



THE HACKETT GROUP CODE OF CONDUCT AND ETHICS

EFFECTIVE May 2, 2019

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Letter from The Chairman

One of our company's most valuable assets is its reputation for integrity and fairness. Maintaining that reputation is one of our most important jobs. This Code requires us to conduct our business consistent with our values and in accordance with applicable laws. It requires that we be responsible to the concerns of the communities in which we operate and exercise the highest degree of honesty and integrity in our dealings with others. These guidelines are intended to help each of us understand our responsibilities and make the right choices. They are also meant to stimulate awareness of ethical issues that we may encounter in our daily business activities. Your acknowledgment that you have read and are in full compliance with our Code of Conduct and Ethics, and your continued compliance with the Code of Conduct and Ethics, are conditions of employment at The Hackett Group and its affiliated companies. After reviewing our Code of Conduct and Ethics, please submit your acknowledgment to Human Resources via the form that can be accessed on the last page of this document. Each of us is responsible for The Hackett Group's reputation. I ask that each person in the Hackett community make a personal commitment to follow our Code of Conduct and Ethics. All Hackett associates must comply not only with the letter of these policies, but also with their spirit.

Ted Fernandez

Chairman & Chief Executive Officer

Revisions since the last publication of the “Code of Conduct”.

The Code of Conduct, now called the Code of Conduct and Ethics, was first published in 2002. It has been updated several times since its initial publication.

The Code was amended in 2003 to add new legal and regulatory requirements required by the Sarbanes-Oxley Act enacted in the U.S. such as the Code of Ethics for Financial Officers Procedures for Reporting Complaints and Concerns Regarding Accounting or Auditing Matters.

The Code was revised in 2012 to emphasize new legal requirements associated with the UK Bribery Act. Revisions in 2012 also included updates related to the protection of our intellectual property including trade secrets and confidential information.

The Code of Conduct was updated again in 2018 to address the requirements of the European General Data Protection Regulation – Regulation (EU) 2016/679 (“GDPR”) which contains rules relating to the protection of natural persons residing in the European Economic Area with regard to the processing of personal data and rules relating to the free movement of personal data. The May 2018 update of the Code of Conduct also included an “Information Classification” section which provided guidance to our associates on the identification and handling of different types of information ranging from public information to Hackett trade secret information.

The Code of Conduct is being updated again in 2019 to reflect the adoption of important policies regarding labor and human rights and environmental protection that formally set forth our positions on these issues, as well as our expectations for the conduct of our business partners and vendors.

Note that for purposes of this Code of Conduct and Ethics, the term “associate” shall include all employees of the Company as well as the independent members of its Board of Directors. The terms “The Hackett Group,” “Hackett” and the “Company” shall mean The Hackett Group, Inc. and its subsidiaries.

Questions?

Contact the following representatives:

Human Resources

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Legal Department

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Preamble

It is important for you to understand that:

- You are personally responsible for your own conduct in complying with all provisions of this Code of Conduct and Ethics and for promptly reporting known or suspected violations of this Code of Conduct and Ethics to your supervisor or project manager, Human Resources or to the Legal Department.
- If you are a supervisor or project manager, you must use your best efforts to ensure that your associates understand and comply with this Code of Conduct and Ethics.
- If you are a supervisor or project manager and your delivery team includes client resources, you must use all means within your reasonable control to ensure that the client resources act at all times in a manner consistent with the letter and spirit of this Code of Conduct and Ethics.
- No one, not even a client, has the authority to order, request, or even influence you to violate this Code of Conduct and Ethics or the law.
- You will not be excused for violating this Code of Conduct and Ethics for any reason, even at the request of another person.
- Any retaliation or threat of retaliation against any person for refusing to violate this Code of Conduct and Ethics or for reporting in good faith a violation or suspected violation of this Code of Conduct and Ethics will not be tolerated, and is itself a violation and may be a violation of the laws of the countries where we operate.
- Every reported violation of this Code of Conduct and Ethics will be investigated. Every actual violation will constitute a valid ground for dismissal and may result in civil or criminal action. This Code of Conduct and Ethics applies to all associates of The Hackett Group and its subsidiaries. If you are in doubt about whether any action violates this Code of Conduct and Ethics, please consult Human Resources or the Legal Department.

Corporate Standards

We require your commitment to:

- Obey all laws and regulations

- Act with integrity and honesty
- Always act in a way that is above reproach
- Treat people fairly and with dignity and respect
- Be responsible
- Respect diversity
- Communicate openly

Detailed Policies Incorporated by Reference

Note that several of the Code of Conduct and Ethics topics listed below refer to more detailed policies contained in other Hackett policy documents. You are required to read the more detailed policy. If you cannot locate the detailed policy document, please contact Human Resources or the Legal Department. Your acknowledgment that you have reviewed this Code of Conduct and Ethics shall mean that you have read, understood, and are in full compliance with this Code of Conduct and Ethics, as well as the more detailed policies referenced in other Hackett policy documents.

