

KFORCE®

WE LOVE
WHAT WE DO
WE LOVE
WHO WE SERVE

**COMMITMENT
TO INTEGRITY**



You are our Firm's most valuable resource. Together, we have a long history of achieving Great Results. How we achieve these results matters, as does our commitment to protecting them. Nothing is more important to our Firm and its success than our Core Values. By living our values, we protect the results we achieve and the culture we have all worked so hard together to create. Our culture is what differentiates us. We have a long legacy to live up to, and each and every representative of Kforce is responsible for guarding our culture for those who will come after us.

The pages that follow are about those Core Values and what they mean to our culture. It is our Commitment to Integrity. Please take time to read it. If there is anything you don't understand, please ask your leader about it, or feel free also to talk with Human Resources.

We expect each member of the Kforce family to live our Core Values every day through words and actions. Over the many years our Firm has been in business, we have established a foundation of trust with each other, our clients, and our communities, and it's up to each of us to protect this reputation.

Thank you for being our partners in honoring this Commitment.

Very truly yours,

Dave Dunkel, CEO and Chairman Joe Liberatore, President

A handwritten signature in black ink, appearing to read "Dave Dunkel".

A handwritten signature in black ink, appearing to read "Joe Liberatore".

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OUR HISTORY, OUR CULTURE, OUR VALUES

Kforce, an abbreviation for KnowledgeForce®, describes our heritage and stands as a representation of our business model. "Knowledge" signifies both the skilled professionals we staff and the knowledge our Firm has gained through years of industry experience. "Force" symbolizes the strength of our team and cohesive efforts to provide valuable services and solutions. For over 50 years, we have matched candidates and clients, and have created a full circle staffing business. Our Firm is built upon a foundation of ethics, integrity, honesty, professionalism, fair business practices and compliance.

We are committed to act with integrity towards each other, communicating openly with one another, treating each other fairly and with professionalism and respect, and maintaining a safe and productive workplace.

We act with integrity with our clients and other partners exercising fair business practices, avoiding corruption, and avoiding conflicts of interest (among others).

We are committed to the communities we serve and, charitable and civic engagement and environmental stewardship, are of utmost importance to us.



We have an obligation to act with integrity and to reinforce our Core Values in everything we do and we have a personal responsibility to understand and adhere to this Commitment. Keep in mind also that many of the principles described in this Commitment are general in nature. We do not specifically address every situation or circumstance that might arise in the course of business. It is up to each of us to act using common sense, refer to other available resources, and to seek guidance when necessary.

The Kforce Commitment to Integrity is applicable to all officers, associates, consultants, suppliers, contractors and business partners of Kforce Inc. and its subsidiaries, the Kforce Inc. Board of Directors, and anyone authorized by Kforce Inc. to act on its behalf. In honoring these commitments in our day-to-day business decisions and interactions, we also serve our shareholders. Please understand that violations of our Commitment to Integrity may result in disciplinary action up to and including termination of employment or any other relationship you may have with our Firm.

CORE VALUES

RESPECT. TRUST. INTEGRITY
EXCEPTIONAL SERVICE
STEWARDSHIP & COMMUNITY
COMMTMENT & FUN



CORPORATE DISCLOSURES

It is our policy to make full, fair, accurate, timely and understandable disclosure of our financial affairs in compliance with all applicable laws and regulations in all reports and documents that we file with, or submit to, the Securities and Exchange Commission and in all other related public communications made by us. Our officers are required to honor this policy in all respects; to promote compliance with this policy by all employees; and to abide by all of our standards and procedures which are designed to promote compliance with this policy.

WHAT WE EXPECT OF OUR LEADERS

Our Core Values are only successful when they are embraced and displayed by our leaders, starting at the very top. We place special trust in our leaders to guide our Great People and, as a result, we expect our leaders to hold themselves to the highest standards of accountability. We expect our leaders to:

- + Lead by example
- + Help associates understand this Commitment, including ensuring annual training is completed
- + To be available to help answer associate and consultant questions about this Commitment
- + To create an environment where associates feel comfortable raising concerns
- + To promptly investigate and address concerns that are raised with them about potential violations of this Commitment
- + Take prompt action when there is knowledge of violations of this Commitment

WAIVERS

Our Commitment applies equally to all Kforce employees, consultants, and others acting on our Firm's behalf. In the unlikely event that granting a waiver from any provision of this Commitment is in our Firm's best interests such a decision may only be made by our Legal Department and the CEO, President, or the CFO. Any waiver of this Commitment for executive officers or directors may be made only by the Kforce Inc. Board of Directors or its designated committee, and shall be promptly disclosed to the extent required in accordance with the rules and regulations promulgated by the SEC and Nasdaq.

