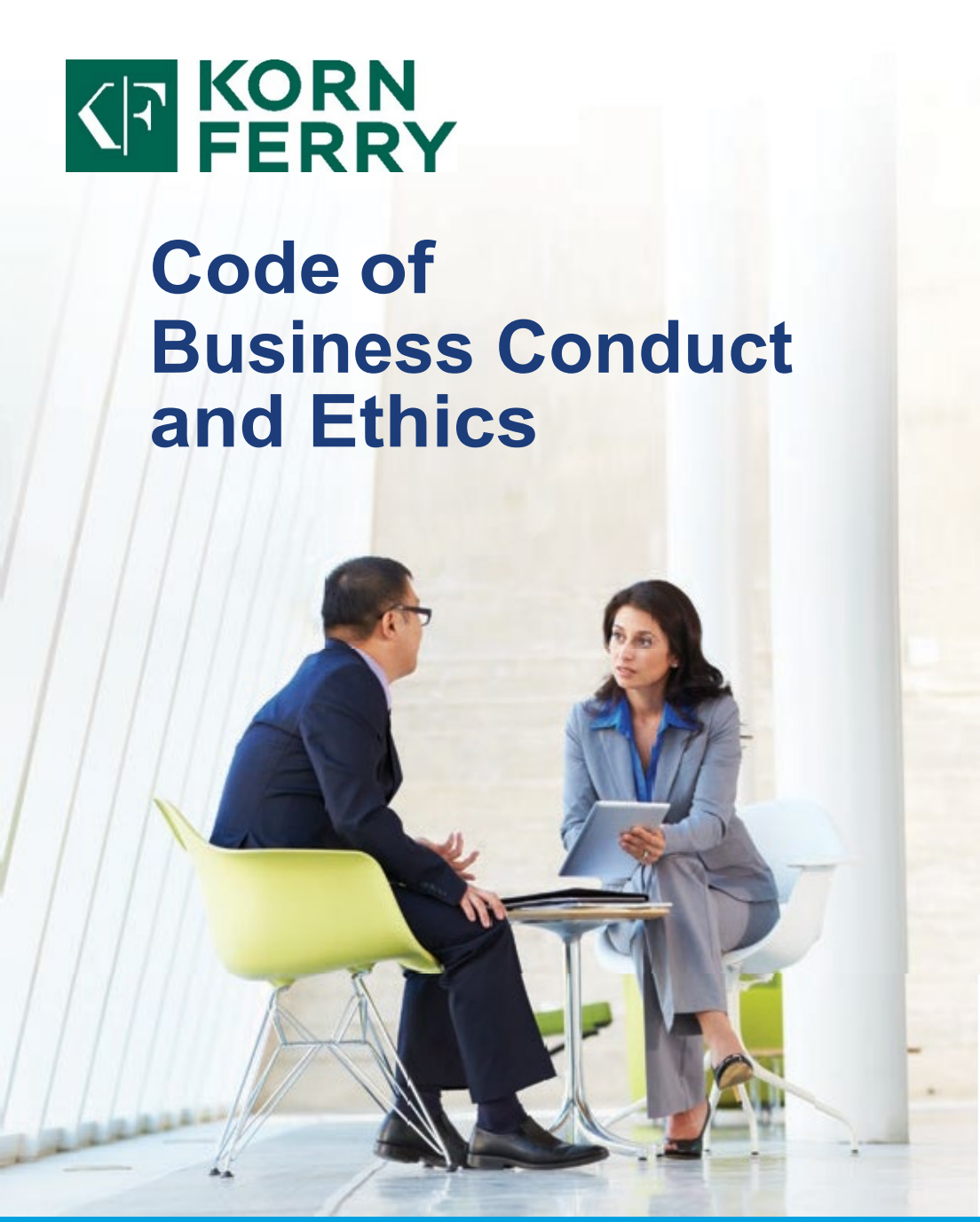
KORN FERRY

Code of Business Conduct and Ethics



TALENTMATTERS

A message from the CEO

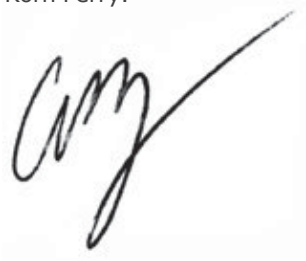


Korn Ferry has adopted a Code of Business Conduct and Ethics, which provides basic legal guidelines and general ethical principles for our directors, officers and employees to follow in the workplace and marketplace.

