



Corporate Governance Policies of the Board of Directors

Computer Task Group, Incorporated

1. INTRODUCTION

The board of directors has adopted these policies as a general framework to assist the board in carrying out its responsibilities. The board, on behalf of the company and its stockholders, oversees and provides general direction to the management of the company.

In addition to other board or committee responsibilities outlined below, the responsibilities of the board include reviewing the overall operating, financial and strategic plans and performance of the company, selecting and evaluating the company's senior executives, overseeing appropriate policies of corporate conduct and compliance with laws, and reviewing the process by which financial and non-financial information about the company is provided to management, the board and the company's stockholders.

The company's senior officers, under the direction of the chief executive officer, are responsible for the operations of the company, implementation of the strategic, financial, and management policies of the company, preparation of financial statements and other reports that accurately reflect requisite information about the company, and timely reports which inform the board about the foregoing matters.

These policies are not intended as binding legal obligations or inflexible requirements, and are not intended to interpret applicable laws and regulations or modify the company's certificate of incorporation or bylaws.

2. BOARD COMPOSITION

(a) Size of the Board. The board of directors will periodically review the appropriate size of the board. The company's bylaws currently provide that the authorized number of directors shall be fixed from time to time by the vote of a majority of the entire board. The board is classified with the terms of office of each of the three classes of directors ending in successive years of three year terms, as provided in the company's certificate of incorporation.

(b) Majority of Independent Directors. A majority of the directors serving on the board will meet the standard of director independence set forth in the Nasdaq listing standards as the same may be amended from time to time (the "listing standards"), as well as other factors not inconsistent with the listing standards that the board considers appropriate for effective oversight and decision-making by the board.

(c) Affirmative Determination of Independence. The board will affirmatively determine annually and at other times required by the listing standards that the directors designated as independent have no material relationships to the company (either directly or with an organization in which the director is a partner, stockholder or officer or is financially interested) that may interfere with the exercise

of their independence from management and the company. If the board determines that a director has a relationship which is not material, the company will disclose the determination in its annual proxy statement, provided that the board may adopt and disclose categorical standards to assist it in making determinations of independence and may make a general disclosure if a director meets these standards.

(d) Management Directors. The board anticipates that the company's chief executive officer will be nominated to serve on the board. The board may also appoint or nominate other members of the company's management whose experience and role at the company are expected to help the board fulfill its responsibilities.

(e) Chairperson and Presiding Independent Director. The board will periodically appoint a chairperson of the board. Both independent and management directors, including the chief executive officer, are eligible for appointment as the chairperson. If the chairperson is not an independent director, the board will either designate an independent director to preside at the meetings of independent directors or a procedure by which a presiding director is selected for these meetings. The company will appropriately disclose the name of this presiding director or method by which interested parties may contact the independent directors.

(f) Selection of Board Nominees. The Nominating and Corporate Governance Committee will determine the individuals to be nominated to serve on the company's board of directors for election by stockholders at each annual meeting of stockholders, and to be appointed to fill vacancies on the board of directors, subject to legal rights, if any, of third parties to nominate or appoint directors.

(g) Board Membership Criteria. The board's policy is to encourage selection of directors who will contribute to the company's overall corporate goals of responsibility to its stockholders, industry leadership, customer success, positive working environment, and integrity in financial reporting and business conduct. The board and the Nominating and Corporate Governance Committee will from time to time review the experience and characteristics appropriate for board members and director candidates in light of the board's composition at the time and skills and expertise needed for effective operation of the board and its committees.

(h) Length of Board Service. The Nominating and Corporate Governance Committee will review the length of service of its members when a director is eligible to be re-nominated for board membership, including an assessment of individual director performance, number of other public and private company boards on which the individual serves, composition of the board at that time, and other relevant factors. The board does not believe that there should be a fixed term or retirement age for directors or that directors who retire from or change their principal occupation or business should necessarily be required to end their service as directors. Management directors who retire from or change their principal occupation or business will offer to resign their service as directors, which offer may then be evaluated by the board in light of the individual circumstances.

(i) Board Compensation. The board, through the Compensation Committee, will review or request management or outside consultants to review, appropriate compensation policies or changes in compensation policies for the directors serving on the board and its committees. This review may consider board compensation practices of other comparable public companies, contributions to the board functions, time commitments expected for board and committee service, and other appropriate factors.

3. BOARD MEETINGS

(a) Scheduling of Full Board Meetings. The Chairperson of the board will schedule in advance regular meetings of the board, ordinarily held at least once each quarter at the company's principal executive office or other location designated by the meeting notice.

(b) Meetings of Independent Directors. The independent directors will hold during each fiscal year regular meetings of the independent members of the board without management present, at such times and for such purposes as the independent directors consider to be appropriate. For the convenience of the directors, these meetings may, but need not, be scheduled to coincide with the dates of regular board meetings. The independent directors may invite the company's independent auditors, legal counsel, finance staff and other employees to attend portions of these meetings.

