

## **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 and the members of the Committee shall serve until their successors are appointed and qualify. 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.

In the absence of a non-executive (i.e. independent) Chair of the Board of Directors, the Chair of the Committee shall serve as Lead Director to: (i) preside at the executive sessions of the independent directors; and (ii) serve as a contact for interested parties who wish to communicate with independent directors.

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 Board of Directors, the Committee shall fix its own rules of procedure.

#### **D. Committee Responsibilities**

1. *Board Nominees.* Identify and recommend Director nominees to fill expiring and vacant Board seats.
2. *Committee Recommendations.* Make recommendations to the Board with respect to memberships on the committees of the Board.
3. *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.
4. *Policies Regarding Certain Matters.* Review and recommend to the Board certain policies (and amendments thereto) with respect to, among other things, (i) communications by shareholders with the Board; (ii) consideration of shareholder 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.

5. *Code of Business Conduct and Ethics.* Develop and recommend, in consultation with the Audit and Finance Committee, a Code of Business Conduct and 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 Business Conduct and 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 and Finance Committee.

6. *Related Party Transactions.* In consultation with the Audit and Finance Committee, approve all related party transactions in accordance with the rules of NASDAQ.

7. *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.

8. *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 self-performance evaluations.

9. *Annual Review of Board Committee Charters.* Review and reassess, taking into account the assessment of the relevant committees as to their respective charters, the adequacy of the Board's various committee charters annually and recommend any proposed changes to the Board for approval.

10. *Advisor to Board.* Serve in an advisory capacity to the Board and Chair of the Board on matters of organizational and governance structure, including the process for Board and Committee evaluations of the Company and the conduct of the Board.

11. *Retain Advisors.* Obtain advice and assistance from internal or external legal, accounting or other advisors as appropriate.

12. *Delegation.* Form and delegate authority to subcommittees when appropriate.

13. *Board Reports.* Report periodically to the Board on its meetings and other activities.

Adopted: October 2, 2003

Amended: February 16, 2005

Amended: February 17, 2006

Amended: December 13, 2007

Amended: February 6, 2009