

# CODE OF CONDUCT

ROBERT HALF  
CODE OF  
BUSINESS  
CONDUCT  
& ETHICS





OUR  
**LEAD**  
PRINCIPLES

Leadership by Example  
Ethics First  
An Openness to New Ideas  
Dedication to Excellence

## FROM OUR PRESIDENT AND CEO

At Robert Half, professional conduct is embedded in our core value, Ethics First. It is one of the reasons our business has been a leader in the staffing industry since its founding in 1948.

We work with individuals who are advancing their careers and firms that are growing their business. Any unprofessional action can damage the level of trust we work so hard to achieve. Likewise, we want to ensure we are continually in compliance with government regulations. Our reputation depends upon both.

Robert Half's commitment to professionalism and ethics is detailed in our **Code of Business Conduct and Ethics**, which guides our employees around the world. I encourage you to familiarize yourself with the policies in this document. If any part is not clear, your manager will be happy to answer your questions.

M. KEITH WADDELL

## ROBERT HALF MISSION STATEMENT

- Help businesses grow by matching the right talent to their specialized staffing and consulting needs, and build rewarding careers for the professionals we place.
- Adhere to a philosophy of Ethics First in everything we do.
- Create a work environment where employees can thrive and innovate.
- Be a socially responsible corporate citizen and an active participant in the communities in which we live and work.



*“Our commitment to Ethics First unites our teams around the world. Our policies on business conduct are rooted in this principle, which has been one of our core values since 1948.”*

**– MAX MESSMER**  
CHAIRMAN



## CODE OF BUSINESS CONDUCT AND ETHICS

The Board of Directors (the “Board”) of Robert Half Inc. (“Robert Half”) has adopted the following Code of Business Conduct and Ethics (the “Code”). Robert Half, its affiliates, related entities and subsidiaries (each referred to herein as the “Company”) are each responsible for enforcing compliance with the Code.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, agents and representatives of the Company. All of our directors, employees, agents and representatives must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. The Code should be provided to and followed by the Company’s directors, agents and representatives, including consultants.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination. ***If you are in a situation that you believe may violate or lead to a violation of this Code, follow the compliance procedures described on Page 11, [Section 20](#) of this Code.***

*\* Amended and restated effective February 10, 2022.*



## 1. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Obedying the law, both in letter and in spirit, is the foundation on which this Company's ethical standards are built. All directors, employees, agents and representatives must respect and obey the laws of the cities, states and countries where we operate. Although not all directors, employees, agents and representatives are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel.

The Company holds information and training sessions to promote compliance with laws, rules and regulations, including insider trading laws for employees.

## 2. CONFLICTS OF INTEREST AND RELATED-PARTY TRANSACTIONS

A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or their family members, receive improper personal benefits as a result of their connection with in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

Directors and officers are expected to report any transaction that the Company would be required to disclose pursuant to Item 404 of Securities and Exchange Commission Regulation S-K (a "Related-Party Transaction") to the Nominating and Governance Committee. All such Related-Party Transactions shall be subject to the review and approval of the non-interested members of the Nominating and Governance Committee.

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, client or supplier. Employees of the Company are not allowed to work for a competitor as a consultant or board member. The best policy is for employees to avoid any direct or indirect business connection with our clients, suppliers or competitors, except on our behalf.

Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Company's Legal Department. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in [Section 20](#) of this Code.

## 3. INSIDER TRADING

Buying or selling stock, or telling others to buy or sell stock, on the basis of material, nonpublic information is called "insider trading" and is illegal. Directors, employees, agents and representatives who have access to material, nonpublic information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business.

All nonpublic information about the Company should be considered confidential information. Information is considered nonpublic until it has been broadly disclosed to the marketplace (such as through a public filing with the Securities and Exchange Commission or the issuance of a press release) and the marketplace has had time to absorb the information. To use nonpublic information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal and could result in criminal penalties.

The Company’s insider trading policy is described in greater detail in the [Policy on Compliance with Securities Laws](#). If you have any questions, please consult the Company’s Legal Department.

