UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2024

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: 001-38704

HUDSON GLOBAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	**59-3547281**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

53 Forest Avenue, Suite 102, Old Greenwich, CT 06870
(Address of principal executive offices) (Zip Code)
(475) 988-2068
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol**	**Name of each exchange on which registered**
Common Stock, $0.001 par value	**HSON**	**The NASDAQ Stock Market LLC**
Preferred Share Purchase Rights		**The NASDAQ Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant
to §240.10D-1(b). ☐

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting common stock held by non-affiliates of the registrant was approximately $25,035,157 based on the closing price of the Common Stock on the NASDAQ Global Select Market on June 30, 2024.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	**Outstanding on 03/12/2025**
Common Stock - $0.001 par value	**2,750,735**

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PART I

ITEM 1. BUSINESS

General

Hudson Global, Inc. (the "Company" or "Hudson," "we," "us," and "our") is a leading total talent solutions provider operating under the brand name Hudson RPO. We deliver innovative, customized recruitment outsourcing and total talent solutions to organizations worldwide. Through our consultative approach, we develop tailored talent solutions designed to meet our clients' strategic growth initiatives. We are a Delaware corporation, and have operated as an independent publicly held company since April 1, 2003, when Monster Worldwide, Inc., formerly TMP Worldwide, Inc., spun off its eResourcing division.

The Company delivers Recruitment Process Outsourcing ("RPO") services, consisting of recruitment and contracting solutions tailored to the individual needs of primarily mid-to-large multinational companies. The Company's RPO delivery teams utilize recruitment process methodologies and project management expertise to meet clients' ongoing business needs. The Company's RPO services include complete recruitment outsourcing, project-based outsourcing, contingent workforce solutions, and recruitment consulting for clients' permanent staff hires. Hudson's RPO services leverage the Company's consultants, supported by the Company's specialists, in the delivery of its proprietary methods to identify, select, and engage the best-fit talent for critical client roles. In addition, the Company provides RPO clients with a range of outsourced professional contract staffing services and managed service provider services offered sometimes on a standalone basis and sometimes as part of a blended total talent solution. These services draw upon a combination of specialized recruiting and project management competencies to deliver a wide range of solutions. Hudson-employed professionals - either individually or as a team - are placed with client organizations for a defined period of time based on specific business needs of the client.

2024 was a transformative year for the Company, in terms of key offerings and geographic reach. To capitalize on the business growth in the Middle East, the Company announced it had entered into strategic agreements with Executive Solutions and Striver, both of which are Dubai-based talent solutions companies. These agreements allowed the Company to expand its global footprint and client base in the Middle East market. The Company evaluated the agreements under ASC 805 "Business Combinations" and determined that the transactions did not qualify as either business combinations or asset purchases. Payments associated with these agreements were classified as compensation expense and were included in the "Salaries and related" caption on the Company's Consolidated Statements of Operations.

On October 31, 2023, Hudson completed its acquisition of Hudson Global Resources (Singapore) Pte. Ltd. ("Hudson Singapore"), a provider of recruitment services primarily to clients operating in Singapore. Hudson Singapore has a 30-year track record of senior placements and project recruitment work across Southeast Asia including Singapore, Malaysia, the Philippines, Vietnam, Thailand, and Indonesia.

On November 15, 2023, Hudson announced the appointment of Jacob "Jake" Zabkowicz as Global Chief Executive Officer for Hudson RPO. Mr. Zabkowicz leads the vision, strategy, and execution of Hudson RPO's growth plan, while Jeff Eberwein, Chief Executive Officer of Hudson Global, Inc., continues to focus on capital allocation, acquisitions, corporate strategy, and maximizing shareholder value.

In February 2024, Hudson RPO announced an expansion of its service offerings to include executive search in North America, focusing on Life Sciences and Human Resources. This expansion, coupled with the Company's existing RPO strategy, provides a comprehensive talent acquisition approach, enabling clients to develop streamlined and centralized hiring strategies within a flexible and scalable total talent solution. This service offering better positions the Company as a strategic partner, helping clients to implement successful business strategies.

In October 2024, the Company made a focused investment in Latin America to help drive our support and growth within the region by hiring a seasoned leader to spearhead efforts there. Further in 2024, the Company enhanced its growth trajectory in North America, making investments in both its talent and geographic presence. It hired professionals to lead efforts in several areas, including executive search, finance, and communications, and increased its investment in the Tampa, Florida talent hub.

In addition, realizing that advancements in technology within the talent space have exponentially boomed over the past five years, the company increased investments in automation, AI, and optimization. The company's current technology solution, TalentMax, covers all areas of the talent journey, including brand awareness, sourcing, engagement, and assessment, as well as candidate offers and onboarding.

The Talent Acquisition industry has recognized Hudson RPO's progress with several recent awards, including the SEEK Sara award in 2021, 2023 and 2024, inclusion in HRO Today's Baker's Dozen (recognized for the last 16 consecutive years, and named as the No. 1 RPO provider in APAC in 2023 and 2024), the Everest PEAK Matrix (recognized in all categories as a Major Contender or Star Performer in 2024), and NelsonHall (named a Leader in NelsonHall's Vendor Evaluation & Assessment Tool (NEAT) Matrix in 2024).

Business Segments

The Company operates directly in sixteen countries with three reportable geographic business segments: Americas, Asia Pacific, and Europe, Middle East, and Africa ("EMEA"). For the year ended December 31, 2024, the amounts and percentages of the Company's total revenue from the three reportable segments were as follows:

	Revenue	
$ in thousands	Amount	Percentage
Americas	$ 27,894	19.9 %
Asia Pacific	86,704	61.9 %
EMEA	25,458	18.2 %
Total	$ 140,056	100.0 %

Service Offerings

The Company's core service offering is RPO, consisting of RPO and contracting services:

RPO: The Company provides complete recruitment outsourcing, project-based outsourcing, and recruitment consulting for clients' permanent staff hires. Hudson's RPO services leverage the Company's consultants, supported by the Company's specialists, in the delivery of its proprietary methods to identify, select, and engage the best-fit talent for critical client roles.

Contracting: The Company provides clients with a range of outsourced professional contract staffing services and managed service provider services offered sometimes on a standalone basis and sometimes as part of a blended total talent solution. These services draw upon a combination of specialized recruiting and project management competencies to deliver a wide range of solutions. Hudson-employed professionals - either individually or as a team - are placed with client organizations for a defined period of time based on specific business needs of the client.

For the year ended December 31, 2024, the amounts and percentages of the Company's total revenue from the core service offerings were as follows:

	Revenue	
$ in thousands	Amount	Percentage
RPO	$ 67,993	48.5 %
Contracting	72,063	51.5 %
Total	$ 140,056	100.0 %

Clients

The Company's clientele includes mid-to-large-cap multinational companies and government agencies. For each of the years ended December 31, 2024 and 2023, over 85% of the Company's revenue was generated by its top 25 clients. Three clients accounted for an aggregate of 46% of revenue in 2024, and two clients accounted for an aggregate of 50% of revenue in 2023. One client accounted for 20% or greater of accounts receivable as of December 31, 2024 and 2023. Our business is dependent upon the continuation of these business relationships as well as new client development. As part of our client retention and renewal strategy, we continue to develop and foster long-term relationships, and have been successful in retaining and negotiating multi-year (three to five year) contracts with most of our key partners.

Market Competition

The markets for the Company's services and products are highly competitive. There are few barriers to entry, so new entrants occur frequently, resulting in considerable market fragmentation. Companies in this industry compete based on a number of parameters including degree and quality of candidate and position knowledge, industry expertise, global presence, scalability, service quality, and efficiency in completing assignments. Typically, companies with greater strength or scale in these areas generate higher margins.

Growth Strategy

We focus on organically growing our RPO business, reducing overhead expenses as a percentage of revenue, and pursuing acquisition opportunities. We target driving organic growth in RPO by investing in people and technology, as well as sales and marketing, to leverage our existing strong reputation in the market. We are investigating acquisition opportunities to expand capabilities and capacity and utilize our net operating losses. We continue to explore all strategic alternatives to maximize value for stockholders, including without limitation, improving the market position and profitability of our services in the marketplace, and enhancing our valuation. We may pursue our goals through organic growth, strategic initiatives, or other alternatives. We will also continue to monitor capital markets for opportunities to repurchase shares and consider other actions designed to enhance stockholder value, as well as review information regarding potential acquisitions and provide information to third parties, from time to time.

Human Capital Resources

The Company's success significantly depends upon its workforce. The Company employs approximately 980 people worldwide, including approximately 100 employees in the United States ("U.S.") and 880 employees internationally. Hudson is dedicated to acquiring, investing in, and retaining top talent. Hudson RPO's global and regional employees have vast training and expertise across human capital solutions. Specifically, of the Company's employees, approximately 890 are client-facing consultants who sell and deliver the Company's RPO services to its existing client base. The Company's consultant population has deep expertise in specific functional areas and industry sectors, and provides broad-based recruitment and solution services based on the needs of each client on a regional and global basis.

Our well-being program, Thrive, provides the framework to support our employees' physical, mental and financial health and well-being in addition to providing our line managers with the guidance needed to support their teams. Our regional well-being champions rolled out a variety of initiatives aimed at raising awareness and encouraging employees to look after their health and well-being. Our employee assistance programs offer additional support and information to our staff and a range of additional training modules were rolled out focusing on topics such as mental health awareness, health and wellness in the workplace, and keeping remote teams connected.

All our employees play an important part in contributing to and shaping our culture. We have taken actions to enhance our employees' experience working for the Company through the implementation of a continuous performance management framework in order to drive employees' performance, development, and engagement.

Employees have access to a range of training courses, including courses on anti-harassment, discrimination, and unconscious bias. eLearning is an integral part of the continuous development journey that we offer to all our employees. Through our long-term partnership with one of the leading eLearning providers, our employees have access to an extensive range of hiring and talent management content delivered by industry experts and renowned thought leaders. Our eLearning courses include over 200 hours of learning modules, including over 20 modules specifically on diversity. Tailored learning programs, in which diversity forms a cornerstone, have been created for all client-facing roles. Our employees are encouraged to participate in these learning modules and to complete a minimum of 30 minutes of learning each week.

Segment and Geographic Data

Financial information concerning the Company's reportable segments and geographic areas of operation is included in Note 17 of the Notes to Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K (this "Form 10-K").

Available Information

We maintain a website with the address *www.hudsonrpo.com*. We are not including the information contained on our website as part of, or incorporating it by reference into, this Form 10-K. Through our website, we make available free of charge our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and other reports and amendments to these reports that we file with or furnish to the Securities and Exchange Commission ("SEC") in a timely manner after we provide them.

ITEM 1A. RISK FACTORS

The following risk factors and other information included in this Form 10-K should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. If any of the following risks occur, our business, financial condition, results of operations, and cash flows could be materially adversely affected.

Our operations will be affected by global economic fluctuations.

Clients' demand for our services may fluctuate widely with changes in economic conditions in the markets in which we operate. Those conditions include slower employment growth or reductions in employment, which directly impact our service offerings. Geopolitical events such as the war in Ukraine, conflicts in the Middle East and the U.S./China trade tensions, have caused significant economic, market, political, and regulatory uncertainty in some of the Company's markets. In addition, the use or threatened use of tariffs by the Trump administration may cause disruptions in global trade, which could negatively impact clients that we serve and reduce demand for our services. We have limited flexibility to combat these uncertainties and reduce expenses during economic downturns due to some overhead costs that are fixed in the short-term. As a result, we may face increased pricing pressures during these periods.

Our clients' demands for RPO and contracting services largely depend on the market conditions and the strength of the labor markets in the countries where we operate. In the second half of 2024, the market conditions were more challenging than anticipated due to persistent inflation and elevated interest rates, and decreased demand for labor in certain markets. In addition, in connection with the challenging business environment, some of our customers have reduced demand, and certain other customers have eliminated our services on a temporary or permanent basis. While we believe that market conditions will continue to be challenging in 2025, we cannot predict market conditions with any certainty.

The pricing pressures and global economic fluctuations are not limited to the periods of geopolitical events. Higher than expected inflation in most markets and elevated interest rates, have led to significant market disruption, including further wage inflation, increased operating costs, staffing challenges, reduced consumer confidence, and limited capital market accessibility that impact our business. The inflationary environment and related interest rate impacts continue to have a significant adverse impact on the economy and market conditions. These factors may impact labor markets and the demand for workforce, available borrowing capacity, cash flow protection, and more. As a result, our business, financial condition, and results of operations may be negatively affected.

We may not be able to successfully execute our strategic initiatives or meet our long-term financial goals.

We have been engaged in strategic initiatives to maximize long-term stockholder value, to improve our cost structure and efficiency, and to increase our selling efforts and the development of new business, as well as to consider potential additional businesses that we believe could be beneficial and create value for our stockholders. We cannot provide any assurance that we will be able to successfully execute these or other strategic initiatives or that we will be able to execute these initiatives on our expected timetable. We may not be successful in refocusing our core business and obtaining operational efficiencies or replacing revenues lost as a result of these strategic initiatives.

We may face risks related to potential or current acquisitions or dispositions of businesses.

As part of our growth strategy, we may pursue acquisition opportunities that we believe can complement or expand our current business activities or sell other businesses. Acquisition and disposition activity exposes us to a number of risks. There could be unforeseen liabilities or asset impairments that arise in connection with the businesses that we may sell or the businesses that we may acquire in the future. With respect to businesses that we may sell, we would also no longer be able to rely on any cash flow they generated, and there is no assurance that when or if we reinvested any proceeds from a sale it would be in an acquisition that generates the anticipated benefits. We also may not realize all of the anticipated benefits of acquisitions, or potential future strategic transactions, which could adversely affect our business, financial condition and results of operations. Our ability to achieve certain benefits from acquisitions of businesses will depend in large part upon our ability to successfully integrate such businesses in an efficient and effective manner. We may not be able to integrate any such businesses smoothly or successfully, and the process may take longer than expected. We can provide no assurances that we will enter into any agreements in connection with potential acquisitions or dispositions or as to the timing of any potential strategic transactions. The strategic transaction process may disrupt our business including diverting management's attention from ongoing business concerns.

Our profitability and growth depend on the success of our global RPO business, which is subject to a variety of business risks and uncertainties.

We are focused on our global RPO business. Any evaluation of our RPO business and our prospects must be considered in light of the risks and uncertainties stated above, as well as the following:

- the ability to maintain our relationships with our existing clients;
- the ability to attract new clients; and
- the ability to maintain or generate the amount of cash required to operate the RPO business.

If we are unable to address these risks, our business, results of operations, and prospects could suffer.

Our revenues fluctuate from quarter to quarter; no single quarter is predictive of future periods' results.

Our revenues fluctuate quarter to quarter primarily due to the vacation periods during the first quarter in the Asia Pacific region and the third quarter in the Americas and EMEA regions. Demand for our services is typically lower during traditional vacation periods when clients and candidates are on vacation.

Our business is highly dependent upon our largest customers, and the loss of any of those customers, or any material reduction in our business with those customers, could materially and adversely affect our financial condition and results of operations.

For each of the years ended December 31, 2024 and 2023, over 85% of the Company's revenue was generated by its top 25 clients. Three clients accounted for an aggregate of 46% of revenue in 2024, and two clients accounted for an aggregate of 50% of revenue in 2023. One client accounted for 20% or greater of accounts receivable as of December 31, 2024 and 2023. Our business is dependent upon the continuation of these business relationships as well as new client development. The loss of these customers or any material reduction in the amount of business we conduct with these customers, or any material adverse change in the financial condition of such customers, could materially and adversely affect our financial condition and results of operations. If we are unable to replace such revenue from existing or new customers, it could have a material adverse effect on our business, financial condition, and results of operations, and the market price of our common stock could decline significantly.

Our revenue can vary because our clients often run bid processes for RPO functions and can terminate their relationship with us at any time with limited or no penalty.

Our RPO business is significantly affected by our clients' hiring needs and their views of their future prospects. Clients may, on very short notice, terminate, reduce, or postpone their recruiting assignments with us and, therefore, affect demand for our services. This could have a material adverse effect on our business, financial condition, and results of operations.

In addition, many of our larger clients run regular bid processes for their RPO requirements, requiring us to compete for new opportunities with existing clients. Even if our client relationships remain strong, we are repeatedly subject to open bid processes for new business or prior to the renewal of existing business. If we fail to meet the criteria set by our clients for new opportunities or for the renewal of existing services that we provide, or if our competitors are able to offer comparable service levels at reduced cost, our business may suffer.

Our markets are highly competitive.

The markets for our services are highly competitive. Our markets are characterized by pressures to provide high levels of service, incorporate new capabilities and technologies, accelerate job completion schedules, and reduce prices. Furthermore, we face competition from a number of sources. These sources include other executive search firms and professional search, staffing, and consulting firms. Several of our competitors have greater financial and marketing resources than we do. Due to competition, we may experience reduced margins on our services, loss of market share and loss of customers. If we are not able to compete effectively with current or future competitors as a result of these and other factors, our business, financial condition, and results of operations could be materially adversely affected.

We have no significant proprietary technology that would preclude or inhibit competitors from entering the

recruitment outsourcing market. We cannot provide assurance that existing or future competitors will not develop or offer services that provide significant performance, price, creative, or other advantages over our services. In addition, we believe that, with continuing development of information technology, the industries in which we compete may attract new competitors. Specifically, the increased use of web-based and mobile technology may attract technology-oriented companies to the recruitment industry. We cannot provide assurance that we will be able to continue to compete effectively against existing or future competitors. Any of these events could have a material adverse effect on our business, financial condition, and results of operations.

We have had periods of negative cash flows and operating losses that may recur in the future.

We have experienced negative cash flows and reported operating and net losses in previous years. We cannot provide any assurance that we will have positive cash flows or operating profitability in the future, particularly to the extent the global economy slows down or enters recession, or inflation increases. If our revenue declines or if operating expenses exceed our expectations, we may not be profitable and may not generate positive operating cash flows.

Our credit facilities may restrict our operating flexibility in the future.

The Company's Australian subsidiary ("Australian Borrower") entered into an invoice finance credit facility agreement (the "NAB Facility Agreement") with National Australia Bank Limited ("NAB"). The ability to borrow under the NAB Facility Agreement is limited to a percentage of eligible trade receivables up to a maximum of 4 million Australian dollars. Borrowings under this facility are secured by substantially all of the assets of the Australian Borrower. As of December 31, 2024, there were no amounts outstanding under the NAB Facility Agreement.

On May 25, 2022, Hudson Global Resources (Singapore) Pte. Ltd. ("Singapore Borrower"), which the Company acquired on October 31, 2023, and the Hong Kong and Shanghai Banking Corporation Limited ("HSBC"), entered into an invoice finance credit facility agreement (the "HSBC Facility Agreement"). The HSBC Facility Agreement allowed the Singapore Borrower to borrow funds up to a maximum of 1 million Singapore dollars, based on a percentage of eligible trade receivables. The Company terminated the HSBC Facility Agreement in May 2024. As of December 31, 2024, there were no amounts outstanding under the HSBC Facility Agreement.

We may enter into additional credit facilities in the future that contain various restrictions and covenants that restrict our operating flexibility including:

- borrowings limited to eligible receivables;
- lenders' ability to impose restrictions, such as payroll or other reserves;
- limitations on payments of dividends by our subsidiaries to us, which may restrict our ability to pay dividends to our stockholders;
- restrictions on our ability to make additional borrowings, or to consolidate, merge, or otherwise fundamentally change our ownership;
- limitations on capital expenditures, investments, dispositions of assets, guarantees of indebtedness, permitted acquisitions, and repurchases of stock; and
- limitations on certain intercompany payments of expenses, interest, and dividends.

These restrictions and covenants could have adverse consequences for investors, including restrictions on our ability to incur additional debt financing for future working capital or capital expenditures, a lesser ability for us to take advantage of significant business opportunities, such as acquisition opportunities, the potential need for us to undertake equity transactions, which may dilute the ownership of existing investors, and our inability to react to market conditions by selling lesser-performing assets. In addition, our payment of principal and interest on any future indebtedness would reduce our cash available for operations.

In addition, a default, amendment, or waiver to our NAB Facility Agreement or a future agreement to avoid a default may result in higher rates of interest and could impact our ability to obtain additional borrowings. Finally, debt incurred under the NAB Facility Agreement bears interest at the variable receivable finance indicator rate, plus a margin of 1.60% per annum. Any increase in interest expense could reduce the funds available for operations.

Our investment strategy subjects us to risks.

From time to time, we make investments as part of our growth plans. Investments may not perform as expected because they are dependent on a variety of factors, including our ability to effectively integrate new personnel and operations, our ability to sell new services, and our ability to retain existing or gain new clients.

We face risks related to our international operations.

We conduct direct operations in sixteen countries and face both translation and transaction risks related to foreign currency exchange. For the year ended December 31, 2024, approximately 81% of our revenue was earned outside of the U.S. Our financial results could be materially affected by a number of factors particular to international operations. These include, but are not limited to, difficulties in staffing and managing international operations, operational issues such as longer customer payment cycles and greater difficulties in collecting accounts receivable, changes in tax laws or other regulatory requirements, issues relating to uncertainties of laws and enforcement relating to the regulation and protection of intellectual property, and currency fluctuation. If we are forced to discontinue any of our international operations, we could incur material costs to close down such operations.

Regarding the foreign currency risk inherent in international operations, the results of our local operations are reported in the applicable foreign currencies and then translated into U.S. dollars at the applicable foreign currency exchange rates for inclusion in our financial statements. In addition, we generally pay operating expenses in the corresponding local currency. Because of devaluations and fluctuations in currency exchange rates or the imposition of limitations on conversion of foreign currencies into U.S. dollars, we are subject to currency translation exposure on the revenue and income of our operations in addition to economic exposure. Our consolidated U.S. dollar cash balance could be lower because a significant amount of cash is generated outside of the U.S. This risk could have a material adverse effect on our business, financial condition, and results of operations.

Additionally, our international operations may also be adversely affected by political events, trade wars, domestic or international terrorist events, hostilities or complications due to natural, nuclear, war or other disasters, including the ongoing Russian invasion of Ukraine and the conflicts in the Middle East. These or any further political or governmental developments or health concerns in the U.S. and foreign countries in which we operate could result in social, economic, and labor instability, as well as affect demand for our services. These uncertainties could have a material adverse effect on the continuity of our business and our results of operations and financial condition.

We depend on our key management personnel.

Our success depends to a significant extent on our senior management team. The loss of the services of one or more key senior management team members could have a material adverse effect on our business, financial condition, and results of operations. In addition, if one or more key employees join a competitor or form a competing company, the resulting loss of existing or potential clients could have a material adverse effect on our business, financial condition, and results of operations. The Company also could be adversely affected if key personnel or a significant number of employees were to become unavailable due to health concerns. Although the Company has business continuity plans and other safeguards in place, there is no assurance that such plans and safeguards will be effective.

Failure to attract and retain qualified personnel, management and advisors could negatively impact our business, financial condition, and results of operations.

Our ability to implement our business objectives and serve our customers depends upon our ability to attract and retain highly skilled professionals, management and advisors who possess the skills and experience necessary to operate our business, as well as personnel who meet the staffing requirements of our clients. In addition, our ability to execute our strategy requires that we retain and recruit personnel, management and advisors with experience in our RPO business.

We must continually evaluate and upgrade our base of available qualified personnel to keep pace with changing client needs and emerging technologies. Competition for qualified professionals with proven skills is intense amidst the widespread U.S. labor shortage, and the demand for these individuals is expected to remain strong for the foreseeable future. There can be no assurance that qualified personnel will continue to be available to us in sufficient numbers with the current market conditions. As such, we may be required to adjust our budget to account for pressures to increase wages in order to compete for skilled personnel. If we are unable to attract the necessary qualified personnel for our clients and our business, it may have a negative impact on our business, financial condition, and results of operations.

We face risks in collecting our accounts receivable.

In virtually all of our businesses, we invoice customers after providing services, which creates accounts receivable. Delays or defaults in payments owed to us could have a significant adverse impact on our business, financial condition, and results of operations. Factors that could cause a delay or default include, but are not limited to, global economic conditions, business failures, and turmoil in the financial and credit markets.

In certain situations, we provide our services to clients under a contractual relationship with a third-party vendor manager, rather than directly to the client. In those circumstances, the third-party vendor manager is typically responsible for aggregating billing information, collecting receivables from the client, and paying staffing suppliers once funds are received from the client. In the event that the client has paid the vendor manager for our services and we are unable to collect from the vendor manager, we may be exposed to financial losses.

If we are unable to maintain costs at an acceptable level, our operations could be adversely impacted.

Our ability to reduce costs in line with our revenues is important for the improvement of our profitability. Efforts to improve our efficiency could be affected by several factors including turnover, client demands, market conditions, continued increases in inflation, changes in laws, and availability of talent. If we fail to realize the expected benefits of these cost reduction initiatives, this could have an adverse effect on our financial condition and results of operations.

We rely on our information systems, and if we lose our information processing capabilities or fail to further develop our technology, our business could be adversely affected.

Our success depends in large part upon our ability to store, retrieve, process, and manage substantial amounts of information, including our client and candidate databases. To achieve our strategic objectives and to remain competitive, we must continue to develop and enhance our information systems. This may require the acquisition of equipment and software and the development, either internally or through independent consultants, of new proprietary software. If we are unable to design, develop, implement, and utilize, in a cost-effective manner, information systems that provide the capabilities necessary for us to compete effectively, or if we experience any interruption or loss of our information processing capabilities, for any reason, this could adversely affect our business, financial condition, and results of operations.

Because we operate in an international environment, we are subject to greater cyber-security risks and incidents due to our broader and more distributed network footprint. Some of these threats may include attacks from foreign governments. While we continue to employ resources to monitor our systems and protect our infrastructure, any unauthorized access or use of information, virus or similar breach or disruption to our systems could result in disrupted operations, loss of information, damage to our reputation and customer relationships, and other significant liabilities, any of which could materially harm our business.

We also use mobile devices, social networking, and other online activities to connect with our candidates, clients, and business partners. While we have implemented measures to prevent security breaches and cyber incidents, our measures may not be effective, and any security breaches or cyber incidents could adversely affect our business, financial condition, and results of operations.

Our business depends on uninterrupted service to clients.

Our operations depend on our ability to protect our facilities, computer and telecommunication equipment, and software systems against damage or interruption from fire, power loss, cyber-attacks, sabotage, telecommunications interruption, weather conditions, natural disasters, and other similar events. Additionally, severe weather can cause our employees or contractors to miss work and interrupt delivery of our service, potentially resulting in a loss of revenue. While interruptions of these types that have occurred in the past have not caused material disruption, it is not possible to predict the type, severity, or frequency of interruptions in the future or their impact on our business.

We may be exposed to employment-related claims, legal liability, and costs from clients, employees, and regulatory authorities that could adversely affect our business, financial condition, or results of operations, and our insurance coverage may not cover all of our potential liability.

We are in the business of employing people and placing them in the workplaces of other businesses. Risks relating to these activities include:

- claims of misconduct or negligence on the part of our employees;
- claims by our employees of discrimination or harassment directed at them, including claims relating to actions of our clients;
- claims related to the employment of illegal aliens or unlicensed personnel;
- claims for payment of workers' compensation and other similar claims;
- claims for violations of wage and hour requirements;
- claims for entitlement to employee benefits;
- claims of errors and omissions of our temporary employees;
- claims by taxing authorities related to our independent contractors and the risk that such contractors could be considered employees for tax purposes;
- claims by candidates that we place for wrongful termination or denial of employment;
- claims related to our non-compliance with data protection laws, which require the consent of a candidate to transfer resumes and other data;
- claims related to the recruitment process; and
- claims by our clients relating to our employees' misuse of client proprietary information, misappropriation of funds, other misconduct, criminal activity or similar claims.

We may incur fines and other losses or negative publicity with respect to these problems. In addition, some or all of these claims may give rise to litigation, which could be time-consuming to our management team, costly, and could have a negative effect on our business. In some cases, we have agreed to indemnify our clients against some or all of these types of liabilities. We cannot assure that we will not experience these problems in the future, that our insurance will cover all claims, or that our insurance coverage will continue to be available at economically feasible rates.

Our ability to utilize net operating loss carryforwards may be limited.

The Company has U.S. net operating loss carryforwards ("NOLs"). The losses generated prior to 2018 expire through 2037 and the losses generated in 2018 and later years do not expire. Section 382 of the U.S. Internal Revenue Code imposes an annual limitation on a corporation's ability to utilize NOLs if it experiences an "ownership change." In general terms, an ownership change may result from transactions increasing the ownership of certain stockholders in the stock of a corporation by greater than 50% over a three-year period. The Company has experienced ownership changes in the past. Ownership changes in our stock, some of which are outside of our control, could result in a limitation in our ability to use our NOLs to offset future taxable income, could cause U.S. federal income taxes to be paid earlier than otherwise would be paid if such limitation were not in effect, and could cause such NOLs to expire unused, reducing or eliminating the benefit of such NOLs.

There may be volatility in our stock price.

The market price for our common stock has fluctuated in the past and could fluctuate substantially in the future. For example, during 2024, the market price of our common stock reported on the NASDAQ Global Select Market ranged from a high of $19.70 to a low of $11.73. Factors such as general macroeconomic conditions adverse to workforce expansion, the announcement of variations in our quarterly financial results or changes in our expected financial results could cause the market price of our common stock to fluctuate significantly. Further, due to the volatility of the stock market, our relatively low daily trading volume or actions by significant stockholders, the price of our common stock could fluctuate for reasons unrelated to our operating performance.

Our future earnings could be reduced as a result of the imposition of licensing or tax requirements or new regulations that prohibit, or restrict certain types of employment services we offer in the U.S. and foreign countries.

Our future earnings could be reduced if additional regulatory requirements are imposed in the countries in which we operate. The countries in which we operate may:

- create additional regulations that prohibit or restrict the types of employment services that we currently provide;
- impose new or additional benefit requirements;
- require us to obtain additional licensing to provide recruitment services;
- impose new or additional restrictions on movements between countries;
- increase taxes, such as sales or value-added taxes, payable by the providers of recruitment services;
- increase the number of various tax and compliance audits relating to a variety of regulations, including wage and hour laws, unemployment taxes, workers' compensation, immigration, and income, value-added, and sales taxes; or
- revise transfer pricing laws or successfully challenge our transfer prices, which may result in higher foreign taxes or tax liabilities or double taxation of our foreign operations.

Any future regulations that make it more difficult or expensive for us to continue to provide our services may have a material adverse effect on our business, financial condition and results of operations.

Provisions in our organizational documents and Delaware law will make it more difficult for someone to acquire control of us.

Our certificate of incorporation and by-laws and the Delaware General Corporation Law contain several provisions that make it more difficult to acquire control of us in a transaction not approved by our Board of Directors, including transactions in which stockholders might otherwise receive a premium for their shares over then current prices, and that may limit the ability of stockholders to approve transactions that they may deem to be in their best interests. Our certificate of incorporation and by-laws currently include provisions:

- authorizing our Board of Directors to issue shares of our preferred stock in one or more series without further authorization of our stockholders;

- requiring that stockholders provide advance notice of any stockholder nomination of directors or any new business to be considered at any meeting of stockholders; and

- providing that vacancies on our Board of Directors will be filled by the remaining directors then in office.

In addition, Section 203 of the Delaware General Corporation Law generally provides that a corporation may not engage in any business combination with any interested stockholder during the three-year period following the time that the stockholder becomes an interested stockholder, unless a majority of the directors then in office approve either the business combination or the transaction that results in the stockholder becoming an interested stockholder or specified stockholder approval requirements are met.

Issues relating to the use of new and evolving technologies, such as Artificial Intelligence ("AI") and Machine Learning ("ML") present challenges for our business and may result in liability.

A quickly evolving social, legal and regulatory environment may cause us to incur increased operational and compliance costs, including increased research and development costs, or divert resources from other development efforts, to address potential issues related to usage of AI and ML. As with many cutting-edge innovations, AI and ML present new risks and challenges, and existing laws and regulations may apply to us in new ways, the nature and extent of which are difficult to predict. We incorporate AI and ML into our offerings for use cases that could potentially impact civil, privacy, or employment benefit rights. Failure to adequately address issues that may arise with such use cases could negatively affect the adoption of our solutions and subject us to reputational harm, regulatory action, or legal liability, which may harm our financial condition and operating results. Potential government regulation related to AI, including relating to ethics and social responsibility, may also increase the burden and cost of compliance and research and development. Employees, customers, or customers' employees who are dissatisfied with our public statements, policies, practices, or solutions related to the development and use of AI and ML may express opinions that could introduce reputational or business harm, or legal liability.

In addition, our RPO business may be disrupted by new emergent tools that threaten our established business practices. If our clients invest heavily in obtaining or designing and implementing their own systems for recruitment using AI and ML, they may have reduced demand for our services. It is too early to determine the extent to which AI and ML may impact our business, but it is possible that these tools may negatively impact our business.

Data security and integrity are critically important to the businesses we own and manage, and cybersecurity incidents, including cyberattacks, breaches of security, unauthorized access to or disclosure of confidential information, business disruption, or the perception that confidential information is not secure, could result in a material loss of business, regulatory enforcement, substantial legal liability and/or significant harm to our reputation, which could have a material adverse effect on our business, financial condition and results of operations.

