

*As Amended and Restated February 11, 2021*

## **ROBERT HALF INTERNATIONAL INC.**

### **STATEMENT OF COMPANY POLICY REGARDING COMPLIANCE WITH SECURITIES LAWS**

The purchase or sale of securities while aware of material nonpublic information regarding the Company, and the disclosure of material nonpublic information to others who then trade in the Company's securities, are prohibited by the federal securities laws.

The Company's Board of Directors has adopted this Policy Statement both to satisfy the Company's obligation to prevent insider trading and to help Company personnel avoid the severe consequences associated with violations of the insider trading laws.

This Policy Statement is also intended to prevent even the appearance of improper conduct on the part of anyone employed by or associated with the Company. We have all worked hard over the years to establish a reputation for integrity and ethical conduct, and we cannot afford to have that reputation damaged.

#### **The Consequences**

Insider trading violations are pursued vigorously by the Securities and Exchange Commission and the United States Department of Justice and are punished severely. While the regulatory authorities concentrate their efforts on the individuals who engage in insider trading, or who tip inside information to others, the federal securities laws also impose potential liability on companies and other "controlling persons" if they fail to take reasonable steps to prevent insider trading by Company personnel.

The consequences of an insider trading violation can be severe:

Company personnel who trade on inside information, or who provide insider information to others, are potentially subject to the following penalties:

- a civil penalty of up to three times the profit gained or loss avoided;
- a criminal fine of up to \$5,000,000, no matter how small the profit; and
- a jail term of up to twenty years.

An employee who tips information to a person who then trades is subject to the same penalties as the tippee, even if the employee did not trade and did not profit from the tippee's trading.

The Company and its supervisory personnel, if they fail to take appropriate steps to prevent illegal insider trading, are subject to the following penalties:

- a civil penalty of up to \$2,000,000 or, if greater, three times the profit gained or loss avoided as a result of the employee's violation; and
- a criminal penalty of up to \$25,000,000 dollars.

An employee's failure to comply with the Company's insider trading policy may also subject the employee to Company-imposed sanctions, including dismissal for cause, whether or not the employee's failure to comply results in a violation of law. Any violation of law, or even an SEC investigation that does not result in prosecution, can tarnish an employee's reputation and irreparably damage his or her career.

### **Statement of Policy**

It is the Company's policy that no director, officer, employee, contractor, or consultant of the Company who is aware of material nonpublic information relating to the Company may, directly or through family members or other persons or entities:

- "trade" securities of the Company, other than pursuant to a pre-approved trading plan that complies with SEC Rule 10b5-1, or engage in any other action to take personal advantage of that information; or
- pass that information on to others outside the Company, including family and friends.

For the purposes of this Policy Statement, the term "trade" or "trading" means broadly any purchase, sale or other transaction to acquire, transfer or dispose of securities, including market option exercises, sales of stock acquired upon the exercise of options, and trades made under an employee benefit plan such as a 401(k) plan.

*Material Information.* Material information is any information that a reasonable investor would consider important in making a decision to buy, hold or sell the Company's securities. Any information that could be expected to affect the Company's stock price, whether it is positive or negative, should be considered material.

Some examples of information that ordinarily would be regarded as material are:

- projections of future earnings or losses, or other earnings guidance;
- earnings that are inconsistent with the consensus expectations of the investment community;
- a pending or proposed merger, acquisition 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;

- a change in management;
- development of a significant new product or process;
- significant cybersecurity risk or incidents concerning the Company or its confidential data.
- impending bankruptcy or the existence of severe liquidity problems; and
- the gain or loss of a significant customer or supplier.

*When Information is Considered Public.* If you are aware of material nonpublic information, you may not trade until the information has been disclosed broadly to the marketplace – such as by press release or an SEC filing – and the investing public has had time to absorb the information fully. To avoid the appearance of impropriety, as a general rule, information should not be considered fully absorbed by the marketplace until after one complete trading day has occurred since the information was released. If, for example, the Company releases earnings after the close of trading on Monday, you should not trade in the Company’s securities until Wednesday.

*Transactions by Family Members and Other Persons.* The Company’s insider trading policy also applies to your family members who reside with you, anyone else who lives in your household, any family members or other individuals who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control, such as parents, children, or friends who consult with you before they trade in Company securities, and any trusts, companies, or other entities that you or such other individuals control. You are responsible for the transactions of these other individuals and entities and therefore should make them aware of the need to confer with you before they trade in the Company’s securities.

*No Exception for Emergencies.* Transactions that may be necessary or justifiable for independent reasons – such as the need to raise money for an emergency expenditure – are not excepted from the Company’s policy. The securities laws do not recognize these types of mitigating circumstances and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company’s reputation for adhering to the highest standards of conduct.

*Information Regarding Other Companies.* It is the Company’s policy that no director, officer or employee of the Company who, in the course of working for the Company, learns of material nonpublic information about another firm with which the Company does business, including a customer or supplier of the Company, may trade in that firm’s securities, or pass such information on to others for the purpose of trading, until the information becomes public or is no longer material.

*Disclosure of Information to Others.* The Company is required under Regulation FD of the federal securities laws to avoid the selective disclosure of material nonpublic information. The Company has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. You may not, therefore, disclose information to anyone outside the Company, including family members and friends, other than in accordance with those procedures. You may also not discuss

confidential or material nonpublic information about the Company or its business on social media or other internet-based forums.

*20/20 Hindsight.* Remember, anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.

### **Transactions under Company Plans**

The Company's insider trading policy does not apply to the exercise of employee stock options, although it does apply to the sale of the underlying shares. Nor does it apply to the surrender of shares to the Company to pay the exercise price of an option or to satisfy tax withholding requirements with respect to an exercise or vesting of an equity award granted by the Company. The policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option or taxes due in connection with the vesting or exercise of equity awards granted by the Company.