#### **4. CORPORATE OPPORTUNITIES**

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. No director, employee, agent or representative may use corporate property, information, or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **5. COMPETITION AND FAIR DEALING**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing

such disclosures by past or present employees of other companies is prohibited. Each director, employee, agent and representative should endeavor to respect the rights of and deal fairly with the Company’s clients, suppliers, competitors, candidates and employees. No director, employee, agent or representative should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

#### **6. ENTERTAINMENT AND GIFTS**

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with clients. No gift or entertainment should ever be offered, given, provided or accepted in connection with the Company’s business by any Company director or employee, family member of a director or employee or agent unless it meets all of the following requirements:

- It is not a cash (or cash equivalent) gift
- it is consistent with customary business practices
- it is not excessive in value
- it cannot be construed as a bribe or payoff or intended to improperly influence a decision, and
- it does not violate any laws or regulations.

Please discuss with your supervisor any gifts or proposed gifts if you are not certain whether they are appropriate, and consult your local gift policy. In addition, ensure that you are familiar with the Company’s anti-corruption and anti-bribery policies described in [Section 13](#) of this Code. Gifts to public officials are generally prohibited and should never be provided without consulting a supervisor or the Company’s Legal Department in advance.

#### **7. DISCRIMINATION AND HARASSMENT**

The diversity of the Company’s employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

***Compliance with this non-discrimination and non-harassment policy is essential to upholding the Company’s valuable reputation.***

#### **8. WORKPLACE HEALTH AND SAFETY**

The Company strives to provide each employee with a safe and healthful work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are prohibited.

Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

#### **9. RECORD KEEPING**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain

expense is legitimate, ask your supervisor or your controller. Rules and guidelines are available from your supervisor.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please consult the Company's Legal Department.

## 10. PUBLIC DISCLOSURE

It is the Company's policy that the information presented in the Company's public communications, including filings with the Securities and Exchange Commission, be full, fair, accurate, timely and understandable. All employees, officers and directors who are involved in the Company's disclosure process are responsible for acting in furtherance of this policy. In particular, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting or omitting (or causing others to misrepresent or omit) material facts about the Company to others, whether within or outside the

Company, including the Company's independent auditors. You must never take, directly or indirectly, any action to coerce, manipulate, mislead or fraudulently influence the Company's internal or external auditors in the performance of their audit or review of the Company's financial statements.

## 11. CONFIDENTIALITY

Employees, agents and representatives must maintain the confidentiality of confidential information entrusted to them by the Company or its clients or candidates, except when disclosure is authorized by the Legal Department or required by laws or regulations. Confidential information includes all material nonpublic information that might be of use to competitors, harmful to the Company or its clients or candidates, or that may impact the price of the Company's securities or those of another company, if disclosed. It also includes information that suppliers and clients have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

Your confidentiality obligations to the Company do not prohibit you from reporting potential violations of the law. You may communicate, cooperate or file a complaint concerning potential violations of any law or regulation with any governmental or law enforcement agency and may make disclosures to any governmental entity that are protected under legal whistleblower provisions, so long as the following requirements are met:

- (1) such communication and disclosure are consistent with applicable law; and
- (2) the information disclosed was not obtained through a communication subject to

attorney-client privilege (unless disclosure of that information would otherwise be permitted by an attorney under applicable federal law, attorney conduct rules or other exception).

No agreement with the Company can prevent any person from communicating directly with any governmental or law enforcement agency under applicable whistleblower provisions, and any agreement to the contrary will not be enforced by the Company.

Concerns may also be reported using the procedures described in [Section 20](#) of this Code without breaching any confidentiality agreement with the Company.

## 12. PROTECTION AND PROPER USE OF COMPANY ASSETS

All directors, employees, agents and representatives should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of directors, employees, agents and representatives to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, trademarks, and copyrights, as well as business, marketing and service plans, designs, databases, records, information regarding clients or candidates, salary information and any unpublished financial data and reports.



Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

### **13. ANTI-CORRUPTION/ANTI-BRIBERY**

The Company strictly prohibits corrupt or illegal practices including, but not limited to, the payment of bribes or kickbacks to (or the receipt of bribes or kickbacks from) government officials, representatives of commercial organizations or any other person. As a representative of the Company, your activities are subject to the U.S. Foreign Corrupt Practices Act (“FCPA”), local anti-corruption law, and possibly other international bribery laws and regulations, including the UK Bribery Act. The FCPA prohibits giving anything of value, directly or indirectly,

to employees or representatives of foreign governments, public international organizations, or political parties or candidates, in order to obtain or retain business or otherwise influence the judgment of such person. The UK Bribery Act is even broader and prohibits bribery in both the public and private sectors (sometimes referred to as “commercial bribery”) and applies to all organizations that carry on a business, or part of a business, in the UK. It also applies to conduct that takes place outside of the UK and, accordingly, the UK Bribery Act may be construed to apply to you and the Company’s activities anywhere in the world. “Commercial bribery” generally refers to the furnishing of something of value to an intermediary (e.g., an employee of a customer) without

supervisor or company knowledge, with the intent to inappropriately influence the company’s commercial conduct. The Company’s anti-bribery and anti-corruption policies are described in greater detail in the Company’s [FCPA Guidelines & Global Anti-Corruption Policy](#).

In addition, the U.S. government has a number of laws and regulations regarding business gratuities that may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense.

State and local governments, as well as foreign governments, may have similar rules, and you are required to comply with all applicable anti-corruption and anti-bribery laws in conducting Company business. The Company’s Legal Department can provide guidance to you in this area.

### **14. POLITICAL CONTRIBUTIONS AND DONATIONS**

Many laws limit the use of the Company’s resources for contributions or donations to political campaigns, candidates or office holders. Any activities in violation of such laws are strictly prohibited. Any involvement in political activities undertaken by the Company’s employees involving the Company’s assets shall be reviewed by, and requires the approval of, the Chief Executive Officer, the Chief Financial Officer and the General Counsel. Any employee who wishes to receive guidance on issues arising from personal involvement in political activities or the Company’s involvement in lawful political activities may consult with the General Counsel.





## **15. MONEY LAUNDERING TRANSACTIONS**

Many countries in which the Company does business have laws that prohibit money laundering. Money is “laundered” when it is taken from an illegal activity and run through a legal activity to conceal criminal activity associated with it, including the crimes that generate it, such as terrorism, drug trafficking or illegal tax avoidance. The Company is committed to complying fully with all applicable anti-money laundering laws of the United States and throughout the world and will not tolerate any money laundering activities by its employees, agents or representatives.

## **16. ECONOMIC AND TRADE SANCTION LAWS**

The Company is fully committed to complying with all applicable economic and trade laws, rules, regulations, embargoes and sanctions of the cities, states and countries where we operate, including the laws that are administered by the Office of Foreign Assets Control (OFAC) of the U.S. Treasury Department, the U.S. Department of Commerce, and the U.S. Department of State. Accordingly, compliance with economic and trade sanctions laws means the Company does not engage in business, or offer to engage in business, either directly or indirectly, with any party subject to sanctions. Any use of the Company’s assets to finance or otherwise aid any sanctioned groups or sanctioned activities is strictly prohibited. Further, no Company assets may be used and no Company services may be provided to illegally fund or facilitate any activities of, or with any person, or in any country or territory that is the subject of applicable economic and trade sanctions. Engaging in any conduct in any other manner that will result in a violation of applicable trade or economic sanctions laws is prohibited.

## **17. ENVIRONMENTAL RESPONSIBILITY**

The Company is committed to conducting its business in an environmentally responsible manner. Accordingly, all employees of the Company are required to comply with all applicable environmental laws and regulations and to conduct business in a manner that protects the environment, conserves resources and ensures sustainable development.

## **18. WAIVERS OF THE CODE OF BUSINESS CONDUCT AND ETHICS**

Any waiver of this Code for executive officers or directors may be made only by the Board or a Board committee and will be promptly disclosed as required by law or stock exchange regulation.

## **19. MONITORING AND REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR**

If in your country you have been issued a supplemental Ethics Hotline Notice, the guidelines contained in that notice will prevail if in conflict with any instructions in this Code regarding reporting of unethical or illegal conduct. This applies to any matter that you believe gives rise to an ethical or legal violation, whether it is related to your job responsibilities or not.

