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COMMITMENT
TO INTEGRITY





TO OUR GREAT PEOPLE

You are our Firm's most valuable resource. Together, we have a long history of achieving Great Results. How we achieve these results matters, as does our commitment to protecting them. Nothing is more important to our Firm and its success than our Core Values. By living our values, we protect the results we achieve and the culture we have all worked so hard together to create. Our culture is what differentiates us. We have a long legacy to live up to, and each and every representative of Kforce is responsible for guarding our culture for those who will come after us.

The pages that follow set forth our Commitment to Integrity, but really this document is about all of our Core Values and what they



mean to our culture. Please take time to read it. If there is anything you don't understand, please ask your leader about it, or feel free also to talk with Human Resources.

We expect each member of the Kforce family to live our Core Values every day through words and actions. Over the many years our Firm has been in business, we have established a foundation of trust with each other, our clients, and our communities, and it's up to each of us to protect this reputation. Thank you for being our partners in honoring this Commitment.

Very truly yours,

Dave Dunkel, CEO and Chairman Joe Liberatore, President





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COMMITMENT TO INTEGRITY

INTRODUCTION

Kforce, an abbreviation for KnowledgeForce®, describes our heritage and stands as a representation of our business model. “Knowledge” signifies both the skilled professionals we staff and the knowledge our Firm has gained through years of industry experience. “Force” symbolizes the strength of our team and cohesive efforts to provide valuable services and solutions. To ensure our future success, Kforce strives to maintain its positive reputation for providing top-level staffing solutions to our business partners. Our Firm is built upon a foundation of ethics, integrity, honesty, professionalism, fair business practices and compliance.

Our obligation to act with integrity and to reinforce our Core Values encompasses commitments to several stakeholders:

- We are committed to act with integrity towards each other as Kforce employees and consultants, and as you read through our policies

in this section, you will see we are committed to openly communicating with one another, treating each other fairly and with professionalism and respect, and maintaining a safe and productive workplace.

- We also act with integrity with our clients and other partners, and in this section, you will see our policies on fair business practices, avoiding corruption, and avoiding conflicts of interest (among others).
- Finally, we are also committed to the communities we serve, and in this section, you will see our policies governing communications with the public, charitable and civic engagement, and environmental stewardship.

When we honor this Commitment in all of our day-to-day business decisions and interactions, we also serve our shareholders. As members of the Kforce Team, we all have a personal responsibility

to understand and adhere to this Commitment and the Core Values of Kforce. Keep in mind also that many of the principles described in this Commitment are general in nature. We do not specifically address every situation or circumstance that might arise in the course of our business. It is up to each of us to act using common sense, refer to other available resources, and to seek guidance when necessary.

The Kforce Commitment to Integrity is applicable to all officers, employees and consultants of Kforce Inc. and its subsidiaries, the Kforce Inc. Board of Directors, contractors, and anyone authorized by Kforce Inc. to act on its behalf. Please understand that violations of our Commitment to Integrity may result in disciplinary action up to and including termination of employment or any other relationship you may have with our Firm.

OUR COMMITMENT TO EACH OTHER

OUR DUTY TO SPEAK UP

One of the most basic responsibilities our Commitment requires of each of us is to “speak up” whenever we have questions about the right thing to do or whenever we witness others taking action inconsistent with this Commitment, our policies, our Core Values, or the law. If you become aware of a violation of our Commitment to Integrity, a policy violation, or any other serious issue involving misconduct, you must report the matter through at least one of the options listed below.

In general, it is our hope that you will feel comfortable raising any concern you have directly with your leader. We expect our leaders at every level to maintain an open door and be available to address your concerns. We realize, however, that there may be some matters that you feel uncomfortable raising directly with your leader. In such situations, there are other options available to you and we expect and encourage you to raise your concerns in any of the following ways:

- Through your designated Human Resources representative;
- To the Customer Solutions Center (corphelpdesk@kforce.com / 866.807.5074); or KGS Helpline (866.440.7224);
- To your leader’s supervisor;
- Through our Internal Audit Department; or
- To the Integrity Hotline at 866.213.5142. The Hotline is administered by an independent third party. Reports to the Hotline may be made anonymously. We strongly encourage you to identify yourself when making a report to the Hotline, however, as it will allow us to more thoroughly investigate and take more complete action on your concern when we have all the facts.

We take your concerns seriously and will handle them discretely and with care. We strictly prohibit retaliation against anyone raising a workplace concern in good faith. Our Firm is committed to each of our Core Values, and we ask you to help hold ourselves and each other accountable to these values. For more information, please refer to our **Open Door** policy.



WHAT WE EXPECT OF OUR LEADERS

We place special trust in our leaders to guide our Great People and, as a result, we expect our leaders to hold themselves to the highest standards of accountability. We expect our leaders to lead by example, to be available to help answer employee and consultant questions about this Commitment, and to promptly investigate and address concerns that are raised with them about potential violations of this Commitment.

In addition, all Kforce Leaders make a commitment to know, promote, and act in accordance with the Leaders' Creed. The Creed states:

I am committed to our vision and living as a steward of our Core Values without exception.

My first and most important responsibility is the selection, development and retention of *Great People*, and I am accountable for turnover greater than 30 days. My greatest purpose is to foster Profitable Revenue Growth and success through standard performance measurement and personal accountability for all individuals in the Firm. I am committed to meeting or exceeding the growth targets for my market size.

My priority is our customers and delivering the Right Match through Exceptional Service at all times. I will treat clients, consultants, candidates and internal Kforce partners with the same degree of candor, personal respect, and regard for their long-term interests that I would expect.