COMPLIANCE WITH LAWS

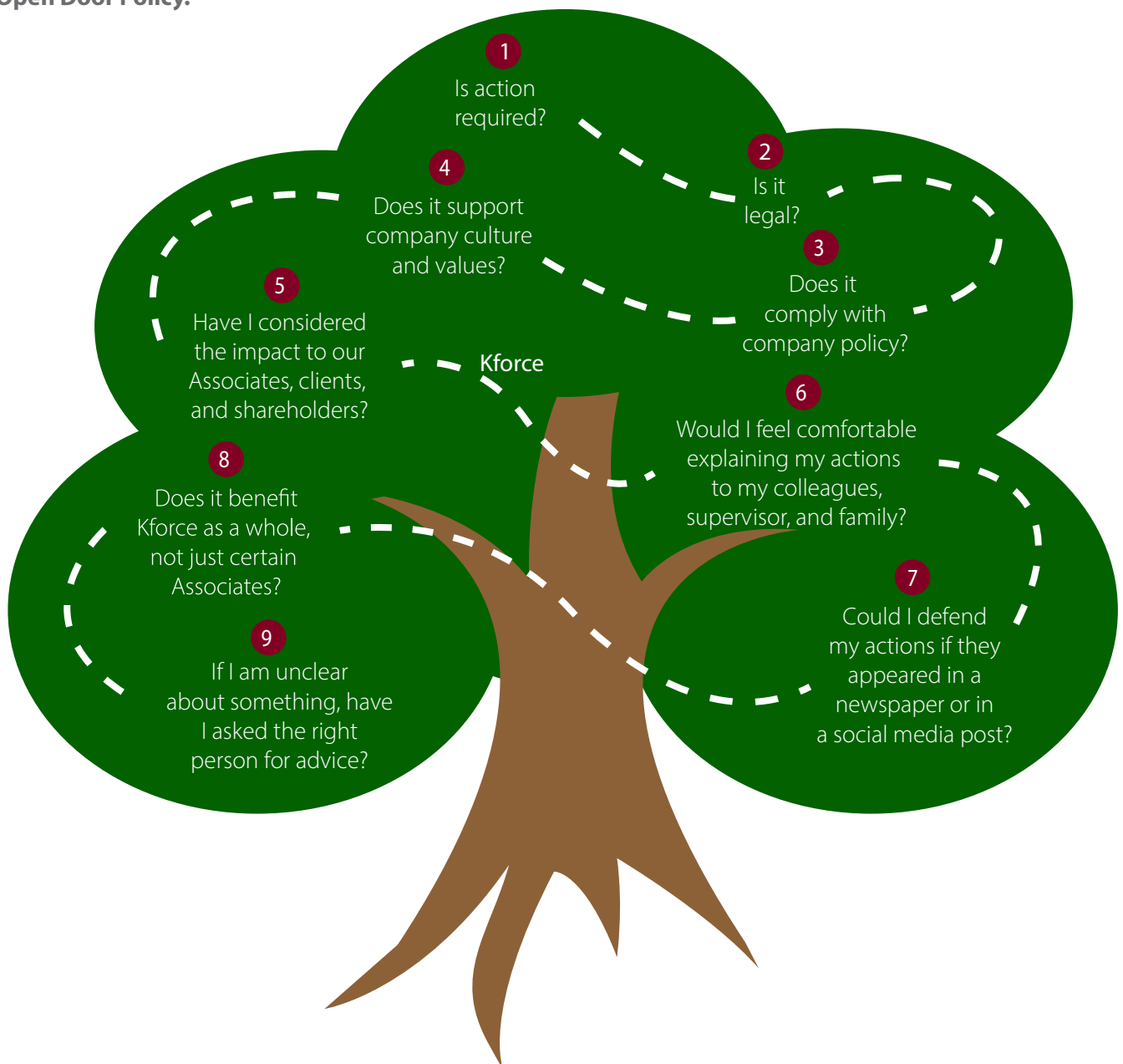
It is our policy to comply with all laws, rules and regulations applicable to our business or operations. We expect everyone covered by this Commitment to follow and comply with all such applicable laws, rules and regulations.

OUR DUTY TO SPEAK UP & ASK QUESTIONS

Speaking up when something's not right is not only our duty, it is also a part of building a culture of respect, integrity and trust. We know coming forward with concerns and asking questions about the right thing to do takes courage so we are committed to handling your concerns discretely and with care. We will also not retaliate or permit retaliation against anyone raising a concern in good faith.

In general, it is our hope that you will feel comfortable raising any concern you have with your leader. We realize, however, that there may be some things that you feel uncomfortable bringing to your leader and in those situations, we encourage you to raise your concerns using one of the other options available to you.

No matter who you contact know that you are doing the right thing by speaking up and asking questions. For more information, please refer to our **Open Door Policy**.





- Your leader
- To your leader's supervisor
- Human Resources

Customer Solutions Center at
corphelpdesk@kforce.com or
866.807.5074

Internal Audit Department at 813.552.2761

OUR INTEGRITY HOTLINE

You can always raise
concerns using our hotline.

866.213.5142

The hotline is administered by an independent third party. You can make reports to the hotline anonymously but we strongly encourage you to identify yourself when making a report to the hotline so we can more thoroughly investigate your concern.

In order to fulfill our mission To Have A Meaningful Impact On All The Lives We Serve[®], respect must be at the forefront of every decision, business transaction, interaction, and communication that we make. Demonstrating respect requires that we seek to understand how others see the world around them and that we withhold judgement and biases. The very definition of respect means, that we have true regard for the feelings, rights, wishes and the traditions of others.

Having respect for the diverse ideas and opinions around us is what unites us. Moreover, showing respect reduces stress and conflicts and increases productivity and knowledge, since it allows us to be open and collaborate with one another. Our culture is driven by respect and appreciation for each other, our clients, our candidates and business partners, so we must commit ourselves to demonstrating respect in all we do.

FAIR TREATMENT & EQUAL OPPORTUNITY

We believe that a diverse workforce made up of team members who bring a variety of skills, experiences and backgrounds is essential to our success. We are committed to fair treatment and equal employment opportunity. We do not discriminate against any protected class and this Commitment extends to all employment activities and decisions.

We also provide reasonable accommodations when a physical or mental condition requires such accommodations. Associates and consultants who believe they could benefit from an accommodation should request one through Human Resources or their leader.

If you believe you have been discriminated against or you witness discrimination against others, you must report it using one of the options in the “Speak Up” section. This also applies if you believe one of our clients, vendors or other business partners is discriminating against you or others.

PROFESSIONALISM & RESPECT IN THE WORKPLACE

For more information, refer to our **Professionalism and Respect in the Workplace Policy**.



