

Business Conduct and Ethics

Owner	Human Resources
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1. Purpose

The Business Conduct and Ethics policy sets forth the Company's expectations of business conduct in specific areas and outlines the Company's Ethics Program. This policy clearly promotes and reinforces the Company's philosophy to conduct business in an honest and ethical manner.

2. Background

GP Strategies values its reputation for integrity. The business practices and activities of the Company, its subsidiaries and affiliates must always be characterized by honesty and the highest principles of business ethics. Everyone at the Company shares the responsibility for maintaining our ethical standards. This policy applies globally to all Company employees, including part-time, full-time, temporary and regular employees, as well as its Board of Directors. This policy does not prevent GP Strategies or its subsidiaries from adopting more stringent or additional policies or procedures or standards related to the promotion of the honest and ethical conduct of business, but no such policy, procedure or standard will detract from the requirements of this policy.

3. Definitions

3.1 Company or GP

Refers to GP Strategies Corporation as the ultimate parent company and all of its controlled subsidiaries except where the context limits the meaning to GP Strategies Corporation only.

3.2 Laws and Regulations

Refers to applicable laws and regulations in the country or locality where the employee is conducting business.

4. Policy

4.1 Professional Conduct

The Company expects all employees to act in a professional manner at all times when representing the Company in the workplace, at client sites, tradeshows, Company-sponsored events, and all other circumstances when conducting company business; as well as when on personal time where conduct may reflect back on the Company. Conduct of an unprofessional nature has the risk of damaging the reputation of the employee as well as the Company. The Company expects its employees to adhere to a standard of professional conduct and

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integrity. This ensures that the work environment is safe, comfortable and productive. General cooperation and collegiality between coworkers and supervisors is expected. Actions and behaviors that interfere with operations, discredit the Company, or are offensive to fellow employees, clients or vendors will not be tolerated. Individuals who act in an unprofessional manner may be subject to disciplinary action, up to and including termination of employment.

4.2 Visitors in the Workplace

The Company is responsible for ensuring the health and safety of all employees and others who are on the Company's premises. In keeping with this objective, GP Strategies requires all visitors to check-in and be accompanied by an employee. GP Strategies also does not permit employees to bring their children to work and is to be avoided except for authorized events, in emergency situations, or as approved by a Vice President. Under no circumstance should pets be brought into the workplace. This is intended to avoid disruptions in job duties of the employee and co-workers, reduce property liability, and help maintain the company's professional work environment. An employee who requires the help of a service animal (defined by 28 CFR 36.104 as "any dog that is individually trained to do work or perform tasks for the benefit of an individual with a disability") will be permitted to bring a service animal to the office, provided that the animal's presence does not create a danger to others and does not impose an undue hardship upon the Company.

4.3 Workplace Attire

The Company is committed to maintaining a professional environment for our customers and colleagues. Employees are expected to dress appropriately according to their Practice or Regional guidelines. Managers are expected to inform employees when they are not meeting appropriate business standards.

4.4 Compliance with Laws and Regulations

The Company seeks strict compliance with all laws and regulations applicable to its business. All applicable laws and regulations will be observed in conducting the business of the Company. In cases of ambiguity or questions of interpretation, an employee must request advice from his or her supervisor, and/or General Counsel.

4.5 Fair Competition

The Company believes in fair and open competition. Under no circumstances will the Company enter into fraudulent or illegal arrangements with competitors affecting pricing or marketing practices.

4.6 Charitable Contributions

All requests for donations or charitable contributions to organizations outside the Company are handled through the Matching Gift Program administered by the Human Resources Department. Details on the Matching Gift Program are available from Human Resources or on the Corporate Intranet. Donations on behalf of the Company should not be made to charities, political parties or candidates, or other organizations with the intention of gaining a business advantage and without the permission of the CEO and the General Counsel.

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4.7 Fees to Agents

The employment of outside professional firms or individuals to act as agents for the account of the Company will only be approved by the President.

4.8 Entertainment and Gifts

Entertainment or gifts should not be accepted if they might imply illegal or unethical conflicts of interest. The exchange of marketing/promotional items bearing the Company logo, which are of insignificant value, is permissible when the giving and receiving of such items is the standard practice of the customer (e.g., coffee cups, ball caps, pens and pencils). Entertainment or gifts should not be accepted from any third parties as an inducement or reward to carryout business with that third party or to provide them with any benefit or business advantage.

When acceptance of more valuable gifts is unavoidable because of local custom, common sense should prevail, and in any event they should be reported to the President or an Executive Vice President for a determination of the extent to which they are considered the personal property of the recipient. When gift giving is customary in an international business setting, the value of such gifts should not exceed \$250 (or non-US currency equivalent) unless approved in advance by the President or an Executive Vice President.

4.9 Corporate Hospitality

Acts of hospitality toward executives and other employees of existing or prospective clients, public officials and others in a position to influence the welfare of the Company should be of such a scale and nature as to avoid compromising the integrity or impugning the reputation of such individuals or the Company. The Company does not permit the offer of gifts or hospitality to any third party with the intention of receiving a benefit from that third party. On occasion it may be acceptable to offer gifts or hospitality to clients, provided that the value and nature of the gift or hospitality event is reasonable and appropriate to the circumstances. In all instances, offering gifts or hospitality must not be done with the intention of obtaining a business advantage.

