

Insider Trading Policy of Computer Task Group, Incorporated

Background

Computer Task Group, Incorporated's Board of Directors has adopted this insider trading policy for our directors, officers, employees and consultants with respect to the trading of the Company's securities, as well as the securities of publicly traded companies with whom we have a business relationship.

Federal and state securities laws prohibit the purchase or sale of a company's securities by persons who are aware of material information about that company that is not generally known or available to the public. These laws also prohibit persons who are aware of such material nonpublic information from disclosing this information to others who may trade. Companies and their controlling persons are also subject to liability if they fail to take reasonable steps to prevent insider trading by company personnel.

It is important that you understand the breadth of activities that constitute illegal insider trading and the consequences. Both the Securities and Exchange Commission ("SEC") and the Financial Industry Regulatory Authority ("FINRA") investigate and are very effective at detecting insider trading. The SEC, together with the United States Department of Justice, pursue insider trading violations vigorously. Cases have been successfully prosecuted against trading by employees through foreign accounts, trading by family members and friends, and trading involving only a small number of shares.

This policy is designed to prevent insider trading or allegations of insider trading, and to protect CTG's reputation for integrity and ethical conduct. It is your obligation to understand and comply with this policy. Should you have any questions regarding this policy, please contact Peter P. Radetich (716.887.7366 or peter.radetich@ctg.com).

Penalties for Noncompliance

Civil and Criminal Penalties. Potential penalties for insider trading violations include (1) imprisonment for up to 20 years, (2) criminal fines of up to \$5 million, and (3) civil fines of up to three times the profit gained or loss avoided.

Controlling Person Liability. If CTG fails to take appropriate steps to prevent illegal insider trading, it may have controlling person liability for a trading violation, with civil penalties of up to the greater of \$1 million and three times the profit gained or loss avoided, as well as a criminal penalty of up to \$25 million. The civil penalties can extend personal

liability to the Company's directors, officers and other supervisory personnel if they fail to take appropriate steps to prevent insider trading.

Company Sanctions. Failure to comply with this policy may also subject you to Company imposed sanctions, including dismissal for cause, whether or not your failure to comply with this policy results in a violation of law.

Scope of Policy

Persons Covered. As a director, officer, employee or consultant of the Company or its subsidiaries, this policy applies to you. The same restrictions that apply to you apply to your family members who reside with you, anyone else who lives in your household and any family members who do not live in your household but whose transactions in CTG securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in CTG securities). You are responsible for making sure that the purchase or sale of any security covered by this policy by any such person complies with this policy.

Companies Covered. The prohibition on insider trading in this policy is not limited to trading in the Company's securities. It includes trading in the securities of other firms, such as customers or suppliers of the Company and those with which the Company may be negotiating major transactions, such as an acquisition, investment or sale. Information that is not material to the Company may nevertheless be material to one of those other firms.

Transactions Covered. Trading includes purchases and sales of stock, derivative securities such as put and call options and convertible debentures or preferred stock, and debt securities. Trading also includes certain transactions under Company plans as follows:

- ***Stock Option Exercises.*** This policy's trading restrictions generally do not apply to the cash exercise of a stock option. The trading restrictions do apply, however, to any sale of the underlying stock or to a cashless exercise of the option through a broker.
- ***Employee Stock Purchase Plan.*** This policy's trading restrictions do not apply to purchases of Company stock in the employee stock purchase plan resulting from your periodic payroll contributions to the plan under an election you made at the time of enrollment in the plan. The trading restrictions do apply to your sales of Company stock purchased under the plan.
- ***401(k) Plan.*** This policy's trading restrictions do not apply to purchases of Company stock in the 401(k) plan resulting from your periodic contribution of money to the plan pursuant to your payroll deduction elections. The trading restrictions do apply, however, to elections you may make under the 401(k) plan to (a) increase or decrease the percentage of your periodic contributions that will be allocated to the Company stock fund, (b) make an

intra-plan transfer of an existing account balance into or out of the Company stock fund, (c) borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company stock fund balance, and (d) pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund.

