

# HEIDRICK & STRUGGLES

## **2022 Annual Stockholders' Meeting**

### **RULES OF CONDUCT**

We would like to welcome you to the 2022 Annual Meeting of Stockholders of Heidrick & Struggles International, Inc. In fairness to all stockholders in attendance and in the interest of an orderly meeting, we require that you honor the following rules of conduct:

1. The taking of photographs and use of audio or video recording equipment is prohibited.
2. The meeting will follow the Agenda provided to all stockholders at: [www.virtualshareholdermeeting.com/HSII2022](http://www.virtualshareholdermeeting.com/HSII2022).
3. Only stockholders of record or their proxy holders may address the meeting.
4. All questions and comments should be directed to the Moderator.
5. If you wish to address the meeting, please submit your question for consideration during the Q&A portion of the meeting.
6. To allow opportunities for all stockholders to be heard, each speaker is limited to a total of no more than three questions or comments, no more than one of which may be on any single topic and each of which must be no more than one minute in length.
7. Please permit each speaker the courtesy of concluding his or her remarks without interruption.
8. The views and comments of all stockholders are welcome. However, the purpose of the meeting will be observed and the Chairperson or Secretary will stop discussions that are:
  - irrelevant to the business of the Company or the conduct of its operations;
  - related to pending or threatened litigation;
  - derogatory references that are not in good taste;
  - unduly prolonged (longer than one minute);
  - substantially repetitious of statements made by other stockholders; or
  - related to personal grievances.

This presentation contains forward-looking statements within the meaning of the federal securities laws. The forward-looking statements are based on current expectations, estimates, forecasts, and projections about the industry in which we operate and management's beliefs and assumptions. Forward looking statements may be identified by the use of words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "outlook," "projects," "forecasts," and similar expressions. Forward-looking statements are not guarantees of future performance, rely on a number of assumptions, and involve certain known and unknown risks and uncertainties that are difficult to predict, many of which are beyond our control. Factors that may cause actual outcomes and results to differ materially from what is expressed, forecasted, or implied in the forward-looking statements include, among other things, the impacts, direct and indirect, of the COVID-19 pandemic (including the emergence of variant strains) on our business, our consultants and employees, and the overall economy; the impact on global or a regional economy due to the outbreak or escalation of hostilities or war; leadership changes, our ability to attract, integrate, develop, manage and retain qualified consultants and senior leaders; our ability to prevent our consultants from taking our clients with them to another firm; our ability to maintain our professional reputation and brand name; the fact that our net revenue may be affected by adverse economic conditions; our clients' ability to restrict us from recruiting their employees; the aggressive competition we face; our heavy reliance on information management systems; the fact that we face the risk of liability in the services we perform; the fact that data security, data privacy and data protection laws and other evolving regulations and cross-border data transfer restrictions may limit the use of our services and adversely affect our business; social, political, regulatory and legal risks in markets where we operate; any challenges to the classification of our on-demand talent as independent contractors; the impact of foreign currency exchange rate fluctuations; the fact that we may not be able to align our cost structure with net revenue; unfavorable tax law changes and tax authority rulings; our ability to realize our tax losses; the timing of the establishment or reversal of valuation allowance on deferred tax assets; any impairment of our goodwill, other intangible assets and other long-lived assets; our ability to execute and integrate future acquisitions; the fact that we have anti-takeover provisions that make an acquisition of us difficult and expensive; our ability to access additional credit; and the increased cybersecurity requirements, vulnerabilities, threats and more sophisticated and targeted cyber-related attacks that could pose a risk to our systems, networks, solutions, services and data. We caution the reader that the list of factors may not be exhaustive. For more information on these risks, uncertainties and other factors, refer to our Annual Report on Form 10-K for the year ended December 31, 2021, under the heading "Risk Factors" in Item 1A, as updated in Part II of our subsequent Quarterly Reports on Form 10-Q, and other filings with the Securities and Exchange Commission. The forward-looking statements contained in this press release speak only as of the date of this press release. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.