(c) Agenda. The chairperson of the board will have primary responsibility for establishing the agenda for each meeting and arranging for the agenda to be sent in advance of the meeting to the directors along with appropriate written information and background materials. Each board committee, and each individual director, is encouraged to suggest items for inclusion on the agenda. The chairperson and the full board separately have authority to require the board to meet in executive sessions to discuss sensitive matters with or without distribution of written materials.

(d) Access to Information. The company's management will afford each board member access to the company employees and the outside auditors, legal counsel and other professional advisers for any purpose reasonably related to the board's responsibilities. Each director is entitled to inspect the company's books and records and obtain such other data and information as the director may reasonably request; inspect facilities as reasonably appropriate for the performance of director duties; and to receive notice of all meetings in which a director is entitled to participate and copies of all board and committee meeting minutes.

(e) Independent Inquiries and Advisers. The board is authorized to conduct investigations, and to retain, at the expense of the company, independent legal, accounting, investment banking, or other professional advisers selected by the board, for any matters relating to the purpose or responsibilities of the board.

4. BOARD COMMITTEES

(a) Committees. The committees of the board are the Audit Committee, Compensation Committee, and Nominating/Corporate Governance Committee and Executive Committee. The board may from time to time establish additional committees.

(b) Committee Member Selection. After considering the recommendations of the Nominating and Corporate Governance Committee, the board will designate the members and the chairperson of each committee, endeavoring to match the committee's function and needs for expertise with individual skills and experience of the appointees to the committee. Each member of the Audit, Compensation and Nominating and Corporate Governance Committees will be independent as defined in the applicable listing standards, laws and regulations.

(c) Committee Functions. Each of the Audit, Compensation and Nominating and Corporation Governance Committees will have a written charter approved by the board in compliance with applicable listing standards, laws and regulations. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter, the authority delegated by the board to the committee, and legal, regulatory,

accounting or governance principles applicable to that committee's function. The company will afford access to the company's employees, professional advisers, and other resources, if needed, to enable committee members to carry out their responsibilities.

5. BOARD MEMBER RESPONSIBILITIES

(a) Director Responsibilities.

(i) Generally. A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interests of the corporation.

(ii) Disclose Relationships. Each independent director is expected to disclose promptly to the board any existing or proposed relationships with the company (other than service as a board member or on board committees) which could affect the independence of the director under applicable listing standards or any additional standards as may be established by the board of directors from time to time, including direct relationships between the company and the director and his or her family members, and indirect relationships between the company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested.

(iii) Reporting and Compliance Systems. Based on information available to the director, each director should be satisfied that company management maintains an effective system for timely reporting to the board or appropriate board committees on the following: (1) the company's financial and business plans, strategies and objectives; (2) the recent financial results and condition of the company and its business segments; (3) significant accounting, regulatory, competitive, litigation and other external issues affecting the company; and (4) systems of control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies. Each director is expected to have a basic understanding of the foregoing matters to the extent information is furnished by management or otherwise available to the board.

(iv) Attendance. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

(v) Reliance on Information. In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the company.

(b) Transactions Affecting Director Independence. Without the prior approval of the Audit Committee or another independent committee of the board, the company will not make significant charitable contributions to organizations in which a director or a family member of the director is affiliated, enter into consulting contracts with (or otherwise provide indirect forms of compensation to) a director, or enter into any relationships or transactions (other than service as a director and board committee member) between the company and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling stockholder, officer, manager, or trustee, or materially financially interested), if required to be disclosed under Item 404 of the SEC Regulation S-K. Notwithstanding the foregoing, to the extent required to comply with SEC rules, no member of the Audit Committee will be an affiliated person of the company or receive any direct or

indirect compensation from the company other than for service as a director and on committees on which the individual serves.

(c) Continuing Education. The board is expected periodically to review appropriate policies and procedures for providing orientation sessions for newly elected or appointed directors, and recommending on an as-needed basis continuing director education programs for board or committee members.

(d) Annual Evaluation. The board is expected to evaluate annually its corporate governance policies and guidelines and whether the board and its committees are functioning effectively.

6. MANAGEMENT RESPONSIBILITY

(a) Management Succession Planning. The chief executive officer will review with the board management succession and development plans for executive officers. The board may from time to time ask the Compensation Committee to undertake specific reviews concerning management succession planning.

(b) Financial Reporting and Legal Compliance. The board's governance and oversight functions do not relieve the primary responsibilities of the company's management for (1) preparing financial statements which accurately and fairly present the company's financial results and condition, and (2) maintaining systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of the company's business.

(c) Corporate Communications. Executive management has the primary responsibility to establish policies concerning the company's communications with investors, the press, customers, suppliers and employees.

(d) Communication of Corporate Governance Guidelines. As required by the listing standards, management will assure that the company's website will include a copy of these guidelines, copies of the charters of the Audit, Compensation, and Nominating and Corporate Governance committees and, if applicable, other key committees of the board, and a copy of the company's code of business conduct and ethics. Management will also include in the company's annual report to stockholders statements to the effect that this information is available on the company's website and in print to any stockholder who requests it.