Statement of Policy

No Trading on Inside Information. You may not trade in the securities of the Company, directly or through family members or other persons or entities, if you are aware of material nonpublic information relating to the Company. Similarly, you may not trade in the securities of any other company if you are aware of material nonpublic information about that company which you obtained in the course of your employment with the Company.

No Tipping. You may not pass material nonpublic information on to others or recommend to anyone the purchase or sale of any securities when you are aware of such information. This practice, known as “tipping” also violates the securities laws and can result in the same civil and criminal penalties that apply to insider trading, even though you did not trade and did not gain any benefit from another’s trading.

No Exception for Hardship. The existence of a personal financial emergency does not excuse you from compliance with this policy.

Blackout and Pre-Clearance Procedures. To help prevent inadvertent violations of the federal securities laws and to avoid even the appearance of trading on the basis of inside information, the Company’s Board of Directors has adopted an Addendum 1 to Insider Trading Policy that applies to directors, executive officers subject to Section 16 of the Securities Exchange Act of 1934 (“executive officers”) and certain designated employees and consultants of the Company and its subsidiaries who have access to material nonpublic information about the Company. The Company will notify you if you are subject to Addendum 1.

Addendum 1 generally prohibits persons covered by it from trading in the Company’s securities during quarterly blackout periods beginning at the close of business on the tenth business day preceding the end of a quarter and ending the second full business day following the release of the Company’s earnings for that quarter) and during certain event-specific blackouts. Persons subject to Addendum 1 (“Covered Persons”) also must pre-clear all transactions in the Company’s securities with the Company’s Insider Trading Compliance Officer.

Definition of Material Nonpublic Information

Material Information. Information is material if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, hold or sell a

security. Any information that could reasonably be expected to affect the price of the security is material. Common examples of material information are:

- Projections of future earnings or losses or other earnings guidance, including the date on which earnings will be publicly released.
- Earnings that are inconsistent with the consensus expectations of the investment community.
- A pending or proposed merger, acquisition, joint venture or tender offer or an acquisition, restructuring or disposition of significant assets.
- A change in executive management.
- Major events regarding the Company's securities, including the declaration of a stock split, adoption of a stock repurchase program, change in dividend policy or the offering of additional securities.
- Severe financial liquidity problems.
- Actual or threatened major litigation or the resolution of such litigation.
- New major contracts, orders, suppliers, customers or finance sources or the loss thereof.
- Significant related party transactions.
- Change in business strategy.
- Change in pricing or cost structure.
- Pending or proposed changes in auditors.

Both positive and negative information can be material. Because trading that receives scrutiny will be evaluated after the fact with the benefit of hindsight, questions concerning the materiality of particular information should be resolved in favor of materiality and trading should be avoided.

Nonpublic Information. Nonpublic information is information that is not generally known or available to the public. One common misconception is that material information loses its "nonpublic" status as soon as a press release is issued disclosing the information. In fact, information is considered to be available to the public only when it has been released broadly to the marketplace (such as a press release or an SEC filing) and the investing public has had time to absorb the information fully. As a general rule, information is considered nonpublic until the first full trading day after the information is released.

Additional Guidance

The Company considers it improper and inappropriate for those employed by or associated with the Company to engage in short-term or speculative transactions in the Company's securities or in other transactions in the Company's securities that may lead to inadvertent violations of the insider trading laws. Accordingly, your trading in Company securities is subject to the following guidance:

Short Sales. You may not engage in short sales of the Company's securities (sales of securities that are not then owned), including a sale against the box (a sale of owned shares

with delayed delivery). In addition, Section 16(c) of the Securities Exchange Act of 1934 prohibits officers and directors from engaging in short sales.

Hedging Transactions. Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow a stockholder to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow the holder to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the owner may no longer have the same objectives as the Company's other shareholders. Therefore, you may not engage in any such transactions.

Standing Orders. Standing orders should be used only for a very brief period of time. A standing order placed with a broker to sell or purchase stock at a specified price leaves you with no control over the timing of the transaction. A standing order transaction executed by the broker when you are aware of material nonpublic information may result in unlawful insider trading. If you determine you must use a standing and limit order, you are strongly encouraged to submit such order under an approved Rule 10b5-1 plan (discussed below).

