

RESOURCES CONNECTION, INC.
COMPLIANCE POLICY FOR
ANTI-BRIBERY AND ANTI-CORRUPTION LAWS

I. OVERVIEW

As a company, RGP is committed to conducting business honestly and fairly and to complying with all anti-corruption/bribery laws applicable to our operations anywhere in the world. RGP is subject to the US anti-corruption law, known as the Foreign Corrupt Practices Act (“FCPA”), as well as similar laws in many other countries, including the UK Bribery Act. The FCPA is described more specifically below but other anti-corruption/bribery laws are similar so the same principles apply globally. RGP will not tolerate behavior that violates any applicable anti-bribery or anti-corruption laws.

The FCPA was established in 1977 to maintain the integrity of US businesses and individuals by making it unlawful for persons and businesses to make payments to employees or representatives of foreign governments, public international organizations, or political parties or candidates to influence official acts, obtain or retain business, or secure any improper advantage. The FCPA also prohibits falsifying or creating inaccurate books and records. The FCPA applies to conduct worldwide and covers all RGP operations regardless of location. Both civil and criminal liability may result from violations of the FCPA. This policy provides guidance as to what constitutes an unlawful payment or bribe, as well as the limitations and regulations set out in the FCPA. To review the complete text of the FCPA, please click on this link: www.justice.gov. Other general information can be found at the Department of Justice’s website here: www.justice.gov.

II. PROHIBITED BEHAVIOR

The FCPA prohibits the offering or giving of anything of value (including, but not limited to, money, stock, services, products, travel expenses, employment of related persons, and entertainment) to employees or representatives of foreign governments, public international organizations, or political parties or candidates in order to influence official acts, obtain or retain business, or secure any improper advantage. The FCPA also prohibits creating inaccurate or false books and records, and requires companies to have adequate controls regarding accounting and corporate assets. The FCPA applies to conduct worldwide and covers all Company operations regardless of location. Both civil and criminal liability may be imposed for violations of anti-corruption/bribery laws and regulations.

III. EXCEPTIONS

There are some exceptions to these rules (i.e., conduct which does not constitute a violation of the FCPA) such as a payment to a foreign official to expedite or secure the performance of a routine governmental action; a payment made lawfully under the written laws and regulations of the foreign official’s, political party’s, party official’s, or candidate’s country; or a payments made with the intention to promote, demonstrate, explain, execute or perform certain products or services to a foreign government or its agency).

IV. PENALTIES

The penalty for a violation of the FCPA is a fine of no more than two million (\$2,000,000) dollars for RGP and a civil penalty of no more than ten thousand (\$10,000) dollars. Any person who willfully violates the above provisions of this section may be fined no more than one hundred thousand (\$100,000) dollars or imprisoned for no more than five (5) years, or both, and such person may be subject to a civil penalty of no more than ten thousand (\$10,000) dollars. If any officer, director, employee, or agent of RGP who willfully violates the above provisions of this section is fined accordingly, RGP cannot pay, directly or indirectly, any of the fees. Should RGP fail to file information, documents, or reports with the Securities and Exchange Commission, RGP may be required to pay one hundred (\$100) dollars for each day the failure to file continues, in lieu of any criminal penalty.

If any employee acts in a manner contrary to this Policy, he or she could be subject to disciplinary action in accordance with applicable local law. Such disciplinary action could range from counseling to immediate termination of employment depending upon senior management's evaluation of the conduct and circumstances involved.

V. ACTIONS YOU CAN TAKE

Should you have any questions or concerns regarding compliance with the FCPA or other anti-corruption/bribery laws, please contact HR at askHR@rgp.com or (877) 261-4901, ext. 3, or the Company's General Counsel at (714) 430-6500. Should you become aware of a potential violation of the above provisions, you should contact the Corporate Integrity Hotline at (866) 588-5733 or the Company's General Counsel.