Improper access to, misappropriation, destruction or disclosure of confidential, personal or proprietary data could result in significant harm to our reputation or the reputation of any of the businesses we own.

We collect, store and transmit a large amount of confidential company information on hundreds of millions of businesses, including financial information and personal information, as well as certain consumer information and credit information. We operate in an environment of significant risk of cybersecurity incidents resulting from unintentional events or deliberate attacks by third parties or insiders, which may involve exploiting highly obscure security vulnerabilities or sophisticated attack methods.

One of our significant responsibilities is to maintain the security and privacy of our employees' and clients' confidential and proprietary information and the confidential information about clients' employees' compensation, health and benefits information and other personally identifiable information.

Although our businesses have not incurred material losses or liabilities to date as a result of any breaches, unauthorized disclosure, loss or corruption of their data or inability of their clients to access their systems, such events could result in intellectual property or other confidential information being lost or stolen, including client, employee or business data, disrupt their operations, subject them to substantial regulatory and legal proceedings and potential liability and fines, result in a material loss of business and/or significantly harm their reputation. If they are unable to efficiently manage the vulnerability of their systems and effectively maintain and upgrade their system safeguards, they may incur unexpected costs and certain of their systems may become more vulnerable to unauthorized access.

Changing rules, public disclosure regulations and stakeholder expectations on environmental, social and corporate governance ("ESG") related matters and diversity, equity and inclusion ("DEI") related matters expose us to potential liabilities, increased costs, reputational harm and other adverse effects on our business.

Following the decision of the U.S. Supreme Court in Students for Fair Admissions, Inc. v. President and Fellows of Harvard College, 600 U.S. 181 (2023) and the election of President Trump, companies have begun to pull back from ESG and DEI initiatives in response to a changing legal and political climate. On January 21, 2025, President Trump issued an executive order titled "Ending Illegal Discrimination and Restoring Merit-Based Opportunity" mandating among other things that federal contractors cease any "affirmative action" in violation of civil rights law and calling on the Attorney General to produce and deliver a report containing "recommendations for enforcing Federal civil-rights laws and taking other appropriate measures to encourage the private sector to end illegal discrimination and preferences, including DEI." As a result of these developments, companies must re-examine their DEI programs to ensure that do not run afoul of the law and risk enforcement action from the U.S. Department of Justice. In addition, in recent years "anti-ESG" sentiment has gained momentum across the U.S., with several states and Congress having proposed or enacted "anti-ESG" policies, legislation, or initiatives or issued related legal opinions.

If any of our clients fail to adequately address these developments, as a provider of RPO services, we may be exposed to risks to our business and potential reputational harm to the extent that our clients face investigations and enforcement actions stemming from their DEI or ESG policies. In addition, we and our clients may incur additional compliance costs in relation to the new legal and political landscape on ESG and DEI issues, which may adversely affect our business. Stakeholders also may have very different views on where our ESG and sustainability focus should be placed, including differing views of regulators in various jurisdictions in which we operate. Any failure, or perceived failure, by us to achieve our goals, further our initiatives, adhere to our public statements, comply with federal or state ESG laws and regulations, or meet evolving and varied stakeholder expectations and standards could result in reputational harm, loss of investor confidence, legal and regulatory proceedings against us and, materially adversely affect our business, reputation, results of operations, financial condition, and stock price.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy.

The Company has established an information security program to address and mitigate material risks from cybersecurity threats. The program includes policies and procedures that identify how security measures and controls are developed, implemented, and maintained. These policies and procedures undergo an annual audit to ensure compliance with ISO 27001 controls. A risk assessment, based on a method and guidance from a recognized national standards organization, is conducted annually. The risk assessment along with risk-based analysis and judgment are used to select security controls to address risks. During this process, the following factors, among others, are considered: likelihood and severity of risk, impact on the Company and others if a risk materializes, feasibility and cost of controls, and impact of controls on operations and others. Specific controls that are used to some extent include endpoint threat detection and response (EDR), identity and access management (IAM), privileged access management (PAM), logging and monitoring involving the use of security information and event management (SIEM), multi-factor authentication (MFA), firewalls and intrusion detection and prevention, and vulnerability and patch management.

Third-party security firms are used in different capacities to provide or operate some of these controls and technology systems, including cloud-based platforms and services. For example, third parties are used to conduct assessments, such as vulnerability scans and penetration testing. The Company uses a variety of processes to address cybersecurity threats related to the use of third-party technology and services, including pre-acquisition diligence, imposition of contractual obligations, and performance monitoring.

The Company has a written incident response plan and conducts tabletop exercises to enhance incident response preparedness. Business continuity and disaster recovery plans are used to prepare for the potential for a disruption in technology we rely on. The Company is a member of an industry cybersecurity intelligence and risk sharing organization. Employees undergo security awareness training when hired and annually.

The Company has a Governance, Risk, and Compliance (GRC) function to address enterprise risks, and cybersecurity is a risk category addressed by that function.

The Company (or third parties it relies on) may not be able to fully, continuously, and effectively implement security controls as intended. As described above, we utilize a risk-based approach and judgment to determine the security controls to implement and it is possible we may not implement appropriate controls if we do not recognize or underestimate a particular risk. In addition, security controls, no matter how well designed or implemented, may only mitigate and not fully eliminate risks. And events, when detected by security tools or third parties, may not always be immediately understood or acted upon.

Additionally, cybersecurity risks and threats that could have a material impact on the Company are discussed further in the Item 1A Risk Factors. Those sections of Item 1A should be read in conjunction with this Item 1C.

Gover*nance.*

The Global Director of Information Technology (GDIT) is the management position with primary responsibility for the development, operation, and maintenance of our information security program. The GDIT has over 25 years of experience as a security professional, and has completed the Prince 2 risk management certification at the practitioner level. Responsibilities of this role include management of third-party vendors, ensuring data interactions with outside parties, adhering to IT security best practices, and ensuring that all devices within the Company's IT infrastructure are appropriately secured and managed. It also encompasses ensuring that all employees are educated in IT best practices around incident management and security, ensuring the security of the internal and external IT systems, as well communicating to senior management and planning for future IT strategy and security.

The Company has an established Information Security Committee to manage the information security risk assessment framework. This framework includes a defined methodology and tolerable level of risk documented within the Information Security Management System ("ISMS") and relevant controls addressing business risks. The committee is informed of all security incidents and ensures appropriate remediation activities are implemented. The Company’s ISMS are audited by both internal and external parties on a regular basis. Results of audits and material security incidents are presented to the Board of Directors on a quarterly basis.

ITEM 2. PROPERTIES

All of the Company’s operating offices are located in leased premises. Our principal executive office and headquarters are located at 53 Forest Avenue, Suite 102, Old Greenwich, CT 06870, where we occupy space with approximately 2,000 aggregate square feet.

The Company maintains offices in the Americas, Asia Pacific, and EMEA. In the Americas, the Company maintains 1 leased location with approximately 2,600 aggregate square feet; in Asia Pacific, the Company maintains 6 leased locations with approximately 30,700 aggregate square feet; and in EMEA, the Company maintains 1 leased location with approximately 1,200 aggregate square feet. All leased space is considered to be adequate for the operation of our business, and no difficulties are foreseen in meeting any future space requirements.

ITEM 3. LEGAL PROCEEDINGS

The Company is involved in various legal proceedings that are incidental to the conduct of its business.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

MARKET FOR COMMON STOCK

The Company's common stock was listed for trading on the NASDAQ Global Select Market during 2024 under the symbol "HSON." As of January 31, 2025, there were approximately 133 holders of record of the Company's common stock. The actual number of stockholders is greater than this number of holders of record and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

The following is a list by fiscal quarter of the market prices of the Company's common stock.

	Market Price	
	High	Low
2024		
Fourth quarter	$ 16.28	$ 11.73
Third quarter	$ 19.70	$ 14.71
Second quarter	$ 18.38	$ 14.76
First quarter	$ 18.52	$ 13.38
2023		
Fourth quarter	$ 20.25	$ 14.66
Third quarter	$ 24.00	$ 18.74
Second quarter	$ 24.03	$ 17.88
First quarter	$ 27.10	$ 20.70

DIVIDENDS

In the last few years, the Company has not paid dividends, and there are no current plans to declare common stock dividends.

ISSUER PURCHASES OF EQUITY SECURITIES

The Company's purchases of its common stock during the fourth quarter of fiscal 2024 were as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs [a]
October 1, 2024 - October 31, 2024	—	$ —	—	$ 2,118,651
November 1, 2024 - November 30, 2024	—	$ —	—	$ 2,118,651
December 1, 2024 - December 31, 2024	—	$ —	—	$ 2,118,651
Total	—	$ —	—	$ 2,118,651

(a) On July 30, 2015, the Company announced that its Board of Directors authorized the repurchase of up to $10 million of the Company's common stock which was completed. On August 8, 2023, the Company's Board of Directors authorized a new stock repurchase program for up to $5 million of the Company's outstanding shares of common stock. This authorization does not expire. The Company has repurchased shares from time to time as market conditions warrant.

Under the new stock repurchase program, the Company intends to repurchase shares through open market purchases, privately negotiated transactions, block purchases, or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Securities Exchange Act of 1934 (the "Exchange Act"). Further details can be found in Note 13 to the Consolidated Financial Statements in Item 8 included in Part II of this Form 10-K.

For the year ended December 31, 2024, the Company repurchased a total of 154,084 shares of its common stock for a cost of $2.5 million under this authorization. Of these shares, 44,250 shares were repurchased on January 29, 2024 in a transaction with a certain shareholder totaling $0.7 million that excludes tax withholdings. The Company also repurchased 69,567 shares during the second quarter in connection with transactions with certain shareholders totaling $1.2 million, as well as 40,267 shares of its common stock on the open market for a cost of $0.7 million. For the year ended December 31, 2023, the Company repurchased 48,234 shares of its common stock on the open market for $1.0 million. As of December 31, 2024, under the July 30, 2015 and August 8, 2023 authorizations combined, the Company had repurchased an aggregate of 667,496 shares for a total cost of $12.9 million, completing the July 30, 2015 authorization and leaving $2.1 million available for purchase under the August 8, 2023 authorization.

ITEM 6. RESERVED

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the Consolidated Financial Statements and the notes thereto, included in Item 8 of this Form 10-K. This MD&A contains forward-looking statements. Please see "FORWARD-LOOKING STATEMENTS" for a discussion of the uncertainties, risks, and assumptions associated with these statements. This MD&A also uses the non-generally accepted accounting principle measure of earnings before interest, taxes, depreciation and amortization ("EBITDA"). See Note 17 to the Consolidated Financial Statements in Item 8 for EBITDA segment reconciliation information. Note that amounts within this Item shown in millions may not recalculate due to rounding.

This MD&A includes the following sections:

- Executive Overview
- Results of Operations
- Liquidity and Capital Resources
- Contingencies
- Critical Accounting Estimates
- Recent Accounting Pronouncements
- Forward-Looking Statements

Executive Overview

The Company's objective is to increase value to the Company's stockholders by providing global Recruitment Process Outsourcing ("RPO") solutions to customers. With direct operations in sixteen countries and relationships with specialized professionals and organizations around the globe, the Company brings a strong ability to match talent with opportunities by assessing, recruiting, developing, and engaging highly successful people for the Company's clients. The Company combines broad geographic presence, world-class talent solutions and a tailored, consultative approach to help businesses and professionals achieve maximum performance. The Company's focus is to continually upgrade its service offerings and delivery capability tools to make the Company and candidates more successful in achieving clients' business requirements.

The Company's proprietary frameworks, assessment tools, and leadership development programs, coupled with its broad geographic footprint, allow the Company to design and implement regional and global outsourced recruitment solutions that the Company believes greatly enhance the quality and efficiency of its clients' hiring.

To meet the Company's objective, the Company engages in the following initiatives:

- Facilitating growth and development of the global RPO business through strategic investments in people, innovation, and technology;
- Building and differentiating the Company's brand through its unique outsourcing solutions offerings; and
- Improving the Company's cost structure and efficiency of its support functions and infrastructure.

We continue to explore all strategic alternatives to maximize value for the Company's stockholders, including without limitation, improving the market position and profitability of our services in the marketplace, and enhancing our valuation. We may pursue our goals through organic growth, strategic initiatives, or other alternatives. Additionally, we will continue to monitor capital markets for opportunities to repurchase shares, and consider other actions designed to enhance value to our stockholders, as well as review information regarding potential acquisitions or combinations, both within the RPO business line as well as other businesses, and provide information to third parties regarding potential dispositions of assets or business lines, from time to time.

This MD&A discusses the results of the Company's RPO business for the years ended December 31, 2024 and 2023.

Current Market Conditions

Our clients' demands for RPO and contracting services largely depend on the market conditions and the strength of the labor markets in the countries where we operate. In 2024, the market conditions remained challenging due to persistent inflation, higher interest rates and decreased demand for labor in certain markets. We anticipate that these challenging market conditions will continue into 2025.

Economic conditions in most of the world's major markets continued to slow down throughout 2024. Higher than expected inflation in most markets and rising interest rates have led to significant market disruption, including further wage inflation, increased operating costs, staffing challenges, reduced consumer confidence, and limited capital market accessibility that impact our business. In addition, in connection with the challenging business environment, some of our customers have reduced demand, and certain other customers have eliminated our services on a temporary or permanent basis. These conditions and expected future inflation and potential interest rate increases could have material adverse impacts on various aspects of our business in the future.

The continued economic uncertainty has also resulted in volatility in global currencies. Stronger foreign currencies in other markets compared to the U.S. dollar during a reporting period cause local currency results of the Company's foreign operations to be translated into more U.S. dollars.

Constant Currency (Non-GAAP Financial Measure)

The Company operates on a global basis, with the majority of its revenue generated outside of the U.S. Accordingly, fluctuations in foreign currency exchange rates can affect our results of operations. For the discussion of reportable segment results of operations, the Company uses constant currency information. Constant currency compares financial results between periods as if exchange rates had remained constant period-over-period. The Company defines the term "constant currency" to mean that financial data for previously reported periods are translated into U.S. dollars using the same foreign currency exchange rates that were used to translate financial data for the current period. Constant currency metrics should not be considered in isolation or as a substitute for reported results prepared in accordance with generally accepted accounting principles ("GAAP") in the U.S. The Company's management reviews and analyzes business results in constant currency because it believes these results better represent the Company's underlying business trends.

Financial Performance

The following is a summary of the Company's financial performance highlights for the years ended December 31, 2024 and 2023. This summary should be considered in the context of the additional disclosures in this MD&A which further highlight the Company's results by segment.

- Revenue was $140.1 million for the year ended December 31, 2024, compared to $161.3 million for 2023, a decrease of $21.3 million, or 13%. The decrease in revenue was principally driven by declines in Australia and the Americas.

- On a constant currency basis, revenue also decreased $21.3 million, or 13%, primarily due to a decrease in RPO revenue of $10.6 million, or 14%, and a decline in contracting revenue of $10.7 million, or 13%, compared to 2023.

- Selling, general and administrative expenses, and other non-operating income (expense) ("SG&A and Non-Op") was $72.6 million for the year ended December 31, 2024, compared to $76.6 million for 2023, a decrease of $4.0 million, or 5%.
  - On a constant currency basis, SG&A and Non-Op decreased $4.1 million or 5%. The decrease was principally due to higher staff costs as a percentage of revenue, partially offset by a $1.1 million benefit payout received in the Americas in the prior year. SG&A and Non-Op, as a percentage of revenue, was 52% for the year ended December 31, 2024, compared to 48% for 2023.

- EBITDA loss was $2.5 million for the year ended December 31, 2024, compared to EBITDA of $3.7 million for 2023. On a constant currency basis, EBITDA decreased $6.1 million in 2024 compared to 2023.

- Net loss was $4.8 million for the year ended December 31, 2024, compared to a net income of $2.2 million for 2023. On a constant currency basis, net income decreased $7.1 million in 2024.

Changes in revenue, adjusted net revenue, SG&A and Non-Op, operating income (loss), net income (loss) and EBITDA (loss) include the effect of changes in foreign currency exchange rates. The tables below include a reconciliation of constant currency results to the most directly comparable U.S. GAAP financial measures, and summarize the impact of foreign currency exchange rate adjustments on the Company's operating results for the years ended December 31, 2024 and 2023.

	Year Ended December 31,			
	2024	2023		
$ in thousands	As reported	As reported	Currency translation	Constant currency
Revenue:				
Americas	$ 27,894	$ 31,254	$ (26)	$ 31,228
Asia Pacific	86,704	103,857	(608)	103,249
EMEA	25,458	26,227	659	26,886
Total	$ 140,056	$ 161,338	$ 25	$ 161,363
Adjusted net revenue [(a)]:				
Americas	$ 25,144	$ 30,141	$ (21)	$ 30,120
Asia Pacific	29,416	33,675	(226)	33,449
EMEA	15,592	16,451	415	16,866
Total	$ 70,152	$ 80,267	$ 168	$ 80,435
SG&A and Non-Op [(b)]:				
Americas	$ 25,011	$ 31,171	$ (77)	$ 31,094
Asia Pacific	28,708	27,608	(181)	27,427
EMEA	15,313	14,866	384	15,250
Corporate	3,589	2,959	—	2,959
Total	$ 72,621	$ 76,604	$ 126	$ 76,730
Operating income (loss):				
Americas	$ (598)	$ (2,514)	$ (4)	$ (2,518)
Asia Pacific	1,055	6,894	(18)	6,876
EMEA	521	1,988	41	2,029
Corporate	(4,787)	(4,985)	—	(4,985)
Total	$ (3,809)	$ 1,383	$ 19	$ 1,402
Net (loss) income, consolidated	$ (4,770)	$ 2,198	$ 159	$ 2,357
EBITDA (loss)[(c)]:				
Americas	$ 339	$ (704)	$ (7)	$ (711)
Asia Pacific	482	5,859	(43)	5,816
EMEA	298	1,582	30	1,612
Corporate	(3,588)	(3,074)	—	(3,074)
Total	$ (2,469)	$ 3,663	$ (20)	$ 3,643

(a) Represents Revenue less the Direct contracting costs and reimbursed expenses caption on the Consolidated Statements of Operations.
(b) SG&A and Non-Op is a measure that management uses to evaluate the segments' expenses, which include the following captions on the Consolidated Statements of Operations: Salaries and related, Office and general, Marketing and promotion, and Other income (expense), net. Corporate management expenses are included in the segments' other income (expense).

(c) See EBITDA reconciliation in the following section.

Use of EBITDA (Non-GAAP Financial Measure)

Management believes EBITDA is a meaningful indicator of the Company's performance that provides useful information to investors regarding the Company's financial condition and results of operations. EBITDA is considered by management as an indicator of operating performance and the most comparable measure across the regions in which we operate. Management uses this measurement to evaluate capital needs and working capital requirements. Similar to constant currency, EBITDA should not be considered in isolation or as a substitute for operating income or net income prepared in accordance with U.S. GAAP or as a measure of the Company's profitability. EBITDA is derived from net income (loss) adjusted for the provision for (benefit from) income taxes, interest expense (income), and depreciation and amortization.

The reconciliation of EBITDA to the most directly comparable U.S. GAAP financial measure is provided in the table below:

	Year Ended December 31,	
$ in thousands	**2024**	**2023**
Net (loss) income	$ (4,770)	$ 2,198
Adjustments to net (loss) income		
Provision for income taxes	1,300	370
Interest income, net	(360)	(372)
Depreciation and amortization expense	1,361	1,467
Total adjustments from net (loss) income to EBITDA	2,301	1,465
EBITDA (loss)	$ (2,469)	$ 3,663

Results of Operations:

Americas *(reported currency)*

Revenue - Americas

$ in millions	Year Ended December 31, 2024 As reported	2023 As reported	Change in amount	Change in %
Americas				
Revenue	$ 27.9	$ 31.3	$ (3.4)	(11)%

For the year ended December 31, 2024, RPO revenue decreased by $5.7 million, or 19%, while contracting revenue increased by $2.3 million, or 240%. The decrease in RPO revenue was mainly due to lower demand from existing clients, while the increase in contracting revenue was a result of new client wins and higher demand from existing clients.

Adjusted net revenue - Americas

$ in millions	Year Ended December 31, 2024 As reported	2023 As reported	Change in amount	Change in %
Americas				
Adjusted net revenue	$ 25.1	$ 30.1	$ (5.0)	(17)%
Adjusted net revenue as a percentage of revenue	90 %	96 %	N/A	N/A

For the year ended December 31, 2024, RPO adjusted net revenue decreased $5.5 million, or 18%, while contracting adjusted net revenue increased $0.5 million, or 336%, compared to 2023. The changes in RPO and contracting adjusted net revenue were due to the same factors noted above under “Revenue – Americas.”

Total adjusted net revenue, as a percentage of revenue, decreased to 90% for 2024, compared to 96% for 2023, primarily attributable to the lower mix of RPO to contracting revenue in 2024 compared to 2023.

SG&A and Non-Op - Americas

$ in millions	Year Ended December 31, 2024 As reported	2023 As reported	Change in amount	Change in %
Americas				
SG&A and Non-Op	$ 25.0	$ 31.2	$ (6.2)	(20)%
SG&A and Non-Op as a percentage of revenue	90 %	100 %	N/A	N/A

For the year ended December 31, 2024, SG&A and Non-Op decreased $6.2 million, or 20%, compared to 2023, while SG&A and Non-Op as a percentage of revenue decreased from 100% to 90%. The decrease in SG&A and Non-Op as a percentage of revenue was primarily due to the decline in consultant staff costs outpacing the decrease in adjusted net revenue. SG&A and Non-Op in 2023 included proceeds received in early 2024 of $1.1 million related to a benefit payout.

Operating Loss and EBITDA (Loss) - Americas

$ in millions	Year Ended December 31, 2024 As reported	2023 As reported	Change in amount	Change in %
Americas				
Operating loss	$ (0.6)	$ (2.5)	$ 1.9	76 %
EBITDA (loss)	$ 0.3	$ (0.7)	$ 1.0	148 %
EBITDA (loss) as a percentage of revenue	1 %	(2)%	N/A	N/A

Operating loss of $0.6 million decreased compared to operating loss of $2.5 million in 2023 primarily due to lower declines in adjusted net revenue and lower SG&A and Non-Op as a percentage of revenue.

For the year ended December 31, 2024, EBITDA was $0.3 million, or 1% of revenue, compared to EBITDA loss of $0.7 million, or 2% of revenue, in 2023. The increase in EBITDA was due to the same factors noted above.

The difference between operating loss and EBITDA for the year ended December 31, 2023, was primarily due to the proceeds of $1.1 million related to a benefit payout recognized in 2023.

Asia Pacific *(constant currency)*

Revenue - Asia Pacific

$ in millions	Year Ended December 31, 2024 As reported	2023 Constant currency	Change in amount	Change in %
Asia Pacific				
Revenue	$ 86.7	$ 103.2	$ (16.5)	(16)%

For the year ended December 31, 2024, contracting revenue decreased by $12.9 million, or 18%, while RPO revenue decreased by $3.6 million, or 12%, compared to 2023.

In Australia, for the year ended December 31, 2024, revenue decreased $21.3 million, or 23%, compared to 2023. The decline was primarily in contracting revenue, which decreased by $13.4 million, or 20%, while RPO revenue, decreased by $7.8 million, or 31%. The decreases in both contracting and RPO revenue were primarily due to lower demand from existing clients.

In Asia, revenue increased $4.9 million, or 49%, for the year ended December 31, 2024, compared to 2023. The increase in revenue was primarily driven by the Singapore Acquisition, which contributed 57 percentage points to the revenue growth.

Adjusted net revenue - Asia Pacific

$ in millions	Year Ended December 31, 2024 As reported	2023 Constant currency	Change in amount	Change in %
Asia Pacific				
Adjusted net revenue	$ 29.4	$ 33.4	$ (4.0)	(12)%
Adjusted net revenue as a percentage of revenue	34 %	32 %	N/A	N/A

For the year ended December 31, 2024, RPO adjusted net revenue decreased by $3.2 million, or 11%, while contracting adjusted net revenue decreased by $0.8 million, or 24%, compared to the same period in 2023.

In Australia, adjusted net revenue decreased by $8.0 million, or 29%, for the year ended December 31, 2024, compared to the same period in 2023. The decrease was primarily reflected in RPO adjusted net revenue, which declined by $7.4 million, or 31%, while contracting adjusted net revenue decreased by $0.6 million, or 19%, compared to 2023.

In Asia, adjusted net revenue increased $4.0 million, or 67%, for the year ended December 31, 2024, compared to 2023. The increase in adjusted net revenue was primarily driven by the Singapore Acquisition, which contributed 80 percentage points to the revenue growth. (see Note 5 to the Consolidated Financial Statements in Item 8).

Adjusted net revenue as a percentage of revenue, for the year ended December 31, 2024, was 34%, compared to 32% for 2023. The increase in total adjusted net revenue as a percentage of revenue was attributed to the greater mix of higher margin RPO revenue to contracting revenue in 2024 (as contracting is generally a lower margin service offering), compared to 2023.

SG&A and Non-Op - Asia Pacific

	Year Ended December 31,			
	2024	2023		
$ in millions	As reported	Constant currency	Change in amount	Change in %
Asia Pacific				
SG&A and Non-Op	$ 28.7	$ 27.4	$ 1.3	5 %
SG&A and Non-Op as a percentage of revenue	33 %	27 %	N/A	N/A

For the year ended December 31, 2024, SG&A and Non-Op increased $1.3 million, or 5%, compared to 2023. The increase was primarily due to higher consultant staff and overhead costs. SG&A and Non-Op, as a percentage of revenue, was 33% in 2024, compared to 27% in 2023. The increase in SG&A and Non-Op as a percentage of revenue was primarily due to the decline in adjusted net revenue.

Operating Income and EBITDA - Asia Pacific

	Year Ended December 31,			
	2024	2023		
$ in millions	As reported	Constant currency	Change in amount	Change in %
Asia Pacific				
Operating income	$ 1.1	$ 6.9	$ (5.8)	(85)%
EBITDA	$ 0.5	$ 5.8	$ (5.3)	(92)%
EBITDA as a percentage of revenue	1 %	6 %	N/A	N/A

Operating income was $1.1 million for the year ended December 31, 2024, compared to $6.9 million for 2023. The decrease in operating income was principally due to the changes in adjusted net revenue and SG&A and Non-Op, as described above.

For the year ended December 31, 2024, EBITDA was $0.5 million, or 1% of revenue, compared to EBITDA of $5.8 million, or 6% of revenue, in 2023. The decrease in EBITDA for the year ended December 31, 2024 was primarily due to the factors noted above.

The difference between operating income and EBITDA for the years ended December 31, 2024 and 2023 was principally due to corporate management expenses.

***EMEA** (constant currency)*

Revenue - EMEA

$ in millions	Year Ended December 31, 2024 As reported	2023 Constant currency	Change in amount	Change in %
EMEA				
Revenue	$ 25.5	$ 26.9	$ (1.4)	(5)%

For the year ended December 31, 2024, RPO revenue decreased by $1.4 million, or 8%, while contracting revenue decreased by $0.1 million, or 1% compared to 2023.

In the U.K., for the year ended December 31, 2024, revenue decreased by $2.6 million, or 10%, to $22.9 million from $25.5 million in 2023. The decrease was principally driven by lower RPO revenue of $2.5 million.

In Continental Europe, for the year ended December 31, 2024, total revenue was $2.3 million, compared to $1.4 million for 2023, an increase of $0.9 million, or 66%. The increase was primarily due to new client wins.

In the Middle East, total revenue and RPO revenue was $0.2 million for the year ended December 31, 2024.

Adjusted net revenue - EMEA

$ in millions	Year Ended December 31, 2024 As reported	2023 Constant currency	Change in amount	Change in %
EMEA				
Adjusted net revenue	$ 15.6	$ 16.9	$ (1.3)	(8)%
Adjusted net revenue as a percentage of revenue	61 %	63 %	N/A	N/A

For the year ended December 31, 2024, adjusted net revenue decreased by $1.3 million, or 8%, driven by a decrease in RPO adjusted net revenue of $1.4 million, or 9%, compared to the same period in 2023, partially offset by an increase in contracting adjusted net revenue of $0.1 million, or 34%.

In the U.K., total adjusted net revenue for the year ended December 31, 2024 decreased by $2.4 million, or 16%, compared to the same period in 2023, driven by a decrease in RPO adjusted net revenue of $2.6 million, or 17%.

In Continental Europe, for the year ended December 31, 2024, total adjusted net revenue increased by $0.9 million, or 70%, compared to the same period in 2023, due to new client wins.

In the Middle East, total adjusted net revenue and RPO adjusted net revenue was $0.2 million for the year ended December 31, 2024.

SG&A and Non-Op - EMEA

$ in millions	Year Ended December 31, 2024 As reported	2023 Constant currency	Change in amount	Change in %
EMEA				
SG&A and Non-Op	$ 15.3	$ 15.2	$ 0.1	— %
SG&A and Non-Op as a percentage of revenue	60 %	57 %	N/A	N/A

For the year ended December 31, 2024, SG&A and Non-Op increased by $0.1 million, or 0%, compared to 2023. The slight increase was primarily driven by higher salaries and related costs. SG&A and Non-Op, as a percentage of revenue, was 60% in 2024 compared to 57% in 2023. The increase in SG&A and Non-Op as a percentage of revenue was primarily due to the decrease in adjusted net revenue.

Operating Income and EBITDA - EMEA

	Year Ended December 31,			
	2024	2023		
$ in millions	As reported	Constant currency	Change in amount	Change in %
EMEA				
Operating income:	$ 0.5	$ 2.0	$ (1.5)	(74)%
EBITDA	$ 0.3	$ 1.6	$ (1.3)	(82)%
EBITDA as a percentage of revenue	1 %	6 %	N/A	N/A

Operating income was $0.5 million for the year ended December 31, 2024, compared to $2.0 million for 2023. The decrease was principally due to lower adjusted net revenue, as described above.

For the year ended December 31, 2024, EBITDA was $0.3 million, or 1% of revenue, compared to EBITDA of $1.6 million for 2023. The decrease in EBITDA was principally due to the factors noted above.

The difference between operating income and EBITDA for the years ended December 31, 2024 and 2023 was principally due to corporate management expenses and foreign currency exchange.

The following are discussed in reported currency

Corporate expenses, net of corporate management expenses

For the year ended December 31, 2024, corporate expenses were $3.6 million compared to $3.0 million for 2023, an increase of $0.6 million, or 20%. The increase was primarily due to lower corporate allocations, partially offset by lower travel and entertainment and stock-based compensation expenses.

Depreciation and Amortization Expense

Depreciation and amortization expense was $1.4 million and $1.5 million for the years ended December 31, 2024 and 2023, respectively.

Interest Income, Net

Net interest income was $0.4 million for each of the years ended December 31, 2024 and 2023.

Other income (expense), Net

Net other expense was $0.0 million for the year ended December 31, 2024, as opposed to net other income of $0.8 million for the same period in 2023. The decrease in net other income was primarily due to a benefit payout of $1.1 million, partially offset by one-time client administrative costs of $0.2 million, both of which were incurred in the prior year.

Provision for (benefit from) Income Taxes

The provision for income taxes for the year ended December 31, 2024 was $1.3 million, on $3.5 million of pre-tax loss, compared to a provision from income taxes of $0.4 million on $2.6 million of pre-tax income for 2023. The effective tax rate ("ETR") for the year ended December 31, 2024 was negative 37.5%, compared to 14.4% for 2023. For the year ended December 31, 2024, the effective tax rates differed from the U.S. federal statutory rate of 21% primarily due to pre-tax losses for which no tax benefit can be recognized, changes in valuation allowances in the U.S., China, and certain foreign jurisdictions that reduce or eliminate the ETR on current year profits or losses, foreign tax rate differences, and non-deductible expenses. For the year ended December 31, 2023, the effective tax rates differed from the U.S. Federal statutory rate of 21% primarily due to a discrete tax benefit recognized following the lapse of certain statutes of limitations related to Spain, recognition of a portion of a deferred tax asset in Canada, state income taxes, changes in valuation allowances in the U.S. and certain foreign jurisdictions which reduces or eliminates the ETR on current year profits or losses, foreign tax rate differences, taxes on repatriations or deemed repatriation of foreign profits, and non-deductible expenses. The current year ETR differs significantly from the prior year ETR primarily due to the interaction of similar rate reconciliation items, including change in valuation allowance, with a negative pretax book income in the current period versus positive pretax book income in the prior year comparative period.

Net (Loss) Income

Net loss was $4.8 million for the year ended December 31, 2024, compared to net income of $2.2 million for 2023, a decrease in net income of $7.0 million. Basic and diluted losses per share were $1.59 for the year ended December 31, 2024, compared to basic and diluted income per share of $0.72 and $0.70, respectively, in 2023.

