

**HUDSON GLOBAL, INC.
STRATEGIC PLANNING COMMITTEE CHARTER
(As Adopted October 27, 2015)**

Statement of Purpose

The Strategic Planning Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of Hudson Global, Inc. (the “Company”) in assessing and overseeing the execution of the Company’s strategy.

Committee Membership and Qualifications

The Committee shall consist of at least two members of the Board.

Appointment and Removal of Committee Members

The members of the Committee shall be appointed by the Board annually or as necessary to fill vacancies upon recommendation of the Committee. Each member shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

The Chairman of the Committee shall be appointed by the Board upon recommendation of the Committee in consultation with the Chairman of the Board. The Chairman of the Committee will chair all regular sessions of the Committee and, in consultation with the Chairman of the Board, set the agendas for Committee meetings.

Meetings

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee. The Committee shall meet regularly in executive session, without Company management present. The Committee may invite to its meetings any officer, employee or director of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.

Responsibilities and Duties

In furtherance of its purpose, the Committee shall have the following responsibilities and duties:

1. Assist the Board in assessing whether management has the resources necessary to implement the Company’s strategy.
2. Assess external developments and factors, including changes in the economy, competition, and technology, on the Company’s strategy and execution of its strategy.
3. Advise on strategic development activities, including those not in the ordinary course of business, under consideration from time to time by the Company.
4. Carry out such other responsibilities and duties regarding strategic matters as may be delegated to the Committee by the Board.

5. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.
6. The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chairman or any other member of the Committee designated by the Committee to make such report.
7. The Committee shall maintain minutes or other records of Committee meetings and actions of the Committee.

Studies and Investigations

The Committee can recommend to the Board to conduct or authorize studies and investigations into any matter of interest or concern within the scope of the Committee's responsibilities that the Committee deems appropriate, and to retain independent counsel, consultants or other experts to assist in the conduct of any such study or investigation.