I will be on time, fully prepared and fully engaged every minute of every day. I will communicate often, manage expectations and leverage resources while remaining focused on simplifying and streamlining business processes across the Firm in order to narrow focus to priority areas to accelerate Revenue Growth.

I will at all times and in all that I do put the success of the Firm first.

QUESTION



Fred's friend and colleague, Stacy, asks him to lunch in the Kforce Café. Fred is a supervisor, but he works in a different department than Stacy. Stacy tells him, "Fred, look, I'm coming to you as a friend. I really need to discuss something with you in confidence. I'm really concerned about my boss – he has been acting really strange at work, making strange and sometimes threatening outbursts. He comes to work smelling of alcohol. It's really making a lot of us uncomfortable. Please don't tell anyone. I think it's time to float my resume out there to try to get another job." Can Fred honor Stacy's request to keep quiet?

ANSWER



Fred is one of our leaders, and even though Stacy came to him as a friend, she has given him information that he cannot responsibly keep to himself. Fred should tell Stacy that the information she has shared requires action, and that he can't responsibly just listen to the concern as a Kforce leader and not do anything about it. Fred might suggest to Stacy that he will give her a day or two to report the conduct on her own if she chooses to do that, but if the report doesn't make its way to Human Resources or a responsible manager by then, he will have to report it himself. He can let her know that he will do his best to report the matter discretely and, if possible, keep her name out of it, but the information is important enough that it requires investigation and follow-through.

COMPLIANCE WITH LAWS

It is our policy to comply with all laws, rules and regulations applicable to our business or operations. We expect everyone covered by this Commitment to follow and comply with all such applicable laws, rules and regulations.

CORPORATE DISCLOSURES

It is our policy to make full, fair, accurate, timely and understandable disclosure of our financial affairs in compliance with all applicable laws and regulations in all reports and documents that we file with, or submit to, the Securities and Exchange Commission and in all other related public communications made by us. Our officers are required to honor this policy in all respects; to promote compliance with this policy by all employees; and to abide by all of our standards and procedures which are designed to promote compliance with this policy.

INVESTIGATION

We sometimes must look into situations that could involve a violation of this Commitment, one of our policies, or other misconduct. All of us have a responsibility to cooperate with Firm investigations, to treat those investigations with high discretion, and to be honest and forthcoming in those investigations. Failure to cooperate with an investigation can lead to discipline up to and including termination. You will never be subject to retaliation for your good faith participation as a complainant or witness in connection with such an investigation.

EQUAL OPPORTUNITY

A diverse workforce made up of team members who bring a wide variety of skills, abilities, experiences, and perspectives is essential to our success. We are committed to providing equal employment opportunity. This commitment extends to all employment activities, including but not limited to recruiting, hiring, benefits, leaves of absence, training, transfer, promotion, job assignments, compensation, corrective action and termination decisions. We do not discriminate based upon any employee's or consultant's race, color, religion, creed, gender, sexual orientation, gender identity, age, disability, pregnancy, national origin, genetic information or ancestry, military or veteran status, as well as citizenship, martial, veteran, and family medical leave status, or any other status protected by state or federal law(s). We also provide reasonable accommodations to employees and consultants whose physical or mental condition requires such accommodations, and associates who believe they could benefit from an accommodation should request one through Human Resources or their leader.

Any employee or consultant who believes they have been discriminated against in violation of this Commitment, or who witnesses such discrimination against others, must report the situation to their manager, human resources, or one of the other avenues for raising concerns listed in the "Speak Up" section above. This applies not just to acts involving Kforce personnel, but also if you believe one of our clients or other business partners is discriminating against you or others.

*Integrity fuels our actions
with the strength to do
the right thing.*



PROFESSIONALISM AND RESPECT IN THE WORKPLACE

Every employee and consultant of Kforce has a right to a work environment free from harassment and bullying, regardless of whether the person doing the harassing or bullying is a co-worker, supervisor, manager, customer, vendor, or visitor. Harassment can include any behavior that creates an intimidating, offensive, abusive, or hostile work environment. Unlawful harassment includes harassment based on race, color, religion, creed, gender, sexual orientation, gender identity, age, disability, national origin or ancestry, as well as citizenship, marital, veteran, and family medical leave status or any other status protected by state or federal law(s). Harassment can be sexual or non-sexual in nature, and can include things like:

- verbal comments, such as slurs, offensive comments, and jokes;
- physical contact, including unwelcome touching, hugging, massaging, assault, or intimidation;
- visual displays, such as offensive photographs, videos, and drawings; or
- electronic statements, such as bullying or stalking on social media or text messages.

To be clear about it, though, our Commitment goes beyond simply what the law may define as “harassment,” “bullying,” or “hostile work environment.” Our Core Value of Respect requires us all to adhere to high standards of professionalism, respect, and civility toward each other and toward our business partners. Any Kforce employee or consultant who experiences or witnesses harassment of any type, or who sees actions inconsistent with our Core Values, must report the behavior immediately as described in the “Speak Up” section of this Commitment. We strictly prohibit any retaliation for making a good faith complaint or for assisting in any investigation relating to potential violations of our Commitment to Integrity. For more information, refer to our **Professionalism and Respect in the Workplace** policy.

QUESTION



Lucy is a Kforce consultant assigned to a very large Kforce client. Skip, the client’s department manager for Lucy’s assigned department, begins to show Lucy extra attention by spending extended periods of time at Lucy’s desk. Skip has asked Lucy to dinner on numerous occasions. He tells Lucy that if she agrees to have dinner with him he can guarantee that she will be offered a position at the end of the six month period of the assignment. Lucy is very uncomfortable and is not sure what to do.