Liquidity and Capital Resources

As of December 31, 2024, cash and cash equivalents and restricted cash totaled $17.7 million, as compared to $23.2 million as of December 31, 2023. The following table summarizes the cash flow activities for the years ended December 31, 2024 and 2023:

	For The Year Ended December 31,		
$ in millions	2024	2023	
Net cash (used in) provided by operating activities	$ (2.8)	$ 0.3	
Net cash provided by (used in) investing activities	1.1	(2.2)	
Net cash used in financing activities	(3.1)	(2.5)	
Effect of exchange rates on cash, cash equivalents, and restricted cash	(0.7)	—	
Net decrease in cash, cash equivalents, and restricted cash	$ (5.5)	$ (4.3)	*

*Does not sum due to rounding

Cash Flows from Operating Activities

For the year ended December 31, 2024, net cash used in operating activities was $2.8 million, as compared to $0.3 million of net cash provided by operating activities for the same period in 2023, resulting in a decrease in net cash provided by operating activities of $3.1 million. The decline was principally from the Company's lower net income in 2024, partially offset by more favorable working capital comparisons to the prior year.

Cash Flows from Investing Activities

For the year ended December 31, 2024, net cash provided by investing activities was $1.1 million, compared to $2.2 million of net cash used in investing activities in 2023. Net cash provided by investing activities in 2024 reflects $1.1 million in cash received from benefit payouts, while net cash used in investing activities in 2023 primarily reflects cash paid of $2.1 million in October 2023 for the acquisition of Singapore (see Note 5 to the Consolidated Financial Statements in Item 8 for additional information.)

Cash Flows from Financing Activities

For the year ended December 31, 2024, net cash used in financing activities was $3.1 million, compared to $2.5 million in 2023. The increase in net cash used was primarily attributed to repurchases of shares of common stock of $2.8 million in 2024, including cash paid for tax withholdings, compared to repurchases of $1.0 million in the previous year.

Invoice Finance Credit Facility

On April 8, 2019, the Company's Australian subsidiary ("Australian Borrower") entered into an invoice finance credit facility agreement (the "NAB Facility Agreement") with National Australia Bank Limited ("NAB"). The NAB Facility Agreement provides the Australian Borrower with the ability to borrow funds based on a percentage of eligible trade receivables up to a maximum of 4 million Australian dollars. No receivables have terms greater than 90 days, and any risk of loss is retained by the Australian Borrower. The interest rate is calculated as the variable receivable finance indicator rate, plus a margin of 1.60% per annum. Borrowings under this facility are secured by substantially all of the assets of the Australian Borrower. The NAB Facility Agreement does not have a stated maturity date and can be terminated by either the Australian Borrower or NAB upon 90 days written notice. As of December 31, 2024, there were no amounts outstanding under the NAB Facility Agreement. Interest expense and fees incurred on the NAB Facility Agreement were $17 thousand for each of the years ended December 31, 2024 and 2023. The Company was in compliance with all financial covenants under the NAB Facility Agreement as of December 31, 2024.

On May 25, 2022, Hudson Global Resources (Singapore) Pte. Ltd. ("Singapore Borrower"), which the Company acquired on October 31, 2023 (see Note 5 to the Consolidated Financial Statements in Item 8), and the Hong Kong and Shanghai Banking Corporation Limited ("HSBC"), entered into an invoice finance credit facility agreement (the "HSBC Facility Agreement"). The HSBC Facility Agreement allows the Singapore Borrower to borrow funds up to a maximum of 1 million Singapore dollars, based on a percentage of eligible trade receivables. All receivables have a term of no more than 60 days, and any risk of loss is borne by the Singapore Borrower. The interest rate is calculated as the bank's external cost of capital, plus a margin of 3.5% per annum. The Company ended the HSBC Facility Agreement in May 2024 and has no outstanding amounts under the HSBC Facility Agreement. The interest expense and fees incurred on the HSBC Facility Agreement amounted to $6 thousand and $3 thousand for the years ending December 31, 2024 and 2023, respectively.

Liquidity and Capital Resources Outlook

As of December 31, 2024, the Company had cash and cash equivalents on hand of $17.0 million. The Company also has the capability to borrow an additional 4 million Australian dollars under the NAB Facility Agreement. Other than as described above, the Company has no financial guarantees, outstanding debt or other lease agreements or arrangements that could trigger a requirement for an early payment or that could change the value of our assets. The Company believes that it has sufficient liquidity to satisfy its needs through at least the next 12 months, based on the Company's financial position as of December 31, 2024. The Company's near-term cash requirements during 2025 are primarily related to the funding of the Company's operations. For the full year 2025, the Company expects to make capital expenditures of less than $0.5 million. The Company is closely managing its capital spending and will perform capital additions where economically prudent, while continuing to invest strategically for future growth.

As of December 31, 2024, $7.5 million of the Company's cash and cash equivalents noted above was held in the U.S. and the remainder was held internationally, primarily in Australia ($4.1 million), Singapore ($1.3 million), the Philippines ($0.9 million), Hong Kong ($0.9 million), Belgium ($0.8 million), the U.K. ($0.3 million), India ($0.3 million), Canada ($0.2 million), and China ($0.2 million). The majority of the Company's offshore cash is available to it as a source of funds, net of any tax obligations or assessments.

The Company believes that future external market conditions remain uncertain, particularly access to credit, rates of near-term projected economic growth, and levels of unemployment in the markets in which the Company operates. Due to these uncertain external market conditions, the Company cannot provide assurance that its actual cash requirements will not be greater in the future than those currently expected, especially if market conditions deteriorate substantially and interest rates and inflation continue to increase. If sources of liquidity are not available or if the Company cannot generate sufficient cash flow from operations, the Company could be required to obtain additional sources of funds through additional operating improvements, capital market transactions, asset sales or financing from third parties, or a combination of these sources. The Company cannot provide assurance that these additional sources of funds will be available or, if available, would have reasonable terms.

Off-Balance Sheet Arrangements

None.

Contingencies

From time to time in the ordinary course of business, the Company is subject to compliance audits by U.S. federal, state, local, and foreign government regulatory, tax, and other authorities relating to a variety of regulations, including wage and hour laws, unemployment taxes, workers' compensation, immigration, and income, value-added, and sales taxes. The Company is also subject to, from time to time in the ordinary course of business, various claims, lawsuits, and other complaints from, for example, clients, candidates, suppliers, landlords for both leased and subleased properties, former and current employees, and regulators or tax authorities. Periodic events and management actions such as business reorganization initiatives can change the number and types of audits, claims, lawsuits, contract disputes, or complaints asserted against the Company. Such events can also change the likelihood of assertion and the behavior of third parties to reach resolution regarding such matters.

The economic conditions in the recent past have given rise to many news reports and bulletins from clients, tax authorities and other parties about changes in their procedures for audits, payment, plans to challenge existing contracts and other such matters aimed at being more aggressive in the resolution of such matters in their own favor. The Company believes that it has appropriate procedures in place for identifying and communicating any matters of this type, whether asserted or likely to be asserted, and it evaluates its liabilities in light of the prevailing circumstances. Changes in the behavior of third parties could cause the Company to change its view of the likelihood of a claim and what might constitute a trend. Employment laws vary in the markets in which we operate, and in some cases, employees and former employees have extended periods during which they may bring claims against the Company.

For matters that reach the threshold of probable and estimable, the Company establishes reserves for legal, regulatory, and other contingent liabilities. The Company did not have any reserves as of December 31, 2024 and 2023. Although the outcome of these matters cannot be determined, the Company believes that none of the currently pending matters, individually or in the aggregate, will have a material adverse effect on the Company's financial condition, results of operations, or liquidity.

Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with U.S. GAAP. The preparation of financial statements in accordance with U.S. GAAP requires our management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. U.S. GAAP provides the framework from which to make these estimates, assumptions and disclosures. We choose accounting policies within U.S. GAAP that our management believes are appropriate to accurately and fairly report our operating results and financial position in a consistent manner. Our management regularly assesses these policies in light of current and forecasted economic conditions. Our accounting policies are stated in Note 2 to the Consolidated Financial Statements in Item 8. We believe the following accounting policies are critical to understanding our results of operations and affect the more significant judgments and estimates used in the preparation of our Consolidated Financial Statements that are inherently uncertain.

Revenue Recognition

The Company recognizes revenue for our RPO business over time in an amount that reflects the consideration we expect to be entitled to and have an enforceable right to payment in exchange for our services. The client simultaneously receives and consumes the benefits of the services as they are provided. The transaction prices contain both fixed fee and variable usage-based consideration. Variable usage-based consideration is constrained by candidates accepting offers of permanent employment. We recognize revenue on the fixed fee as the performance obligations are satisfied and usage-based fees as the constraint is lifted. We do not incur incremental costs to obtain our RPO contracts. The costs to fulfill these contracts are expensed as incurred.

The Company recognizes revenue for our contracting services over time as services are performed in an amount that reflects the consideration we expect to be entitled to and have an enforceable right to payment in exchange for our services, which is generally calculated as hours worked multiplied by the agreed-upon hourly bill rate. The client simultaneously receives and consumes the benefits of the services as they are provided. We do not incur incremental costs to obtain our contracting contracts. The costs incurred to fulfill these contracts are expensed as incurred.

As a practical expedient, we do not disclose the value of unsatisfied performance obligations for (i) contracts with an expected original duration of one year or less and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed.

Income Taxes

We account for income taxes using the asset and liability method in accordance with Accounting Standards Codification ("ASC") 740, "*Income Taxes.*" This standard establishes financial accounting and reporting standards for the effects of income taxes that result from an enterprise's activities. It requires an asset and liability approach for financial accounting and reporting of income taxes.

The calculation of net deferred tax assets assumes sufficient future earnings for the realization of such assets as well as the continued application of currently anticipated tax rates. Included in net deferred tax assets is a valuation allowance for deferred tax assets where management believes it is more likely than not that the deferred tax assets will not be realized in the relevant jurisdiction. If we determine that a deferred tax asset will not be realizable, an adjustment to the deferred tax asset will result in a reduction of earnings at that time. Our assessment includes an analysis of whether deferred tax assets will be realized in the ordinary course of operations based on the available positive and negative evidence, including the scheduling of deferred tax liabilities and forecasted income from operations. The underlying assumptions we use in forecasting future taxable income require significant judgment. In the event that actual income from operations differs from forecasted amounts, or if we change our estimates of forecasted income from operations, we could record additional charges or reduce allowances in order to adjust the carrying value of deferred tax assets to their realizable amount. Such adjustments could be material to our Consolidated Financial Statements. See Note 7 to the Consolidated Financial Statements in Item 8 for further information regarding deferred tax assets and valuation allowances.

ASC 740-10-55-3, "*Recognition and Measurement of Tax Positions – a Two Step Process,"* provides implementation guidance related to the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a two-step evaluation process for a tax position taken or expected to be taken in a tax return. The first step is recognition and the second is measurement. ASC 740 also provides guidance on derecognition, measurement, classification, disclosures, transition and accounting for interim periods. In addition, ASC 740-10-25-9 provides guidance on how to determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits. As of December 31, 2024, the Company's gross liability for income taxes associated with uncertain tax positions was $0.1 million.

The Company's unrecognized tax benefits, if recognized in the future, would affect the Company's annual effective income tax rate. See Note 7 to the Consolidated Financial Statements in Item 8 for further information regarding unrecognized tax benefits. We elected to continue our historical practice of classifying applicable interest and penalties as a component of the provision for income taxes.

We provide tax reserves for federal, state, local and international exposures relating to periods subject to audit. The development of reserves for these exposures requires judgments about tax issues, potential outcomes and timing, and is a subjective critical estimate. We assess our tax positions and record tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances and information available at the reporting dates. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with greater than 50% likelihood of being realized upon settlement with a tax authority that has full knowledge of all relevant information. For those tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recognized in the Consolidated Financial Statements. Where applicable, associated interest and penalties have also been recognized. Although the outcome relating to these exposures are uncertain, we believe that our reserves reflect the probable outcome of known tax contingencies. In certain circumstances, the ultimate outcome of exposures and risks involves significant uncertainties which render them inestimable. If actual outcomes differ materially from these estimates, including those that cannot be quantified, they could have a material impact on our results of operations.

The Company has provided for tax on all unremitted earnings of our foreign subsidiaries taking into consideration all expected future events based on presently existing tax laws and rates.

The Company has elected to recognize the tax on Global Intangible Low Taxed Income ("GILTI") as a period expense in the year the tax is incurred.

Business Combinations and Asset Acquisitions

Business Combinations are accounted for under the acquisition method in accordance with ASC 805, "*Business Combinations*." The acquisition method requires identifiable assets acquired and liabilities assumed and any non-controlling interest in the business acquired to be recognized and measured at fair value on the acquisition date, which is the date that the acquirer obtains control of the acquired business. The amount by which the fair value of consideration transferred as the purchase price exceeds the net fair value of assets acquired and liabilities assumed is recorded as goodwill. Acquisitions that do not meet the definition of a business under the ASC are accounted for as asset acquisitions. Asset acquisitions are accounted for by allocating the cost of the acquisition to the individual assets acquired and liabilities assumed on a relative fair value basis. Goodwill is not recognized in an asset acquisition with any consideration in excess of net assets acquired allocated to acquired assets on a relative fair value basis. Transaction costs are expensed in a business combination and are considered a component of the cost of the acquisition in an asset acquisition.

Recent Accounting Pronouncements

See Note 2 to our Consolidated Financial Statements in Item 8 regarding the impact or potential impact of recent accounting pronouncements upon our financial position and results of operations.

Forward-Looking Statements

This Form 10-K contains statements that the Company believes to be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this Form 10-K, 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, (1) global economic fluctuations, (2) the Company's ability to successfully achieve its strategic initiatives, (3) risks related to potential acquisitions or dispositions of businesses by the Company, (4) the Company's ability to operate successfully as a company focused on its RPO business, (5) risks related to fluctuations in the Company's operating results from quarter to quarter due to various factors such as rising inflationary pressures and interest rates, (6) the loss of or material reduction in our business with any of the Company's largest customers, (7) the ability of clients to terminate their relationship with the Company at any time, (8) competition in the Company's markets, (9) the negative cash flows and operating losses that may recur in the future, (10) risks relating to how future credit facilities may affect or restrict our operating flexibility, (11) risks associated with the Company's investment strategy, (12) risks related to international operations, including foreign currency fluctuations, political events, trade wars, natural disasters or health crises, including the Russia-Ukraine war, and potential conflict in the Middle East, (13) the Company's dependence on key management personnel, (14) the Company's ability to attract and retain highly skilled professionals, management, and advisors, (15) the Company's ability to collect accounts receivable, (16) the Company's ability to maintain costs at an acceptable level, (17) the Company's heavy reliance on information systems and the impact of potentially losing or failing to develop technology, (18) risks related to providing uninterrupted service to clients, (19) 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, (20) the Company's ability to utilize net operating loss carryforwards, (21) volatility of the Company's stock price, (22) the impact of government regulations and deregulation efforts, (23) restrictions imposed by blocking arrangements, (24) risks related to the use of new and evolving technologies, and (25) the adverse impacts of cybersecurity threats and attacks. The foregoing list should not be construed to be exhaustive. Actual results could differ materially from the forward-looking statements contained in this Form 10-K. In view of these uncertainties, you should not place undue reliance on any forward-looking statements, which are based on our current expectations. These forward-looking statements speak only as of the date of this Form 10-K. 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.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Hudson Global, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Hudson Global, Inc. (the Company) as of December 31, 2024 and 2023, the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity and cash flows, for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Realizability of Deferred Tax Assets

As described in Note 7 to the financial statements, the Company had deferred tax assets of $76 million, reduced by a valuation allowance of $73 million as of December 31, 2024. Deferred tax assets are reduced by a valuation allowance if, based upon the consideration of all positive and negative evidence, the Company determines that it is more-likely-than-not that a portion or all of the deferred tax assets will ultimately not be realized in future tax periods. The Company has determined it is more likely than not that a portion of the deferred tax assets will not be realized.

We identified management's evaluation of the realizability of the deferred tax assets as a critical audit matter due to the significant judgements inherent in determining the realizability of the deferred tax assets, such as the forecasting of future income and evaluation of the positive and negative evidence. Auditing the forecast of future income and the positive and negative evidence involve especially subjective auditor judgement due to the nature and extent of audit effort required to address this matter, including the extent of specialized skill or knowledge needed.

The primary procedures we performed to address this critical audit matter included (i) verifying net operating loss and capital loss carryforwards that will expire within the near future, (ii) analyzing the Company's historical earnings, (iii) reviewing managements assumptions used in the development of forecasts and (iv) analyzing the impact of certain elections related to the Company's Global Intangible Low Taxed Income (GILTI) inclusions.

We have served as the Company's auditor since 2023.

/s/ Wolf & Company, P.C.

Boston, Massachusetts

March 14, 2025

HUDSON GLOBAL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended December 31,	
	2024	**2023**
Revenue	$ 140,056	$ 161,338
Operating expenses:		
Direct contracting costs and reimbursed expenses	69,904	81,071
Salaries and related	58,309	62,859
Office and general	10,703	10,915
Marketing and promotion	3,588	3,643
Depreciation and amortization	1,361	1,467
Total operating expenses	143,865	159,955
Operating (loss) income	(3,809)	1,383
Non-operating income (expense):		
Interest income, net	360	372
Other income (expense), net	(21)	813
(Loss) income before income taxes	(3,470)	2,568
Provision for income taxes	1,300	370
Net (loss) income	$ (4,770)	$ 2,198
(Loss) earnings per share:		
Basic	$ (1.59)	$ 0.72
Diluted	$ (1.59)	$ 0.70
Weighted-average shares outstanding:		
Basic	3,000	3,064
Diluted	3,000	3,140

See accompanying notes to Consolidated Financial Statements.

HUDSON GLOBAL, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
(in thousands)

	Year Ended December 31,	
	2024	**2023**
Comprehensive (loss) income:		
Net (loss) income	$ (4,770)	$ 2,198
Other comprehensive (loss) income:		
Foreign currency translation adjustment, net of income taxes	(1,427)	349
Total other comprehensive (loss) income, net of income taxes	(1,427)	349
Comprehensive (loss) income	$ (6,197)	$ 2,547

See accompanying notes to Consolidated Financial Statements.

HUDSON GLOBAL, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)

	As of December 31, 2024	As of December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 17,011	$ 22,611
Accounts receivable, less allowance for expected credit losses of $391 and $378, respectively	20,093	19,710
Restricted cash, current	476	354
Prepaid and other	2,560	3,172
Total current assets	40,140	45,847
Property and equipment, net of accumulated depreciation of $1,668 and $1,564, respectively	242	421
Operating lease right-of-use assets	1,024	1,431
Goodwill	5,703	5,749
Intangible assets, net of accumulated amortization of $3,897 and $2,771, respectively	2,491	3,628
Deferred tax assets	2,648	3,360
Restricted cash, non-current	180	205
Other assets	155	317
Total assets	$ 52,583	$ 60,958
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,789	$ 868
Accrued salaries, commissions, and benefits	4,306	4,939
Accrued expenses and other current liabilities	4,504	4,635
Operating lease obligations, current	623	768
Total current liabilities	11,222	11,210
Income tax payable	93	87
Operating lease obligations	441	664
Other liabilities	399	443
Total liabilities	12,155	12,404
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.001 par value, 10,000 shares authorized; none issued or outstanding	—	—
Common stock, $0.001 par value, 20,000 shares authorized; 4,033 and 3,896 shares issued; 2,750 and 2,807 shares outstanding, respectively	4	4
Additional paid-in capital	494,209	493,036
Accumulated deficit	(430,017)	(425,247)
Accumulated other comprehensive loss, net of applicable tax	(2,717)	(1,290)
Treasury stock, 1,283 and 1,089 shares, respectively, at cost	(21,051)	(17,949)
Total stockholders' equity	40,428	48,554
Total liabilities and stockholders' equity	$ 52,583	$ 60,958

See accompanying notes to Consolidated Financial Statements.

HUDSON GLOBAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31,	
	2024	**2023**
Cash flows from operating activities:		
Net (loss) income	$ (4,770)	$ 2,198
Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities:		
Depreciation and amortization	1,361	1,467
Provision for expected credit losses	24	483
Provision for (benefit from) deferred income taxes	532	(1,092)
Stock-based compensation	1,280	1,469
Other, net	12	—
Changes in operating assets and liabilities, net of effect of acquisitions and dispositions:		
(Increase) decrease in accounts receivable	(1,275)	6,921
Increase in prepaid and other assets	(531)	(1,105)
Increase (decrease) in accounts payable and other liabilities	1,213	(3,379)
Decrease in accrued expenses	(633)	(6,647)
Net cash (used in) provided by operating activities	(2,787)	315
Cash flows from investing activities:		
Capital expenditures	(18)	(99)
Cash paid for acquisitions, net of cash acquired	—	(2,055)
Proceeds from corporate benefit policy	1,076	—
Net cash provided by (used in) investing activities	1,058	(2,154)
Cash flows from financing activities:		
Payments for business acquisition liabilities	—	(1,250)
Purchases of treasury stock	(2,775)	(959)
Cash paid for net settlement of employee restricted stock units	(327)	(244)
Net cash used in financing activities	(3,102)	(2,453)
Effect of exchange rates on cash, cash equivalents and restricted cash	(672)	(15)
Net (decrease) increase in cash, cash equivalents and restricted cash	(5,503)	(4,307)
Cash, cash equivalents, and restricted cash beginning of the period	23,170	27,477
Cash, cash equivalents, and restricted cash end of the period	$ 17,667	$ 23,170
Supplemental disclosures of cash flow information:		
Cash payments during the period for income taxes, net of refunds	$ 455	$ 2,189
Cash paid for amounts included in operating lease liabilities	$ 809	$ 583
Supplemental non-cash disclosures:		
Right-of-use assets obtained in exchange for operating lease liabilities	$ 416	$ 1,354

See accompanying notes to Consolidated Financial Statements.

HUDSON GLOBAL, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(in thousands)

	Common stock		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive income (loss)	Treasury stock		Total
	Shares	Value				Shares	Value	
Balance at December 31, 2022	3,823	$ 4	$ 491,567	$ (427,394)	$ (1,639)	(1,029)	$ (16,746)	$ 45,792
Net income	—	—	—	2,198	—	—	—	2,198
Cumulative-effect adjustment from adoption of ASU 2016-13, Credit Losses	—	—	—	(51)	—	—	—	(51)
Other comprehensive loss, translation adjustments	—	—	—	—	349	—	—	349
Purchase of treasury stock	—	—	—	—	—	(48)	(959)	(959)
Purchase of net settled restricted stock from employees	—	—	—	—	—	(12)	(244)	(244)
Stock-based compensation and vesting of restricted stock units	73	—	1,469	—	—	—	—	1,469
Balance at December 31, 2023	3,896	$ 4	$ 493,036	$ (425,247)	$ (1,290)	(1,089)	$ (17,949)	$ 48,554
Net loss	—	—	—	(4,770)	—	—	—	(4,770)
Other comprehensive income (loss), translation adjustments	—	—	—	—	(1,427)	—	—	(1,427)
Purchase of treasury stock	—	—	—	—	—	(173)	(2,775)	(2,775)
Purchase of net settled restricted stock from employees	—	—	—	—	—	(21)	(327)	(327)
Stock-based compensation and vesting of restricted stock units	137	—	1,173	—	—	—	—	1,173
Balance at December 31, 2024	4,033	$ 4	$ 494,209	$ (430,017)	$ (2,717)	(1,283)	$ (21,051)	$ 40,428

See accompanying notes to Consolidated Financial Statements.

NOTE 1 – DESCRIPTION OF BUSINESS

Hudson Global, Inc. and its subsidiaries (the “Company”) are comprised of the operations, assets, and liabilities of the three Hudson regional businesses: the Americas, Asia Pacific, and Europe, Middle East, and Africa ("EMEA"). The Company delivers Recruitment Process Outsourcing (“RPO”) services, consisting of recruitment and contracting solutions tailored to the individual needs of primarily mid-to-large multinational companies. The Company’s RPO delivery teams utilize recruitment process methodologies and project management expertise to meet clients’ ongoing business needs. The Company’s RPO services include complete recruitment outsourcing, project-based outsourcing, contingent workforce solutions, and recruitment consulting for clients’ permanent staff hires. Hudson’s RPO services leverage the Company’s consultants, supported by the Company’s specialists, in the delivery of its proprietary methods to identify, select, and engage the best-fit talent for critical client roles. In addition, the Company provides RPO clients with a range of outsourced professional contract staffing services and managed service provider services offered sometimes on a standalone basis and sometimes as part of a blended total talent solution. These services draw upon a combination of specialized recruiting and project management competencies to deliver a wide range of solutions. Hudson RPO-employed professionals - either individually or as a team - are placed with client organizations for a defined period of time based on specific business needs of the client.

On March 12, 2024 and April 15, 2024, the Company announced that it had entered into strategic agreements with Executive Solutions and Striver, respectively, both of which are Dubai-based talent solutions companies. These agreements allowed the Company to expand its global footprint and client base in the Middle East market. The Company evaluated the agreements under ASC 805 “Business Combinations” and determined that the transactions did not qualify as either business combinations or asset purchases. Payments associated with these agreements were classified as compensation expense and were included in the “Salaries and related” caption on the Company’s Consolidated Statements of Operations.

In February 2024, Hudson RPO announced an expansion of its service offerings to include executive search in North America, focusing on Life Sciences and Human Resources. This expansion, coupled with the Company’s existing RPO strategy, provides a comprehensive talent acquisition approach, enabling clients to develop streamlined and centralized hiring strategies within a flexible and scalable total talent solution. This service offering better positions the Company as a strategic partner helping clients to implement successful business strategies.

On October 31, 2023, Hudson completed its acquisition of Hudson Global Resources (Singapore) Pte. Ltd. (“Hudson Singapore”), a provider of recruitment services primarily to clients operating in Singapore. Hudson Singapore has a 30-year track record of senior placements and project recruitment work across Southeast Asia including Singapore, Malaysia, the Philippines, Vietnam, Thailand, and Indonesia.

As of December 31, 2024, the Company operated directly in sixteen countries with three reportable geographic business segments: Americas, Asia Pacific, and EMEA.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) in the United States of America (“U.S.”). Certain prior period amounts have been reclassified to conform to the current year presentation with no material impact on the Consolidated Financial Statements. Unless otherwise stated, amounts are presented in U.S. dollars and all amounts are in thousands, except for number of shares and per share amounts.

Recently Adopted Accounting Standards

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in this ASU improve segment reporting requirements, primarily through enhanced disclosures on significant segment expenses. Other disclosures that the ASU requires public entities to provide include the title and position of the Chief Operating Decision Maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. In addition, the amendments enhance interim disclosure requirements, clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provide new segment disclosure requirements for entities with a single reportable segment, and contain other disclosure requirements. The amendments in this ASU are effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. A public entity should apply the amendments in this ASU retrospectively to all prior periods presented in the financial statements. The Company adopted this ASU for the year ended December 31, 2024, and has disclosed significant expenses reviewed by the CODM for each reportable segment, with no additional significant expenses identified beyond those presented. See Note 17. "Segment and Geographic Data" to the Consolidated Financial Statements.

On January 1, 2023, the Company adopted Accounting Standards Update ("ASU") 2016-13, "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments". This update was issued by the Financial Accounting Standards Board (the "FASB") in June 2016. This standard requires an impairment model (known as the current expected credit loss ("CECL") model) and replaces the methodology that recognizes impairment of financial instruments when losses have been incurred with a methodology that recognizes impairment of financial instruments when losses are expected. The new standard requires entities to use a forward-looking "expected loss" model for most financial instruments, including accounts receivable and unbilled services that is based on historical information, current information, and reasonable and supportable forecasts.

As a result of adopting the new standard, the Company recognized a cumulative increase to allowances for accounts receivable and unbilled services and a reduction to the 2023 opening balance of retained earnings of $51. Comparative periods prior to the adoption of this standard and their respective disclosures have not been adjusted. The adoption of ASU 2016-13 did not have a material impact on the Company's Consolidated Financial Statements.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of the Company and all of its wholly owned and majority-owned subsidiaries. All significant inter-company accounts and transactions between and among the Company and its subsidiaries have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the reported amounts of assets and liabilities, the disclosures about contingent assets and liabilities, and the reported amounts of revenue and expenses. The critical accounting estimates include revenue recognition, income taxes, and business combinations and asset acquisitions. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates the estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. The Company adjusts such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from those estimates.

Concentration and Credit Risk

The Company's revenue is comprised of the operations, assets, and liabilities of the three regional businesses: Americas, Asia Pacific, and EMEA. For each of the years ended December 31, 2024 and 2023, over 85% of the Company's revenue was generated by its top 25 clients. Three clients accounted for an aggregate of 46% of revenue in 2024, and two clients accounted for an aggregate of 50% of revenue in 2023. One client accounted for 20% or greater of accounts receivable as of December 31, 2024 and 2023. Our business is dependent upon the continuation of these business relationships as well as new client development.

Financial instruments, which potentially subject the Company to concentrations of credit risk, are primarily cash and accounts receivable. The Company performs continuing credit evaluations of its customers and does not require collateral. The Company has not experienced significant losses related to receivables in the Consolidated Statements of Operations.

The Company may from time to time maintain cash in banks in excess of Federal Deposit Insurance Corporation insurance limits. However, the Company regularly monitors the financial condition of the institutions in which it has depository accounts and believes the risk of loss is minimal as these banks are large financial institutions with strong credit ratings.

Revenue Recognition

Revenue is measured according to ASC 606, Revenue - "Revenue from Contracts with Customers," and is recognized based on consideration specified in a contract with a client. We account for a contract when both parties to the contract have approved the contract, the rights of the parties are identified, payment terms are identified, the contract has commercial substance, and collectability of consideration is probable. Revenues are recognized over time, using an input or output method, as the control of the promised services is transferred to the client in an amount that reflects the consideration we expect to be entitled to in exchange for those services. The majority of our contracts are short-term in nature as they include termination clauses that allow either party to cancel within a short termination period, without cause. Revenue includes billable travel and other reimbursable costs and is reported net of value added taxes, sales, or use taxes collected from clients and remitted to taxing authorities.

Certain client contracts have variable consideration, including usage-based fees that increase the transaction price and volume rebates or other similar items that generally reduce the transaction price. We estimate variable consideration using the expected value method based on the terms of the client contract and historical evidence. These amounts may be constrained and are only included in revenue to the extent we do not expect a significant reversal when the uncertainty associated with the variable consideration is resolved. Other than bonuses to be paid to contractors, on behalf of our clients, our estimated amounts of variable consideration subject to constraints at period end are not material and we do not believe that there will be significant changes to our estimates. Certain contract employees are entitled to performance bonuses at the sole discretion of the client and are constrained until approved. No bonuses were approved or paid to our contract employees on behalf of our clients for the year ended December 31, 2024. In 2023, approximately $0.5 million in bonuses were approved and paid to our contract employees.

We record accounts receivable when our right to consideration becomes unconditional. The Company's accounts receivable balances are composed of trade and unbilled receivables. Unbilled accounts receivable represent revenue recorded in advance of processing formal invoices pursuant to the completion of contract provisions and, generally, become billable at contractually specified dates. Unbilled amounts are expected to be invoiced and collected within one year. Contract assets primarily relate to our rights to consideration for services provided that such rights to consideration are conditional on satisfaction of future performance obligations. A contract liability for deferred revenue is recorded when consideration is received, or is unconditionally due, from a client prior to transferring control of services to the client under the terms of a contract. Deferred revenue balances typically result from advance payments received from clients prior to transferring control of services. We do not have any material contract assets or liabilities as of and for the years ended December 31, 2024 and 2023.

Payment terms vary by client and the services being provided to the client. We consider payment terms that exceed one year to be extended payment terms. Substantially all of the Company's contracts include payment terms of 90 days or less, and we do not extend payment terms beyond one year.

We primarily record revenue on a gross basis in the Consolidated Statements of Operations based upon the following key factors:

- We maintain the direct contractual relationship with the client and are responsible for fulfilling the service promised to the client.
- We maintain control over our contractors while the services to the client are being performed, including our contractors' billing rates.

RPO. We provide complete recruitment outsourcing, project-based outsourcing, and recruitment consulting services for clients' permanent staff hires. We recognize revenue for our RPO over time in an amount that reflects the consideration we expect to be entitled to and have an enforceable right to payment in exchange for our services. The client simultaneously receives and consumes the benefits of the services as they are provided. The transaction prices contain both fixed fee and variable usage-based consideration. Variable usage-based consideration is constrained by candidates accepting offers of permanent employment. We recognize revenue on fixed fees as the performance obligations are satisfied and on usage-based fees as the constraint is lifted. We do not incur incremental costs to obtain our RPO contracts. The costs to fulfill these contracts are expensed as incurred.

We recognize permanent placement revenue when employment candidates accept offers of permanent employment. We have a substantial history of estimating the financial impact of permanent placement candidates who do not remain with our clients through a guarantee period. Fees to clients are generally calculated as a percentage of the new employee's annual compensation. No fees for permanent placement services are charged to employment candidates.

Contracting. We provide clients with a range of outsourced professional contract staffing services and managed service provider services offered sometimes on a standalone basis and sometimes as part of a blended total talent solution. We recognize revenue for our contracting services over time as services are performed in an amount that reflects the consideration we expect to be entitled to and have an enforceable right to payment in exchange for our services, which is generally calculated as hours worked multiplied by the agreed-upon hourly bill rate. The client simultaneously receives and consumes the benefits of the services as they are provided. We do not incur incremental costs to obtain our contracts for outsourced professional contract staffing services and managed service provider services. The costs incurred to fulfill these contracts are expensed as incurred.

