

Code of Conduct

The Company's Code of Conduct reflects RCM's policies concerning basic standards of business conduct and should act as a working guide for all RCM employees. Improper behavior will result in disciplinary action up to and including immediate discharge.

Confidentiality

The security of RCM's products, programs, plans, vendor contracts and other confidential information is critical to our business relationships. Some employees will be required to read and sign the "RCM Non-Compete Agreement" as a condition of employment.

As part of your job, you may be entrusted with or come across confidential information. If you do, it should be used only to perform your job with RCM. Confidential information must be safeguarded at all times and should not be discussed with anyone outside the Company. You have an obligation to ensure that all confidential information remains the property and private information of RCM. Employees who disclose confidential information will be subject to disciplinary action up to and including immediate discharge.

Fraternization at Work

RCM strongly believes that an environment where employees maintain clear boundaries between employee personal and business interactions is most effective for conducting business. Although this policy is not intended to prevent the development of friendships between coworkers, it does establish limitations as to how relationships will affect the working environment.

In order to protect our employees and the Company from unlawful sexual harassment, and in order to avoid conflicts of interest, misunderstandings or the appearance of favoritism, all RCM personnel are prohibited from engaging in personal relationships (including, but not limited to being related by blood or marriage or having a romantic/sexual relationship of any kind), whether or not on Company time or premises, in the following circumstances:

- If one individual directly supervises the other individual.
- If there is an indirect supervisory relationship between the two individuals (i.e. one individual has influence over the other individual's terms and conditions of employment).
- If one individual is not employed by RCM but is either involved with an RCM project or is employed by a client.
- If, in RCM's judgment, the relationship between two individuals would tend to create, or has the appearance of, a conflict of interest, or would otherwise potentially inhibit the ability of any individual to perform his/her duties in an effective or efficient manner.

Personal relationships between two non-supervisory employees are not prohibited; however, such employees are expected to conduct themselves in a professional manner at all times. Accordingly, such employees are strictly prohibited from engaging in physical contact while on Company premises, and should limit personal exchanges during working time and in working areas so that others are not distracted and productivity is maintained.

Employees must immediately notify Human Resources of any circumstances in which they or others may be in violation of this policy. Failure to do so may result in disciplinary action, up to and including termination of employment.

So that individuals may feel free to come forward, anyone found to have retaliated against an individual for notifying Human Resources about a violation of this policy will be subject to disciplinary action, up to and including termination of employment.

If the Company, in its sole discretion, believes that personal relationships between employees directly or indirectly affects its business, the Company will resolve the situation as it deems necessary, including by terminating the employment of one or both individuals.

Electronic Communication

RCM's electronic communication tools are considered company assets and are provided for business purposes only. Communications sent with these tools may be accessed for legitimate business reasons by authorized company personnel. RCM reserves and will exercise the right to review, audit, intercept, access and disclose all matters on the Company's electronic systems at any time, with or without employee notice, and such access may occur during and after working hours.

Employees are responsible for maintaining the security of their individual workstations and electronic accounts through the use of passwords and a password protected screensaver. Employees do not have a personal privacy right to use, transmit, receive or store information in RCM's computer system.

Electronic communication tools owned or provided by the Company include, but are not limited to:

- E-Mail
- voice mail
- telephone
- fax machines
- pagers
- modems
- personal computers (PCs)
- RCM's Local Area Network and Wide Area Network
- electronic bulletin board providers or their commercial service providers (e.g. Netscape) and contact databases

and

- Intranet/Internet access.

Use of Information and Communication Systems

RCM reserves the right to monitor all matters on the Company's computer systems, including E-Mail and Intra/Internet applications, to ensure their appropriate use for business purposes. Use of information or systems by the employee for the benefit of another outside party or business is expressly prohibited.

All employees who use information and communications systems at RCM are responsible for using these resources in a professional and legal manner. The systems are not to be used to create offensive or disruptive messages. Among those which are considered offensive are any messages which contain sexual implications, racial slurs, gender-specific comments or any other comment that offensively addresses someone's age, sexual orientation, religious or political beliefs, national origin or disability. Furthermore, employees are not to use these systems for revealing proprietary or confidential, official Company, employee or copyrighted information.

In using the systems, employees must use integrity and professionalism in all communications and comply with all federal, state and local laws and corporate policies.

You are responsible for maintaining the security of your workstation and individual electronic communication accounts through the use of passwords and a password protected screensaver.

