

THE HACKETT GROUP, INC.

CORPORATE GOVERNANCE GUIDELINES

1. Introduction

The Board of Directors (the “**Board**”) of The Hackett Group, Inc. (the “**Company**”) has adopted these corporate governance guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities. These guidelines should be interpreted in the context of all applicable laws and regulations and the Company’s charter and bylaws. The Guidelines are subject to periodic review by the Nominating and Corporate Governance Committee of the Board and, based on this review and the Committee’s recommendations, these Guidelines may be amended in the future as the Board may deem necessary or advisable and in the best interests of the Company.

2. Board Composition and Size

Independent Directors (as defined below) shall constitute a majority of the Board and each of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee shall be entirely comprised of Independent Directors, subject to exemptions provided for in the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) or The NASDAQ Stock Market LLC (“**NASDAQ**”) or other applicable securities laws and regulations. “Independent Director” shall mean a person who meets the then current requirements for “independence” of the applicable rules and regulations of the SEC and NASDAQ.

The Board will undertake an annual review of the independence of all non-employee directors and, in accordance with the independence criteria established by the Board from time to time, will make an affirmative determination that each Independent Director has no direct or indirect material relationship with the Company. The names of the Independent Directors will be published in the Company’s annual proxy statement to stockholders and/or in the Company’s Annual Report on Form 10-K (the “**Form 10-K**”).

The authorized range of the size of the Board is 5 to 15 members. The Board will periodically evaluate whether a larger or smaller number of directors would be preferable.

3. The Committees of the Board

The Board shall have at least three committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee (each, a “**Committee**” and collectively, the “**Committees**”). Each Committee shall have a written charter. Each Committee shall have, and shall perform the duties and responsibilities set forth in, its respective charter.

The Board will, upon recommendation of the Nominating and Corporate Governance Committee, designate the members of each Committee. Each Committee member must satisfy the membership requirements set forth in the relevant Committee charter, including applicable SEC and NASDAQ requirements. A director may serve on more than one Committee.

Each Committee shall have the number of meetings provided for in its charter, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson. The agenda for each Committee meeting shall be established by the Committee chairperson in consultation with appropriate members of the committee and with management.

4. Selection of Directors

Nominations and Appointments. The Nominating and Corporate Governance Committee shall be responsible for identifying and recommending to the Board qualified candidates for Board membership, based primarily on the following criteria:

- director candidates shall have the highest personal and professional integrity;
- director candidates shall have skills, business experience and industry knowledge useful to the oversight of the Company based on the perceived needs of the Company and the Board at any given time;
- director candidates must be able and willing to devote the required amount of time to the Company’s affairs, including attendance at Board and committee meetings;
- director candidates should have the interest, capacity and willingness, in conjunction with the members of the Board, to serve the long-term interests of the Company and its stockholders;

- to the extent considered appropriate by the Board, a director candidate may be required to be a “financial expert” as defined in Item 401 of Regulation S-K; and
- director candidates shall be free of any personal or professional relationships that would adversely affect their ability to serve the best interests of the Company and its stockholders.

A director candidate should have expertise, skills, knowledge, and experience that, when taken together with that of other Board members, will lead to a Board that is effective, collegial and responsive to the needs of the Company. Diversity of race, ethnicity, gender and age are important factors in evaluating candidates for Board membership.

The Nominating and Corporate Governance Committee shall give appropriate consideration to candidates for Board membership recommended for nomination by stockholders and shall evaluate such candidates in the same manner as other candidates identified to the Committee. Stockholders who wish to nominate director candidates for election by stockholders at the Company’s annual meeting may do so in the manner disclosed in the Company’s annual proxy statement and in accordance with the provisions of the Company’s bylaws. The Nominating and Corporate Governance Committee may use outside consultants to assist in identifying candidates. Members of the Nominating and Corporate Governance Committee will discuss and evaluate possible candidates in detail prior to recommending them to the Board.

