

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

Corporate Governance Guidelines

The Heidrick & Struggles International, Inc. (the “Company”) Board of Directors (collectively, the “Board” and each member of the Board, a “Director”) has adopted these Corporate Governance Guidelines (the “Guidelines”) to set forth certain practices to assist the Board in fulfilling its responsibilities. The Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making at the Board and management levels, with a view to enhancing stockholder value over the long term. The Guidelines also assure that the Board will have the necessary authority and practices in place to review and evaluate the Company’s business operations as needed and to make decisions that are independent of the Company’s management. The Guidelines are subject to modification from time to time as the Board may deem necessary or advisable.

Process

The Nominating and Board Governance Committee (“NGC”) is responsible for developing, reviewing and assessing the Guidelines. The NGC reports its findings and recommendations to the Board for action annually.

Practices

The Board of Directors has adopted these Guidelines to assist it in the exercise of its responsibilities:

- Director Qualifications. The Chair of the Board and the Chair of the NGC shall jointly extend invitations to new nominees for membership on the Board. Certain of the criteria to be used by the NGC for considering potential candidates for election to the Board are attached hereto as Exhibit A. The Board evaluates each candidate in the context of Board composition as a whole with the objective of retaining a group that is best equipped to help ensure the Company’s success and represent stockholder interests through sound judgment.
- Board Independence. At least a majority of the members of the Board of the Company shall qualify as independent directors in accordance with the applicable provisions of the Securities Exchange Act of 1934 (the “Exchange Act”), and the rules promulgated thereunder, and the applicable rules of The NASDAQ Stock Market, Inc. (“NASDAQ”). The Board may establish such additional director independence guidelines as it may deem necessary and/or desirable from time to time. The Board shall determine on an annual basis whether each Director qualifies as an “independent director” pursuant to NASDAQ listing standards.

- Other Board Memberships/Limits on Directorships. Directors will notify the Chair of the NGC before (i) accepting a new board position for any public company, whether the board service is in a formal or advisory capacity, or (ii) accepting any assignment as chair of the board of directors of any public company. The Chair of the NGC will review the potential new position/assignment with the Chair of the Board and the Company's Corporate Secretary and will address the request in line with the process set out in the Policy on Resolution of Conflicts of Interest for Directors and Executive Officers. In addition, Directors shall notify other companies for which they serve as a director, of their membership on the Company's Board. No Director shall be permitted to serve on more than a total of four public company boards of directors (including the Board). The Company's Chief Executive Officer ("CEO") shall be permitted to serve as a director on no more than two public company boards of directors (including the Board). The Board may waive these limits if doing so would be in the best interests of the Company and its stockholders. No executive officer of the Company may serve on the compensation committee of any board of directors of a company if an executive officer of that company is serving on the Board.

- Resignation for Majority Withheld Vote. In an uncontested election of Directors (i.e. an election in which the only nominees are those recommended by the Board), any nominee for Director who receives a greater number of votes "withheld" from his/her election than votes "for" his/her election (a "Majority Withheld Vote") will tender his/her resignation to the Chair of the NGC following certification of the stockholder vote. The NGC shall consider the tendered resignation and shall recommend to the Board whether to accept or reject the tendered resignation no later than 60 days following the date of the certification of the stockholder vote (the "Stockholders' Vote Certification Date"). In considering whether to accept or reject the tendered resignation, the NGC shall consider factors deemed relevant by the NGC, including, without limitation:
 - The Director's length of service;
 - The Director's particular qualifications and contributions to the Company;
 - The reasons underlying the Majority Withheld Vote (if known) and whether any of these reasons can be rectified; and
 - Compliance with applicable listing standards and the Guidelines.

The Board shall act on the NGC's recommendation no later than 90 days following the Stockholders' Vote Certification Date. In considering the NGC's recommendation, the Board shall consider those factors used by the NGC for considering potential candidates for election to the Board and such additional information and factors that the Board believes to be relevant. The Company shall publicly disclose the Board's decision whether to accept the resignation as tendered (providing an explanation of

the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC"). Any Director who tenders his or her resignation pursuant to this provision shall not participate in the NGC deliberations or Board consideration regarding whether to accept or reject the tendered resignation. If a majority of the members of the NGC receive a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote (or who were not standing for election) shall form a special Board committee solely for the purpose of considering the tendered resignation(s) and shall recommend to the Board whether to accept or reject them.

