the results thereof to the full board.

Other functions. The committee may perform any other activities consistent with this charter, the company's corporate governance documents and applicable listing standards, laws and regulations as the committee or the board considers appropriate.

Charter; Annual performance review. The committee shall review and reassess the adequacy of this charter at least annually and recommend to the board amendments as the committee deems appropriate. The committee will also evaluate its own performance as a committee on an annual basis and report the results thereof to the full board.

Meetings, reports and resources

Meetings. The committee shall meet as often as it determines is necessary, but not less than annually. The committee may also hold special meetings or act by unanimous written consent as the committee may decide consistent with the company's bylaws. The committee may meet in separate executive sessions with other directors, the chief executive officer and other company employees, agents or representatives invited by the committee.

Procedures. The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the company's bylaws and other corporate governance documents, applicable laws or regulations, or the listing standards. The chairperson or majority of the committee members may call meetings of the committee. A majority of the authorized number of committee members shall constitute a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee, unless in either case a greater number is required by this charter, the bylaws or the listing standards. The committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

Reports. The committee shall report its director nominees for the annual meeting of stockholders to the board at an appropriate time prior to preparation of the company's proxy statement for the annual meeting. The committee shall also report to the board annually the results of:

- an oversight review of the performance of the board of directors;
- the committee's assessment of the company's corporate governance policies and implementation; and
- an annual review by the committee of its own performance.

The committee shall also report to the board on the major items covered by the committee at each committee meeting, and provide additional reports to the board as the committee may determine to be appropriate.

Committee access. The committee is at all times authorized to have direct, independent and confidential access to the company's other directors, management and personnel to carry out the committee's purposes. The committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the committee.

Committee advisers and funding. The committee shall have sole authority to retain at the company's expense and terminate any search firm used to identify director candidates, independent counsel or other advisers to the committee and to approve the related fees and other retention terms. The committee will have sole authority to approve the engagement of any such consultant or its affiliates for additional services to the company, including the purchase of any products from such consultant or its affiliates.

Reliance on others. Nothing in this charter is intended to preclude or impair the protection provided in Section 717 of the New York Business Corporation Law for good faith reliance by members of the committee on reports or other information provided by others.