Accurate Books and Records

Our policy is to maintain accurate and complete Company records at all times. Since the entry of hours worked constitutes "record-keeping", all Hackett associates are subject to this requirement. All record keepers of any kind must never misrepresent facts or falsify records. You must always report all information including, but not limited to, hours worked on a project, information contained in expense reports, data that forms the basis for our financial statements, reports to auditors and governmental agencies and invoices in an accurate, honest and timely manner. Financial transactions must be promptly and accurately recorded in accordance with generally accepted accounting principles and established internal controls. *Please refer to the Time Submission Policy located on the Finance page on Mindshare and SharePoint.*

Antitrust Law Compliance

Antitrust laws are designed to promote vigorous, free and open competition. As with all laws, we must comply with these laws, without exception.

No associate should ever:

- Have a discussion or make any agreement with a competitor or a person representing a competitor regarding prices, pricing, pricing practices, bids, bidding practices, costs, margins, discounts, credit terms, warranties, other terms or conditions of sale, marketing practices or strategies, customers, suppliers, or any other competitively sensitive matter.
- Have a discussion or make any agreement with a competitor or a person representing a competitor to coordinate or allocate bids, customers, or territories. There are certain situations in which joint bidding on proposals may be allowed, but you should consult with the Legal Department in advance before discussing such matters with a competitor.
- Divide customers, markets or territories with a competitor or a person representing a competitor.
- Engage in any other unfair methods of competition or deceptive acts or practices under the antitrust laws. A prohibited agreement with a competitor or customer does not have to be a written contract or even involve an express commitment. A tacit understanding or even a silent approval may be sufficient. Since we operate in a highly competitive market in which prices and terms of sale may be very similar among competitors, it is very important to avoid even the appearance of an illegal agreement. Therefore, it is our policy that unless it has been approved by our Legal Department, no associate may even discuss with any competitor or their representatives sensitive subjects such as prices, pricing, pricing practices, bids, bidding practices, costs, margins, discounts, credit terms, warranties, other terms or conditions of sale, marketing practices or strategies, customers, suppliers, or any other competitively sensitive matter. Similarly, you must never send or receive any information of the type described above to or from any competitor or their representative. Prior approval of our Legal Department must be obtained before submitting statistics to a trade association or journal. Finally, you should never remain at a trade association meeting or conference if any of these sensitive matters are being discussed.

Care of Assets/Use of Company Resources

All equipment, supplies, software and other assets used in our business must be treated with care. You are responsible for ensuring that all equipment issued to you is properly used and maintained. Unauthorized use of Company equipment, supplies, software or other assets entrusted to you by you or another person to whom you permit access, including any use that is in violation of this Code of Conduct and Ethics or applicable law, is prohibited. You must never make unauthorized copies of any Company software or remove any Company equipment or other assets from our premises without specific authorization. *Please also refer to the Hackett Electronic Communications Policy located on the Human Resources page on SharePoint.*

Information Security, Trade Secrets and Confidential Information

All Hackett associates must maintain the confidentiality of nonpublic information about our Company and our customers and business partners. Confidential information is any information of a confidential, proprietary or secret nature related to our business or relating to another business but disclosed to us in connection with our business including, among other things, confidential business processes, practices, results of operations, trade secrets, manufacturing techniques, research and development information, business plans or forecasts including plans with respect to proposed acquisitions of other companies or their assets, personnel information, marketing plans, information concerning customers and vendors, and information concerning any pending or threatened litigation or other existing or potential claims against our Company or a third party. You may never disclose confidential information to anyone outside of the Company including, but not limited to, customers, suppliers, press representatives, or to any audience via the Internet including social media, chat rooms, message boards, or blog sites. Further, you should not share confidential information with your fellow Hackett associates whose duties do not require them to have this information. You should never store Hackett or client confidential information on a computer, system, third party maintained drop box, cloud or other third party sponsored or maintained collaboration site. You may not use confidential business information to advance your

personal interests or that of any third party through investment activities or otherwise. Please also refer to the confidentiality restrictions contained in your Employment Agreement or Compliance Agreement, as applicable. *Please also refer to "Insider Trading" on page 13.*

Guidelines for handling Hackett and third party confidential information:

- Protect Hackett and third party confidential information regardless of the media in which the information is conveyed (e.g., printed, electronic files, e-mail, verbal conversation) from unauthorized disclosure for the entire life cycle of the information—from creation, storage, use, transmittal, retention through disposal. If you are unsure as to how long you must retain certain information contact the Legal Department.
- Contact the Legal Department if you need help determining whether certain information is confidential.
- Share confidential information inside Hackett only with those who have a business need to know the information.
- Have a written, signed non-disclosure agreement before disclosing confidential information to a party outside of Hackett. You should contact the Legal Department for assistance with these types of agreements.