The Code of Conduct is a powerful document that brings to life our guiding principles and will assist Korn Ferry in maintaining trust and building strong relationships both within and outside of the firm. It is imperative that we all read, understand and abide by the Code and the principles it addresses.

In addition, it is very important that any suspected violations of this Code or any applicable laws or regulations be reported to the firm promptly. Korn Ferry has one of the strongest brands in the world and our reputation depends on your compliance and cooperation in assuring compliance with the Code.

Thank you for helping to further the success of Korn Ferry.



Gary D. Burnison
Chief Executive Officer



Introduction

Our success depends upon our ability to provide unparalleled client excellence. In order to do so, it is critical that we as an organization and as individuals abide by the law and act ethically and professionally in all that we do. To that end, we have adopted the following Code of Business Conduct and Ethics ("Code") to provide basic legal guidelines and general ethical principles for our directors, officers and employees to follow in our workplace and in the marketplace. The efficacy of this Code depends not only on your compliance with its terms, but your assistance in identifying suspected violations of this Code or applicable laws and regulations. We want and need to hear from you. The Company will not retaliate and will not tolerate retaliation of any kind for good faith reports of violations or possible violations. You are encouraged to raise any questions or concerns you may have about a particular circumstance or this Code with the Company's General Counsel.

References in this Code to the "Company," "we," "our", "us" and "Korn Ferry" refers to Korn Ferry and its subsidiaries.



Guiding principles

Every director, officer and employee should be guided by the following principles, both in our workplace and in the marketplace:

1 Loyalty, honesty and integrity

2 Observance of ethical standards

3 Accountability

4 Adherence to the law

The workplace

We are committed to an inclusive, positive and safe workplace.

Equal opportunity

We are committed to providing equal opportunity in employment on the basis of individual merit and personal qualifications. We strictly prohibit unlawful discrimination or harassment of any kind, including discrimination or harassment based upon race, religion, color, sex, pregnancy, national origin, age, physical or mental disability, military or covered-veteran status, marital status, sexual orientation or any classification protected by applicable law.

Positive harassment free workplace

Korn Ferry is also deeply committed to maintaining a work environment in which all individuals are treated with respect and dignity. Every individual has the right to work in a professional atmosphere that promotes equal employment opportunities and where discriminatory practices, including unlawful harassment, are prohibited. The Company requires each employee to treat all colleagues in a respectful manner and to forge working relationships that are uniformly free of unlawful bias, prejudice and harassment.

Safe workplace

Korn Ferry is committed to a violence free workplace. We will not tolerate any level of violence or the threat of violence.

We protect confidential and proprietary information.

Our Company's confidential and proprietary information is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete. All proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company or required by applicable law.

Such confidential and proprietary information may include, among other things:

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

Generally proprietary business information refers to all of the information that we would not like to disclose to our closest competitors or put in a press release to the general public.

Unauthorized use or distribution of confidential and proprietary information violates Company policy and could be illegal. Unauthorized use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. Further, leakage of such internal proprietary information can damage our reputation, both competitively and in the public securities markets, and may impact our stock value.

Your obligation to protect the Company's proprietary and confidential information continues even after you leave the Company. You must return all proprietary and confidential information in your possession upon leaving the Company. In addition, you are prohibited from disclosing confidential and proprietary information concerning the Company and its clients to a new employer or to others after ceasing to be employed by or associated with the Company.



Question

I travel frequently for work and am often conducting business out of the office. How can I make sure I don't inadvertently disclose confidential and proprietary information?

Answer

To protect confidential information you need to be conscious of the environments in which you conduct and discuss your work. For instance, you should avoid working on your laptop or reading work papers in public places where other people can see your work, such as coffee shops, airplanes, trains, etc. When making a telephone call where confidential information may be discussed, make sure you plan ahead so you can make the call in a private place. Also, in conversations with friends, family members or acquaintances, make sure you do not discuss confidential information regarding your work, such as information regarding candidates, clients or searches.

We avoid conflicts of interest.

We each have a duty to act in the best interest of the Company. A "conflict of interest" occurs when an individual's private interests interfere or appear to interfere with the interests of the Company. Actual conflicts of interest are prohibited as a matter of Company policy and the appearance of a conflict of interest should also be avoided. If you aren't sure whether a certain situation constitutes a conflict of interest, you are encouraged to seek guidance from a member of the Company's legal department.

