

PRGX GLOBAL, INC.

CODE OF CONDUCT

I. GENERAL STATEMENT OF BUSINESS PHILOSOPHY

The recognition of and the commitment to shared goals is fundamental to the philosophy of PRGX Global, Inc. (the "Company"). One essential objective is our conviction to uphold ethical standards in all our corporate activities. These standards apply to all the Company's activities in every market that it serves. The purpose of this Code of Conduct is to strengthen the Company's ethical climate and to provide basic guidelines for situations in which ethical issues arise.

We strive to do business with customers and suppliers of sound business character and reputation. We do not knowingly support any public or private organization that espouses discriminatory policies or practices. We expect all our employees to perform their work with honesty, truthfulness and integrity.

It is the policy of the Company to comply with all applicable laws, including, without limitation, employment, discrimination, health, safety, antitrust and securities laws. No director, officer or other employee of the Company has authority to violate any law or to direct another employee or any other person to violate any law on behalf of the Company.

Each employee and non-employee director of the Company (sometimes referred to collectively as a "covered person") is, and will be held, responsible for the observance of this Code of Conduct. If any covered person has questions about any section of this Code of Conduct, he or she should direct all questions to his or her immediate supervisor, the Company's Compliance Officers, Human Resources, or the Legal Department. If a covered person becomes aware that another covered person may have violated this Code of Conduct, he or she is obligated to report it in accordance with procedures set forth below. No one has the authority to retaliate against a covered person for reporting a possible violation. Failure to comply with any of the provisions of this Code of Conduct subjects the covered person to disciplinary measures up to and including termination.

II. POLICIES AND PRACTICES

A. Observing Company Policies and Rules

The Company establishes policies and rules that govern certain activities of its employees. Many of these policies and rules are included in the employee handbooks that various business units of the Company may adopt from time to time. Each employee is required to comply with all such policies and rules established by the Company from time to time that are applicable to such employee. In addition, certain of these policies, such as the securities trading policy, expressly apply to the directors of the Company as well as all employees, and the Code of Ethics for the Senior Financial Officers applies to the employees holding the positions covered by such code.

B. Conflicts of Interest

A conflict of interest may arise in any situation in which a covered person's loyalties are divided between business interests that, to some degree, are incompatible with the interests of the Company. All such conflicts should be avoided. The Company demands absolute integrity from all covered persons and will not tolerate any conduct that falls short of that standard. The Company expects that no covered person will knowingly place himself or herself in a position that would have the appearance of being in conflict with the interests of the Company. Some of the more sensitive areas of conflicts of interest and the Company's related guidelines are as follows:

1. Accepting Gifts and Entertainment

The Company's aim is to deter givers of gifts from seeking or receiving special favors from Company employees. (For guidelines concerning the giving of gifts to, or entertainment of, customers and others by Company employees, employees are referred to paragraph G. below). Accepting any gift of more

than nominal value or entertainment that is more than a routine social amenity can appear to be an attempt to influence the recipient into favoring a particular customer, vendor, consultant or the like. To avoid the reality and the appearance of improper relations with current or prospective customers, vendors and consultants, covered persons should observe the following guidelines when deciding whether or not to accept gifts or entertainment:

a. Gifts

Gifts such as merchandise, travel or entertainment, as well as personal services or favors, where it is reasonable to assume that the donor is primarily motivated by business considerations, may not be accepted unless they have a value of less than \$100. This dollar limit is intended to serve as a guideline, and covered persons are urged to consult with a Compliance Officer before accepting any gifts of more than this value. Gifts of any amount may never be solicited. A gift of cash or securities may never be accepted.

In some international business transactions, it is customary and lawful for business leaders in a host country to give gifts to Company employees. These gifts may be of more than nominal value and under the circumstances returning the gifts or paying for them may be an affront to the giver. In such a situation, the gift must be reported to the employee's supervisor. In all other instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, supervisors must be notified. In some cases, such gift may be retained by the Company, at its sole discretion.

b. Entertainment

Normal business entertainment such as lunch, dinner, theater, a sporting event, and the like, is appropriate if of a reasonable nature and in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations. All such entertainment should be reported (in advance, if practical) by the employee to his or her supervisor. An offer of tickets or invitations to entertainment when the prospective host will not be present at the event is treated as a gift subject to the provisions of paragraph a. above.

