

Hudson Global, Inc.
Form DEFA14A
May 05, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

| | | |
|--------------------------|-------------------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | Preliminary Proxy Statement |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | <input type="checkbox"/> | Definitive Proxy Statement |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Definitive Additional Materials |
| <input type="checkbox"/> | <input type="checkbox"/> | Soliciting Material Pursuant to §240.14a-12 |

Hudson Global, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Edgar Filing: Hudson Global, Inc. - Form DEFA14A

Payment of Filing Fee (Check the appropriate box):

No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

INVESTOR PRESENTATION Hudson Global May 2014

Please be advised that except for historical information, the comments made during this presentation and in these slides constitute forward - looking statements under applicable securities laws . Such forward - looking statements involve certain risks and uncertainties, including statements regarding the company's strategic direction, prospects and future results . Certain factors may cause actual results to differ materially from those contained in the forward - looking statements, including the impact of global economic fluctuations, risks related to fluctuations in the company's operating results, the ability of clients to terminate their relationship with the company at any time, competition in the company's markets, risks related to international operations, including foreign currency fluctuations, limited availability under the company's credit facilities and the company's ability to successfully achieve its strategic initiatives and the other risks discussed in the company ' s filings made with the Securities and Exchange Commission . These forward - looking statements speak only as of the date of this presentation . The company assumes no obligation, and expressly disclaims any obligation, to review or confirm analysts' expectations or estimates or to update any forward - looking statements, whether as a result of new information, future events or otherwise . 1
FORWARD - LOOKING STATEMENTS

LONE STAR NOMINEES WILL DERAILED HUDSON PROGRESS x Hudson's independent, highly qualified Board is committed to change and looking aggressively at new ways of doing things that can increase stockholder value x We are demonstrating our resolve by divesting non-core eDiscovery and working closely with AlixPartners to right-size our platform and focus on our core businesses x We have the right plan to gain market share and deliver sustained profitability x Performance is gaining strong momentum as evidenced by Q4 sequential gains, Q1 positive results, and Q2 outlook x Lone Star does not understand our business and has no plan to create value 2 CRITICAL DECISION FOR STOCKHOLDERS VOTE FOR HUDSON'S NOMINEES – SUPPORT OUR MOMENTUM

3 A CLEAR VISION, GOALS AND A PLAN FOR PROFITABLE GROWTH Vision and Strategy Deliver sustained value as a world - class global provider of talent solutions x Develop a globally aligned company as “One” Hudson x Focus on core business in key markets x Differentiate our services becoming a “Trusted Advisor” of choice Goals Leading position in core growth business x 2014 – on path to positive quarterly Adj. EBITDA x 2015 – sustained , profitable growth x 2016 – conversion rate (RoGM) within peer range x Strengthen Recruitment , hiring experienced talent where we can win x Become a global leader in RPO x Grow Talent Management through product innovation and cross selling Growth Plan

4 MAJOR PROGRESS IN THE ESTABLISHMENT OF “ONE” HUDSON “One” Hudson is a substantial transformation to unleash Hudson’s full potential Previous Hudson “One” Hudson Strong regional independence Aligned Global Management Team Multiple businesses Recruitment, RPO and TM focus Geographies equally important Focus on key geographies Commodity business “Trusted Advisor” added value Ad - hoc systems and processes Consistent, disciplined execution Organization working hard Organization working efficiently Highly exposed to economic cycle Resilient, well leveraged operation STRENGTHENED LEADERSHIP FINANCIAL SUCCESS DISCIPLINED EXECUTION

PLATFORM FOR SUSTAINED PROFITABILITY AND VALUE CREATION 5 LEAN, INTEGRATED
STRUCTURE New CEO in 2011 and new CFO in 2013 25 new senior leaders hired from top competitors
Compensation structure aligned with stockholder value creation Becoming a “talent magnet” - attracted over 150 new
revenue generators in Q1 2014 Consolidated to three regional platforms Reduced cost structure by \$ 78M since 2011
Support cost structure savings of \$ 24M since 2011 Further right sizing platform with AlixPartners Differentiated
services embedded in Recruitment offerings Sophisticated RPO sourcing, technology and employer branding
capabilities Proprietary Talent Management tools and high - value service offering Significant reach through digital
marketing and social channels FOCUSED ON CORE STRENGTHS/ MARKETS DIFFERENTIATED BRAND
AND DIGITAL PRESENCE STRONG LEADERSHIP TEAM Expect to achieve a leading market position in core
business Investing in Recruitment business in key markets and practices where we can win Growing RPO footprint
in Europe and Americas, leveraging APAC leadership position Utilizing Talent Management innovations to
differentiate and cross - sell Retained Duff & Phelps to divest eDiscovery and better focus on core business All figures
are in constant currency