Any employee, officer or director who is aware of a conflict of interest or is concerned that a conflict might develop is required to discuss the matter with the General Counsel promptly (or in the case of a potential conflict involving the General Counsel such conflict shall be discussed with the Chair of the Audit Committee). The General Counsel (or, in the case of a conflict involving the General Counsel, the Chair of the Audit Committee) shall have the authority and discretion to determine whether a conflict of interest in fact exists and what steps should be taken to address any actual or potential conflict.

Below are some common areas where conflicts of interest can arise:

Compensation from non-Company sources

Employees, officers and directors may not accept compensation in any form for services performed for the Company from any source other than the Company. Therefore, no form of compensation may be accepted from clients, candidates, executives, vendors or other third parties in connection with the Services being provided for Korn Ferry.

Family members

A conflict of interest may be encountered when doing business with or competing with organizations in which you have an ownership interest or your family member has an ownership or is employed. Family members include a spouse, parents, children, siblings and in-laws. Business must not be conducted on behalf of the Company with family members or an organization with which a family member is associated, unless such business relationship has been disclosed to and authorized by our General Counsel or his/her designee.



Question

My wife is a procurement manager for a Korn Ferry customer. I am a principal for Korn Ferry. Is this a conflict of interest?

Answer

It could be. You should report the relationship to your manager and the legal department. To avoid the appearance of a conflict, you should not be involved in matters related to your wife's company, and you should never discuss Korn Ferry confidential information with your wife.

Outside employment, board seats and advisory roles

You are prohibited from accepting employment, advisory positions or board seats with any person, business or organization (whether for-profit or not) that competes with Korn Ferry. This includes businesses that are competitive with any business we conduct. You are similarly prohibited from starting a business that competes with Korn Ferry.

Additionally, you must observe the following additional restrictions prior to accepting a board seat or advisory role with a for-profit or not-for profit organization, as applicable:

For-profit organizations

Before accepting a board seat or advisory role with a for-profit organization, you must obtain the prior written approval of the Company's General Counsel or his/her designee. The General Counsel may approve or deny your request in his/her sole discretion. If you are an executive officer of Korn Ferry, you should also formally advise the Chair of the Nominating and Corporate Governance Committee and CEO before accepting membership on a for-profit organization's board of directors, as required by the Company's Corporate Governance Guidelines. If you are a director, you should follow the procedures outlined in the Company's Corporate Governance Guidelines before accepting membership on another for-profit organization's board of directors. In neither case is it sufficient for you to assume that the General Counsel's approval dispenses with these formal requirements.

Not-for-profit organizations

You may not accept a board seat or advisory role with a not-for-profit organization if such role would be adverse or harmful to Korn Ferry, including if such role would interfere with Korn Ferry's ability to pursue any business opportunities, or if such role would require a material time commitment that would interfere with your ability to fully perform your Korn Ferry duties and responsibilities. If you are an executive officer of Korn Ferry, you should also formally advise the Chair of the Nominating and Corporate Governance Committee and CEO before accepting membership on a not-for-profit organization's board of directors, if the commitment is significant, as required by the Company's Corporate Governance Guidelines. If you are a director, you should follow the procedures outlined in the Company's Corporate Governance Guidelines before accepting membership on a not-for-profit organization's board of directors. In neither case is it sufficient for you to assume that the General Counsel's approval dispenses with these formal requirements.

It is important to note that even if the Company approves your membership on a for-profit or not-for-profit board, the General Counsel retains the authority to require your resignation from any such position if the General Counsel, in his/her sole discretion, determines that your affiliation with such ongoing organization may be harmful or adverse to Korn Ferry.



Charitable work

Directors, officers and employees may be affiliated with charitable organizations (subject to the approval requirements and limitations discussed above for directorships and advisory roles) and perform charitable work, provided such affiliation/work is not adverse or harmful to the Company, including its reputation, in any respect, and such affiliation/ work does not interfere with such director's, officer's or employee's work or obligations to the Company.

Business relationships

Any associations, interests and business relationships that you have that might cause you to act in ways that are not in the best interests of the Company, or that might be perceived to cause divided loyalties, must be promptly disclosed to the Company and will be permitted only with the Company's approval.

