

Conflicts of Interest and Corporate Opportunities Policy for CDI Corporation and its Related Companies

Conflicts of Interest

No employee is permitted to have a “conflict of interest” with the Company.

A conflict of interest occurs when an individual’s private interest interferes in any way with the interests of the Company as a whole. Employees are expected to be loyal to the Company and to act in the Company’s best interest. Business decisions made by employees are expected to be totally free of any competing interest. Accordingly, all employees must refrain from personal activities or interests which could influence their objective decision-making ability. Examples of situations that are likely to cause a conflict of interest and that, therefore, would be covered by this policy are:

- Ownership by an employee or any member of his or her family of a meaningful financial interest in a firm that does a meaningful amount of business with the Company as a customer or supplier, or is a competitor of the Company.
- Substantial management control by an employee or any member of his or her family of a firm that does a material amount of business with the Company as a customer or supplier, or is a competitor of the Company.
- Performance by an employee of services (other than through the Company) for a firm that does a material amount of business with the Company as a customer or supplier, or is a competitor of the Company.
- Acceptance by an employee or any member of his or her family of improper personal benefits as a result of the employee’s position in the Company, such as gifts of more than token value, loans to, or guarantees of obligations of, the employee or any member of his or her family, excessive entertainment, or other substantial favors from any firm or individual which does or is seeking to do business with the Company.
- Giving of any gift of more than a token value or other substantial favors by any employee to any firm or individual with which the Company does or is seeking to do business.

It is important to recognize that an actual conflict of interest does not need to exist to constitute a violation of this policy. Activities or personal interests which create the appearance of a conflict of interest must be avoided so as not to reflect negatively on the reputation of the Company or its people.

A violation of this policy is a serious matter and will be dealt with through appropriate disciplinary measures, up to and including termination of employment

Corporate Opportunities

Employees owe a duty of loyalty to the Company and are expected to advance its legitimate interests when the opportunity to do so arises. Accordingly, employees are prohibited from:

- taking for themselves personally opportunities that are discovered through the use of corporate property, information or position;
- using corporate property, information, or position for personal gain; and
- competing with the Company.