6 All Revenue and Gross Margin (GM) figures are in constant currency HUDSON IS EXECUTING ON PLAN, ON A POSITIVE TRAJECTORY Q3 2013 Highlights Recruitment GM in UK up QoQ , against usual seasonal declines Australia recruitment GM up QoQ , beating a weakening economy China GM up 14% QoQ Major new client wins in RPO and Talent Management businesses Americas RPO's organization strengthen and Adj. EBITDA up 71% YoY driven by cost savings SG&A reduced sequentially by 5.5% Q4 2013 Highlights Global RPO business GM up 11% QoQ Talent Management GM up 40% QoQ Australia GM resilient to usual Q4 QoQ , share gains against competitors Continental Europe GM up 23% QoQ , with contributions from across the region, ahead of usual seasonal gains Netherlands GM up 12 % YoY 2013 SG&A reduced by \$78M or 24% from 2011 Strong Adj. EBITDA contributions from UK, Netherlands, Belgium, Spain Solid year - end cash position at \$37M Q1 2014 Highlights GM up 2% YoY Adj . EBITDA loss of \$2.1M, 57% YoY improvement Americas RPO up 53% YoY Asia Pacific GM up 6% YoY GM up 21% in China YoY GM up 7% in Australia YoY Europe GM up 5% YoY Strength in UK, Belgium, Netherlands, France and Spain France delivered positive quarterly Adj. EBITDA , reversing the trend Business Segments GM in Perm Recruitment up +15 % YoY GM in RPO up 10% YoY from strong growth in APAC and Americas GM in Talent Management up 14% YoY Q2 2014 (E) Outlook Q2 Revenue guidance of \$165M to \$175M Q2 Adj. EBITDA* guidance of \$ - 1M to \$1M Continued YoY growth across Asia Pacific and Europe Achieving Sequential Traction Gaining Share Year on Year Growth *Excluding \$1M of proxy contest and strategic action costs

ATTRACTIVE MARKET OPPORTUNITY AND COMPETITIVE POSITION Major progress in the establishment of “One” Hudson Plan on track, demonstrating financial progress Strong, seasoned leadership team attracting top talent Lean, integrated structure with significant operating leverage A more focused approach in Recruitment, a successful RPO and a differentiating Talent Management business, geared to unleash Hudson’s full potential

29% say headcount will remain the same (28% in 2013) 50% say headcount will increase (45% in 2013) 20% say headcount will decrease (23% in 2013) 8 ATTRACTIVE INDUSTRY Industry rebounding with economic recovery Macro conditions have outsize impact on talent services firms Economic cycle has turned and major players showing growth Hudson well positioned to benefit from global rebound Base: All respondents (1,344) Source: PwC 17 th Annual Globe CEO Survey “War for Talent” picking up pace Advanced economies have recovered lost ground Companies searching for new skills High single digit growth expected in staffing and recruitment industry Base: All respondents (2014 - 1,344; 2013 - 1,330; 2012 - 1,258; 2011 - 1,201; 2010 - 1,198; 2009 - 1,124) Source: PwC 17 th Annual Globe CEO Survey Large and growing global market 2015: \$457 BILLION 1 Q: How concerned are you about the following potential economic and policy/business threats to your organization's growth prospects? (Availability of key skills was one of the threats CEOs named.) CEOs are becoming more worried about finding key skills 2009 2010 2011 2012 2013 2014 46% 51% 56% 53% 58% 63% Q: What do you expect to happen to headcount in your company globally over the next 12 months? 50% of CEOs plan to increase headcount over the next 12 months 1 2015 est. Koncept Analytics: 2011 Recruitment Industry Report

35% 29% 15% 14% 7% Complementary business segments: Permanent and Contract Recruitment, Recruitment Process Outsourcing (RPO) and Talent Management (TM) Strong footprint in two of the largest recruitment markets in the world: UK and Asia Pacific Well positioned for major growth opportunities : RPO, Talent Management Large and diverse client base : over 4,000 clients with over 12,000 permanent placements per year Solid financial profile : 2013 revenues of \$660M, and year - end cash position at \$37M 9 HUDSON : A WELL - BALANCED GLOBAL BUSINESS Americas – 15%* Europe – 47%* APAC – 38%* * Based on Hudson 2013 Gross Margin Permanent Recruitment Contract Recruitment RPO Talent Management eDiscovery Balanced Gross Margin Drivers Global Presence and Client Base

Company formed in 2003 through acquisitions of 67 boutiques Sustained growth through 2008, mostly run as a portfolio Executed first major restructuring post - Recession in 2009 - 2010 New CEO appointed in 2011 to complete integration, build global platform, and create a high performance culture 10 Created unique competitive position through strong, complementary service offerings Disciplined execution across Company delivering consistent, high quality service Built collaborative, high performance culture Repositioned to grow from the core and take market share Enhanced digital presence driving new revenues 2013 – 2014 2012 – 2013 2011 Named Manolo Marquez as CEO Created new vision and strategy Launched transformation Sharpened Company’s focus Consolidated operations Built collaborative mindset Strengthened digital platform to spur growth Accelerated transformation Streamlined businesses and introduced shared services in support areas Attracted experienced leadership talent, named CFO Stephen Nolan, CEOs of Americas and Europe and Managing Director Asia Sharpened focus on core businesses, growth markets and services investing in high performing businesses Accelerating investments in key markets and core businesses Further strengthening front office talent Names Managing Directors of UK and France Enhancing our brand and differentiating services in RPO and Talent Management Driving further efficiencies and streamlined business with AlixPartners Divesting eDiscovery to focus on core Inception Through 2011 Since 2011, “One” Hudson MAJOR PROGRESS IN THE ESTABLISHMENT OF “ ONE” HUDSON Globally aligned in vision, strategy and values