The duty to protect Hackett confidential information includes trade secrets. Examples of Hackett trade secrets include our benchmark database and the technical processes associated with the Hackett Digital Transformation Platform and Quantum Leap. A special designation or legend need not be present on a document for information to be considered a trade secret. Any information that falls within the definition of trade secret is a trade secret for as long as long it fits the definition. The life of a trade secret can be indefinite and can depend on our efforts to maintain secrecy. When in doubt as to whether or not certain information constitutes a trade secret, treat it as such and contact the Legal Department for guidance. **Trade secrets are never to be disclosed outside of Hackett for any reason.**

Retain all Hackett information in accordance with

our records retention policies. If you have received a litigation hold notice from our Legal Department, immediately take steps to preserve all potentially pertinent records and files as instructed in that notice.

Promptly report any actual or suspected unauthorized access or use of Hackett systems or information to:

- Your project manager,
- Human Resources
- The Legal Department
- IT

Do's and Don'ts:

- Do not accept another party's confidential information without a written, signed confidential disclosure agreement. All confidentiality agreements must be approved by the Legal Department.
- Avoid sharing Hackett confidential information with friends or family.
- Avoid talking about Hackett confidential information in public places, such as elevators, airplanes or restaurants where you can be overheard.
- Avoid leaving Hackett confidential information unattended on your desk, within Hackett facilities, in public areas, or at client sites.
- Do not copy or send Hackett confidential information to any non-Hackett computers or systems including cloud-based storage applications, third party drop boxes and collaboration sites not approved by Hackett or access Hackett confidential information through non-Hackett computers or systems. Please refer to the Hackett "Bring Your Own Device Policy" on the IT page on SharePoint for rules on the use of non-Hackett issued technology devices at work.
- Do not disclose Hackett confidential information to anyone outside Hackett who does not have a confidentiality agreement in place protecting that information, or to anyone inside Hackett who does not have a need to know the information.

Information Classification

All Hackett associates share in the responsibility for ensuring that different types of information they receive or access in connection with their work receive the appropriate designation and level of protection. All Hackett information and all information entrusted to Hackett from third parties falls into one of five classifications below. All information is not treated the same. Please pay close attention to the descriptions set forth below. If you are unsure how to treat a type of information in your possession, please contact the Legal Department.

Unclassified Public Information

Information that is not confidential and can be made public without any implications for Hackett.

Integrity is important but not vital.

Examples include:

- Marketing collateral widely distributed
- Information widely available in the public domain, including publicly available via Hackett web site URLs
- Samples of collateral containing Hackett information that have been made public
- Financial reports published as required by regulatory authorities
- Newsletters (and similar communications) that have already been published

Proprietary

Information is restricted to management approved internal access and protected from external access. Unauthorized access could influence Hackett's operational effectiveness, cause an important financial loss, provide a significant gain to a competitor, or cause a major drop in customer confidence.

Information integrity is vital. Third party disclosure is prohibited unless required pursuant to legal or regulatory process or pursuant to a non-disclosure agreement.

Examples include:

- Know-how used to process client information

- Operating procedures used in Hackett's business

Client Or Prospect Confidential Data

Confidential Information received from clients, prospects, third parties when pursuant to a non-disclosure agreement in any form for processing by Hackett.

High levels of integrity, confidentiality and restricted availability are vital.

Third party disclosure is prohibited absent authorization from the disclosing party or pursuant to a signed non-disclosure agreement.

Examples include:

- Nonpublic client or prospect information including financial or statistical information and the personal information of client employees
- Any of the type of information referred to directly about contained in a deliverable (i.e. measurements, comparisons and professional evaluations contained in deliverables generated for the client by Hackett)

Hackett Confidential Data

Information collected and used by Hackett in the conduct of its business to employ people, to serve clients, and to manage all aspects of its business. Includes Hackett information in the form of data and metrics that can only be obtained through the purchase of Hackett products and services.

Access to this information is restricted within the Hackett.

High levels of integrity, confidentiality, and restricted availability are vital. Third party disclosure is prohibited absent a valid contractual purpose or a signed non-disclosure agreement

Examples include:

- Salaries and other personnel data
- Accounting data and internal financial reports
- Confidential customer business data and confidential contracts
- Non-disclosure agreements with clients/vendors

- Hackett business plans
- Passwords and information on corporate security procedures

Hackett Trade Secrets

Information collected and used by Hackett in the conduct of its business on which benchmark and other client output is based such as the information contained in the Hackett benchmark database as well as proprietary calculations, equations and algorithms. Access to this information is extremely limited within Hackett. Loss or disclosure of this information could be very damaging to Hackett.