### **Additional Prohibited Transactions**

The Company considers it improper and inappropriate for any director, officer or other employee of the Company to engage in short-term or speculative transactions in the Company's securities. It therefore is the Company's policy that directors, officers and other employees may not engage in any of the following transactions:

*Short-term Trading.* Short-term trading of the Company's securities may be distracting and may result in an undue focus on the Company's short-term stock market performance instead of the Company's long-term business objectives. For these reasons, any director, officer or other employee of the Company who purchases Company securities in the open market may not sell any Company securities of the same class during the six months following the purchase.

*Short Sales.* Short sales of the Company's securities reflect an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller lacks confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to improve the Company's performance. For these reasons, short sales of the Company's securities are prohibited by this Policy Statement.

*Publicly Traded Options.* A transaction in publicly traded options is, in effect, a bet on the short-term movement of the Company's stock and therefore creates the appearance that the director, officer or employee is trading based on inside information. Transactions in publicly traded options also may focus attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in puts, calls or other derivative securities, on an exchange or in any other organized market, are prohibited by this Policy Statement. (Options granted by the Company under its benefit plans are not publicly traded options, and are therefore not subject to this prohibition.)

*Hedging.* Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forward contracts, equity swaps, collars and exchange funds. Such hedging transactions

may permit a director, officer or employee to continue to own the Company's stock but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other shareholders. Therefore, directors, officers and employees are prohibited from engaging in hedging transactions.

*Pledged Securities.* Securities pledged as collateral for a loan may be sold in foreclosure if you default on the loan. Because a foreclosure sale may occur at a time when you are aware of material nonpublic information or otherwise are not permitted to trade in the Company's stock, directors, officers and employees are prohibited from pledging Company stock as collateral for a loan.

### **Trading Window Procedures for Certain Persons**

This section imposes additional requirements on certain persons in the Company who may have access to material nonpublic information as part of their ordinary course roles and responsibilities ("Restricted Persons"). For purposes of this Policy Statement, Restricted Persons are defined as follows:

- members of the Company's Board of Directors;
- the Company's executive officers;
- those employees who, by the nature of their jobs, can be assumed to have access to material nonpublic information;
- such other employees as are designated from time to time by executive management of the Company; and
- the household and immediate family members of such persons, and trusts, companies and other entities controlled by any of such persons.

*Window and Blackout Periods.* The Company has established four regular "windows" of time during the fiscal year during which requests by Restricted Persons for transactions involving the Company's securities may be approved and performed ("Window Periods"). Each Window Period begins with the second trading day on the New York Stock Exchange after the day on which the Company makes a public news release of its quarterly or annual earnings for the prior fiscal quarter or year. That same Window Period closes at the close of trading on the last trading day that is twenty (20) trading days following the opening of such Window Period. After the close of the Window Period, Restricted Persons may not trade the Company's securities. The prohibition against trading while aware of, or tipping of, material nonpublic information applies even during a Window Period. For example, if during a Window Period, a material acquisition or divestiture is pending you may not trade in the Company's securities. You should consult the Legal Department whenever you are in doubt.

From time to time, the Company may notify Restricted Persons and/or other specified employees that an additional blackout period (a "Special Blackout Period") is in effect in view of significant events or developments involving the Company. These Special Blackout Periods may occur during a regular Window Period and may include persons not generally designated as Restricted Persons. In case of a Special Blackout Period, no designated person may purchase or

sell any securities of the Company during such Special Blackout Period or inform anyone else that a Special Blackout Period is in effect.

The Company will deliver an e-mail (or other communication) notifying all Restricted Persons when Window Periods will begin and end. In the case of a Special Blackout Period, the Company will notify the persons affected by e-mail (or other communication) when the Special Blackout Period begins and when it ends. The Company's delivery or non-delivery of these e-mails (or other communications) does not relieve any Restricted Person of the obligation to trade in securities of the Company only in full compliance with this Policy Statement.

Those subject to the Window Periods or a Special Blackout Period may request an exemption from such periods if they are not in possession of material nonpublic information and are not otherwise prohibited from trading pursuant to the Company's insider trading policy. Such exemptions are granted infrequently and only in exceptional circumstances. Any request for an exemption should be made to the General Counsel.

### **10b5-1 Trading Plans**

The prohibitions on trading contained in this Policy Statement will not apply to trades made pursuant to a binding contract, written plan or specific instruction (a "Trading Plan") that is adopted and operated in compliance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended; provided such Trading Plan: (1) is in writing; (2) was submitted to the Company for review by the Company and pre-cleared by the General Counsel (or his or her designee) prior to its adoption; (3) was not adopted while the employee was aware of material nonpublic information or, in the case of a Restricted Person, was adopted during a Window Period when such Restricted Person was not subject to a Special Blackout Period; and (4) in the case of a Board member or an executive officer subject to Section 16, requires such person's broker to notify the Company before the close of business on the day of the execution of the transaction.

### **Post-Termination Transactions**

This Policy Statement continues to apply to your transactions in Company securities even after you have terminated employment. If you are in possession of material nonpublic information when your employment terminates, you may not trade in Company securities until that information has become public or is no longer material.

### **Company Assistance**

Any person who has a question about this Policy Statement or its application to any proposed transaction may obtain additional guidance from the Company's General Counsel, whose telephone number is (650) 234-6000. Ultimately, however, the responsibility for adhering to this Policy Statement and avoiding unlawful transactions rests with each individual employee.

### **Communication**

Management shall communicate this Policy Statement to employees on an annual basis.