11 KEY GROWTH DRIVERS AND HIGHLIGHTS OF VALUE CREATION LEAN, INTEGRATED STRUCTURE
FOCUSED ON CORE STRENGTHS/ MARKETS STRONG LEADERSHIP TEAM DIFFERENTIATED BRAND
AND DIGITAL PRESENCE

12 STRENGTHENED LEADERSHIP TEAM BRUNO DELATTRE COO Europe KAREN GORDON LEWIS Wellington, New Zealand TONY MARTIN RPO & Talent Management Americas MICHAEL KITCHEN RPO Client Solutions Canada RONA MCLEAN Queensland, Australia TIM OYER RPO Client Solutions Americas CHRIS POTTER Accounting & Finance Sydney, Australia TRICIA HOUSE RPO Operations Americas ANDY POWELL Marketing Europe EMMANUEL WHITE Singapore NATHAN COLETZ ICT Brisbane, Australia EMILY WILSON Sydney, Australia ARTHUR CURCURU Finance SARAH DICKSON RPO Ops & Implementation Europe CHRISTINE KANE RPO Implementation Americas STEPHEN FITZGERALD RPO Global Project Manager PAUL FLAVIN RPO Americas NICOLA DUNNE RPO Europe Successful, experienced leaders complement existing team Over 25 new veteran leaders hired in past year Attracted over 70 fee - earners from competition in Q1 2014 JEAN FRANCOIS DECROP Healthcare France BRAD BRENNER RPO China STRONG LEADERSHIP TEAM ALEXIS DE BRETTEVILLE CEO, Europe LORI HOCK CEO, Americas TULIKA TRIPATHI Managing Director , Asia MARC PUYOULET Managing Director, France PETER ISTEAD Managing Director, UKI STEPHEN NOLAN CFO New "One" Hudson acting as a strong "Talent Magnet"

193.5 40.1 19.9 66.9 139.6 31.1 16 55.5 0 50 100 150 200 250 Front Office Comp Regional & Country Support Comp
 Corporate Other SG&A Initial Steps to Lower Cost Structure – Achieved Consolidated to three regional platforms
 Reduced cost structure by \$78M since 2011 Significant savings in targeted areas since 2011: - Corporate and regional
 support down \$12M (23%) - Real estate, IT and general expenses down \$12M (16%) - 210 support and administrative
 roles less, down 28 % Improved fee - earners - to - support ratio Additional Steps to Further Efficiencies/Savings –
 Underway Engaged Duff & Phelps , a leading investment banker in staffing and recruitment, to assist in divesting
 eDiscovery to better focus on core business Retained AlixPartners , a premier consulting firm in effective operational
 design, to assist on better aligning the organization for future growth and improving operating efficiencies 13 LEAN
 INTEGRATED STRUCTURE, WITH SIGNIFICANT LEVERAGE Cost Structure (\$M) All figures are in constant
 currency LEAN, INTEGRATED STRUCTURE Significant operating leverage as top - line grows 2011 2013 APAC
 and Europe Consultant: Support Staff Ratio 64% 65% 68% 69% 70% 71% 2009 2010 2011 2012 2013 2014 Q1

Industry and functional specializations focused on critical talent Placing more than 4,600 professionals per year and managing on average 3,200 contract consultants per day – 52% of our clients in multi - year relationships Hudson differentiated with proprietary assessment services , tailoring solutions to help clients address their more complex issues Strong market presence in Australia and UK . Market leader in Belgium and Netherlands – growing presence in Asia Increasingly leveraging and integrating social media to build a Hudson talent community and extend client relationships 14 RECRUITMENT – FOCUSED ON GROWTH IN KEY MARKETS RETENTION (want to) Motivation Career Fit POTENTIAL (can do) Attributes Capability PERFORMANCE (know how) Experience Technical Skill High Low Low High Indicator of Performance Typical Hiring Focus HUDSON PERFORMANCE DRIVER MODEL™ 56% 44% Recruitment GM split 27% 23% 10% 7% 6% 6% 21% Recruitment by Country 28% 21% 11% 10% 6% 6% 18% UK & APAC by Discipline Perm Contract UK Australia Other France China Belgium Neth IT Acc & Fin Legal, Gov't and Other Office Support HR Sales & Mtg Tech & Eng FOCUSED ON CORE STRENGTHS/ MARKETS Based on 2013 Gross Margin