2. Outside Activities

It is the policy of the Company that no employee is to have a "free-lance" or "moonlighting" activity that will materially encroach on the time or attention which should be devoted to the employee's duties; adversely affect the quality of work performed; compete with the Company's activities; imply sponsorship or support by the Company of the outside employment or organization; or adversely affect the good name of the Company. Human Resources may from time to time exempt certain activities from this prohibition. All other free-lance or moonlighting activities require the prior written approval of the employee's supervisor. Employees who free-lance or moonlight may not use Company time, facilities, resources, or supplies for such work.

3. Appropriation of Corporate Opportunities

Covered persons must advance the legitimate interests of the Company when the opportunity to do so arises. Covered persons, for their own benefit or for the benefit of another, may not (i) pursue an opportunity discovered through the use of the Company property, information or position without the

prior written consent of Chief Executive Officer or the Audit Committee or (ii) use the Company's property, information or position for personal gain.

4. Interests in Other Businesses

Covered persons shall not engage in a significant personal business transaction involving the Company unless such transaction has the prior written approval of the Chief Executive Officer, or in the case of a director or officer of the Company, the prior approval of the Audit Committee. Unless approved in writing in advance by an employee's supervisor, neither an employee nor his or her spouse, domestic partner, or any other member of the employee's immediate family may directly or indirectly have a financial interest (whether as an investor, lender, employee or other service provider) in a competitor, or in a client or supplier if that employee or his or her subordinates deal directly or indirectly with that client or supplier in the course of his or her job with the Company.

5. Use of Company Property and Information

All covered persons are responsible for the proper use of the Company's physical resources and property, as well as its proprietary and other confidential information. Unless otherwise prohibited by employee's supervisor, reasonable incidental use of a Company telephone, computer or other equipment is permitted.

a. Company Property and Facilities

Company property, facilities or physical resources may not be used for solicitation or distribution activities which are not related to an employee's services to the Company, except for charitable activities that have been approved in writing in advance by the Company. Employees may not solicit any other employee during working time, nor may employees distribute literature in work areas at any time. Under no circumstances may an employee disturb the work of others to solicit or distribute literature to them during their working time. Persons not employed by the Company may not solicit Company employees for any purposes on Company premises.

Any covered person found to be engaging in, or attempting, theft of any property of the Company, including documents, equipment, intellectual property, personal property of other covered persons, cash or any other items of value will be liable to immediate summary dismissal and possible criminal proceedings against them. All covered persons have a responsibility to report any theft or attempted theft to the Company's management.

b. Company Proprietary and Other Confidential Information

The Company operates in extremely competitive markets. Every employee should be aware that in any competitive environment, proprietary information and trade secrets must be safeguarded in the same way that all other important Company assets are protected. Information concerning pricing, products and services that are being developed, and other such trade secrets, including information pertaining to any prospective Company acquisition or divestiture, must be held in the strictest confidence, and reasonable prudence and care should be exercised in dealing with such information in order to avoid inadvertent inappropriate disclosure. This information must not be used in any way other than as required in performing employment duties. All files, records and reports acquired or created in the course of employment are the property of the Company. Originals or copies of such documents may be removed from the Company's offices for the sole purpose of performing the covered person's duties to the Company and must be returned at any time upon request.

c. Trademarks, Service Marks and Copyrights

Trademarks and service marks - words, slogans, symbols, logos or other devices used to identify a

particular source of goods or services - are important business tools and valuable assets which require care in their use and treatment. No covered person may negotiate or enter into any agreement respecting the Company's trademarks, service marks or logos without first consulting the Legal Department. The Company also respects the trademark rights of others and any proposed name of a new product, financial instrument or service intended to be sold or rendered to customers must be submitted to the Legal Department for clearance prior to its adoption and use. Similarly, using the trademark or service mark of another company, even one with whom our Company has a business relationship, always requires clearance or approval by our Legal Department, to ensure that the use of that other Company's mark is proper.

