

HEIDRICK & STRUGGLES INTERNATIONAL, INC.

Charter of the
Human Resources and Compensation Committee

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 Human Resources and Compensation Committee (the "Committee").

B. Purpose

As described in detail below, the Committee shall (1) review and provide guidance on the Company's human resources and compensation strategies (2) discharge the Board's responsibilities relating to compensation of the Company's executives and (3) review and approve an annual report on executive compensation required by the Securities and Exchange Commission to be included in the Company's annual meeting proxy statement.

C. Organization and Procedure

The Committee shall consist of no fewer than three 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. In addition, each Member shall meet the definition of "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986.

The Board shall appoint the members of the Committee, on the recommendation of the Nominating and Board Governance Committee. The members of the Committee shall serve until their successors are duly appointed and qualified. Unless a Chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it. 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.

D. Committee Responsibilities

1. *Human Resources Strategies.* Review and provide guidance to senior management on the Company's Human Resources strategies and their guiding principles including overall employee compensation philosophy and talent management programs.
2. *CEO Compensation.* Review at least annually and approve the goals and objectives relevant to CEO compensation; evaluate the CEO's performance in light of those goals and objectives (and against an appropriate peer group, if applicable); and recommend to the Independent Directors the total compensation of the Company's CEO based on this evaluation.

3. *Executive Officer¹ Compensation.* Review and evaluate annually, in consultation with the CEO, the performance and compensation of the Company's other executive officers in light of the goals and objectives of the Company's executive compensation plans and determine and approve such compensation. In determining the long-term incentive component of the compensation of the Company's CEO and other executive officers, the Committee may consider:
 - the Company's performance and relative shareholder return; and
 - the value of similar awards to CEO's and executive offices at peer companies.
4. *Employment Agreements.* Review and approve the terms of employment agreements, severance agreements and other similar agreements to be entered into, or amended, with the CEO or any other executive officer. In addition, the CEO shall consult with the Chair of the Committee from time-to-time regarding other material employment and/or severance arrangements that the Company is proposing to enter into, and where appropriate, bring those employment/severance arrangements before the Committee for review.
5. *Approve Awards.* Adopt, administer, approve and ratify awards under the Company's incentive compensation and stock-based plans, including amendments to the awards made under any such plans.
6. *Performance-based Compensation Plans.* Evaluate and recommend to the Board, or to shareholders as appropriate, the approval and establishment of the Company's cash and equity-based incentive compensation and other performance-based plans, including any material changes thereto..
7. *Talent Management, Succession Planning and Diversity.* Review annually, in consultation with senior management:
 - the Company's succession plans for senior executive positions, including the CEO, and other key management and non-management employees;
 - the Company's top talent; and
 - the Company's diversity program.The Committee, following completion of its own annual review process, shall also review and consult with the full Board on matters of succession planning and diversity.
8. *Public Reporting.* Review and approve the Compensation Committee's report that is made in periodic filings as required by the governing rules and regulations of the SEC and NASDAQ as applicable, and take the appropriate steps to ensure that such report complies with applicable requirements.
9. *Annual Review of Charter.* Review and assess the adequacy of this Charter annually and recommend any proposed changes to Nominating and Board Governance Committee and the Board for approval.
10. *Retain Advisors.* Obtain advice and assistance from internal or external compensation, legal, accounting or other advisors as appropriate.
11. *Delegation.* Form and delegate authority to subcommittees when appropriate.
12. *Board Reports.* Report periodically to the Board on its meetings and other activities.

¹ For the purposes of this Charter, "Officer" and "Executive Officer" shall have the same definition as "officer" in Rule 16a-1 under the Securities Exchange Act of 1934.

13. *Retirement and Deferred Compensation Plan Oversight.* In conjunction with the Audit & Finance Committee, discharge the Board's fiduciary obligations with respect to oversight of the Company's global retirement and other deferred compensation plans. Receive from the Company's Global Retirement Plans Committee, no less than two times per year, a report on the Global Retirement Plans Committee's activities.

Adopted: 02 October 2003
Last Revised: 13 December 2007