

Resources Connection, Inc. Stock Ownership Guidelines

These Stock Ownership Guidelines (the “Guidelines”) are adopted by the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Resources Connection, Inc., a Delaware corporation (the “Company”) effective July 23, 2024 (the “Effective Date”).

I. Purpose:

These Guidelines are intended to align the interests of our directors and named executive officers with the interests of our stockholders and promote the Company’s commitment to sound corporate governance.

II. Individuals Covered:

These Guidelines apply to all of our named executive officers (as identified in our most recent filings with the SEC and who, at the relevant time, are an executive officer of the Company) (our “NEOs”) and members of our Board.

III. Determination of Guidelines:

Non-Employee Members of the Board:

All members of our Board who are not employed by the Company or one of our subsidiaries should own Company common stock equal in value to three (3) times the annual board cash retainer (excluding additional annual retainers for committee service, Lead Independent Director service and Chairman of the Board service).

Chief Executive Officer:

The Chief Executive Officer should own Company common stock equal in value to five (5) times the officer’s annual base salary.

Other NEOs:

Any other NEO should own Company common stock equal in value to three (3) times the NEO’s annual base salary.

The Committee may, from time to time, temporarily suspend, reevaluate and revise the participants’ guidelines to give effect to changes in the Company’s common stock or other factors it deems relevant.

IV. Counting Shares Owned:

Stock that counts towards satisfaction of these Guidelines includes:

- Shares of common stock beneficially held, either directly or indirectly, by the individual;
- Restricted stock issued and held by the individual, whether vested or unvested;
- Shares subject to the individual’s outstanding time-based restricted stock unit awards, whether vested or unvested, including any dividend equivalents credited with respect to such restricted stock unit awards;
- Shares subject to the individual’s deferred stock unit awards under the Company’s Directors Deferred Compensation Plan or any other deferred compensation plan maintained by the Company, including any dividend equivalents credited with respect to such restricted stock unit awards; and

- Shares of common stock held, either directly or indirectly, by the individual following the exercise of a stock option or payment of other equity award.

Shares of common stock that an individual covered by these Guidelines has a right to acquire through the exercise of stock options (whether or not vested) or in connection with the vesting of performance-based equity awards are not counted towards satisfaction of these Guidelines.

V. Determining Minimum Share Ownership:

A covered individual's share ownership under these Guidelines (the "Minimum Share Ownership Level") will be determined annually as follows:

$$\frac{\text{Annual Base Salary/Annual Cash Retainer x Share Ownership Level Multiple}}{\text{Closing price of the Company's common stock on the last trading day of the Company's fiscal year}}$$

The Minimum Share Ownership Level for each covered individual will be determined annually effective as of the first day of the next succeeding fiscal year and after giving effect to any increase in the annual base salary or annual cash retainer payable to such person that occurred since the beginning of the prior fiscal year. The Minimum Share Ownership level for a covered individual newly appointed or elected after any annual determination date (including any promotion to a position requiring a higher share ownership level in accordance with these Guidelines) shall be determined based on the closing price of the Company's common stock reported by the stock exchange on which the Company's shares are then listed on the last trading day of the Company's most recently completed fiscal year.

After the Minimum Share Ownership Level is established for a covered individual for a fiscal year, the Minimum Share Ownership Level will not change as a result of fluctuations in the market price of the Company's common stock or any change in the covered individual's base salary level or annual retainer level; provided, however, that the Minimum Share Ownership Level for each covered individual shall be appropriately adjusted in the event of a share split, reverse share split, share dividend or other similar change in the Company's outstanding common stock.

VI. Compliance with Guidelines:

An individual covered by these Guidelines should satisfy the applicable share ownership Guideline within five years of first becoming subject to the Guidelines. If a covered individual's Guideline level of ownership changes as a result of (i) a change in these Guidelines or (ii) a change in position, or change in cash retainer or annual base salary, as applicable, the individual will have three years from the effective date of such change to acquire any additional shares of the Company's common stock required to satisfy the new applicable Guideline. For the avoidance of doubt, if a covered individual's Guideline level of ownership changes during the initial five year period following the date such individual became subject to the Guidelines, the individual will have the later of (i) five years from the date he or she first became subject to the Guidelines and (ii) three years from the effective date of the change to the Guideline level of ownership to fulfill the new applicable Guideline. Once achieved, a covered individual should continue to satisfy the applicable Guideline level of stock ownership for as long as he or she is subject to these Stock Ownership Guidelines.

VII. Trading in the Company's Shares

Commencing on the Effective Date and unless and until an individual covered by these Guidelines has satisfied the applicable share ownership guideline, such covered individual is required to retain 50% of the Net Shares (as defined below) received as a result of the exercise, vesting or payment of any Company equity awards granted to the covered individual. This amount is calculated using the closing price of the Company's common stock as reported by the stock exchange on which the Company's shares are then listed on the trading day immediately preceding the date of exercise, vesting or payment of the equity award.

For purposes hereof, "Net Shares" means those shares of the Company's common stock that remain after shares are sold or withheld, as the case may be, to (i) pay any applicable exercise price for an equity award or (ii) satisfy any applicable withholding tax obligations arising in connection with the exercise, vesting or payment of an equity award (and for non-employee directors, the number of Net Shares will be determined using a 50% assumed withholding tax rate).

VIII. Authority:

The Committee has the authority to review each participant's compliance (or progress towards compliance) with these Guidelines from time to time and, in its sole discretion, to impose such conditions, restrictions or limitations on any covered individual as the Committee determines to be necessary or appropriate in order to achieve the purposes of these Guidelines. The Committee also may amend these Guidelines from time to time, or may terminate these Guidelines. The Committee has the authority to administer, construe, and interpret these Guidelines.

IX. Hardship:

There may be instances in which these Guidelines would place a severe hardship on a covered individual or prevent the individual from complying with a court order, such as a divorce settlement, or other legal requirement. In these instances, the individual may submit a request in writing to the Committee or its designee that summarizes the circumstances and describes the extent to which an exemption from the Guidelines is requested. The Committee will make the final decision as to whether an exemption will be granted. If such a request is granted, in whole or in part, the Committee will work with the individual to develop an alternative Guideline (and/or timeframe for meeting the Guideline) that reflects both the intention of this policy and the participant's individual circumstances.