

**HEIDRICK & STRUGGLES INTERNATIONAL, INC.**

**Policy on Resolution of Conflicts of Interest  
for  
Directors and Executive Officers**

We are dedicated to operating in a manner that deals up-front with situations where our employees, officers or directors could be in a position where their private interests may interfere with the interests of the Company. Any situation that could reasonably be viewed as creating a potential conflict of interest, or even the appearance of a conflict, should be promptly disclosed.

**1. Potential Conflicts that Arise for the CEO or a Director:**

- A. Where the Chief Executive Officer or any director has a potential conflict of interest, the potential conflict must be promptly disclosed to the Chair of the Nominating and Board Governance Committee.
- B. The Chair of the Nominating and Board Governance Committee will determine whether in his/her opinion an actual conflict exists. If the Chair believes that a conflict exists, he/she will submit the conflict to the full Committee for consideration.
- C. The Committee will then determine if an actual conflict exists. If the Committee determines that a conflict exists, the Committee will promptly decide whether to: (i) waive the conflict; or (ii) require the CEO or the director to remove the conflict.
- D. In the case of a potential conflict of interest involving the Chair of the Nominating and Board Governance Committee, the Chair of the Committee must disclose the potential conflict to the full Board of Directors who will, without the Chair of the Committee present, evaluate the potential conflict and determine if an actual conflict exists. If the Board of Directors determines that a conflict exists, the Board will promptly decide whether to: (i) waive the conflict; or (ii) require the Chair of the Nominating and Governance Committee to remove the conflict.

**2. Potential Conflicts that Arise for other Executive Officers:**

- A. Where one of the Company's executive officers (other than the CEO or the Chief Legal Officer) has a potential conflict, the potential conflict must be promptly disclosed to the Chief Legal Officer.
- B. The Chief Legal Officer will determine whether in his/her opinion an actual conflict exists. If the CLO believes that a conflict exists, he/she will disclose the conflict to the Chair of the Nominating and Board Governance Committee.
- C. In the case of any potential conflict of interest involving the Chief Legal Officer, the potential conflict will be disclosed to the CEO. If the CEO believes that an actual conflict of interest exists, the CEO will submit the conflict involving the CLO to the Chair of the Nominating and Board Governance Committee.
- D. The Chair of the Nominating and Board Governance Committee will determine if he/she believes an actual conflict of interest exists and if so, he/she will disclose the conflict to

the full Nominating and Board Governance Committee.

- E. The Nominating and Board Governance Committee will determine if an actual conflict exists and if so, the Nominating and Board Governance Committee will promptly decide whether to: (i) waive the conflict; or (ii) require the executive officer to remove the conflict.