ANSWER



Lucy should report Skip’s behavior to her Kforce account executive, Kforce Human Resources, or our Integrity Hotline. Our Professionalism and Respect in the Workplace policy extends not just to our core employees, but also to our consultants. We do not permit nor tolerate any type of harassing behavior. We will work with Lucy to report the behavior to our client and to end the unwanted attention and harassing behavior without retaliation or harm to Lucy.



QUESTION

Thursday after work, Jill and her coworkers decide to head across the street to an impromptu happy hour at a bar near their office. During the happy hour, her coworker Terrance begins to grope her and makes highly offensive sexual jokes and comments. Jill makes it clear to Terrance that his advances are unwelcome, but he keeps putting his arms around her. As she leaves the bar, she can't believe what just happened. How will she be able to work alongside Terrance going forward? He works just two cubicles away. She calls you as her best friend at work to ask your advice on what to do.

ANSWER

You should advise Jill to report the situation to her leader, Human Resources, or through one of the other avenues listed in the "Speak Up" section above. Even though our Commitment addresses "Professionalism and Respect in the Workplace," sometimes actions outside of work can create an uncomfortable work environment. Our policies don't just apply to actions that take place at work – rather, they apply to any conduct that can adversely affect the workplace, even if it happens after work or off-duty.

SAFETY AND VIOLENCE PREVENTION

We all must work together to maintain a working environment that is healthy and safe. To honor this Commitment, all associates must follow safety policies and procedures that apply to them, obtain all required safety training and certifications, and, if necessary of their position, use personal protective gear as required.

In addition, violence or threats of violence are strictly prohibited. Examples of conduct that might be considered to be violent or threatening include but are not limited to harassing or unwelcome telephone calls, harassing email or written communication directed to an employee or his or her friends or family, stalking, bullying or inappropriate/offensive remarks on social media, and the destruction of personal or Firm property.

Dangerous or illegal items of any nature such as weapons, explosives, or firearms are not permitted on Firm or client property. Individuals with authorized permits or licenses may have firearms or weapons in their locked vehicles in parking areas where allowed by law, however. Even with conceal carry permits, weapons and firearms are not permitted in Firm offices unless you have pre-registered and obtained written approval from Facilities Services. Certain locations may have more restrictive prohibitions based upon local laws and we must obey the law where our offices are located. In addition, certain security personnel retained by the Firm may also be authorized to carry firearms or other protective weapons as appropriate for their position and as permitted by law.

All employees and consultants should monitor their surroundings and must report any unsafe conditions or behaviors, no matter how minor, to their manager, account executive, or another leader as appropriate.

SUBSTANCE ABUSE

To keep each other and our clients safe, we must be alert and focused at work. Accordingly, we maintain workplaces that are free from the use, possession, sale, or distribution of illegal controlled substances as well as use, possession, sale or distribution of alcohol on Firm or client property except as specifically authorized by the Firm or client. You should never come to work under the influence of drugs, alcohol, or any controlled substance that could impair your ability to make sound judgments and perform your duties. Kforce strictly prohibits the possession, use, sale, purchase, or distribution of illegal drugs or controlled substances on Firm or client premises while conducting business on behalf of Kforce.

EMPLOYEE INFORMATION

Some Kforce associates have access to personal information (also referred to as personally identifiable information or "PII") about their colleagues. This could include names, addresses, telephone numbers, marital status, health information, medical records, governmental identification numbers, or other sensitive personal identification data. This information is considered confidential and, accordingly, only authorized Kforce personnel having a legitimate business purpose for using this information may access it. If you work with or discover such information, you have a duty to protect its privacy – even after you leave our Firm.

THEFT AND FRAUD

Preventing and detecting theft and fraud is critical to protecting our Firm and fostering our Core Value of Trust. Intentionally concealing or misrepresenting facts to deceive or mislead others is not permitted. Theft and fraud can include, but is not limited to:

- misuse, manipulation, or lobbying for positive outcomes on internal or external client or candidate satisfaction surveys;
- falsely representing sales or other reports;
- manipulating internal reporting codes;
- falsifying timecards or any other company document;
- back-signing forms or agreements; or
- offering unauthorized discounts.

If you suspect any act of theft or fraud, immediately contact your leader or report the matter as directed in the "Speak Up" section of this Commitment.

What is considered inappropriate use of Kforce and client equipment and systems?

Here is a non-exhaustive list of uses that are not permitted:

- Conducting business not related to Kforce
- Printing flyers for an event sponsored by your child's school
- Online betting (e.g. sports bets)
- Watching movies or television shows that impact the efficiency of Kforce systems
- Using Firm e-mail to sell Girl Scout cookies to office colleagues
- Visiting inappropriate websites

KFORCE EQUIPMENT AND RESOURCES

Kforce provides employees and consultants several types of information and technology resources intended to help us with our work. Information and technology resources include but are not limited to e-mail, computers, computer applications and software, networks, internet, intranet, facsimile machines, mobile telephones, tablets, and other communication devices, telephones, and voicemail systems. These Firm-provided resources must never be used for illegal or inappropriate purposes.

All data residing on or transmitted through the Kforce computing and communications facilities, including e-mail and voice mail, is the property of Kforce and is subject to inspection, retention, and review by Kforce, with or without an employee or third party's knowledge, consent, or approval.

