

Heidrick & Struggles International, Inc.
Clawback Policy

Clawback Events

(A) Executive Officers

In the event of a restatement of Heidrick & Struggles International, Inc's (the "**Company's**") financial statements as a result of the material noncompliance with any financial reporting requirements under the federal securities laws (other than a restatement due to a change in financial accounting rules), the Human Resources and Compensation Committee of the Board of Directors (the "**HRCC**") will review all incentive awards (cash or equity) granted to "executive officers" (within the meaning of Rule 3b-7 of the Securities Exchange Act of 1934, as amended) for performance periods during the three (3) fiscal years preceding the date the restatement is filed with the Securities and Exchange Commission ("**SEC**"). If any such incentive award would have been lower had the level of achievement of applicable financial performance goals been calculated based on such restated financial results, the HRCC may, if it determines appropriate in its sole discretion, to the extent permitted by governing law, require the reimbursement of the incremental portion of the incentive award where all of the following occur:

- (1) the payment was based upon achieving financial or other performance results that were subsequently restated or corrected;
- (2) a lower payment would have been made to the incentive plan participant based upon the restated or corrected results; and
- (3) recoupment is not precluded by applicable law or employment agreements.

(B) Incentive Plan Participants

In addition, the HRCC may, if it determines appropriate in its sole discretion, require reimbursement of any incentive awards (cash or equity), for performance periods during the three (3) fiscal years preceding the date of the HRCC's determination, to any incentive plan participant who has engaged in fraud, bribery, or other intentional, illegal misconduct impacting the Company or results in a breach of the Code of Ethics, or knowingly failed to report such acts of any employee over whom such person had direct supervisory responsibility. For the avoidance of doubt, this Section B shall also apply to executive officers to the extent they are incentive plan participants.

Enforcement

In determining what remedies to pursue, the HRCC may take into account all relevant factors, including without limitation:

- (a) whether the restatement (if applicable) was the result of inadvertent error, fraud, negligence, or intentional misconduct;
- (b) the financial and reputational harm caused to the Company resulting from such

restatement or misconduct;

- (c) the likelihood of success in taking action under this Policy relative to the effort involved (*e.g.*, the expense of recovering the compensation does not exceed the amount recovered);
- (d) any pending or threatened legal proceedings relating to any acts or omissions giving rise, directly or indirectly, to the financial statements, and any actual or anticipated resolution;
- (e) whether taking action under this Policy may prejudice the Company's interests in any way; and
- (f) the tax consequences to the Company of taking action under this Policy.

In exercising its business judgment under this policy, the HRCC may consider any other factors it deems relevant to the determination. Compensation awarded or paid based on miscalculation of a performance measure result will also be subject to reimbursement under any other law or regulation that the HRCC determines, in its discretion, is applicable.

This Policy may be enforced by reducing or cancelling outstanding and future annual and long-term incentive compensation or equity awards and by legal process asserting a claim for repayment. In addition, the HRCC may take such other action to enforce the employee's obligations to the Company as it may deem appropriate in view of all the facts surrounding the particular case. Finally, for any reimbursement required under this Policy as a result of an employee's misconduct, before taking action under this Policy, the HRCC shall provide the applicable employee written notice and the opportunity to be heard, at a meeting of the HRCC (which may be in-person or telephonic, as determined by the HRCC).

The HRCC shall make all determinations regarding the application and operation of this Policy in its sole discretion, and all such determinations shall be final and binding.

Non-Exclusive

This Policy is in addition to any and all other rights the Company may have to pursue remedies against an employee or former employee for misconduct in the course of employment by the Company, all of which are expressly retained by the Company. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement or any other legal remedies available to the Company.

Change in Control

The right of the HRCC to assert a recoupment claim under this Policy shall not survive the occurrence of a change in control of the Company as defined in the relevant incentive compensation plan.

Amendment or Termination

The HRCC may amend or terminate this Policy from time to time in its discretion, including as required to comply with the rules of the SEC and the Nasdaq Stock Market implementing Section 954 of the Dodd-

Frank Wall Street Reform and Consumer Protection Act. Any such amendments shall be binding on employees who continue in employment after the effective date of such amendment(s). No such amendments may be given a retroactive effective date.

Successors

The Policy shall be binding and enforceable against all subject employees and their beneficiaries, executors, administrators, and other legal representatives.

Adopted: May 2018

Amended: December 2021