



# Regulation FD Policy

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## **INTRODUCTION**

Robert Half Inc. (“RHI or the “Company”) is a public company whose stock is traded on the New York Stock Exchange. As such, it is subject to various federal statutes and regulations of the Securities and Exchange Commission. One such regulation is Regulation FD (Fair Disclosure). Regulation FD prohibits any disclosure of material information to a limited group of persons, except under the limited

circumstances described below. Rather, any disclosure of Material Information must be communicated in a way that provides broad, non-exclusionary distribution of the information to the public and entire investment community. This Policy expresses RHI’s commitment to comply with Regulation FD, and applies to all of RHI’s directors, officers, employees and agents.

## DEFINITIONS

The Securities and Exchange Commission defines “Material Information” as (a) information that a reasonable investor will likely consider important in making a decision to buy, hold or sell securities, (b) information that would significantly alter the total mix of information that is publicly available or (c) information, whether positive or negative, that could be expected to have an effect upon stock prices.

In the context of RHI, material information may include, but is not limited to, information regarding:

- projections of future earnings or losses, or other earnings guidance;
- changes to, or reaffirmations of, previously announced projections or earnings guidance or the decision to suspend earnings guidance;
- earnings that are inconsistent with the consensus expectations of the investment community;
- consolidated financial results, such as revenue or earnings;
- a pending or proposed merger, acquisition, strategic transaction, or tender offer;
- a pending or proposed acquisition or disposition of a significant asset;
- a change in dividend policy, the declaration of a stock split, or an offering of additional securities;
- new or changed plans with respect to the repurchase of Company securities or a large accelerated repurchase of

Company securities;

- a change in executive management;
- development of a significant new product or process;
- significant cybersecurity risk or incidents concerning the Company or its confidential data;
- significant pending or threatened regulatory investigation or action, or the resolution of such investigation or action;
- bank borrowings other than financing transactions in the ordinary course;
- impending bankruptcy or the existence of severe liquidity problems; and
- the gain or loss of a significant customer or supplier.

If you have any questions regarding whether something is Material Information, consult RHI’s Legal Department.

RHI’s Annual Reports and periodic reports (i.e., Form 8-K, Form 10-K, Form 10-Q and proxy statement) that have been publicly filed, press releases distributed through a widely disseminated news or wire service, and information publicly available on RHI’s website ([www.roberthalf.com](http://www.roberthalf.com)) are “Public Distributions.” In addition, announcements by authorized RHI spokespersons at conferences or on conference calls, if the public is given adequate advance notice of the conference or call and the public is granted real-time access to the conference or call, are Public Distributions.

If you have any questions regarding whether something is a Public Distribution, consult RHI’s Legal Department.

## DISCLOSURE OF MATERIAL INFORMATION

Regulation FD substantially regulates the disclosure of Material Information. To comply with Regulation FD, it is RHI's policy that Material Information shall be disclosed only in Public Distributions, except as otherwise required by law. Any other disclosure of Material Information may only be done as follows:

1. You may disclose Material Information to directors, officers or employees who have the need to know such information in order to perform their duties for RHI.
2. You may disclose Material Information to outside advisors and service providers (such as RHI's lawyers and accountants) who owe a duty of trust or confidence to RHI.
3. You may disclose Material Information to a person who has entered into a written agreement with RHI to keep such information confidential, provided that such agreement has been approved in advance by RHI's Legal Department.
4. You may disclose Material Information under such other circumstances that RHI's Legal Department advises in advance are permissible.
5. You must disclose Material Information to appropriate authorities where required by applicable law or regulation. Please advise RHI's Legal Department immediately if you have provided Material Information to anyone pursuant to this clause (5) or received any request from any legal, governmental or regulatory authority to provide such information.

Please be aware that, while you may disclose Material Information that appears in a Public Distribution that has been released, you may not comment upon, add to, or clarify any of the information in the Public Distribution, except where required by law.

## SOCIAL MEDIA AND THE COMPANY'S WEBSITE

The Company shall periodically notify investors through its SEC filings that it intends to use its website ([www.roberthalf.com](http://www.roberthalf.com)) as a channel of distribution of Material Information about RHI. To the extent RHI determines to use one or more social media channels to distribute Material Information, it will notify investors of the specific social media channels that it will use in its SEC filings. Until the Company determines that a specified social media channel is a recognized channel of distribution and has notified investors accordingly, Material Information can only be disclosed on social media channels if previously or simultaneously disclosed through Public Distributions.

Use of personal social media channels (regardless of whether such channels are publicly available or private) by directors, officers, employees, agents or other persons to communicate Material Information is prohibited. RHI's Legal Department shall review all disclosures on the Company's website or through authorized social media channels, if applicable, concerning matters that may be Material Information before they are made public, particularly disclosures involving financial or forward-looking information.

## **STATEMENTS OF FUTURE PROSPECTS**

Regulation FD also substantially regulates the disclosure of any forecasts or projections about the future. To comply with Regulation FD, it is RHI's policy that any forecast or projection be made only in Public Distributions.

Depending upon the circumstances, repeating or reconfirming an earlier forecast or projection may result in a violation of Regulation FD. Accordingly, any request for a reiteration or reconfirmation of a previous forecast or projection should be referred to the Chief

Executive Officer, the Chief Financial Officer and the General Counsel and Corporate Compliance Officer. You may not comment upon, reiterate, add to, or clarify any forecast or projection unless expressly authorized by RHI's Legal Department.

## **NORMAL MARKETING ACTIVITIES**

Nothing in this Policy is intended to limit normal marketing activities. You may communicate with clients and candidates regarding our services, and may, within existing guidelines, express confidence in the quality of our services.



## LEGALLY REQUIRED INFORMATION

All of RHI's directors, officers, employees and agents are required to obey applicable laws at all times. Nothing in this Policy is intended to prevent or delay you from providing information to appropriate authorities where required by law. If you have any questions, please contact RHI's Legal Department and refer to RHI's **Code of Business Conduct and Ethics**.

## VIOLATIONS OF POLICY

Regulation FD requires that, in the event of a non-public disclosure of Material Information, RHI take immediate corrective steps, which may include formal disclosure of the information to the public. Accordingly, if you believe you or anyone else may have violated this Policy, please contact RHI's Legal Department immediately.

### **GUIDANCE:**

**If you have any questions regarding this Policy, please contact RHI's Legal Department.**

[roberthalf.com](https://www.roberthalf.com)