You are permitted limited personal use of Firm equipment including computer equipment and systems. Note, however, that personal use of Firm equipment must not interfere with your duties and responsibilities or cause damage to our equipment. Remember, when using Firm equipment and systems, always conduct yourself professionally and courteously. For more information, please refer to our **Kforce Computer and Equipment Use** policy.

INTELLECTUAL PROPERTY

Our intellectual property is among our most valuable assets. Intellectual property includes but is not limited to copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, consultant and customer information, and Kforce systems including but not limited to Recruitmax, and other intangible property.

Things that are created, in whole or in part, by Kforce employees or consultants as part of their duties and or through the use of Kforce or client resources or information are considered "work product" and are the property of Kforce exclusively or, if the work is performed for one of our clients, then the work belongs to our client exclusively. "Work Product" includes inventions, discoveries, ideas, improvements, software, artwork, and works of authorship (i.e. books, news articles, brochures, etc.). Also considered to be Kforce or customer intellectual property are Power Point and other format presentations, forms and checklists used in the course of our business, strategic plans, and training materials.

We value and encourage the protection of our intellectual property and proprietary information while also respecting the valid intellectual property rights of others. Protect intellectual property from illegal or other misuse by making sure it is affixed with or identified by appropriate trademark, service mark, copyright notice or patent markings. Also, disclose to your leader any innovation developed on Firm time or using Firm information or resources so that we can determine whether or not to pursue formal legal protection of the intellectual property.

To avoid infringing on the rights of others, do not:

- Use Kforce resources or time to create or invent something unrelated to our business.
- Use a previous employer's intellectual property without that company's permission.
- Make unauthorized copies of software or license information, except as allowed in our license agreements.
- Affix the trade or service mark of another company to any Kforce materials without authorization.
- Download software programs from the internet without appropriate permission from our Kforce Technology Services Department.

OUR COMMITMENT TO OUR CLIENTS AND OTHER BUSINESS PARTNERS

PROPRIETARY AND CONFIDENTIAL INFORMATION

Many details about how we and our clients do business need to remain confidential for us to be competitive and successful. In carrying out our business, our employees and consultants often learn confidential or proprietary information about our Firm, its customers, prospective customers, or other third parties. All employees and consultants must maintain the confidentiality of all information so entrusted to them, even after their employment ends. Confidential information should only be used when performing work on our behalf.

In addition, you should respect the rights of and your obligation to former employers who may have entrusted you with their own confidential information. You should never use a former employer's confidential and proprietary information in contravention of any employment or other agreements you may have had while working with them.

Confidential Information includes non-public information that might be of use to competitors or harmful to Kforce or its customers if disclosed. This includes but is not limited to non-public business, marketing and service plans, financial information, product architecture, source codes, engineering and manufacturing ideas, designs, databases, customer and candidate lists, pricing strategies, data relating to our candidate's employment plans and opportunities, personally identifiable information (PII) pertaining to Kforce employees, customers or other individuals and similar types of information provided to us by our customers, suppliers and partners.

Please take care not to inadvertently disclose confidential information. Securely store materials that contain confidential information such as memos, notebooks, computer disks and laptop computers, and tablets. Company e-mails, voicemails and other communications containing confidential information should not be forwarded or otherwise disseminated outside of Kforce except as required for legitimate business purposes.

If you can answer "yes" to any of the following questions, the information should be considered confidential and should be protected:

1. Is this information unknown to people outside the company?
2. Would Kforce be disadvantaged or harmed if others knew this information?
3. Would your project be jeopardized if the information was not held in confidence?

We recognize and protect individuals' rights to report potential violations of law to appropriate authorities. Firm employees, contractors and consultants may disclose confidential information and trade secrets in confidence, either directly or indirectly, to a federal, state or local government official or to an attorney solely for the purpose of reporting or investigating a suspected violation of law. Confidential information and trade secrets may also be disclosed in a complaint or other document filed in a court proceeding, but only if such a filing is made under seal. Additionally, Firm employees, contractors and consultants who file retaliation lawsuits for reporting a suspected violation of law may disclose related trade secrets and confidential information to their attorney and use such information in court proceedings provided that any document containing such information is filed under seal.

QUESTION



Steven's office has been busy this quarter and they are setting new sales records. During a sales visit to a potential new client, Steven says "Our office is beating its revenue targets for this quarter by 22%, and across the firm we're above our projections". Was it proper to share this information with a potential client?

ANSWER



No. Revenue figures for the current quarter – and how they compare to our projections – are both confidential and should not be shared outside of our Firm.



QUESTION

Mary is a Kforce consultant assigned to perform work as a business analyst for a Kforce client. Mary is supporting the client's Chief Operating Officer's analysis of whether or not its online sales division fits into the client's long-term strategic vision. From the data she sees, Mary is pretty sure that the client will ultimately decide to shut down the division. Mary's best friend John is considering accepting a position in this division and is really excited about the opportunity. He tells Mary that he really believes that he has a bright future in online sales. Is it okay for Mary to tell John what she has learned about the client's long-term strategy and the impact it may have on the online sales division?

ANSWER

No. The information Mary has learned about the client's strategic plans is strictly confidential and Mary may not share it with John.

ANTITRUST AND FAIR COMPETITION

Antitrust and competition laws benefit us all by allowing us access to quality products, services, and talent at fair prices. These laws prohibit collusive or unfair business behavior that restricts free competition. There are almost no circumstances where companies are permitted to enter into agreements with competitors to fix prices and rates, rig bids, limit production, or divide markets or customers, regardless of whether the agreements are formal or informal, written or unwritten. We never enter into any agreement with a competitor that would restrain trade.