- Changes in Professional Status. When a Director's principal occupation or business association changes significantly (including, without limitation, the Chief Executive Officer, and any other officer of the Company who is a Director, ceasing to continue in such position) during his or her tenure as a Director, that Director shall promptly tender his or her resignation to the Secretary or Assistant Secretary of the Company, for consideration by the NGC. The NGC shall recommend to the Board the action to be taken with respect to the resignation.
- Conflicts. Conflicts of interest shall be promptly disclosed pursuant to the Company's Policy on Resolution of Conflicts of Interest for Directors and Executive Officers. A Director shall recuse himself or herself from Board or committee information, discussion or voting related to a particular matter if requested to do so by the Board on account of an actual, apparent or potential conflict of interest involving such Director.
- Committee Structure. The Board shall at all times maintain the NGC, the Audit & Finance Committee (the "AFC") and the Human Resources and Compensation Committee (the "HRCC"), which shall operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the SEC and NASDAQ. The Board may also establish such other committees as it deems appropriate and delegate to such committees such authority permitted by applicable law and the Company's Amended and Restated By-laws as the Board sees fit. Each committee shall have a written charter.
 - The NGC shall be responsible for the matters set forth in its charter, including (a) identifying, evaluating and recommending Director nominees and (b) addressing corporate governance matters affecting the Company. The NGC shall meet at least two times per year.
 - The HRCC shall be responsible for the matters set forth in its charter, including (a) reviewing and providing guidance and recommendations to the Board regarding the Company's human resources and compensation strategies, (b) discharging the Board's responsibilities relating to compensation of the

Company's executives, and (c) reviewing and approving a report on executive compensation required by the SEC to be included in the Company's annual meeting proxy statement. The HRCC shall meet at least four times per year.

- The AFC shall be responsible for the matters set forth in its charter, including the appointment of, compensation of and oversight over the work of the Company's independent auditors. The AFC shall monitor (a) the integrity of the financial statements of the Company, (b) the independent public auditor's qualifications and independence, and (c) the performance of the Company's internal audit function and independent auditors, including the adequacy and effectiveness of the Company's internal controls. The AFC shall review and approve the report required by the rules of the SEC to be included in the Company's annual meeting proxy statement. The AFC shall meet at least four times per year.
- Committee Independence. The AFC, HRCC, and the NGC shall be comprised entirely of independent Directors. All committee members shall meet the independence and other requirements of the applicable committee charter, applicable provisions of the Exchange Act and NASDAQ listing requirements.
- Committee Operation. Each committee Chair, in consultation with the members of his or her committee, shall determine the frequency and length of their committee meetings, as well as agenda items to be addressed.
- Board Leadership Structure. The Board believes that it is in the best interests of the Company for the Board periodically to evaluate and, upon the recommendation of the NGC, determine whether the roles of Chair of the Board and CEO should be separated or combined, based the needs of the Board and the Company at such time.
- Lead Director. In the absence of a non-executive, independent Chair of the Board, one of the independent Directors shall serve as Lead Director to: (i) preside at the executive sessions of the independent Directors, and (ii) serve as a contact for interested parties who wish to communicate with independent Directors. The Lead Director shall be elected to the position of Lead Director by the majority vote of the independent Directors upon the recommendation of the NGC.
- Board Meeting Agendas and Materials. The agenda items to be considered by the Board at each of its meetings shall be included in the Board materials, distributed in advance to Directors. The Chair of the Board establishes the agenda items for each Board meeting. Each Director is free to suggest the inclusion of items on the agenda. Information and data that is important to the Board's understanding of the business to be discussed at meetings will be distributed in advance of meetings to the extent practicable.

- Executive Session. No less than two times per year, the independent Directors shall schedule regular executive sessions at which independent Directors meet without management participation. Significant matters discussed shall be communicated to management as determined appropriate by the members of the Board attending the meeting. The Chair of the Board, if independent, or Lead Director may call special executive sessions of the Board.
- Director Attendance at Meetings. The Board shall meet at least quarterly. Each member of the Board is expected to attend meetings of the Board and the Board committees on which the director serves and to actively participate in meeting discussions. Attendance rates and participation shall be taken into account by the NGC and the Board in connection with assessments of incumbent directors for renomination. A director who is unable to attend a Board or Board committee meeting should notify the Board Chair in advance of the meeting.
- Director Attendance at Annual Meetings. The Company will make every effort to schedule its annual meeting of stockholders at a time and date to maximize attendance by Directors taking into account the Directors' schedules. The Company believes that annual meetings provide an opportunity for stockholders to communicate with Directors. The Company expects each Director to attend the Company's annual meeting of stockholders absent unusual circumstances.
- Director Access to Management and Independent Advisors. To assist it in carrying out its responsibilities, the Board shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board. The Board and Board committees, to the extent set forth in the applicable committee charter or as required by the applicable rules of the SEC or NASDAQ, shall have the right to consult and retain independent legal and other advisors at the expense of the Company. In performing its functions, the Board and its committees shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other expert advisors. The Board shall have the authority to select, retain, terminate and approve the fees and other retention terms of its outside advisors.
- Board Orientation and Continuing Education. The Board or the Company shall establish, or identify and provide access to, appropriate orientation programs, sessions or materials for newly elected Directors of the Company for their benefit either prior to or within a reasonable period of time after their nomination or election as a Director. The Board believes that director orientation and continuing education is essential to valuable Board participation and decision making, and that Company stockholders are best served by a board of directors comprised of individuals who are well versed in modern principles of corporate governance and other subject matter relevant to a

