



## Code of Ethics

*For Senior Financial Officers of GP Strategies Corporation and Its Subsidiaries*

It is the policy of GP Strategies Corporation that the Chief Financial Officer, the Director of Finance and the senior officers in the Accounting and Finance Department of each of GP Strategies Corporation and its subsidiaries (hereinafter sometimes collectively referred to as "Company") adhere to and advocate the following principles governing their professional and ethical conduct in the fulfillment of their responsibilities:

1. Act with honesty and integrity, avoiding actual or apparent conflicts between his or her personal, private interests and the interests of Company, including receiving improper personal benefits as a result of his or her position.
2. Perform responsibilities with a view to causing periodic reports filed or otherwise submitted to the SEC to contain information which is accurate, complete, fair and understandable.
3. Comply with laws of federal, state, and local governments applicable to the Company, and the rules and regulations of private and public regulatory agencies having jurisdiction over the Company.
4. Act in good faith, responsibly, with due care, and diligence, without misrepresenting or omitting material facts or allowing independent judgment to be compromised.
5. Respect the confidentiality of information acquired in the course of the performance of his or her responsibilities except when authorized or otherwise legally obligated to disclose. Do not use confidential information acquired in the course of the performance of his or her responsibilities for personal advantage.
6. Proactively promote ethical behavior among subordinates and peers.
7. Use corporate assets and resources employed or entrusted in a responsible manner.
8. Do not use corporate information, corporate assets, corporate opportunities or one's position with the Company for personal gain. Do not compete directly or indirectly with the Company.
9. Comply in all respects with the Company's Conduct of Business policy, and the Company's Policy Regarding Trading in Securities and Protection of Confidential Information and the Company's Policy Regarding Investments and Related Party Transactions.
10. Advance the Company's legitimate interests when the opportunity arises.

It is also the Policy of the Company that the Chief Financial Officer and the senior officers in the Accounting and Finance Department of the Company and its subsidiaries acknowledge and certify to the foregoing annually and file a copy of such certification with each of the Audit Committee and Corporate Governance Committee of the Board.

The Corporate Governance Committee shall have the power to monitor, make determinations, and recommend action to the Board with respect to violations of this Policy, except for paragraph 2, with respect to which the Audit Committee shall have such power.

This Policy shall be subject to Section 4.0 "Ethics Program" of the Conduct of Business and such Ethics Program is hereby incorporated by reference into this Policy.