Covered persons must avoid the unauthorized use of copyrighted materials of others and should confer with the Legal Department if they have any questions regarding the permissibility of photocopying, excerpting, electronically copying or otherwise using copyrighted materials. In addition, simply because material is available for copying, such as matter downloaded from the Internet, does not mean that it is automatically permissible to copy or re-circulate (by, for example, email or posting to an intranet facility). All copies of copyrighted work of the Company including all machine readable works such as computer software must bear the prescribed form of copyright notice.

The Company is legally entitled to all rights in ideas, inventions and works of authorship relating to its business that are made by employees during the scope of their employment with the Company or using the resources of the Company ("Employee Developments"). As a condition of employment, employees are required to promptly disclose all Employee Ideas to their supervisor, and to execute the necessary documentation to transfer all Employee Developments to the Company to evidence its ownership, or to obtain legal protection for them.

6. Company Political Involvement

Covered persons are free to exercise the right to make political contributions within legal limits, unless such a contribution is otherwise prohibited by other policies of the Company. The Company will not reimburse any covered person for political contributions, and covered persons should not attempt to receive or facilitate such reimbursements. Generally, no contribution may be made with the expectation of favorable government treatment in return. In any event, all contributions, by whoever made, are subject to a series of complex and sometimes inconsistent sets of rules governing, among other things, the amount of, and manner in which, contributions may be made. Any questions about compliance should be directed to a Compliance Officer or the Legal Department. In addition, any political activity or contribution by a covered person that might appear to constitute an endorsement or contribution by the Company must be approved in advance by a Compliance Officer or the Legal Department.

C. Securities Laws

Covered persons may not trade in (or even recommend) Company stock based on inside information. "Insider trading" is the purchase or sale of a publicly traded security while in possession of important non-public information about the issuer of the security. Such information includes, for example, non-public information on Company earnings, significant gains or losses of business, or the hiring, firing or resignation of a director or executive officer of the Company. Insider trading, as well as "tipping", which is communicating such information to anyone who might use it to purchase or sell securities, are prohibited by the securities laws. When in doubt, information obtained as a covered person of the Company should be presumed to be important and not public.

Directors and certain employees of the Company are also prohibited from trading in Company stock during any quarterly "black-out" period prior to the public release by the Company of its quarterly earnings.

Covered persons who have questions pertaining to the sale or purchase of a security under

circumstances that might involve confidential information or securities laws should consult the Company's policy on securities trading or the Legal Department.

D. Antitrust Laws

The Federal government, most state governments, the European Economic Community and many foreign governments have enacted antitrust or "competition" laws. These laws prohibit "restraints of trade", which are certain conduct involving competitors, clients or suppliers in the marketplace that have the effect of reducing competition. Their regulatory purpose is to ensure that markets for goods and services operate competitively and efficiently, so that customers enjoy the benefit of open competition among their suppliers and sellers similarly benefit from competition among their purchasers. In the United States and some other jurisdictions, violations of the antitrust laws can lead to substantial civil liability - triple the actual economic damages to a plaintiff. Moreover, violations of the antitrust laws are often treated as criminal acts that can result in felony convictions of both corporations and individuals.

Strict compliance with antitrust and competition laws around the world is essential. These laws are very complex. Some types of conduct are always illegal under the antitrust laws of the United States and many other countries. Covered persons must be alert to avoid even the appearance of such conduct. These are:

Agreements with competitors:

- to set prices or any other economic terms of the sale, purchase or license of goods or services, to use a common method of setting prices, or to set any conditions of sale or purchase, on any terms of a bid or whether or not to bid;
- to allocate or limit clients, geographic territories, products or services, or not to solicit business from each other in one or more ways;
- not to do business with (to "boycott") one or more clients, suppliers, licensors or licensees; and to limit production volume or research and development, to refrain from certain types of selling or marketing of goods or services, or to limit or standardize the features of products or services.

