

## **HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

### Charter of the Human Resources and Compensation Committee

#### **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 Human Resources and Compensation Committee (the "Committee").

#### **B. Purpose**

The primary purpose of the Committee is to discharge the Board's responsibilities relating to the Company's executive and other compensation plans, policies, and programs and review and approve an annual report on executive compensation required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual meeting proxy statement.

The Committee will also review and provide guidance on the strategically critical human capital matters ahead of such matters being reviewed and acted upon by the full Board.

#### **C. Organization and Procedure**

The Committee shall consist of no fewer than three members. Each member shall satisfy the independence requirements set forth in the Company's Director Independence Standards and Corporate Governance Guidelines, The NASDAQ Stock Market, Inc. ("NASDAQ") and SEC rules, as amended from time to time. In addition, each member shall meet the definition of "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934, provided that the Board may elect to take advantage of any exception from such requirements provided in the NASDAQ rules.

Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described herein shall nevertheless constitute duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

The Board shall appoint the members of the Committee, considering the recommendation of the Nominating and Board Governance Committee. The members of the Committee shall serve until their successors are duly appointed and qualified or until their earlier resignation or removal. 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 four times per year. Meeting agendas will be prepared by the appropriate members of senior management, in consultation with the Committee Chair, and provided in advance to members, along with appropriate briefing materials.

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 By-laws of the Company, the Corporate Governance Guidelines of the Company, or as otherwise provided by NASDAQ or applicable securities laws, 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, provided that the Company's Chief Executive Officer ("CEO") may not be present during the voting or deliberations regarding his or her compensation or performance. The Committee shall also have full, unrestricted access to Company books and records. 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. COMPENSATION**

- 1.1. CEO Compensation. Review, at least annually, and approve the goals and objectives relevant to CEO compensation; evaluate the CEO's performance in light of those goals and objectives (and against an appropriate peer group, if applicable); and recommend to the independent Directors the total compensation of the Company's CEO based on this evaluation. The Company's CEO shall not be present during voting or deliberations of the Committee with respect to CEO compensation and the Committee shall periodically meet without management. The full Board will review and approve CEO compensation.
- 1.2. Executive Officer Compensation<sup>11</sup>. Review and evaluate annually, in consultation with the CEO, the performance and compensation of the Company's other executive officers in light of the goals and objectives of the Company's executive compensation plans and determine and approve such compensation. In determining the long-term incentive component of the compensation of the Company's CEO and other executive officers, the Committee may consider:
  - the Company's performance and relative stockholder return;
  - the individual performance of the executive;
  - retention considerations; and
  - the value of similar awards to CEOs and executive officers at peer companies.
- 1.3. Peer Group. Review and approve the selection of the companies in the Company's peer group(s) for the purposes of benchmarking executive officer compensation and non-employee director compensation.
- 1.4. Risk Assessment. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.
- 1.5. Employment Agreements. Review and approve the terms of employment agreements, severance agreements and other similar agreements to be entered into, or amended, with

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<sup>1</sup> For purposes of this Charter, "Officer" and "Executive Officer" shall have the same definition as "executive officer" in Rule 3b-7 under the Securities Exchange Act of 1934.

the CEO or any other Executive Officer. In addition, the CEO shall consult with the Chair of the Committee from time to time regarding other material employment and/or severance agreements that the Company is proposing to enter into, and where appropriate, bring those employment/severance agreements before the Committee for review.

- 1.6. Approve Awards. Adopt, administer, approve and ratify award pools for the Company's non-Executive Officer employees under the Company's cash incentive compensation plans and specific awards under the Company's stock-based plans, including amendments to the awards made under any such plans.
- 1.7. Say-on-Pay Vote. Review and discuss with management the results of the stockholders' Say-on-Pay vote and consider whether to recommend adjustments to the Company's executive compensation policies and practices in light of such votes.
- 1.8. Retirement and Deferred Compensation Plan Oversight. In conjunction with the Audit & Finance Committee, discharge the Board's fiduciary obligations with respect to oversight of the Company's global retirement and other deferred compensation plans. Receive from the Company's Global Retirement Plans Committee, no less than annually, a report on the Global Retirement Plans Committee's activities.
- 1.9. Clawback Policy. Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including stock options) paid to any of the Company's executive officers based on erroneous data.
- 1.10. Stock Ownership Guidelines for Management. Determine stock ownership guidelines for the CEO and other executive officers of the Company and monitor compliance with such guidelines.

## **2. REVIEW AND PROVIDE GUIDANCE ON STRATEGICALLY CRITICAL HUMAN CAPITAL MATTERS**

The Committee will review and provide guidance on the strategically critical human capital matters and management proposals prior to a review and any action by the full Board, including:

- 2.1. Talent Management and Succession Planning. Review annually, in consultation with senior management, on talent matters related to the direct reports to the CEO:
  - the organization structure and future design of the CEO's team of direct reports and future design to achieve the goals of the Company's strategy;
  - the Company's succession plans for the direct report positions; and
  - the Company's top talent.
- 2.2. Diversity & Inclusion. Review annually, in consultation with senior management, the Company's diversity and inclusion practices, key metrics, and talent pipelines.

### 2.3. Non-Executive Compensation and Incentive Plans.

- Review annually, in consultation with senior management, the Company's overall compensation philosophy, policies and programs and assess whether the Company's compensation philosophy establishes appropriate incentives for applicable management and employees.
- Evaluate and recommend to the full Board, or to stockholders as appropriate, the approval and establishment of the Company's firm-wide key compensation and incentive plans and other performance-based plans, including any material changes thereto.

The full Board will review and approve firm-wide compensation and incentive plans.

The Committee, following completion of its own annual review process, shall provide input to the Board when it reviews matters of executive-level succession planning, diversity, and talent management.

### **3. REPORTING**

- 3.1. Public Reporting. Review and approve the Compensation Discussion & Analysis and the Committee's report that are required by the governing rules and regulations of the SEC and NASDAQ, as applicable, to be included in the Company's proxy statement and Annual Report on Form 10-K and take the appropriate steps to ensure that such disclosures and reports comply with applicable requirements.
- 3.2. Board Reports. Report periodically to the Board on the Committee's meetings and other activities.

### **4. ADMINISTRATIVE**

- 4.1. Annual Review of Charter. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 4.2. Annual Evaluation. The Committee shall conduct an annual performance evaluation of the Committee, which evaluation, among other things, shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate. The Committee shall report to the Board on this evaluation.
- 4.3. Retention of Advisers. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. As deemed appropriate by the Committee in its sole discretion, the Committee shall (a) select, retain, terminate and obtain advice and assistance from compensation consultants, legal counsel or other advisers (collectively

“Advisers”), (b) appoint and directly oversee the work of any Adviser, and (c) determine and approve appropriate compensation, related fees and other retention terms of any Adviser. To the extent required by SEC and NASDAQ rules, the Committee may select an Adviser to the Committee only after taking into consideration all information relevant to determine the Adviser’s independence from management. The Committee shall periodically in its discretion review the performance of its Advisers. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to its Advisers in addition to any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties.

- 4.4. Delegation. Form and delegate authority to subcommittees when the Committee determines such delegation to be appropriate.
- 4.5. Other Duties. The Committee will perform any other duties or responsibilities required by law, the rules of NASDAQ, 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: September 25, 2018; September 18, 2019; September 23, 2020; September 23, 2021;  
September 22, 2022; September 26, 2024.