Unsatisfied performance obligations. As a practical expedient, we do not disclose the value of unsatisfied performance obligations for (i) contracts with an expected original duration of one year or less and (ii) contracts for which we recognize revenue at the amount to which we have the right to invoice for services performed. See Note 3 for information on disaggregated revenue.

Operating Expenses

Salaries and related expenses include the salaries, commissions, payroll taxes and employee benefits related to recruitment professionals, executive level employees, administrative staff, and other employees of the Company who are not temporary contractors. Office and general expenses include occupancy, equipment leasing and maintenance, utilities, travel expenses, professional fees, and provision for expected credit losses. The Company expenses job board and legal costs as incurred.

Stock-Based Compensation

The Company applies the fair value recognition provisions of ASC 718, "*Compensation - Stock Compensation."* The Company determines the fair value as of the grant date. For awards with graded vesting conditions, the values of the awards are determined by valuing each tranche separately and expensing each tranche over the required service period. The service period is the period over which the related service is performed, which is generally the same as the vesting period. The Company accounts for forfeitures as they occur. During the years ended December 31, 2024 and 2023, the Company only granted restricted stock units and restricted shares of common stock.

Employee Benefit Programs

The Company in the U.S. sponsors a defined contribution plan covering substantially all of its full-time employees (the "401(k) Plan"). The Company recognized expense related to the 401(k) Plan totaling approximately $216 and $250 for the years ended December 31, 2024 and 2023, respectively.

Income Taxes

Earnings from the Company's global operations are subject to tax in various jurisdictions both within and outside the United States. The Company accounts for income taxes in accordance with ASC 740, "*Income Taxes."* This standard establishes financial accounting and reporting standards for the effects of income taxes that result from an enterprise's activities. It requires an asset and liability approach for financial accounting and reporting of income taxes.

The calculation of net deferred tax assets assumes sufficient future earnings for the realization of such assets as well as the continued application of currently anticipated tax rates. Included in net deferred tax assets is a valuation allowance for deferred tax assets where management believes it is more likely than not that the deferred tax assets will not be realized in the relevant jurisdiction. If we determine that a deferred tax asset will not be realizable, an adjustment to the deferred tax asset will result in a reduction of earnings at that time. See Note 7 to the Consolidated Financial Statements for further information regarding deferred tax assets and our valuation allowance.

ASC 740-10-55-3, "*Recognition and Measurement of Tax Positions - a Two Step Process,"* provides implementation guidance related to the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a two-step evaluation process for a tax position taken or expected to be taken in a tax return. The first step is recognition and the second is measurement. ASC 740 also provides guidance on derecognition, measurement, classification, disclosures, transition, and accounting for interim periods. The Company provides tax reserves for U.S. federal, state, local, and international unrecognized tax benefits for all periods subject to audit. The development of reserves for these exposures requires judgments about tax issues, potential outcomes and timing, and is a subjective critical estimate. The Company assesses its tax positions and records tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances, and information available at the reporting dates. For those tax positions where it is more likely than not that a tax benefit will be sustained, the Company has recorded the largest amount of tax benefit with a greater than 50% likelihood of being realized upon settlement with a tax authority that has full knowledge of all relevant information. For those tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements. Where applicable, associated interest and penalties have also been recognized as a component of income tax expense. Although the outcome related to these exposures is uncertain, in management's opinion, adequate provisions for income taxes have been made for estimable potential liabilities emanating from these exposures. In certain circumstances, the ultimate outcome for exposures and risks involves significant uncertainties which render them inestimable. If actual outcomes differ materially from these estimates, including those that cannot be quantified, they could have material impact on the Company's results of operations.

The Company has provided tax on all unremitted earnings of our foreign subsidiaries taking into consideration all expected future events based on presently existing tax laws and rates.

The Company has elected to recognize the tax on Global Intangible Low Taxed Income ("GILTI") as a period expense in the year the tax is incurred.

(Loss) earnings Per Share

Basic (loss) earnings per share ("EPS*"*) is computed by dividing the Company's net income by the weighted average number of shares outstanding during the period. When the effects are not anti-dilutive, diluted (loss) earnings per share is computed by dividing the Company's net income by the weighted average number of shares outstanding and the impact of all dilutive potential common shares, primarily stock options "in-the-money*"* and unvested restricted stock. The dilutive impact of stock options and unvested restricted stock is determined by applying the "treasury stock*"* method. Performance-based restricted stock awards are included in the computation of diluted (loss) earnings per share only to the extent that the underlying performance conditions: (i) are satisfied prior to the end of the reporting period, or (ii) would be satisfied if the end of the reporting period were the end of the related performance period and the result would be dilutive under the treasury stock method. Stock awards subject to vesting or exercisability based on the achievement of market conditions are included in the computation of diluted (loss) earnings per share only when the market conditions are met.

Income (loss) per share calculations for each quarter include the weighted average effect for the quarter; therefore, the sum of quarterly income per share amounts may not equal year-to-date income per share amounts, which reflect the weighted average effect on a year-to-date basis. In addition, the calculation of the impact of dilutive potential common shares might be dilutive on a quarterly basis but anti-dilutive on a year-to-date basis or vice versa.

Fair Value of Financial Instruments

Fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and is measured using inputs in one of the following three categories:

Level 1 measurements are based on unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation of these items does not entail a significant amount of judgment.

Level 2 measurements are based on quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active or market data other than quoted prices that are observable for the assets or liabilities.

Level 3 measurements are based on unobservable data that are supported by little or no market activity and are significant to the fair value of the assets or liabilities.

The carrying amounts reported in the Consolidated Balance Sheets for cash and cash equivalents, accounts receivable, accounts payable and short-term borrowings approximate fair value because of the immediate or short-term maturity of these financial instruments.

Cash and Cash Equivalents

For financial statement presentation purposes, the Company considers all highly liquid investments having an original maturity of three months or less as cash equivalents.

Restricted Cash

Restricted cash primarily represents amounts required to be held on deposit for a travel and entertainment program in the U.K., a bank guarantee for licensing in Switzerland, and deposits held for office space.

Accounts Receivable

The Company’s accounts receivable balances are composed of trade and unbilled receivables. Unbilled accounts receivable represent revenue recorded in advance of processing formal invoices pursuant to the completion of contract provisions and, generally, become billable at contractually specified dates. Unbilled receivables of $5,925 and $5,163 as of December 31, 2024 and 2023, respectively, are expected to be invoiced and collected within one year. The Company records accounts receivable when its right to consideration becomes unconditional. Contract assets primarily relate to our rights to consideration for services provided that they are conditioned on satisfaction of future performance obligations. Accounts receivable, net, are stated at the amount the Company expects to collect, which is net of estimated losses resulting from the inability of its customers to make required payments.

Allowance for Expected Credit Losses

The allowance for expected credit losses is estimated based on the CECL model and it takes into account information about past events, current conditions, and reasonable and supportable forecasts of future economic conditions. It represents the aggregate amount of credit risk arising from the inability of specific clients to pay our fees or disputes that may affect our ability to fully collect our billed accounts receivable. When determining the collectability of specific customer accounts, a number of factors are evaluated, including: customer creditworthiness, past transaction history with the customer, changes in customer financial stability, payment terms or practices, and effect of market conditions on each customer. Other factors include, but are not limited to, current economic conditions and forward-looking estimates. Our actual experience may vary from our estimates. If the financial condition of our clients were to deteriorate, resulting in their inability or unwillingness to pay our fees, we may need to record additional provisions for expected credit losses in future periods. The risk of credit losses may be mitigated to the extent that we received a retainer from some of our clients prior to performing services. Changes in allowance for expected credit losses are recorded in office and general expenses on the Consolidated Statements of Operations and were not material for the year ended December 31, 2024. Accounts receivable, net of the allowance for expected credit

losses, represents the amount we expect to collect. At each reporting date, we adjust the allowance for expected credit losses to reflect our current estimate. Our billed accounts receivables are written off when the potential for recovery is considered remote.

The Company generally establishes customer credit limits and estimates the allowance for credit losses on a country or geographic basis. Customer credit limits are based upon an initial evaluation of the customer's credit quality, and we adjust that limit accordingly based upon ongoing credit assessments of the customer, including payment history and changes in credit quality. Consistent with our adoption of ASU 2016-13, effective January 1, 2023 (refer to Note 3 – Summary of Significant Accounting Policies), the allowance for expected credit losses is determined based on an assessment of past collection experience as well as consideration of current and future economic conditions and changes in our customer collection trends.

Property and Equipment

Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the following estimated useful lives:

	Years
Furniture and equipment	3 - 8
Capitalized software costs	3 - 5
Computer equipment	3 - 5
Leasehold improvements	2 - 5

Leasehold improvements are amortized over the shorter of their estimated useful lives or the lease term. The amortization periods of material leasehold improvements are estimated at the inception of the lease term.

Leases

Lease liabilities are recognized at the commencement of a lease based on the sum of lease payments over the term of the lease. Lease liabilities are reduced as payments are made. A corresponding right-of-use asset is recognized at the same time as the lease liability based on the total amount of lease expense to be recognized, which is generally the same amount as the corresponding lease liabilities. Right-of-use assets are amortized over the life of the lease on a straight-line basis. The Company's lease agreements may include options to renew, extend, or terminate the lease. These clauses are included in the measurement of the lease liabilities when the Company is reasonably certain that it will exercise such options.

The Company has elected to exclude short-term leases from the recognition requirements of ASC 842. A lease is short-term if, at the commencement date, it has a term of less than or equal to one year. Lease expense related to short-term leases is recognized on a straight-line basis over the lease term.

Capitalized Software Costs

Capitalized software costs consist of costs to purchase and develop software for internal use. The Company capitalizes certain incurred software development costs in accordance with ASC 350-40, "Intangibles Goodwill and Other: Internal-Use Software." Costs incurred during the application-development stage for software purchased and further customized by outside vendors for the Company's use and software developed by a vendor for the Company's proprietary use have been capitalized. Labor costs incurred during the application-development stage for the Company's own personnel which are directly associated with software development are capitalized as appropriate. The Company expenses software and overhead cost incurred during the preliminary and/or post implementation of the project stage such as maintenance, training and upgrades or enhancements that do not increase functionality. Capitalized software costs are included in property and equipment.

Business Combinations and Asset Acquisitions

Business Combinations are accounted for under the acquisition method in accordance with ASC 805, "*Business Combinations*." The acquisition method requires identifiable assets acquired and liabilities assumed and any non-controlling interest in the business acquired to be recognized and measured at fair value on the acquisition date, which is the date that the acquirer obtains control of the acquired business. The amount by which the fair value of consideration transferred as the purchase price exceeds the net fair value of assets acquired and liabilities assumed is recorded as goodwill. Acquisitions that do not meet the definition of a business under the ASC are accounted for as asset acquisitions. Asset acquisitions are accounted for by allocating the cost of the acquisition to the individual assets acquired and liabilities assumed on a relative fair value basis. Goodwill is not recognized in an asset acquisition with any consideration in excess of net assets acquired allocated to acquired assets on a relative fair value basis. Transaction costs are expensed in a business combination and are considered a component of the cost of the acquisition in an asset acquisition.

Intangible Assets

Intangible assets consist of customer relationships, trade names, non-competition agreements and developed technology. The Company periodically evaluates whether events or changes in circumstances have occurred that indicate long-lived assets may not be recoverable. When such circumstances are present, the Company assesses whether the carrying value will be recovered through the expected undiscounted future cash flows resulting from the use and eventual disposition of the long-lived asset. In the event the sum of the expected undiscounted future cash flows is less than the carrying value of the long-lived asset, an impairment loss equal to the excess of the long-lived asset's carrying value over its fair value is recorded in accordance with ASC 360-10-35. There were no impairment triggers during the year ended December 31, 2024.

Amortization expense is computed using the straight-line method over the following estimated useful lives:

	Years
Non-compete agreements	2 - 3
Developed Technology	3
Customer lists	3 - 6
Trade name	5 - 10

Goodwill

The Company records the excess of purchase price over the fair value of the tangible and identifiable intangible assets acquired and liabilities assumed in a business combination as goodwill. The Company has allocated goodwill for certain acquisitions to its Americas reportable segment and others to its Asia Pacific reportable segment. Goodwill is not amortized and is tested for impairment on an annual basis on October 1, or when an event or changes in circumstances indicate that its carrying value may not be recoverable. The Company identified multiple reporting units that carry a goodwill balance, some of which are included in the Americas reportable segment, and others in the Asia Pacific reportable segment.

Goodwill impairment is tested at the reporting unit level, which is defined as an operating segment or one level below the operating segment. The annual, or interim, goodwill impairment test is performed by comparing the fair value of a reporting unit with its carrying amount. An impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit.

The Company has the option to perform a qualitative assessment for reporting units to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of one or more of its reporting units is greater than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is more likely than not that the fair value of a reporting unit is greater than its carrying amount, there is no need to perform any further testing. However, if the Company concludes otherwise, then it is required to perform a quantitative impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. If the fair value of the reporting unit is less than its carrying value, an impairment loss is recorded based on that difference. Alternatively, the Company has the option to bypass the qualitative assessment for any reporting unit in any period

and proceed directly to performing the quantitative goodwill impairment test. There were no impairment charges recorded in either fiscal year 2024 or 2023.

Foreign Currency Translation

The financial position and results of operations of the Company's international subsidiaries are determined using local currency as the functional currency. Assets and liabilities of these subsidiaries are translated at the exchange rate in effect at each year-end. Statements of Operations accounts are translated at the average rate of exchange prevailing during each period. Translation adjustments arising from the use of differing exchange rates from period to period are included in the accumulated other comprehensive income (loss) account in stockholders' equity, other than translation adjustments on short-term intercompany balances, which are included in other income (expense). Gains and losses resulting from other foreign currency transactions are included in other income (expense). Intercompany receivable balances of a long-term investment nature are considered part of the Company's permanent investment in a foreign jurisdiction and the gains or losses on such balances are reported in other comprehensive income (loss).

Comprehensive Income (Loss)

Comprehensive income (loss) is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. The Company's other comprehensive income (loss) is primarily comprised of foreign currency translation adjustments, which relate to investments that are permanent in nature.

Recent Accounting Standard Update Not Yet Adopted

In December 2023, the FASB issued ASU No. 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which modifies FASB Accounting Standards Codification 740 to enhance the transparency and decision usefulness of income tax disclosures. ASU No. 2023-09 is effective on a prospective basis for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is evaluating the effect of adopting this new accounting guidance, and will adopt the guidance when it becomes effective.

NOTE 3 – DISAGGREGATED REVENUE

The Company's revenues for the years ended December 31, 2024 and 2023 were as follows:

	December 31,	
	2024	**2023**
RPO	$ 67,993	$ 78,468
Contracting	72,063	82,870
Total Revenue	$ 140,056	$ 161,338

NOTE 4 – ACCOUNTS RECEIVABLE, NET

Accounts receivable balances are composed of trade and unbilled receivables. Unbilled accounts receivable represent revenue recorded in advance of processing formal invoices pursuant to the completion of contract provisions and, generally, become billable at contractually specified dates. Unbilled receivables of $5,925 and $5,163 as of December 31, 2024 and 2023, respectively, are expected to be invoiced and collected within one year. The Company records accounts receivable when its right to consideration becomes unconditional. Contract assets primarily relate to our rights to consideration for services provided that they are conditioned on satisfaction of future performance obligations. Accounts receivable, net, are stated at the amount the Company expects to collect, which is net of estimated losses resulting from the inability of its customers to make required payments.

The Company generally establishes customer credit limits and estimates the allowance for credit losses on a country or geographic basis. Customer credit limits are based upon an initial evaluation of the customer's credit quality, and we adjust that limit accordingly based upon ongoing credit assessments of the customer, including payment history and changes in credit quality. Consistent with our adoption of ASU 2016-13, effective January 1, 2023 (refer to Note 2 – Summary of Significant

Accounting Policies), the allowance for expected credit losses is determined based on an assessment of past collection experience as well as consideration of current and future economic conditions and changes in our customer collection trends.

The following table summarizes the components of "Accounts receivable, net" as presented on the Consolidated Balance Sheets:

	As of December 31,	
Accounts Receivable:	**2024**	**2023**
Billed receivables	$ 14,559	$ 14,925
Unbilled receivables	5,925	5,163
Accounts Receivable, Gross	$ 20,484	$ 20,088
Allowance for expected credit losses	(391)	(378)
Accounts Receivable, Net	$ 20,093	$ 19,710

The following table summarizes the total provision for expected credit losses and write-offs:

	For The Year Ended December 31,	
	2024	**2023**
Beginning balance	$ 378	$ 51
Provision for expected credit losses	24	483
Write-offs and other	(11)	(207)
Cumulative-effect adjustment from adoption of ASU 2016-13, Credit Losses	—	51
Ending Balance	$ 391	$ 378

NOTE 5 – ACQUISITIONS

Hudson Global Resources (Singapore) Pte. Ltd.

On October 31, 2023, the Company entered into a share purchase agreement by and among, Hudson RPO Limited, a wholly owned subsidiary of the Company ("Buyer"), and Hudson Global Resources (Australia) Pty Limited ("Seller"), and completed the acquisition by Hudson RPO Limited of all of the shares of Hudson Global Resources (Singapore) Pte. Ltd. ("Singapore Acquisition").

Hudson Singapore is a provider of recruitment services primarily to clients operating in Singapore, with a 30-year track record of senior placements and project recruitment work across Southeast Asia including Singapore, Malaysia, the Philippines, Vietnam, Thailand, and Indonesia.

In connection with the Singapore Acquisition, Seller received $2,546 in cash, subject to certain adjustments, at the closing of the Singapore Acquisition. Additionally, Seller has a contingent right to receive earn-out payments not to exceed approximately $317, based upon the achievement of certain performance thresholds and subject to the satisfaction of certain conditions.

The Singapore Acquisition was accounted for as a business combination under the acquisition method of accounting. The purchase price of $2,574, consisted of the amount paid in cash of $2,546 and a working capital adjustment of $28. Contingent earn-out payments of up to approximately $317 were excluded from the purchase price and no fair value was assigned to the earn-out as the seller did not achieve the associated revenue milestones through December 2023. The purchase price, which included $491 of cash and cash equivalents acquired, was allocated to the net tangible and intangible assets and liabilities based on their fair values on the acquisition date of October 31, 2023, with the excess recorded as goodwill. None of the goodwill is expected to be deductible for tax purposes. The Company's goodwill represents the expected profit growth over time that is attributable to expanding our footprint and market share in Singapore and Southeast Asia.

The values assigned to the assets acquired and liabilities assumed are based on the fair value available and may be adjusted during the measurement period of up to 12 months from the date of acquisition as further information becomes available. Any changes in the fair values of the assets acquired and liabilities assumed during the measurement period may

result in adjustments to goodwill. The Company incurred transaction costs related to the Singapore Acquisition of $13 that were expensed as part of "Office and general".

Below is a summary of the fair value of the net assets acquired on the acquisition date based on external valuations at the date of the Singapore Acquisition.

	Fair Value
Assets Acquired:	
Cash and cash equivalents	$ 491
Accounts receivable	753
Prepaid expenses and other assets	88
Property and equipment	9
Operating lease right-of-use assets	32
Deferred tax assets	766
Intangible assets	212
Goodwill	847
Assets Acquired	$ 3,198
Liabilities Assumed:	
Accrued expenses and other current liabilities	$ 580
Other long-term liabilities	44
Liabilities Assumed	$ 624
Fair value of consideration transferred	$ 2,574

Intangible assets are amortized on a straight-line basis over their estimated useful lives. The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives on the date of the Singapore Acquisition.

	Fair Value	Useful Life
Non-compete agreements	$ 28	5 years
Customer lists	97	4 years
Trade name	87	5 years
Total identifiable assets	$ 212	

NOTE 6 – STOCK-BASED COMPENSATION

Equity Compensation Plans

The Company maintains the Hudson Global, Inc. 2009 Incentive Stock and Awards Plan, as amended and restated on May 24, 2016 and further amended on September 14, 2020 and May 17, 2022 (the "ISAP"), pursuant to which it can issue equity-based compensation incentives to eligible participants. The ISAP permits the granting of stock options, restricted stock, restricted stock units, and other types of equity-based awards. The Compensation Committee (the "Compensation Committee") of the Board of Directors (the "Board") will establish such conditions as it deems appropriate on the granting or vesting of stock options, restricted stock, restricted stock units and other types of equity-based awards. As determined by the Compensation Committee, equity awards may also be subject to immediate vesting upon the occurrence of certain events including death, disability, retirement or a change in control of the Company. When we make grants of restricted stock or restricted stock units to our executive officers, including the named executive officers, we enter into Restricted Stock Agreements and Restricted Stock Unit Agreements with such executive officers that contain provisions that are triggered upon a termination of an executive officer or a change in control of our Company. For awards of restricted stock granted beginning on November 6, 2015, effective upon a change in control of our Company, if the executive is employed by us or an affiliate of ours immediately

prior to the date of such change in control and is subsequently terminated within 12 months following the date of such change in control, the shares of restricted stock will fully vest and the restrictions imposed upon the restricted stock will be immediately deemed to have lapsed. For awards of restricted stock units granted beginning on March 10, 2016, effective upon a change in control of our Company, if the executive is employed by us or an affiliate of ours immediately prior to the date of such change in control and is subsequently terminated within 12 months following the date of such change in control, the restricted stock units will fully vest and the restrictions imposed upon the restricted stock units will be immediately deemed to have lapsed. The Company primarily grants restricted stock and restricted stock units to its employees. A restricted stock unit is equivalent to one share of the Company's common stock and is payable only in common stock of the Company issued under the ISAP.

The Compensation Committee administers the ISAP and may designate any of the following as a participant under the ISAP: any officer or other employee of the Company or its affiliates or individuals engaged to become an officer or employee, consultants, or other independent contractors who provide services to the Company or its affiliates, and non-employee directors of the Company. On May 17, 2022, the Company's stockholders at the 2022 Annual Meeting of Stockholders approved amendments to the ISAP to, among other things, increase the number of shares of the Company's common stock that are reserved for issuance by 250,000 shares. As of December 31, 2024, there were 52,264 shares of the Company's common stock available for future issuance under the ISAP.

During the year 2024, the Company granted 47,647 restricted stock units subject to performance vesting conditions for the year ended December 31, 2024, and granted 12,540 discretionary time-vested restricted stock units to certain employees that were not subject to performance conditions. Additionally, 70,373 time-vested restricted stock units were granted to the Global Chief Executive Officer at Hudson RPO. In the previous year, 2023, the Company granted 28,841 restricted stock units subject to performance vesting conditions and granted an additional 1,250 of discretionary time-vested restricted stock units to certain employees that were not subject to performance conditions for the year ended December 31, 2023. In addition, 65,105 time-vested restricted stock units were granted to the Global Chief Executive Officer at Hudson RPO.

A summary of the quantity and vesting conditions for stock-based units granted to the Company's employees for the year ended December 31, 2024 was as follows:

Vesting conditions	Number of Restricted Stock Units Granted
Performance and service conditions - Type 1 [(1) (2)]	14,939
Performance and service conditions - Type 2 [(1) (2)]	32,708
Service conditions only - Type 1 [(2)]	82,913
Total shares of stock award granted	130,560

(1) The performance conditions with respect to restricted stock units may be satisfied as follows:

(a) For grants to Corporate office employees subject to 2023 performance conditions, 100% of the restricted stock units may be earned on the basis of performance as measured by a "group adjusted EBITDA".

(2) To the extent restricted stock units are earned, such restricted stock units will vest on the basis of service as follows:

(a) 33% and 66.6% for Type 1 and Type 2, respectively, of the restricted stock units will vest on the first anniversary of the grant date;

(b) 33% and 16.7% for Type 1 and Type 2, respectively, of the restricted stock units will vest on the second anniversary of the grant date; and

(c) 34% and 16.7% for Type 1 and Type 2, respectively, of the restricted stock units will vest on the third anniversary of the grant date; provided that, in each case, the employee remains employed by the Company from the grant date through the applicable service vesting date.

The Company also maintains the Director Deferred Share Plan (the "Director Plan") as part of the ISAP pursuant to which it can issue restricted stock units to its non-employee directors. A restricted stock unit is equivalent to one share of the Company's common stock and is payable only in common stock issued under the ISAP upon a director ceasing service as a member of the Company's Board. The restricted stock units vest immediately upon grant and are credited to each of the non-employee director's retirement accounts under the Director Plan. Restricted stock units issued under the Director Plan contain

the right to a dividend equivalent award in the form of additional restricted stock units. The dividend equivalent award is calculated using the same rate as the cash dividend paid on a share of the Company's common stock, and then divided by the closing price of the Company's common stock on the date the dividend is paid to determine the number of additional restricted stock units to grant. Dividend equivalent awards have the same vesting terms as the underlying awards. During the years ended December 31, 2024 and 2023, the Company granted 20,284 and 20,728 restricted stock units to its non-employee directors pursuant to the Director Plan, respectively.

As of December 31, 2024, 234,150 restricted stock units are deferred under the Company's ISAP.

On October 1, 2020, the Company granted 52,226 restricted shares of common stock to be issued over 30 months in connection with its acquisition of Coit Staffing, Inc. Accordingly, for the years ended December 31, 2024 and 2023, the Company recognized $0 and $16 in associated stock-based compensation. See Note 5 for additional information.

For the years ended December 31, 2024 and 2023, the Company's stock-based compensation expense related to restricted stock units and restricted shares of common stock, which are included in the accompanying Consolidated Statements of Operations, were as follows:

	For The Year Ended December 31,	
	2024	2023
Restricted shares of common stock	$ —	$ 16
Restricted stock units	1,173	1,453
Restricted stock units-cash settled liabilities	107	—
Total	$ 1,280	$ 1,469

As of December 31, 2024 and 2023, the Company's unrecognized compensation expense and the weighted average periods over which the compensation expense is expected to be recognized relating to the unvested portion of the Company's restricted stock unit awards, were as follows:

	As of December 31,			
	2024		2023	
	Unrecognized Expense	Weighted Average Period in Years	Unrecognized Expense	Weighted Average Period in Years
Restricted stock units	$ 1,445	0.9	$ 1,346	0.9

Restricted Stock Units

Changes in the Company's restricted stock units arising from grants to certain employees and non-employee directors for the years ended December 31, 2024 and 2023 were as follows:

	Year Ended December 31, 2024					
	Performance-based		Time-based/Director		Total	
	Number of Shares of Restricted Stock Units	Weighted Average Grant-Date Fair Value	Number of Shares of Restricted Stock Units	Weighted Average Grant-Date Fair Value	Number of Shares of Restricted Stock Units	Weighted Average Grant-Date Fair Value
Unvested restricted stock units at January 1	95,264	$ 23.49	80,422	$ 16.50	175,686	$ 20.29
Granted	47,647	$ 14.51	103,197	$ 15.03	150,844	$ 14.87
Vested	(58,479)	$ 22.40	(54,465)	$ 17.21	(112,944)	$ 19.90
Forfeited	(28,841)	$ 22.27	(680)	$ 27.16	(29,521)	$ 22.38
Unvested restricted stock units at December 31	55,591	$ 17.58	128,474	$ 14.96	184,065	$ 15.75

	Year Ended December 31, 2023					
	Performance-based		Time-based/Director		Total	
	Number of Shares of Restricted Stock Units	Weighted Average Grant-Date Fair Value	Number of Shares of Restricted Stock Units	Weighted Average Grant-Date Fair Value	Number of Shares of Restricted Stock Units	Weighted Average Grant-Date Fair Value
Unvested restricted stock units at January 1	130,186	$ 23.56	33,390	$ 20.31	163,576	$ 22.89
Granted	28,841	$ 22.27	87,083	$ 15.76	115,924	$ 17.39
Shares earned above target (a)	3,940	$ 35.72	—	$ —	3,940	$ 35.72
Vested	(58,834)	$ 22.10	(36,321)	$ 18.06	(95,155)	$ 20.56
Forfeited	(8,869)	$ 35.10	(3,730)	$ 18.26	(12,599)	$ 30.11
Unvested restricted stock units at December 31	95,264	$ 23.49	80,422	$ 16.50	175,686	$ 20.29

(a) The number of shares earned above target are based on the performance targets established by the Compensation Committee at the initial grant date.

The total fair value of restricted stock units vested during the years ended December 31, 2024 and 2023 were as follows:

	For The Year Ended December 31,	
	2024	2023
Fair value of restricted stock units vested	$ 1,693	$ 1,976

Shares of Common Stock

There were no vested or unvested of restricted shares of common stock for the year ended December 31, 2024. Changes in the Company's restricted shares of common stock for the year ended December 31, 2023 were as follows:

	For The Year Ended December 31, 2023	
	Number of Shares of Restricted Stock Units	Weighted Average Grant-Date Fair Value
Unvested restricted shares of common stock units at January 1	17,410	$ 9.57
Vested	(17,410)	$ 9.57
Unvested restricted shares of common stock units at December 31	—	$ —

NOTE 7 – INCOME TAXES

Income Tax Provision

The domestic and foreign components of net income before provision for income taxes is as follows:

	Year ended December 31,	
	2024	2023
Domestic	$ (31,531)	$ (4,736)
Foreign	28,061	7,304
(Loss) income before provision for income taxes	$ (3,470)	$ 2,568

The components of the provision for (benefit from) income taxes are as follows:

	Year ended December 31,	
	2024	2023
Current tax provision (benefit):		
U.S. Federal	$ —	$ —
State and local	(15)	52
Foreign	783	1,410
Total current provision for (benefit from) income taxes	768	1,462
Deferred tax provision (benefit):		
U.S. Federal	—	—
State and local	—	—
Foreign	532	(1,092)
Total deferred provision (benefit) from income taxes	532	(1,092)
Total provision for income taxes	$ 1,300	$ 370

Tax Rate Reconciliation

The effective tax rate ("ETR") for the year ended December 31, 2024 was negative 37.5%, compared to 14.4% for 2023. For the year ended December 31, 2024, the effective tax rates differed from the U.S. federal statutory rate of 21% primarily due to pre-tax losses for which no tax benefit can be recognized, changes in valuation allowances in the U.S., China, and certain foreign jurisdictions that reduce or eliminate the ETR on current year profits or losses, foreign tax rate differences, and non-deductible expenses. For the year ended December 31, 2023, the effective tax rates differed from the U.S. Federal statutory rate of 21% primarily due to a discrete tax benefit recognized following the lapse of certain statutes of limitations related to Spain, recognition of a portion of a deferred tax asset in Canada, state income taxes, changes in valuation allowances in the U.S. and certain foreign jurisdictions which reduces or eliminates the effective tax rate on current year profits or losses, foreign tax rate differences, taxes on repatriations or deemed repatriation of foreign profits, and non-deductible expenses. The current year ETR differs significantly from the prior year ETR primarily due to the interaction of similar rate reconciliation items, including change in valuation allowance, with a negative pretax book income in the current period versus positive pretax book income in the prior year comparative period.

The following is a reconciliation of the effective tax rate for the years ended December 31, 2024 and 2023 to the U.S. federal statutory rate of 21%:

	Year ended December 31,	
	2024	2023
Provision at federal statutory rates	$ (729)	$ 539
State income taxes, net of federal benefit	1,133	27
Change in valuation allowance	6,817	(1,974)
Taxes related to foreign income	(1,506)	1,706
Non-deductible expenses	(4,943)	(128)
Other federal deferred tax adjustments	—	23
Other state deferred tax adjustments	—	579
Uncertain tax positions	6	(402)
Prior period adjustments	395	—
Permanent differences and other	127	—
Provision for income taxes	$ 1,300	$ 370

Deferred Taxes Assets (Liabilities)

Deferred income taxes are provided for the tax effect of temporary differences between the financial reporting basis and the tax basis of assets and liabilities. Net deferred tax assets have been reported as non-current in the accompanying Consolidated Balance Sheets. Significant temporary differences at December 31, 2024 and 2023 are as follows:

	As of December 31,	
	2024	2023
Deferred tax assets (liabilities):		
Allowance for expected credit losses	$ 108	$ 121
Property and equipment	(170)	(269)
Goodwill and intangibles	714	634
Accrued compensation	1,786	2,368
Accrued liabilities and other	29	318
Loss carryforwards	73,672	183,641
Deferred tax assets before valuation allowance	76,139	186,813
Valuation allowance	(73,491)	(183,453)
Deferred tax assets, net of valuation allowance	$ 2,648	$ 3,360

As a result of the enactment of the Tax Act, the Company has provided tax on GILTI, and therefore, future repatriations of previously unremitted foreign earnings are expected to either be exempt from U.S. taxation or offset by net operating losses ("NOLs"). The Company has not provided any withholding tax with respect to unremitted foreign earnings at December 31, 2024 and December 31, 2023.

Net Operating Losses ("NOLs"), Capital Losses, and Valuation Allowance

At December 31, 2024, the Company had losses for U.S. federal and state tax purposes of approximately $264,577 in total, made up of net U.S. federal and state NOLs incurred through December 31, 2024 of $240,021 and U.S. federal and state capital losses of $24,556 as a result of the liquidation of Hudson Europe BV on December 31, 2024. U.S. federal and state NOLs through December 31, 2017 expire at various dates through 2037 with $42,060 scheduled to expire at the end of 2024. U.S. federal and state NOLs incurred in or after 2018 have an indefinite carryforward period, which can be offset by 80% of future taxable income in any given year. U.S. federal and state capital losses of $24,556 incurred in 2024 will expire at the end of 2029, as these losses have a five-year carryforward period.