52% 37% 11% Level of Staff hire Focused on simplified practice portfolio where we can win Selective investment in fee - earners , specifically in APAC and UK – net number of consultants up 8% QoQ in those markets Emphasis on right mix of experienced vs new - to - industry hires Sharper focus on the Continental European operations – reversed the trend in France , with revenue growth and positive Adj. EBITDA in Q1 2014 15 RECRUITMENT – FOCUSED ON GROWTH IN KEY MARKETS 55% 45% Experience of Hires Experienced New to Industry Management Consultant Associate Practice Office 1 Office 2 Office 3 Office 4 Office 5 IT x x x x x Acc. & Fin. x x x x x Sales & Mkg. x x x x Tech & Eng x x x HR x Legal x x x Office Supp. x x APAC and UK Q1 Fee - Earner Hiring Program Practice Focus Within Key Offices* FOCUSED ON CORE STRENGTHS/ MARKETS 723 782 Q4 2013 Q1 2014 Number of Consultants * Illustrative example

Screening Hiring On - Boarding Retention Metrics & Insights Employer Branding Recruitment Strategy & Process Design Candidate Sourcing RPO 61% 36% 3% RPO Buyer - size Mix \$2.2B global RPO market expected to nearly double by 2017* Multi - country contracts represent 31% of all RPO contracts* 42% of the market in mid - size companies (500 - 15,000 emp .)* 16 RPO – SUCCESSFUL, DIFFERENTIATED, HIGH GROWTH * Source : NelsonHall 2014 90% 10% RPO Hires by Type Perm Contract 70% 25% 5% RPO Hires by Job Family Business Services Blue collar 5,000 employees 10,000 employees 5,000 – 10,000 High - skills Professionals RPO is the transfer of all or part of the recruitment process to Hudson on an ongoing basis to deliver cost , efficiency and service benefits FOCUSED ON CORE STRENGTHS/ MARKETS Hudson manages more than 9,000 hires annually in 30+ blue chip clients with 90+% client retention rate

Leveraged our RPO expertise across geographies with further investments in all three regions: 8 new industry veterans recently joined our teams in leadership roles Expanded services to “Blended RPO” (permanent and contract), Talent Management services, employer branding and datawarehouse capabilities Increased focus in mid - sized multi - country market segment Leveraged ,, Hudson’s ATS and CRM platform 17 RPO – SUCCESSFUL, DIFFERENTIATED, HIGH GROWTH * Source : NelsonHall 2014 FOCUSED ON CORE STRENGTHS/ MARKETS Pinstripe & Ochre House Innovators Major Players Ability to meet future client requirements Manpower Group High Achievers Leaders RECRUITMENT PROCESSING OUTSOURCING OVERALL* Ability to deliver immediate benefit Hays Randstad AMS Allegis Talent2 KellyOCG WilsonHCG Futurestep The Right Thing Yoh PeopleScout Hudson IBM Kenexa x \$59M Revenues, \$35M GM in 2013 x 14% GM CAGR since 2010 x 10% YoY GM growth in Q1 2014 x 7 new multi - year clients signed in Q1 x 2 nd largest provider* in APAC

Hudson's Talent Management capability encompasses services such as talent assessment, leadership coaching, outplacement, career guidance, and HR consulting Global \$3B market*, highly fragmented, with estimated 5% - 6% CAGR* "New Normal" in the economy increases risks and costs of missing on the right candidates for critical roles Major opportunity in mid - size companies (25% of market*), seeking a front - end efficient assessment online tool coupled with high - level consultancy and coaching support services Hudson has more than 20 years of experience in Talent Management, with a distinctive R&D center working with world - class Universities and Management Schools, and 150 certified assessment consultants More than 5,200 leaders assessed provide a large norm group population for validation 18 TALENT MANAGEMENT – INNOVATIVE, DIFFERENTIATING SOLUTIONS 53% 29% 13% 5% Assessment Outplacement & Career Guidance HR Consulting Coaching Global HUDSON Talent Management GM

*Source: Bersin by Deloitte and Hudson's estimates Old Normal New Normal Market conditions Strong GDP growth; stable market conditions Slow GDP growth; fragile economic, political and environmental conditions Growth Quite long economic cycles, with periods of serious growth Faster economic cycles, slow growth periods with high levels of uncertainty and change Innovation Innovation is important, for certain sectors in particular; evolutionary type of innovation to strengthen existing business models Innovation is crucial for all sectors; more revolutionary and disruptive innovation to create new business models Talent War for talent for specific roles Intense war for talent for crucial roles FOCUSED ON CORE STRENGTHS/ MARKETS

19 New Click - Call - Meet provides our consulting expertise where it adds maximum value and embraces technology where it allows robust, efficient assessment. This integrated online approach has been well received in the market, including a four - year engagement as sole assessment partner of the European Commission • Total Talent Management GM of \$32M in 2013, led by Australia and Belgium, with major project wins in France, Spain and China • 14% YoY growth in Q1 2014 • 15% estimated market share in Belgium • 17% estimated market share in Australia • Talent Management ' Trusted Advisor ' capabilities are leveraged in RPO and Recruitment for cross - selling and client retention The CALL integrates automated report with remote personalized assessment The MEET approach is a high quality, high touch assessment for the final candidates identified GLOBAL R&D CENTER 33 CONTENT & IT EXPERTS \$4 M GM on Tailored Client Projects PROPRIETARY TOOLS The CLICK online tool delivers a quality automated report TALENT MANAGEMENT – INNOVATIVE, DIFFERENTIATING SOLUTIONS FOCUSED ON CORE STRENGTHS/ MARKETS

