

# **HUDSON HIGHLAND GROUP, INC.**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

**(Adopted February 18, 2004)**

### **INTRODUCTION**

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Because of the Company's commitment to integrity as one of its core values, this Code has been approved by the Board of Directors of Hudson Highland Group, Inc. to provide guidance for all directors and employees. In keeping with the value of integrity, all Company employees and directors are expected to maintain high ethical standards of conduct and to comply fully with applicable laws and governmental regulations. Each employee and director should read this document carefully with a commitment to upholding these standards. Operating with honesty and integrity in all matters will create an attractive working environment consistent with the Company's core values and project a positive image of the Company to customers, suppliers, stockholders and the public at large.

Throughout this document, the term "Responsible Manager" means the senior management team member for the region or corporate function where an employee works; and the "Company's Legal Counsel" means the Vice President, Legal Affairs and Administration, Corporate Secretary.

If you have questions about this Code, please speak to your supervisor, your Responsible Manager, the Company's Legal Counsel or the Executive Vice President, Human Resources.

While this Code deals with major areas of concern, it cannot cover every situation, so employees and directors are expected to use their best judgment at all times keeping in mind the high standards of integrity, respect and responsibility to which the Company is committed.

### **REPORTING VIOLATIONS AND ENSURING COMPLIANCE**

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If an employee ever believes that this Code, a law, or a regulation has been violated, or that he or she is being asked to violate this Code, a law or a regulation, then he or she should promptly report to his or her supervisor or Responsible Manager. Or, the employee may report the matter to the Company's Legal Counsel or the Executive Vice President, Human Resources, who will respond as promptly and discreetly as possible with an appropriate investigation. A director of the Company should report a matter to the Chairman of the Audit Committee of the Company's Board of Directors.

To further safeguard the ability of employees to report violations of this Code without fear of reprisal, the Company, through the Audit Committee, has established procedures for receiving and handling complaints or concerns related to accounting, internal accounting controls, auditing matters and other allegations of wrongdoing in a confidential and anonymous manner. These procedures are set forth in more detail in the Company's policy covering "Accounting, Internal Accounting Controls, Auditing Matters and Other Allegations of Wrongdoing (Whistleblower Hotline)".

As soon as a matter is brought to the attention of the appropriate person, the Company will investigate fully and take appropriate steps to maintain the confidentiality of the reporting employee or director, to the extent that it can do so. In certain circumstances, further investigation or action regarding an incident may require disclosure of some personal information. Anonymity will be maintained to the greatest extent possible.

Employees and directors should be assured that no retaliation or retribution will be taken for providing information or assisting in an investigation. Any employee threatening, harassing, or in any way discriminating against an employee or director for reporting a matter will be subject to disciplinary action. Further, an employee or director found to have violated this Code will be subject to appropriate disciplinary action, ranging from warnings to possible termination.

Only the Board of Directors may waive or change provisions of this Code. To the extent required, all waivers of or changes to this Code must be publicly disclosed to comply with the requirements of the Securities and Exchange Commission, the listing standards of the Nasdaq Stock Market and other applicable laws and regulations.

The Company's Board of Directors is responsible for overseeing the interpretation and enforcement of this Code. Each Responsible Manager must enforce this Code for his or her employees. The Company's Legal Counsel will be responsible for monitoring the enforcement of this Code. Questions regarding this Code not resolvable by the Company's Legal Counsel shall be directed to the Chairman of the Audit Committee of the Board of Directors.

## **COMPLIANCE WITH LAWS GENERALLY**

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The Company's businesses must be conducted in full compliance with all applicable laws and regulations. Any illegal action will be dealt with swiftly and violations will be reported to the proper authorities and offenders will be subject to disciplinary action by the Company. If an employee or a director has any questions on specific laws, regulations or other legal issues, he or she should contact the Company's Legal Counsel.

In keeping with our commitment to integrity, there may be isolated instances where local laws are unacceptable. For example, even if it were not illegal in other countries, the Company does not want to obtain or retain business by giving gifts to officials of a government or a multinational organization either to influence any of their official acts, or to induce them to use their influence to affect any governmental act. In addition, employees should never give a gift to any person or firm where he or she has reason to believe that the gift will be passed on to a government official for such purposes.

Employees and directors must never make improper gifts or payments, such as bribes or kickbacks, in any way in connection with the Company's business.