During business hours, employees may not perform any work or services for any organization or outside business or professional venture, other than the Company. Part-time employees may not perform any work or services for any organization or outside business or professional venture, other than the Company, during the hours they are performing work or services for the Company.

In addition, full-time employees may not, at any time, perform any work or services for any organization or outside business or professional venture that may be considered a competitor of the Company. Part-time employees may not perform such services if that performance may in any way present or promote a conflict of interest (e.g., part-time employees that assist with financial matters may not perform work or services for any competitor of the Company).

Gifts

Gifts and entertainment can create goodwill in our business relationships, but can also make it hard to be objective about the person providing them. Gifts vary and can range from widely distributed advertising novelties of nominal value, which you may give or accept, to bribes, which you unquestionably may not give or accept. Gifts include not only material goods, but also services, promotional premiums and discounts.

You are generally permitted to give or accept customary business amenities, such as meals and entertainment, provided the expenses involved are kept at a reasonable level, comply with the Company's expense policies, and are not prohibited by law or customary business practice.

You and your immediate family may not accept gifts from persons or entities if such gifts are being made in order to influence you in your capacity as an employee, officer or director of the Company (or, in the case of immediate family members, to induce them to influence the related employee, officer or director in their capacity as such), or if acceptance of such gifts could create the appearance of a conflict of interest.

Gifts given for the purpose of influencing their recipients, and gifts that create the appearance of a conflict of interest, are prohibited. The foregoing is not, however, intended to restrict or limit the gifting of, or receipt of, personal gifts to or from someone who you have a personal relationship with, but employees, officers and directors should not use personal gifts for improper purposes and should take care to avoid the appearance of impropriety with respect to such gifts.

Employees, officers and directors should also be careful never to provide a gift or entertainment to an employee or director of another company if that gift or entertainment violates the other company's policies. Similarly, special rules apply in the context of dealing with public or government officials and employees, which are addressed in the Company's Anti-Corruption Policy. The section of this Code entitled "We Have a Zero Tolerance Policy with Respect to Corruption and Bribery" contains further guidance relating to gifts to or from public or government officials.



Question

A client that I work closely with recently had a death in the family. The family has requested that in lieu of flowers donations be made to cancer research. Can I make such a donation?

Answer

Generally, small donations in such circumstances are permitted, but please confirm with the Company's General Counsel before making any donations as the donation could raise a potential conflict of interest or other concern under this Code.

Loans

The Company is prohibited from extending credit in the form of personal loans to its directors and executive officers in violation of law.

We use social media properly.

Used correctly, social media can bring real value to our business. However, used inappropriately or carelessly, social media can cause real damage to the Company's legitimate business interests. Through improper use of social media, you could damage the Company's reputation and dissuade clients, candidates and prospects from dealing with us. The most serious cases could even involve breaking the law or contravening important Company contracts, leading to fines or claims against you personally and/or the Company. Thus, whenever using social media in your personal or professional capacity, you should always act professionally, exercise good judgment and follow the Company's Social Media Policy. That Policy applies to both the use of social media as part of your work on behalf of the Company and to your social media activity outside of the Company.

We observe the highest ethical professional standards in our workplace.

The integrity of our organization starts from within. As such, it is imperative that as an organization we maintain accurate records, observe and comply with all laws, including the federal securities laws, and not lay waste to, or improperly use for our own personal benefit, our corporate assets.

We maintain accurate and reliable records.

All directors, officers and employees should promote and are responsible for the accurate and reliable preparation and maintenance of the Company's financial and other records. Accurate and reliable preparation and maintenance of financial and other records is of critical importance to proper management decisions and the fulfillment of our financial, legal and reporting obligations.

