



Hudson Global Amends Rights Agreement to Protect Its Net Operating Losses

January 16, 2015

Will Submit Rights Agreement for Stockholder Approval at Its 2015 Annual Meeting

NEW YORK, Jan. 16, 2015 (GLOBE NEWSWIRE) -- Hudson Global, Inc. (Nasdaq:HSON), a leading global talent solutions company, today announced that its Board of Directors amended its rights agreement to include a 4.99% ownership trigger to help preserve the value of the company's significant U.S. federal income tax net operating losses ("NOLs"). Hudson intends to seek stockholder approval of the amended rights agreement at its 2015 annual meeting of stockholders.

Hudson had NOLs of approximately \$300 million as of December 31, 2013. Section 382 of the Internal Revenue Code generally allows a company to use NOLs to offset future taxable income and therefore reduce federal income tax obligations. However, the company's ability to use its NOLs could be substantially limited if there was an "ownership change" under Section 382. In general, an ownership change would occur if stockholders viewed under Section 382 as owning 5% or more of the company's common stock increase their collective ownership by more than 50 percentage points over a defined period of time.

"Hudson has a significant asset in its NOLs. Our Board determined this was an appropriate step to help protect this asset so that we may be able to use these NOLs to offset future tax liabilities," said Manolo Marquez, chairman and chief executive officer at Hudson. "We believe this action is in the best interests of all of our stockholders and is consistent with good governance principles as we will request our stockholders to vote on the rights agreement at the 2015 annual meeting."

The amended rights agreement became effective at 5:00 p.m. EST on January 15, 2015. After such time, if any person or group acquires beneficial ownership of 4.99% or more of the company's common stock, then the rights would trigger causing significant dilution in the voting power and economic interests of such person or group. Stockholders who currently own 4.99% or more of the company's common stock will not trigger the rights unless they acquire additional shares. Under certain conditions, the amended rights agreement allows exceptions from a triggering event for a person or group who the Board of Directors may grant exceptions or determines has inadvertently become beneficial owners of 4.99% or more of the company's common stock.

Under the amended rights agreement, the rights expire on the earliest of (i) the date of the company's 2015 annual meeting if stockholders do not approve the rights agreement at that meeting; (ii) January 15, 2018; (iii) the time at which the rights are redeemed or exchanged under the rights agreement; (iv) the repeal of Section 382 if the Board of Directors determines that the rights agreement is no longer necessary for preservation of the company's NOLs; or (v) the beginning of a taxable year of the company to which the Board of Directors determines that no NOLs may be carried forward. The amended rights agreement also decreases the current exercise price of the rights to \$8.50.

Additional information regarding the amended rights agreement will be contained in a Form 8-K and in an amendment to a Registration Statement on Form 8-A that Hudson will file with the Securities and Exchange Commission.

About Hudson

Hudson is a global talent solutions company with expertise in leadership and specialized recruitment, recruitment process outsourcing, talent management and contracting solutions. We help our clients and candidates succeed by leveraging our expertise, deep industry and market knowledge, and proprietary assessment tools and techniques. Operating in nearly 20 countries through relationships with millions of specialized professionals, we bring an unparalleled ability to match talent with opportunities by assessing, recruiting, developing and engaging the best and brightest people for our clients. We combine broad geographic presence, world-class talent solutions and a tailored, consultative approach to help businesses and professionals achieve higher performance and outstanding results. More information is available at Hudson.com.

Forward-Looking Statements

This press release contains statements that the company believes to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this press release, including statements regarding the company's future financial condition, results of operations, business operations and business prospects, are forward-looking statements. Words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "predict," "believe" and similar words, expressions and variations of these words and expressions are intended to identify forward-looking statements. All forward-looking statements are subject to important factors, risks, uncertainties and assumptions, including industry and economic conditions that could cause actual results to differ materially from those described in the forward-looking statements. Such factors, risks, uncertainties and assumptions include, but are not limited to, global economic fluctuations; the company's ability to successfully achieve its strategic initiatives; risks related to fluctuations in the company's operating results from quarter to quarter; the ability of clients to terminate their relationship with the company at any time; competition in the company's markets; risks associated with the company's investment strategy; risks related to international operations, including foreign currency fluctuations; the company's dependence on key management personnel; the company's ability to attract and retain highly skilled professionals; the company's ability to collect accounts receivable; the negative cash flows and operating losses that the company has experienced in recent periods and may experience from time to time in the future; restrictions on the company's operating flexibility due to the terms of its credit facilities; the company's ability to achieve anticipated cost savings through its cost reduction initiatives; the company's heavy reliance on information systems and the impact of potentially losing or failing to develop technology; risks related to providing uninterrupted service to clients; the company's exposure to employment-related claims from clients, employers and regulatory authorities, current and former employees in connection with the company's business reorganization initiatives and limits on related insurance coverage; the company's ability to utilize net operating loss carry-forwards; volatility of the company's stock price; the impact of government regulations; restrictions imposed by blocking arrangements; risks related to activist stockholders; and risks related to limited availability under the

company's credit facilities. Additional information concerning these and other factors is contained in the company's filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the date of this document. The company assumes no obligation, and expressly disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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