## **CORPORATE OPPORTUNITIES AND CONFLICTS OF INTEREST**

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Employees and directors may not take personal advantage of certain business opportunities in which the Company may be interested. This "corporate opportunity doctrine" is complex. The most common types of situations falling within this doctrine prohibit employees and directors from taking advantage personally of a business opportunity that typically would be of interest to the Company; taking advantage of an opportunity discovered using Company property, business contacts or

information, or that the employee becomes aware of because he or she works for the Company (or is a director of the Company); or competing with or otherwise disadvantaging the Company. If an employee or director has any question regarding whether this corporate opportunity doctrine applies, he or she should consult with the Company's Legal Counsel.

Although employees are free to participate in outside activities, it is important that they not engage in any activity that is or gives the appearance of being a conflict of interest. Examples include:

- Being a consultant to, or a director, officer or employee of, or otherwise operating an outside business in competition with the Company's current or potential products and services; that supplies products or services to the Company or that purchases products or services from the Company
- Having any financial interest, including stock ownership, in any such outside business that might create or give the appearance of a conflict of interest
- Seeking or accepting any personal loan or services from any such outside business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their business
- Being a consultant to, or a director, officer or employee of, or otherwise operating an outside business which would interfere with the director's or employee's responsibilities with the Company
- Using the Company's property, information or position for personal gain

Conflicts of interest may also arise through an employee's activities for the Company, such as conducting business on behalf of the Company with immediate family members, which include spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives.

Any actually or potentially conflicting interests must be reported to the Responsible Manager or the Company's legal counsel.

## **COMPANY INFORMATION**

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Company information and data are very valuable assets. Company information and data encompasses all proprietary information that is not generally available to or known by the public, and it includes information in any format.

Employees should use Company information to the extent needed to perform their jobs properly, but should remember that they are responsible for safeguarding that information from theft or misuse. Accordingly, employees cannot, directly or indirectly:

- disclose any Company information to others, including other employees, unless they have a legitimate need to know it to perform their jobs and have agreed to maintain its confidentiality;
- use Company information for any purpose other than its intended use;

- copy any documents containing Company information, or remove any documents or other records or copies from the work area, except as required to perform their jobs properly; or
- dispose of Company information inappropriately.

All Company documents, e-mail and other materials containing Company information are the Company's property. When employment or directorship ends or if the Company requests, the documents and other materials must be returned to the Company.

Many employees regularly exchange Company information with others for legitimate business reasons. As a general rule, before disclosing or receiving information, the Company must enter into an agreement, approved by the Company's Legal Counsel that describes how the parties can use and must protect the information.

Subject to applicable law, directors have an obligation to the Company and its shareholder to maintain the confidentiality of nonpublic information about the Company (and nonpublic information provided to the directors by another person or company) and not disclose such information or use it for any purpose other than its intended use.

## **USE OF COMPANY PROPERTY**

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When an employee or director uses Company property, it must be for valid corporate purposes and, except as described below, exclusively for the Company's benefit. Company property includes corporate funds, facilities, equipment, computers, software, inventory, office supplies, technologies, concepts, intellectual property, product development strategies and projects, business strategies and plans, customer lists, personnel data, marketing and sales plans, Company phone directories, organization charts, service cost and pricing data, financial data and all other proprietary information about the Company's business and employees.

All of the Company's information systems, including communications systems, magnetic media, e-mail, voice mail, and intranet, extranet and internet access systems are the Company's property and generally must be used only for business activities. Incidental personal use is permissible as long as it does not consume more than a trivial amount of resources, does not interfere with productivity, does not preempt any business activity, is otherwise appropriate and reasonable and is consistent with the Company's business values and this Code. The Company reserves the right at any time to access, read, monitor, inspect and disclose the contents of, postings to and downloads from all of the Company's information systems.

No one may use the Company's information systems to access, view, post, store, transmit, download, or distribute any profane, obscene, derogatory, harassing, offensive or inappropriate materials. Additionally, no employee may use these systems to send Company information or copyrighted documents that are not authorized for transmittal or reproduction.

## **FAIR DEALINGS WITH OTHERS**

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The Company has clearly expressed its belief in the value of respect. Therefore, everyone should be treated with uncompromising respect, civility and fairness. This value extends not only to employees but also to customers, suppliers, competitors, and external advisers.

## **CONTACT WITH THE MEDIA, THE PUBLIC OR LAWYERS**

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Press releases and contact with the news media, industry and securities analysts or investment bankers must be made only through or at the direction of the Chief Executive Officer, Chief Financial Officer or the Vice President of Marketing and Communications.. All media inquiries should be directly routed to the Responsible Manager, the appropriate marketing manager or the corporate marketing and communications department. No employee (unless authorized) should answer questions or comment on, confirm or deny anything relating to company business.