The Company's utilization of U.S. NOLs is subject to an annual limitation imposed by Section 382 of the Internal Revenue Code ("IRC"), which may limit our ability to utilize all the existing NOLs before the expiration dates. Based upon IRC Section 382 studies prepared by the Company, Section 382 ownership changes have occurred that will result in $224,124 of the Company's federal and state NOLs generated through September 2006 and recognized built-in losses during the five- year period after September 2006 being subject to IRC Section 382 limitations. As a result of IRC Section 382 limitations, $27,848 of the $224,124 NOLs that are limited are expected to expire prior to utilization specifically as a result of the IRC Section 382 cumulative annual limitations. Accordingly, the U.S. federal and state NOLs of $264,577, as indicated above, excluded the $27,848 of tax losses expected to expire prior to utilization due to IRC Section 382 cumulative annual limitations and the deferred tax asset for loss carryforwards of $70,303 also excluded $7,460 of related tax benefits.

As of December 31, 2024, certain international subsidiaries had NOLs for local tax purposes of $15,472. With the exception of $11,617 of NOLs with an indefinite carry forward period as of December 31, 2024, these losses will expire at various dates through 2026 to 2040, with $0 scheduled to expire during 2025. The deferred tax recognized for NOLs are presented net of unrecognized tax benefits, where applicable.

ASC 740-10-30-5 requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In making this assessment, management considers the level of historical taxable income, scheduled reversals of deferred tax liabilities, tax planning strategies, and projected future taxable income. As of December 31, 2024, $71,168 of the valuation allowance relates to the deferred tax asset was comprised of NOLs for U.S. capital losses of $6,009, U.S. federal and state NOLs of $64,294, and foreign NOLs of $865, that management has determined will more likely than not expire prior to realization. The remaining valuation allowance of $2,323 relates to deferred tax assets on U.S. and foreign temporary differences that management estimates will not be realized due to the Company's U.S. and foreign tax losses.

Uncertain Tax Positions

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties is as follows:

	2024	2023
Balance, beginning of year	$ 60	$ 360
Additions for tax positions of current years	—	—
Additions for tax positions of prior years	—	—
Reductions for tax positions of prior years	—	—
Expiration of applicable statutes of limitations	—	(300)
Balance, end of year	$ 60	$ 60

The total amount of state and local and foreign unrecognized tax benefits that, if recognized, would affect the effective tax rate was $60 as of both December 31, 2024 and December 31, 2023, exclusive of interest and penalties.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as part of the provision for income taxes. As of December 31, 2024 and December 31, 2023, the Company had $33 and $27, respectively, of accrued interest and penalties associated with unrecognized tax benefits.

Based on information available as of December 31, 2024, it is reasonably possible that the total amount of unrecognized tax benefits will decrease by $0 over the next 12 months as a result of projected resolutions of global tax examinations and controversies and potential lapses of the applicable statutes of limitations.

In many cases, the Company's unrecognized tax benefits are related to tax years that remain subject to examination by the relevant tax authorities. Tax years with NOLs remain open until such losses expire or the statutes of limitations for those years when the NOLs are used or expire. As of December 31, 2024, the Company's open tax years which remain subject to examination by the relevant tax authorities, are between 2015 and 2024, depending on the jurisdiction.

The Company believes that its unrecognized tax benefits as of December 31, 2024 are appropriately recorded for all years subject to examination above.

NOTE 8 – EARNINGS (LOSS) PER SHARE

A reconciliation of the numerators and denominators of the basic and diluted (loss) earnings per share calculations were as follows:

	For The Year Ended December 31,	
	2024	2023
(Loss) earnings per share ("EPS"):		
Basic	$ (1.59)	$ 0.72
Diluted	$ (1.59)	$ 0.70
EPS numerator - basic and diluted:		
Net (loss) income	$ (4,770)	$ 2,198
EPS denominator (in thousands):		
Weighted average common stock outstanding - basic	3,000	3,064
Common stock equivalents: stock options and restricted stock units	—	[(a)] 76
Weighted average number of common stock outstanding - diluted	3,000	3,140

(a) The diluted weighted average number of shares of common stock outstanding did not differ from the basic weighted average number of shares of common stock outstanding because the effects of any potential common stock equivalents (see Note 6 to the Consolidated Financial Statements for further details on unvested restricted stock units) were anti-dilutive and therefore not included in the calculation of the denominator of dilutive earnings per share.

The weighted average number of shares outstanding used in the computation of diluted net income per share for the years ended December 31, 2024 and 2023 did not include the effect of the following potentially outstanding shares of common stock because the effect would have been anti-dilutive:

	For The Year Ended December 31,	
	2024	2023
Unvested restricted stock units	—	247
Total	—	247

NOTE 9– GOODWILL AND INTANGIBLE ASSETS

Goodwill

The Company recorded goodwill of $847 on October 31, 2023 in connection with the Singapore Acquisition. See Note 5 for further information on the Singapore Acquisition.

For the years ended December 31, 2024 and 2023, the changes in carrying amount of goodwill were as follows:

	Carrying Value	
	2024	2023
Goodwill, January 1	$ 5,749	$ 4,875
Acquisition	—	847
Currency translation	(46)	27
Goodwill, December 31	$ 5,703	$ 5,749

On October 1, 2024, the Company applied ASC 350, and performed quantitative assessments to determine whether it was more likely than not that the fair value of its reporting units was less than their carrying values. To estimate the fair value of these reporting units, the Company used both an income approach and a market approach. The income approach required management to make significant estimates and judgments regarding future cash flows that were based on a number of factors including actual operating results, forecasted revenue and expenses, discount rate assumptions, and long-term growth rate assumptions. The market approach required the use of multiples based on financial metrics for both acquisitions and peer group companies. The Company did not recognize any impairment of goodwill related to these acquisitions. At the conclusion of its assessment, the Company determined the fair value of the reporting units exceeded their carrying values. As such, the Company determined that no impairment of goodwill had taken place as of December 31, 2024.

Intangible Assets

For the years ended December 31, 2024 and 2023, the Company's Intangible assets consisted of the following components:

2024	Weighted Average Remaining Amortization Useful Lives (in years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Non-compete agreements	2.9	$ 145	$ (116)	$ 29
Trade name	6.1	1,634	(731)	903
Customer lists	2.6	3,952	(2,399)	1,553
Developed technology	1.0	657	(651)	6
		$ 6,388	$ (3,897)	$ 2,491

2023	Weighted Average Remaining Amortization Useful Lives (in years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Non-compete agreements	3.4	$ 147	$ (98)	$ 49
Trade name	6.7	1,638	(515)	1,123
Customer lists	3.5	3,957	(1,690)	2,267
Developed technology	0.9	657	(468)	189
		$ 6,399	$ (2,771)	$ 3,628

Amortization expense for the years ended December 31, 2024 and 2023 was $1,126 and $1,124, respectively. Intangible assets are amortized on a straight-line basis over their estimated useful lives. No impairment in the value of amortizable intangible assets was recognized during the years ended December 31, 2024 or 2023.

Estimated future amortization expense for intangible assets for the remainder of the fiscal year ending December 31, 2024, and for each of the next fiscal years are as follows:

2025	$ 868
2026	633
2027	548
2028	129
2029	110
Thereafter	203
	$ 2,491

The change in the book value of amortizable intangible assets is as follows:

	January 1, 2024 Beginning Balance	Acquisition	Amortization	Translation and Other	December 31, 2024 Ending Balance
Non-compete agreements	$ 49	$ —	$ (18)	$ (2)	$ 29
Trade name	1,123	—	(216)	(4)	903
Customer lists	2,267	—	(709)	(5)	1,553
Developed technology	189	—	(183)	—	6
	$ 3,628	$ —	$ (1,126)	$ (11)	$ 2,491

	January 1, 2023 Beginning Balance	Acquisition	Amortization	Translation and Other	December 31, 2023 Ending Balance
Non-compete agreements	$ 33	$ 28	$ (14)	$ 2	$ 49
Trade name	1,236	87	(202)	2	1,123
Customer lists	2,856	97	(689)	3	2,267
Developed technology	391	—	(219)	17	189
	$ 4,516	$ 212	$ (1,124)	$ 24	$ 3,628

NOTE 10 – CASH, CASH EQUIVALENTS, AND RESTRICTED CASH

A summary of the Company's restricted cash included in the accompanying Consolidated Balance Sheets as of December 31, 2024 and 2023 was as follows:

	As of December 31,	
	2024	2023
Cash and cash equivalents	$ 17,011	$ 22,611
Restricted cash, current	476	354
Restricted cash, non-current	180	205
Total cash, cash equivalents, and restricted cash	$ 17,667	$ 23,170

Restricted cash primarily includes lease and collateral deposits, as well as bank guarantees for licensing.

NOTE 11 – ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

As of December 31, 2024 and 2023, the Company's accrued expenses and other current liabilities consisted of the following:

	December 31,	
	2024	2023
Sales, use, payroll taxes and income taxes	$ 2,596	$ 2,184
Fees for professional services	882	1,000
Deferred revenue	129	96
Other accruals	897	1,355
Total accrued expenses and other current liabilities	$ 4,504	$ 4,635

NOTE 12 – COMMITMENTS AND CONTINGENCIES

Litigation and Complaints

The Company is subject, from time to time, to various claims, lawsuits, contracts disputes and other complaints from, for example, clients, candidates, suppliers, landlords for leased properties, former and current employees, and regulators or tax authorities arising in the ordinary course of business. The Company routinely monitors claims such as these, and records provisions for losses when the claim becomes probable and the amount due is estimable. Although the outcome of these claims cannot be determined, the Company believes that the final resolution of these matters will not have a material adverse effect on the Company's financial condition, results of operations or liquidity.

For matters that reach the threshold of probable and estimable, the Company establishes reserves for legal, regulatory and other contingent liabilities. The Company did not have any legal reserves as of December 31, 2024 and 2023.

Operating Leases

Our office space leases have remaining lease terms of one year to four years. Some of these operating leases include options to extend the lease terms, and some operating leases include options to terminate the leases earlier than the expiration of the full terms. These options are considered in our determination of the valuation of our right-of-use assets and lease liabilities.

None of our operating leases include implicit rates, and we have determined that the difference between the contractual cost basis and the present value of lease payments calculated using incremental borrowing rates is not material. Our operating lease costs for the years ended December 31, 2024 and 2023 were $1,303 and $1,223, respectively (reflected in Net cash used in operating activities). The weighted average remaining lease term of our operating leases as of December 31, 2024 was 2.5 years.

As of December 31, 2024, future minimum operating lease payments are as follows:

	2025	2026	2027	2028	2029	Total
Minimum lease payments	$ 624	$ 170	$ 94	$ 97	$ 79	$ 1,064

As of December 31, 2023, future minimum operating lease payments for capitalized leases due in 2024 was $768.

Invoice Finance Credit Facility

On April 8, 2019, the Company's Australian subsidiary ("Australian Borrower") entered into an invoice finance credit facility agreement (the "NAB Facility Agreement") with National Australia Bank Limited ("NAB"). The NAB Facility Agreement provides the Australian Borrower with the ability to borrow funds based on a percentage of eligible trade receivables up to a maximum of 4 million Australian dollars. No receivables have terms greater than 90 days, and any risk of loss is retained by the Australian Borrower. The interest rate is calculated as the variable receivable finance indicator rate, plus a margin of 1.60% per annum. Borrowings under this facility are secured by substantially all of the assets of the Australian Borrower. The NAB Facility Agreement does not have a stated maturity date and can be terminated by either the Australian Borrower or NAB upon 90 days written notice. As of December 31, 2024 and 2023, there were no amounts outstanding under the NAB Facility Agreement. Interest expense and fees incurred on the NAB Facility Agreement were $17 for each of the years ended December 31, 2024 and 2023, respectively.

The NAB Facility Agreement contains various restrictions and covenants for the Australian Borrower including (1) that EBITDA must be at least two times total interest paid on debt on a 12-month rolling basis; (2) minimum tangible net worth must be at least 2.5 million Australian dollars and be equal to at least 25% of total tangible assets on June 30 and December 31 (as defined in the NAB Facility Agreement); and (3) additional periodic reporting requirements to NAB. The Company was in compliance with all financial covenants under the NAB Facility Agreement as of December 31, 2024.

Amounts borrowed from the NAB Facility may be large, contain short maturities and have quick turnovers. Amounts borrowed and repaid are presented on a net basis on the Consolidated Statements of Cash Flows.

On May 25, 2022, Hudson Global Resources (Singapore) Pte. Ltd. ("Singapore Borrower"), which the Company acquired on October 31, 2023 (see Note 5 to the Consolidated Financial Statements in Item 8), and the Hong Kong and Shanghai Banking Corporation Limited ("HSBC"), entered into an invoice finance credit facility agreement (the "HSBC Facility Agreement"). The HSBC Facility Agreement allows the Singapore Borrower to borrow funds up to a maximum of 1 million Singapore dollars, based on a percentage of eligible trade receivables. All receivables have a term of no more than 60 days, and any risk of loss is borne by the Singapore Borrower. The interest rate is calculated as the bank's external cost of capital, plus a margin of 3.5% per annum. The Company ended the HSBC Facility Agreement in May 2024 and has no outstanding amounts under the HSBC Facility Agreement. The interest expense and fees incurred on the HSBC Facility Agreement amounted to $6 and $3 for the years ending December 31, 2024 and 2023, respectively.

NOTE 13 – STOCKHOLDERS' EQUITY

Common Stock

On July 30, 2015, the Company announced that its Board authorized the repurchase of up to $10,000 of the Company's common stock. On August 8, 2023, the Company's Board of Directors authorized a new stock repurchase program for up to $5,000 of the Company's outstanding shares of common stock. The Company has repurchased shares from time to time as market conditions warrant. This authorization does not expire. Under the new stock repurchase program, the Company intends to repurchase shares through open market purchases, privately negotiated transactions, block purchases, or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Securities Exchange Act of 1934 (the "Exchange Act").

For the year ended December 31, 2024, the Company repurchased a total of 154,084 shares of its common stock for a cost of $2.5 million under this authorization. Of these shares, 44,250 shares were repurchased on January 29, 2024 in connection with a transaction with a certain shareholder totaling $0.7 million that excludes tax withholdings. The Company also repurchased 69,567 shares during the second quarter in connection with transactions with certain shareholders totaling $1.2 million, as well as 40,267 shares of its common stock on the open market for a cost of $0.7 million. For the year ended December 31, 2023, the Company repurchased 48,234 shares of its common stock on the open market for $1.0 million. As of December 31, 2024, under the July 30, 2015 and August 8, 2023 authorizations combined, the Company had repurchased an aggregate of 667,496 shares for a total cost of $12.9 million, completing the July 30, 2015 authorization and leaving $2.1 million available for purchase under the August 8, 2023 authorization.

The Company cannot predict when or if it will repurchase any shares of common stock as such stock repurchase program will depend on a number of factors, including constraints specified in any Rule 10b5-1 trading plans, price, general business and market conditions, and alternative investment opportunities. Information regarding share repurchases will be available in the Company's periodic reports on Form 10-Q and 10-K filed with the Securities and Exchange Commission as required by the applicable rules of the Exchange Act.

NOTE 14 – ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME

Accumulated other comprehensive (loss) income, net of tax, consisted of the following:

	December 31,	
	2024	2023
Foreign currency translation adjustments	$ (2,717)	$ (1,290)
Accumulated other comprehensive loss	$ (2,717)	$ (1,290)

NOTE 15 – SHELF REGISTRATION STATEMENT

On June 30, 2022, the Company filed a shelf registration on Form S-3 with the SEC. Under the Form S-3, the Company may offer, issue and sell, from time to time, in one or more offerings and series, together or separately, shares of its common stock, shares of preferred stock, debt securities, subscription rights, purchase contracts, or units, which together shall have an aggregate initial offering price not to exceed $100,000. The registration statement was declared effective by the SEC on July 26, 2022. As of December 31, 2024, no securities had been offered or issued under the registration statement.

NOTE 16 – STOCKHOLDER RIGHTS PLAN

On October 15, 2018, the Company's Board of Directors declared a dividend to the Company's stockholders of record as of the close of business on October 25, 2018 (the "Record Date"), for each outstanding share of the Company's common stock, of one right (a "Right") to purchase one one-hundredth of a share of a new series of participating preferred stock of the Company. The terms of the Rights are set forth in the Rights Agreement, dated as of October 15, 2018 (as amended, the "Rights Agreement"), by and between the Company and Computershare Trust Company, N.A., as rights agent (the "Rights Agent"). The Company's stockholders approved the Rights Agreement at the Company's 2019 Annual Meeting of Stockholders held on May 6, 2019. On September 28, 2021, the Company and the Rights Agent entered into a First Amendment to Rights Agreement (the "Amendment") that amended the Rights Agreement to extend its term through October 15, 2024. The amendment was approved by the Board on September 28, 2021, subject to stockholder approval, and the Company's

stockholders approved the Amendment at the Company's 2022 Annual Meeting of Stockholders held on May 17, 2022. The Board of Directors has taken further action to amend the Original Rights Agreement, as amended by the First Amendment, to extend the expiration of the Rights Agreement to October 15, 2027, as contemplated in the Second Amendment to Rights Agreement (the "Second Amendment"). The Second Amendment was approved by the Board on June 13, 2024, subject to stockholder approval, and the Company's stockholders approved the Amendment at the Company's 2024 Annual Meeting of Stockholders held on July 31, 2024.

Each Right allows its holder to purchase from the Company one one-hundredth of a share of the Company's Series B Junior Participating Preferred Stock ("Series B Preferred Stock") for a purchase price of $3.50. Each fractional share of Series B Preferred Stock would give the stockholder approximately the same dividend, voting and liquidation rights as does one share of common stock. Prior to exercise, however, a Right does not give its holder any dividend, voting or liquidation rights.

The Board entered into the Rights Agreement in an effort to preserve the value of the Company's significant U.S. NOLs and other tax benefits. The Company's ability to utilize its NOLs may be substantially limited if the Company experiences an "ownership change" within the meaning of Section 382 of the Internal Revenue Code of 1986, as amended (the "Code"). In general, an "ownership change" would occur if the percentage of the Company's ownership by one or more "5-percent shareholders" (as defined in the Code) increases by more than 50 percent over the lowest percentage owned by such stockholders at any time during the prior three years. The Rights Agreement is designed to preserve the Company's tax benefits by deterring transfers of common stock that could result in an "ownership change" under Section 382 of the Code.

In general terms, the Rights Agreement imposes a significant penalty upon any person or group that acquires beneficial ownership (as defined under the Rights Agreement) of 4.99% or more of the outstanding common stock without the prior approval of the Board (an "Acquiring Person"). Any Rights held by an Acquiring Person are void and may not be exercised.

The Company also has a provision in its Amended and Restated Certificate of Incorporation (the "Charter Provision") which generally prohibits transfers of its common stock that could result in an ownership change.

The Rights will not be exercisable until the earlier of (i) 10 days after a public announcement by the Company that a person or group has become an Acquiring Person; and (ii) 10 business days (or a later date determined by the Board) after a person or group begins a tender or an exchange offer that, if completed, would result in that person or group becoming an Acquiring Person.

Until the date that the Rights become exercisable (the "Distribution Date"), common stock certificates will also evidence the Rights and will contain a notation to that effect. Any transfer of shares of common stock prior to the Distribution Date will constitute a transfer of the associated Rights. After the Distribution Date, the Rights will separate from the common stock and be evidenced by Right certificates, which the Company will mail to all holders of Rights that have not become void. After the Distribution Date, if a person or group already is or becomes an Acquiring Person, all holders of Rights, except the Acquiring Person, may exercise their Rights upon payment of the purchase price to purchase shares of common stock (or other securities or assets as determined by the Board) with a market value of two times the purchase price (a "Flip-in Event"). After the Distribution Date, if a Flip-in Event has already occurred and the Company is acquired in a merger or similar transaction, all holders of Rights, except the Acquiring Person, may exercise their Rights upon payment of the purchase price, to purchase shares of the acquiring or other appropriate entity with a market value of two times the purchase price of the Rights. Rights may be exercised to purchase Series B Preferred Stock only after the Distribution Date occurs and prior to the occurrence of a Flip-in Event as described above. A Distribution Date resulting from the commencement of a tender offer or an exchange offer as described in the second bullet point above could precede the occurrence of a Flip-in Event, in which case the Rights could be exercised to purchase Series B Preferred Stock. A Distribution Date resulting from any occurrence described in the first bullet point above would necessarily follow the occurrence of a Flip-in Event, in which case the Rights could be exercised to purchase shares of common stock (or other securities or assets) as described above.

The Rights will expire on the earliest of (i) the close of business on October 15, 2027, or such earlier date as of which the Board determines that this Agreement is no longer necessary for the preservation of Tax Benefits, (ii) the time at which the Rights are redeemed as provided in Section 23, (iii) the time at which all exercisable Rights are exchanged as provided in Section 24, (iv) the close of business on the effective date of the repeal of Section 382 of the Code or any successor or replacement provision if the Board determines that this Agreement is no longer necessary for the preservation of Tax Benefits, and (v) the close of business on the first day of a taxable year of the Company to which the Board determines that no Tax Benefits may be carried forward.

The Board may redeem all (but not less than all) of the Rights for a redemption price of $0.001 per Right at any time before the later of the Distribution Date and the date of the first public announcement or disclosure by the Company that a person or group has become an Acquiring Person. Once the Rights are redeemed, the right to exercise the Rights will terminate, and the only right of the holders of such Rights will be to receive the redemption price.

The Board may adjust the purchase price of the Series B Preferred Stock, the number of shares of Series B Preferred Stock issuable and the number of outstanding Rights to prevent dilution that may occur as a result of certain events, including, among others, a stock dividend, a stock split or a reclassification of the Series B Preferred Stock or common stock.

Before the time the Rights cease to be redeemable, the Board may amend or supplement the Rights Agreement without the consent of the holders of the Rights, except that no amendment may decrease the redemption price below $0.001 per Right.

NOTE 17 – SEGMENT AND GEOGRAPHIC DATA

Segment Reporting

The Company manages its business primarily on a geographic basis, with three reportable segments: the Hudson regional businesses of Americas, Asia Pacific, and EMEA. The reportable segments are consistent with management's approach to segment reporting used by the Global Chief Executive Officer of Hudson Global Inc. and the Global Chief Executive Officer of Hudson RPO, who both serve as the Company’s Chief Operating Decision Maker, to assess segment performance and allocate resources. The Americas segment includes the United States and Canada. The EMEA segment includes the United Kingdom and countries across Continental Europe and the United Arab Emirates, while the Asia Pacific segment comprises Australia, New Zealand, and other countries in Asia. The Company evaluates the performance of its reportable segments using an EBITDA metric which is defined as earnings before interest, income taxes, depreciation, and amortization. In addition, certain corporate-related costs are not allocated to the segments. Each reportable segment generates its revenue through RPO services, consisting of recruitment and contracting solutions tailored to the individual needs of primarily mid-to-large-cap multinational companies.

Corporate expenses are reported separately for the three reportable segments and pertain to certain functions, such as executive management, corporate governance, investor relations, legal, accounting, tax, and treasury. A portion of these expenses are attributed to the reportable segments for providing the above services to them, and have been allocated to the segments as management service expenses, and are included in the segments’ non-operating other income (expense). We have disclosed for each reportable segment the significant expense that are reviewed by CODM in the tables below with no additional significant expenses beyond those presented. Segment information is presented in accordance with ASC 280, “Segment Reporting.” This standard is based on a management approach that requires segmentation based upon the Company’s internal organization and disclosure of revenue and certain expenses based upon internal accounting methods. The Company’s financial reporting systems present various data for management to run the business, including internal profit and loss statements prepared on a basis not consistent with U.S. GAAP. Accounts receivable and long-lived assets are the only significant assets separated by segment for internal reporting purposes.

HUDSON GLOBAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share amounts)

	Americas	Asia Pacific	EMEA	Corporate	Inter-segment elimination	Total
For the Year Ended December 31, 2024						
Revenue, from external customers	$ 27,894	$ 86,704	$ 25,458	$ —	$ —	$ 140,056
Inter-segment revenue	210	4	41	—	(255)	—
Total revenue	$ 28,104	$ 86,708	$ 25,499	$ —	$ (255)	$ 140,056
Adjusted net revenue, from external customers [(a)]	$ 25,144	$ 29,416	$ 15,592	$ —	$ —	$ 70,152
Inter-segment adjusted net revenue	206	(226)	19	—	1	—
Total adjusted net revenue	$ 25,350	$ 29,190	$ 15,611	$ —	$ 1	$ 70,152
Salaries and related	$ (19,603)	$ (23,773)	$ (13,567)	$ (1,366)	$ —	$ (58,309)
EBITDA (loss), unaudited [(b)]	$ 339	$ 482	$ 298	$ (3,588)	$ —	$ (2,469)
Depreciation and amortization	(1,163)	(161)	(26)	(11)	—	(1,361)
Interest income, net	—	9	—	351	—	360
Intercompany interest (expense) income, net	—	(529)	—	529	—	—
Provision for income taxes	(126)	(364)	(752)	(58)	—	(1,300)
Net loss	$ (950)	$ (563)	$ (480)	$ (2,777)	$ —	$ (4,770)
As of December 31, 2024						
Accounts receivable, net	$ 4,740	$ 9,254	$ 6,099	$ —	$ —	$ 20,093
Long-lived assets, net of accumulated depreciation and amortization [(c)]	$ 6,640	$ 1,744	$ 26	$ 26	$ —	$ 8,436
Total assets	$ 14,455	$ 21,425	$ 9,393	$ 7,310	$ —	$ 52,583

	Americas	Asia Pacific	EMEA	Corporate	Inter-segment elimination	Total
For the Year Ended December 31, 2023						
Revenue, from external customers	$ 31,254	$ 103,857	$ 26,227	$ —	$ —	$ 161,338
Inter-segment revenue	326	—	(27)	—	(299)	—
Total revenue	$ 31,580	$ 103,857	$ 26,200	$ —	$ (299)	$ 161,338
Adjusted net revenue, from external customers [(a)]	$ 30,141	$ 33,675	$ 16,451	$ —	$ —	$ 80,267
Inter-segment adjusted net revenue	326	(208)	(84)	—	(34)	—
Total adjusted net revenue	$ 30,467	$ 33,467	$ 16,367	$ —	$ (34)	$ 80,267
Salaries and related	$ (25,224)	$ (23,467)	$ (12,848)	$ (1,320)	$ —	$ (62,859)
EBITDA (loss), unaudited [(b)]	$ (704)	$ 5,859	$ 1,582	$ (3,074)	$ —	$ 3,663
Depreciation and amortization	(1,282)	(146)	(29)	(10)	—	(1,467)
Interest income, net	—	2	(1)	371	—	372
Intercompany interest (expense) income, net	—	(505)	—	505	—	—
(Provision for) benefit from income taxes	83	(1,524)	724	347	—	(370)
Net income (loss)	$ (1,903)	$ 3,686	$ 2,276	$ (1,861)	$ —	$ 2,198
As of December 31, 2023						
Accounts receivable, net	$ 5,502	$ 9,280	$ 4,928	$ —	$ —	$ 19,710
Long-lived assets, net of accumulated depreciation and amortization [(c)]	$ 7,773	$ 1,954	$ 33	$ 38	$ —	$ 9,798
Total assets	$ 17,632	$ 23,604	$ 11,064	$ 8,658	$ —	$ 60,958

(a) Adjusted net revenue are net of the Direct contracting costs and reimbursed expenses caption on the Consolidated Statements of Operations. Direct contracting costs and reimbursed expenses include the direct staffing costs of salaries, payroll taxes, employee benefits, travel expenses, and insurance costs for the Company's contractors and reimbursed out-of-pocket expenses and other direct costs. The region where services are provided, the mix of RPO and contracting, and the functional nature of the staffing services provided can affect operating income and EBITDA. The

salaries, commissions, payroll taxes, and employee benefits related to recruitment professionals are included under the caption “Salaries and related” in the Consolidated Statements of Operations.

(b) SEC Regulation S-K 229.10(e)1(ii)(A) defines EBITDA as earnings before interest, taxes, depreciation and amortization. EBITDA is presented to provide additional information to investors about the Company’s operations on a basis consistent with the measures that the Company uses to manage its operations and evaluate its performance. Management also uses this measurement to evaluate working capital requirements. EBITDA should not be considered in isolation or as a substitute for operating income and net income prepared in accordance with U.S. GAAP or as a measure of the Company’s profitability.

(c) Comprised of property and equipment, intangible assets and goodwill, net of accumulated depreciation and amortization.

Geographic Data Reporting

A summary of revenues for the years ended December 31, 2024 and 2023 and net assets by geographic area as of December 31, 2024 and 2023 were as follows:

Information by geographic region	Australia	United Kingdom	United States	Other	Total
For the Year Ended December 31, 2024					
Revenue [(a)]	$ 70,674	$ 22,900	$ 26,577	$ 19,905	$ 140,056
For the Year Ended December 31, 2023					
Revenue [(a)]	$ 92,505	$ 24,810	$ 29,333	$ 14,690	$ 161,338
As of December 31, 2024					
Long-lived assets, net [(b)]	$ 20	$ 16	$ 6,667	$ 1,733	$ 8,436
Net assets	$ 7,788	$ 3,076	$ 17,066	$ 12,498	$ 40,428
As of December 31, 2023					
Long-lived assets, net [(b)]	$ 49	$ 33	$ 7,811	$ 1,905	$ 9,798
Net assets	$ 9,634	$ 5,084	$ 22,585	$ 11,251	$ 48,554

(a) Revenue by geographic region disclosed above is net of any inter-segment revenue and, therefore, represents only revenue from external customers according to the location of the operating subsidiary.

(b) Comprised of property and equipment, intangible and goodwill, net of accumulated depreciation and amortization.

NOTE 18 – VALUATION RESERVES

The following table summarizes the activity in our valuation accounts during the fiscal years ended December 31, 2024 and 2023.

(in thousands)	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions and Other	Balance at End of Period
Year Ended December 31, 2024				
Allowance for Expected Credit Losses	$ 378	$ 24	$ (11)	$ 391
Deferred tax assets-valuation allowance	$ 183,453	$ 456	$ (110,418)	$ 73,491
Year Ended December 31, 2023				
Allowance for Expected Credit Losses	$ 51	$ 483	$ (156)	$ 378
Deferred tax assets-valuation allowance	$ 185,352	$ 41	$ (1,940)	$ 183,453

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the design and operation of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2024. Such controls and procedures are designed only to provide reasonable assurance. There is no complete assurance that these controls and procedures will operate effectively under all circumstances.

Management's Annual Report on Internal Control Over Financial Reporting

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15(d)-15(f) of the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2024 using the criteria set forth in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, the Company's management believes that, as of December 31, 2024, the Company's internal control over financial reporting was effective based on those criteria.

This Form 10-K does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the SEC's rules for non-accelerated filers that permit the Company to provide only management's assessment report for the year ended December 31, 2024.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the three months ended December 31, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The following table sets forth certain information regarding our directors and executive officers:

Name	Age	Title
Jeffrey E. Eberwein	54	Chief Executive Officer and Director
Jacob "Jake" Zabkowicz	42	Global Chief Executive Officer, Hudson RPO Holdings LLC
Matthew K. Diamond	49	Chief Financial Officer
Mimi K. Drake	56	Director
Robert G. Pearse	65	Director
Connia M. Nelson	69	Director

Jeffrey E. Eberwein, has served as a director since May 2014. Mr. Eberwein has served as Chief Executive Officer since April 2018, with responsibility for the Company's growth strategy, operational execution, and overall performance. Mr. Eberwein formerly ran Lone Star Value Management, an investment firm he founded in 2013. He has over 25 years of Wall Street experience and valuable public company and financial expertise gained through his employment history and directorships. Prior to founding Lone Star Value Management in 2013, Mr. Eberwein was a private investor and served as a portfolio manager at Soros Fund Management from 2009 to 2011 and Viking Global Investors from 2005 to 2008. Additionally, Mr. Eberwein serves as Executive Chairman of the Board at one other publicly traded company: Star Equity Holdings, Inc., a diversified holding company. Additionally, Mr. Eberwein served as a director of Novation Companies, Inc. from April 2015 to March 2018 and served as Chairman of the Board of Crossroads Systems, Inc. from June 2013 to May 2016, NTS, Inc. and On Track Innovations Ltd. from 2012 to 2014, AMERI Holdings, Inc. from May 2015 to August 2018, ATRM Holdings, Inc. from January 2013 until September 2019 and Goldfield Corporation from 2012 to 2013. The particular experience, qualifications, attributes, or skills that led our Board of Directors to conclude that Mr. Eberwein should continue to serve as a director of our Company include his expertise in finance and experience in the investment community.