The Nominating and Corporate Governance Committee shall also be responsible for initially assessing whether a candidate would be an Independent Director. The Board, taking into consideration the recommendations of the Nominating and Corporate Governance Committee, shall be responsible for selecting the nominees for election to the Board by the stockholders and for appointing directors to the Board to fill vacancies and newly created directorships, with primary emphasis on the criteria set forth above. The Board, taking into consideration the assessment of the Nominating and Corporate Governance Committee, shall also make a determination as to whether a nominee or appointee would be an Independent Director.

5. Continuation as a Director

Term Limits; Retirement. The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company’s history, policies and objectives. However, in connection with recommending a Board candidate, the Nominating and Corporate Governance Committee will review and consider the tenure of directors in the context of the overall Board composition. Similarly, although the Board does not currently believe that a fixed retirement age for directors is appropriate, the Board will periodically review this position.

Change In Job Responsibility. When a director’s principal occupation or business association changes from his or her present employment, the director shall inform the chairperson of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall review the director’s continuation on the Board, and recommend to the Board whether, in light of the circumstances, the Board should request that the director tender his or her resignation from the Board or whether the director continues to meet the Board’s membership criteria in light of his or her new professional status.

6. Board Meetings and Materials

The Board is expected to meet at least once per quarter. Further meetings shall occur when called in accordance with the Company’s bylaws.

The agenda for each Board meeting shall be established by the Board’s chairperson (the “**Chairman**”) and chief executive officer (the “**CEO**”). Any Board member may suggest the inclusion of additional subjects on the agenda. Information important to the Board’s understanding of the items of the agenda of the meeting should be distributed in writing to the Board a reasonable time before each Board meeting. However, in certain circumstances, it may not be possible to circulate materials in advance of the meeting and this shall not preclude discussion of the matters by the Board.

The Board encourages management to bring into Board meetings from time to time (or otherwise make available to Board members, at their request) individuals who can provide additional insight into

the items being discussed because of personal involvement and substantial knowledge in those areas.

7. Selection of Chairman of the Board and Chief Executive Officer

The Board shall select the Chairman in any way it considers to be in the best interests of the Company and its stockholders. Accordingly, the Board does not have a policy on whether the roles of Chairman and CEO should be separate or combined and, if separate, whether the Chairman should be selected from the Independent Directors or should be an employee of the Company.

8. Executive Sessions

In accordance with the requirements of NASDAQ, Independent Directors must meet in regularly convened executive sessions (“**Independent Director Sessions**”) at least twice per year, and perhaps more frequently, in conjunction with regularly scheduled Board meetings. If the Chairman is not an Independent Director, the Independent Directors shall select an Independent Director to chair each Independent Director Session.

These executive sessions shall serve as the forum for the annual evaluation of the performance of the CEO, the annual review of the CEO’s plan for management succession and the annual evaluation of the performance of the Board, each as discussed below.

9. Board Responsibilities

The business and affairs of the Company are managed by or under the direction of the Board in accordance with Florida law. The Board’s responsibility is to provide direction and oversight. The Board establishes the strategic direction of the Company and oversees the performance of the Company’s business and management. The management of the Company is responsible for presenting strategic plans to the Board for review and approval and for implementing the Company’s strategic direction. In performing their duties, the primary responsibility of the directors is to exercise their business judgment in the best interests of the Company.

Certain specific corporate governance functions of the Board are set forth below:

Management Succession. The Board, acting through the Nominating and Corporate Governance Committee, shall review and oversee a management succession plan, developed by the CEO, to ensure a continuity in senior management. This plan, on which the CEO shall report at least annually to the Board, shall address:

- interim CEO succession in the event of an unexpected occurrence;
- CEO succession in the ordinary course of business; and
- succession for the other members of senior management.

The plan shall include an assessment of senior management experience, performance, skills, and planned career paths.

Evaluating the CEO and Other Executive Officers. At least annually, the Board shall evaluate the performance of the CEO. The Compensation Committee shall evaluate, and review with the Board, the performance of the CEO and other senior executive officers of the Company in connection with the determination of the annual compensation to be paid to such officers.