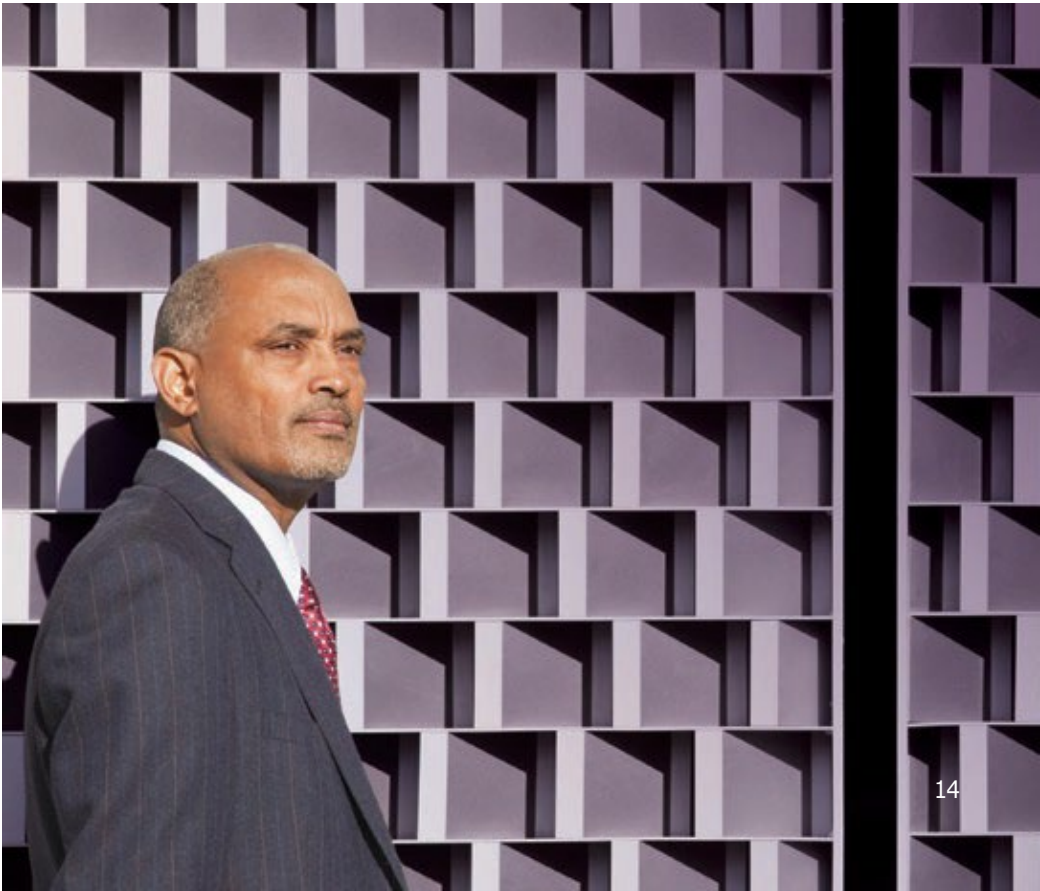
As a public company, the Company files annual, periodic and current reports and other filings with the United States Securities and Exchange Commission (the "SEC").

The Company expects all employees, directors and officers who have a role in the preparation and/or review of information included in the Company's SEC filings to report such information accurately and honestly. Reports and documents that the Company files with or submits to the SEC, as well as other public communications made by the Company, should contain disclosure that is full, fair, timely, understandable and accurate in all material respects.

Accordingly, it is the responsibility of any such employee, officer or director promptly to bring or cause to be brought to the attention of the Company's Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings and other public communications.

The Chief Executive Officer, Chief Financial Officer and other senior financial officers of the Company shall foster practices and procedures to cause compliance with applicable laws and regulations, including the United States securities laws, regarding such disclosures of Company information.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, and reflect the matters to which they relate accurately, fairly and completely. Furthermore, all books, records, accounts and financial statements must conform in all material respects both to applicable legal requirements and to the Company's system of internal controls. All assets of the Company must be accounted for carefully and properly. No materially misleading or materially misstated entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation and authorization. **Material misclassification of transactions as to accounts, business units, or accounting period is forbidden.** Each employee bears responsibility for seeing to it that he or she is not party to a false or misleading accounting entry.



The Chief Executive Officer, Chief Financial Officer, Corporate Controller, Corporate Assistant Controller, Regional Chief Financial Officers and Regional Controllers and employees (where applicable) are also responsible for establishing, and together with the directors, overseeing adequate disclosure controls and procedures and internal controls, including procedures which are designed to enable the Company to:

- *Accurately document and account for transactions on the books and records of the Company.*
- *Maintain reports, vouchers, bills, invoices, payroll and service records, performance records and other essential data with care and honesty.*



Question

While preparing the quarter-end numbers for my department, I noticed some errors in the figures submitted by a few of my colleagues. The errors appeared to be intentional and will have the effect of overstating fee revenues slightly. I don't think the errors will have a very significant impact on the financial statements, so can I wait until next quarter to get to the bottom of the problem?

