

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**  
**Nominating and Board Governance Committee Charter**

**A. Name**

There shall be a committee of the Board of Directors (the "Board") of Heidrick & Struggles International, Inc. (the "Company"), which shall be called the Nominating and Board Governance Committee (the "Committee").

**B. Purpose**

As described in detail below, the purpose of the Committee shall be to (1) identify and recommend Director nominees and (2) address corporate governance matters affecting the Company.

**C. Organization and Procedure**

The Committee shall consist of no fewer than two members. Each member of the Committee shall satisfy the independence requirements set forth in the Company's Independence Standards and The NASDAQ Stock Market, Inc. ("NASDAQ") rules, as amended from time to time and as interpreted by the Board in its business judgment.

The Board shall appoint the members of the Committee and the members of the Committee shall serve until their successors are appointed and qualify. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full committee membership.

The Committee shall meet as often as it determines appropriate, but not less than two times per year.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies that may occur. Except as expressly provided in this Charter, the Amended and Restated Bylaws of the Company or the Corporate Governance Guidelines of the Board of Directors, the Committee shall fix its own rules of procedure.

The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

**D. Committee Responsibilities**

*1. Board Nominees.* Identify and recommend to the Board, Director nominees to fill expiring and vacant Board seats (including nominees to stand for election as directors at the Company's annual meeting of stockholders). Assess and make recommendations to the Board regarding director nominees' independence.

*2. Committee Recommendations.* Make recommendations to the Board with respect to memberships on the committees of the Board.

3. *Corporate Governance Guidelines.* Develop and recommend to the Board the Corporate Governance Guidelines that should be adopted by the Board; review and reassess as appropriate the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

4. *Policies Regarding Certain Matters.* Review and recommend to the Board certain policies (and amendments thereto) with respect to, among other things, (i) communications by shareholders with the Board; (ii) consideration of shareholder nominations of Director candidates (the criteria to be used by the Committee for considering potential candidates for election to the Board are attached hereto as " Exhibit A"); (iii) Director attendance at the annual meeting; and (iv) such other matters as may be required by the NASDAQ and SEC rules.

5. *Code of Business Conduct and Ethics.* Develop and recommend, in consultation with the Audit and Finance Committee, a Code of Business Conduct and Ethics (including sections required by law and regulation to be applicable to the Company's Senior Financial Officers) and amendments thereto; consider and grant or deny requests for waivers from the Company's Code of Business Conduct and Ethics for the Company's Directors and executive officers, as well as the Controller, Treasurer, Tax Director, Head of Internal Audit, Regional Finance Directors, Assistant Controllers and other Company employees performing similar functions, and report all waivers granted to the Audit and Finance Committee.

6. *Related Party Transactions.* In consultation with the Audit and Finance Committee, approve all related party transactions in accordance with the rules of NASDAQ.

7. *Board Compensation.* Review annually and recommend to the Board changes in the form and amount of Director compensation including cash, equity-based and other compensation.

8. *Annual Board, Committee and Director Evaluations.* Coordinate and assist the Board and other committees with the annual evaluation of their performance, as well as with individual Director self-performance evaluations.

10. *Advisor to Board.* Serve in an advisory capacity to the Board and Chair of the Board on matters of organizational and governance structure, including the process for Board and Committee evaluations of the Company and the conduct of the Board.

11. *Retain Advisors.* Obtain advice and assistance from internal or external legal, accounting or other advisors as appropriate.

12. *Delegation.* Form and delegate authority to subcommittees when appropriate.

13. *Board Reports.* Report periodically to the Board on its meetings and other activities.

14. *Annual Review of Charter.* Review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval.

15. *Size of Board and Committees.* To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable in the size of the Board or any committee thereof.

16. *Annual Assessment.* The Committee shall conduct an annual assessment of the Committee, which shall, among other things, compare the performance of the Committee with the requirements of this charter. The assessment shall be conducted in such manner as the Committee deems appropriate. The Committee shall report to the Board on this assessment.

17. The Committee will perform any other duties or responsibilities required by law, the Certificate of Incorporation or Amended and Restated By-laws of the Company or that are delegated to the Committee by the Board from time to time.

Adopted: October 2, 2003  
Amended: February 16, 2005; February 17, 2006, December 13, 2007, February 6, 2009, December 15, 2011, December 19, 2012, December 19, 2013, September 27, 2017, September 26, 2018  
Last Reviewed: September 25, 2018

## **EXHIBIT A**

### **Criteria for Considering Director Nominees**

In considering potential candidates for election to the Board, including with respect to incumbent Directors and shareholder recommended candidates, the Nominating and Board Governance Committee shall consider, among other qualifications that it deems appropriate, the following:

- (1) The potential candidate's principal employment, occupation or association involving an active leadership role.
- (2) The potential candidate's expertise or experience relevant to the Company's business that would not be otherwise readily available to the Board.
- (3) The potential candidate's ability to bring diversity to the Board, including whether the potential candidate brings complementary skills and viewpoints.
- (4) The potential candidate's time commitments, particularly the number of other boards on which the potential candidate may serve.
- (5) The potential candidate's independence and absence of conflicts of interest as determined by the Director Independence Standards, the NASDAQ rules and other applicable laws, regulations and rules.
- (6) The potential candidate's financial literacy and expertise.
- (7) The potential candidate's personal qualities including strength of character, maturity of thought process and judgment, values and ability to work collegially.