Appointment of Officers. The Board shall appoint the executive officers of the Company and designate those officers of the Company required to file reports under Section 16 of the Securities Exchange Act of 1934.

Compensation. The Compensation Committee shall periodically review the form and amounts of director compensation and make recommendations to the Board with respect thereto. The Board shall set the form and amounts of director compensation, taking into account the recommendations of the Compensation Committee. The Board believes that the amount of director compensation should fairly reflect the contributions of the directors to the performance of the Company. Only non-management directors shall receive compensation for services as a director. To create a direct linkage with corporate performance, the Board believes that a meaningful portion of the total compensation of non-management directors should be provided and held in Company common stock, stock options or other types of equity-based compensation.

Public Communications With the Board. The Board shall provide a means by which persons,

including stockholders and employees, may communicate directly with non-management directors with regard to matters relating to the Company's corporate governance and performance. The Board's Independent Directors shall approve a process to be maintained by the Company's management for collecting and distributing communications with the Board. The means of communications with the Board shall be disclosed in the Company's annual proxy statement.

10. Expectations for Directors

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the efficient conduct of the Board's business. It is understood that the non-management directors are not full-time employees of the Company.

Commitment and Attendance. All directors should make every effort to attend meetings of the Board and the Committees of which they are members and all annual and special meetings of stockholders. Attendance by telephone or video conference may be used to facilitate a director's attendance.

Other Directorships and Significant Activities. The Company values the experience directors bring from other corporate boards on which they serve and other activities in which they participate, but recognizes that those boards and activities may also present demands on a director's time and availability and may present conflicts or legal issues, including independence issues. Directors should advise the chairperson of the Nominating and Corporate Governance Committee and the CEO before accepting membership on other corporate boards of directors or any significant committee assignment on any other board of directors, or establishing other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the Company. Directors should also consult the Company's Code of Conduct and Ethics in this regard.

Speaking on Behalf of the Company. It is important that the Company speak to employees and outside constituencies with a single voice, and that management serve as the primary spokesperson. If a situation does arise in which it seems necessary for a non-management director to

speak on behalf of the Company to one of these constituencies, the director should consult with the CEO.

Confidentiality. The proceedings and deliberations of the Board and its committees shall be confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

Stock Ownership Guidelines. Our CEO is required to own a number of shares of the Company common stock equal in value to six times his annual base salary. Our CEO has five years from the date that he or she was appointed to achieve these goals. Our CEO is required to purchase shares in the open market to satisfy these guidelines if necessary. Once the guidelines are achieved, the CEO will not be considered to be out of compliance with these guidelines due to fluctuations in the Company's stock price. Shares pledged as collateral for a loan or otherwise will not be counted as owned for purposes of compliance with these stock ownership guidelines.

11. Evaluating Board and Committee Performance

The Board, acting through the Nominating and Corporate Governance Committee, shall conduct an annual self-evaluation. Each Committee shall conduct an annual self-evaluation as provided for in its respective charter.

12. Continuing Education

Management, working with the Nominating and Corporate Governance Committee, shall support, through third-party service providers or otherwise, ongoing continuing education programs selected by incumbent directors that satisfy all applicable requirements, including NASDAQ rules.

13. Policy Regarding Hedging and Pledging of Company Securities

No Hedging. Directors, officers and employees of the Company may not, directly or indirectly, engage in hedging transactions with respect to securities of the Company. A hedge transaction means the purchase of any financial instrument (including prepaid variable forward contracts, equity swaps, collars and exchange funds) or any transaction that hedges, offsets, or is designed to hedge or offset, any decrease in the market value of company equity securities.

No Pledging. Directors and officers of the Company also may not pledge securities of the Company as collateral for a loan or otherwise use securities of the Company to secure a debt (e.g. to secure a margin loan) without the prior written approval of the Audit Committee.

14. Reliance on Management and Outside Advice

In performing its functions, the Board shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. Except as otherwise provided in the charter of a Committee, the Board shall have the authority to select, retain, terminate and approve the fees and other retention terms of its outside advisors.