The very highest possible levels of integrity, confidentiality, and restricted availability are vital. Third party disclosure is prohibited.

Examples include:

- Hackett benchmark database
- Technology and algorithms underlying the Digital Transformation Platform and Quantum Leap

Principles Relating to Processing of Personal Data of EEA Residents

The European General Data Protection Regulation (“GDPR”) sets forth rules relating to the protection of residents of the European Economic Area (“EEA”) with regard to the processing of their personal data and rules relating to the free movement of personal data. As a participant in the EEA marketplace Hackett is committed to upholding the requirements of the GDPR.

In accordance with the GDPR, Hackett requires that the Personal data of EEA residents shall be:

- Processed lawfully, fairly and in a transparent manner
- Collected for specified, explicit and legitimate purposes and not further processed in a manner incompatible with those purposes
- Adequate, relevant and limited to what is necessary in relation to the purposes for which it is processed
- Accurate and, where necessary, kept up to date; with every reasonable step taken to ensure that

personal data that is inaccurate, having regard to the purposes for which they are processed, are erased or rectified without delay

- Kept in a form which permits identification of data subjects for no longer than is necessary for the purpose for which personal data is processed
- Processed in a manner that ensures appropriate security of the personal data, including protection against unauthorized or unlawful processing and against accidental loss, destruction or damage, using appropriate technological or organizational measures

The GDPR considers any data that can be used to identify an individual as “personal data.” It includes things such as genetic, mental, cultural, economic or social information, but can also include information seemingly ordinary information such as an email address or job title. The processing of these types of information is also covered under the GDPR. Each associate should assume that any personal data related to EU residents that we collect or receive in connection with our work is subject to the law. “Processing” is defined broadly and includes collection, recording, organization, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction. Personal data should not be collected unless required under our contractual obligations to our clients or associates. Where possible, efforts should be made to anonymize all data prior to collection. Data should not be transferred out of the EEA unless pursuant to an approved Hackett policy or procedure. If you are unsure as to whether you are collecting personal data or whether or not there is a basis for the collection or processing of this information you should contact the Legal Department immediately.

The GDPR also contains a strict breach notification policy that requires that Hackett without undue delay and where feasible, not later than 72 hours after having become aware of it, provide notice of a personal data breach to the applicable supervisory authority. If you become aware of a personal data breach or believe that a personal data breach may have occurred, you must contact the General Counsel immediately so that the matter can be assessed, and the proper notice can be issued.

Conflicts Of Interest

You must be free of any involvement or investment which interferes, or could appear to interfere, with the exercise of your independent judgment in the furthering of the best interests of the Company, or which could constitute, contribute to, or suggest such a conflict of interest. A "conflict of interest" exists when a person's private interests interfere in any way (or even appears to interfere) with the interests of the Company as a whole. A conflict situation can arise when an associate or agent of the Company takes actions or has interests that may make it difficult to perform his or her Company work objectively or effectively. Conflicts of interest also arise when an associate or agent of the Company or a member of his or her family, receives improper personal benefits as a result of his or her position with the Company. Conflicts of interest are generally prohibited as a matter of Company policy. Conflicts of interest may not be clear-cut, so if you have a question, you should consult your supervisor, project manager, Human Resources or the Legal Department. Any associate who becomes aware of a conflict of their own or related to another associate should immediately bring it to the attention of their supervisor, project manager, Human Resources or Legal Department.

A conflict of interest or the appearance thereof can arise when your interest in, association with, and/or employment by a competitor of the Company, a supplier of goods or services to the Company, or a customer of the Company, is such that your ability to act in the best interests of the Company may be questioned.

For example, you should not:

- Perform work for or receive compensation for services from any supplier, customer or competitor without the approval of the Legal Department.
- Own any substantial financial interest in a supplier, customer or competitor if you influence, or may appear to influence, business decisions of the Company or the supplier, customer or competitor as they relate to one another. However, an investment in a supplier, key customer or competitor that is listed on a national securities exchange or traded in the over-counter-market shall not be considered a violation of this policy if,

as a result of the investment, the person does not own more than 5 percent of the outstanding stock of such corporation.

- Perform non-Hackett work or solicit non-Hackett work on the Company's premises or while working on the Company's time, including any paid leave you are granted by the Company. Also, you are not permitted to use Company assets (including equipment, telephones, materials, resources or proprietary information) for any outside work. *Please refer to "Care of Assets/Use of Company Resources" on page 7.*
- Accept, solicit or give gifts, gratuities, entertainment or any other personal benefit or favor from or to a supplier, potential supplier or key customer or competitor.