Other activities are not absolutely illegal, but will be legal in some market situations and illegal in others. Some of these types of conduct involve agreements with third parties such as competitors, clients, suppliers, licensees or licensors. Others involve unilateral actions that may result in claims that the Company has monopolized or attempted to monopolize a market. Covered persons should obtain advance approval of the Legal Department before engaging in such activity. These types of conduct are described below:

- "Predatory" pricing, or pricing below some level of cost, with the effect of driving at least some competition from the market;
- Exclusive dealing arrangements that require customers or licensees not to deal in the goods or services of the Company's competitor;
- Reciprocal purchase agreements that condition the purchase of a product on the seller's agreement to buy products from the other party;
- "Tying" arrangements, in which a seller conditions its agreement to sell a product or service that the buyer wants on the buyer's agreement to purchase a second product that the buyer would prefer not to buy or to buy elsewhere on better terms; and
- "Bundling" or market share discounts in which the final price depends on the client's purchase of multiple products or services or on allocating a specified percentage of its total purchases to the Company's products.

This Code of Conduct is not intended as a comprehensive review of the antitrust laws, and is not a substitute for expert advice. If any employee has questions concerning a specific situation, he or she should contact a Compliance Officer or the Legal Department before taking action.

E. International Operations

Laws and customs vary throughout the world, but all employees must uphold the integrity of the Company in other nations as diligently as they would do so in the United States. When conducting business in other countries, it is imperative that employees be sensitive to foreign legal requirements and United States laws that apply to foreign operations, including the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act generally makes it unlawful to give anything of value directly or indirectly to foreign government officials, foreign political parties, party officials, or candidates for public office for the purposes of obtaining, or retaining, business for the Company. Employees should contact a Compliance Officer or the Legal Department if they have any questions concerning a specific situation.

F. Relationships with Public Officials

Some employees do business with federal, state or local government agencies. All employees engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with public agencies. Such employees must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to influence public officials in the performance of their official duties.

G. Bribery, Kickback and Fraud

No funds or assets of the Company or any covered person shall be paid, loaned or otherwise disbursed as bribes, "kickbacks", or other payments designed to influence or compromise the judgment of the recipient. No covered person of the Company shall accept any funds or other assets (including those provided as preferential treatment to the covered person for fulfilling their responsibilities), for assisting in obtaining business or for securing special concessions from the Company.

Covered persons should conduct their business affairs in such a manner that the Company's reputation will not be impugned if the details of their dealings should become a matter of public discussion.

Covered persons must not engage in any activity that degrades the reputation or integrity of the Company.

To illustrate the strict ethical standard the Company expects every covered person to maintain, the following conduct is expressly prohibited:

- Payment or receipt of money, gifts, loans or other favors which may tend to influence business decisions or compromise independent judgment;
- Payment of rebates or "kickbacks" for obtaining business for or from the Company;
- Receipt of fees or "kickbacks" for business conferred by the Company;
- Payment of bribes to government officials to obtain favorable rulings; and
- Any other activity that would similarly degrade the reputation or integrity of the Company.

Any covered person found to be receiving, accepting, making or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be subject to termination and possible criminal proceedings against them. Any covered person found to be attempting fraud or engaging in fraud will be subject to termination and possible criminal proceedings against them. All covered persons have a responsibility to report any actual or attempted bribery, kickback or fraud to the Company.

H. Books and Records

All employees with supervisory duties should establish and implement appropriate internal accounting

controls over all areas of their responsibility to ensure the safeguarding of the assets of the Company and the accuracy of its financial records and reports. The Company has adopted controls in accordance with internal needs and the requirements of applicable laws and regulations. Established accounting practices and procedures, including the revenue recognition policy, must be followed to assure the complete and accurate recording of all transactions. All employees, within their areas of responsibility, are expected to adhere to these procedures, as directed by appropriate Company officers.