1,416,710 members 289,884 members 20 STRONG AND EXPANDING DIGITAL PRESENCE LinkedIn Engagement DIFFERENTIATED BRAND AND DIGITAL PRESENCE Enhanced digital presence extending brand reach and driving new revenues 627 \$3.9M Leads GM 2013 Web Leads & Web GM Talent Brand Reach Our first - level connections Talent Brand Engagement Members we've been in contact with Digital efforts generating significant incremental leads and gross margin Aggressive Search Engine Optimization driving strong YoY growth in Q1 2014: - Website visitors +17.3% - Organic search traffic +36.1% - Qualified job applications + 41.9% Website attracted over 1.5 million visitors in 2013, dramatically expanding the reach of our brand Through LinkedIn we are interacting monthly with over 20% of our expanding network of 1.4 million individuals

21 UNLEASHING HUDSON'S FULL POTENTIAL Hudson's Un - tapped Potential Hudson's transformation is building the efficiencies, focus and operational integration required to achieve an EV/Revenue ratio in line with the industry 0 0.5 1 1.5 Michael Page Hays Robert Walters Hudson 2013 EV/Revenue Median 0.6 Mean 0.7 x Strong leadership team , attracting talent from competitors and focused on core x Expected divestiture of non - core eDiscovery unit will reallocate resources to core x Investing in core to strengthen Recruitment , lead in RPO and grow Talent Management x Lean , integrated structure generating significant operating leverage x Right sizing platform further with AlixPartners to enhance bottom - line growth x Skilled, actively committed Board deeply engaged in business and working closely with management to ensure value creation

RIGHT BOARD/LEADERSHIP TO CONTINUE MOMENTUM Skilled, actively engaged board working with urgency Strong experience and skills in relevant industries Working closely with stockholders and focused on value creation Committed to good corporate governance and declassifying Board Independent and highly qualified nominees with unique perspective and successful trajectory in professional services business

Board possesses strong complement of financial, operational and recruitment/human resources experience Board is deeply engaged in business and working closely with management to ensure the successful transformation of Hudson and value creation for stockholders 5 out of 6 directors are independent (CEO only management representative on Board) Working closely with second largest shareholder, Sagard Capital Partners, as non - voting attendee for the past year to ensure Board has stockholder perspective Declassifying Board in - line with current best practices: - Directors whose terms expire in 2014, 2015 and 2016 will be elected for terms expiring at the 2017 annual meeting of stockholders - Beginning with the 2017 annual meeting, the entire Board will be elected annually - An annually elected Board will provide for more accountability and enhance stockholders' control over their investment 23 SKILLED, ACTIVELY ENGAGED BOARD WORKING WITH URGENCY Independent and highly qualified nominees with unique perspective and successful trajectory in professional services business

24 INDEPENDENT AND HIGHLY QUALIFIED NOMINEES Highly relevant experience in professional services

ROBERT B. DUBNER – Director since 2006 Former Senior Advisor to the management consulting practice of PricewaterhouseCoopers Mr. Dubner has served as Senior Advisor to the management consulting practice of PricewaterhouseCoopers since 2008, involved in building an operational consulting practice, reporting to the Vice Chairman and Global Leader of the Advisory Services . He has been a Senior Advisor to Apollo Management LP, a private equity fund, since 2005. From 2002 to 2004, Mr. Dubner was a management consulting partner and a member of IBM Corporation’s Business Consulting Services Global Middle Market leadership team. Prior to that, Mr . Dubner was a Partner with PricewaterhouseCoopers LLP from 1998 to 2002, serving as the U.S. and global leader of its middle market consulting practice, and with Coopers & Lybrand International from 1991 to 1998. He served as an elected member of PricewaterhouseCoopers’ U.S. Board of Partners from 1998 to 2001, PricewaterhouseCoopers’ Global Oversight Board from 1998 to 2001 and Coopers & Lybrand’s Board of Partners from 1995 to 1998.