Answer

No. You should promptly bring the matter to the attention of the CFO or your regional CFO. Accurate and reliable preparation and maintenance of financial and other records is of critical importance to proper management decisions and the fulfillment of our financial, legal and reporting obligations. It is particularly important for the CFO and other management to be made aware of inaccurate reporting that is intentional and/or being carried out by more than one individual.

We comply with Regulation Fair Disclosure (FD).

Because Korn Ferry is a public company, it is subject to certain laws regarding confidentiality of Company information. One of those laws is Regulation Fair Disclosure (FD), a United States securities law which prohibits companies from disclosing material nonpublic information to investors where it is reasonable to expect that they will trade on the information, or to market professionals, without also disclosing the information to the public. Violation of Regulation FD could result in substantial liability for you, the Company and its management. For this reason, only specifically designated representatives of the Company are permitted to discuss the Company with the news media, securities analysts and investors and only in accordance with the Company's Regulation FD Policy then in effect. It is important that all employees, officers and directors of Korn Ferry comply with Regulation FD by maintaining the confidentiality of Company information.

We have a strict insider trading policy.

Directors, officers and employees may only trade in the Company's securities as permitted by the Company's Insider Trading Policy then in effect. Anyone who is uncertain about the legal rules involving a purchase or sale of any Company securities, or any securities of companies that he or she is familiar with by virtue of his or her work for the Company, should consult with the General Counsel before making any such purchase or sale.

We protect company resources.

As a public company, we understand the value of using the Company's resources appropriately. As such, directors, officers and employees are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and affirmatively turned it down. ***More generally, employees, officers and directors are prohibited from using corporate property, information or position for personal gain and from competing with the Company.***

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. The only prudent course of conduct for our directors, officers and employees is to make sure that any use of Company property or services that is not solely for the benefit of the Company is approved beforehand by the General Counsel.

All directors, officers and employees should protect the Company's assets and ensure their efficient use. Employees, directors and officers may not use Company assets, labor or information for personal use, other than for:

- incidental personal use
- as part of a compensation or expense reimbursement program
- as approved by the General Counsel or, in the case of directors and officers, as approved by the Chair of the Audit Committee



Question

I would like to use the Company's printer to print out a personal email message, but I'm not sure if this qualifies as permissible "incidental personal use" under this Code. Does it?

Answer

Printing a short personal email at work is an example of an incidental personal use of Company resources that would be allowed under this Code. Other examples include using a notepad at your office to write down a personal reminder for yourself or using your Company-provided smartphone to check the weather. Incidental personal use would not include things like printing out flyers for your recreational sports league. Also, please keep in mind that under no circumstances should you use Company assets for an illegal purpose.

We maintain a Clawback Policy.

The Company has adopted a Clawback Policy under which incentive payments and performance-based equity awards made to executive officers, the principal accounting officer and the corporate controller of the Company may be recouped under certain circumstances. All employees subject to the Clawback Policy are required to execute it.

The marketplace

We observe the highest ethical professional standards in the marketplace.

The Company has a history of succeeding through honest business competition and does not seek competitive advantages through illegal or unethical business practices. Every director, officer and employee should endeavor to deal fairly with the Company's clients, service providers, suppliers and competitors. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

All directors, officers, and employees should be guided by the following standards in representing the Company in the marketplace. The integrity and good judgment of every member of our organization is essential to the success of our organization.

We practice responsible sales and marketing.

We believe that our marketing and sales activities are an important component in our success and building our reputation in the community. Not only is responsible marketing imperative to maintain our success and build our reputation, but it is also required by law.

When offering or explaining our services and products to the marketplace, we must always provide current and accurate information. It is everyone's responsibility to ensure that truthful, non-misleading information is offered to the marketplace about our services and products. Our directors, officers and employees are prohibited from providing incorrect or misleading information about our offerings.

If you believe that our products or services are not being represented fairly to the marketplace, please contact your supervisor or Korn Ferry's General Counsel.

We protect candidate and client information.

Candidates and clients trust us with confidential information about their experiences, business, strategies, job searches, and employees. Without this information, we would not be able to provide the insightful and tailored service those candidates and clients have come to expect from us. Our reputation for maintaining their trust and protecting their confidential information allows us to be seen as a leader in the industry and strongly enhances our reputation in the marketplace.