Margin Accounts and Pledges. Securities held in a margin account or pledged as collateral for a loan may be sold without your consent by the broker if you fail to meet a margin call or by the lender in foreclosure if you default on the loan. A margin or foreclosure sale that occurs when you are aware of material nonpublic information may, under some circumstances, result in unlawful insider trading. Because of this danger, you should exercise caution in holding Company securities in a margin account or pledging Company securities as collateral for a loan [and must first obtain preclearance from the Company's Insider Trading Compliance Officer].

Rule 10b5-1 Plans. Rule 10b5-1 under the Securities Exchange Act of 1934 provides a defense from insider trading liability. If persons subject to this policy wish to rely on this defense, they must enter into an approved Rule 10b5-1 trading plan as specified in Addendum 2 and meet certain conditions specified in the Rule.

Post-Termination Transactions. This policy continues to apply to your transactions in Company securities even after you have terminated employment or other services to the Company or a subsidiary as follows: if you are aware of material nonpublic information when your employment or service relationship terminates, you may not trade in Company securities until that information has become public or is no longer material.

Unauthorized Disclosure. Maintaining the confidentiality of Company information is essential for competitive, security and other business reasons, as well as to comply with securities laws. You should treat all information you learn about the Company or its business plans in connection with your employment as confidential and proprietary to the Company. Inadvertent disclosure of confidential or inside information may expose the Company and you to significant risk of investigation and litigation.

The timing and nature of the Company's disclosure of material nonpublic information to outsiders is subject to legal rules, the breach of which could result in substantial liability to

you, the Company and its management. Accordingly, it is important that responses to inquiries about the Company by the press, investment analysts or others in the financial community be made on the Company's behalf only through authorized individuals.

Safeguard Confidential Information. You should treat all sensitive, nonpublic information about the Company (or any other company) as confidential and proprietary to the Company. You may not disclose such information to others (such as family members, relatives, or business or social acquaintances) who do not have a legitimate need for such information for reasons related to the Company's business. You must treat all such information carefully and avoid inadvertent or indirect disclosure of it. Even within the Company, confidential information should be distributed to or discussed with others only on a need-to-know basis, and those people should be told that the information is confidential. Confidential information may not ever be disseminated on the Internet through chat rooms, message boards, or otherwise. Be careful that your conversations are not overheard on airplanes, in restaurants or in other public places; do not leave confidential documents on conference tables, desks, or where they are otherwise unguarded; and take whatever steps are reasonably necessary to keep confidential information from being disclosed.

Personal Responsibility. You should remember that the ultimate responsibility for adhering to this policy and avoiding improper trading rests with you. If you violate this policy, the Company may take disciplinary action against you, including dismissal for cause.

Company Assistance. Your compliance with this policy is of the utmost importance both for you and for the Company. If you have any questions about this policy or its application to any proposed transaction, you may obtain additional guidance from the Company's Legal Department. Do not try to resolve uncertainties on your own, as the rules relating to insider trading are complex, not always intuitive, and carry severe consequences. From time to time, the Company's Legal Department or Insider Trading Compliance Officer will schedule employee training sessions on this policy, including ramifications for any employee's failure to comply. It is important that every employee attend scheduled training sessions.

Certification. All Covered Persons, including any employees working in the Company's finance, accounting, information services, and administrative departments who are authorized to have access to the Company's financial books and records, must certify their understanding of, and intent to comply with, this policy. A copy of the certification that Covered Persons must sign is enclosed with this policy. Directors, executive officers and certain employees and consultants are subject to Addendum 1 to Insider Trading Policy, Pre-Clearance and Blackout Procedures.

Addendum 1 to Insider Trading Policy Pre-Clearance and Blackout Procedures

To help prevent inadvertent violations of the federal securities laws and to avoid even the appearance of trading on inside information, the Company's Board of Directors has adopted this Addendum 1 to Insider Trading Policy ("Addendum 1"). This Addendum 1 applies to directors, executive officers subject to Section 16 of the Securities Exchange Act of 1934 and certain designated employees and consultants of the Company and its subsidiaries ("Covered Persons") who may have access to material nonpublic information about the Company. The positions of the Covered Persons subject to this addendum are listed on the attached Schedule A. The Company may from time to time designate other positions that are subject to this addendum and will amend Schedule A from time to time as necessary to reflect such changes.

