

CODE OF ETHICS AND BUSINESS CONDUCT POLICY

Purpose of this Code

We have prepared this Code of Ethics and Business Conduct to help you understand Kforce's standards of ethical business practices. It is part of who we are and what we represent, and should be read in conjunction with our Mission Statement and Statement of Core Values. This Code also applies to all consultants, agents and other representatives retained by the Company.

The principles set forth in this Code describe how we should behave. Kforce will conduct its operations consistent with the highest business, legal and ethical considerations. Compliance with these principles is vital. Personal responsibility is at the core of our principles and culture. We expect everyone associated with Kforce not only to know right from wrong, but also to always choose right over wrong. In every business decision we make, we must follow the ethics and compliance principles of the Company. It is also our responsibility to report anything we observe or know about that might violate these principles.

No Code could ever anticipate every ethical decision we may face in business. So whenever you are in doubt about any matter that may have ethical implications, you should seek guidance within the Company or individual business unit. You may also seek guidance from our Chief Compliance Officer (Joe Liberatore) or our Director Corporate Human Resources.

Violation of this Code is a serious matter and could subject you or Kforce to civil liability or even criminal prosecution. It is important that you read this Code carefully and ask questions about anything you do not understand. Each of us must understand and accept our personal responsibility in preserving and enhancing Kforce's reputation for integrity. In addition to this Code, including the Foreign Corrupt Practices Act (FCPA) refer to training module three on Professional Standards located on the KnowledgeBank. It will provide additional detailed guidance on how to incorporate our Code of Conduct into your daily activities.

Obey the Law

We will conduct our business in accordance with all applicable Federal and State laws and regulations. Violating or not complying with Federal and State law compromises the Company's ethical responsibilities, jeopardizes existing contracts, and subjects the Company to potential fines and penalties. Anyone found willfully violating the law will be subject to disciplinary action up to and including termination.

Promote a Positive Work Environment

All employees want and deserve a work place where they feel respected, satisfied, and appreciated. Harassment or discrimination of any kind including but not limited to race, color, religion, gender, age, national origin, disability, veteran, marital status, or other protected status, is unacceptable in our work place environment.

Providing an environment that supports the honesty, integrity, trust, responsibility, and citizenship of every employee permits us the opportunity to achieve excellence in our work place. While everyone who works for the Company must contribute to the creation and maintenance of such an environment, our executives and management personnel assume special responsibility for fostering a context for work that will bring out the best in all of us.

Work Safely: Protect Yourself and Your Fellow Employees

We are committed to providing a drug-free, safe, and healthy work environment. Each of us is responsible for compliance with environmental, health, and safety laws and regulations. Observe posted warnings and regulations. Report immediately to the appropriate management any accident or injury sustained on the job, or any environmental or safety concern you may have.

You have an Obligation to the Candidate

Strive for the right of all individuals who want the dignity of work to choose their field of endeavor and utilize their abilities and talents for personal fulfillment. Extend professional services to all qualified employed and unemployed candidates regardless of race, color, religion, gender, age, national origin, disability, veteran, marital status, or other protected status.

You have a Responsibility to the Client Organization

Represent the best interest of the client by acting as an effective extension of the client's business effort, and respect every confidence entrusted by client-companies.

Keep Accurate and Complete Records

We must maintain accurate and complete Company records. Transactions between the Company and candidates, client organizations, vendors and all external parties must be promptly and accurately entered into our systems. No one should rationalize or even consider misrepresenting transactions or facts, or falsifying records. It is illegal, will not be tolerated, and will result in disciplinary action.

Protect Proprietary Information

Proprietary Company information may not be disclosed to anyone without proper authorization. Keep proprietary documents protected and secure. In the course of normal business activities, suppliers, customers, and competitors may sometimes divulge to you information that is proprietary to their business. Respect these confidences.

Obtain and Use Company and Client Assets Wisely

Proper use of company and client property, facilities, and equipment is your responsibility. Use and maintain these assets with the utmost care and respect, guarding against waste and abuse. Be cost-conscious and alert to opportunities for improving performance while reducing costs. The use of company time, material, or facilities for purposes not directly related to company business, or the removal or borrowing of company property without permission, is prohibited.

Do Not Engage in Speculative or Insider Trading

It is against the law for employees to buy or sell the Company's stock based on "insider" information about or involving the Company. Play it safe: Do not speculate in the securities of the Company when you are aware of information affecting the Company's business that has not been publicly released or in situations where trading would call your judgment into question. This includes all varieties of stock trading such as options, puts and calls, straddles, selling short, etc. Two simple rules can help protect you in this area: (1) Do not use non-public information for personal gain; and (2) Do not pass along such information to someone else who has no need to know.

This guidance also applies to the securities of other companies (client organizations, vendors, subcontractors, etc.) for which you receive information in the course of your employment at the Company.

Gifts, Favors, Entertainment and Payments

Employees should not seek or accept for themselves any gifts, favors, entertainment, or payments without a legitimate business purpose. Employees may accept common courtesies usually associated with customary business practices. However, any item received with a value greater than \$75 should be reported to your supervisor. No one at any time should offer to clients or vendors, any gifts, favors or payments that may be construed as a bribe or payoff. Any item offered to a client with a value greater than \$50 must first have your supervisor's approval.

Payments to Foreign Agents

No company officer, employee, or agent acting on behalf of Kforce has the authority to offer payments to a foreign official, unless all necessary approvals have been received. Additionally, Kforce is obligated by this policy and federal law to keep books, records, and accounts that accurately and fairly reflect all such approved transactions.

For More Information

In order to support a comprehensive Ethics and Business Conduct Program, the Company has developed an education and communication program. In particular, you should read and understand the training module entitled Professional Standards on the KnowledgeBank.

This program has been developed to provide employees with job-specific information to raise their level of awareness and sensitivity to key issues.

If you wish to discuss a matter of concern, you are encouraged to contact your supervisor, the Director Corporate Human Resources or the Chief Compliance Officer.

Responsibilities – Reporting

Each employee of Kforce is expected to carry out his or her work in accordance with our professional standards of conduct. Further, all employees are urged to direct any

questions or concerns about the Company's activities or these standards to their supervisor, Corporate Human Resources, the Chief Compliance Officer, or our Chief Talent Officer, without delay. Any employee who suspects that a violation of this Code has occurred is obligated to report it, and such employee will not be discriminated against in terms and conditions of employment.

The Code is not all-encompassing, and questions about situations not discussed in the Code may also be addressed to the Corporate Legal Department, the Director Corporate Human Resources, or your supervisor. Questions or information concerning possible violations of this Code or our professional standards can be provided by calling our Chief Compliance Officer in Corporate Human Resources at 813-552-1469 or the Accounting Compliance Ethics Hotline at (866) 213-5142.