

## **RESOURCES CONNECTION, INC. CODE OF BUSINESS CONDUCT & ETHICS**

Resources Connection, Inc. (“RGP” or the “Company”), including its operating entities, believes in maintaining the highest standards for personal and corporate behavior. This Code of Business Conduct and Ethics (“Code of Conduct”) summarizes the principles and policies that we use to guide our conduct. The Code of Conduct applies to everyone in the Company at all times. It applies everywhere that we do business. The Corporate Governance and Nominating Committee of the Board of Directors (the “Board”) will review this Code of Conduct annually and supplement or revise it as required from time to time. The Code of Conduct has been adopted to do the following:

- Promote honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest between personal and professional relationships.
- Promote full, fair, accurate, timely and understandable disclosure in reports that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company.
- Promote compliance with applicable laws and governmental rules and regulations.
- Ensure the protection of the Company’s legitimate business interests.
- Deter wrongdoing.
- Promote internal reporting of violations of this Code of Conduct to an authority identified in this Code of Conduct.
- Promote accountability for adherence to this Code of Conduct.

All employees and Board members should comply with the letter of this Code of Conduct, as well as the spirit. RGP asks that you consider how your actions as an RGP employee or Board member will reflect on the Company as a whole. If you ever have a question about a policy set forth herein, please ask your immediate manager, a representative of the corporate Human RGP department or the Chairman of the Board, as appropriate for your role with the Company.

This Code of Conduct does not replace the *Employee Policies & Procedures Guide*, nor does it attempt to anticipate every ethical dilemma that you might face during your career or association with RGP. Instead, it offers general guidance on certain issues to assist you in maintaining the Company’s high standards for personal and corporate behavior.

To report fraud, theft or other suspected criminal activities or material breach of a policy set forth herein, you should immediately call the Company’s Corporate Integrity Hotline at 1-866-588-5733. The Audit Committee Chairperson has responsibility for monitoring any reports received by the Company on the hotline. The Audit Committee has established procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters. Any employee or interested person may make such complaint confidentially, as allowed by law, and anonymously. You may also report any complaint regarding a violation of this policy to the Vice President of Internal Audit or the Vice President of Human Resources.

If an employee acts in a manner contrary to the Code of Conduct, he or she could be subject to disciplinary action in accordance with applicable local law. Such disciplinary action could range from counseling to immediate termination of employment depending upon senior management's evaluation of the conduct and circumstances involved.

### **Core Values**

RGP is committed to recruit professionals who are *Talented*, have *Integrity*, show *Enthusiasm*, and demonstrate *Loyalty*. In other words, RGP consists of dedicated individuals who have "TIEL."

- We strive to be the best in all that we do.
- We care about our clients, each other, and our shareholders.
- We do our absolute best to honor our commitments.
- We strive to always act with integrity and fairness.

### **Honest and Candid Conduct**

All RGP's employees and Board members owe a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid. Deceit, fraud and misrepresentation in your employment or business dealings are inconsistent with integrity.

Each employee and director must:

- Act with integrity, including being honest and forthright while still maintaining the confidentiality of information where required or consistent with the Company's policies.
- Observe both the form and spirit of laws and governmental rules and regulations, applicable accounting standards and Company policies
- Adhere to a high standard of business ethics.

### **Conflicts of Interest**

All RGP's employees and Board members should perform his or her duties conscientiously so as not to put himself or herself in a position in which his or her private interests and those of RGP are in conflict or might be perceived to be in conflict. RGP considers a "conflict of interest" to be any situation where, as a result of your responsibilities as an employee or member of the Board, you are in a position to further your or a member of your family's personal or financial interest. You should remember that the appearance of a conflict of interest can sometimes be as damaging to you or the Company as an actual conflict. It is your responsibility to disclose all potential conflicts of interest to your manager, a representative of the corporate Human RGP department or the Chairman of the Board, as appropriate for your role with the Company, including any situation in which you are placed in a conflict of interest inadvertently.

