

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

Nominating and Board Governance Committee Charter

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 Nominating and Board Governance Committee (the "Committee").

B. Purpose

As described in detail below, the purpose of the Committee shall be to (1) identify and recommend Director nominees and (2) address corporate governance matters affecting the Company.

C. Organization and Procedure

The Committee shall consist of no fewer than two members. Each member of the Committee shall satisfy the independence requirements set forth in the Company's Independence Standards and The NASDAQ Stock Market, Inc. ("NASDAQ") rules, as amended from time to time and as interpreted by the Board in its business judgment.

The Board shall appoint the members of the Committee, considering the recommendation of the Committee, and 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 two times per year.

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 or the Corporate Governance Guidelines of the Company, 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. 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. Board Nominees. Identify and recommend to the Board Director nominees to fill expiring and vacant Board seats (including nominees to stand for election as directors at the Company's annual meeting of stockholders). Assess and make recommendations to the Board regarding director nominees' independence.

2. Oversight of Other Board Memberships/Limits on Directorships. In accordance with the Corporate Governance Guidelines, Directors shall advise the Chair of the Board and the Chair of the Committee in advance (to the extent possible) and promptly upon accepting any other public company directorship, or any assignment to the audit committee or compensation committee of the board of directors of any public company.
3. Oversight of Director Resignations. Consider any Directors' tendered resignations and recommend to the Board whether to accept or reject such tendered resignation, in accordance with the Corporate Governance Guidelines. In addition and also in accordance with the Corporate Governance Guidelines, the Committee will consider and recommend to the Board any action to be taken with respect to a resignation tendered by a Director whose principal occupation or business association has changed significantly.
4. Committee Recommendations. Make recommendations to the Board with respect to memberships on the committees of the Board.
5. Corporate Governance Guidelines. Develop and recommend to the Board the Corporate Governance Guidelines that should be adopted by the Board; review and reassess as appropriate the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
6. CEO Succession. Review annually, in consultation with senior management, and provide input to the full Board regarding the Company's emergency and succession plans for the CEO.
7. Sustainability. Review and make recommendations to the Board regarding the Company's environmental, societal and governance programs and disclosures.
8. Policies Regarding Certain Matters. Review and recommend to the Board certain policies (and amendments thereto) with respect to, among other things, (i) communications by stockholders with the Board; (ii) consideration of stockholder nominations of Director candidates (the criteria to be used by the Committee for considering potential candidates for election to the Board are attached hereto as "Exhibit A"); (iii) Director attendance at the annual meeting; and (iv) such other matters as may be required by the NASDAQ and SEC rules.
9. Code of Ethics. Develop and recommend, in consultation with the Audit & Finance Committee, a Code of Ethics (including sections required by law and regulation to be applicable to the Company's senior financial officers) and amendments thereto; consider and grant or deny requests for waivers from the Company's Code of Ethics for the Company's Directors and executive officers, as well as the Controller, Treasurer, Tax Director, Head of Internal Audit, Regional Finance Directors, Assistant Controllers and other Company employees performing similar functions, and report all waivers granted to the Audit & Finance Committee.
10. Related Party Transactions. In consultation with the Audit & Finance Committee, approve all related party transactions in accordance with the Company's Related Party Transaction Policy.
11. Board Compensation. Review annually and recommend to the Board changes in the form and amount of Director compensation including cash, equity-based and other compensation.

12. Annual Board, Committee and Director Evaluations. Coordinate and assist the Board and other committees with the annual evaluation of their performance, as well as with individual Director evaluations.
13. Advisor to Board. Serve in an advisory capacity to the Board and Chair of the Board or Lead Director on matters of organizational and governance structure, including the process for Board and Committee evaluations and the conduct of the Board.
14. Retain Advisors. Obtain advice and assistance from internal or external legal, accounting or other advisors as appropriate.
15. Delegation. Form and delegate authority to subcommittees when appropriate.
16. Board Reports. Report periodically to the Board on the Committee's meetings and other activities.
17. Annual Review of Charter. Review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval.
18. Size of Board and Committees. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable in the size of the Board or any committee thereof.
19. Annual Evaluation. The Committee shall conduct an annual performance evaluation of the Committee, which shall, among other things, compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. The Committee shall report to the Board on this evaluation.
20. 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

Last Reviewed: February 16, 2005; February 17, 2006, December 13, 2007, February 6, 2009,
December 15, 2011, December 19, 2012, December 19, 2013, September 27, 2017,
September 26, 2018, 19 September 2019, 23 September 2020, 23 September, 2021.

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, viewpoints and/or self-identified diversity characteristics, including gender, age, ethnicity, and national origin.
- (4) The potential candidate's time commitments, particularly the number of other boards 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.