This Addendum 1 is in addition to and supplements the Company's Insider Trading Policy.

Pre-Clearance Procedures

Covered Persons are subject to the following pre-clearance procedures.

Directors, executive officers, and certain designated employees, together with their family members and other members of their respective households, may not engage in any transaction involving the Company's securities (including a stock plan transaction such as an option exercise or a gift, loan, pledge or contribution to a trust or any other transfer) without first obtaining pre-clearance of the transaction from the Company's Insider Trading Compliance Officer ("Compliance Officer"). A request for pre-clearance should be submitted to the foregoing at least two business days in advance of the proposed transaction. The Compliance Officer is under no obligation to approve a trade submitted for pre-clearance and may determine not to permit the trade. The Compliance Officer himself may not trade in Company securities unless the Chief Executive Officer has approved the trade in accordance with the procedures set forth in this addendum.

Blackout Procedures

Covered Persons are subject to the following blackout procedures.

Quarterly Blackout Periods. The Company's announcement of its quarterly financial results almost always has the potential to have a material effect on the market for the Company's securities. Therefore, to avoid even the appearance of trading on the basis of material nonpublic information, you may not trade in the Company's securities during the

period beginning at the close of business on the tenth business day preceding the end of quarter and ending after the second full business day following the release of the Company's earnings for that quarter. Persons subject to these quarterly blackout periods include the persons currently listed on Schedule A attached to this Addendum 1.

Interim Earnings Guidance and Event Specific Blackouts. The Company may on occasion issue interim earnings guidance or other potentially material information by means of a press release, SEC filing on Form 8-K or other means designed to achieve widespread dissemination of the information. You should anticipate that trading will be blacked out while the Company is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market.

From time to time, an event may occur that is material to the Company and is known by only a few directors or executive officers. So long as the event remains material and nonpublic, the persons who are aware of the event, as well as other persons covered by the quarterly earnings blackout procedures, may not trade in the Company's securities, as follows. The existence of an event-specific blackout will not be announced, other than to those who are aware of the event giving rise to the blackout. If, however, a person whose trades are subject to pre-clearance requests permission to trade in the Company's securities during an event-specific blackout, the Compliance Officer will inform the requesting person of the existence of the blackout period, without disclosing the reason for the blackout. Any person made aware of the existence of an event specific blackout should not disclose the existence of the blackout to any other person. The failure of the Compliance Officer to designate a person as being subject to an event-specific blackout will not relieve that person of the obligation not to trade while aware of material nonpublic information.

Even if a blackout period is not in effect, at no time may you trade in Company securities if you are aware of material nonpublic information about the Company.

SEC Regulation BTR. SEC Regulation BTR includes rules that require directors and executive officers to refrain from trading equity securities acquired in connection with service to the Company during any pension fund blackout period, which is defined as any period exceeding three consecutive business days during which transactions in equity securities are temporarily suspended and during which at least 50% of the U.S. participants under all individual account plans maintained by the issuer are subject to the suspension. Under Regulation BTR, *all* securities acquired or transferred by you will be deemed to have been acquired in connection with service to the Company unless you affirmatively establish that the securities were acquired in a different manner. The term "individual account plans" includes a variety of pension plans, stock purchase plans, and money purchase plans. The Company may in the future apply trading blackouts to individual account plans, and if it does so all trading in the Company's equity securities by directors and executive securities will also be blacked out, and any trading by you in equity securities may be in violation of Regulation BTR and subject to enforcement action by the SEC.

Hardship Exceptions. A Covered Person who is subject to a quarterly earnings blackout period and who has an unexpected and urgent need to sell Company stock in order to generate cash may, in certain circumstances, be permitted to sell Company stock even during a quarterly blackout period. Hardship exceptions may be granted only by the Compliance Officer and must be requested at least two days in advance of the proposed trade. A hardship exception may be granted only if the Compliance Officer concludes that the Company's earnings information for the applicable quarter does not constitute material nonpublic information. Under no circumstance will a hardship exception be granted during an event-specific blackout period.

