

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

Policy on Resolution of Conflicts of Interest for Directors and Executive Officers

Heidrick & Struggles International, Inc. (the “Company”), its Board of Directors (the “Board”) and management are dedicated to operating in a manner that deals up-front with situations where our employees, executive officers or members of our Board (individually, “Directors”) could be in a position where their private interests may interfere with the interests of the Company¹. Any situation that could reasonably be viewed as creating a potential conflict of interest, or even the appearance of a conflict, should be promptly disclosed.

1. Potential Conflicts that Arise for the CEO or a Director:

- A. Where the Chief Executive Officer (“CEO”) or any Director has a potential conflict of interest, the potential conflict must be promptly disclosed to the Chair of the Nominating and Board Governance Committee (the “Committee”).
- B. The Chair of the Committee will determine whether in their opinion an actual conflict exists. If the Chair believes that a conflict exists, they will submit the conflict to the full Committee for consideration.
- C. The Committee will then determine if an actual conflict exists. If the Committee determines that a conflict exists, the Committee will promptly decide whether to: (i) waive the conflict; or (ii) require the CEO or the Director to remove the conflict.
- D. In the case of a potential conflict of interest involving the Chair of the Committee, the Chair of the Committee must disclose the potential conflict to the full Board who will, without the Chair of the Committee present, evaluate the potential conflict and determine if an actual conflict exists. If the Board determines that a conflict exists, the Board will promptly decide whether to: (i) waive the conflict; or (ii) require the Chair of the Committee to remove the conflict.

2. Potential Conflicts that Arise for other Executive Officers:

- A. Where one of the Company’s executive officers (other than the CEO or the General Counsel) has a potential conflict, the potential conflict must be promptly disclosed to the General Counsel.
- B. The General Counsel will determine whether in their opinion an actual conflict exists. If the General Counsel believes that a conflict exists, they will disclose the conflict to the Chair of the Committee.

¹ Employees who are not executive officers or appointed or nominated Directors should continue to follow the potential conflict disclosure requirements as listed in the Code of Ethics.

- C. In the case of any potential conflict of interest involving the General Counsel, the potential conflict will be disclosed to the CEO. If the CEO believes that an actual conflict of interest exists, the CEO will submit the conflict involving the General Counsel to the Chair of the Committee.
- D. The Chair of the Committee will determine if they believe an actual conflict of interest exists and if so, they will disclose the conflict to the full Committee.
- E. The Committee will determine if an actual conflict exists and if so, the Committee will promptly decide whether to: (i) waive the conflict; or (ii) require the executive officer or the General Counsel to remove the conflict.

Amended: May 24, 2006; September 23, 2020.