You may:

- Accept or give gifts of relatively minor value or advertising and promotional materials clearly marked with Company or brand names.
- Accept or offer entertainment if it arises out of the ordinary course of business, involves reasonable, not lavish, expenditures, and takes place in settings that are reasonably appropriate and fitting to you, your hosts and the business at hand. Limited exceptions to this policy may be made in connection with Hackett approved promotional events, advertising or publicity. *Please refer to "Waiver of Code of Conduct and Ethics" on page 21.*

Considerations Unique to our Board of Directors and Executive Officers:

- Hackett outside directors who are interested in serving on the Board of Directors of other companies, or who seek to provide services to any customer or competitor for which compensation will be received, should consult with the Chief Executive Officer.
- Hackett Executive Officers should not engage the Company's independent auditors to provide tax consulting advice. Outside board members should only engage the Company's independent auditors to provide tax-consulting advice after consultation with the company's Chief Executive Officer.

Corporate Opportunities

Associates are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position. No associate may use corporate property, information, or position for improper personal gain. Associates owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Financial Officer Code Of Ethics

We require honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal and accounting requirements and to our system of internal controls. Unrecorded or "off the books" transactions, records, assets or liabilities should not be maintained under any circumstances.

Because of their special roles, the Chief Executive Officer, President, Chief Operating Officer, Chief Financial Officer, Corporate Controller and General Counsel are bound by the following Financial Officer Code of Ethics, and by acknowledging the Code of Conduct and Ethics, each agrees that he or she will:

- Act honestly and ethically, including the ethical handling of actual or apparent conflicts of interest involving personal and professional relationships;
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that a registrant files with, or submits to, the United States Securities and Exchange Commission and in other public communications made by the Company;
- Comply with all applicable rules and regulations of all governmental entities, as well as other private and public regulatory agencies to which the Company is subject;
- Promptly report violations of the Code of Conduct and Ethics including the provisions of this Financial Officer Code of Ethics to an appropriate person or persons within the Company;

- Promote ethical behavior among associates under his or her supervision and clearly communicate that violations of the Code of Conduct and Ethics including this Financial Officer Code of Ethics will not be tolerated.

Violations of this Financial Officer Code of Ethics, including failure to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment, and, where appropriate, civil liability and criminal prosecution. It is against the law for the Company to retaliate against any associate for good faith reporting of violations of these ethical obligations. If you believe that a violation of these ethical obligations has occurred, please contact the Legal Department.

You can report your concerns confidentially or anonymously. *Please also refer to Procedures for Reporting Complaints and Concerns Regarding Accounting or Auditing Matters on page 16.*

Corporate Disclosure

Our policy is to make timely public disclosure of all Company information as required by law, regulation, any stock exchange rules to which we are subject, and/or sound business policy, while at the same time remaining in compliance with all securities and other laws that require us to always make accurate disclosure and prohibit us from making "selective disclosures." In order to ensure that all disclosures of Company information such as acquisitions, revenue and earnings information and other developments of material importance to investors, regulators and the general public are accurate and in full compliance with the law, it is our policy that all such disclosures will be made only in accordance with the Company's disclosure controls and procedures and through specifically established channels. Unless you have been specifically authorized to do so, you are strictly prohibited from discussing Company affairs of the type described above with securities analysts, media representatives, government officials and other persons outside of Hackett. Should any securities analyst, media representative, government official or other outside contact request an interview with you or seek any Company information from you of the type described above, whether or not confidential or proprietary, you should refer them to the Chief Executive Officer or to our Chief Financial Officer.

Please also refer to "Insider Trading" on page 13 and to The Hackett Group Insider Trading Policy located on the Corporate page on SharePoint.

Document Retention

From time to time, we receive requests from government agencies or other third parties for documents relating to our business. Once we have received such a request, we are often prohibited by law from destroying any document that would be responsive to that request. If you are advised that we have received any such document or request, you must not destroy any requested or related documents until you have been advised by our Legal Department that you are permitted to do so. If you have a question about whether a document is related to such a request, please contact the Legal Department to determine if the document is related to the request. During the project delivery phase, it is a Hackett requirement to compile complete documentation of the project's history. Each phase of a project should be fully documented so that a complete record exists in the event it needs to be referenced at a later time. At the completion of a project, both the Key File and Supporting File or their equivalents should be forwarded to the attention of the Office of Risk Management (ORM) in the Miami, Florida office. ORM will catalogue and archive the files. The Project Manager has the ultimate responsibility to ensure compliance with the project file requirements.

During and after the project delivery phase, it is a Hackett requirement to compile complete documentation of the project's history. Each phase of a project should be fully documented so that a complete record exists in the event it needs to be referenced at a later time. See complete instructions for the creation and maintenance of a Project File at MindShare Client Service Cycle on SharePoint. The Project Manager has the ultimate responsibility to ensure compliance with the project file requirements.