### **Disclosure**

Each employee and member of the Board involved in the Company's disclosure process, including the Chief Executive Officer, the Chief Financial Officer and principal accounting officer (the "Senior Financial Officers"), is required to be familiar with and comply with the

Company's disclosure controls and procedures and internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws, SEC rules and NASDAQ Marketplace Rules. In addition, each such person having direct or supervisory authority regarding these SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each employee or member of the Board who is involved in the Company's disclosure process, including specifically the Senior Financial Officers, must:

- Familiarize himself or herself with the disclosure requirements applicable to RGP, as well as the business and financial operations of the Company
- Not knowingly misrepresent, or cause others to misrepresent, facts about RGP to others, whether inside or outside the Company, including RGP's retained independent registered public accounting firm and governmental regulators.
- Properly review and analyze any proposed disclosure for accuracy and completeness.
- In addition, in connection with its public communications, the Company is required to comply with a rule under the federal securities laws referred to as Regulation FD (which stands for "full disclosure"). Regulation FD provides that, when the Company discloses material, non-public information about the Company to securities market professionals or any shareholder (where it is reasonably foreseeable that the shareholders will trade on the information), it must also disclose the information to the public. Employees and Board members who receive inquiries about the Company or its securities from securities analysts, reporters, investors, potential investors, or others should decline to comment, and instead direct all inquiries from such persons to the Company's Chief Financial Officer and all media inquiries to the Company's Managing Director of Communication, Marketing & Media.

## **Confidentiality**

All employees commit to maintaining confidentiality when joining RGP and have an obligation to maintain the confidentiality of RGP's corporate and proprietary information, as well as our clients' confidential information, as a condition of continued employment or further association with the company. All employees are required to sign and agree to be bound by the Company's confidentiality, employee inventions and non-solicitation policies which are contained in the Confidentiality Agreement or as provided for in the applicable employment agreement. These obligations continue should an employee leave the Company. Internal proprietary corporate information, and confidential information regarding our clients, must not be disclosed to any persons outside RGP, unless such person(s) are bound by a corporate non-disclosure agreement or unless a court order or other valid legal process compels such disclosure.

Internal corporate information should only be disclosed by an executive officer, or his or her designee, with the authority to disclose such information.

### **Inside Information**

Information received by employees in the course of business dealings may not be used for personal gain or for any purpose except that for which it is intended. Employees may not trade or tip on inside information. The Company has adopted a separate Insider Trading Policy that all members of the Board, internal employees and temporary insiders must read, agree to and, in locations applicable, acknowledge annually.

Any employee or Board member who is uncertain about the legal rules involving a purchase or sale of any Company security or any securities in client companies should consult with the Company's legal department before making any such purchase or sale.

### **Entertainment, Gifts and Benefits**

It is essential to efficient business practices that all those who do business with RGP as suppliers, contractors, or clients, have access to RGP on equal terms. Employees should not solicit, accept or retain entertainment, gifts or benefits that grant or appear to grant preferential treatment to a potential or actual supplier, contractor or client. RGP relies on the good judgment and common sense of its employees in enforcing this policy.

### **Compliance with Laws, Rules and Regulations**

Obedying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. Employees must comply with all applicable federal, state and local laws, rules and regulations that govern the Company. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

### **Anti-corruption Laws**

As a Company, we are committed to conducting business honestly and fairly and to complying with all anti-corruption/bribery laws applicable to our operations anywhere in the world. The Company is subject to the U.S. anti-corruption law, known as the Foreign Corrupt Practices Act (FCPA), as well as similar laws in many other countries, including the UK Bribery Act.

The FCPA prohibits the offering or giving of anything of value (including, but not limited to, money, stock, services, products, travel expenses, employment of related persons, and entertainment) to employees or representatives of foreign governments, public international organizations, or political parties or candidates in order to influence official acts, obtain or retain business, or secure any improper advantage. The FCPA also prohibits creating inaccurate or false books and records, and requires companies to have adequate controls regarding accounting and corporate assets. The FCPA applies to conduct worldwide and covers all Company operations regardless of location. Both civil and criminal liability may be imposed for violations of anti-corruption/bribery laws and regulations. If you have any questions or concerns regarding

compliance with the FCPA or other anti-corruption/bribery laws or suspect any wrongdoing, please contact the Company's Chief Legal Officer.

