

***Stock Ownership Guidelines***  
**(Adopted October 4, 2013 and Amended January 16, 2015)**

To further align the interests of the executive officers of RCM Technologies, Inc., a Nevada corporation (the “Company”), who are required to file reports pursuant to Section 16 of the Securities Exchange Act of 1934 (“Executive Officers”) with the interests of the Company’s stockholders, the Board of Directors of the Company (the “RCM Board”) have adopted the following stock ownership guidelines for the Executive Officers and nonemployee directors.

**Executive Officer**

Within five (5) years of the later of October 4, 2013 or the date of their respective appointment to their position, the Executive Officers are required to have a stock ownership position in the Company in an amount no less than the multiple of their base salary set forth below:

<u>Executive Officer</u>	<u>Ownership Multiple of Base Salary</u>
Chief Executive Officer	6 times
Chief Financial Officer	6 times
Executive Vice President	2 times
Group Senior Vice President*	2 times
Senior Vice President*	2 times

*\* Shall only cover such persons in this category as are designated by the Compensation Committee with the input of management of the Company.*

In the event of an increase in an Executive Officer’s base salary, he or she will have one year from the time of the increase to acquire any additional shares needed to meet these guidelines. The Compensation Committee, in its discretion, may extend the period of time for attainment of these ownership levels in appropriate circumstances.

**Nonemployee Directors**

Within five (5) years of the later of October 4, 2013 or the appointment to the RCM Board, each of the Company’s nonemployee directors is required to have a stock ownership position in the Company in an amount no less than five (5) times their annual cash retainer for their director service. In the event a non-employee director’s annual retainer increases, he or she will have one year from the date of the increase to acquire any additional shares needed to meet these guidelines. The Nominating and Governance Committee in its discretion may extend the period of time for attainment of such ownership levels in appropriate circumstances.

## **Stock Considered**

For purposes of these stock ownership guidelines, the shares that are counted for purposes of satisfying the stock ownership guidelines are the following: (i) shares purchased on the open market; (ii) shares owned jointly with, or separately, by the Executive Officer's or Director's immediate family members (spouse and/or dependent children); (iii) shares held in trust for the Executive Officer, Director or immediate family member thereof; (iv) shares held through any Company-sponsored plan such as an employee stock purchase plan, a qualified retirement plan and/or a supplemental executive retirement plan; (v) shares obtained through the exercise of stock options; (vi) vested and unvested shares of restricted common stock; and (vii) restricted stock units. Options to purchase the Company's common stock shall not be considered for satisfying these stock ownership guidelines.

## **Measurement and Valuation**

For purposes of valuing the stock ownership of an Executive Officer or Director, an Executive Officer's or Director's stock ownership shall be measured annually on the last day of the calendar year unless the RCM Board determines otherwise (a "Measurement Date"). For purposes of the measurement, the stock ownership holdings of an Executive Officer or Director shall be valued based on the average daily close price of the Company's common stock during the prior thirty-six (36) full calendar months. Once an Executive Officer or Director has met these stock ownership guidelines as of any Measurement Date, such Executive Officer or Director shall be deemed to remain compliant herewith notwithstanding any change in the value of his or her shares which would otherwise make such Executive Officer or Director non-compliant herewith; *provided* that any such non-compliance is not the result of any sale or other disposition of shares and is not due to a change in such Executive Officer's or Director's base salary or annual cash retainer, as the case may be.