



KORN FERRY®

Code of Business Conduct and Ethics for Contractors and Vendors

Revision Date: May 2019

1. Purpose of this Code

Korn Ferry (together with its subsidiaries, the “Company” or “Korn Ferry”) is committed to ethical business behavior. Korn Ferry has adopted the following Code of Business Conduct and Ethics (this “Code”) for contractors and vendors who provide services to the Company. This Code is intended to: promote ethical conduct and compliance with laws and regulations, provide guidance with respect to the handling of such issues, provide ways to report unethical conduct, foster a culture of integrity and accountability, and deter wrongdoing.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles. The Company expects contractors and vendors to use good judgment while providing services to the Company, and to follow the highest ethical standards to which the Company is committed. If you need additional guidance on the appropriate course of conduct, please contact the resources provided in this Code.

2. Introduction

Each contractor and vendor is expected to adhere to a high standard of ethical conduct. The reputation and good standing of the Company depend on how the Company’s business is conducted and how the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. In addition to each of the directives set forth below, each contractor and vendor shall be guided by the following principles in carrying out their duties and responsibilities on behalf of the Company:

- **Loyalty, Honesty and Integrity.** Contractors and vendors must not be, or appear to be, subject to influences, interests, or relationships that conflict with the best interests of the Company.
- **Observance of Ethical Standards.** When providing services to the Company, contractors and vendors must adhere to the high ethical standards described in this Code.
- **Accountability.** Contractors and vendors are responsible for their own adherence and the adherence of any of their employees or agents who may provide services to the Company; such individuals should familiarize themselves with each provision of the Code.
- **Adherence to the Law.** When providing services to the Company, contractors and vendors must comply with all applicable laws.



3. Conflicts of Interest

A conflict of interest occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved by the Company. In particular, a contractor or vendor must never use or attempt to use the contractor's or vendor's relationship with the Company to obtain any improper personal benefit for the contractor or vendor, for the contractor's or vendor's family, or for any other person. Additionally, a conflict of interest may arise when a contractor or vendor takes actions or has interests that may make it difficult to provide services to the Company objectively and effectively.

Some of the more common conflicts from which contractors and vendors must refrain are set forth below:

- **Family members.** A conflict of interest may be encountered when, on behalf of the Company, a contractor or vendor is doing business with or competing with organizations in which the contractor or vendor or a family member has an ownership or employment interest. "Family members" include a spouse, domestic partner, parents, children, siblings and in-laws. Business must not be conducted on behalf of the Company with family members or an organization with which a family member is associated, unless such business relationship has been disclosed to and authorized by the Company.
- **Improper conduct and activities.** Contractors and vendors may not engage in conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- **Gifts.** Contractors and vendors and members of their immediate family may not accept gifts from persons or entities if such gifts are being made in order to influence them in their capacity as contractors or vendors of the Company, or if acceptance of such gifts could create the appearance of a conflict of interest.
- **Personal use of Company assets.** Contractors and vendors may not use Company assets, labor, or information for personal use or for any purpose other than the provision of services to the Company or an affiliate.

Any contractor or vendor who is aware of a conflict of interest or is concerned that a conflict might develop is required to notify the Company.

4. Corporate Opportunities

Contractors and vendors are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of the Company's property or information, unless the Company has already been offered the opportunity and turned it down.



5. Confidentiality

The Company's confidential and proprietary information is a valuable Company asset. In providing services to the Company, contractors and vendors often learn confidential or proprietary information about the Company, its employees, clients, suppliers, or joint venture parties. Contractors and vendors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information of the Company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed. Confidential or proprietary information includes all non-public information relating to the Company, its business, employees, clients or suppliers. Any inquiries from the news media or other outside organizations regarding the Company or its client relationships or assignments must be referred to the Company for appropriate disposition.

Confidential and proprietary information may include, among other things:

- fee structures
- specific engagements
- level of business activity and changes in such level
- financial information such as budget and revenue information (including any changes to such information) or group or office performance
- information about strategic business partnerships
- hiring plans
- client and candidate data
- business strategies and practices
- confidential information provided to Korn Ferry by clients
- intellectual property (such as the coding underlying the Company's assessment tools)

Unauthorized use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal actions.