Any accounting adjustments that materially depart from the established accounting practices and procedures must be approved by the Audit Committee and reported to the Company's independent auditors. In addition, all material off-balance-sheet transactions, arrangements and obligations, contingent or otherwise, and other relationships of the Company with unconsolidated entities or other persons that may have material current or future effects on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources or significant components of revenues or expenses must be disclosed to the Audit Committee and the Company's independent auditors.

No covered person may interfere with or seek to improperly influence, directly or indirectly, the auditing of the Company's financial records. Violation of these provisions shall result in disciplinary action, up to and including termination, and may also subject the violator to substantial civil and criminal liability. If a covered person becomes aware of any improper transaction or accounting practice concerning the resources of the Company, he or she should report the matter immediately to his or her supervisor, a Compliance Officer or to a member of the Audit Committee. Covered persons may also file a confidential, anonymous complaint with if they have information regarding questionable accounting or auditing matters. There will be no retaliation against covered persons who disclose questionable accounting or auditing matters.

I. Employment Policies

The Company is committed to fostering a work environment in which all individuals are treated with respect and dignity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Therefore, the Company expects that all relationships among persons in the workplace will be businesslike and free of unlawful bias, prejudice and harassment. It is the Company's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, or any other status protected by law. The company's nondiscrimination policy and anti-harassment policy is contained in the U.S. employee handbook which is available at the Company's intranet website, <http://intranet.prgx.com>.

It is the Company's policy to comply with all applicable wage and hour laws and other statutes regulating the employer- employee relationship and the workplace environment.

No covered person may interfere with or retaliate against another covered person who seeks to invoke his or her rights under the laws governing labor and employee relations. If any employee has any questions about the laws or Company policies governing labor and employee relations matters, he or she should consult the Company's intranet website or employee handbook or contact the Human Resources Department, a Compliance Officer, or the Legal Department.

The Company is committed to providing a safe workplace for all employees. In addition, several laws and regulations impose responsibility on the Company to safeguard against safety and health hazards. For that reason, and to protect the safety of themselves and others, employees and other persons who are present at Company facilities are required to follow carefully all safety instructions and procedures that the Company adopts. Questions about possible health and safety hazards at any Company facility should be directed immediately to the employee's supervisor.

J. Computer, E-mail and Internet Policies

Every covered person is responsible for using the Company's computer system, including, without limitation, its electronic mail (E-mail) system and the Internet (collectively, the "Computer System"), properly and in accordance with Company policies in effect from time to time. Any questions about these policies should be addressed to the employee's immediate supervisor or a Compliance Officer. Covered persons should be aware of, among other matters, the following:

1. The Computer System Is Company Property

The computers that employees are provided or have access to for work and the E-mail system are the property of the Company and have been provided for use in conducting Company business. All communications and information transmitted by, received from, created or stored in its Computer System (whether through word processing programs, E-Mail, the Internet or otherwise) are Company records and property of the Company.

2. No Expectation of Privacy

The Company has the right, but not the duty, for any reason and without the permission of any covered person, to monitor any and all of the aspects of its Computer System, including, without limitation, reviewing documents created and stored on its Computer System, deleting any matter stored in its system, monitoring sites visited by employees on the Internet, monitoring chat and news groups, reviewing material downloaded or uploaded by users from the Internet, and reviewing E-mail sent and received by users. Covered persons should not have an expectation of privacy in anything they create, store, send or receive on the Computer System.

3. Professional Use of Computer System Required; Other Policies Apply

Covered persons are reminded to be courteous to other users of the system and always to conduct themselves in a professional manner. The Company's policies against discrimination and harassment (sexual or otherwise) apply fully to the Company's Computer System, and any violation of those policies is grounds for discipline up to and including discharge.

4. Offensive and Inappropriate Material; Illegal Activities

Company policies prohibit using the Company's Computer System to send or receive messages or files that are illegal, sexually explicit, abusive, offensive or profane.

5. Solicitations

The Company's Computer System may not be used to solicit for religious or political causes, commercial enterprises, outside organizations, or other activities not related to a covered person's services to the Company.

6. Copyrights and Trademarks

The Company's Computer System may not be used to send (upload) or receive (download) copyrighted materials, trade secrets, proprietary financial information, or similar materials.