On February 14, 2017, the SEC issued an order (Securities Exchange Act Release No. 80038) (the "Order") finding that certain groups of investors failed to properly disclose ownership information during a series of five campaigns to influence or exert control over microcap companies, including the Company. The Order alleged violations of Section 13(d)(1) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 13d-1 thereunder, Section 13(d)(2) of the Exchange Act and Rule 13d-2(a) thereunder and Section 16(a) of the Exchange Act and Rules 16a-2 and 16a-3 thereunder by Mr. Eberwein and a hedge fund adviser headed by him, Lone Star Value Management ("LSVM"), mutual fund adviser Heartland Advisors, and another investor. Without admitting or denying the findings, they consented to the Order and agreed to cease and desist from committing any violations of the above-referenced Exchange Act provisions and civil penalties of $90,000 for Mr. Eberwein, $120,000 for Lone Star Value Management, $180,000 for Heartland Advisors, and $30,000 for the other investor. On February 24, 2020, the SEC issued an order (Securities Exchange Act Release No. 5448) (the "Advisers Act Order") relating to allegations, among other things, that LSVM failed to properly disclose certain specific transactions in advance and obtain client consent for these transactions prior to their completion, and that LSVM failed to implement certain written policies and procedures. The Advisers Act Order alleged violations of Section 206(3) and 206(4) of the Investment Advisers Act of 1940 ("Advisers Act") and Rule 206(4)-7 thereunder by Mr. Eberwein and LSVM. Without admitting or denying the findings, they consented to the Advisers Act Order and agreed to cease and desist from committing or causing any violations of the above-referenced Advisers Act provisions, for LSVM to be censured and to pay civil penalties of $25,000 for Mr. Eberwein and $100,000 for LSVM.

Jacob "Jake" Zabkowicz, has served as Global Chief Executive Officer, Hudson RPO Holdings LLC since November 15, 2023 with overall responsibility for leading the Company's global operations. He is a seasoned, growth-minded executive who brings extensive global leadership as well as operational and business development experience in the talent acquisition industry. Most recently, he was Senior Vice President, Global RPO at Korn Ferry RPO, where he was instrumental in building and growing the firm's global RPO business during his 10-year tenure. Prior to his time at Korn Ferry RPO, Mr. Zabkowicz served as Director, Solution Design and Implementation at Pinstripe (now Cielo).

Matthew K. Diamond, has served as Chief Financial Officer since January 2020 with overall responsibility for the Company's global accounting and finance functions. Prior to serving as Chief Financial Officer, Mr. Diamond served as the Company's Vice President of Finance since January 2019 and was appointed principal financial officer in June 2019. Prior to

joining the Company, Mr. Diamond served in a variety of finance and control roles at PepsiCo, Inc. from 2001 to 2018, including director roles in Financial Reporting, Financial Analysis, and Technical Accounting and Policy. Mr. Diamond is a CPA and began his career as a Supervisory Senior Auditor with Arthur Andersen LLP. Mr. Diamond earned a BBA in Public Accounting from Pace University, where he graduated with magna cum laude honors.

Mimi K. Drake, has served as a director since February 2019 and as Board Chair since January 2022. Ms. Drake brings to the Board of Directors nearly 30 years of experience in the financial services industry, primarily in strategic, operating and client-focused roles. Ms. Drake serves as a Partner and Co-Market Leader at Cerity Partners, a national wealth management firm. Ms. Drake joined Permit Capital Advisors, the predecessor firm that merged with Cerity Partners, in 2011 and previously served as its President and Co-CEO. Ms. Drake's career includes executive management roles in asset management companies, where she helped to bring the firms' strategies to market and scale them successfully. In addition to her career in financial services, Ms. Drake has also spent almost twenty years working to improve diversity and inclusion in financial services. She has served as a Founding Board Member and Chair of the Board of 100 Women in Finance, one of the largest female financial services associations in the world, with more than 25,000 members in 32 global locations. This organization includes decision makers at many of the major global financial services firms, endowments, foundations, pension funds and private equity firms. Ms. Drake is also a guest lecturer at Wharton's Advanced Management Social Entrepreneurship program. In addition, she serves on the boards of Thomas Jefferson University and Jefferson Health System. Ms. Drake joined the Board of Directors of Evolution AB, a Swedish-based public company, in 2021 and serves as a member of its Audit Committee. The particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that Ms. Drake should continue to serve as a director of our Company include her expertise in investment and financial services and extensive contacts throughout multiple industries, as well as her passion for improving workplace diversity and inclusion.

Robert G. Pearse, has served as a director since November 2023. Mr. Pearse serves as a Managing Partner at Yucatan Rock Ventures, an investment and consulting firm, and has served in such position since 2012. Previously, Mr. Pearse served as Vice President of Strategy and Market Development for NetApp, Inc. (NASDAQ: NTAP), a publicly traded computer storage and data management company, from 2005 to 2012; in various leadership positions at Hewlett-Packard Company (n/k/a HP Inc. (NYSE: HPQ)), a leading global provider of personal computing and other access devices, imaging and printing products, and related technologies, solutions and services, from 1987 to 2004, including as Vice President of Strategy and Corporate Development from 2001 to 2004; and as Engagement Manager at PricewaterhouseCoopers LLP, a multinational professional services network of firms, from 1985 to 1986. Mr. Pearse previously served as a member of the board of directors of AmeriHoldings, Inc. (n/k/a Enveric Biosciences, Inc. (NASDAQ: ENVB)), a specialized SAP® cloud, digital and enterprise solutions company, from 2015 to August 2018; Novation Companies, Inc. (OTC: NOVC), a provider of outsourced health care staffing and related services, from 2015 to April 2018; Crossroads Systems Inc. (OTCQX: CRSS), an intellectual property licensing company, from 2013 to October 2017, including as Chairman of the Board from 2016 to October 2017; and Aviat Networks, Inc. (NASDAQ: AVNW), a global supplier of microwave networking solutions, from 2015 to 2016. Mr. Pearse earned an M.B.A. in Finance and Strategy from the Stanford Graduate School of Business and a B.S. in Mechanical Engineering from the Georgia Institute of Technology. The particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that Mr. Pearse should serve as a director of our Company include his significant experience serving as a corporate director, understanding of business development, corporate growth, marketing, consulting, and his specialized knowledge in technology.

Connia M. Nelson, has served as a director since February 2019. She brings extensive expertise in human capital management, talent acquisition, culture, and organizational leadership. Ms. Nelson most recently served as Chief Human Resources Officer at Lifeway Christian Resources where she led strategic initiatives in talent acquisition, compensation, employee experience, performance excellence, diversity, and employee engagement. Prior to this role, she was Vice President of Human Resources at Lifeway Christian Resources from September 2016 to September 2018. Before joining Lifeway, Ms. Nelson had a distinguished 16-year tenure at Verizon Communications, where she served as Senior Vice President of Human Resources. At Verizon, she developed global talent management strategies, strengthened succession planning, enhanced employer branding, and led diversity and inclusion efforts. She also oversaw total rewards, employee engagement, business ethics, and employee relations. Ms. Nelson has served on the Board of Trustees for Post University in Waterbury, CT, since 2004, where she is currently a member of the Academic Committee and previously co-chaired the Marketing Committee. She also serves on the board of Boulo Solutions, an organization providing flexible work solutions. The particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that Ms. Nelson should continue to serve as a director of our Company include her extensive recruitment industry experience and human capital management experience.

Family Relationships

There are no family relationships among our executive officers and directors.

Corporate Codes and Policies

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all of our employees and a Code of Ethics for the Chief Executive Officer and the Senior Financial and Accounting Officers. We have posted a copy of the Code of Business Conduct and Ethics and the Code of Ethics on our website at www.hudsonrpo.com. The Code of Business Conduct and Ethics and the Code of Ethics are also available in print to any stockholder who requests them in writing from the Corporate Secretary at 53 Forest Avenue, Suite 102, Old Greenwich, CT 06870. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waivers from, our Code of Ethics by posting such information on our website at www.hudsonrpo.com. We are not including the information contained on our website as part of, or incorporating it by reference into, this report.

Insider Trading Policy

Our Board of Directors has adopted an insider trading policy that applies to all of its officers, directors and employees. Our insider trading policy prohibits officers, directors and employees from trading in Company securities while in possession of or on the basis of material non-public information. In addition, officers, directors and employees are prohibited from engaging in any of the following types of transactions with respect to the Company's securities: (i) short sales, including short sales "against the box", (ii) purchases or sales of puts, calls, or other derivative securities or (iii) purchases of financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) or other similar transactions that directly hedge or offset, or are designed to directly hedge or offset, any decrease in the market value of Company securities. A copy of our insider trading policy is attached as Exhibit 19 to this Annual Report on Form 10-K.

Independent Committees

Of the four directors currently serving on our Board of Directors, the Board of Directors has determined that Mr. Pearse and Mses. Drake (Chair) and Nelson are independent directors under the independence standards of the Nasdaq Global Select Market**.**

Board Committees

Our Board of Directors has standing Audit, Compensation, and Nominating and Governance Committees. Under the listing standards of the Nasdaq Global Select Market, the members of the Audit, Compensation, and Nominating and Governance Committees must be comprised solely of independent directors. Accordingly, Mr. Eberwein is not eligible to serve on such committees. All directors receive materials for all Board committee meetings even if they do not serve, or are not eligible to serve, on the committee.

The Board of Directors has adopted, and may amend from time to time, a written charter for each of the Audit Committee, Compensation Committee, and Nominating and Governance Committee. We maintain a website at www.hudsonrpo.com and make available on that website, free of charge, copies of each of the charters for the Audit, Compensation, and Nominating and Governance Committees.

Audit Committee

The Audit Committee presently consists of Robert G. Pearse (Chair), Mimi K. Drake, and Connia M. Nelson, each of whom is an independent director under the independence standards of the Nasdaq Global Select Market and SEC rules. Our Board of Directors has determined that each of Mr. Pearse and Ms. Drake qualify as an "audit committee financial expert," as defined by the SEC.

The Audit Committee's primary duties and responsibilities are to assist our Board of Directors in monitoring:

- the integrity of our financial statements;
- the independent registered public accounting firm's qualifications and independence;
- the performance of our internal audit function and of the independent registered public accounting firm;
- the Company's data privacy and cybersecurity risk exposure; and

- our compliance with legal and regulatory requirements.

Compensation Committee

The Compensation Committee presently consists of Connia M. Nelson (Chair), Robert G. Pearse, and Mimi K. Drake, each of whom is an independent director under the independence standards of the Nasdaq Global Select Market and SEC rules. Our Compensation Committee members also qualified as "outside directors" under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") with respect to years prior to 2019. None of the members of our Compensation Committee at any time in the past fiscal year has been one of our officers or employees or an officer or employee of one of our subsidiaries at any time during the fiscal year ended December 31, 2024. None of our executive officers currently serves, or in the past year has served, as a member of the Board of Directors or Compensation Committee of any entity that has one or more executive officers on our Board of Directors or Compensation Committee. The Compensation Committee's primary responsibility is to assure that the non-employee members of our Board of Directors, the executive officers (including the Chief Executive Officer) and key management are compensated effectively and in a manner consistent with our stated compensation strategy, internal equity considerations, competitive practices, and the requirements of the appropriate regulatory bodies. The Compensation Committee has overall responsibility for approving and evaluating the compensation of executive officers (including the Chief Executive Officer), key management and outside directors, and administers our long-term incentive programs, including our equity compensation plan.

The Compensation Committee has retained the services of an independent, external compensation consultant, Pay Governance LLC. Pay Governance LLC has served as the independent compensation consultant to the Compensation Committee since 2010. The mandate of the consultant is to work for the Compensation Committee in its review of executive and director compensation practices, including the competitiveness of pay levels, executive compensation design issues, market trends, and technical considerations. The consultant does not determine or recommend amounts or forms of compensation. The historical and ongoing nature and scope of services rendered by the independent compensation consultant on the Compensation Committee's behalf is described below:

- competitive market pay analyses, Board of Director pay studies, dilution analyses and market trends;
- ongoing support with regard to the latest relevant regulatory, technical and/or accounting considerations affecting executive compensation and benefit programs;
- guidance on overall compensation program structure and executive employment agreement terms; and
- preparation for and attendance at selected management, Board committee, or Board of Director meetings.

The Compensation Committee has the final authority to hire and terminate Pay Governance LLC or any other compensation adviser. The Compensation Committee also evaluates Pay Governance LLC periodically. In addition, the Compensation Committee has the responsibility to consider the independence of Pay Governance LLC or any other compensation adviser before engaging the adviser. During 2024, the Compensation Committee reviewed the independence of Pay Governance LLC and the individual representatives of Pay Governance LLC who served as the Compensation Committee's consultants pursuant to the requirements of Nasdaq and the SEC and the specific independence factors that the requirements cite and concluded, based on such review, that Pay Governance LLC's work for the Compensation Committee does not raise any conflict of interest. In 2024, Pay Governance LLC did not provide any services to the Compensation Committee other than the executive and director compensation-related consulting services as described previously. Other than as described previously, management did not obtain any additional services from Pay Governance LLC in 2024.

Nominating and Governance Committee

The Nominating and Governance Committee presently consists of Mimi K. Drake (Chair), Connia M. Nelson, and Robert G. Pearse, each of whom is an independent director under the independence standards of the Nasdaq Global Select Market.

The Nominating and Governance Committee provides assistance to our Board of Directors by:

- identifying individuals qualified to become directors and recommending to the Board of Directors candidates for all directorships to be filled by the Board of Directors or by our stockholders;
- identifying directors qualified to serve on the committees established by the Board of Directors and recommending to the Board of Directors members for each committee to be filled by the Board of Directors;
- identifying directors qualified to serve as Chair of the Board of Directors and recommending to the Board of Directors nominees for Chair of the Board of Directors; and

- developing and recommending to the Board of Directors a set of corporate governance principles, including matters of:
    - Board of Directors organization, membership and function;
    - Board of Directors committee structure and membership;
    - succession planning for our Chief Executive Officer; and
    - taking a leadership role in shaping our corporate governance.

In identifying and evaluating nominees for director, the Nominating and Governance Committee seeks to ensure that our Board of Directors possesses, in the aggregate, the strategic, managerial, and financial skills and experience necessary to fulfill its duties and to achieve its objectives. The Nominating and Governance Committee also seeks to ensure that the Board of Directors is comprised of directors who have broad and diverse backgrounds, possessing knowledge in areas that are important to us, including at least one director who has the requisite experience and expertise to be designated as an "audit committee financial expert." The Nominating and Governance Committee looks at each nominee on a case-by-case basis regardless of who recommended the nominee.

In looking at the qualifications of each candidate to determine if the election of such candidate would further the goals described above, the Nominating and Governance Committee takes into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint, and industry knowledge. While we do not have a formal policy with regard to the consideration of diversity in identifying nominees, the Nominating and Governance Committee believes that candidates should be selected so that the Board of Directors is a diverse body, with diversity reflecting, among other things, age, gender, race, and professional experience. The current Board of Directors is 50% diverse (by race, gender, and ethnic diversity combined), with two female directors and one racially diverse director. At a minimum, each Company nominee presented and approved by the Nominating and Governance Committee must have displayed the highest personal and professional ethics, integrity and values, and sound business judgment. In addition, the Nominating and Governance Committee believes a director should possess the following minimum qualifications to be recommended by the Nominating and Governance Committee to the Board of Directors:

- A director must be highly accomplished in his or her respective field, with superior credentials and recognition and broad experience at the administrative and/or policy-making level in business, government, education, technology, or public interest;
- A director must have expertise and experience relevant to our business and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience;
- A director must be independent of any particular constituency, be able to represent all of our stockholders and be committed to enhancing long-term stockholder value; and
- A director must have sufficient time available to devote to activities of the Board of Directors and to enhance his or her knowledge of our business.

The Nominating and Governance Committee has the authority to retain a search firm to assist it in identifying nominees, and, if a search firm is retained, the Nominating and Governance Committee provides the search firm with the criteria for the nominees as described above.

The Nominating and Governance Committee believes that the current composition of our Board of Directors provides a complementary mix of skills, experience, and backgrounds that are important in governing the Company. The Nominating and Governance Committee will continue to evaluate the Board of Directors' composition on a periodic basis to ensure it reflects the appropriate mix of the foregoing and other factors.

The Nominating and Governance Committee will consider persons recommended by stockholders to become nominees for election as directors in accordance with the foregoing and other criteria set forth in our Nominating and Governance Committee Charter, which is available on our website as described above. Recommendations for consideration by the Nominating and Governance Committee should be sent to our Corporate Secretary in writing, together with appropriate biographical information concerning each proposed nominee. Our By-Laws also set forth certain requirements for stockholders wishing to nominate director candidates directly for consideration by the stockholders. With respect to an election of directors to be held at an annual meeting, a stockholder must, among other things, give notice of an intent to make such a nomination to our Corporate Secretary in advance of the meeting in compliance with the terms and within the time period specified in our By-Laws. Pursuant to our By-Laws, a stockholder must give a written notice of intent to our Corporate Secretary not less than 45 days and not more than 75 days prior to the first anniversary of the date on which we first mailed our proxy materials for the preceding year's annual meeting of stockholders (subject to certain exceptions if the annual meeting is advanced or delayed a certain number of days).

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, executive officers, and any person beneficially owning more than 10% of our common stock to file reports concerning their ownership of our equity securities with the SEC. Based solely on a review of the forms filed electronically with the SEC during Fiscal 2024 and on written representations that no Form 5 was required to be filed, we believe that, during Fiscal 2024, all of our directors, executive officers, and persons who beneficially owned more than 10% of our common stock timely complied with the Section 16(a) filing requirements, except for one inadvertent late filing of a Form 4 by Mr. Diamond filed on February 14, 2024 reporting transactions that occurred on January 27, 2024.

ITEM 11. EXECUTIVE COMPENSATION

Summary Compensation Table for Fiscal 2024 and 2023

The following table sets forth certain information concerning the compensation earned for 2024 and 2023 by (i) our Chief Executive Officer of Hudson Global, Inc., (ii) our Global Chief Executive Officer, Hudson RPO Holdings LLC, and (iii) Chief Financial Officer of Hudson Global, Inc. Because only three individuals served as our executive officers of the Company at any time during the year ended December 31, 2024, we only have three named executive officers. The persons named in the table are also referred to in this Form 10-K/A as the "named executive officers."

Name and Principal Position	Year	Salary	Stock Awards [5]	Option Awards [6]	Non-Equity Incentive Plan Compensation [4]	All Other Compensation [7]	Total
Jeffrey E. Eberwein, Chief Executive Officer [1]	2024	$ 400,000	$ —	$ —	$ —	$ 10,350 [8]	$ 410,350
	2023	$ 400,000	$ —	$ —	$ —	$ 9,900 [8]	$ 409,900
Matthew K. Diamond, Chief Financial Officer [2]	2024	$ 250,000	$ 100,011	$ —	$ 50,000	$ 9,002 [8]	$ 409,013
	2023	$ 250,000	$ —	$ —	$ —	$ 9,501 [8]	$ 259,501
Jacob "Jake" Zabkowicz, Chief Executive Officer of Hudson RPO [3]	2024	$ 400,000	$ 1,000,000	$ —	$ 350,000	$ 10,350 [8]	$ 1,760,350
	2023	$ 51,515	$ 1,000,013	$ —	$ 470,000	$ 833 [8]	$ 1,522,361

(1) Mr. Eberwein was appointed as Chief Executive Officer (principal executive officer) of Hudson Global Inc. by the Board of Directors on April 1, 2018.

(2) Mr. Diamond was appointed as Chief Financial Officer (principal financial officer) of Hudson Global Inc. by the Board of Directors on December 10, 2019, effective as of January 1, 2020. Mr. Diamond previously served as the Company's Vice President of Finance since January 2019 and was appointed principal financial officer on June 30, 2019.

(3) Mr. Zabkowicz was appointed as Chief Executive Officer of Hudson RPO by the Board of Directors on November 15, 2023.

(4) Represents amounts earned in the years shown, which may be paid subsequent to each respective year end. Mr. Zabkowicz received a one-time starting bonus of $470,000 in 2023, which is earned over a three-year period and is subject to repayment under certain circumstances.

(5) The dollar amount shown reflects the aggregate grant date fair value calculated in accordance with FASB ASC Topic 718 (excluding the effect of estimated forfeitures) for all awards of restricted stock units granted for the relevant fiscal year.

(6) The dollar amount shown reflects the aggregate grant date fair value calculated in accordance with FASB ASC Topic 718 (excluding the effect of estimated forfeitures) for all awards of stock options granted during the relevant fiscal year.

(7) Certain personal benefits we provided to the named executive officers are not included in the table because the aggregate amount of such personal benefits for each named executive officer was less than $10,000.

(8) Consists only of our matching contributions under our 401(k) Savings Plan.

Disclosure Regarding Summary Compensation Table

Executive Employment Agreements

Jeffrey E. Eberwein Employment Agreement

We have an Executive Employment Agreement with our Chief Executive Officer, Jeffrey E. Eberwein. This agreement was designed to provide reasonable financial security (in general, not exceeding one year's salary and target bonus) to our executive officer in the event of certain kinds of separation from our Company, while providing our Company with appropriate releases from potential claims and commitments not to solicit our clients or employees during a set period.

The Executive Employment Agreement entitles Mr. Eberwein to:

- an annual base salary in the amount of at least $400,000 for Mr. Eberwein;
- eligibility to receive an annual cash bonus as provided in our Senior Management Bonus Plan (equal to 25% of base salary for Mr. Eberwein);
- eligibility to receive a grant of equity of our Company under our Senior Management Bonus Plan (117.5% of base salary for Mr. Eberwein);
- four weeks of vacation per year;
- severance and health and dental benefits upon termination or non-renewal of employment;
- severance and health and dental benefits upon a termination of employment after a change in control of our Company; and
- other benefits of employment comparable to other senior management of our Company.

Upon a termination of the employment of Mr. Eberwein after a change in control of our Company, if any portion of the executive's termination payment would constitute an "excess parachute payment," then the termination payment made to the executive will either be made in full or made in the greatest amount such that no portion of the termination payment would be subject to the excise tax, whichever results in the receipt by the executive of the greatest benefit on an after-tax basis. In connection with entering into the employment agreement, Mr. Eberwein executed a Confidentiality, Non-solicitation and Work Product Assignment Agreement with us.

We have the right to terminate Mr. Eberwein's employment at any time, subject to the provisions of the Executive Employment Agreements described below under "Potential Payments Upon Termination or Change-in-Control—Executive Employment Agreements."

Jacob "Jake" Zabkowicz Employment Agreement

In connection with his appointment, Hudson RPO entered into an employment agreement (the "Employment Agreement") with Mr. Zabkowicz, effective as of November 15, 2023, setting forth the terms of his employment and compensation. The initial term of the Employment Agreement is three years, renewing automatically for additional one-year terms unless either party delivers notice of non-renewal at least 30 days prior to the expiration of the then-current term.

Pursuant to the Employment Agreement, Mr. Zabkowicz received a one-time starting bonus of $470,000 (the "Starting Bonus") and is entitled to receive: (i) an annual base salary of $400,000 ("Base Salary"); (ii) a target annual cash bonus of up to $400,000 (the "EBITDA Bonus"), contingent on the achievement of certain performance goals, commencing with the fiscal year ended December 31, 2024 (and which bonus is deemed at least 50% earned for fiscal year 2024 pursuant to the Employment Agreement); (iii) a target annual cash bonus of up to $300,000 (the "Net Revenue Bonus"), contingent on the achievement of certain performance goals, commencing with the fiscal year ended December 31, 2024 (and which bonus is deemed at least 50% earned for fiscal year 2024 pursuant to the Employment Agreement); and (iv) an equity award of restricted stock units ("RSUs") with a grant date fair market value of $1,000,000, subject to vesting in equal annual installments over a three-year period (the "Executive RSU Grant").

The Employment Agreement further provides that an additional grant of RSUs shall be made on each of the one- and two-year anniversaries of November 15, 2023, with each such grant to be made on the same terms as the Executive RSU Grant, provided Mr. Zabkowicz remains employed as of each such anniversary. The RSUs are subject to the terms and conditions of the Hudson Global, Inc. 2009 Incentive Stock and Awards Plan (as amended, the "Plan") and a customary award agreement to be delivered in accordance with the Plan. The Starting Bonus is subject to repayment by Mr. Zabkowicz if he resigns or is terminated for cause prior to the third anniversary of November 15, 2023, with such repayment obligation to be reduced in equal annual tranches until such anniversary.

Employment Offer Letter with Matthew K. Diamond

In connection with Mr. Diamond's employment, the Company entered into an offer letter with Mr. Diamond on December 18, 2018, which provides that Mr. Diamond is entitled to receive an annualized base salary of $200,000, payable in regular installments in accordance with the Company's general payroll practices. This amount was increased to $225,000 effective January 1, 2020, in connection with Mr. Diamond's appointment as Chief Financial Officer and was subsequently increased by the Compensation Committee to $250,000 effective April 1, 2022. Mr. Diamond is also eligible for a Corporate non-guaranteed potential target incentive of 35% of his annualized base salary and a grant of equity as determined by the Compensation Committee. Effective March 11, 2024, Mr. Diamond's non-guaranteed potential target incentive was increased to 40% of his annualized base salary. Mr. Diamond's employment can be terminated at will. Mr. Diamond is also entitled to vacation and other employee benefits in accordance with the Company's policies.

Incentive Compensation Program

Our Compensation Committee annually sets bonus performance targets to help drive growth in our financial performance year-over-year. Effective March 31, 2023, the Compensation Committee (the "Committee") of the Board of Directors of the Company approved an incentive compensation plan (the "20232 CEO/CFO Incentive Compensation Plan") for the Company's Chief Executive Officer, Jeffrey E. Eberwein, and Chief Financial Officer, Matthew K. Diamond, for the year ending December 31, 2023. The 2023 CEO/CFO Incentive Compensation Plan is designed to award such officers for achieving certain corporate objectives and provides for both equity and cash incentive opportunities. Pursuant to the 2023 CEO/CFO Incentive Compensation Plan, the Committee set the target cash opportunity for Mr. Eberwein and Mr. Diamond at $100,000 and $87,500, respectively, and the target restricted stock unit opportunity at $470,000 and $150,000, respectively. Payouts under the 2023 CEO/CFO Incentive Compensation Plan were based upon whether the Company in 2023 achieved EBITDA exceeding certain specified amounts. The Committee also approved the 2023 Incentive Compensation Plan for other executives of the Company, which is designed to award such executives for achieving certain group and division objectives and provides for both equity and cash incentive opportunities. As a result of our Adjusted EBITDA performance relative to the 2023 bonus targets, no bonuses were paid and no restricted stock units were awarded to Mr. Eberwein and Mr. Diamond.

Effective March 11, 2024, the Compensation Committee of the Board of Directors of the Company approved an incentive compensation plan (the "2024 CEO/CFO Incentive Compensation Plan" for the Company's Chief Executive Officer, Jeffrey E. Eberwein, and Chief Financial Officer, Matthew K. Diamond, for the year ending December 31, 2024. Pursuant to the 2024 CEO/CFO Incentive Compensation Plan, the Committee set the target cash opportunity for each of Mr. Eberwein and Mr. Diamond at $100,000, and the target restricted stock unit opportunity at $470,000 and $150,000 for Mr. Eberwein and Mr. Diamond, respectively. Payouts under the 2024 CEO/CFO Incentive Compensation Plan were based upon whether the Company in 2024 achieved EBITDA exceeding certain specified amounts. The Committee also approved the 2024 Incentive Compensation Plan for other executives of the Company, which is designed to award such executives for achieving certain group and division objectives and provides for both equity and cash incentive opportunities. As a result of our Adjusted EBITDA performance relative to the 2024 bonus targets, no bonuses were paid under the 2024 CEO/CFO Incentive Compensation Plan and no restricted stock units were awarded to Mr. Eberwein and Mr. Diamond thereunder.

On May 29, 2024 (the "Grant Date"), the Board of Directors, based on the recommendation of the Compensation Committee of the Board, approved the following discretionary awards to Matthew Diamond, Chief Financial Officer of the Company: (i) a cash bonus payment in the amount of $50,000 in recognition of Mr. Diamond's recent strategic value contributions to the Company; and (ii) a grant of 6,290 restricted stock units.

Restricted Stock Units

The grants of restricted stock units made to our named executive officers vest based on performance conditions and service time conditions, as described below in Footnote 1 under "Outstanding Equity Awards at December 31, 2024." See "Potential Payments Upon Termination or Change-in-Control—Restricted Stock Agreements" for a description of the terms of the restricted stock units triggered upon a termination of the employment of a named executive officer or a change in control of our Company.

Stock Ownership Guidelines

The Board of Directors has established a Stock Ownership Policy for senior management, including our named executive officers, and it is intended to further align the interests of management and stockholders. Under the Stock Ownership Policy, executives, other than the Chief Executive Officer, are required to own shares of our common stock with a value equal to at least one time their respective base salaries. The Chief Executive Officer must own shares of our common stock with a value equal to at least two times his annual base salary. An executive must satisfy the ownership requirements within five years of the date of the executive's appointment to a position covered by the Stock Ownership Policy. Stock ownership can consist of shares owned directly by the executive, vested restricted shares, deferred shares, shares in the executive's 401(k) account, and shares owned through the Employee Stock Purchase Plan. Vested and unvested stock options, unvested restricted stock units, and unvested restricted shares will not apply to the ownership level. The value of our common stock held by executives is measured annually using the greater of the value of our common stock on the date when the shares were vested or purchased and the value of our common stock as of December 31 of the applicable year. Once the value of an executive's shares reaches the required market value, the executive will be deemed to have met the stock ownership requirements and must retain only the number of shares that were required to meet the stock ownership requirements as of the date the executive first met the requirements. As of December 31, 2024, the last measurement date for compliance with the Stock Ownership Policy, the named executive officers continuing in office had not met their respective stock ownership requirements, but were on track to do so within the five-year prescribed period. No named executive officer who had not met their stock ownership requirement sold shares or exercised options during 2024.

Benefits

We provide our employees with customary health care benefits and offer a defined contribution plan (401(k) plan) in lieu of a pension plan to eligible employees, including our named executive officers, who, if they meet the plan eligibility requirements, may elect to participate. Under our 401(k) plan, we have the discretion to make a matching contribution at the end of each plan year to each participant's account in an amount up to 50% of the participant's salary reduction contributions for the plan year, taking into account salary reduction contributions between 1% and 6% of the participant's eligible compensation. Other than these savings programs, we provide no retirement benefits to employees or supplemental retirement benefits to our executive officers.

Perquisites

We provide no perquisites to our named executive officers as a group, and in 2024, we did not provide perquisites in an aggregate amount greater than $10,000 to any individual named executive officer.

Impact of Tax Treatment on Compensation

As a result of changes made by the Tax Cuts and Jobs Act, starting with compensation paid in 2018, Section 162(m) of the Internal Revenue Code will limit us from deducting compensation, including performance-based compensation, in excess of $1 million paid to certain executive officers such as the chief executive officer, chief financial officer, or anyone who is among the three most highly compensated executive officers for any fiscal year. The only exception to this rule is for compensation that is paid pursuant to a binding contract in effect on November 2, 2017 that would have otherwise been deductible under the prior Section 162(m) rules.

In addition, Section 409A of the Internal Revenue Code provides, among other things, rules for when compensation may be deferred and when, if deferred, it may be paid. Our compensation plans and agreements are intended to be compliant with Section 409A.

Outstanding Equity Awards at December 31, 2024

The following table sets forth information on outstanding restricted stock unit awards held by the named executive officers at December 31, 2024, including the restricted stock units that have not vested based on the closing market price for our common stock on December 31, 2024, the last business day of our fiscal year, of $13.05. No stock options or restricted stock were held by the named executive officers at December 31, 2024.

		Stock Awards		
Name	Grant Date	Number of Shares of Stock That Have Not Vested		Market Value of Shares of Stock That Have Not Vested
Jeffrey Eberwein [4]	03/07/2022	2,045	[1]	$ 26,687
Jacob “Jake” Zabkowicz [5]	11/15/2023	43,620	[2]	$ 569,241
	11/15/2024	70,373	[2]	$ 918,368
		113,993		$ 1,487,609
Matthew K. Diamond [5]	03/07/2022	1,327	[1]	$ 17,317
	05/29/2024	6,290	[3]	$ 82,085
		7,617		$ 99,402

(1) Represents RSUs awarded on March 7, 2022, which vest over a three-year period. The RSUs were subject to performance conditions for the year ended December 31, 2022, which have all been satisfied. The remaining unvested restricted stock units are scheduled to vest on March 7, 2025.

(2) The restricted stock units awarded to Mr. Zabkowicz on November 15, 2023 and November 15, 2024, were granted pursuant to his Employment Agreement.

(3) Represents RSUs awarded on May 29, 2024, which vest over a three-year period.

(4) The shares of restricted stock units granted to Mr. Eberwein on March 7, 2022 will not be issued until up to 90 days after Mr. Eberwein ceases service to the Company. 66.6% of the restricted stock units granted vest on the first anniversary of the grant date, and 16.7% of the restricted stock units granted vest on the second and third anniversaries of the grant date.

(5) 33% of the restricted stock units granted vest on the first and second anniversaries of the grant date, and 34% of the restricted stock units granted vest on the third anniversary of the grant date.

