

**The Hackett Group**  
**Incentive Compensation Recoupment Policy**

*Effective February 20, 2015*

It is the policy of the Company that, if the Company is required to prepare an accounting restatement due to its material noncompliance with financial reporting requirements under the U.S. securities laws, then each Covered Executive shall repay to the Company any Excess Incentive Compensation received during the Recovery Period. In determining whether it is appropriate to enforce this policy the Compensation Committee shall consider whether the Covered Executive (1) engaged in fraudulent or willful misconduct that caused or contributed to the need for the restatement or (2) otherwise caused or contributed to the requirement for the restatement.

“**Covered Executives**” include any current or former “executive officer” of the Company (as such term is defined under Rule 3b-7 of the US Securities Exchange Act of 1934, as amended) who received incentive-based compensation during the Recovery Period.

“**Excess Incentive Compensation**” is the excess of (i) the amount paid or payable to the Covered Executive pursuant to any cash- or equity-based incentive compensation award based on the erroneous financial statements over (ii) the amount that would have been paid or payable to the Covered Executive under the restated financial statements.

The “**Recovery Period**” is the three-year period preceding the date on which the Company determines that it is required to prepare the accounting restatement based on erroneous data.

***General***

1. The right to recoupment under this policy is in addition to any other rights that the Company may have against any Covered Executive, including any remedies at law or in equity. Application of this policy does not preclude the Company from taking any other action to enforce a Covered Executive’s obligations to the Company, including termination of employment or institution of civil or criminal proceedings.

2. This policy shall be administered by the Compensation Committee, which shall have sole discretion as to when and how to seek recovery from a Covered Executive. Recovery may be obtained by reducing future incentive compensation, cancelling outstanding incentive compensation or by seeking repayment of incentive compensation paid to the Covered Executive (including the proceeds of the sale of any shares received as incentive compensation).

3. It is intended that the policy be administered in a manner that will comply with applicable law and securities exchange listing requirements including, without limitation, Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and any regulations

promulgated thereunder as in effect from time to time. The Compensation Committee is authorized to adopt amendments to this policy, as well as rules and procedures deemed necessary or appropriate, to comply with such laws and the regulations. Such amendments and rules shall apply on a retroactive basis.