We must be particularly careful when we interact with any employee or representative of Kforce's competitors, especially at trade association meetings or other industry events. Under no circumstances should you discuss customers, prospects, pricing or other business terms with any employees or representatives of Kforce competitors. You may be violating antitrust and competition laws if you discuss or make an agreement with a competitor regarding any of the following:

- Prices or pricing strategy
- Discounts
- Terms of our customer relationships
- Sales policies
- Marketing plans
- Customer selection
- Allocating customers or market areas
- Allocating candidates or agreeing not to recruit each others' employees
- Contract terms and contracting strategies

FAIR DEALING

Honest Advertising and Marketing

Our commitment to Exceptional Service requires that we deal with our clients and business partners honestly and fairly. It is our responsibility and policy to accurately represent the Firm and our services in our marketing, advertising, and sales materials. Deliberately misleading messages, omissions of important facts, or false claims about our services, successes, and competitors are prohibited. Representations in our marketing and sales materials must be fact-based and accurate.

Competitive Information

Gathering information about our competitors and customers helps us make good business decisions. Such information must be gathered in appropriate ways, however, and not through the use of unethical, dishonest, or illegal methods and means.

Appropriate methods for gathering competitive information include but are not limited to: publicly available sources such as the internet, news sources, industry surveys, competitor marketing materials, and customer interviews.

QUESTION



Pam's new boyfriend lives with a roommate who works for one of Kforce's largest competitors in the New Jersey market. Pam has tried to figure out how they keep scooping opportunities with the largest tech companies in Newark, but has so far been unable to "crack the code". She wonders if it is their rates, their bench, or relationships with client decision makers that she has not uncovered. One afternoon while visiting her boyfriend, Pam sees that the roommate's laptop is unlocked and turned on in the living room. No one is around so, Pam decides to take a quick look to see what she can learn. Just by opening a few files she is able to learn pricing information, key client targets, and other sensitive information. Did Pam act appropriately? Should she tell her Managing Director what she has learned? If she does, should the Managing Director use the information to compete?

ANSWER



No, Pam's action is completely inappropriate. Pam did not have permission to look into the roommate's files for proprietary and confidential information belonging to his employer. If Pam does share the competitor's information and how she obtained the information with her manager, her manager should refuse to accept the information. Pam is subject to discipline up to and including termination for her inappropriate actions.

QUESTION



Caroline just lost her third office employee this week to a competitor across town. It seems that, over the past year, her office just trades employees with the competitor: they recruit one of ours, we recruit away one of theirs. All it does is force each company to pay more and more for their talent. She calls up her counterpart at the competitor to discuss the situation. Her counterpart offers, "why don't we just agree not to hire each other's talent going forward? As long as you honor our gentlewoman's agreement, I will." Can Caroline accept this offer?

ANSWER



No. Companies can honor candidates' lawful noncompetition and nonsolicitation agreements in states where those agreements are enforceable, but a blanket agreement not to hire any talent from a competitor violates antitrust laws.

*We want to
give our clients,
consultants
and each other
Exceptional
Service every
chance we get.*

PROCUREMENT/ FAIR PURCHASING

Our procurement decisions are made on a competitive basis based on total value, including quality, service, and price.

The fee or price paid for goods and services purchased by Kforce must fairly represent the value of the goods or services provided. Payments must only be made to the organization or individual providing the service and with whom we have an agreement to purchase unless written approval by the supplier and our leadership is given prior to payment.

We will not purchase goods or services from any supplier that:

- supplies unsafe products or services; or
- violates laws or regulations applicable to the supplier.

CONFLICTS OF INTEREST

Avoiding conflicts of interest is critical to honoring our Commitment to Integrity. Each of us has an obligation to make business decisions in the best interest of Kforce without the influence of personal interests or gain. Kforce requires all employees and consultants to avoid any actual, potential, or perceived conflict between personal interests and the interests of Kforce. A conflict of interest exists when your interests, duties, obligations, or activities or those of a close family member are, or may be, in conflict with the interests of Kforce. Activities that could create a conflict of interest include but are not limited to the following:

- owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business, or competes with our company.
- a second job that interferes with the ability to complete your job responsibilities to Kforce.
- employing, consulting, or serving on the Board of Directors of a competitor or a customer, supplier, or other service provider that seeks to do business with Kforce.
- soliciting or accepting any cash, gifts, entertainment or benefits that are more than modest in value from any competitor, supplier, customer, or Kforce business partner.
- having a romantic relationship with a key employee with one of our vendors with whom you do business.
- taking personal advantage of corporate opportunities.

CONFLICTS OF INTEREST *(CONTINUED)*

In these types of situations, the concern is that your conflict could encourage you to show favoritism toward a person or organization at our Firm's expense. Even if that is not the case, the appearance of favoritism can undermine your decisions.

The key to avoiding conflicts of interest is transparency. By disclosing the nature of your relationship with a potential Kforce business partner before Kforce enters into business with that partner, we can take steps to have the decision reviewed by independent decision-makers who are free of conflicting interests. Accordingly, if you believe you have a conflict of interest situation, disclose it to your manager or Kforce's Legal Department immediately. Your manager and our Legal Department can help you resolve the conflict.

Family and Friends

A conflict of interest or favoritism can also arise when two Firm associates have a close personal or family relationship – especially if they share a reporting relationship. Our policy is to prevent this from happening. You should not be placed in a position where you have direct decision-making authority over a family member, or vice versa. Similarly, managers should not date or pursue romantic relationships with their reports. All of us should follow the guidance in our **Fraternization and Nepotism** policy.