Qualifications: Mr. Dubner’s particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that Mr. Dubner should serve as a director of our company include his strategic, management and operational consulting experience, and his financial and accounting background. Mr. Dubner is also a Certified Public Accountant. Board Committees: Audit, Executive, Human Resources (chair), Nominating and Governance

JENNIFER LAING – Director since 2003 Former Chairman of the Board and Chief Executive Officer of Saatchi and Saatchi North America Ms. Laing served as Chairman of the Board and Chief Executive Officer of Saatchi and Saatchi North America from 1997 to 2001 after serving as Chairman of Saatchi and Saatchi London from 1995 to 1997. Ms . Laing formed her own firm, Laing Henry, which she sold to Saatchi, after holding senior positions at international advertising agencies including Aspect Hill Holiday, Leo Burnett and Saatchi and Saatchi. Ms . Laing was the Associate Dean, External Relations at the London Business School from 2002 until 2007. Ms. Laing is also a director of InterContinental Hotels Group PLC (since 2005) and Premier Foods PLC (since 2012). Qualifications: Ms. Laing’s particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that she should serve as a director of our company include her knowledge of our company, network of relationships, international experience in branding, marketing and communications, over 30 years career in Professional Services, people based business, and experience as a senior executive officer, and as a director of other publicly - traded companies. Board Committees: C ompensation (chair), Human R esources, Nominating and Governance

LONE STAR NOMINEES WILL DERAILED HUDSON PROGRESS Lone Star does not understand Hudson's business Lone Star has no plan to create value Lone Star is seeking disproportionate control Rejected good faith offer

Lone Star Value Management is a hedge fund with limited track record and experience - Founded in 2013 by current CEO Jeffrey Eberwein 1 - Approximately \$80M of assets under management 2 Lone Star 3 started to acquire a 7.4% stake in Hudson in late 2013 3 and is now seeking to elect two dissident nominees 3 to Hudson's Board: - Lone Star CEO Jeffrey Eberwein ; and - Richard Coleman Jr., President and CEO of Crossroads Systems, Inc., a data archive solutions company Mr. Eberwein is a "serial activist" and has engaged in 18 activist campaigns since 2012 1 and 7 have resulted in proxy fights 1 There is no clear evidence that Mr. Eberwein has experience operating or managing companies in the professional staffing industry, having spent the majority of his career in financial services Not surprisingly, Mr. Eberwein has not presented any business plan, nor has he offered any advice on Hudson's plan 26 LONE STAR – AN ACTIVIST HEDGE FUND 1: SharkRepellent.net 2: Lone Star Value Management LLC. Form ADV on file with SEC. 3: Lone Star Value Management LLC. Form SC 13D. 01/21/14 . Lone Star includes certain other affiliated persons and entities.

27 LONE STAR WOULD DERAILED MOMENTUM Two Board seats would provide Lone Star outsized control - Seeking ~33% control while owning only 7.4% of shares - Lone Star became a new Hudson investor in late 2013 2nd largest stockholder (14%) already attending Board meetings (Sagard Capital) Lone Star Does Not Understand Hudson's Business and Has No Plan to Create Value Mr. Eberwein has never served on the board of a company with global operations or a professional services company, nor does he have any experience in those industries Lone Star has not made any constructive recommendations or presented a plan Lone Star's analysis suggests they do not understand our business Lone Star would not be value additive to the Board Lone Star is Seeking Disproportionate Control

28 NO PLAN AND SEEKING DISPROPORTIONATE CONTROL Mr. Eberwein rejected Hudson's good faith offer to join Hudson's Board Lone Star misled stockholders by mischaracterizing our settlement discussions in their proxy Mr. Eberwein rejected an offer to meet with senior management to discuss our plan and provide its views Unwillingness to engage raises questions about true motives Mr. Coleman serves as CEO and a director of publicly traded Crossroad Systems and sits on 2 other public company boards 1 If elected, Mr. Coleman would exceed corporate governance guidelines established by ISS, a leading proxy advisory firm Rejected Good Faith Offer If Elected, Coleman Would Be Overboarded 1: Company filings.

Support Hudson's Strong Momentum x Hudson is executing its transformation plan and on the path to sustained profitability x Performance is picking up strong momentum as evidenced by Q4 sequential gains, Q1 positive results, and Q2 outlook x Hudson's independent, highly qualified Board nominees bring critical expertise in professional services industry x Hudson's Board is actively engaged with management in driving transformation to maximize shareholder value creation x Hudson's Board is committed to good corporate governance practices and declassification of the Board 29 Vote for Hudson's Nominees – Support Our Momentum Toward Sustained Profitability **CRITICAL DECISION FOR STOCKHOLDERS Don't Allow Lone Star to Derail Progress** “Serial activist” Lone Star is seeking disproportionate representation on Hudson's Board Lone Star has no plan and has not made any constructive recommendations Eberwein has no relevant experience and Coleman would be overboarded if elected A long proxy fight is distracting from the measureable progress Hudson is making Lone Star rejected our offer for a board seat and refused to meet with senior management to discuss our plan and provide its views Lone Star recently acquired its stake in Hudson and their interests may not be aligned with longer - term stockholders