(Please also refer to the Document Retention Policies located on the Legal Department page on SharePoint and to the project document retention policy in the Client Service Cycle toolkit located on the Delivery Services page on SharePoint).

Drug-Free Workplace

Our policy is to maintain a drug-free workplace. All associates must report to work free from the influence of any drugs or alcohol. You may not manufacture, distribute, sell, or possess illegal drugs at any time on Company premises. In addition, you may not use or be under the influence of illegal drugs or substances or alcohol or misuse legal drugs at any time on Company premises, while on Company business or while driving vehicles owned, rented or leased by our Company.

E-Mail and Internet Use

All associates are provided with e-mail and Internet access. These are powerful communication tools and valuable business assets. However, improper use of e-mail and Internet services can waste time and resources and create legal liabilities and embarrassment for our associates and our Company. You should never transmit Company trade secrets via e-mail or any other unsecured medium. You should use extreme caution when using e-mail to transmit information which may contain our Company's confidential or proprietary information including the confidential or proprietary information of others. You must anticipate that an e-mail message might be disclosed to or read by individuals other than the intended recipient(s), since messages can easily be forward to other individuals. While we try to maintain the reliability of our e-mail systems, you should be aware that a variety of human and system errors have the potential to cause inadvertent or accidental disclosures of e-mail messages. If you have any doubt about the electronic security measures employed by the recipient of an e-mail message, you should not send that recipient information by e-mail, but instead employ an alternate, more secure method of transmission or refrain from sending the message. Also, you should assume that e-mail messages are retained indefinitely. You should also assume that even after you have "deleted" them, all "deleted" messages can be retrieved in most circumstances. Furthermore, you should understand that all email can be used as evidence in an investigation or legal dispute.

Please refer to the detailed Hackett Electronic Communications Policy located on the Human Resources page on SharePoint and to the Social Media Guidebook and Policy located on the Marketing page of SharePoint.

Equal Opportunity

Our policy is to provide recruitment, hiring, training, compensation, transfer, promotion, termination and all other conditions of employment for all persons based on merit qualifications and competency without discrimination on the basis of race, color, religion, sex, age, sexual orientation, national extraction, social origin or ancestry, disability, medical condition, marital status, political opinion, veteran status or any other status protected by law and not listed here. All of our associates are responsible for the fulfillment of our commitment to equal employment opportunity.

Environmental Protection

The Company shall and maintain environmentally responsible business practices and will comply with all applicable laws and regulations relating to the impact of its business on the environment.

Harassment

Our policy is to provide a work environment that is pleasant, professional, and free from intimidation, hostility, or other offenses that might interfere with work performance. We will not tolerate harassment of any kind - verbal, physical, or visual - particularly against associates in protected classes. These classes include, but are not necessarily limited to, race, color, religion, sex, age, sexual orientation, national origin or ancestry, disability, medical condition, marital status and veteran status.

Workplace harassment can take many forms. It may be in the form of, but is not limited to, words, signs, offensive jokes, cartoons, pictures, posters, email jokes or statements, unwelcome invitations, pranks, intimidation, physical assaults or contact, or violence. Other prohibited conduct includes producing or distributing written or printed material of a harassing or offensive nature including notes, photographs, cartoons or articles and taking retaliatory action against an associate for discussing or making a harassment complaint. Sexual harassment may include unwelcome sexual advances, requests for sexual favors, unwelcome physical contact or other communications of a sexual nature when such conduct creates an offensive, hostile and intimidating working environment or otherwise prevents an individual from effectively performing the duties of his or her position. It also encompasses such conduct when it is made a term or condition of employment or compensation, either implicitly

or explicitly, or when an employment decision is based on an individual acceptance or rejection of such conduct. It is important to note that sexual harassment crosses all age and gender boundaries and cannot be stereotyped.

If you are harassed, we encourage you to make it clear that the harasser's behavior is unacceptable, unwelcome and offensive and must stop immediately. However, it is not required that you do so if you feel that doing so will threaten your personal safety. It is essential that you report the harassment to Human Resources or the Legal Department.

Please refer to the detailed Harassment Policy located on the Human Resources page of SharePoint.

Insider Trading

Our policy is to fully comply with all securities laws. These laws govern transactions in our securities and the securities of other companies. They provide substantial civil and criminal penalties for individuals who fail to comply. These penalties apply regardless of whether you derive any personal financial benefit from your actions. Further, if you fail to comply with the securities laws, you could subject our Company to substantial civil and criminal penalties, as well as long-term damage to our corporate reputation.

