



## Corporate Governance Policies of the Board of Directors

### Computer Task Group, Incorporated

#### 1. INTRODUCTION

The board of directors has adopted these policies as a general framework to assist the board in carrying out its responsibilities. The board, on behalf of the company and its stockholders, oversees and provides general direction to the management of the company.

In addition to other board or committee responsibilities outlined below, the responsibilities of the board include reviewing, monitoring and approving the overall operating, financial and strategic plans and performance of the company, selecting and evaluating the company's senior executives, overseeing appropriate policies of corporate conduct and compliance with laws, periodically assessing the effectiveness of policies to facilitate communication between the company's stockholders, management and directors, assessing the major risks facing the company and helping develop strategies to address these risks, reviewing the process by which financial and non-financial information about the company is provided to management, the board and the company's stockholders, and establishing policies designed to maintain the financial, legal and ethical integrity of the company.

The company's senior officers, under the direction of the chief executive officer, are responsible for the operations of the company, implementation of the strategic, financial, and management policies of the company, identifying, assessing and managing risk and risk mitigation strategies, preparation of financial statements and other reports that accurately reflect requisite information about the company, and timely reports which inform the board about the foregoing matters.

These policies are not intended as binding legal obligations or inflexible requirements, and are not intended to interpret applicable laws and regulations or modify the company's certificate of incorporation or bylaws.

#### 2. BOARD COMPOSITION

(a) Size of the Board. The board of directors will periodically review the appropriate size of the board. The company's bylaws currently provide that the authorized number of directors shall be fixed from time to time by the vote of a majority of the entire board. The board is classified with the terms of office of each of the three classes of directors ending in successive years of three year terms, as provided in the company's certificate of incorporation.

(b) Majority of Independent Directors. A majority of the directors serving on the board will meet the standard of director independence set forth in the Nasdaq listing standards as the same may be amended from time to time (the "listing standards"), as well as other factors not inconsistent with the listing standards that the board considers appropriate for effective oversight and decision-making by the board.

(c) Affirmative Determination of Independence. The board will affirmatively determine annually and at other times required by the listing standards that the directors designated as independent have no material relationships to the company (either directly or with an organization in which the director is a partner, stockholder or officer or is financially interested) that may interfere with the exercise of their independence from management and the company. If the board determines that a director has a relationship which is not material, the company will disclose the determination in its annual proxy statement, provided that the board may adopt and disclose categorical standards to assist it in making determinations of independence and may make a general disclosure if a director meets these standards.

(d) Management Directors. The board anticipates that the company's chief executive officer will be nominated to serve on the board. The board may also appoint or nominate other members of the company's management whose experience and role at the company are expected to help the board fulfill its responsibilities.

(e) Chairperson and Presiding Independent Director. The board will periodically appoint a chairperson of the board. Both independent and management directors, including the chief executive officer, are eligible for appointment as the chairperson. If the chairperson is not an independent director, the board will either designate an independent director to preside at the meetings of independent directors or a procedure by which a presiding director is selected for these meetings. The company will appropriately disclose the name of this presiding director or method by which interested parties may contact the independent directors. The board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the company.

(f) Selection of Board Nominees. The Nominating and Corporate Governance Committee will determine the individuals to be nominated to serve on the company's board of directors for election by stockholders at each annual meeting of stockholders, and make recommendations to the board for individuals to be appointed to fill vacancies on the board of directors, subject to legal rights, if any, of third parties to nominate or appoint directors. The Nominating and Corporate Governance Committee shall have the primary responsibility for developing a succession plan for the board and making recommendations to the full board on director succession matters. In so doing, the Nominating and Corporate Governance Committee will determine the appropriate and desirable mix of characteristics, skills, expertise, diversity and experience for the full board and each of its committees, taking into account the qualifications of both existing directors and opportunities to nominate others for election.

(g) Board Membership Criteria. The board's policy is to encourage selection of directors who will contribute to the company's overall corporate goals of responsibility to its stockholders, industry leadership, customer success, positive working environment, and integrity in financial reporting and business conduct. The board and the Nominating and Corporate Governance Committee will from time to time review the experience and characteristics appropriate for board members and director candidates in light of the board's composition at the time and skills and expertise needed for effective operation of the board and its committees. Diversity, including differences in backgrounds, qualifications and personal characteristics, is an important factor for the effectiveness of the board's oversight of the company and should be considered along with all other factors. Candidates for director, as a condition to nomination for election, reelection or appointment to the board and for continued service on the board, shall consent to and acknowledge in writing all policies and guidelines applicable to directors, including these Corporate Governance Policies and the company's Code of Business Conduct.