### **Fair Dealing**

RGP is committed to free and open competition and will compete vigorously, but honestly and fairly. RGP abides by all laws and regulations that promote fair and open competition among companies, including U.S. anti-trust laws, the European Union competition laws, and similar national laws in the countries in which RGP operates.

### **Equal Opportunities and Non-Harassment**

RGP will recruit and promote employees on the basis of merit and their suitability for the job without discrimination on grounds of race, ethnic origin, religion, nationality, color, gender, age, marital status, disability unrelated to the task at hand, sexual orientation, political persuasion or other category protected by applicable law.

RGP will not tolerate any sexual, physical or mental harassment of employees or clients. RGP believes that all of us have the right to work in an environment that is free from any harassment. RGP has adopted a written policy to prevent any harassment or discrimination. Periodically, and as applicable to the local laws of our various geographies, internal employees must reaffirm their agreement to adhere to and abide by the Company's stated policy.

### **Maintaining a Safe Workplace**

Abusive or violent conduct or threats of such conduct among RGP's employees, clients or others are never appropriate and will not be tolerated. Anyone who engages in such conduct in the workplace will be subject to appropriate disciplinary actions.

RGP strives to provide a safe and comfortable workplace and working conditions. Any unsafe conditions should be immediately reported to a manager or a Human RGP representative for your geography.

### **Protection and Proper Use of Company Assets**

All RGP employees and Board members should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

### **Application of the Code**

It is the responsibility of each RGP employee and Board member to understand and abide by this Code of Conduct. Any employee or Board member who knows or has reason to believe that this Code of Conduct has been breached has the responsibility to report the alleged breach promptly to his or her manager, to a senior human resources representative, or to an executive officer of the Company, or when warranted, directly to a member of the Board. Such employee or Board member can also report any good faith claim of a violation of this Code of Conduct, or other wrongdoing, by calling the Company's Corporate Integrity Hotline at 1-866-588-5733.

Any alleged violation of this Code of Conduct will be promptly and objectively considered and any remedies addressed appropriately by persons not connected to any aspect of the allegation, and, if necessary, human resources personnel or other senior officers of the company. If the allegations relate to an executive officer of RGP or members of the Board, then the matter will be reviewed and addressed by an independent committee of the Board consisting of directors who are not involved in the alleged violation of the Code of Conduct, in consultation with outside counsel, as appropriate.

RGP will ensure that there will be no retaliation or adverse work-related consequences as a result of an employee bringing a good-faith complaint of a violation of this Code of Conduct.

The Company may, from time to time, waive certain provisions of this Code of Conduct. Any waiver of any provision of this Code of Conduct for the Company's Senior Financial Officers, executive officers or directors may be made only by the Board (or any committee thereof to whom such authority has been delegated) and must be disclosed as required by SEC rules and the NASDAQ Marketplace Rules. Any waiver for other employees may be made only by the Company's Chief Legal Officer.

One of the Company's executive officers, or the Audit Committee, may, at their discretion, from time to time, establish and disseminate additional personnel policies and procedures or accounting and financial policies and procedures to monitor and to test compliance with this Code of Conduct.

Any employee or Board member who has received a copy of this Code of Conduct (or additional specific policies and procedures issued hereunder) who shall be found to have violated these standards and practices shall be subject to immediate disciplinary action, up to and including reassignment, demotion or termination and to legal proceedings to recover the amount of any improper expenditures and any other losses that the Company may have incurred as a result of such violations. Violations of these standards and practices may also result in prosecution of the individual under all applicable criminal statutes.

The Company may, from time to time, amend the provisions of this Code of Conduct. Any amendment to the Code of Conduct must be disclosed as required by the SEC rules and the NASDAQ Marketplace Rules.

## **Disclosure of Code**

This Code of Conduct will be made available on the Company's website at [www.RGP.com](http://www.RGP.com).