Post-Termination Transactions

If you are aware of material nonpublic information when you terminate employment or services, you may not trade in the Company's securities until that information has become public or is no longer material. In all other respects, the procedures set forth in this addendum will cease to apply to your transactions in Company securities upon the expiration of any blackout period that is applicable to your transactions at the time of your termination of employment or services.

Company Assistance

Your compliance with this addendum and the Company's Insider Trading Policy is of the utmost importance for both you and for the Company. If you have any questions about this addendum, the Insider Trading Policy or their application to any proposed transaction, you may obtain additional guidance from the Compliance Officer.

Certification

All directors, executive officers and other employees and consultants subject to the procedures set forth in this addendum must certify their understanding of and intent to comply with the Company's Insider Trading Policy and this addendum on the form attached to the policy.

Addendum 2 to Insider Trading Policy Rule 10b5-1 Trading Plans

Rule 10b5-1 under the Securities Exchange Act of 1934 can protect officers, directors, and other individuals from insider trading liability for transactions under a previously established contract, plan, or instruction. This rule presents an opportunity for insiders to establish arrangements to sell (or purchase) our securities without the sometimes arbitrary restrictions imposed by closed trading periods—even when material nonpublic information exists. The arrangements may include blind trusts, other trusts, pre-scheduled stock option exercises and sales, pre-arranged trading instructions, and other brokerage and third-party arrangements.

The rule only provides an “affirmative defense” (which must be proved) if there is an insider trading lawsuit. It does not prevent anyone from bringing a lawsuit, nor does it prevent the media from writing about the sales. The program must be documented, bona fide, and previously established (at a time when the insider did not possess inside information) and must specify the price, amount, and date of trades or provide a formula or mechanism to be followed.

In order to reduce the risk of litigation and adverse press, and to preserve our reputation, if you would like to use such a trading program:

- a Compliance Officer must pre-approve your program and form of 10b5-1 plan (which would include any plan, arrangement, or trading instructions relating to our securities, such as blind trusts, discretionary accounts with banks or brokers, limit orders, hedging strategies, and other arrangements) at least five full trading days prior to entry into or modification of the plan;
- you may not establish, modify or terminate the program during any closed trading periods or when you possess material nonpublic information; and
- if a 10b5-1 plan is terminated, you must wait at least thirty days before trading outside of the plan.

You must still adhere to these procedures even where, for example, you are assured that the trading program that a brokerage firm or bank may be suggesting has been approved by its attorneys.

Establishing a trading program under Rule 10b5-1 is likely to implicate other laws, such as Section 16 of the Securities Exchange Act of 1934 and Rule 144 under the Securities Act of 1933. Under Section 16, generally a report on Form 4 must be filed with the SEC by the second business day following the execution date of a transaction under a Rule 10b5-1 trading program. Recognizing that you may not know when a trade will be executed pursuant to a Rule 10b5-1 trading program, the SEC has provided a limited

exception to this two-day deadline, with which you should be familiar if you establish such a program.

A transaction under a Rule 10b5-1 trading program could also be subject to short-swing profit recovery. Additionally, sales of our securities under Rule 144 may require the filing of a Form 144 with the SEC, which must be properly tailored to address sales under such a program. Therefore, if you establish such a program, we will need to establish a procedure with whoever is handling your transactions to ensure:

- timely filings of a Form 4 after a transaction has taken place (failure to file on time results in unwanted proxy statement disclosure of your filing violations); and
- compliance with Rule 144 at the time of any sale.

As mentioned above, Rule 10b5-1 is an SEC rule. There will be ongoing interpretations of what can and cannot be done. Needless to say, some brokers, investment bankers, and advisers may approach you suggesting a variety of arrangements. You should consult your own tax and legal advisers before establishing a trading program under Rule 10b5-1.

Your notice to us is essential before establishing a Rule 10b5-1 trading program. If you have any questions, please contact a Compliance Officer.