Endorsements

Sometimes a third party will ask us for an endorsement or for permission to use our brand or logo in their materials. They might also request to use supporting quotations from our business leaders in promotional materials, or ask that one of our representatives appear for a speaking engagement.

While an endorsement might appear wise at the time it is issued, future actions of the person or organization being endorsed may damage its reputation – and that, in turn, could damage our reputation by association. Because of these risks, we only allow endorsements in rare circumstances. If you are approached with a request for an endorsement or a speaking engagement where you will be asked to speak on Kforce's behalf, please ensure you have consulted with our Legal Department before agreeing to such an endorsement or committing to speak. They can work with you to make sure the Firm's interests are protected and that all appropriate approvals are obtained.

Gifts and Entertainment

Commitment & Fun are Kforce Core Values. In the course of our work, we sometimes socialize with each other, our clients, and the candidates we serve. Our commitment to integrity, however, requires us to make sure that our gifts and entertainment could never be perceived as being given in anticipation of receiving favors or preferential business treatment.

Gifts can be anything of value – for instance, vacations, tickets, endorsements, gift cards, or tangible goods. Entertainment is an experience given for leisure or amusement, such as a meal or an event. Both parties must be present (for example, you take a client to a ball game) – admission to an event when one of the parties is not present (such as when a vendor offers you two tickets to a game that they will not be attending) are gifts rather than entertainment.

All Kforce employees and consultants are prohibited from offering and or accepting a gift, favor, or entertainment in connection with their work if it is:

- cash (except associate gift cards, given for recognition purposes, are permitted up to \$100);
- inconsistent with customary business practices;
- extravagant or extremely valuable;
- is or can be perceived to be a kickback or bribe in violation of any law;
- is in violation of any applicable law or regulation;
- may cause embarrassment to or discredit Kforce.

In addition to these broad principles, we expect our associates to adhere to the following specific restrictions:

What can I offer? When we offer gifts or business entertainment to our business partners, we must ensure that:

- gifts are valued at no more than \$100, and entertainment is reasonable and modest in value (generally not to exceed more than \$100/person without prior written approval of your office leader);
- they are professional and tasteful;
- they are consistent with any policies or restrictions our business partners place on receiving gifts and entertainment, such as those contained in their codes of conduct;
- they are unsolicited (i.e. the business partner did not ask for or suggest it);
- business is discussed during the entertainment; and
- entertainment takes place in a setting that is appropriate for a business discussion.
- whatever we offer does not violate applicable contracts, laws, and regulations.

Keep in mind that offering gifts, meals, or entertainment to government officials is more strictly regulated. Accordingly, we prohibit giving any gifts, entertainment, or meals to government officials – although you may provide light refreshments for business meetings with government officials.

What can we accept? We may only accept gifts and entertainment that are:

- valued at no more than \$100;
- unsolicited;
- customary, tasteful, and infrequent;
- not cash or cash equivalents (such as gift cards);
- for a business purpose; and
- in compliance with applicable contracts, laws, and regulations.

We can also accept infrequent, reasonably priced business meals.

Before giving or accepting any gift or entertainment, including gifts and entertainment that is permitted above, you must report the offer to your manager. In addition, any gift or entertainment that is not permitted above – whether given or received – must be approved in writing in advance by your Senior Vice President.



CAN I GIVE THAT?

\$150 American Express Gift Card

Broadway Show tickets valued at \$200 per ticket

Lunch for a client's Procurement Manager at a downtown restaurant

ANSWER

No. Gift cards should be considered to be the same as cash, particularly Visa and American Express Gift cards which can be used almost anywhere for almost anything.

Not without prior written approval of your Senior Vice President. Offers of entertainment with such a significant value may create conflicts of interest.

Yes. Generally, lunches at restaurants known to be family friendly and moderately priced are acceptable for hosting a lunch with a client.

QUESTION



Sally and Kevin are Kforce Account Managers trying to establish a business relationship with Microsoft. They believe that they have met someone, Tom, with broad procurement authority within Microsoft and they want to try to get his ear. So, over a breakfast meeting with Tom, paid for by Kforce, he mentions that he saw a beautiful Rolex watch in the window of Tiffany's while he was visiting NYC and he cannot wait for the day he can afford something that lovely. After breakfast, Sally and Kevin ask one of their NYC colleagues to take a look at the window at Tiffany's and tell them what watch it is that Tom is coveting. Sally and Kevin believe that if they pool their money, they can purchase the watch for Tom and that such a gift will show they were listening and attentive during their breakfast. Is either of the business courtesies/gifts to Tom appropriate?

ANSWER



It is completely acceptable and within Kforce policy for Sally and Kevin to invite Tom to breakfast and to offer to pay for the meal. On the other hand, the gift of a Rolex watch is extravagant and therefore unacceptable.

PREVENTING CORRUPTION

Bribery and kickbacks – whether to governments, other businesses, or any individual – are never acceptable. Our Commitment to Integrity requires that no employee, consultant, or anyone else acting on our Firm's behalf offer or provide bribes, kickbacks, or other improper benefits to obtain business or an unfair advantage.

The Foreign Corrupt Practices Act (FCPA) and other U.S. and international laws prohibit payment of any money or providing anything of value to a foreign official to influence any business decision. Foreign officials include:

- any foreign government, including any department, agency, military branch, court or legislature
- any partially or wholly owned government entity such as a nationalized corporation or industry
- any political party, including party officials or candidates
- employees of public international organizations or any of their departments or agencies (i.e. World Bank, Red Cross)

For purposes of this policy, a bribe is defined as directly or indirectly offering anything of value to influence or induce action or to secure an improper advantage. This includes such things as:

- Cash
- Gifts
- Entertainment
- Meals
- Travel and Lodging
- Personal Services
- Charitable Donations
- Business Opportunities
- Favors
- Offers of Employment

Facilitation payments are payments that may be requested in foreign countries for the purpose of obtaining ordinary licenses, work permits, visas and other similar customary governmental services. Prior to agreeing to or making any such payment, employees or others acting on our Firm's behalf must obtain express approval from the Kforce Legal Department.

