

## Mastech Digital, Inc. Finance Code of Professional Conduct

9.15.2016

Mastech Finance's mission includes the promotion of honest and ethical conduct, and compliance with the law, particularly as it relates to the Company's financial records and the preparation of financial statements filed with the Securities and Exchange Commission (the "SEC"). Mastech's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), Corporate Controller, and other employees of the finance organization hold an important and elevated role in corporate governance in that they are uniquely capable and empowered to ensure that all stakeholders' interests are appropriately balanced, protected, and preserved. This Finance Code of Professional Conduct embodies principles which we are expected to adhere to and advocate. These principles supplement, but do not replace, the Company's Code of Business Conduct and Ethics. Any violations of the Mastech Finance Code of Professional Conduct may result in disciplinary action, up to and including termination of employment.

All employees covered by the Finance Code of Professional Conduct will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in their personal and professional relationships.
- Provide stakeholders with information that is accurate, complete, objective, fair, relevant, timely, and understandable, including information in our filings with and other submissions to the SEC and other public bodies.
- Comply with rules and regulations of federal, state, provincial, and local governments, and of other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence, and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose.
- Not use confidential information acquired in the course of one's work for personal advantage.
- Share knowledge and maintain professional skills important and relevant to stakeholders' needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment.
- Exercise responsible use, control, and stewardship over all Mastech assets and resources that are employed by or entrusted to us.
- Not coerce, manipulate, mislead, or unduly influence any authorized audit or interfere with any auditor engaged in the performance of an internal or independent audit of Mastech's system of internal controls, financial statements, or accounting books and records.

If you are aware of any suspected or known violations of this Finance Code of Professional Conduct, Mastech's Code of Business Conduct and Ethics, or other Mastech policies or guidelines, you have a duty to promptly report such concerns either to your manager, another responsible member of management,

or our Compliance Officer. The procedures to be followed for such a report are outlined in the Whistleblowing Policy which is posted on our website.

If you have a concern about a questionable accounting or auditing matter and wish to submit the concern confidentially or anonymously, you may do so by sending an e-mail message to CorporateSecretary@mastechdigital.com. Mastech will handle all inquiries discreetly and make every effort to maintain, within the limits allowed by law, the confidentiality of anyone requesting guidance or reporting questionable behavior and/or a compliance concern.

**It is Mastech's intention that this Finance Code of Professional Conduct be its written code of ethics under Section 406 of the Sarbanes-Oxley Act of 2002 complying with the standards set forth in Securities and Exchange Commission Regulation S-K Item 406.**

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I acknowledge that I have thoroughly read and understand this Code and the Conduct expected of me hereunder:

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Signature

\_\_\_\_\_  
Print Name and Title

\_\_\_\_\_  
Date