

**CHARTER
OF THE
COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS OF
COMPUTER TASK GROUP, INCORPORATED**

Purpose

The primary purpose of the committee is to have direct responsibility to:

- Review and approve the company's overall compensation philosophy and the corporate goals and objectives within such philosophy;
- In conjunction with the other independent directors, evaluate the CEO's performance in light of those goals and objectives;
- Together with the other independent directors (as directed by the board), determine and approve the CEO's compensation based on this evaluation;
- Review and approve all other executive officer (non-CEO) compensation, incentive compensation plans and equity-based plans; and
- Produce an annual report on executive compensation, and approve the Compensation Discussion and Analysis ("CD&A"), for inclusion in the company's proxy statement.

Composition

At least two members. 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. In addition, all committee members shall qualify as "non-employee directors" within the meaning of SEC Rule 16b-3, and as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986.

Appointment and removal. Subject to any 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.

Duties and responsibilities

Compensation goals. The committee shall review and approve at least annually the company's overall compensation philosophy and the corporate goals and objectives within such philosophy.

Determination of executive officer compensation. The committee shall:

- Evaluate at least annually the performance of the company's executive officers in light of the corporate goals and objectives. For purposes of this charter, "executive officers" mean the individuals classified by the company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934.

- At least annually, together with the other independent directors (as directed by the board), in light of the corporate goals and objectives and the performance evaluations, determine and approve the compensation of the CEO, including individual elements of salary, bonus, supplemental retirement, incentive and equity compensation. At least annually, determine and approve all other executive officer (non-CEO) compensation, incentive compensation plans and equity-based plans.
- Review, as the committee considers appropriate in setting CEO and other executive officer compensation, company performance and relative stockholder return, compensation at comparable companies, past years' compensation to the company's CEO and other executive officers, and other relevant factors.
- Review and approve all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, perquisites and payments with respect to the CEO and other executive officers.
- In any deliberations or voting to determine the compensation of the CEO, the CEO must not be present; however, in any deliberations regarding the compensation of other executive officers, the committee may elect to invite the CEO to be present but not vote.
- Review and approve the selection of the company's peer group.
- Fulfill any other duties or responsibilities the committee deems necessary or appropriate or as expressly delegated to the committee by the board from time to time relating to the company's compensation programs.

Non-employee director compensation. The committee shall recommend to the board of directors compensation programs for non-employee directors, committee chairpersons, and committee members, consistent with any applicable requirements of the listing standards for independent directors and including consideration of cash and equity components of this compensation.

Equity plan awards. The committee shall grant stock options, restricted stock and other discretionary awards under the company's stock option and other equity incentive plans, and otherwise exercise the authority of the board of directors with respect to the administration of the company's stock-based and other incentive compensation plans. Grants or awards to the CEO shall require the approval of the independent directors. The committee may delegate to one or more officers designated by the committee the authority to make grants of options and restricted stock to eligible individuals other than directors and officers, provided that the committee shall have fixed the exercise price or a formula for determining the exercise price for each grant, approved the vesting schedule, authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of countries outside the U.S. when grants are made to non-U.S. employees, approved the form of documentation evidencing each grant, and determined the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer to whom such authority is delegated shall regularly report to the committee the grants so made.

Evaluate and approve stock and incentive plans. The committee shall periodically review and make recommendations to the board concerning the company's stock and incentive compensation plans. The committee shall approve all equity arrangements and plans, and amendments to these arrangements or plans, that may be exempt from the general requirement of the listing standards to obtain stockholder approval of equity arrangements, plans and amendments, or for which approval by the committee is otherwise appropriate or required under applicable laws or listing standards.

Committee report in proxy statement. The committee shall timely prepare and approve a committee report on executive compensation for inclusion in the company's proxy statement and Form 10-K for each annual meeting of stockholders, as required by the SEC.

Compensation Discussion & Analysis and other executive compensation matters. The committee will review and discuss with the company's management the company's CD&A prepared in accordance with SEC regulations and determine whether to recommend to the board that the CD&A be included in the company's proxy statement and annual report on Form 10-K. The committee will also oversee the company's compliance with SEC rules and

regulations regarding stockholder advisory votes with respect to certain executive compensation matters, including non-binding advisory votes on executive compensation, the frequency of such votes and on “golden parachute” payments and clawback policies.

Stockholder proposals. The committee will review stockholder proposals pertaining to compensation matters and recommend responses to such proposals to the board.

Risk Oversight. At least annually, the committee will review incentive compensation arrangements to confirm that incentive pay arrangements do not create or encourage unnecessary risk-taking 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 will review and assess the adequacy of this charter at least annually and recommend to the board amendments as the committee deems appropriate. The committee shall evaluate its own performance as a committee on an annual basis.

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 CEO 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 provide to the board, at an appropriate time before the preparation of the company’s proxy statement for its annual meeting, the report of the committee that must be included in the proxy statement. The committee shall also report to the board annually the results of the annual review by the committee of its own performance. The committee shall further 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 and information. 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 obtain at the company’s expense compensation surveys, reports on the design and implementation of compensation programs for the company’s directors, officers and employees, and other data and documentation as the committee considers appropriate. 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 may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the committee. In addition, the company must provide for appropriate funding, as determined by the committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the committee. The committee shall have the authority to oversee and terminate any such compensation consultant, legal counsel or any other adviser. 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.

The committee may select, or receive advice from, a compensation consultant, legal counsel (other than in-house legal counsel) or other adviser only after taking into consideration the following six factors, as well as any other factors required by applicable exchanges and/or the Securities Exchange Act and corresponding rules that may be amended from time to time: (i) the provision of other services to the company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the committee; (v) any stock of the company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the company.

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.