If you possess any material information about our Company that we have not yet disseminated to the public, you must not:

- Buy or sell our stock
- Pass such information on to anyone else, even to other associates, unless they have business need to know
- Engage in any other action to take advantage of that non-public material information

Examples of information you might possess that would be considered to be material under the securities laws are contained in the detailed Hackett Insider Trading Policy contained on the Corporate page on SharePoint. Note that both positive or negative information can be considered material.

These prohibitions also apply to non-public material information that you may acquire about any other company during the course of your employment

with our Company. For example, if you become aware that we are going to acquire a public company, and news of the acquisition has not yet been publicly released, you must not buy or sell the stock of the company to be acquired or pass on to anyone else information regarding the pending acquisition.

The restrictions of this policy also apply to your family members and others living in your household that may come into possession of this information. You are responsible for the compliance of such persons with the securities laws.

Even the appearance of an improper transaction must be avoided. Accordingly, even if you believe that you do not possess non-public material information about our Company, you should never make a recommendation to anyone to buy, sell or hold our stock.

Please refer to the detailed Hackett Insider Trading Policy located on the Human Resources page on SharePoint.

International Business, Avoiding and Reporting Corrupt Practices Including Bribery

Our policy is to fully comply with the specific laws and regulations of all countries where we do business and with all laws affecting international trade such as antiboycott, trade sanction, export control and foreign corrupt practice and bribery laws. Many of these laws apply to our activities even though those activities occur outside of the country that promulgated the laws. Violations of these laws carry stiff civil and criminal penalties for you and our Company. If you are involved in our international operations, you should be aware of these laws and always consult with the Legal Department when in doubt to ensure that we never violate any applicable laws.

You must not offer, promise or give of a bribe to **any person for any reason**. This prohibition is not limited to public officials and applies globally.

You must report immediately any request for, agreement to receive or acceptance of a bribe from **another person**. Again, this obligation is not limited to dealings with public officials and is a global obligation.

You must report immediately the bribing of **any**

person for any reason, whether or not they are a public official, by an employee of the Company or any of its subsidiaries or affiliated companies or by any person engaged by or associated with the Company or any of its subsidiaries or affiliated companies including, but not limited to, agents, intermediaries and those persons or parties engaged to make introductions on behalf of the Company or any of its subsidiaries or affiliated companies.

Labor And Human Rights

The Company has adopted the following important policies on labor practices and human rights. These policies are also contained in the [Hackett Human Rights and Modern Slavery Policy](#) and the [Hackett Global Partner Code of Conduct](#). You must immediately report any violations of these policies by employees, subcontractors, resellers, consulting partners, vendors, suppliers, agents, entities and/or individuals who do business with or on behalf of the Company.

Modern Slavery. The Company will not use any forced, bonded or involuntary labor. Workers are not required to lodge deposits or identity papers and may leave in accordance with applicable law by giving reasonable notice and receiving all wages due and owing. The Company has a zero tolerance policy for any human trafficking.

Child Labor. The Company will not utilize any child labor and will comply with all applicable laws relating to the same. The Company may support internships, apprenticeships and other educational and training experiences that comply with applicable law.

Health and Safety. The Company will provide work environments that comply with the health and safety requirements prescribed by law, including the US OSHA and appropriate European laws or the laws of such other jurisdictions where we conduct business.

Discipline. Physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation are strictly prohibited. Disciplinary and grievance procedures must be clearly documented and communicated to all employees in the Company's policies and procedures. All disciplinary measures of a serious nature must be recorded and actioned.

Working Hours: The Company will ensure that working hours are reasonable and comply with

applicable law and industry standards.

Freedom of Association: The Company recognizes that employees have the right to form and join organizations of their own choosing as long as it does not contravene with its policies or otherwise interfere with Hackett's business relationships.

Political Contributions and Campaign Activity, Lobbying

The laws relating to election campaign contributions in the U.S. and in the other countries where we do business restrict, or prohibit entirely, companies from directly or indirectly making contributions to any political candidate, campaign committee or other organization in connection with any federal election. A political campaign contribution can be in the form of money (i.e., cash or checks) or an in-kind contribution of property, goods or services. Certain U.S. state laws also restrict or prohibit companies from directly or indirectly making contributions to any political candidate, campaign committee or other organization in connection with any state election. It is our policy to comply with these and all other laws regarding political contributions. You must never contribute Company funds to a campaign or use any Company facility or other resources in connection with campaign activity or imply directly or indirectly that you are doing so on behalf of the company. You are free, of course, to participate in or contribute to political campaigns as an individual, subject to the limitations under applicable law.

If you interact with public officials on behalf of our Company, you must always comply with all applicable laws including those regarding lobbying. These laws often require the lobbyist to register themselves on a public database. Before conducting in any activity that could be considered lobbying please contact our Legal Department.