APPENDIX

31 JOHN J. HALEY – Director since 2003 Chairman of the Board and Chief Executive Officer of Towers Watson & Co.; Officer of Maximus, Inc. Mr. Haley has served as the Chairman of the Board and Chief Executive Officer of Towers Watson & Co., a global professional services company headquartered in New York City, since 1998. Mr. Haley joined Watson Wyatt Worldwide in 1977 and was elected a director of the firm in 1992. In 2010, Watson Wyatt Worldwide merged with Towers Perrin forming Towers Watson & Co. Mr. Haley is a Fellow of the Society of Actuaries, a Fellow of the Conference of Consulting Actuaries and a member of the American Academy of Actuaries. Mr. Haley is a member of the board of directors for Maximus, Inc., a position he has held since June 2002, and the U.S. - China Business Council. Qualifications: Mr. Haley's particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that he should serve as a director of our company include his experience as Chief Executive Officer of an international publicly - traded company of a similar size (in terms of number of employees) and geographic spread as our company, and his financial expertise . Board Committees: Audit, Compensation, Nominating and Governance (chair) MANUEL MARQUEZ – Director since 2011 Chairman of the Board and Chief Executive Officer of Hudson Global, Inc. Mr. Marquez has served as the Chairman of the Board and Chief Executive Officer of Hudson Global, Inc., a leading global talent solutions company , since March 2011 . Mr. Marquez has over 20 years of experience in senior leadership positions. From 2007 to 2010, he was the Chief Executive Officer of Amper S.A., a publicly traded defense, homeland security and telecommunications company in Spain. Prior to joining Amper , Mr. Marquez spent 15 years in the recruitment industry with Spencer Stuart, an international leader in executive search consulting services. He joined Spencer Stuart in 1991 and co - founded one of the firm's first specialized industry practices, High Technology. From 2000 to 2005, he was a member of the global executive team of Spencer Stuart responsible for the firm's operations in Europe, India and South Africa, expanding operations in this region t o 1 4 countries with over 100 consultants. Mr. Marquez also was a member of the Advisory Board of ESADE Business School from 2007 to 2011. Qualifications: Mr. Marquez's particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that he should serve as a director of our company include his experience as a Chief Executive Officer of a publicly - traded company and his global senior leadership experience in the recruiting industry. Board Committees: Executive (chair) BOARD OF DIRECTORS

32 DAVID G. OFFENSEND – Director since 2003 Former Chief Operating Officer of the New York Public Library; Co - Founder of Evercore Partners, Inc. Mr. Offensend is Chief Operating Officer of America Achieves, a national non - profit organization dedicated to improving public schools in the U.S. He served as the Chief Operating Officer of the New York Public Library, the largest public library in the United States, from 2005 until 2014. Prior to that, he served as Senior Advisor to Evercore Partners, Inc., which he co - founded in 1995 . Evercore operates in the private equity business and provides mergers and acquisitions, and restructuring advice to companies. Prior to founding Evercore , Mr. Offensend spent five years with Oak Hill Partners, the investment organization of Robert M. Bass, the Texas investor. Prior to joining the Bass organization in 1990, Mr. Offensend spent 13 years at Lehman Brothers. Mr. Offensend also was the lead investor in Resources Connection, Inc., a competitor of our company that was successfully taken public in 2 000 , and served as a trustee of Princeton University until June 2013. Qualifications: Mr. Offensend’s particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that he should serve as a director of our company include his financial and executive compensation expertise, investing experience, and background in mergers and acquisitions. Board Committees: Lead Director, Audit, Compensation, Executive, Nominating and Governance RICHARD J . STOLZ – Director since 2006 Former Chairman of the Board of Hudson Global, Inc.; Former Partner with PricewaterhouseCoopers LLP Mr . Stolz served as Chairman of the Board from February 2011 until May 2011 . Prior to becoming a director, Mr. Stolz was a Partner with PricewaterhouseCoopers LLP until 2004. He served as the New York Region Leader for the Consumer and Industrial Products Industry Group of PricewaterhouseCoopers from 1997 to 2001. From 1988 to 1992, Mr. Stolz worked in Tokyo, Japan, leading the International Division of the PricewaterhouseCoopers affiliate. Mr . Stolz joined PricewaterhouseCoopers in 1967 and became a Partner in accounting and auditing in 1981. Qualifications: Mr . Stolz’s particular experience , qualifications, attributes or skills that led our Board of Directors to conclude that he should serve as a director of our company include his accounting and auditing background and his international business experience. Mr. Stolz also is a certified public accountant. Board Committees: Audit (chair), Human R esources, Nominating and Governance BOARD OF DIRECTORS