QUESTION



Jim, a recruiter in the NRC, has been tasked with identifying candidates with a very unusual skill set. Nearly every candidate Jim has presented to the client for consideration has been rejected. Jim believes the client's requirements are too prescriptive and do not really match what is necessary to perform the work at issue. He does not want to disappoint the client and the field office he is supporting, and he has a candidate he believes can fully perform the work at issue. To avoid the client rejecting the candidate solely based on his resume, he decides to add the client's required skill set to the candidate's resume, even though the candidate does not actually have that experience, before sending the resume on to the client. Has Jim created an inaccurate record in a Kforce system?

ANSWER



Yes, and he is subject to discipline up to and including termination for creating a fraudulent record and making a fraudulent representation to a client.

ACCURATE RECORDKEEPING

Accurate and reliable records are crucial to ensuring we conduct business lawfully. Records preserve our corporate memory, form the basis upon which we invoice and pay customers and vendors, and are the basis for reporting our results to the government, the public, and our investors. Records consist of all forms of information created or received by Kforce. This includes but is not limited to timesheets, expense reports and receipts, accounting and financial data, performance and personnel records, and electronic data files.

Every Kforce employee and consultant bears responsibility for creating and maintaining true and accurate records. If there is any reason to believe that records are not being created and maintained in accordance with this policy you must report it immediately to your manager, our Integrity Hotline, or through some other avenue listed in the "Speak Up" section above. Further, you must report any attempt to pressure you to prepare, alter, conceal or destroy documents in violation of this policy.

When documents are needed for an investigation, audit, or potential lawsuit, they may be placed under a legal hold. If you receive notice of a legal hold, normal record retention schedules will not apply to any document or information covered by the hold, and you must help us retain the records covered by the hold until the hold is lifted. We must not damage, alter, or destroy any materials on a legal hold until you receive a notice from our Legal Department stating that the hold has been lifted.



INSIDER TRADING

When we have access to information that others don't, we cannot trade based on that information. All Kforce consultants, employees, contractors and others having access to Kforce confidential business information are prohibited from trading or enabling others to trade Kforce stock or stock of a customer, supplier, competitor, or potential acquisition while in possession of material non-public information ("inside information") about that company. Material information is any information that a reasonable investor might consider important in deciding whether to buy, sell, or hold securities. Information is considered non-public if it has not been adequately disclosed to the public. Information is not considered public until the first business day after it has been disclosed to the public. Not only does it violate our policies to use material non-public information in connection with buying or selling securities, including "tipping" others who might make an investment decision based on the information, but it is also illegal and can lead to substantial fines and imprisonment. Please make sure you are familiar with and follow our **Insider Trading Policy**.

WORKING WITH GOVERNMENTS

This section is intended to educate our associates and remind us that when we work in support of government, including the United States Federal Government, either as a direct supplier or a subcontractor, we are subject to rules that govern the procurement process. While our Commitment to Integrity applies equally across all of our businesses, the following are just a few of the areas where working with governments requires us to honor several unique rules and obligations.

Conflicts of Interest

Individuals who have worked as a governmental employee may be subject to restrictions on their future business- or employment-related activities within their former agency or department. The rules are very complex and agencies often have different interpretations of what is permitted under the rules. So, prior to engaging a former governmental employee – or if you are a former government employee – please remember to honor all restrictions that apply to engaging on contracts, programs, or with departments you or they supported while a government employee. If you are uncertain whether hiring a former government employee is appropriate, or if you are unsure about whether your assignment may violate the rules regarding personal conflicts of interest, please contact our Legal Department for guidance.

Organizational conflicts of interest can arise when work performed by a contractor's business with the government creates the potential for an unfair competitive advantage or may impair the business' ability to be objective in performing other tasks in support of the government.

There are three types of organizational conflicts of interest:

1. Unequal access to information;
2. Ability to set biased ground rules; and
3. Impaired objectivity.

If you think any of these types of conflicts may apply, please contact our Legal Department for guidance.

Procurement Integrity

Every federal procurement is subject to the Procurement Integrity Act that establishes the level of interaction a contractor may have with federal government employees in the course of a purchase of goods or services by the federal government. Several state and local governments have similar acts. These laws prohibit contractors from intentionally obtaining contractor bid or proposal information or information about how the government is going to select the contractors who will win the award. If you happen to learn about either type of information, you should report it immediately to the Legal Department so you can receive guidance on how to handle the information.

Commitment and Fun keeps us together as one team dedicated to our individual and business success.

Procurement Integrity

Before accepting the information, ask yourself:

- What is being given to me and why?
- Where did it come from?
- Does it tell me how the government is going to make their selection? Does it belong to a competitor?

When viewing the information, ask yourself:

- Is the information available to all competitors or to the public?
- Will the information give the Firm a competitive advantage?
- Would we want similar information about us in the hands of the competitor?

As you think through these questions, partner with our Legal Department to make sure we are doing business ethically and abiding by all government procurement requirements.