Time and Expense Reporting

You are responsible for accurately preparing and submitting time and expense reports on a weekly basis. Your time report should reflect actual hours worked, paid time off taken, and holidays taken. Your expense reports should reflect actual business expenses incurred and recorded in accordance with the Company's travel policy. Actual hours worked and expenses incurred with respect to client projects should be charged to the appropriate client project

number in order to properly invoice clients.

Please refer to the following detailed policies: Travel and Expense Policy located on the Finance page on Mindshare and SharePoint, the Time Submission Policy located on the Finance page on Mindshare and SharePoint, and the Personal Time Policy located on the Human Resources page on SharePoint.

Violence in the Workplace/ Possession of Firearms

Our Company has a zero tolerance for violent acts or threats of violence by or against our associates. You must never commit or threaten to commit any violent act against a co-worker, customer, vendor, or other person that you come into contact with in connection with Company business. If you are subjected to or threatened with violence by a co-worker, customer, vendor or other person that you come into contact with in connection with Company business or if you become aware of another associate who has been subjected to or threatened with such violence, you should report this information to your supervisor or Human Resources as soon as possible. You should never assume that any threat is not a serious threat. We also prohibit all associates and all other persons other than law enforcement and authorized security personnel from bringing firearms, ammunition, explosives, or other weapons of any kind onto Company property at any time. Likewise, no associate should possess any firearm, explosive or any other weapon at any time while driving any Company owned, leased or rented vehicle, or performing any other off-premises work for our Company.

Waivers of the Code of Conduct and Ethics

Any waiver of any provision this Code of Conduct and Ethics for an executive officer or any member of our Board of Directors or, in the case of a waiver of the Financial Officer Code of Ethics, any waiver of any provision thereof for any person to whom it applies, may be made only by a majority of the independent directors of the Board of Directors or a Board committee comprised solely of independent directors. Any such waivers and all amendments to the Financial Officer Code of Ethics will be promptly disclosed as required by law, regulations or stock exchange rules to which the Company is subject.

Reporting Violations

Reporting known or suspected violations of our Code of Conduct and Ethics is a sensitive issue. However, you must recognize that violations could have a profoundly adverse effect on our investors, our customers, our associates and the Company. Therefore, you must promptly report all questionable conduct or violation or suspected violation of this Code of Conduct and Ethics. No disciplinary or other retaliatory action will be taken against any person as a result of the good faith reporting any suspected violation.

The first and preferred option for reporting violations of this Code of Conduct and Ethics is for you to talk to your immediate supervisor. If you do not feel comfortable discussing the matter with your immediate supervisor or project manager, you should call Human Resources or the Legal Department. If an associate reports a known or suspected violation of this Code of Conduct and Ethics to you as a supervisor or project manager you must immediately pass that report along to Human Resources, who will investigate the report.

Procedures For Reporting Complaints And Concerns Regarding Accounting Or Auditing Matters

The Audit Committee of the Board of Directors has established procedures for (i) receipt, retention and treatment of complaints received by the Company regarding accounting controls or auditing matters and (ii) the confidential, anonymous submission by associates of the Company of concerns regarding questionable accounting or auditing matters. Messages delivered to the following telephone number, email address, or mailing address seen below are forwarded directly to our General Counsel who will then communicate the messages to the Audit Committee. Company management will not receive the messages.

Toll Free: 1-888-883-1499

Email: atreport@telesentry.org

Regular Mail:

The Hackett Group, Inc. Audit Committee
C/O General Counsel
1001 Brickell Bay Drive, Suite 3000
Miami, Florida 33131

Any person who uses this reporting service is guaranteed confidential treatment. All communications made in good faith will be treated promptly and professionally and without risk of retribution whatsoever.

Any use of this reporting procedure in bad faith or in a false or frivolous manner will be considered a violation of this Code of Conduct and Ethics. Further, you should not use the reporting service for personal grievances not involving this Code of Conduct and Ethics.

You may choose to remain anonymous. However, we would prefer you identify yourself to facilitate our investigation of any report. We will use our best efforts to protect the identity of any person who reports potential misconduct in good faith and any retaliation for reports of misconduct by others made in good faith will not be tolerated. Indeed, any associates who engage in retaliation are subject to discipline, up to and including termination, and in appropriate cases, civil and/or criminal liability. We will also use reasonable efforts to protect the identity of the person about or against whom an allegation is brought, unless and until it is determined that a violation has occurred. Any person involved in any investigation, in any capacity, of possible misconduct must not discuss or disclose any information to anyone outside of the investigation unless required by law or when seeking his or her own legal advice, and is expected to cooperate fully in any investigation.

Acknowledgment

All associates are required to re-read this Code of Conduct and Ethics at such time and return another electronic acknowledgment form. Your acknowledgment of, and your continued compliance with, this Code of Conduct and Ethics are conditions of employment, violation of which may result in disciplinary action including termination.