Directors and officers are expected to monitor any conduct that violates any applicable law or any provision of this Code. Employees are encouraged to talk to supervisors, managers or other appropriate personnel about observed or suspected illegal or unethical behavior or violations of this Code and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for good faith reports of misconduct by others made by employees, agents or representatives. You are expected to cooperate in internal investigations of misconduct.

## 20. COMPLIANCE PROCEDURES

The Company takes all matters pertaining to this Code seriously and will actively enforce the requirements set forth in this Code to the extent permitted by applicable law. Those who violate the standards in this Code may be subject to disciplinary action up to and including termination. We must all work to ensure that the policies and procedures of this Code are upheld. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- **Always ask first, act later.** If you are unsure what to do in any situation, seek guidance **before you act.**
- **Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper?** This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use good judgment and common sense; if something seems unethical or improper, report it following the procedures described in this section or, if applicable, the Ethics Hotline Notice adopted for your country.
- **Clarify your responsibility and role.** In most situations, there is shared responsibility. It may help to discuss the problem with appropriate supervisors or managers.
- **Discuss the problem with your supervisor or the Legal Department.** This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's



responsibility to help solve problems. If you do not feel comfortable talking to your supervisor, you may want to talk to a supervisor or manager with whom you feel comfortable.

- **Seek help from Company resources.** In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question or discussing it with a higher level manager, you have the following resources:
  - Report to an outside, independent service provider by calling the Robert Half Ethics and Compliance Hotline below or using the Robert Half Ethics and Compliance Online Reporting Tool at [RobertHalfEthicsLine.com](https://www.roberthalf.com/ethics).
    - From North America, call **1.800.251.4621**.
    - From outside North America, call the toll-free number for your country listed on [Appendix A](#).
  - Reports may be submitted anonymously through these channels in all jurisdictions where permitted by applicable law.
  - If you are located in one of the countries listed on [Appendix B](#), consult your country's Ethics

Hotline Notice for the reporting guidelines applicable to you.

- While any report may be made using the information provided above, for reports concerning discrimination, harassment, or other employment issues, employees and candidates are recommended to call the Company's toll-free hotline at **1.888.875.4901**, which will put you in direct contact with the appropriate people at Company headquarters.
- You may also call the Company's General Counsel and Corporate Compliance Officer at **1.650.234.6000**.
- **You may report any misconduct or any violation of the Code, including any violations of laws and regulations applicable to the Company, in confidence and without fear of retaliation.** To the extent permitted by applicable law, if your situation requires that your identity be kept secret, your anonymity will be protected. The Company will not tolerate direct or indirect retaliation, in any form, against an individual for making a good faith report of potential or actual misconduct or violations of the Code.

## APPENDIX A

# ROBERT HALF ETHICS AND COMPLIANCE HOTLINE

### COUNTRY-SPECIFIC TOLL-FREE NUMBERS

COUNTRY	HOTLINE NUMBER	COUNTRY	HOTLINE NUMBER
Australia	1.800.764.392	Ireland	1800.904.177
Austria	0800.281734	Italy	800.727.419
Belgium	0800.708.64	Japan	0800.222.1142
Brazil	0.800.591.1307	Luxembourg	800.2.2992
Bulgaria	0800.46055	Netherlands	0.800.023.4122
Canada	1.800.251.4621	New Zealand	0800.746305
Chile	800.914.044	Singapore	800.492.2392
China	400.120.3145	Switzerland	0800.836.911
France	0805.080313	United Arab Emirates	8000.3205.17
Germany	0800.183.0550	United Kingdom	0.800.086.8406
Hong Kong	800.962.233	United States	1.800.251.4621
India	000.800.050.1471		

If your country is not listed above, please use the following internationally accessible hotline number (please note that callers in some countries must first dial a country-specific direct access code, and long-distance charges may apply): **1.720.514.4400**

## APPENDIX B

# SPECIAL ETHICS HOTLINE NOTICES

Employees in the following locations should refer to the guidelines contained in their country's Ethics Hotline Notice concerning the reporting of unethical or illegal conduct.

### COUNTRY

Austria  
Belgium  
France  
Germany  
Ireland  
Italy  
Luxembourg  
Netherlands  
Switzerland  
United Kingdom

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