

Robert Half Inc.
Compensation Committee Charter

Purpose

The Compensation Committee is appointed by the Board to establish policies with respect to the compensation of the Company's officers. The Committee has overall responsibilities for approving and evaluating officer compensation plans, policies and programs of the Company.

The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

Committee Membership

The Compensation Committee shall consist of no fewer than two members of the Board. The members of the Compensation Committee shall (i) meet the independence requirements of the New York Stock Exchange and (ii) qualify as "non-employee directors" for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); provided, however, that a subsequent determination that any member of the Compensation Committee does not qualify as a "non-employee director" will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined necessary or desirable or appropriate to satisfy applicable regulatory standards.

The members of the Compensation Committee shall be appointed by the Board, and the Board shall designate one member as chairperson. Compensation Committee members may be replaced by the Board.

Committee Authority and Responsibilities

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant, independent legal counsel or other advisor to be used to assist the Committee in the evaluation of director, CEO or senior executive compensation and shall have sole authority to approve the consultant's, counsel's or advisor's fees and other retention terms. The Company shall provide appropriate funding for reasonable compensation to any such consultant, counsel or advisor. As required by New York Stock Exchange regulations, selection of any such consultant shall be made only after the Committee considers all factors relevant to such person's independence as specified in such regulations.
2. With respect to the CEO and all other executive officers (as defined in the Exchange Act and the rules and regulations promulgated thereunder), the Compensation Committee shall annually review and approve corporate, business unit, personal and/or other goals and objectives relevant to compensation, evaluate performance in light of those goals and objectives, and determine and approve compensation

arrangements and levels based on this evaluation. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.

3. The Compensation Committee shall make recommendations to the Board with respect to compensation, incentive-compensation and equity-based plans for which Board adoption or approval is required. To the extent directed or authorized by the Board, the Compensation Committee shall adopt, amend and/or administer such plans on behalf of the Board and the Company.
4. The Compensation Committee shall review and approve employment and severance arrangements for executive officers, including arrangements with change-in-control provisions.
5. The Compensation Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require to be included in the Company's annual report and proxy statement for its annual meeting of stockholders, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement for its annual meeting of stockholders, and oversee the production of the compensation committee report required by SEC rules to be included in the Company's annual report and proxy statement for its annual meeting of stockholders.
6. The Compensation Committee shall periodically review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
7. The Compensation Committee shall periodically review compliance by executive officers and directors with the Company's policy regarding minimum share ownership.
8. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
9. The Compensation Committee shall administer, interpret and as required, enforce the Robert Half Inc. Clawback Policy ("Clawback Policy") consistent with, and subject to the exceptions set forth in, Listing Standard 303A.14 adopted by the New York Stock Exchange to implement Rule 10D-1 under the Securities Exchange Act of 1934, as amended (collectively, "Rule 10D-1"). The Compensation Committee shall have the power to amend this Clawback Policy in accordance with its terms.

10. At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement.
11. The Compensation Committee may form and delegate authority to subcommittees when appropriate to the extent permitted by law.
12. The Compensation Committee shall make regular reports to the Board.
13. The Compensation Committee shall, as and when it deems appropriate, review and reassess the adequacy of this Charter and recommend changes to the Board as appropriate.
14. The Compensation Committee shall annually review and evaluate its own performance.

END OF CHARTER DOCUMENT