During your time as a director, officer and/or employee of our Company, you may be exposed to candidate or client confidential information. ***In no event should candidate or client confidential information be utilized outside your employment with the Company.*** We also expect all directors, officers and employees to comply strictly with all confidentiality and non-disclosure obligations to which they are subject, including without limitation the Company's Agreement to Protect Confidential Information and any specific engagement or client confidentiality obligations. In addition, compliance is required with all applicable data privacy laws.

Without a strong commitment to protecting the confidential information of candidates and our clients, we could be exposed to legal proceedings, government investigations, penalties and fines. In addition, and potentially more importantly, a failure to protect confidential information could lead to a loss of trust and reputation in the marketplace.



Question

After successfully completing a significant engagement for a high-profile client, I mentioned the accomplishment on my LinkedIn page, including the name of the client and a brief description of the work Korn Ferry did. I thought that this publicity would help to promote Korn Ferry in the marketplace. Did I do something wrong?

Answer

Information regarding the identity of our clients, as well as the types of services we are providing to them, should be treated as confidential and should not be disclosed other than as specifically authorized by the client. When using social media, it is important to ensure compliance with our confidentiality obligations and "Social Media Guidelines." Korn Ferry's "Social Media Guidelines" contain important guidance regarding the use of social media by all individuals working for or with Korn Ferry.

We select suppliers that have the same values as us.

We seek to develop and strengthen partnerships based on transparency, collaboration and mutual respect. Although we understand that our suppliers are independent businesses, the actions of our business partners can be attributed to our Company and affect our reputation and the level of trust we earn from our clients. As such, it is important that we select suppliers that have the same values as us, including a commitment to the highest professional standards and ethical conduct in their business dealings.

We comply with all applicable laws, rules and regulations.

All directors, officers and employees must comply in all material respects with all applicable laws, rules and regulations. It is the personal responsibility of each director, officer and employee to adhere to the standards and restrictions imposed by laws, rules and regulations.

We have a zero tolerance policy with respect to corruption and bribery.

Many of the countries in which we operate have laws prohibiting bribery and corruption, including the UK Bribery Act and the US Foreign Corrupt Practices Act. In addition to complying with applicable laws, we are committed to operating our business in a fair and ethical way. To achieve this goal, we have adopted a zero-tolerance approach to bribery and corruption.

Bribery of any government official in any country for the benefit of the Company or a client is strictly prohibited. When working with public or government officials, please be aware that even simple offers such as purchasing a meal or refreshments may be unacceptable or against the law. All gifts to public or government officials must be reported to Korn Ferry's General Counsel. In addition, ***any gifts, other than those of a value of $50 or less, received from representatives of foreign countries, if not returned to the donor, must be reported to Korn Ferry's General Counsel.*** Employees, directors and officers may only transact business on behalf of the Company in foreign markets and with foreign government officials in accordance with the Company's established policies regarding foreign corrupt practices. If an employee, director or officer is unaware about the legal rules involving these activities, he or she should consult with Korn Ferry's General Counsel before taking any such action.

We understand that in some countries, facilitation payments may be customary. This term refers to payments of a nominal value which are paid to expedite routine transactions. These payments are prohibited unless you have received the express written consent of Korn Ferry's General Counsel to offer such payment.

As discussed in the section of this Code entitled "We Avoid Conflicts of Interests—Gifts" this Code also restricts your ability to give gifts to private persons/entities. Gifts given for the purposes of influencing the recipient or that create the appearance of a conflict of interest are strictly prohibited. As such, nothing of value, such as money, payments, gifts, or travel benefits, may be offered, promised, or given to any entity or individual decision maker for the purpose of influencing that individual to make a decision in favor of our Company.

At times a director, officer or employee may be offered something of value to influence their decision. This offer may come from any number of sources. At no time should you be influenced by this offer. It is important that you not draw any gain or other benefit (except your salary or other Company bonus or benefit) from any business transaction. In the event that you are personally offered something of value in the context of any business transaction, it is important to report this immediately to Korn Ferry's General Counsel who will advise you on how to best address the situation.



Question

Is it okay to give a small, one-time gift to a foreign public or government official as long as I don't expect to receive anything in return?

Answer

We are committed to operating our business in a fair and ethical way. To that end, this Code prohibits gifts that create the appearance of a conflict of interest. Providing a public or government official with a gift, regardless of its size, could be perceived as an attempt to win the favor of the official. Unless approved by the General Counsel, gifts should not be made to public or government official(s). Many countries have strict rules regarding such gifts. The General Counsel can help you determine whether, under the circumstances, such a gift would be permissible.

