

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, evaluate 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 Corporate Governance Guidelines and Director Independence Standards and The NASDAQ Stock Market, Inc. (“NASDAQ”) and Securities and Exchange Commission rules, as amended from time to time.

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 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. 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 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. Board Leadership. Review the Board's leadership structure and recommend to the Board whether the roles of Chair of the Board and CEO should be separated or combined, based the needs of the Board and the Company at such time; review and approve Company disclosures relating to Board leadership.
3. Oversight of Other Board Memberships/Limits on Directorships. In accordance with the Corporate Governance Guidelines, Directors will notify the Chair of the Committee before (i) accepting a new board position for any public company, whether the board service is in a formal or advisory capacity, or (ii) accepting any assignment as chair of the board of directors of any public company.
4. 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.
5. Committee Recommendations. Make recommendations to the Board with respect to memberships of the committees of the Board.
6. Corporate Governance Guidelines. Develop and recommend to the Board the Corporate Governance Guidelines that should be adopted by the Board; review and reassess annually the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval as appropriate.
7. 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.
8. Sustainability. Review and, if the Committee deems appropriate or necessary, make recommendations to the Board regarding the Company's environmental, societal and governance programs and disclosures. However, the Company's diversity and inclusion practices, key metrics, and talent pipelines shall be reviewed by the Human Resources and Compensation Committee.
9. 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 to the Corporate Governance Guidelines as Exhibit A); (iii) Director attendance at the annual meeting; (iv) stock ownership guidelines; and (iv) such other matters as may be required by the NASDAQ and applicable securities laws.

10. 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.
11. Related Party Transactions. Review and approve all related party transactions in accordance with the Company's Related Party Transaction Policy and report to the Audit & Finance Committee for appropriate financial statement disclosure.
12. Insider Trading Policy. Maintain and amend a policy requiring any personnel who is aware of material, non-public information regarding the Company or any other company, to not trade in that company's stock, disclose that information to others who may buy or sell securities because of the information, or otherwise use the information for personal advantage or the personal advantage of others. The policy requires all transactions in Company securities by officers and/or directors receive written permission from Heidrick's Chief Legal Officer (or their nominee) before engaging in any transaction. Any Company personnel who fails to comply with this policy will be subject to disciplinary action, which may include the termination of employment.
13. 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.
14. Annual Board, Committee and Director Evaluations. 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. The Committee shall also coordinate and assist the Board and other committees with the annual evaluation of their performance, as well as with individual Director evaluations.
15. 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.
16. Retain Advisors. Obtain advice and assistance from internal or external legal, accounting or other advisors as appropriate. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any external 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.
17. Delegation. Form and delegate authority to subcommittees when appropriate.
18. Board Reports. Report periodically to the Board on the Committee's meetings and other activities.

19. Annual Review of Charter. Review and reassess the adequacy of this Charter annually and recommend any changes to the Board for approval.
20. Size of Board and Committees. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable with respect to the size of the Board or any committee thereof.
21. Reelection. Assess the contributions and independence of incumbent directors of the Board in determining whether to recommend that they be nominated for reelection.
22. 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: September 27, 2017, September 26, 2018, September 19, 2019, September 23, 2020,
September 23, 2021, September 22, 2022, September 28, 2023, September 26, 2024.