Potential Payments Upon Termination or Change-in-Control

We have entered into agreements and maintain plans that require us to provide compensation to the named executive officers in the event of a termination of employment or a change in control of our Company. These agreements provide that a change in control of our Company will occur if, among other things, our stockholders approve the sale of substantially all of our assets.

The estimated amount of compensation payable to Mr. Eberwein in the event of a termination of employment or a change in control of our Company is listed in the table below, assuming that the termination and/or change in control of our Company occurred at December 31, 2024, the last business day of our fiscal year, and that our common stock is valued at $13.05, the closing market price for our common stock on December 31, 2024. Descriptions of the circumstances that would trigger payments or the provision of other benefits to these named executive officers, how such payments and benefits are determined under the circumstances, material conditions and obligations applicable to the receipt of payments or benefits and other material factors regarding such agreements and plans, and other material assumptions that we have made in calculating the estimated compensation, follow these tables.

Payments and Benefits to Jeffrey E. Eberwein [1]

	Termination by Company for Cause or by Executive	Termination by Company Without Cause or by Executive for Good Reason	Death	Disability	Change in Control	Change in Control and Termination by Company Without Cause or by Executive for Good Reason
Severance	$ —	$ 400,000	$ —	$ —	$ —	$ 500,000
Health and Dental Insurance	$ —	$ —	$ —	$ —	$ —	$ —
Advisor Fees	$ —	$ —	$ —	$ —	$ —	$ —
Vesting of Restricted Stock Units	$ —	$ 26,687	$ 26,687	$ —	$ —	$ 26,687
Vesting of Stock Options	$ —	$ —	$ —	$ —	$ —	$ —
Total	$ —	$ 426,687	$ 26,687	$ —	$ —	$ 526,687

(1) The amounts set forth in the table above for Mr. Eberwein assume that: (i) for purposes of determining whether any excise tax is triggered, we would be able to overcome any presumption that restricted stock unit grants in 2018 were made in contemplation of a change in control pursuant to regulations issued under the Internal Revenue Code; and (ii) legal and accounting advisor fees are the maximum possible under the Executive Employment Agreements.

Payments and Benefits to Jacob "Jake" Zabkowicz

	Termination by Company for Cause or by Executive	Termination by Company Without Cause or by Executive for Good Reason [1]	Death	Disability	Change in Control	Change in Control and Termination by Company Without Cause or by Executive for Good Reason [1]
Severance	$ —	$ 600,000	$ —	$ —	$ —	$ 600,000
Health and Dental Insurance	$ —	$ —	$ —	$ —	$ —	$ —
Advisor Fees	$ —	$ —	$ —	$ —	$ —	$ —
Vesting of Restricted Stock Units	$ —	$ 2,487,609	$ 1,487,609	$ —	$ —	$ 2,487,609
Vesting of Stock Options	$ —	$ —	$ —	$ —	$ —	$ —
Total	$ —	$ 3,087,609	$ 1,487,609	$ —	$ —	$ 3,087,609

(1) The amounts set forth in the table above for Mr. Zabkowicz assume that: (i) any RSUs described in the Employment Agreement which have not yet been granted under the Awards Plan as of the date of termination shall be deemed granted and fully vested, (ii) any RSUs described in the Employment Agreement that have already been granted under the Awards Plan as of the date of termination that remain unvested shall be deemed fully vested; and (iii) the equivalent of 1.5x of the executive's base salary shall be payable in equal installments commencing on the first regular pay day after the termination of the Executive's employment with the Company and on each regular pay day thereafter through the 18-month anniversary of the termination.

Payments and Benefits to Matthew K. Diamond

	Termination by Company for Cause or by Executive	Termination by Company Without Cause or by Executive for Good Reason	Death	Disability	Change in Control	Change in Control and Termination by Company Without Cause or by Executive for Good Reason
Severance	$ —	$ —	$ —	$ —	$ —	$ —
Health and Dental Insurance	$ —	$ —	$ —	$ —	$ —	$ —
Advisor Fees	$ —	$ —	$ —	$ —	$ —	$ —
Vesting of Restricted Stock Units	$ —	$ —	$ 99,402	$ —	$ —	$ 99,402
Vesting of Stock Options	$ —	$ —	$ —	$ —	$ —	$ —
Total	$ —	$ —	$ 99,402	$ —	$ —	$ 99,402

Executive Employment Agreements

Jeffrey E. Eberwein

Our Executive Employment Agreement with Mr. Eberwein includes provisions pursuant to which Mr. Eberwein is entitled to the following severance and other payments upon his termination.

If Mr. Eberwein dies during the term of the Executive Employment Agreement, if we terminate Mr. Eberwein's employment as a result of a disability or for cause, or if he voluntarily terminates employment with us, then we will have no further obligation to Mr. Eberwein or his estate, except to pay base salary earned through the date of death or termination. "Disability" is defined in Mr. Eberwein's employment agreement to mean the inability to perform his essential job duties and responsibilities due to mental or physical disability for a total of twelve weeks, whether consecutive or not, during any rolling twelve-month period.

If we terminate Mr. Eberwein's employment without cause or do not renew his employment agreement then, subject to his executing our then-current form of general release agreement, Mr. Eberwein will be entitled to receive (i) base salary earned through the date of termination, (ii) a severance payment equal to his then-current base salary for a period of up to twelve months following such termination made in equal installments on our regular pay dates, and (iii) our portion of the premiums for providing continued health and dental insurance benefits to Mr. Eberwein for up to twelve months after termination (with only Mr. Eberwein's portion of such premiums being deducted from his severance payment). The severance payment, plus accrued interest, would not be paid to Mr. Eberwein until six months after his termination, unless the severance payment is less than a certain amount, as prescribed by statute. "Cause" is defined in Mr. Eberwein's employment agreement to mean: (i) the willful failure of Mr. Eberwein to perform his duties and obligations in any material respect, which failure is not cured within 30 days after receipt of written notice of such failure; (ii) intentional acts of dishonesty or willful misconduct by Mr. Eberwein with respect to the Company; (iii) conviction of a felony or violation of any law involving dishonesty, disloyalty or fraud, or a pleading of guilty or nolo contendere to such charge; (iv) repeated refusal to perform the reasonable and legal instructions of our Board of Directors; (v) any material breach of the agreement or the Confidentiality, Non-Solicitation and Work Product Assignment Agreement that Mr. Eberwein entered into with the Company; (vi) failure to confirm compliance with our Code of Business Conduct and Ethics after ten days' written notice requesting confirmation; or (vii) any violation of the terms, including any non-competition, non-disclosure, non-solicitation or confidentiality provisions, of any written or oral agreement, arrangement or understanding to which Mr. Eberwein is a party or by which he is bound, other than his agreements with the Company.

After a change in control of our Company, if Mr. Eberwein's employment is terminated by us other than by reason of death, disability or for cause or by Mr. Eberwein for good reason, then he would be entitled to a lump-sum severance payment equal to his annual base salary immediately prior to termination, and his target annual bonus under our Senior Management Bonus Plan for the year in which the termination occurs, plus health and dental insurance benefits for a period of up to twelve months after termination. The Executive Employment Agreement provides that, upon a termination of employment after a change in control of our Company, if any portion of Mr. Eberwein's termination payment would constitute an "excess parachute payment," then the termination payment made to him would either be delivered in full or delivered in the greatest

amount such that no portion of the termination payment would be subject to the excise tax, whichever results in the receipt by Mr. Eberwein of the greatest benefit on an after-tax basis. The Executive Employment Agreement does not provide for an excise tax gross-up payment. A "change in control" is defined in Mr. Eberwein's employment agreement to mean: (i) the consummation of a consolidation, merger, share exchange or reorganization involving the Company, except for certain transactions that do not result in another person acquiring control of the Company; (ii) our stockholders approving a plan of complete liquidation or dissolution of us or an agreement for the sale of substantially all of our assets, other than sale of substantially all of our assets to an entity at least 75% of the combined voting power of the voting securities of which are owned by our stockholders in substantially the same proportions as their ownership immediately prior to such sale; (iii) any person, with certain exceptions, is or becomes the beneficial owner of our securities representing more than 20% of our outstanding shares of common stock or combined voting power of our outstanding voting securities; or (iv) individuals who were directors as of the date of the agreement and any new director whose appointment or election was approved or recommended by a vote of at least two-thirds of the directors then in office who were either directors on the date of agreement or whose appointment or election was previously so approved or recommended cease to constitute a majority of our directors.

Jacob "Jake" Zabkowicz

Our Employment Agreement with Mr. Zabkowicz provides that Mr. Zabkowicz is entitled to the following severance and other payments upon his termination.

If Mr. Zabkowicz dies or becomes disabled during the term of his Employment Agreement, he will be entitled to receive the portion of his base salary and other compensation and benefits (including bonus amounts pro-rated through the date of termination and assuming 100% achievement of the target bonus) earned but unpaid through the date of his termination (collectively, the "Accrued Amounts"). "Disability" is defined as his inability to perform his essential job duties and responsibilities due to mental or physical disability for a total of twelve weeks, whether consecutive or not, during any rolling twelve-month period.

If Mr. Zabkowicz is terminated without cause, his Employment Agreement is not renewed in accordance with its terms or he resigns with good reason, in addition to his entitlement to the Accrued Amounts, subject to his execution of a release, waiver and covenant not to sue in favor of the Company, he will be entitled to receive a pro-rata portion of the EBITDA Bonus and Net Revenue Bonus for the fiscal year during which the termination occurs, calculated based on 100% achievement of targets; provided that there would be no proration applied should his termination occur in fiscal year 2024. Subject to execution of the aforementioned release, he would also receive (i) the deemed grant of RSUs required to be granted to him pursuant to his Employment Agreement and immediate vesting in full of all unvested RSUs, (ii) the equivalent of 1.5x base salary payable in equal monthly installments through the 18-month anniversary of the termination and (iii) reimbursement for COBRA premiums, if applicable. "Good Reason" is defined in the Employment Agreement as (i) any changes in his authority, duties and responsibilities which would result in him no longer serving as Global CEO, Hudson RPO, (ii) any material reduction in compensation or benefits, subject to certain exceptions or (iii) a material breach of his Employment Agreement by Hudson RPO Holdings LLC.

If Mr. Zabkowicz is terminated for cause, he shall only be entitled to receive the Accrued Amounts. "Cause" is defined as (i) the willful failure of Mr. Zabkowicz to perform his duties and obligations in any material respect, which failure is not cured within 30 days after receipt of written notice of such failure; (ii) intentional acts of dishonesty or willful misconduct by Mr. Zabkowicz with respect to the Company; (iii) conviction of a felony or violation of any law involving dishonesty, disloyalty or fraud, or a pleading of guilty or nolo contendere to such charge; (iv) repeated refusal to perform the reasonable and legal instructions of our Board of Directors; (v) any material breach of the agreement or the Confidentiality, Non-Solicitation and Work Product Assignment Agreement that Mr. Zabkowicz entered into with the Company; (vi) failure to confirm compliance with our Code of Business Conduct and Ethics after ten days' written notice requesting confirmation; or (vii) any violation of the terms, including any non-competition, non-disclosure, non-solicitation or confidentiality provisions, of any written or oral agreement, arrangement or understanding to which Mr. Zabkowicz is a party or by which he is bound, other than his agreements with the Company.

Restricted Stock Agreements

When we make grants of restricted stock to our executive officers, including the named executive officers, we enter into Restricted Stock Agreements with such executive officers that contain provisions that are triggered upon a termination of an executive officer or a change in control of our Company.

If an executive officer's employment or service with us is terminated for any reason other than death, then the shares of restricted stock that have not yet become fully vested will automatically be forfeited.

If the executive officer's employment terminates by reason of the executive officer's death, then the shares of restricted stock that have not yet become fully vested as a result of a service vesting condition not being satisfied will automatically become fully vested and the restrictions imposed upon the restricted stock will immediately lapse, but only if and to the extent that the performance vesting conditions shall have been achieved on or prior to the date of such termination of employment.

For awards of restricted stock granted before November 6, 2015, effective upon a change in control of our Company, if the executive is employed by us or an affiliate of ours immediately prior to the date of such change in control, the shares of restricted stock will fully vest and the restrictions imposed upon the restricted stock will be immediately deemed to have lapsed. For awards of restricted stock granted beginning on November 6, 2015, effective upon a change in control of our Company, if the executive is employed by us or an affiliate of ours immediately prior to the date of such change in control and is subsequently terminated within 12 months following the date of such change in control, the shares of restricted stock will fully vest and the restrictions imposed upon the restricted stock will be immediately deemed to have lapsed. "Change in control" in the Restricted Stock Agreements has the same meaning as discussed under "Executive Employment Agreements."

As a condition to the grant of the restricted stock, the Restricted Stock Agreements provide that the executive officer will agree to keep our confidential information confidential during and after employment and to return such information to us upon termination of employment, not to solicit for one year clients to whom we provided services during the twelve months preceding the date of the executive officer's termination and not to solicit or hire for one year any individual we employed as of the date of the executive officer's termination.

No restricted stock was held by our named executive officers at December 31, 2024.

Restricted Stock Unit Agreements

When we make grants of restricted stock units to our executive officers, including the named executive officers, we enter into Restricted Stock Unit Agreements with such executive officers that contain provisions that are triggered upon a termination of an executive officer or a change in control of our Company.

If an executive officer's employment or service with us is terminated for any reason other than death, then the restricted stock units that have not yet become fully vested will automatically be forfeited.

If the executive officer's employment terminates by reason of the executive officer's death, then the restricted stock units that have not yet become fully vested as a result of a service vesting condition not being satisfied will automatically become fully vested and the restrictions imposed upon the restricted stock units will immediately lapse, but only if and to the extent that the performance vesting conditions shall have been achieved on or prior to the date of such termination of employment.

For awards of restricted stock units granted beginning on March 10, 2016, effective upon a change in control of our Company, if the executive is employed by us or an affiliate of ours immediately prior to the date of such change in control and is subsequently terminated within 12 months following the date of such change in control, the restricted stock units will fully vest and the restrictions imposed upon the restricted stock units will be immediately deemed to have lapsed. "Change in control" in the Restricted Stock Units Agreements has the same meaning set forth previously under "Executive Employment Agreements."

The restricted stock units set forth in the tables above include the value attributable to unvested restricted stock units held by our named executive officers, valued at the closing market price of our common stock on December 31, 2024, the last business day of our 2024 fiscal year.

As a condition to the grant of the restricted stock units, the Restricted Stock Units Agreements provide that the executive officer will agree to keep our confidential information confidential during and after employment and to return such information to us upon termination of employment, not to solicit for one year clients to whom we provided services during the twelve months preceding the date of the executive officer's termination and not to solicit or hire for one year any individual we employed as of the date of the executive officer's termination.

Stock Option Agreements

No stock options were granted to employees in 2024, and no stock options were held by our named executive officers at December 31, 2024.

Compensation of Non-Employee Directors for Fiscal 2024

The following table sets forth information regarding the compensation received by each of our directors during 2024, other than Mr. Eberwein who did not receive any compensation for serving as a director and whose compensation as an executive officer is set forth above under "Executive Compensation – Summary Compensation Table".

Name	Fees Earned or Paid in Cash	Stock Awards [1]	Option Awards [2]	Total
Mimi K. Drake	$ —	$ 126,536	$ —	$ 126,536
Connia M. Nelson	$ —	$ 106,563	$ —	$ 106,563
Robert G. Pearse	$ —	$ 120,038	$ —	$ 120,038

(1) The dollar amount shown reflects the aggregate grant date fair value calculated in accordance with FASB ASC Topic 718 for all awards of share units granted during the fiscal year under our Director Deferred Share Plan. Assumptions used in the calculation of these amounts are included in Note 5 to the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024.

(2) There were no outstanding stock options for any of our directors as of December 31, 2024.

Retainer and Meeting Fees

Each non-employee director is entitled to receive an annual retainer of $25,000 paid in quarterly installments. The Chairs of the Audit Committee, Compensation Committee, and Nominating and Governance Committee receive an additional annual retainer of $25,000, $10,000, and $5,000, respectively, paid in quarterly installments, for serving as chair of such committee. Each director serving as a member on the Audit Committee, Compensation Committee, and Nominating and Governance Committee receives an annual retainer of $4,000, $2,500, and $2,500, respectively, paid in quarterly installments, for service on such committee. The Board Chair receives an annual fee of $25,000, paid in quarterly installments, for serving as the Chair of our Board of Directors. The annual retainer and the retainer for serving as a Chair of a Board committee are paid in "share units" each pursuant to the "Director Deferred Share Plan" as described below. Also, each non-employee director is entitled to receive $65,000 annually paid in share units as described below under "Director Deferred Share Plan." Additionally, directors are reimbursed for out-of-pocket expenses associated with attending meetings of the Board of Directors and Board committees.

Director Deferred Share Plan

Each quarter, effective seven calendar days following the release of our earnings, the retirement account of each non-employee director is credited under our Director Deferred Share Plan with the applicable number of share units for the quarterly portion of the annual retainer and the quarterly portion of the retainer for serving as a member or Chair of a Board committee. Also, on the date of our annual meeting of stockholders, the retirement account of each non-employee director is credited under the Director Deferred Share Plan with $65,000 of share units. All share units fully vest on the date of grant. All share units are equivalent to one share of our common stock and are payable only in common stock issued under our 2009 Incentive Stock and Awards Plan up to 90 days after a director ceases service as a Board of Directors member. On May 6, 2019, the Compensation Committee determined that directors would receive their annual retainers paid in share units pursuant to the Director Deferred Share Plan rather than in cash.

Stock Options

In October 2015, the Compensation Committee established a new stock option program under our 2009 Incentive Stock and Awards Plan for new non-employee directors. The exercise price for options is the fair market value of a share of our common stock on the date of grant. Options have a term of five years and become exercisable as follows: 50% immediately on the date of grant and 100% upon the first anniversary of the grant date (provided that if our Board of Directors does not designate such individual as a nominee for election as a director at our first annual meeting of stockholders following the grant date, then the remainder of such option that has not yet vested will immediately vest). If a director ceases service on our Board of Directors for any reason other than death, then that portion of the option grant that is exercisable on the date the director ceases service will remain exercisable for a period of two years after such date. If the director's service ceases by reason of the director's death, then the option will remain exercisable by the director's beneficiary for a period of two years after the date of the director's death.

No directors held any outstanding stock options as of December 31, 2024.

Stock Ownership Policy

The Board of Directors considers ownership of our common stock to be an important factor in aligning the interest of our directors with those of our stockholders. Our Board of Directors has established a Stock Ownership Policy for non-employee directors. The Stock Ownership Policy became effective January 1, 2012. Under the Stock Ownership Policy, non-employee directors are required to own shares of our common stock with a market value equal to at least three times the director's then-current annual cash retainer. A director must satisfy the ownership requirements within five years from the date of the director's appointment to the Board of Directors. Stock ownership can consist of shares owned directly by the director and deferred shares, but vested and unvested stock options and unvested restricted shares are not included. The value of our common stock held by directors is measured annually using the greater of the value of our common stock on the date when the shares were vested or purchased and the value of our common stock as of December 31 of the applicable year. Once the value of a director's shares reaches the required market value, the director is deemed to have met the stock ownership requirements and must retain only the number of shares that were required to meet the stock ownership requirements as of the date the director first met the requirements.

Compensation Recovery Policy

In December 2016, our Board of Directors adopted a compensation recovery policy, effective January 1, 2017 and in effect until replaced by the Clawback Policy (as defined below) on November 29, 2023, pursuant to which certain incentive-based compensation received by our executive officers on the basis of financial results that are later restated may be subject to recovery. The incentive-based compensation subject to the policy includes any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a measure that is determined and presented in accordance with the accounting principles used in preparing our financial statements, any measures that are derived wholly or in part from such measures, or stock price or total shareholder return. We intend to amend the policy as and when necessary to reflect applicable changes in law and stock exchange listing standards, including the requirements of the final regulations and listing standards expected to be promulgated pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

On November 29, 2023, our Board of Directors adopted a Hudson Global, Inc. Incentive-Based Compensation Clawback Policy ("Clawback Policy"), which provides for the clawback of certain compensation in the event that the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirements. The Clawback Policy is a supplement to any other clawback policies in effect now or in the future at the Company. The Incentive-Based Compensation subject to clawback is the incentive-based compensation received during the three completed fiscal years immediately preceding the date that the Company is required to prepare an accounting restatement.

Timing of Certain Equity Award Grants

In accordance with Item 402(x) of Regulation S-K, we are providing information regarding our procedures related to the grant of certain equity incentive awards close in time to the release of material non-public information. Though the Company does not have a formal policy regarding the timing of equity incentive compensation, neither the Board of Directors nor the Compensation Committee grants equity awards in anticipation of the release of material nonpublic information, and the Company does not time the release of material nonpublic information based on equity award grant dates. The Company has not granted any stock options or stock appreciation rights in the fiscal year ended December 31, 2024.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plan Information

The following table presents information on the Company's equity compensation plans as of December 31, 2024.

	Number of shares remaining available for future issuance under equity compensation plans
Equity Compensation Plans approved by stockholders:	
2009 Incentive Stock and Awards Plan	52,264 [(1)]
Employee Stock Purchase Plan	11,632 [(2)]
Total	63,896

(1) Excludes 184,065 shares of unvested restricted common stock previously granted under the Hudson Global, Inc. Long Term Incentive Plan and 2009 Incentive Stock and Awards Plan.

(2) The Company suspended the Hudson Global, Inc. Employee Stock Purchase Plan effective January 1, 2009.

Management and Directors

The following table sets forth certain information regarding the beneficial ownership of our common stock as of March 12, 2025 by: (i) each director and nominee for director; (ii) each of the named executive officers named in the Summary Compensation Table set forth above; and (iii) all of the directors, nominees and executive officers as a group. Each of the holders listed below has sole voting and investment power over the shares beneficially owned by such holder. None of the holders listed below have pledged any of their shares as security.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percent of Common Stock Beneficially Owned
Mathew K. Diamond [(1)]	12,074	*
Mimi K. Drake [(2)]	—	*
Jeffrey E. Eberwein [(2)(3)]	274,378	10.0%
Connia M. Nelson [(2)]	—	*
Robert G. Pearse [(2)]	—	*
Jacob "Jake" Zabkowicz [(1)]	14,855	*
All directors, nominees and executive officers as a group (6 persons) [(1)(2)(3)]	301,307	11.0%

* Denotes less than 1%.

(1) Excludes unvested restricted stock units of 113,993 for Jacob "Jake" Zabkowicz and 6,290 for Mathew K. Diamond under our 2009 Incentive Stock and Awards Plan, as amended and restated, which are payable in shares of common stock.

(2) Excludes the following share units under our Director Deferred Share Plan, which are payable only in shares of common stock to directors up to 90 days after ceasing service as a Board of Directors member, and therefore are not considered to be beneficially owned: Mimi K. Drake, 40,319; Jeffrey E. Eberwein, 27,156; Robert G. Pearse, 11,966; Connia M. Nelson, 38,290; and all directors and executive officers as a group, 117,731 shares.

(3) Excludes 118,464 share units under our 2009 Incentive Stock and Awards Plan, as amended and restated, which are unvested and/or payable in shares of common stock up to 90 days following Mr. Eberwein ceasing to provide service to the Company, and therefore are not considered to be beneficially owned.

Other Beneficial Owners

The following table sets forth certain information regarding beneficial ownership by other persons known to us to own more than 5% of our outstanding common stock as of March 12, 2025.

	Amount and Nature of Beneficial Ownership [1]					
	Voting Power		Investment Power			
Name and Address of Beneficial Owner	Sole	Shared	Sole	Shared	Aggregate	Percent of Class
Hotchkis and Wiley Capital [1] Management, LLC 601 South Figueroa St., 39th Floor Los Angeles, CA 90017	269,257	—	334,637	—	334,637	12.2 %
Heartland Advisors, Inc. [2] 789 North Water St., Suite 1200 Milwaukee, WI 53202	—	287,626	—	301,466	301,466	11.0 %
Mink Brook Capital GP LLC [3] 201 Summa Street West Palm Beach, FL 33405	—	243,128	—	243,128	243,128	8.8 %
The Vanguard Group [4] 100 Vanguard Blvd. Malvern, PA 19355	—	—	141,311	1,056	142,367	5.2 %

(1) These amounts represent the number of shares beneficially owned as disclosed in the Schedule 13G/A filed with the SEC on February 13, 2024.

(2) These amounts represent the number of shares beneficially owned as disclosed in the Schedule 13G/A filed with the SEC on February 8, 2024.

(3) These amounts represent the number of shares beneficially owned as disclosed in the Schedule 13G/A filed with the SEC on November 12, 2024.

(4) These amounts represent the number of shares beneficially owned as disclosed in the Schedule 13G filed with the SEC on February 13, 2024.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

Review, Approval or Ratification of Transactions with Related Persons

Our Board of Directors has adopted written policies and procedures regarding related person transactions. For purposes of these policies and procedures:

- a "related person" means any of our directors, executive officers or nominees for director or any of their immediate family members; and
- a "related person transaction" generally is a transaction (including any indebtedness or a guarantee of indebtedness) in which we were or are to be a participant and the amount involved exceeds $120,000, and in which a related person had or will have a direct or indirect material interest.

Each of our executive officers, directors or nominees for director is required to disclose to the Audit Committee certain information relating to related person transactions for review, approval or ratification by the Audit Committee. Disclosure to the Audit Committee should occur before, if possible, or as soon as practicable after the related person transaction is effected, but in any event as soon as practicable after the executive officer, director or nominee for director becomes aware of the related person

transaction. The Audit Committee's decision whether or not to approve or ratify a related person transaction is to be made in light of the Audit Committee's determination that consummation of the transaction is not or was not contrary to our best interests. Any related person transaction must be disclosed to the full Board of Directors.

There have been no related party transactions.

Independence of Members of the Board

Of the four directors currently serving on our Board of Directors, the Board of Directors has determined that Messrs. Pearse and Mses. Drake and Nelson are independent directors under the independence standards of the Nasdaq Global Select Market. The Board of Directors has determined that all of the Compensation Committee and Audit Committee members are independent directors under the independence standards of the Nasdaq Global Select Market and SEC rules, and all of the Nominating and Governance Committee members are independent directors under the independence standards of the Nasdaq Global Select Market.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Audit and Non-Audit Fees

The following table presents fees billed for professional audit services rendered by Wolf & Company, P.C. ("Wolf") for the audit of our annual financial statements for the fiscal year ended December 31, 2024 and December 31, 2023, and fees billed for other services rendered by Wolf in those periods.

	2024	2023
Audit fees [1]	$ 628,000	$ 688,039
Audit-related fees [2]	32,500	39,500
Tax fees [3]	—	13,297
All other fees [4]	—	1,000
Total fees	$ 660,500	$ 741,836

(1) Audit fees consist of the aggregate fees billed for professional services rendered by Wolf for the audit and review of financial statements and services provided in connection with statutory and regulatory filings (domestic and international).
(2) Audit-related fees consist of audit services of our employee benefit plan by Wolf and BDO, as applicable, filed on Form 11-K.
(3) Tax fees consist of professional services rendered by BDO relating to tax studies.
(4) All Other Fees consist of fees for services other than the services reported above.

The Audit Committee has concluded that the provision of the non-audit services listed above was compatible with maintaining the independence of Wolf, and all such services were approved by the Audit Committee.

Pre-Approval Policies and Procedures

The Audit Committee has established a policy regarding pre-approval of the audit and non-audit services performed by the independent registered public accounting firm. The Audit Committee will not approve any service that will impair the independence of the independent registered public accounting firm. The pre-approval policy requires each audit service and each non-audit service in excess of $50,000 performed by the independent registered public accounting firm to receive the specific prior approval of the entire Audit Committee. The Chair of the Audit Committee has authority to approve any non-audit service equal to or less than $50,000, and any subsequent fee adjustments which, in the aggregate for each non-audit service, are equal to or less than $15,000. Only if the cost of any audit or non-audit service exceeds by the greater of ten percent or $5,000 the amount previously approved by the Audit Committee or the Chair of the Audit Committee must the Audit Committee or the Chair of the Audit Committee give prior approval for the additional cost. The Chair of the Audit Committee reports any approvals pursuant to such authority to the Audit Committee at its next scheduled meeting. The Audit Committee's pre-approval policies do not permit the delegation of the Audit Committee's pre-approval responsibilities to management. The independent registered public accounting firm must provide the Audit Committee or the Chair of the Audit Committee with a description of each specific audit or non-audit service to be rendered and detailed documentation for any fee increase requests.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. Financial Statements - See Consolidated Financial Statements at Item 8 of this Annual Report on Form 10-K. Wolf & Company, P.C., Boston, Massachusetts (PCAOB ID #392)

2. Financial Statement Schedules - Supplemental schedules are not provided because of the absence of conditions under which they are required or because the required information is given in the financial statements or notes thereto.

3. Exhibits - The exhibits listed in the accompanying Index of Exhibits are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K.

Exhibit Number	Exhibit Description
(2.1)	Agreement for the Sale and Purchase of the Share Capital of Hudson Belgium NV, December 17, 2017, as amended January 25, 2018, between Hudson Global, Inc., Hudson Highland Group Holdings International, Inc., Value Plus NV and Ivan De Witte and De Witte Comm. V. (incorporated by reference to Annex A to Hudson Global, Inc.'s Definitive Proxy Statement filed February 13, 2018 (File No. 0-50129)).
(2.2)	Share Purchase Agreement, dated December 17, 2017, as amended January 25, 2018, by and among Hudson Global, Inc., Hudson Global Resources AG Zug, Hudson Global Resources Jersey Limited, Hudson Europe BV and Morgan Philips Group SA (incorporated by reference to Annex B to Hudson Global, Inc.'s Definitive Proxy Statement filed February 13, 2018 (File No. 0-50129)).
(2.3)	Share Sale Agreement, dated December 17, 2017, as amended January 25, 2018, by and among Hudson Highland Group Holdings International, Inc., Hudson Global, Inc. and Apache Group Holdings Pty Limited (incorporated by reference to Annex C to Hudson Global, Inc.'s Definitive Proxy Statement filed February 13, 2018 (File No. 0-50129)).
(2.4)	Asset Purchase Agreement, dated as of October 1, 2020, by and among Hudson Global, Inc., Hudson Coit, Inc., Coit Staffing, Inc., Joe Belluomini and Tim Farrelly (incorporated by reference to Exhibit 2.1 to Hudson Global, Inc.'s Current Report on Form 8-K dated October 1, 2020 (File No. 001-38704)).
(2.5)	Membership Interest Purchase Agreement, dated as of October 29, 2021, by and among Hudson Global, Inc., Huston Global Resources Management, Inc. and Daniel Williams (incorporated by reference to Exhibit 2.1 to Hudson Global, Inc.'s Current Report on Form 8-K filed November 2, 2021(File No. 001-38704))
(3.1)	Amended and Restated Certificate of Incorporation of Hudson Global, Inc. (incorporated by reference to Exhibit 3.2 to Hudson Global, Inc.'s Current Report on Form 8-K dated June 15, 2015 (File No. 0-50129)).
(3.2)	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Hudson Global, Inc. (incorporated by reference to Exhibit 3.1 to Hudson Global, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (File No. 001-38704)).
(3.3)	Certificate of Designations of the Board of Directors Establishing the Series and Fixing the Relative Rights and Preferences of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to Hudson Global, Inc.'s Current Report on Form 8-K dated February 2, 2005 (File No. 0-50129)).
(3.4)	Certificate of Designation of Series B Junior Participating Preferred Stock of Hudson Global, Inc. (incorporated by reference to Exhibit 3.1 to Hudson Global, Inc.'s Current Report on Form 8-K dated October 15, 2018 (File No. 0-50129)).
(3.5)	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Hudson Global, Inc. (incorporated by reference to Exhibit 3.1 to Hudson Global, Inc. Current Report on Form 8-K dated June 10, 2019 (File No. 001-38704))
(3.6)	Amended and Restated By-laws of Hudson Global, Inc. (incorporated by reference to Exhibit 3.4 to Hudson Global, Inc.'s Current Report on Form 8-K dated June 15, 2015 (File No. 0-50129)).
(4.1)	Rights Agreement, dated as of October 15, 2018, by and between Hudson Global, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to Hudson Global, Inc.'s Current Report on Form 8-K dated October 15, 2018 (File No. 0-50129)).
(4.2)	Description of Registered Description of Registered Securities.
(4.3)	First Amendment to Rights Agreement, dated as of September 28, 2021, by and between Hudson Global, Inc. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed with the SEC on September 29, 2021).
(4.3)	Second Amendment to Rights Agreement, dated as of June 18, 2024, by and between Hudson Global, Inc. and Computershare Trust Company, N.A. (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed with the SEC on June 21, 2024).