We do not engage in political activity.

Our Company does not engage in lobbying activities or make political campaign donations. You may engage in political activities on your own. However, when you are engaged in these activities it is important that you not identify yourself as a representative of our Company.

Code violations, sanctions and waivers

Each of us has a responsibility to speak up. The Company offers a number of avenues for you to seek guidance and report suspected misconduct.

The Company is committed to operating according to the highest standards of business conduct and ethics and to maintaining a culture of ethical compliance. Directors and officers should promote an environment in which the Company:

- Encourages directors, officers and employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation
- Encourages directors, officers and employees to report violations of laws, rules and regulations to appropriate personnel
- Informs directors, officers and employees that the Company will not allow retaliation for reports made in good faith



If a director, officer or employee knows of or suspects a violation of this Code or of applicable laws and regulations (including complaints or concerns about accounting, internal accounting controls or auditing matters), they are urged to report the concern immediately to a supervisor, another appropriate member of management, the Company's General Counsel, or the Alertline. All reports will be kept confidential, to the extent practicable, except where disclosure is required to investigate a report or mandated by law. The Company does not permit retaliation of any kind for good faith reports of violations or possible violations. Actual or potential misconduct can also be reported anonymously and confidentially (unless prohibited by applicable law) by calling the Company's Alertline or reporting through the Alertline website, which are both maintained by a third-party compliance service provider to document concerns with regard to unethical or questionable accounting and business matters.

Reports can be submitted directly through the Alertline via:
Web intake: alertline.kornferry.com

Call: US – 1.888.475.8391
Outside US - Country specific voice reporting links are listed at alertline.kornferry.com

All reports made to the Alertline will be directed to the General Counsel and the Senior Vice President – Internal Audit for investigation.

Reported violations will be promptly and thoroughly investigated. It is imperative that the person reporting the violation not conduct an investigation. Employees, officers and directors are expected to cooperate fully with any investigation made by the Company into reported violations.

If a director, officer or employee believes they have been discharged, disciplined or otherwise penalized for reporting a violation in good faith, the director, officer or employee should immediately report that belief to the Company's General Counsel or the Senior Vice President-Internal Audit.



Question

I just started to work at the Company and I think one of my colleagues might be sharing confidential information with his friends about a client that will likely have an impact on the client's stock price. Should I confirm my suspicion and then report the misconduct?

Answer

If you know of or even suspect a violation of this Code or of applicable laws and regulations, you should report it immediately to your supervisor, the Company's General Counsel, or the Alertline. Even if your colleague himself is not trading, passing "tips" to others constitutes insider trading and violates the law, as well as the Company's Code and Insider Trading Policy. As such, you should report your colleague's conduct to the General Counsel as soon as possible.

We may impose disciplinary actions for violations of this code.

Officers or employees who violate this Code may be subject to disciplinary action, up to and including termination of employment. Moreover, employees or officers who direct or approve any conduct in violation of this Code may also be subject to disciplinary action, up to and including termination of employment. A director who violates this Code or directs or approves conduct in violation of this Code shall be subject to action as determined by the Board. Furthermore, violations of some provisions of this Code are illegal and may subject the employee, officer or director to criminal liability.

We may grant waivers of this code, if appropriate.

From time to time, the Company may waive some provisions of this Code. Any employee, officer or director who believes that a waiver may be called for should contact the General Counsel. Under the rules of the New York Stock Exchange, any waiver of this Code for executive officers or directors of the Company may be made only by the Board or a committee of the Board, and must be publicly disclosed within four business days of such determination by distributing a press release, providing website disclosure or by filing a current report on Form 8 K with the SEC.



Code of Business Conduct and Ethics Acknowledgement

The undersigned hereby acknowledges receipt of the Korn Ferry (the "Company") Code of Business Conduct and Ethics (the "Code") as required under the New York Stock Exchange, Sarbanes- Oxley Act of 2002, and the United States Security and Exchange Commission rules. The undersigned has read and understands the Code and has and will continue to comply with the Code both during and after the undersigned's term of service with the Company, to the extent applicable. The undersigned also acknowledges and agrees that if requested by the Company, he/she will reaffirm his/her acknowledgment to abide by the Code, including any amendments and restatements thereof.

_____ Date: _____

Signature

_____

Name (please print)

KORN FERRY

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