public company and who thoroughly comprehend the roles and responsibilities of an effective board in the oversight of the Company's management, operations and strategic planning. In addition, portions of certain Board meetings will be devoted to educational topics at which senior management and outside subject matter experts present information regarding matters such as the Company's industry, business operations, strategies, objectives, risks, opportunities, competitors and important legal and regulatory issues. The Company encourages Directors to periodically pursue or participate in appropriate programs or sessions and to obtain training materials, and the Company will reimburse Directors for reasonable expenses in accordance with Company policy.

- Annual Board, Committee and Director Performance Review. The Board and each committee thereof, shall, with the assistance of the NGC, conduct an annual evaluation of Board and committee performance, including the performance of individual Directors.
- Director Compensation. The NGC shall review annually the form and amount of Director compensation, including cash, equity-based awards and other compensation and recommend any changes it determines appropriate to the Board. No loans may be made to Directors.
- Stock Ownership. To align the interests of independent directors and stockholders, independent Directors should have a meaningful financial stake in the Company. The value of stock to be owned by the independent Directors will be determined by NGC from time to time and disclosed to stockholders in each annual meeting proxy statement. Equity interests that count toward satisfying this ownership requirement include shares owned outright by the Director, shares jointly owned by the independent Director, and restricted shares, restricted stock units payable in shares and deferred restricted stock units payable in shares held by the independent Director.
- Clawback Policy. The Board may adopt from time to time a clawback or recoupment policy, including without limitation any such policy which the Company may be required to adopt under the Dodd-Frank Wall Street Reform and Consumer Protection Act and implementing rules and regulations thereunder, or as otherwise required by law.
- Confidentiality. The proceedings and deliberations of the Board and its committees, and the materials prepared in connection therewith, shall be treated as confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director, except where required by law or court order.
- Code of Ethics. The Company expects all directors to act ethically and adhere to the Code of Ethics as is required of all officers and employees of the Company. All Directors must annually certify their adherence to the Code.

- Insider Trading Policy. The Board has adopted and delegated authority to the NGC to maintain and amend a policy requiring any personnel who is aware of material, non-public information regarding the Company or any other company, to not trade in that company's stock, disclose that information to others who may buy or sell securities because of the information, or otherwise use the information for personal advantage or the personal advantage of others. The policy requires all transactions in Company securities by officers and/or directors receive written permission from Heidrick's Chief Legal Officer (or their nominee) before engaging in any transaction. Any Company personnel who fails to comply with this policy will be subject to disciplinary action, which may include the termination of employment.
- Risk Management. The Board, with the assistance of the AFC, shall oversee the Company's enterprise risk management, and the steps taken to monitor or mitigate such risk exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management and review reports from management with respect to significant enterprise-wise risks facing the Company.
- Board Communication. Stockholders may communicate with the members of the Board individually or with the Board as a group by writing to HSIICorpSect@heidrick.com. The Corporate Secretary will review all such correspondence and provide regular summaries to the Board or to individual directors, as relevant.
- Engagement with Stakeholders. The Board believes that management speaks for the Company, including, for example, with the press or stockholders. However, this presumption does not preclude the relevant Directors from communicating or meeting with stakeholders, including stockholders, on issues where Board-level involvement is appropriate. Directors should coordinate such communications or meetings with the Chairman, CEO and Corporate Secretary.

The Guidelines may be amended, modified or waived by the Board and waivers of the Guidelines may also be granted by the NGC, subject to the disclosure and other requirements of the Exchange Act, and the rules promulgated thereunder, and the applicable rules of NASDAQ.

Adopted: October 2, 2003

Amended: December 14, 2017; September 26, 2018; September 19, 2019; September 23, 2020; September 23, 2021; September 22, 2022; September 28, 2023; September 26, 2024

EXHIBIT A

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

Criteria for Considering Director Nominees

In considering potential candidates for election to the Board, including with respect to incumbent Directors and stockholder 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, experience, and viewpoints and/or self-identified diversity characteristics, including relating to gender, age, ethnicity, national origin, and sexual orientation.
- (4) The potential candidate's time commitments, particularly the number of other boards (including leadership positions held on such boards or their committees) 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.