K. Document Retention

The space available for the storage of Company documents, both on paper and electronic, is limited and expensive. Therefore, periodic discarding of documents is necessary. On the other hand, there are legal

requirements that certain records be retained for specific periods of time. Before disposing of documents, covered persons should consult the applicable Company records retention policy in effect from time to time. Employees who are unsure about the need to keep particular documents should consult with their supervisor, so that a judgment can be made as to the likelihood that the documents will be needed.

Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If a covered person is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should contact the Legal Department.

III. COMPLIANCE WITH THE CODE OF CONDUCT

All covered persons have a responsibility to understand and follow the Code of Conduct. In addition, all covered persons are expected to perform their work with honesty and integrity in any areas not specifically addressed by the Code of Conduct. A violation of this Code of Conduct may result in appropriate disciplinary action including the possible termination from employment with the Company without additional warning.

The Company strongly encourages dialogue among employees and their supervisors to make everyone aware of situations that give rise to ethical questions and to articulate acceptable ways of handling those situations. In addition, each director of the Company and each senior manager designated by the Audit Committee of the Company shall annually certify that he or she has complied with the Code of Conduct and to the best of his or her knowledge the business unit where he or she is employed is in compliance with all of its provisions.

The Code of Conduct reflects general principles to guide covered persons in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code of Conduct prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to conduct of a covered person, whether or not such matters are expressly discussed in this document. The Code of Conduct is not intended to create any expressed or implied contract with any covered person or third party. In particular, nothing in this document creates any employment contract between the Company and any of its employees.

The Board of Directors of the Company has the exclusive responsibility for the final interpretation of the Code of Conduct. The Code of Conduct may be revised, changed or amended at any time by the Board of Directors of the Company. In appropriate circumstances, compliance with the Code of Conduct may only be waived by the Board of Directors.

IV. REPORTING SUSPECTED NON-COMPLIANCE

A. General Policy:

To assist in the administration of the Code of Conduct, the Company has designated four Compliance Officers. They are the Chief Executive Officer, the Chief Financial Officer, the General Counsel and the Vice President – Internal Audit. As part of its commitment to ethical and legal conduct, the Company expects its covered persons to bring to the attention of a Compliance Officer, or any of the people he or she designates information about suspected violations of this Code of Conduct or of law by any Company covered person. Covered persons who have information about suspected improper accounting or auditing matters should bring it to the attention of their supervisors, a Compliance Officer and/or a member of the Audit Committee, or submit an anonymous report by mail, telephone or E-mail through the Company's intranet site. Covered persons are required to come forward with any such information, without regard to the identity or position of the suspected offender. The Company will treat the information

in a confidential manner (consistent with appropriate evaluation and investigation) and will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a report in good faith.

Because failure to report violations of the Code of Conduct can itself be understood to condone such violations, failure to report knowledge of violations may result in disciplinary action against those who fail to report.

B. Reporting Procedure

Notification - Information about known or suspected violations by any covered person should be reported promptly. Whenever practical covered persons are encouraged to report in writing.

Investigation - Reports of violations will be investigated under a Compliance Officer's supervision, or if the violation is significant or involves an executive officer or a director, under the supervision of the Chairman of the Audit Committee. Covered persons are expected to cooperate in the investigation of reported violations. Reports of violations and the results of the investigations will be reported to the Audit Committee at least quarterly.

Confidentiality – To the extent practical and appropriate under the circumstances, the investigation will not disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Covered persons should be aware that the person supervising the investigation and those assisting him or her are obligated to act in the best interests of the Company, and do not act as personal representatives or lawyers for covered persons

Protection Against Retaliation - Retaliation in any form against an individual who either reports a violation of this Code of Conduct or of law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Acts of retaliation should be reported immediately and will be disciplined appropriately. This prohibition against retaliation does not preclude the Company from disciplining a covered person who has reported violations or assisted in the investigation of a reported violation; provided that such discipline relates solely to another act or failure to act by such covered person that is a recognized ground for discipline by the Company.