Gifts and Gratuities

The rules against government employees accepting gifts and gratuities are very strict. So, it is our policy to prohibit the giving of any gift or gratuity to any governmental employee. As described earlier, a gift is anything of value including but not limited to a discount, entertainment, travel and transportation, cash, or a meal. You may however, offer light refreshments during a meeting to which government employees are invited. If you have any question about what qualifies as a gift or gratuity, please ask your manager, leader, or the Kforce Legal Department.

QUESTION



Ray is hosting a meeting to discuss the progress on a significant project that the Firm is supporting for the United States Navy. He plans to invite several Navy staff members with whom Ray and his team work side-by-side in their Virginia offices. The meeting is going to begin at 9:00 a.m. and will last for several hours. Ray would like to have coffee, juice, fruit and other snacks available for the attendees. Is Ray permitted to offer the planned refreshments to the meeting's participants?

ANSWER



Yes. While Ray is prohibited from providing the Navy staff members with a meal, he is permitted to offer or make available light refreshments to all participants.

WORKING WITH GOVERNMENTS *(CONTINUED)*

False Claims and Statements

As stated earlier, accurate and reliable records are crucial to ensuring we conduct business lawfully. When we support the government, it is very important that we can completely rely on the accuracy and completeness of our records, including timesheets, invoices, and inventories. If we fail to submit accurate invoices, timesheets, or other claims for payment we may face civil and criminal liability under the False Claims Act or other similar state and local laws. In addition, we may be in breach of our contracts, and that could result in termination of our client relationship, damage to our reputation, and impair our ability to win new government contracts.

If there is any reason to believe that records are not being created and maintained in accordance with this policy you must report it immediately to your manager, our Integrity Hotline, or through some other avenue listed in the "Speak Up" section above. Further, you must report any attempt to pressure you to prepare, alter, conceal or destroy documents in violation of this policy.

OUR COMMITMENT TO OUR COMMUNITIES

WE WORK WITH ETHICAL PARTNERS

Our Firm is committed to conducting business ethically and morally. We expect the same of our business partners. As part of this commitment, our Firm will not knowingly do business with anyone engaged in pursuits that we consider to be immoral or unethical.

COMMUNICATING WITH EXTERNAL PARTIES

Integrity requires that when we communicate with the public, we do so fairly and with a consistent voice. If you receive a call from a reporter or media outlet and you are asked to speak about a public issue on the Firm's behalf, politely decline the request and refer the person calling you to the Legal Department or **executive management for response**. Be careful that in any communication that might become public, you do not appear to be speaking or acting on behalf of the Firm unless you have been specifically authorized by executive management to do so. **Communications** which might become public include but are not limited to online forums, social media sites, interviews with journalists and television reporters, and bulletin boards.

SOCIAL MEDIA

Most of us participate in various forms of social media such as Facebook, LinkedIn, Twitter, and other similar platforms. Some of our employees and consultants even host their own websites and blogs. Online communications are easily made public and, accordingly, social media communications can have a significant effect on our reputation.

Good judgment and respect for others and our Firm should act as our guide when communicating through social media. Avoid discussing confidential or proprietary information. If you identify yourself as a Kforce employee or consultant, please be careful not to attribute your personal opinions or beliefs to Kforce. Unless you are authorized to speak on behalf of Kforce, do not make statements or announcements as a Kforce representative. For more information, refer to our **Social Media Policy**.

*Standing up for
Stewardship &
Community keeps
us grounded and
humble.*

POLITICAL ACTIVITIES AND CONTRIBUTIONS

Kforce is committed to the communities in which we operate. We encourage employees and consultants to contribute to the community and to fully participate in local, national and international political processes. However, our employees and consultants may not use their position to coerce or pressure others to make contributions or support candidates or political causes. In addition, employees may not devote work time to any candidate's campaign or political party, nor may you use or permit any campaign or candidate to use any Kforce facility or property. Contributions to a candidate for elective office or a political party must be at your own expense and other political activities you engage in must be on your own time.

CHARITABLE CONTRIBUTIONS

Our Core Values of Stewardship & Community commit us to supporting the communities we serve. Every year, our Firm participates in a select group of humanitarian and charitable causes and events. When we choose to participate in a community or charitable project that utilizes limited employee or consultant time and Firm resources, we will let you know that the effort is officially Firm-sponsored. While we encourage employees and consultants to participate in charitable and humanitarian efforts, no one should use Firm time or resources to support the efforts, nor should anyone represent that he or she is acting on behalf of Kforce, unless approval is specifically granted by senior **management**.

ENVIRONMENTAL STEWARDSHIP

Kforce is committed to conducting business in an environmentally responsible manner and further strives to improve our performance to benefit our employees, customers, communities, shareholders, and the environment. Employees whose work affects environmental compliance must be completely familiar with the permits, laws, and regulations that apply to their work. All employees are responsible for making sure that Kforce conducts business in compliance with all applicable laws and in a manner that is protective of the environment.

WAIVERS

Our Commitment applies equally to all Kforce employees, consultants, and others acting on our Firm's behalf. In the unlikely event that granting a waiver from any provision of this Commitment is in our Firm's best interests, such a decision may only be made by our Legal Department.

Any waiver of this Commitment for executive officers or directors may be made only by the Kforce Inc. Board of Directors or its designated committee, and shall be promptly disclosed to the extent required in accordance with the rules and regulations promulgated by the SEC and Nasdaq.

CONCLUSION

Thank you for sharing our Kforce Commitment to Integrity. While this Commitment does not create a contract of employment or alter anyone's at-will employment status, honoring these policies will help us live up to our Core Values and our motto to "Be the Staffing Firm Most Respected By Those We Serve."