No employee shall pay any bribe or make any other illegal payment on behalf of the Company, no matter how small the amount.

4.10 Proper Accounting

Compliance with accepted accounting rules and controls is expected at all times. The books of account, budgets, proposals, economic evaluation for projects and the like must truly reflect the transactions they record. All assets of the Company, in particular bank accounts in which Company cash is on deposit, shall be recorded in the regular books of the Company. All accounting records and supporting documents will be made available for examination by independent auditors, and there shall be no concealment of information requested.

4.11 Candor Among Members of Leadership

Company leadership must be informed at all times of matters that might be considered sensitive in preserving the reputation of the Company. Concealment may be construed to be an indication that Company policies and rules can be ignored. Accordingly, there will be full communication with Company leadership even when it might appear that less candor is desirable to protect the Company or a particular activity or group within the Company. If an employee is unable to communicate with Company leadership, the employee should inform the Vice President of Human Resources and/or the General Counsel of the matter in question.

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4.12 Conflicts of Interest

Employees will avoid activities or relationships which are incompatible with their employment by the Company or which place them in a position where there is a conflict between their private interests and the interests of the Company, its subsidiaries or affiliates. Should a conflict of interest or potential conflict of interest develop, employees must immediately disclose such situations to their supervisors, the Vice President of Human Resources and/or the General Counsel for determination of appropriate action.

4.13 Use of Inside Information and Stock Trading

Material information concerning the Company's business plans, finances, successes or failures is considered "inside" information, which is confidential and is the property of the Company. Use or disclosure of inside information for personal benefit is against the Company's interests and may be a criminal offense in violation of laws and regulations. No director, officer, or employee of the Company shall use or disclose any information that is confidential to the Company or client for personal benefit. For more information, see the Company's Insider Trading Policy (Policy GP-S-01).

4.14 Representation

The Company's growth and ability to serve its clients depend largely upon each employee's ability to represent the organization. Primarily, employees can best represent the Company by ensuring that its work is of the highest quality. Second, the Company encourages its employees to participate in appropriate professional organizations, professional meetings, and conferences related to their area of expertise (see Participation in Professional Organizations policy). Third, the Company relies on its employees to identify and pursue new business opportunities with existing and prospective clients. Employees should ensure, however, that such activities are not undertaken at the expense of existing commitments and have the approval of the cognizant Director or Vice President. Largely, the follow-up action necessary to develop new business opportunities relies heavily on the ability and willingness of the employee to put in extra effort. Expenses and staff time for new business development cannot be charged directly to government or commercial contracts.

In representing the Company, employees should keep in mind the guidelines contained in this policy and consult with their manager for further guidance, as necessary.

4.15 Outside Interests and Employment

All Company employees have a full-time duty of loyalty to the Company. They may not engage in activities that might interfere with the discharging of their responsibility or in transactions that reasonably might affect the decisions they make on behalf of the Company.

No Company employee shall solicit employment with a client for whom the employee is then performing services. Nor shall any employee conduct business on behalf of the Company that is intended to be prejudicial to the Company's interests.

However, the Company recognizes that certain employees must seek additional employment outside the Company to supplement their incomes to meet their financial obligations. Employees may undertake such activities provided: 1) they do not interfere with the employee's responsibilities to the Company; 2) if the

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employment involves competitors or clients of the Company, the employee obtains the approval of an Executive Vice President prior to accepting such employment; and 3) assets of the Company (e.g., computer, phone, office space) are not used in conjunction with the outside employment. Company employees are advised to seek the guidance of the General Counsel to clarify any questions they may have regarding outside employment.

4.16 Violations of this Policy

Violations of this policy will be addressed promptly, consistently, and effectively. Employees who conceal misconduct, falsify records, knowingly make a false report, or fail to comply with this policy will be subject to disciplinary action up to and including termination of employment.

4.17 Retaliation

The Company does not tolerate retaliation against an employee for raising or helping to address an ethics or conduct concern as long as the employee has acted in good faith with a reasonable belief that the information being provided is true.

4.18 Waivers and Amendments

In limited circumstances, the Company may waive some provisions of this policy. Waivers must be expressly authorized by the President or in the case of Executive Officers, the Board of Directors. All waivers and amendments to the Code must be promptly disclosed to the Company's shareholders in accordance with applicable securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted.

4.19 Ethics Program

The CEO is ultimately responsible for oversight of the Company's Ethics Program. The General Counsel will be responsible for the day-to-day operation of the Ethics Program. Day-to-day operation includes servicing the Business Conduct Hotline, advertising the Hotline to employees, maintaining records of Hotline calls, reporting Hotline calls, developing and distributing ethics training materials, maintaining records of ethics training attendance, and retaining original management business conduct compliance letters.

The General Counsel will advise the CEO of questionable conduct reported on the Hotline, make preliminary inquiries and investigations as appropriate, and engage outside professional advisors if determined by the CEO to be necessary.