PROTECTED CLASSES

Race, color, religion, creed, gender, sex, sexual orientation, gender identity, gender expression, age, disability, pregnancy (or related medical condition), national origin, genetic information or ancestry, military or veteran status, domestic violence victim status, protected activity (such as opposition to or reporting of prohibited discrimination or harassment), as well as citizenship, marital, veteran, and family medical leave status, or any other status protected by state or federal law(s)

HARASSMENT & BULLYING

We strive to maintain a work environment free from harassment and bullying. Harassment can include any behavior that creates an intimidating, offensive, abusive, or hostile work environment. Harassment can be sexual or non-sexual in nature, and can include things like:

- + verbal comments, such as slurs, offensive comments, and jokes;
- + physical contact, including unwelcome touching, hugging, massaging, assault, or intimidation;
- + visual displays, such as offensive photographs, videos, and drawings; or
- + electronic statements, such as bullying or stalking on social media or text messages.

Unlawful harassment includes harassment based on any protected class. To be clear about it, though, our Commitment goes beyond simply what the law may define as “harassment,” “bullying,” or “hostile work environment.” Our Core Value of Respect requires us all to adhere to high standards of professionalism, respect, and civility toward each other and toward our business partners.

SAFETY & VIOLENCE PREVENTION

It’s important that we work together to maintain an environment that is healthy and safe. All associates and consultants must follow safety policies and procedures that apply to them, obtain all required safety training and certifications, and, if necessary of their position, use personal protective gear as required.

In addition, violence or threats of violence in the workplace, or outside the workplace if it could affect someone’s ability to work, are strictly prohibited. Examples of conduct that might be violent or threatening include but are not limited to, actual or potential assault, battery, intimidation, threats, stalking, bullying, destruction of property, or any similar act that occurs while an individual is engaged in Firm business, at a Firm or client site, or while attending a Firm-sponsored event.

Dangerous or illegal items of any nature such as weapons, explosives, or firearms are not permitted on Firm or client property. Individuals with authorized permits or licenses may have firearms or weapons in their locked vehicles in parking areas where allowed by law. Even with conceal carry permits, weapons and firearms are not permitted in Firm offices unless you have pre-registered and obtained written approval from Kforce Security Services. Certain locations may have more restrictive prohibitions based upon local laws and we must obey the law where our offices are located. In addition, certain security personnel retained by the Firm may also be authorized to carry firearms or other protective weapons as appropriate for their position and as permitted by law.

All associates and consultants should monitor their surroundings and must report any unsafe conditions or behaviors, no matter how minor, to their manager, account executive, or another leader as appropriate. For more information, refer to our **Safe Work Environment Policy**.



SUBSTANCE ABUSE

We want to provide safe and reliable services to our clients and a productive, healthy and, safe work environment for all associates and consultants. Being under the influence of drugs or alcohol on the job can compromise our interests and endanger your health and safety as well as the health and safety of others. The use, possession, sale, or distribution of illegal and/or controlled substances, other than as prescribed by a medical doctor, and alcohol on Firm or client property, except as specifically authorized by the Firm or client is strictly prohibited. You should never come to work under the influence of drugs, alcohol, or any controlled substance that could impair your ability to make sound judgments and perform your duties. For more information, refer to our **Alcohol and Drug Free Workplace Policy**.

WAGE & HOUR

We want everyone to be fairly compensated for all time worked, and we are committed to following the laws concerning hours worked and fair pay, including payment of overtime and minimum wage. To honor this commitment, accurate and honest timekeeping and reporting is required. Associates are required to report all hours worked during each reporting period. For more information, please refer to our **Timekeeping and Fair Pay Practices and our Meal and Breaks Policy**.

TRUST



Trust is the foundation of every relationship – whether personal or professional. Our business is built on relationships. Our consultants trust us with their careers and our clients trust us with their future plans and business needs. Additionally, we trust our associates, consultants and business partners with our information and resources. Trust is fundamental at all levels, from leadership to associate, associate to managers, from department to department and coworker to coworker. We inspire trust through actions and words. This means that we demonstrate care and responsibility with what we are entrusted. Our commitment to trust will ensure we maintain our long-standing relationships and our continued success.

INFORMATION & TECHNOLOGY RESOURCES

We rely on Firm information and technology resources to help us with our work. Information and technology resources include but are not limited to, e-mail, computers, software, networks, internet, telephones, mobile devices and voicemail systems. These resources are provided to conduct business and must never be used for illegal or inappropriate purposes. You should also know that any information saved or transmitted through our technology systems is our property and may be subject to inspection, retention, and review by Kforce, with or without an employee or third party's knowledge, consent, or approval.

Consultants must also abide by the policies of our clients when using any information or technology resources to perform work for our clients including when you are using your own equipment for such work. Remember, when using Firm equipment and systems, always conduct yourself professionally and courteously. For more information, please refer to our **Acceptable Use Policy**.

THEFT & FRAUD

Preventing and detecting theft and fraud is critical to protecting our Firm and fostering our Core Value of Trust. Intentionally concealing or misrepresenting facts to deceive or mislead others is not permitted. Theft and fraud can include, but is not limited to:

- + misuse, manipulation, or lobbying for positive outcomes on internal or external client or candidate satisfaction surveys;
- + falsely representing sales or other reports;
- + manipulating internal reporting codes;
- + falsifying timecards or any other company document;
- + back-signing forms or agreements; or
- + offering unauthorized discounts.

If you suspect any act of theft or fraud, immediately contact your leader or report the matter as directed in the “Speak Up” section of this Commitment.