33 EBITDA RECONCILIATION EBITDA is a non - GAAP measure defined as earnings before interest, income taxes, depreciation and amortization. Adjusted EBITDA is a non - GAAP measure defined as earnings before interest, income taxes, depreciation and amortization, non - operating income, goodwill and other impairment charges, business reorganization expenses and acquisition - related expenses. Americas Asia Pacific Europe Corp Total Revenue 34.8\$ 58.3\$ 70.5\$ -\$ 163.6\$ Gross margin 9.1\$ 21.3\$ 25.4\$ -\$ 55.8\$ Adjusted EBITDA (loss) 1.3\$ (0.5)\$ 0.4\$ (4.2)\$ (2.9)\$ Business reorg expenses 0.2 - 0.2 0.4 0.7 Non-operating expenses (income) 0.4 (0.3) 0.9 (1.3) (0.3) EBITDA (Loss) 0.7\$ (0.1)\$ (0.6)\$ (3.2)\$ (3.3)\$ Depreciation and amortization 1.5 Interest expense (income) 0.2 Provision for (benefit from) income taxes - Loss (income) from disc ops, net of taxes - Net income (loss) (5.0)\$ Hudson Q3 2013 Americas Asia Pacific Europe Corp Total Revenue 29.6\$ 55.4\$ 74.5\$ -\$ 159.5\$ Gross margin 7.8\$ 20.0\$ 29.0\$ -\$ 56.9\$ Adjusted EBITDA (loss) 1.1\$ (1.3)\$ 1.1\$ (2.9)\$ (2.0)\$ Business reorg expenses 0.8 0.9 1.1 - 2.8 Impairment charges on long-lived assets - 0.3 1.1 - 1.3 (Gain) loss on disposal of business - - - - Non-operating expenses (income) 0.7 - 1.5 (2.5) (0.3) EBITDA (Loss) (0.4)\$ (2.5)\$ (2.5)\$ (0.4)\$ (5.8)\$ Depreciation and amortization 1.6 Interest expense (income) 0.1 Provision for (benefit from) income taxes 3.8 Loss (income) from disc ops, net of taxes - Net income (loss) (11.3)\$ Hudson Q4 2013 \$US in Millions Americas Asia Pacific Europe Corp Total Revenue 26.9\$ 56.4\$ 78.6\$ -\$ 161.9\$ Gross margin 6.7\$ 20.9\$ 30.0\$ -\$ 57.5\$ Adjusted EBITDA (loss) (0.6)\$ 0.1\$ 2.4\$ (3.9)\$ (2.1)\$ Business reorg expenses 0.1 - - - 0.1 Non-operating expenses (income) 0.4 0.4 1.2 (1.8) 0.2 EBITDA (Loss) (1.1)\$ (0.3)\$ 1.2\$ (2.1)\$ (2.4)\$ Depreciation and amortization 1.5 Interest expense (income) 0.1 Provision for (benefit from) income taxes 0.5 Net income (loss) (4.5)\$ Hudson Q1 2014

34 2013 CONSTANT CURRENCY RECONCILIATION EBITDA is a non - GAAP measure defined as earnings before interest, income taxes, depreciation and amortization. Adjusted EBITDA is a non - GAAP measure defined as earnings before interest, income taxes, depreciation and amortization, non - operating income, goodwill and other impairment charges, business reorganization expenses and acquisition - related expenses. \$US in Thousands 2013

| | | | | | | | | | | | | | |
|---------------|---------------------|---------------------|----------|--------------------------------------|-----------|---------------------|-----------------|----------|---------------------|-----------------------------------|-----------------|---------|---------|
| As | As | Currency | Constant | reported | reported | translation | currency | Revenue: | Hudson Americas | 139,003 | \$ | 169,216 | \$ |
| (55) | \$ | 169,161 | \$ | Hudson Asia Pacific | 232,748 | 288,144 | (13,188) | 274,956 | Hudson Europe | 288,377 | 320,217 | 416 | |
| 320,633 | Total | 660,128 | \$ | 777,577 | \$ | (12,827) | \$ | 764,750 | Gross margin: | Hudson Americas | 34,243 | \$ | 43,164 |
| 43,112 | \$ | Hudson Asia Pacific | 87,161 | 117,430 | (4,455) | 112,975 | Hudson Europe | 108,468 | 124,273 | 1,093 | 125,366 | Total | 229,872 |
| \$ | 284,867 | \$ | (3,414) | \$ | 281,453 | SG&A: | Hudson Americas | 30,627 | \$ | 38,287 | (25) | \$ | 38,262 |
| \$ | Hudson Asia Pacific | 88,537 | 104,528 | (3,694) | 100,834 | Hudson Europe | 107,057 | 116,315 | 1,195 | 117,510 | Corporate | 15,941 | 18,272 |
| — | 18,272 | Total | 242,162 | \$ | 277,402 | \$ | (2,524) | \$ | 274,878 | Business reorganization expenses: | Hudson Americas | 1,297 | \$ |
| 1,007 | \$ | — | \$ | 1,007 | \$ | Hudson Asia Pacific | 989 | 1,285 | (60) | 1,225 | Hudson Europe | 3,646 | 5,131 |
| 29 | 5,160 | Corporate | 789 | 359 | — | 359 | Total | 6,721 | \$ | 7,782 | (31) | \$ | 7,751 |
| \$ | EBITDA (loss): | Hudson Americas | (268) | \$ | 1,268 | (14) | \$ | 1,254 | Hudson Asia Pacific | (3,227) | 5,355 | (496) | 4,859 |
| Hudson Europe | (8,772) | (2,955) | (258) | (3,213) | Corporate | (7,333) | (3,614) | — | (3,614) | Total | (19,600) | \$ | 54 |
| (768) | \$ | (714) | \$ | 2012 For The Year Ended December 31, | | | | | | | | | |