



Code of Conduct

for CDI Corporation and its Related Companies

Everyone connected with CDI is expected to foster a culture in which legal and ethical conduct is recognized, practiced and valued by all – all the time. As part of this commitment, everyone connected with CDI is required to:

- Obey all laws, rules and regulations that apply to our business.
- Avoid all conflicts of interest between work and personal interests.
- Treat all employees in accordance with fair employment practices.
- Be honest and fair in all business activities with customers, vendors and competitors.
- Endeavor to have all employees work in a safe environment.

This Code of Conduct sets out general principles of conduct. A series of Conduct Policies provides more specific guidance on what constitutes acceptable behavior.

Adherence to this Code of Conduct and all related Conduct Policies is required of all directors, officers, employees, consultants, vendors and representatives of CDI Corporation and all of its related companies. Failure to read the Code or the Conduct Policies or to sign an acknowledgment form agreeing to abide by their terms does not exempt anyone from the obligation to comply with the Code and the Conduct Policies.

Anyone who violates this Code of Conduct or any of the Conduct Policies, requests another person to do so, fails to report a possible violation of the Code or Conduct Policies or retaliates against anyone who does report such a possible violation will be subject to disciplinary action by CDI. This disciplinary action may include termination of employment or, if the violator is a director, consultant, vendor or representative, termination of that relationship.

Everyone subject to this Code of Conduct is responsible for reporting suspected violations of this Code or any of the Conduct Policies. Suspected violations are to be reported to an employee's supervisor, CDI's Human Resources Department, CDI's Chief Compliance Officer, CDI's Legal Department, the Board of Directors of CDI Ultimate Holdings, LLC, or by calling the Code of Conduct Hotline (215-636-1116) or sending an e-mail to CodeofConduct@cdicorp.com. See "Reporting Suspected Code of Conduct Violations" for specific instructions.

Any waiver of any provision of the Code or a Conduct Policy for directors or executive officers may only be made by the Board of Directors of CDI Corporation.