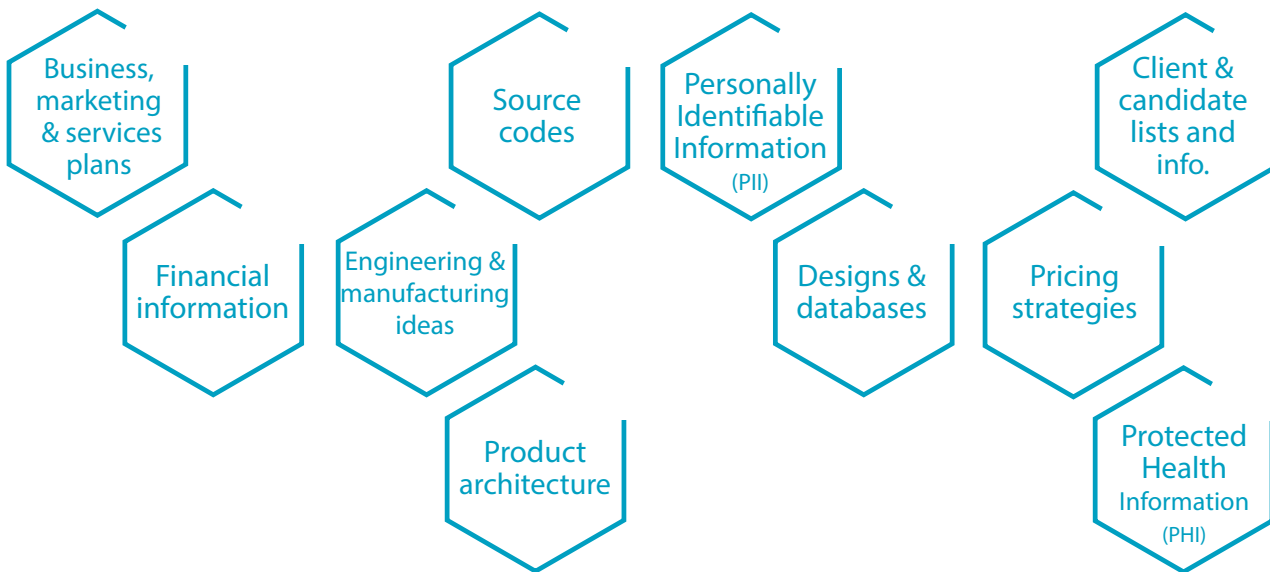
PROPRIETARY & CONFIDENTIAL INFORMATION

Many details about how we and our clients do business need to remain confidential for us to be competitive and successful. You may learn confidential or proprietary information about our Firm, our clients or other business partners when performing work duties. Confidential information should only be used for legitimate work purposes and you must maintain the confidentiality of all information entrusted to you, even after you stop working with or for us.

Additionally, you should respect the rights of and your obligation to former employers who may have entrusted you with their own confidential information. You should never use a former employer’s confidential and proprietary information in violation of any employment or other agreements you may have had while working with them.

Confidential Information includes non-public information that might be of use to competitors or harmful to our Firm or its customers if disclosed.

CONFIDENTIAL INFORMATION INCLUDES



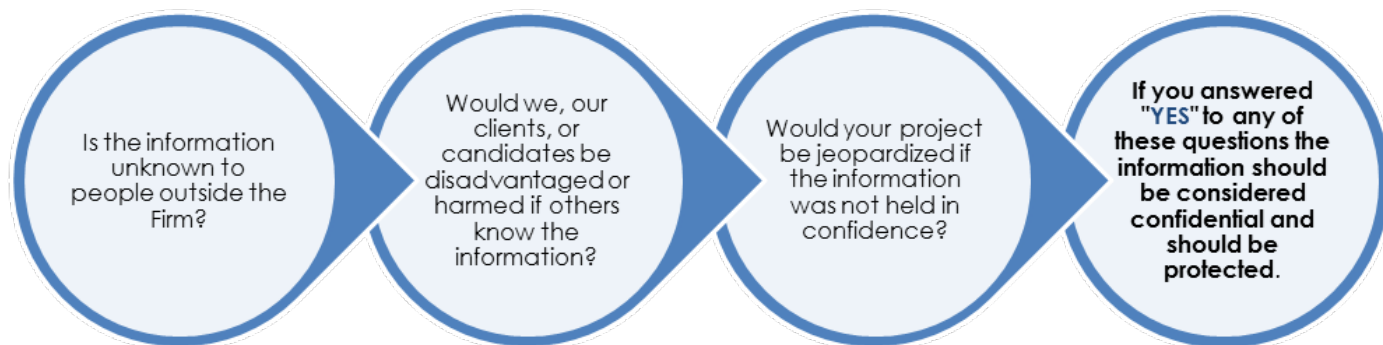
ALSO, ANY SIMILAR INFORMATION PROVIDED TO US BY OUR CLIENTS OR BUSINESS PARTNERS.

Please take care not to inadvertently disclose confidential information. Securely store materials that contain confidential information such as memos, notebooks, laptop computers, and mobile devices. Firm e-mails, voicemails and other communications containing confidential information should not be forwarded or sent outside of Kforce except for legitimate business purposes.

Please note, however, that we recognize and protect your rights to report potential violations of law to appropriate authorities. You may disclose confidential information and trade secrets in confidence, either directly or indirectly, to a federal, state or local government official or to an attorney solely for reporting or investigating a suspected violation of law. Confidential information and trade secrets may also be disclosed in a complaint or other document filed in a court proceeding, but only if the filing is made under seal. Additionally, if you file a retaliation lawsuit for reporting a suspected violation of law, you may disclose related trade secrets and confidential information to your attorney and use the information in court proceedings if the document is filed under seal.

We have a responsibility to recover and prevent unauthorized disclosure of confidential information. If you discover or suspect that confidential information is being used or disclosed inappropriately, please notify us through one of the options listed in the “Speak Up” section.

IS IT CONFIDENTIAL INFORMATION?