All contractors and vendors should protect the Company's proprietary and confidential information even after the contractor and vendor stops providing services to the Company. In addition, contractors and vendors are prohibited from disclosing confidential and proprietary information concerning the Company and its clients to a new employer or to others after ceasing to be associated with the Company.



6. Fair Dealing

The Company has a history of succeeding through honest business competition. The Company does not seek competitive advantages through illegal or unethical business practices. Each contractor and vendor should endeavor to deal fairly with the Company's employees, clients, suppliers, competitors, and other service providers. No contractor or vendor should take unfair advantage of anyone through manipulation, concealment, misuse of information, misrepresentation of material fact, or any other unfair dealing practice.

7. Protection and Use of Company Assets

All contractors and vendors should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes only.

8. Respectful Workplace

The Company is committed to maintaining a work environment in which all individuals are treated with respect and dignity, and equal opportunity in employment is provided based on individual merit and personal qualifications to employees and all applicants for employment. The Company expects its contractors and vendors to do the same.

The Company is deeply committed to maintaining a work environment that respects fundamental human rights as enshrined in the Universal Declaration of Human Rights, including the elimination of forced or compulsory labor, child labor, and all forms of workplace discrimination.

Every individual has the right to work in a professional atmosphere that promotes equal employment opportunities and where discriminatory practices, including harassment, are prohibited. The Company requires each contractor and vendor to treat all Company employees in a respectful manner and in a way that is uniformly free of bias, prejudice, and harassment. The Company prohibits discrimination or harassment of any Company employee or contractor on the basis of gender, gender identity or expression, race, religious creed, color, national origin, age, sexual orientation, medical condition, ancestry, physical or mental disability, marital status, familial status, covered veteran status, genetic characteristic, and any other characteristic protected by law.

The Company expects its contractors and vendors to maintain a work environment that respects fundamental human rights and prohibits discrimination and harassment consistent with this policy.

9. Environmental Sustainability

The Company recognizes the importance of protecting the natural environment and our shared responsibility in addressing critical environmental issues facing the planet. The Company reserves the right to request information from its contractors and vendors



regarding their own environmental practices. The Company encourages its contractors and vendors to keep it informed about available products or services that might help the Company to reduce its environmental impacts.

10. Compliance with Laws, Rules and Regulations

It is the Company's policy to comply with all applicable laws, rules, and regulations. It is the responsibility of each contractor and vendor to adhere to the standards and restrictions imposed by all applicable laws, rules, and regulations.

Securities Laws and Insider Trading: Contractors and vendors may not engage in insider trading. It is illegal and against Company policy for any individual to profit from undisclosed information relating to the Company or any other company. Anyone who is aware of material nonpublic information relating to the Company may not purchase or sell any of the Company's securities. Also, it is not permitted for any contractor or vendor who may have inside or unpublished knowledge about any Company client or any other company to purchase or sell the securities of those companies. In addition, no contractor or vendor may permit any member of the contractor's or vendors' immediate family or anyone acting on the contractor's or vendors' behalf to purchase or sell such securities.

Anti-Corruption Policy: Contractors and vendors may only transact business on behalf of the Company in foreign markets and with foreign government officials in accordance with the Company's established policies regarding anti-corruption and all applicable laws and regulations.

Contractors and vendors are encouraged to report incidents or practices which they believe are inappropriate or unethical to any officer of Korn Ferry at any time. In addition, contractors and vendors may call the Company's Alertline or report through the Alertline website, which are both maintained by a third-party compliance service provider to document concerns with regard to unethical or questionable accounting and business matters.

Failure to report such matters may itself be a violation of this Code.

Reports can be submitted directly through Alertline via:

Web intake: alertline.kornferry.com

Call: US: 1.888.475.8391

Outside US: Country specific phone numbers are listed at
www.alertline.kornferry.com



ACKNOWLEDGEMENT AND AGREEMENT

I have read and understand the Korn Ferry Code of Business Conduct and Ethics for Contractors and Vendors, and I agree to abide by it during the term of my contractual relationship with the Company.

Signature

Print Full Name

Name of Contractor/Vendor

Date