(10.1)*	Hudson Global, Inc. Long Term Incentive Plan, as amended through October 29, 2007 (incorporated by reference to Exhibit 10.1 to Hudson Global, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 0-50129)).
(10.3)*	Form of Hudson Global, Inc. Long Term Incentive Plan Stock Option Agreement (Directors) (incorporated by reference to Exhibit 10.1 to Hudson Global, Inc. Current Report on Form 8-K dated May 11, 2006 (File No. 0-50129)).
(10.5)*	Form of Hudson Global, Inc. 2009 Incentive Stock and Awards Plan Stock Option Agreement (New Non-Employee Directors) (incorporated by reference to Exhibit 10.1 to Hudson Global, Inc.'s Current Report on Form 8-K dated October 2, 2015 (File No. 0-50129)).
(10.8)*	Form of Hudson Global, Inc. 2009 Incentive Stock and Awards Plan Restricted Stock Award Agreement (Executive Officers and Global Leadership Team) for awards made on or after November 6, 2015. (incorporated by reference to Exhibit 10.10 to Hudson Global, Inc.'s Annual Report on Form 10-K dated March 3, 2016 (File No. 0-50129)).
(10.9)*	Form of Hudson Global, Inc. 2009 Incentive Stock and Awards Plan Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 to Hudson Global, Inc.'s Quarterly Report on Form 10-Q dated April 28, 2016 (File No. 0-50129)).
(10.10)*	Summary of Hudson Global, Inc. Compensation for Non-employee Members of the Board of Directors (incorporated by reference to Exhibit 10.13 to Hudson Global, Inc.'s Annual Report on Form 10-K dated March 3, 2016 (File No. 0-50129)).
(10.11)*	Hudson Global, Inc. Amended and Restated Director Deferred Share Plan (incorporated by reference to Exhibit 10.4 to Hudson Global, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (File No. 0-50129)).
(10.23)	Note, dated April 26, 2020, issued by Hudson Global Resources Management, Inc. to First Republic Bank. (incorporated by reference to Exhibit 10.1 to Hudson Global, Inc.'s Current Report on Form 8-K dated April 30, 2020 (File No 001-38704)).
(10.24)*	Hudson Global, Inc. 2009 Incentive Stock and Awards Plan, as Amended and Restated (incorporated by reference to Annex A to the Company's definitive proxy statement filed with the Securities Exchange Commission on Schedule 14A on August 12, 2020 (File No. 001-38704)).
(10.25)	Hudson Global, Inc. 2009 Incentive Stock and Awards Plan, as Amended and Restated (incorporated by reference to Exhibit 10.1 to Hudson Global, Inc.'s Current Report on Form 8-K dated May 20, 2022 (File No. 001-38704).
(10.26)	Employment Agreement, dated October 6, 2023, by and between Hudson Global, Inc. and Jacob "Jake" Zabkowicz.
(14.1)	Hudson Global, Inc. Code of Business Conduct and Ethics, adopted February 18, 2004, as revised May 3, 2021.
(19)**	Hudson Global, Inc. Insider Trading Policy, revised February 6, 2024.
(21)	Subsidiaries of Hudson Global, Inc.
(23.1)	Consent of Wolf & Company, P.C.
(31.1)**	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
(31.2)**	Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.
(32.1)***	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350.
(32.2)***	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350.
(97.1)	Hudson Global, Inc. Incentive-Based Compensation Clawback Policy, dated November 29, 2023 (incorporated by reference to Exhibit 97.1 to Hudson Global, Inc. Annual Report on Form 10K dated March 14, 2024 (File No. 001-38704)).
(101)	The following materials from Hudson Global, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2024 are filed herewith, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations for the years ended December 31, 2024 and 2023, (ii) the Consolidated Statements of Comprehensive Income for the years ended December 31, 2024 and 2023, (iii) the Consolidated Balance Sheets as of December 31, 2024 and 2023, (iv) the Consolidated Statements of Cash Flows for the years ended December 31, 2024 and 2023, (v) the Consolidated Statement of Stockholders' Equity for the years ended December 31, 2024 and 2023, and (vi) Notes to Consolidated Financial Statements.

*	A management contract or compensatory plan or arrangement.
**	Filed herewith.
***	Furnished, not filed.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HUDSON GLOBAL, INC.
(Registrant)

By: /s/ JEFFREY E. EBERWEIN
Jeffrey E. Eberwein
Chief Executive Officer
(Principal Executive Officer)
Date: March 14, 2025

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes and appoints Jeffrey E. Eberwein and Matthew K. Diamond, and each of them, with full power of substitution and resubstitution and full power to act without the other, as his or her true and lawful attorney-in-fact and agent to act in his or her name, place and stead and to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file any and all amendments to this annual report on Form 10-K and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing, ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JEFFREY E. EBERWEIN **Jeffrey E. Eberwein**	Chief Executive Officer and Director (Principal Executive Officer)	March 14, 2025
/s/ MATTHEW K. DIAMOND **Matthew K. Diamond**	Chief Financial Officer (Principal Financial Officer)	March 14, 2025
/s/ MIMI DRAKE **Mimi Drake**	Board Chair	March 14, 2025
/s/ ROBERT G. PEARSE **Robert G. Pearse**	Director	March 14, 2025
/s/ CONNIA NELSON **Connia Nelson**	Director	March 14, 2025

Exhibit 19

HUDSON GLOBAL, INC.
FEDERAL SECURITIES LAW COMPLIANCE POLICY

Your transactions in stock of Hudson Global, Inc. (the "Company") are subject to certain requirements and restrictions under the federal securities laws and under the Company's policies and procedures with respect to transactions involving Company stock, which are summarized in this Federal Securities Law Compliance Policy (the "Policy"). The following discussion is only a guide and is not intended to be a comprehensive review of the applicable federal securities laws. The Company and its counsel encourage questions about the subject matter of this Policy, and you may direct them to the Company's Chief Executive Officer.

The Securities and Exchange Commission ("SEC") and the courts have significant powers to sanction and impose penalties for violations of the federal securities laws. Therefore, it is important that you fully understand your responsibilities to comply with the federal securities laws. After reading this Policy carefully and as a condition of your employment, you will be asked by the Company to execute the Certificate attached as Appendix A.

1. INSIDER TRADING PROHIBITION

A. **Insider Trading Restrictions**. The federal securities laws prohibit directors, officers, employees and agents of the Company from purchasing or selling Company stock while aware of material nonpublic information about the Company or the market for Company stock. These restrictions also apply to your spouse, children and relatives who share your home and certain entities affiliated with you (for example, certain trusts, partnerships and corporations).

Directors and employees are prohibited from engaging in any of the following types of transactions with respect to the Company's securities: (i) short sales, including short sales "against the box", (ii) purchases or sales of puts, calls, or other derivative securities or (iii) purchases of financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) or other similar transactions that directly hedge or offset, or are designed to directly hedge or offset, any decrease in the market value of Company securities.

In addition, any director, officer, employee or agent of the Company who has access to material nonpublic information must exercise the utmost caution in preserving the confidentiality of that information within the Company. "Tipping" or communicating material nonpublic information to a third party is also considered a violation of the insider trading laws, and the "tipper" will be equally liable with the "tippee" for the illegal trading profit gained by the tippee, even if the tipper did not trade and did not profit from the tippee's trading.

B. **Material Nonpublic Information**. "Material information" generally means information that a reasonable investor would consider important in making a decision of a person to buy, sell or hold Company stock. Any information about the Company, the disclosure of which would cause the Company's stock price to decrease or increase, is probably material information. Some examples of information that typically would be considered material include:

- earnings information (favorable or unfavorable), including annual, quarterly or monthly financial results and guidance or projections relating to future earnings performance;

- mergers, tender offers, joint ventures or material acquisitions or dispositions of assets;
- new products or services, or developments regarding clients or suppliers (e.g., the acquisition or loss of an important contract);
- changes in control of the Company or in management of the Company;
- a change in auditors or an auditor notification that the Company may no longer rely on an auditor's audit report;
- events regarding the Company's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits, changes in dividend policy, changes to the rights of security holders, financing transactions or public or private offerings of securities);
- pending significant litigation or a change in the status of litigation; and
- bankruptcies or receiverships involving the Company or parties with whom the Company has a material relationship.

Either positive or adverse information may be material. Since the question of "materiality" is determined in litigation with the benefit of 20-20 hindsight, you should generally presume that nonpublic information is material if you have any doubts.

Information is considered to be publicly available only when it has been released to the public through appropriate channels (such as a Company press release or SEC filing) and the investing public has had sufficient time to absorb and evaluate its impact. To be safe, we assume that information will not be considered to have been fully absorbed by the marketplace until after the second full business day following the release of the information to the public.

C. **Individual Penalties for Violations of Insider Trading Laws**. The federal securities laws impose severe penalties on persons who trade while aware of material nonpublic information or who improperly disclose such information to a third party. Individuals trading on (or tipping) material nonpublic information may be liable for criminal fines of up to $5 million, twenty years imprisonment and civil penalties of up to three times the profit gained or loss avoided.

D. **Control Person Penalties for Violations of Insider Trading Laws**. The federal securities laws also impose penalties against so-called "controlling persons" who fail to take appropriate steps to prevent and detect insider trading violations (including tipping) by their employees or subordinates. The SEC may impose upon control persons a civil penalty of up to the greater of $1 million or three times the amount of profit gained or loss avoided as a result of the employee's violation. In addition, incorporated violators may be fined up to $25 million if found guilty of a criminal insider trading violation. **It is possible that your status as a director or officer of the Company would implicate you as a controlling person subject to personal liability for the insider trading violations of the Company's employees.**

E. **Company Insider Trading Policy**. The Company has adopted a Company policy statement prohibiting insider trading by all directors, officers and employees and requiring the maintenance of confidentiality of material nonpublic information, which is attached as Appendix B. The policy statement serves two principal functions: first, it provides information to all Company employees (in addition to directors and officers) about their obligations to refrain from insider trading and maintain the confidentiality of material nonpublic information; and second, it

provides evidence that the Company has developed policies and procedures reasonably designed to prevent insider trading. This statement will be given to new employees and distributed to employees from time to time. As directors and executive officers of the Company, it is important that you ensure strict compliance with the policies set forth in Appendix B. Failure to enforce the policies could ultimately result in an additional basis for imposing personal liability on you.

F. **Company Pre-Clearance Policy**. To avoid even the circumstantial appearance of insider trading and to facilitate compliance with Section 16 of the Securities Exchange Act of 1934, the Company has adopted the policy that **all directors and executive officers must contact the Company's Chief Executive Officer (the "Pre-clearance Designee") in advance of making any commitment to purchase (or otherwise acquire), including an exercise of stock options, or sell (or otherwise dispose of) Company stock.** The pre-clearance policy applies to all transactions in Company stock, including open market and other purchases (other than pursuant to certain employee benefits plans as described in Section I.H. below) and sales, exercises of stock options, gifts, trust transfers and other nonsale transfers. The pre-clearance policy also applies to transactions in Company stock by your spouse, children and relatives who share your home and certain entities affiliated with you (for example, certain trusts, partnerships and corporations).

Because the Company's announcement of its quarterly financial results almost always has the potential to be material nonpublic information, you should assume that you will not be pre-cleared to purchase or sell Company stock during four quarterly blackout periods. These periods will begin at 7:00 p.m. Eastern Time on the 15th calendar day prior to the end of the Company's fiscal quarter and end at 8:00 a.m. Eastern Time on the second full business day following the Company's issuance of its quarterly earnings release. In addition, there may be material nonpublic information about the Company of which you are unaware at times other than during these four quarterly blackout periods. Accordingly, even at times other than the quarterly blackout periods, you still must pre-clear purchases and sales of Company stock with the Pre-clearance Designee to make sure that there are no pending and undisclosed material events regarding the Company.

G. **Rule 10b5-1 Plans**. Rule 10b5-1 under the Securities Exchange Act of 1934, in general, would allow you to trade while in possession of material nonpublic information if, in essence, you establish a plan to do so in advance when you are not aware of material nonpublic information that complies with the rule. If you desire to implement a trading plan pursuant to Rule 10b5-1, then you must first pre-clear the plan with the Pre-clearance Designee. You will not be permitted to enter into a trading plan during a blackout period. Purchases and sales of Company stock pursuant to a pre-cleared trading plan will not require further pre-clearance at the time of the trade if the plan specifies the dates, prices and amounts of the contemplated trades, or establishes a formula for determining the dates, prices and amounts. However, you will still need to report to the Company the details of all such trades on the day that they occur as described in Section 2.D. below.

H. **Transactions under Company Benefit Plans**.

Stock Option Exercises. The insider trading policy does not apply to (1) exercises of employee stock options where you pay the exercise price in cash and you do not fund the exercise price with the sale of Company stock or (2) exercises of tax withholding rights pursuant to which you elect to have the Company withhold shares subject to an option to satisfy tax withholding requirements. However, you must pre-clear these transactions with the Pre-clearance Designee, because you will have Section 16 reporting obligations as discussed in more detail in Section 2 below. In addition, you must pre-clear with the Pre-clearance Designee, and

may not make during blackout periods, sales of stock as part of a permitted broker-assisted cashless exercise of an option or any other market sale for the purpose of generating cash to pay the exercise price of an option.

401(k) Plan. The insider trading and pre-clearance policies do not apply to purchases of Company stock in the Company's 401(k) plan resulting from your periodic contribution of money to the plan pursuant to your payroll deduction election. However, you must pre-clear with the Pre-clearance Designee, and may not make during blackout periods, (1) an election to begin or terminate investing in the Company stock fund of the 401(k) plan other than during an enrollment period for the 401(k) plan, (2) an election to increase or decrease the percentage of your periodic contributions that will be allocated to the Company stock fund other than during an enrollment period for the 401(k) plan, (3) an election to make an intra-plan transfer of an existing account balance into or out of the Company stock fund, (4) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company stock fund balance and (5) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund.

Employee Stock Purchase Plan. The insider trading and pre-clearance policies do not apply to purchases of Company stock under the Company's Employee Stock Purchase Plan resulting from your periodic contribution of money to the Plan through payroll deductions pursuant to your previously made election. However, you must pre-clear with the Pre-clearance Designee, and may not make during blackout periods, (1) an election to participate or terminate participation in the Plan or to increase or decrease your level of participation in the Plan, in each case other than during the annual enrollment period for the Plan, or (2) sales of Company stock purchased pursuant to the Plan.

I. **Company Policy on Exchange Traded Options**. Trading on an exchange in puts, calls or other derivative securities on Company stock is prohibited at all times. A transaction in these publicly traded options is, in effect, a bet on the short-term movement of Company stock and may create the appearance that you are trading based on material nonpublic information. Transactions in these derivatives may also focus your attention on short-term performance at the expense of the Company's long-term objectives.

2. SECTION 16 REPORTING

Section 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") requires executive officers, directors and more than ten percent shareholders of the Company to file certain reports with the SEC, Nasdaq and the Company disclosing beneficial ownership of, and transactions in or changes in beneficial ownership of, Company securities. The concept of beneficial ownership is much broader than direct or record ownership. In addition to individual holdings, you are deemed to beneficially own securities held by certain family members, trusts, partnerships or corporations.

A. **Form 3 Initial Report**. A Form 3, which requires you to supply information about your beneficial ownership of Company stock (including stock options), must be filed with the SEC ten days after you become a director or executive officer. If you are not a new director or executive officer, a Form 3 was filed on your behalf at the time you became a director or executive officer.

B. **Form 4 Reports**. Subsequent to your Form 3 filing, you must report virtually all changes in your beneficial ownership of Company stock by filing a Form 4 with the SEC **within two business days after the change occurs**. The two-business day requirement runs from the time of the execution of the transaction (and not from settlement or delivery of the confirmation). Subject to certain limited exceptions, most changes in ownership are reportable on Form 4, including open market purchases of Company stock, all sales of Company stock and the grant, exercise and cancellation of stock options.

C. **Form 5 Annual Report**. You are also required to file a Form 5 with the SEC within 45 days after the end of the Company's fiscal year to report a limited number of transactions in Company stock that are eligible for deferred reporting (and are not earlier reported on Form 4) and transactions that should have been, but were not, reported on Form 4. Directors and executive officers with no Company stock transactions to report need not file a Form 5. In those cases where no Form 5 is required, you will be asked to notify the Company of this fact in writing, using the form of notification provided by the Company.

D. **Reporting Transactions to the Company**. Because your transactions in Company stock generally must be reported on Form 4 within two-business days after they occur, **you must report all of your transactions in Company stock in detail to the Company's Chief Executive Officer on the day that they occur**. The Chief Executive Officer will then provide the information to the Company's counsel to prepare and file with the SEC your Form 4. You also need to make sure that all persons or entities that hold Company stock that is attributable to you (such as a family member living in your home or a trust for which you act as a trustee) are aware of the two-business day reporting deadline because you must report their transactions on your Form 4 within two-business days as well. In addition to reporting to the Company the details of your transactions to the Company, you must pre-clear all such transactions in advance with the Pre-clearance Designee, as described in Section 1.F. above.

E. **Company Assistance/Power of Attorney**. Although the obligation to file a Form 3, 4 or 5 is your personal responsibility, the Company's Chief Executive Officer and its counsel will assist you in coordinating your preparation and filing of these forms.

F. **Broker Procedures**. The Company intends to develop reporting relationships with the broker that executes your (and your family members' and related trusts', partnerships' or corporations') transactions in Company stock so that the broker will report your transactions in Company stock to the Company. To help ensure that the Company has the necessary information to timely make your Section 16 filings, the Company is requiring you and the broker handling your (and your family members' and related trust's, partnership's or corporation's) transactions in Company stock sign a representation letter that requires the broker to verify with the Company that the transaction was pre-cleared and to report immediately to the Company in writing by e-mail or fax the details of the transaction. **If you have not yet completed and executed the Company's form Broker Instruction/Representation, then please contact the Company's Chief Executive Officer. Alternatively, the broker handling your transactions in Company stock may have its own form of broker representation letter that you may execute and provide to the Chief Executive Officer.** If at any time in the future you change your broker, then you will need to have the new broker execute the Broker Instruction/Representation. It must be provided to whomever executes your trades.

G. **Consequences of Failure to Timely File Forms**. The consequences of a late filing or a failure to file are significant:

- Public embarrassment to you and the Company as the Company must report in its annual proxy statement and Form 10-K the names of any directors or executive officers, who during the Company's preceding year, failed to file a Form 3, 4 or 5 or who even filed just one late Form 3, 4 or 5;

- Fines of up to $5,000 for each filing violation by an individual, and up to $500,000 for each violation by the Company; and
- The SEC has the ability to institute enforcement proceedings to obtain a cease and desist order against those who make late filings or fail to file.

3. SHORT-SWING PROFIT RECAPTURE

The so-called "short-swing" trading provisions contained in Section 16(b) of the 1934 Act provide that any profit you realize on a purchase and sale, or sale and purchase, of Company stock within any period of less than six months is recoverable by the Company. "Purchase" and "sale" for purposes of Section 16(b) can include, in addition to conventional purchase and sale transactions, grants of stock or stock options, transfers between accounts in an employee benefit plan and other transactions in which no money changes hands. In addition, a purchase or sale by certain related persons or entities may be matched with a sale or purchase by you or a different person or entity, resulting in potential short-swing profit liability for you. Unlike many other provisions in the federal securities laws, intent to take unfair advantage of nonpublic information is not required for recovery under Section 16(b). In other words, any purchase and sale of Company stock within six months can lead to automatic disgorgement of profits, regardless of the reasons for or purposes of the transactions. However, acquisitions of stock pursuant to the Company's stock option plan, contributions to the Company stock fund under the 401(k) plan or through payroll deductions under the Company's Employee Stock Purchase Plan are generally exempt from the short-swing liability provisions of Section 16(b).

The recovery right for short-swing profits belongs to the Company, and the Company may not waive its claim for such amounts. If the Company itself does not press a claim, then any shareholder may assert a claim for recovery of the profit for the benefit of the Company. A shareholder who is successful in maintaining an action under Section 16(b) can demand reimbursement from the Company for attorneys' fees incurred in bringing the suit. As a result, there are individuals who make it their business to review public ownership and trading reports on Forms 3, 4 and 5 for violations of Section 16(b), with the intention of bringing a lawsuit if a corporation fails to do so after demand by a shareholder.

Common sense and logic are not always helpful in determining whether Section 16(b) liability exists. Because of the complexities involved and to avoid potential personal financial loss, you should be extremely careful in timing your purchases and sales of Company stock. To help avoid the application of Section 16(b) to any of your trades, it is the Company's policy that you must contact the Pre-clearance Designee, in advance of making any commitment to purchase (or otherwise acquire) or sell (or otherwise dispose of) Company stock.

4. SHORT SALE PROHIBITION

Section 16(c) of the 1934 Act prohibits directors and executive officers from making "short sales" of Company stock. A short sale is the sale of a security that you do not own or, if owned, that you do not deliver, that involves the borrowing of shares by your broker for your account, with delivery of the borrowed shares to the buying broker. Short sales of the Company's securities evidence an expectation on the part of the seller that the securities will decline in value, and therefore signal to the market that the seller has no confidence in the Company or its short-term prospects. In addition, short sales may reduce the seller's incentive to

improve the Company's performance. For these reasons, the Company has adopted a policy that short sales of the Company's securities are prohibited by all of its employees.

5. RULE 144 LIMITATIONS ON SALES OF COMPANY STOCK

In addition to the limitations on trading discussed above, directors and executive officers may not sell stock of the Company unless there is a registration statement covering the sale or the sale is made pursuant to an exemption from the registration requirements of the Securities Act of 1933 (the "1933 Act"). These restrictions apply to all Company stock you hold or acquire, but vary slightly depending on whether the securities are "control shares" or "restricted shares." Any shares of Company stock you purchase on the open market or pursuant to a registration statement (for example, one covering stock issued upon exercise of options under the Company's stock option plan) are "control shares." Shares of Company stock you purchase directly or indirectly from the Company or from another director or executive officer in a "private" transaction (by sale, gift or otherwise) other than in an offering registered with the SEC are "restricted shares."

The usual exemption on which directors and executive officers rely for sales of control and restricted shares is Rule 144 under the 1933 Act. **Any public sale of Company stock by you, regardless of whether the shares are control or restricted shares, is subject to the restrictions of Rule 144, unless the sale is registered with the SEC**.

Generally, Rule 144's restrictions require that:

- the Company must be current in filing its 1934 Act public reporting documents with the SEC (*i.e.*, Forms 10-K and 10-Q, etc.);
- all restricted shares of Company stock sold pursuant to Rule 144 must be beneficially owned and fully paid for by you for at least one year prior to sale (this holding period requirement does not apply to control shares);
- the number of shares sold by you (and certain family members, relatives or affiliated entities) within any "floating" three-month period must not exceed the greater of 1% of the number of outstanding shares of Company stock or the average weekly trading volume of Company stock during the four weeks prior to sale;
- the sale must be effected only in a normal unsolicited brokers' transaction; and
- **you must file with the SEC a notice of sale (in advance) on Form 144 unless the shares being sold during any "floating" three-month period do not exceed 500 in number or $10,000 in aggregate sales price.**

The above is an extremely simplified summary of the very complex provisions of Rule 144 that may vary in impact depending on your particular factual circumstances. Also, it is important that you inform the broker through whom or to whom you sell your Company stock that you are selling the Company stock pursuant to Rule 144.

APPENDIX A

CERTIFICATE

The undersigned employee, director and/or executive officer of Hudson Global, Inc. (the "Company") hereby certifies that:

(1) I have carefully read and understand the Statement of Company Policy Prohibiting Insider Trading in Company Stock (the "Statement") and the attached Federal Securities Law Compliance Policy (the "Policy") discussing certain federal securities law restrictions and requirements and Company policies and procedures applicable to my transactions in Company Stock; and

(2) I will strictly comply with the Statement and the restrictions, requirements, policies and procedures set forth in the Policy.

_____
Signature

Print Name: _____

Title: _____

Date: _____

HUDSON GLOBAL, INC.
STATEMENT OF COMPANY POLICY PROHIBITING
INSIDER TRADING IN COMPANY STOCK

To All Hudson Global, Inc. Employees, Officers and Directors:

Because the stock of Hudson Global, Inc. (the "Company") is publicly traded, there are certain important restrictions and limitations that federal securities laws impose on you relating to trading in such stock and disclosing information regarding the Company. Any violation of these restrictions may subject you to serious criminal and civil liabilities and sanctions, including criminal fines of up to $5 million, a jail term of up to twenty years and civil penalties of up to three times the illegal profit gained or loss avoided on the stock trade, and may subject the Company to criminal penalties of up to $25 million and civil penalties of up to the greater of $1 million or three times the illegal profit gained or loss avoided. Such a violation would also severely damage the Company's reputation and business relationships.

In an effort to apply uniform conduct guidelines to all employees of the Company and its subsidiaries, the Company's Board of Directors has adopted the following Policy Statement, which applies to all Company personnel at every level. There are **no exceptions** for transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure). **Any violation of this Policy Statement can be expected to result in serious sanctions by the Company, including dismissal for cause of the persons involved.**

1. Prohibition against Trading on or Disclosing Material Nonpublic Information. It is the Company's policy that **if you become aware of any material information relating to the Company that has not been made available to the general public by press release or otherwise, then you, your immediate family and other individuals in your household are prohibited from purchasing or selling Company stock.** In addition, it is the Company's policy that **you and such persons are prohibited from directly or indirectly disclosing such information to any other person who may trade in Company stock.** These prohibitions will be effective until 8:00 a.m. Eastern Time on the second business day following the release of such information to the general public. You should assume that any information, positive or negative, that might affect the Company's stock price or otherwise might be important to an investor in determining whether to purchase, sell or hold Company stock would be "material." Some examples of information that would typically be considered material include:

- earnings information (favorable or unfavorable), including annual, quarterly or monthly financial results and guidance or projections relating to future earnings performance;
- mergers, tender offers, joint ventures or material acquisitions or dispositions of assets;
- new products or services, or developments regarding clients or suppliers (e.g., the acquisition or loss of an important contract);

- changes in control of the Company or in management of the Company;
- a change in auditors or an auditor notification that the Company may no longer rely on an auditor's audit report;
- events regarding the Company's securities (e.g., defaults on senior securities, calls of securities for redemption, repurchase plans, stock splits, changes in dividend policy, changes to the rights of security holders, financing transactions or public or private offerings of securities);
- pending significant litigation or a change in the status of litigation; and
- bankruptcies or receiverships involving the Company or parties with whom the Company has a material relationship.

It is also the Company's policy that if you become aware of any material nonpublic information in the course of your employment with the Company relating to any other company, including the Company's suppliers and customers, then you may not trade in that company's securities until the information becomes public.

2. Transactions under Company Benefit Plans. The following are special applications of the insider trading prohibition to transactions under Company benefit plans:

Stock Option Exercises. The insider trading prohibition does not apply to (a) exercises of employee stock options where you pay the exercise price in cash and you do not fund the exercise price with the sale of Company stock or (b) exercises of tax withholding rights pursuant to which you elect to have the Company withhold shares subject to an option to satisfy tax withholding requirements. However, the prohibition does apply to any sales of stock as part of a broker-assisted cashless exercise of an option or any other market sale for the purpose of generating cash to pay the exercise price of an option.

401(k) Plan. The insider trading prohibition does not apply to purchases of Company stock in the Company's 401(k) plan resulting from your periodic contribution of money to the plan pursuant to your payroll deduction election. However, the prohibition does apply to (a) an election to begin or terminate investing in the Company stock fund of the 401(k) plan other than during an enrollment period for the 401(k) plan, (b) an election to increase or decrease the percentage of your periodic contributions that will be allocated to the Company stock fund other than during an enrollment period for the 401(k) plan, (c) an election to make an intra-plan transfer of an existing account balance into or out of the Company stock fund, (d) an election to borrow money against your 401(k) plan account if the loan will result in a liquidation of some or all of your Company stock fund balance and (e) an election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund.

Employee Stock Purchase Plan. The insider trading prohibition does not apply to purchases of Company stock under the Company's Employee Stock Purchase Plan that result from your periodic contribution of money to the Plan through payroll deductions under your existing election. However, the prohibition does apply to (a) an election to participate or terminate participation in the Plan or to increase or decrease your level of participation in the

Plan, in each case other than during the annual enrollment period for the Plan, and (b) sales of Company stock purchased pursuant to the Plan.

3. Certain Transactions. Trading on an exchange in puts, calls or other derivative securities on Company stock is prohibited at all times. Short sales of the Company's securities are also prohibited.

4. Confidentiality. If you make a disclosure of material nonpublic information about the Company (or any other company) that is not authorized, then that could cause serious problems for the Company and you, whether or not you make the disclosure for the purpose of facilitating improper trading in Company stock (or any other company's stock). It is the Company's policy that **you must keep strictly confidential all material nonpublic information that you learn regarding the Company (and all material nonpublic information that you learn in the course of your employment relating to any other company).** You may not discuss such information with anyone, except as required in your performance of regular employment duties. Similarly, you should not discuss Company affairs in public areas where your conversation may be overheard (for example, in restaurants, restrooms, elevators, etc.). This prohibition also applies to inquiries about the Company (or any other company) that the financial press, investment analysts or others in the financial community may make. It is important that all such communications on behalf of the Company be made only through Jeffrey E. Eberwein, the Company's Chief Executive Officer. If you receive any inquiries of this nature, then you should decline comment and refer the person making the inquiry directly to Mr. Eberwein.

5 Company Assistance. If you have any doubts as to your responsibilities under this Policy Statement, then you should seek guidance and clarification from the Company's Chief Executive Officer before you act. Do not try to resolve uncertainties on your own.

The Board of Directors
Hudson Global, Inc.

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Exhibit 21

Subsidiaries of Hudson Global, Inc.

Subsidiary	State or jurisdiction of incorporation	Percentage owned
Hudson RPO (Aust) Pty Ltd	Australia	100 %
Hudson Global Resources Belgium NV	Belgium	100 %
Hudson Global Recursos Humanos Ltda	Brazil [(a)]	100 %
James Botrie and Associates, Inc.	Canada	100 %
Tenpath Tech Pros ULC	Canada	100 %
Hudson RPO (Shanghai) Limited	China	100 %
Hudson COIT, Inc.	Delaware	100 %
Karani, LLC	Delaware	100 %
247Hire LLC (formerly known as 247 Talent, LLC and Tenpath, LLC)	Delaware	100 %
Hudson Highland Group Holdings International, LLC	Delaware [(a)]	100 %
Hudson RPO Holdings LLC	Delaware	100 %
Hudson RPO Germany GmbH	Germany	100 %
Hudson RPO (Hong Kong) Limited	Hong Kong	100 %
Hudson RPO (India) Private Limited (formerly known as Hudson Talent Management (India) Private Limited)	India	100 %
247Hire India Private Limited (formerly known as Tenpath Solutions Private Limited)	India	100 %
Hunt & Badge Consulting Private Limited	India	100 %
Hudson RPO (Ireland) Limited	Ireland	100 %
Hudson RPO (NZ) Limited	New Zealand	100 %
Hudson Global Resources Management, Inc.	Pennsylvania	100 %
Hudson RPO Philippines Inc.	Philippines	100 %
Hudson Recruitment Inc.	Philippines [(b)]	25 %
Hudson RPO Sourcing Inc.	Philippines	100 %
Tenpath Global Solutions Inc	Philippines	100 %
Hudson RPO (Singapore) Pte Limited	Singapore	100 %
Hudson Global Resources (Singapore) Pte Ltd	Singapore	100 %
Hudson Global Resources Switzerland AG	Switzerland	100 %
Hudson RPO Middle East LLC	United Arab Emirates [(b)]	— %
Hudson RPO Limited	United Kingdom	100 %

Listed above are certain directly or indirectly owned Hudson Global, Inc. subsidiaries included in the Consolidated Financial Statements of Hudson Global, Inc. Unlisted subsidiaries, considered in the aggregate, do not constitute a significant subsidiary.

(a) Dormant entity
(b) Controlling interest

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

Hudson Global, Inc.
Old Greenwich, Connecticut

We hereby consent to the incorporation by reference in the registration statement on Form S-3 (No. 333-265936) and Form S-8 (Nos. 333-265122, 333-212941, 333-182973, 333-176007, 333-161170, 333-161171, 333-126915, 333-117005, 333-117006, 333-104212, 333-104210, and 333-104209) of Hudson Global, Inc. of our report dated March 14, 2025, relating to the Consolidated Financial Statements which appear in this Annual Report on Form 10-K.

/s/ Wolf & Company, P.C.

Boston, Massachusetts

March 14, 2025

Exhibit 31.1

CERTIFICATIONS

I, Jeffrey E. Eberwein, certify that:

1. I have reviewed this annual report on Form 10-K of Hudson Global, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 14, 2025

/s/ JEFFREY E. EBERWEIN
Jeffrey E. Eberwein
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Matthew Diamond, certify that:

1. I have reviewed this annual report on Form 10-K of Hudson Global, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function)
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 14, 2025

/s/ MATTHEW K. DIAMOND
Matthew K. Diamond
Chief Financial Officer

Exhibit 32.1

Written Statement of the Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

Solely for the purposes of complying with 18 U.S.C. Section 1350, I, the undersigned Chief Executive Officer of Hudson Global, Inc. (the "Company"), hereby certify, based on my knowledge, that the Annual Report on Form 10-K of the Company for the year ended December 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JEFFREY E. EBERWEIN
Jeffrey E. Eberwein
March 14, 2025

Exhibit 32.2

Written Statement of the Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

Solely for the purposes of complying with 18 U.S.C. Section 1350, I, the undersigned Chief Financial Officer of Hudson Global, Inc. (the "Company"), hereby certify, based on my knowledge, that the Annual Report on Form 10-K of the Company for the year ended December 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ MATTHEW K. DIAMOND
Matthew K. Diamond
March 14, 2025