INTELLECTUAL PROPERTY

Our intellectual property is among our most valuable assets. We value and encourage the protection of our intellectual property while also respecting the intellectual property rights of others. We protect intellectual property from illegal or other misuse by making sure it is marked with the appropriate trademark, service mark, copyright notice or patent. To avoid infringing on the rights of others, do not:

- + Use Kforce resources or time to create or invent something unrelated to our business;
- + Use a previous employer's intellectual property without that company's permission;
- + Make unauthorized copies of or download software or license information, without appropriate permission; or
- + Affix the trade or service mark of another company to any Kforce materials without authorization.

Make sure to notify your leader of any innovation developed on Firm time or the use of Firm information or resources so that we can determine if we need to pursue formal legal protection of the intellectual property.

WHAT IS INTELLECTUAL PROPERTY?

Copyrights
 Patents
 Trademarks
 Trade secrets
 Design rights
 Logos
 Expertise
 Consultant and client information
 Kforce systems, including Recruitmax
 Work product

WHAT IS WORK PRODUCT?

Things that are created by our associates or consultants as part of their work duties and/or using Kforce or client information or resources.

Work product is the property of Kforce or if the work is performed for one of our clients, the work belongs to our client. Work product includes:

- Inventions
- Discoveries
- Ideas
- Improvements
- Software
- Artwork
- Works of authorship (i.e. books, articles, brochures, etc.)
- Presentations (PowerPoint or other formats)
- Forms and checklists
- Strategic plans
- Training materials

Questions? [Contact our Legal Team](#)

PRIVACY

We respect the privacy of our associates, consultants, business partners and clients, and we are committed to handling their personal information (also referred to as Personally Identifiable Information or “PII”) with care. While conducting business, we may collect personal information about our associates or have access to the personal information of our clients’ employees, customers or business partners. This could include names, addresses, telephone numbers, marital status, health information, governmental identification numbers, financial information or other sensitive personal identification data. If you work with or encounter personal information, you have a duty to protect its privacy – even after you leave our Firm. You are also required to report any suspected breach immediately. For more information, please refer to our **PII Handling and Breach Incident Policy**.

INSIDER TRADING

When we have access to business information that others don’t, we cannot trade Kforce or client stock based on that information. All consultants, associates, contractors and others having access to our confidential business information are prohibited from trading or enabling others to trade Kforce stock or stock of a customer, supplier, competitor, or potential acquisition while in possession of material non-public information (“inside information”) about that company. Material information is any information that an investor might consider important in deciding whether to buy, sell, or hold securities. Information is considered non-public if it has not been disclosed to the public. Information is not considered public until the second trading day after it has been disclosed to the public. Not only does it violate our policies to use material non-public information to buy or sell securities, including “tipping” others who might make an investment decision based on the information, but it is also illegal and can lead to substantial fines and imprisonment. Please make sure you are familiar with and follow our **Insider Trading Policy**.

The Core Value of Integrity is woven into this entire Commitment and each of our values. We hold ourselves to high moral principles and strive to do the right thing in everything we do. Integrity requires us to be transparent and truthful in all we say and do. Integrity is visible through our actions, words, decisions and methods. Our Commitment To Integrity is fundamental to our business and to the very core of who we are.

ACCURATE RECORD KEEPING

Accurate and reliable records are crucial to ensuring we conduct business lawfully. Records preserve our corporate memory, help us fulfill our financial commitments and are the basis for reporting our results to the government, the public, and our investors. We all contribute to our data integrity in some way and must ensure we create and maintain true and accurate records. Records include but are not limited to:

- + timesheets and invoices
- + expense reports and receipts
- + accounting, tax and financial data
- + employment records
- + contracts
- + electronic data files

We must also keep our records in compliance with our **Records Retention Policy**. When documents are needed for an investigation, audit, or potential lawsuit, they may be placed under a legal hold. If you receive notice of a legal hold, normal record retention schedules will not apply to any document or information covered by the hold, and you must help us retain the records until the hold is lifted. You cannot damage, alter, or destroy any materials on a legal hold until you receive a notice from our Legal Department stating that the hold has been lifted.

If you have reason to believe that records are not being created and maintained in accordance with this policy you must report it immediately through one of the avenues listed in the “Speak Up” section. Further, you must report any attempt to pressure you to prepare, alter, conceal or destroy documents in violation of this policy.



CONFLICTS OF INTEREST

Avoiding conflicts of interest is critical to honoring our Commitment to Integrity. A conflict of interest can happen when your personal interests or activities outside of the workplace or those of a close family member are, or may be, in conflict with the interests of Kforce. As associates, consultants, leaders or business partners of Kforce, we have a duty to make business decisions in the best interest of the Firm without the influence of personal interests or gain.

One of the concerns with conflicts of interest is that they can encourage you to show favoritism toward a person or organization at our Firm's expense. Even if that is not the case, the appearance of favoritism can undermine your decisions. The key to avoiding conflicts of interest is transparency. By disclosing the nature of your relationships we can take steps to have decisions reviewed by independent decision-makers who are free of conflicting interests. Accordingly, if you believe you have a conflict of interest situation, disclose it to your manager or Kforce's Legal Department immediately. Your manager and our Legal Department can help you resolve the conflict.

Outside Directorships

Serving on outside boards, either for-profit or non-profit, can present conflicts of interest, especially when the organization is a competitor, client, supplier or other business partner. Before accepting membership on any board, it is important to understand your legal responsibilities and avoid affiliations that carry the potential for distraction and conflicts of interest. In addition, service on outside boards may require pre-approval. For more information, please refer to our **Conflicts of Interest Policy**.

Family and Friends

A conflict of interest or favoritism can also arise when two associates have a close personal or family relationship – especially if they share a reporting relationship. Our policy is to prevent this from happening. You should not be placed in a position where you have direct decision-making authority over a family member, or vice versa. Similarly, managers should not date or pursue romantic relationships with their reports. All of us must follow the requirements of our **Fraternalization and Nepotism Policy**.