(h) Length of Board Service. The Nominating and Corporate Governance Committee will review the length of service of its members when a director is eligible to be re-nominated for board membership, including an assessment of individual director performance, number of other public and private company boards on which the individual serves, composition of the board at that time, and other relevant factors. The board has determined that an individual may not be nominated for director if he or she would be age 75 on the date of the annual meeting of shareholders in which he or she would be up for election. Management directors who retire from or change their principal occupation or business will offer to resign their service as directors, which offer may then be evaluated by the board in light of the individual circumstances.

(i) Director Membership on Other Corporate Boards. Directors may not serve on more than three public company boards, subject to waiver by the Nominating and Corporate Governance Committee, but in no event will a director serve on more than six public company boards. A director who serves as the chief executive officer may not sit on more than three public company boards. A director may not serve as a member of the audit committee of more than two other public companies unless the board determines that such simultaneous service will not impair the ability of such director to effectively serve on the audit committee, and this determination is disclosed in the company's annual proxy statement. A director should advise the chairperson of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another company's board.

(j) Board Compensation. The board, through the Compensation Committee, will review, or request management or outside consultants to review, appropriate compensation policies or changes in compensation policies for the non-employee directors serving on the board and its committees. This review may consider board compensation practices of other comparable public companies, contributions to the board functions, time commitments expected for board and committee service, and other appropriate factors (consistent with any applicable requirements of the listing standards for independent directors).

### **3. BOARD MEETINGS**

(a) Scheduling of Full Board Meetings. The chairperson of the board will schedule in advance regular meetings of the board in accordance with the bylaws of the Company, ordinarily held at least once each quarter at the company's principal executive office or other location designated by the meeting notice.

(b) Meetings of Independent Directors. The independent directors will hold during each fiscal year regular meetings of the independent members of the board without management present, at such times and for such purposes as the independent directors consider to be appropriate. For the convenience of the directors, these meetings may, but need not, be scheduled to coincide with the dates of regular board meetings. The independent directors may invite the company's independent auditors, legal counsel, finance staff and other employees to attend portions of these meetings.

(c) Agenda. The chairperson of the board will have primary responsibility for establishing the agenda for each meeting and arranging for the agenda to be sent in advance of the meeting to the directors along with appropriate written information and background materials. Each board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The chairperson and the full board separately have authority to require the board to meet in executive sessions to discuss sensitive matters with or without distribution of written materials.

(d) Access to Information. The company's management will afford each board member

access to the company employees and the outside auditors, legal counsel and other professional advisers for any purpose reasonably related to the board's responsibilities. Each director is entitled to inspect the company's books and records and obtain such other data and information as the director may reasonably request; inspect facilities as reasonably appropriate for the performance of director duties; and to receive notice of all meetings in which a director is entitled to participate and copies of all board and committee meeting minutes.

(e) Independent Inquiries and Advisers. The board and its committees are authorized to conduct investigations, and to retain, at the expense of the company, independent legal, accounting, compensation, investment banking, or other professional advisers they may deem advisable, without consulting with or obtaining the approval of any officer of the company. The company shall provide for appropriate funding for payment of compensation to any advisors or consultants employed by the board or its committees.

#### **4. BOARD COMMITTEES**

(a) Committees. The committees of the board are the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The board may from time to time establish additional committees.

(b) Committee Member Selection. After considering the recommendations of the Nominating and Corporate Governance Committee, the board will designate the members and the chairperson of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. Each member of the Audit, Compensation and Nominating and Corporate Governance Committees will be independent as defined in the applicable listing standards, laws and regulations.

(c) Committee Functions. Each of the Audit, Compensation and Nominating and Corporate Governance Committees will have a written charter approved by the board in compliance with applicable listing standards, laws and regulations. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, the authority delegated by the board to the committee, and legal, regulatory, accounting or governance principles applicable to that committee's function. The company will afford access to the company's employees, professional advisers, and other resources, if needed, to enable committee members to carry out their responsibilities.

(d) Audit Committee Financial Expert. The Audit Committee should have one member that qualifies as an "audit committee financial expert" as defined by applicable rules of the SEC under Section 407 of the Sarbanes-Oxley Act. The board shall be responsible for determining the qualification of an individual to serve on the Audit Committee as a designated "audit committee financial expert." In light of this responsibility of the board, the Nominating and Corporate Governance Committee shall coordinate closely with the board in screening any new candidate and in evaluating whether to re-nominate any existing director who may serve in this capacity.

#### **5. BOARD MEMBER RESPONSIBILITIES**

(a) Director Responsibilities.

(i) Generally. A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interests of the corporation.