Use of Information and Communication Systems at a Client

All employees working at a client location must be aware of and follow the Electronic Communication Policy established by the client as well as the RCM Policy.

Inappropriate Use of Electronic Communication

Inappropriate use includes, but is not limited to, the following:

- misrepresenting yourself as another individual or company
- revealing proprietary or confidential information, official Company information, employee information, or copyrighted materials
- accessing, distributing, or storing materials which could be considered unethical, inappropriate, offensive, disrespectful or abusive to others, including but not limited to, pornographic or obscene materials, hate mail, discriminatory remarks, abusive, indecent, or objectionable language, or other antisocial behaviors
- conducting illegal activities
- representing your personal opinion as that of the Company
- using electronic communication for personal use
- interfering with the performance of your job or the jobs of other employees
- sending (uploading) or receiving (downloading) information in violation of its copyright.

Failure to follow this policy can lead to disciplinary action up to and including immediate discharge. The theft/damage/malfunction of any electronic communication tool owned or provided by RCM must be reported to your manager within 24 hours or the employee will be held responsible for the monetary value of the item. If the loss/damage/malfunction was due to the employee's negligence, the employee is responsible for the damage.

Conflicts of Interest

Conflicts of interest include any undisclosed or unapproved activity or interest in which an employee participates which is not in the best interests of the Company. You must make every effort to avoid situations where your loyalty and allegiance might be divided between RCM and any of its customers, vendors or competitors. The Company expects all employees to avoid even the appearance of an improper personal advantage.

Outside Employment

As an RCM employee, you are expected to refrain from engaging in any outside activity that could present a conflict of interest with RCM.

If you believe you are about to, or already have, entered into a business relationship that could present a conflict of interest, you should contact your Manager or your Human Resources Representative.

Compliance Policy

RCM takes allegations of improprieties very seriously. Any employee who believes that he or she has knowledge of or is concerned about the Company's accounting practices, its adherence to financial policies and procedures, or its compliance with the Sarbanes-Oxley Act of 2002, should immediately bring the matter to the attention of the RCM Technologies Audit Committee.

Further, any member of Management who receives such a complaint or who has reason to believe that improprieties might be occurring must immediately report it directly to the RCM Technologies Audit Committee. All such matters will be treated confidentially and with the utmost discretion. RCM's compliance contact, the Chairman of the RCM Technologies Audit Committee, in conjunction with Human Resources, will receive and respond to all complaints about RCM's accounting policies, its adherence to those policies or its compliance with the Sarbanes-Oxley Act of 2002.

How to File a Complaint

If an employee believes that a violation of RCM's accounting policies, its adherence to those policies or the Sarbanes-Oxley Act has occurred, he or she can file a complaint by telephone, mail, fax, or e-mail.

The complaint should contain the following information:

- The name(s) of the employee(s) who committed the violation
- The branch location
- A description of the violation(s) that has/have occurred
- The name and contact information of the employee filing the complaint

The contact information for complaints is as follows:

- Contact Name: Mr. Robert Kerr, Chairman, RCM Technologies, Inc. Audit Committee
- Telephone (904) 461-2812
- E-mail rbk_florida@comcast.net
- Mailing Address – 165 Heron’s Nest Lane
St. Augustine, Florida 32080

Investigation

The Company will actively investigate all complaints of impropriety. Employee complaints will be treated confidentially to the maximum extent possible. However, the investigation of such complaints may require disclosure to the accused individual and to other witnesses in order to gather the pertinent facts.

If the investigation reveals that, in the opinion of the Company, a violation has occurred, immediate action will be taken. This action may include disciplinary action for the individual(s) involved, up to and including termination, amending current policies and procedures and retraining employees.

If, after an investigation it is determined that an employee filed a false allegation, he or she will be subject to disciplinary action, up to and including termination.

Any Supervisor, Manager, agent or other employee who is found to have engaged in harassment or retaliation against an employee for filing a complaint will be subject to the appropriate discipline, up to and including termination.

Management Responsibility

Each member of Management is responsible for adhering to established Company policies and procedures.

The Company holds Supervisors and Managers responsible for taking action when they discover improprieties. When a Supervisor or Manager becomes aware of a situation in which an employee is not adhering to Company policies, he or she must discuss the situation immediately with the RCM Technologies Audit Committee and Human Resources.