Endorsements

Sometimes a third party will ask us for an endorsement or for permission to use our brand or logo in their materials. They might also request to use quotes from our business leaders or ask that one of our representatives appear for a speaking engagement. While an endorsement might appear wise at the time it is issued, future actions of the person or organization being endorsed may damage its reputation – and that, in turn, could damage our reputation. Because of these risks, we only allow endorsements in rare circumstances. If you are approached with a request for an endorsement or a speaking engagement where you will be asked to speak on our behalf, please ensure you have consulted with our Legal Department before agreeing to the endorsement or committing to speak. They can work with you to make sure the Firm's interests are protected and that all appropriate approvals are obtained.

Gifts and Entertainment

We must ensure that our gifts and entertainment could never be perceived as being given in anticipation of receiving favors or preferential business treatment.

All associates and consultants are prohibited from offering and/or accepting a gift, favor, or entertainment in connection with their work if it is:

- cash (recognition gift cards, are permitted up to \$100)
- inconsistent with customary business practices
- extravagant or extremely valuable
- is or can be perceived to be a kickback or bribe in violation of any law
- is in violation of any applicable law or regulation

GIFT= anything of value
vacations, tickets, endorsements, gift cards, tangible goods

ENTERTAINMENT = an experience given for leisure or amusement where both parties are present. Admission to an event when one of the parties is not present is a gift not entertainment.
meal, event, ball game

What can I offer?

When offering gifts or business entertainment, we must ensure that:

- gifts are valued at no more than \$100
- entertainment is reasonable and modest in value (generally, not to exceed more than \$100/person without prior written approval of your office leader)
- gifts are professional and tasteful
- gifts are consistent with any policies our business partners place on receiving gifts and entertainment
- they are unsolicited (i.e. the business partner did not ask for or suggest it)
- business is discussed during the entertainment and entertainment takes place in a setting that is appropriate for business discussion
- whatever we offer does not violate applicable contracts, laws and regulations

What can I accept?

We may only accept gifts and entertainment that are:

- Valued at no more than \$100
- not cash or cash equivalents (such as gift cards)
- customary, tasteful and infrequent
- unsolicited
- for a business purpose
- infrequent, reasonably priced business meals
- in compliance with applicable contracts, laws and regulations

IMPORTANT: Offering gifts, meals, or entertainment to government employees is more strictly regulated. Accordingly, we prohibit giving any gifts, entertainment, or meals to government officials – although you may provide light refreshments for business meetings with government officials.

IMPORTANT: Before accepting any gift or entertainment, you must report the offer to your manager. In addition, any gift or entertainment that is not permitted as outlined in this section – whether given or received – must be approved in writing in advance by your Senior Leader.

PREVENTING CORRUPTION

Bribery and kickbacks – whether to governments, other businesses, or any individual – are never acceptable. Associates, consultants, or anyone else acting on our Firm's behalf must not offer or provide bribes, kickbacks, or other improper benefits to obtain an unfair advantage in business. For purposes of this policy, a bribe is defined as directly or indirectly offering anything of value to influence, persuade or secure an unfair advantage. This includes such things as: cash, gifts, entertainment, meals, travel and lodging, personal services, charitable donations, business opportunities, favors, offers of employment.

The Foreign Corrupt Practices Act (FCPA) and other U.S. and international laws prohibit payment of any money or providing anything of value to a foreign official to influence any business decision. Foreign officials include:

- + any foreign government, including any department, agency, military branch, court or legislature
- + any partially or wholly owned government entity such as a nationalized corporation or industry
- + any political party, including party officials or candidates
- + employees of public international organizations or any of their departments or agencies (i.e. World Bank, Red Cross)

Facilitation payments are payments that may be requested in foreign countries for obtaining ordinary licenses, work permits, visas and other similar customary governmental services. Prior to agreeing to or making any such payment, associates or others acting on our behalf must obtain express approval from our Legal Department.

COMMUNICATING WITH EXTERNAL PARTNERS

Integrity requires that we communicate with the public fairly and with a consistent voice. Be careful that in any communication that might become public, you do not appear to be speaking or acting on behalf of the Firm unless you have been specifically authorized to do so.

Communications that might become public include but are not limited to online forums, social media sites, interviews with journalists and television reporters, and bulletin boards. If you receive a call from a reporter or media outlet and you are asked to speak about a public issue on the Firm's behalf, politely decline the request and refer the person calling you to the Corporate Communications Team for response. For more information, refer to our **Media Communications Policy**.

WORKING WITH GOVERNMENTS

This section is intended to educate our associates and remind us that when we work in support of government, including the United States Federal Government, either as a direct supplier or a subcontractor, we are subject to rules that govern the procurement process. While our Commitment to Integrity applies equally across all our businesses, the following are just a few of the areas where working with governments requires us to honor several unique rules and obligations.

Conflicts of Interest

Individuals who have worked as a governmental employee may be subject to restrictions on their future business or employment-related activities within their former agency or department. The rules are very complex and agencies often have different interpretations of what is permitted under the rules. So, prior to engaging a former governmental employee – or if you are a former government employee – please remember to honor all restrictions that apply to engaging on contracts, programs, or with departments you or they supported while a government employee. If you are uncertain whether hiring a former government employee is appropriate, or if you are unsure about whether your assignment may violate the rules regarding personal conflicts of interest, please contact our Legal Department for guidance.

Organizational conflicts of interest can arise when work performed by a contractor's business with the government creates the potential for an unfair competitive advantage or may impair the business' ability to be objective in performing other tasks in support of the government. There are three types of organizational conflicts of interest: 1. Unequal access to information; 2. Ability to set biased ground rules; and 3. Impaired objectivity.