If an attorney contacts an employee regarding the Company, then the employee should refer him or her to a regional general counsel of the Company or the Company's Legal Counsel. An employee should never answer questions or supply documents to lawyers outside of the Company without the prior approval of a regional general counsel of the Company or the Company's Legal Counsel. If an employee receives a summons, legal complaint, subpoena, other similar legal document concerning the Company, then the employee should immediately consult with a regional general counsel of the Company or the Company's Legal Counsel. These policies are more fully explained in the Company's legal policies and procedures.

## **COMPLIANCE WITH SECURITIES LAWS**

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Each employee and director is expected to fully comply with the Company's Policy Prohibiting Insider Trading in Company Stock. A copy of this Policy is regularly provided to employees and directors and is posted on the intranet. Directors, executive officers of the Company and certain key employees of the Company who have regular access to material nonpublic information regarding the Company are regularly provided with memoranda regarding additional requirements and restrictions under the federal securities laws and under the Company's policies and procedures with respect to transactions involving Company stock. Such persons are expected to fully comply with these requirements, restrictions, policies and procedures.

## **ANTITRUST AND COMPETITION LAW COMPLIANCE**

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The Company adheres to a policy of strict conformity with antitrust and competition laws in the jurisdictions in which the Company conducts business. These laws prohibit companies from engaging in unfair, anti-competitive practices. Accordingly, employees cannot share or discuss any client proposals or pricing information with competitors. It is imperative that the Company avoid even the appearance of a violation of antitrust or competition laws. The Company must never enter into any illegal agreements, or engage in acts that create illegal agreements.

Due to the complexity of the issues involved and the seriousness of the penalties for a violation, anyone who has questions about this policy or suspects a violation of Company policy in this regard should contact the Responsible Manager or the Company's Legal Counsel for guidance.

## **EQUAL EMPLOYMENT OPPORTUNITY POLICY**

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The Company adheres to a policy of strict conformity with employment laws in the jurisdictions in which the Company conducts business. It is the Company's policy to employ and advance in employment qualified persons with regard only to the professional capabilities of the individual as compared to the requirements of the job. Where necessary, the Company will provide reasonable accommodation for employees' disabilities or religious beliefs and practices. Anyone who has questions related to this policy should contact the Executive Vice President, Human Resources.

## **GENERAL ANTI-HARASSMENT POLICY**

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The Company expects the workplace to be a professional work environment free from physical, psychological, verbal and non-verbal harassment.

The Company will not tolerate any forms of harassment, whether by a supervisor, employee, director, outside vendor, client or consultant. The Company will not tolerate any form of retaliation against any person for making a complaint, or cooperating in the investigation of a complaint. Complaints of harassment will be promptly and impartially investigated. Any employee who believes that he or she has been the subject of harassment or retaliation or has witnessed harassment or retaliation should report this immediately to his or her supervisor, Responsible Manager or to the Executive Vice President, Human Resources. The Company will maintain the confidentiality of any complaints or other information regarding harassment or retaliation in accordance with established Company policy.

## **ACCURACY, RETENTION AND DISPOSAL OF RECORDS**

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Each employee is responsible for maintaining accurate documents, reports and other records. No one may falsify or improperly alter any information contained in the Company's records.

Good business practice requires that certain Company records be retained for various time periods. Often this is prescribed by law and it is the responsibility of each employee to ensure that records are retained in compliance with applicable document retention policies established by the Company from time to time and with applicable laws. Documents that need not be kept should be disposed of in compliance with any such Company policies. Where litigation or a government investigation is likely or ongoing, records may not be destroyed until the Company's Legal Counsel advises that the matter has been concluded.

For questions about record retention, contact the Company's Legal Counsel, particularly if any litigation, investigation, or administrative action is (or may be) threatened or pending.

## **FINANCIAL AND ACCOUNTING PRACTICES**

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Employees and directors must comply with the Company's accounting rules, internal controls and with generally accepted accounting practices and cooperate fully with the Company's internal and external auditors. All funds, assets, transactions and payments must be accurately reflected and no false or misleading entries may be made on corporate records. Payments for goods and services provided to the Company must be payable to the person or company legally entitled to receive payment. Receipts must be provided for all Company payments and gifts. Employees seeking reimbursement for expenses should refer to the Company's Expense Policy.

## **INTELLECTUAL PROPERTY RIGHTS**

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Innovation will help the Company attain its vision to be the world's best at helping employers achieve success through people. Innovation requires that employees contribute to the research and development of new technologies, products and services. All discoveries and ideas should be documented and promptly reported to designated persons in the Company. Employees should preserve and protect the intellectual property rights of the Company by maintaining discoveries and ideas in secrecy within the Company until public disclosure is authorized.

