

DIRECTOR SUCCESSION PLAN

The Board of Directors (the “Board”) of Robert Half International Inc. (the “Company”), acting on the recommendation of the Nominating and Governance Committee (the “Committee”), has adopted this Director Succession Plan to assist the Board in identifying and selecting a new directors in the event of an anticipated or an unanticipated vacancy in such position.

1. Goals of the Director Succession Plan.

The purpose of the Director Succession Plan is to ensure the orderly identification and selection of new directors in the event of an opening on the Board, whether such opening exists by reason of an anticipated retirement, an unanticipated departure, the expansion of the size of the Board, or otherwise. As provided in the Company’s Corporate Governance Guidelines, new nominees for director will be selected by the Committee.

2. Criteria for Selection of New Directors.

In evaluating individuals for nomination as director, the Committee shall select individuals who (a) have skills and experience that can be of assistance to management in operating the Company’s business, (b) demonstrate integrity, accountability and judgment and (c) can be expected to add to the total mix of individuals on the Board so as to give the Company a Board that is effective, collegial, diverse and responsive to the needs of the Company. Other factors that may be considered include (i) experience with small to mid-size businesses (the Company’s principal client base), (ii) a record of entrepreneurial success and/or (iii) financial or accounting experience.

The Committee will insure that, in selecting nominees, the Board will have a majority of directors who meet the criteria for independence established by the New York Stock Exchange.

3. Planning and Review.

On at least an annual basis, the Committee will review the status of the Board. It will consider whether the criteria specified in Section 2 hereof are being met. It shall determine if there is reason to believe that one or more director slots shall become vacant within the next twelve months. The Committee will report its findings to the Board.

4. Procedure.

If the Committee anticipates that a director position shall become vacant within the next twelve months (whether by reason of an announced intent to retire or otherwise), or if a director position shall suddenly become vacant (whether by death or otherwise), the Committee shall as soon as reasonably practicable recommend to the Board nominees for election as director. When identifying potential candidates for nomination as director, the Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing directors or officers, recommendations from a third-party search firm, or suggestions from stockholders. With respect to the suggestion of nominees by stockholders, the Board and the Committee believe that the publicly available Procedure for Stockholders to Suggest Director Nominees, adopted by the Board in February 2016, provide optimal procedures relating to the suggestion of candidates by stockholders. The Committee shall have the authority to retain whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identify and evaluate potential nominees.

5. Assessment of Candidates.

The Committee shall make an initial assessment of each candidate. It shall select from this pool one or more candidates for an initial interview by one or more members of the Committee. No candidate shall be selected for submission to the Board without such candidate having been interviewed by all members of the Committee. When the Committee identifies an individual that it believes meets the criteria set forth in Section 2 hereof and should be elected director, it will notify the Board and arrange for the individual to be interviewed by the non-Committee members of the Board.

6. Emergency Succession.

If a director slot should suddenly become vacant by reason of death or other unanticipated occurrence, the Committee shall convene a special meeting as rapidly as possible to implement the process described herein.

7. Communication of Policy.

This policy shall be posted on the Company's website.