Explanation, training and discussion of the Company's Code of Ethics and this policy is included in the Employee Orientation Program.

4.20 Hotlines

The Business Conduct and Ethics Hotline provides (1) a means for receiving confidential questions concerning any ethics-related issues of Company employees, (2) a means for receiving confidential complaints and reports of questionable conduct by Company employees, and (3) a means to arrange a confidential discussion of ethical issues with the Ethics and Compliance Officer. The identity of employees using the Hotline will be kept confidential and protected to the greatest extent possible without compromising an investigation of any

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questionable conduct. The Business Conduct and Ethics Hotline service allows employees to communicate anonymously and confidentially via the Internet or telephone, 24 hours a day, 7 days a week, and is available in multiple languages.

File a report online at www.tnwgrc.com/gpstrategies. For some countries, reports can also be filed via telephone by dialing the numbers outlined below.

Calling From	Access Code	Toll-Free Number
India	First dial 000-117	When prompted enter 844-684-4267
United Kingdom		0800 587 0545
United States		844-684-4267
Canada		844-684-4267

Additionally, for government contracts within the United States, the Abuse of Authority, Mismanagement, Fraud and Waste Hotline provides a means for timely reporting to the Department of Defense of any suspected violation of law in connection with government contracts. The Defense Hotline is a system wherein complaints are received, evaluated, investigated, and corrective measures are instituted. To contact this hotline, please call 800-424-9098.

ADDENDUM

Code of Conduct

GP Strategies Corporation believes that its business practices must be characterized by the highest principles of business ethics. It has been a hallmark of GP Strategies' Conduct of Business Policy for many years. GP Strategies' subcontractors and suppliers (collectively, suppliers) share responsibility for maintaining those ethical standards. That includes not violating applicable local laws or regulations, or taking actions that might be detrimental to public safety, public welfare or the environment. GP expects its suppliers to conduct business in conformity with this Code of Conduct and to apply similar standards and expectations to their own supply chains.

Business Integrity

Compliance with Laws

GP Strategies companies and their suppliers will comply with all applicable laws where they operate.

Anti-Corruption/Anti-Bribery

GP Strategies companies and their suppliers will not tolerate corruption, bribery, embezzlement, money laundering or fraud in any form. This includes giving or receiving anything of value, including money, gifts or unlawful incentives to improperly influence negotiations or any other dealings with governments and government officials, customers, or any other third parties.

Ethical Behavior

GP Strategies companies and their suppliers will avoid conflicts of interest and operate honestly and ethically throughout the supply chain and in accordance with applicable law, including those laws pertaining to fair competition, intellectual property rights, protection of business and personal data, export controls and economic sanctions.

Accurate Accounting

GP Strategies companies and their suppliers will report all financial transactions in accordance with generally accepted accounting practices, to reflect accurately the transactions they record.

Reporting of Concerns

GP Strategies companies and their suppliers will provide an appropriate mechanism for their employees to report, and they will investigate in good faith, concerns about ethical business practices, worker and environmental safety and suspected misconduct, all without fear of retaliation.

Human Rights

Forced Labor

GP Strategies companies and their suppliers will not use any form of forced or involuntary labor.

Child Labor

GP Strategies companies and their suppliers will not use child labor in violation of any local law.

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Human Trafficking

GP Strategies companies and their suppliers will not engage in or encourage human trafficking.

Conditions of Employment

GP Strategies companies and their suppliers will comply with applicable laws regarding working hours, wages and benefits. Wages must be paid in a timely manner that satisfies legal minimum standards.

Harassment & Discrimination

GP Strategies companies and their suppliers will not violate any discrimination law or tolerate harassment of any person on the basis of any legally protected characteristic, including gender, color, race, national origin, religion, sexual orientation, age, veteran status, disability or gender identity.

Freedom of Association & Collective Bargaining

GP Strategies companies and their suppliers will comply with applicable laws with respect to the rights of employees to freedom of association and collective bargaining.

Health and Safety

Workplace Safety

GP Strategies companies and their suppliers will provide clean and safe work places for their employees that at least satisfy applicable laws. GP Strategies companies and their suppliers will promote safety procedures for their employees that strive to achieve "zero" injuries in the workplace.

Environment

Sustainable Workplace Practices

GP Strategies companies and their suppliers will strive throughout their workplaces to reduce their carbon footprint, energy use, water use, waste, and other harmful emissions.

Resource Management

GP Strategies companies and their suppliers will strive to conserve natural resources and protect the environment in which their employees live and work.

Engagement

GP Strategies suppliers will communicate this or a similar code to their own suppliers. They will strive to promote the values expressed in this Code of Conduct. Upon GP Strategies' request, suppliers will demonstrate compliance with this Code. Where non-compliance is found, suppliers will take appropriate corrective action.

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Engagement with GP

Employees of GP Strategies companies are encouraged to report suspected violations of this Code of Conduct to their supervisor(s) or, if their concern is not addressed satisfactorily, to the GP Strategies Business Conduct Hotline by telephone or by email. Suppliers may contact GP Strategies management for the country(ies) in which they operate.