If you think any of these types of conflicts may apply, please contact our Legal Department for guidance.

Procurement Integrity

Every federal procurement is subject to the Procurement Integrity Act that establishes the level of interaction which the contractor may have with federal government employees during a purchase of goods or services by the federal government. Several state and local governments have similar laws. These laws prohibit contractors from intentionally obtaining contractor bid or proposal information or information about how the government is going to select the contractors who will win the award. If you happen to learn about either type of information, you should report it immediately to the Legal Department so you can receive guidance on how to handle the information.

Gifts and Gratuities

The rules against government employees accepting gifts and gratuities are very strict. So, it is our policy to prohibit the giving of any gift or gratuity to any government employee. As described earlier, a gift is anything of value including but not limited to a discount, entertainment, travel and transportation, cash, or a meal. You may however, offer light refreshments during a meeting to which government employees are invited. If you have any question about what qualifies as a gift or gratuity, please ask your manager, leader, or the Kforce Legal Department.

False Claims and Statements

As stated earlier, accurate and reliable records are crucial to ensuring we conduct business lawfully. When we support the government, it is very important that we can completely rely on the accuracy and completeness of our records, including timesheets, invoices, and inventories. If we fail to submit accurate invoices, timesheets, or other claims for payment we may face civil and criminal liability under the False Claims Act or other similar state and local laws. In addition, we may be in breach of our contracts, and that could result in termination of our client relationship, damage to our reputation, and impair our ability to win new government contracts.

If there is any reason to believe that records are not being created and maintained in accordance with this policy you must report it immediately to your manager, our Integrity Hotline, or through some other avenue listed in the “Speak Up” section above. Further, you must report any attempt to pressure you to prepare, alter, conceal or destroy documents in violation of this policy.

When it comes to service, we want to be the exception, not the rule. Our commitment to Exceptional Service means we go above and beyond what is expected. It also means that we are ethical in our business practices and work with ethical partners. Demonstrating Exceptional Service requires that we are: compassionate - by putting ourselves in the shoes of others; solutions driven - by proactively helping to solve problems or need; always timely; and attentive to the needs of others.

Being committed to Exceptional Service will ensure we build meaningful relationships with each other, our clients, candidates and business partners.

ETHICAL PARTNERS

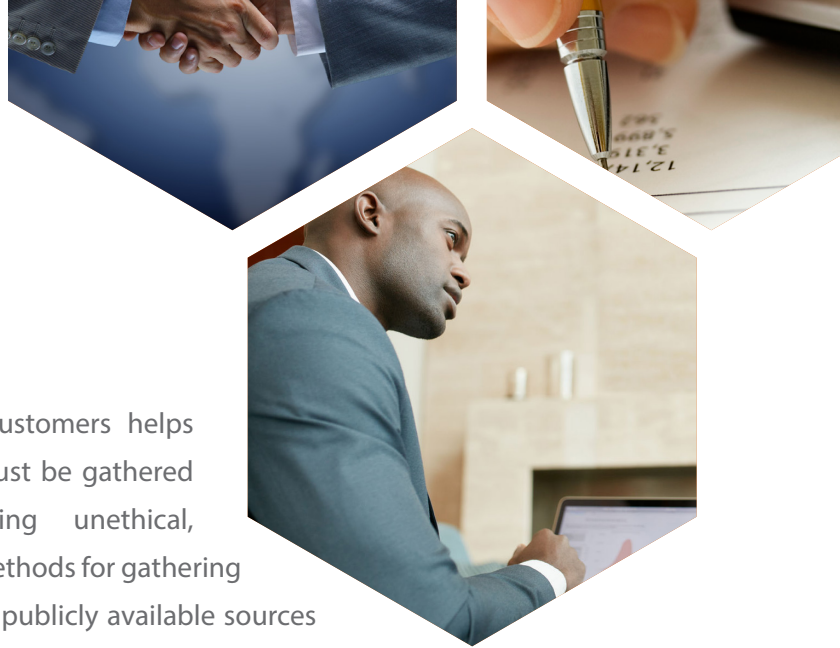
We are committed to conducting business ethically and morally. We expect the same of our business partners. As part of this Commitment, our Firm will not knowingly do business with anyone engaged in pursuits that we consider to be immoral or unethical.

ETHICAL SALES PRACTICE

Our vision is To Have A Meaningful Impact On All The Lives We Serve[®]. This starts with ensuring that we establish and maintain an ethical sales culture. Many of the concepts outlined in this Commitment are the foundation to those ethical sales practices. We hold ourselves to the highest standards of Respect, Trust, Integrity and Exceptional Service in all business relationships. When selling our services, the needs of our clients and candidates must come first. We should offer solutions that are in the best interest - and address the opportunities, of each individual business partner, rather than seek our own personal gain. Additionally, business leads are to be obtained through approved, legitimate and legal sources. Cutting corners or compromising compliance requirements to earn a commission will not be tolerated. If you have questions about our sales practices, please contact your manager or use one of the options listed in the "Speak Up" section.

Honest Advertising and Marketing

Our commitment to Exceptional Service requires that we deal with our clients and business partners honestly and fairly. It is our responsibility and policy to accurately represent the Firm and our services in our marketing, advertising, and sales materials. Deliberately misleading messages, omissions of important facts, or false claims about our services, successes, and competitors are prohibited. Representations in our marketing and sales materials must be fact-based and accurate.



Competitive Information

Gathering information about our competitors and customers helps us make good business decisions. Such information must be gathered in appropriate ways, however, and not through using unethical, dishonest, or illegal methods and means. Appropriate methods for gathering competitive information include but are not limited to: publicly available sources such as the internet, news sources, industry surveys, competitor marketing materials, and customer interviews.