(ii) Disclose Relationships. Each independent director is expected to disclose promptly to the board any existing or proposed relationships with the company (other than service as a board member or on board committees) which could affect the independence of the director under applicable listing standards or any additional standards as may be established by the board of directors from time to time, including direct relationships between the company and the director and his or her family members, and indirect relationships between the company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested.

(iii) Confidentiality. Directors have an obligation to protect and keep confidential all non-public information related to the company (the “confidential information”) unless and until the board has authorized disclosure (or unless otherwise required by law or regulation). Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the board, such as information regarding the strategy, business, finances and operations of the company, minutes, reports and materials of the board and its committees, and other documents identified as confidential by the company, including but not limited to non-public information concerning: (1) the company’s financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to acquisitions, divestitures and actions relating to the company’s stock; (2) possible transactions with other companies or information about the company’s suppliers, licensors or joint venture partners, which the company is under an obligation to maintain as confidential; and (3) the proceedings and deliberations of the board and its committees, and the discussions and decisions between and among employees, officers and directors.

Directors may not use confidential information for personal benefit or to benefit other persons or entities other than the company. Directors should refrain from disclosing confidential information without the authorization of the board or the Chairperson, unless otherwise required by law or regulation. The obligations described above continue even after service on the board has ended.

(iv) Reporting and Compliance Systems. Based on information available to the director, each director should be satisfied that company management maintains an effective system for timely reporting to the board or appropriate board committees on the following: (1) the company’s financial and business plans, strategies and objectives; (2) the recent financial results and condition of the company and its business segments; (3) significant accounting, regulatory, competitive, litigation and other external issues affecting the company; and (4) systems of control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies. Each director is expected to have a basic understanding of the foregoing matters to the extent information is furnished by management or otherwise available to the board.

(v) Attendance. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

(vi) Reliance on Information. In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the company.

(b) Transactions Affecting Director Independence. Without the prior approval of the Audit Committee or another independent committee of the board, the company will not make significant charitable contributions to organizations in which a director or a family member of the director is affiliated, enter into consulting contracts with (or otherwise provide indirect forms of compensation to) a director, or enter into any relationships or transactions (other than service as a director and board committee member) between the company and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling stockholder, officer, manager, or trustee, or materially financially interested), if required to be disclosed under Item 404 of the SEC Regulation S-K. Notwithstanding the foregoing, to the extent required to comply with SEC rules, no member of the Audit Committee will be an affiliated person of the company or receive any direct or indirect compensation from the company other than for service as a director and on committees on which the individual serves. Further, all members of the Audit Committee and the Compensation Committee must meet the enhanced standard of independence under the listing standards and the SEC rules.

(c) Risk Oversight. The board should understand the principal risks associated with the company's business on an ongoing basis and it is the responsibility of management to assure that the board and its committees are kept well informed of these changing risks on a timely basis. It is important that the board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards. The board reserves oversight of the major risks facing the company and has delegated certain risk oversight responsibility to the appropriate committees as follows: the Audit Committee oversees risks relating to the financial statements and financial reporting process and cybersecurity and the Compensation Committee oversees risk related to compensation.

(d) Continuing Education. The board is expected periodically to review appropriate policies and procedures for providing orientation sessions for newly elected or appointed directors, and recommending on an as-needed basis continuing director education programs for board or committee members.

(e) Annual Evaluation. The board will evaluate annually its corporate governance policies and guidelines and whether the board and its committees are functioning effectively.

## **6. MANAGEMENT RESPONSIBILITY**

(a) Management Succession Planning. The chief executive officer will review with the board management succession and development plans for executive officers. The board may from time to time ask the Compensation Committee to undertake specific reviews concerning management succession planning.

(b) Financial Reporting and Legal Compliance. The board's governance and oversight functions do not relieve the primary responsibilities of the company's management to (1) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) devise and maintain an effective system of internal accounting controls; (3) devise and maintain effective disclosure controls and procedures and internal controls over financial reporting; (4) prepare financial statements that are accurate and complete and fairly present the financial condition, results of operation and cash flows of the company and (5) devise and maintain systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of the company's business.

(c) Corporate Communications. Executive management has the primary responsibility to

establish policies concerning the company's communications with investors, the press, customers, suppliers and employees.

(d) Communication of Corporate Governance Policies. As required by the listing standards, management will assure that the company's website will include a copy of these policies, copies of the charters of the Audit, Compensation, and Nominating and Corporate Governance committees and, if applicable, other key committees of the board, and a copy of the company's code of business conduct and ethics. Management will also include in the company's annual report to stockholders statements to the effect that this information is available on the company's website and in print to any stockholder who requests it.