To the extent permitted by law, employees are required to assign to the Company all interest in their discoveries, inventions, ideas, trademarks, patents and patent applications on such discoveries and copyrighted material which are developed during their relationship with the Company and are related to any business or activity of the Company. It is also the Company's policy never to knowingly infringe the intellectual property rights of others. Employees are expected to take appropriate steps to implement this policy by, for example, instituting timely searches for conflicting patents or trademarks before utilizing a newly-developed technology or trademark.

## **POLITICAL CONTRIBUTIONS**

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While the Company encourages individual participation in the political process, no employee should create the impression of speaking or acting on the Company's behalf without specific authorization. Employees can only make political contributions as individuals, not as representatives of the Company. It is up to each employee to abide by all laws relating to political contributions. Employees cannot contribute any Company money, property, time, or services to any political candidate or political party, unless making such a contribution is permitted by local law and the employee has the prior written consent of the Company's Legal Counsel.

## **LOBBYING AND LEGISLATIVE CONTACTS**

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In some cases, the Company, through its senior management, may publicly offer recommendations about laws or governmental actions and take public positions on issues that affect the Company's business.

Under some circumstances, a written or personal contact with a government official may subject the person making the contact or the Company to registration and reporting requirements under applicable lobbying laws. An employee intending to contact a government official regarding any attempt to propose, defeat or modify any law, regulation or rule affecting the Company should obtain prior written approval for such activity from the Responsible Manager and the Company's Legal Counsel.

## **BUSINESS WITH GOVERNMENTS AND OFFICIALS**

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Most countries around the world have laws that prohibit employees from giving gifts or inducements to influence government officials, or to induce the purchase of the Company's products or services. The term "government official" includes candidates for political office, political parties and employees of public international organizations. "Inducements" or "benefits" are also broadly defined to include anything of value. Even if it were not illegal in other countries, the Company does not want to obtain or retain business by giving gifts to officials of a government or a multinational organization either to influence any of their official acts, or to induce them to use their influence to affect any governmental act. In addition, employees should never give a gift to any person or firm where he or she has reason to believe that the gift will be passed on to a government official for such purposes.

Employees and directors must never make improper gifts or payments, such as bribes or kickbacks, in any way in connection with the Company's business.

## **GOVERNMENT CONTRACTING**

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Many countries have laws that impose strict requirements on companies who sell goods and services to it. These laws impose requirements not applicable to sales to commercial customers. Special care should be taken by all employees to assure that all information provided to a government agency in any correspondence, bid, quotation, application, certificate or other document is true, accurate and not misleading.

The terms of any government contract must be reviewed and approved by the Company's Regional General Counsel. It is essential that the Company comply strictly with these terms. All deviations must be approved in writing by a government representative with the title equivalent to "Contracting Officer."

The government may reimburse only those costs incurred in performance of, or allocated to, a specific contract. Certain types of costs are not allowed at all. Mischarging of costs is a serious offense, and clearly prohibited by the Company.

Business courtesies that are standard in the commercial marketplace may constitute illegal or improper influence when dealing with government officials. Employees shall not provide or pay for meals, refreshments, travel or lodging expense for government employees where that is prohibited by law.



## **GOVERNMENTAL INVESTIGATIONS**

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It is the Company's policy to cooperate in the administration of all laws and regulations to which it is subject. Employees who receive notice of any governmental investigation involving the Company or any request to cooperate in a legal proceeding with regard to the Company should promptly notify the Responsible Manager and a regional general counsel of the Company or the Company's Legal Counsel. If a governmental investigator requests an interview or information, he or she should be treated courteously, given only publicly available information and should be requested to put the inquiry in writing so that it may be answered with appropriate care by proper persons acting with the advice of a regional general counsel of the Company or the Company's Legal Counsel.

## **GRATUITIES AND GIFTS**

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Employees and directors should not accept significant gifts, entertainment, favors or other gratuities from persons doing business or seeking to do business with the Company. These gifts could impair or appear to impair an employee's or director's ability to act independently in the best interests of the Company. Acceptance of gratuities having nominal value, if consistent with local business custom and practice, is permissible. Employees are also prohibited from giving significant gifts, entertainment, favors or gratuities. Except as explicitly permitted by local Company policies, no employee should give or receive gifts of cash. If you have questions about the appropriateness of a gift or gratuity, please speak to your supervisor, your Responsible Manager, the applicable regional general counsel of the Company or the Company's Legal Counsel.