ANTITRUST & FAIR COMPETITION

Antitrust and competition laws benefit us all by allowing us access to quality products, services, and talent at fair prices. These laws prohibit collusive or unfair business behavior that restricts free competition. We are never permitted to enter into agreements with competitors, regardless of whether the agreements are formal or informal, written or unwritten, regarding any of the following:

- + Prices or pricing strategy
- + Discounts
- + Terms of our customer relationships
- + Sales policies
- + Marketing plans
- + Customer selection
- + Allocating customers or market areas
- + Allocating candidates or agreeing not to recruit each others' employees
- + Contract terms and contracting strategies

We must be particularly careful when we interact with any competitor employee or representative, especially at trade association meetings or other industry events. Under no circumstances should you discuss customers, prospects, pricing or other business terms with any competitor.

PROCUREMENT & FAIR PURCHASING

Our procurement decisions are based on total value - quality, service, and price. The price paid for goods and services purchased by us must fairly represent the value of the goods or services provided. Unless written approval is provided by the supplier and our leadership, payments must only be made to the organization or individual providing the service and with whom we have an agreement to purchase. We will not purchase goods or services from any supplier that supplies unsafe products or services or violates laws or regulations applicable to the supplier.



We recognize that as successful members of our communities, we have a responsibility to support the communities we serve and contribute to the common good. We have a comprehensive Stewardship and Community program in place that provides a structure for all the members of our Kforce family to get involved with their local communities as a part of their careers. We truly believe in the adage that “it is better to give than to receive” and will continue to hold strong to our commitment to these Core Values.

CHARITABLE CONTRIBUTIONS & VOLUNTEERING

Our Core Values of Stewardship & Community commit us to supporting the communities we serve. Every year, we participate in a select group of humanitarian and charitable causes and events. When we choose to participate in a community or charitable project that utilizes limited associate or consultant time and Firm resources, we will let you know that the effort is officially Firm-sponsored. While we encourage associates and consultants to participate in charitable and humanitarian efforts, no one should use Firm time or resources to support the efforts, nor should anyone represent that he or she is acting on behalf of the Firm, unless approval is specifically granted by senior management. When promoting charitable contributions and events, we should follow the guidelines in our **Solicitation and Distribution Policy**.

POLITICAL ACTIVITIES & CONTRIBUTIONS

We encourage associates and consultants to exercise citizenship and fully participate in local, national and international political processes. However, you may not use your position to force or pressure others to make contributions or support candidates or political causes. Additionally, you must never use Firm funds or resources for political candidates, campaigns, or parties. This includes devoting work time to any candidate's campaign or political party and the use of any Kforce facility or property. Contributions to a candidate for elective office or a political party must be at your own expense and political activities you engage in must be on your own time.

ENVIRONMENTAL STEWARDSHIP

We understand that supporting our communities includes being good environmental stewards. While our industry may have a smaller environmental impact than others, we are committed to conducting business in an environmentally responsible manner. We encourage all associates, consultants and business partners to seek ways to proactively address our environmental impacts and ensure we are conducting business in compliance with all applicable laws and in a manner that is protective of the environment. Additionally, associates whose work directly affects environmental compliance must be familiar with the permits, laws, and regulations that apply to their work.

SOCIAL MEDIA

Social media provides opportunities for us to connect with our communities in ways that may not be found through traditional sources. Most of us participate in various forms of social media such as Facebook, LinkedIn, Twitter, and other similar platforms. Some of our associates and consultants even host their own websites and blogs. While there are many benefits to using social media, online communications are easily made public and, accordingly, social media communications can have a significant effect on our reputation.

Good judgement and respect for others and our Firm should act as our guide when communicating through social media. If you identify yourself as an associate or consultant, please be careful not to attribute your personal opinions or beliefs to Kforce. Unless you are authorized to speak on our behalf, do not make statements or announcements as a Kforce representative. For more information, refer to our **Social Media Policy**.

COMMITMENT TO THESE STANDARDS

Our culture is shaped by the values outlined in this Commitment, our Great People and our drive to work hard but have fun along the way. In order to preserve our culture, we must choose to hold firm these guidelines every day. This Commitment should serve as a road map to all we do. We understand, however, that it's not realistic to always remember everything that's outlined in this Commitment so if you find yourself in a situation where you're not sure what to do, please use one of the options available in the "Speak Up" section.

Our Compliance Program

We are all responsible for complying with this Commitment and we must hold each other accountable to the highest levels of integrity. However, our Commitment to Integrity is administered by our General Counsel and our Risk and Compliance Team. Our Risk and Compliance Team helps enforce this Commitment by ensuring it - and our policies - are up to date. The Commitment to Integrity is also endorsed by and has the full support of our Board of Directors. In addition to the "Speak Up" section, you can also contact the Risk and Compliance Team at ComplianceTeam@kforce.com if you have questions regarding the items in this Commitment.

Training

Our Risk and Compliance Team administers compliance training, including training on this Commitment. We provide training to our associates on many of the topics in this Commitment on an annual basis. All associates have a duty to complete the mandatory training.

INVESTIGATION

There are times we must look into situations that could involve a violation of this Commitment, one of our policies, or other misconduct. All of us have a responsibility to cooperate with Firm investigations, to treat those investigations with high discretion, and to be honest and forthcoming in those investigations. Failure to cooperate with an investigation can lead to discipline up to and including termination. You will never be subject to retaliation for your good faith participation as a complainant or witness about an investigation.

CONCLUSION

Thank you for sharing our Commitment to Integrity. While this Commitment does not create a contract of employment or alter anyone's at will employment status, honoring these policies will help us live up to our Core Values and our vision To Have A Meaningful Impact On All The Lives We Serve®.