

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

The primary purpose of the Committee is to discharge the Board’s responsibilities relating to compensation of the Company’s executives and review and approve an annual report on executive compensation required by the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual meeting proxy statement.

The Committee will also review and provide guidance on the strategically critical human capital matters ahead of such matters being reviewed and acted upon by the full Board.

C. Organization and Procedure

The Committee shall consist of no fewer than three members. Each member shall satisfy the independence requirements set forth in SEC rules, 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.

The Board shall appoint the members of the Committee, considering the recommendation of the Nominating and Board Governance Committee. 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 four 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. COMPENSATION

- 1.1. 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. The Company's CEO shall not be present during voting or deliberations of the Committee with respect to CEO compensation and the Committee shall periodically meet without management. The full Board will review and approve CEO compensation.
- 1.2. Executive Officer Compensation¹. 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 stockholder return;
 - the individual performance of the executive;
 - retention considerations; and
 - the value of similar awards to CEOs and executive officers at peer companies.
- 1.3. Risk Assessment. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk taking.
- 1.4. 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 agreements that the Company is proposing to enter into, and where appropriate, bring those employment/severance agreements before the Committee for review.
- 1.5. Approve Awards. Adopt, administer, approve and ratify award pools for the Company's non-Executive Officer employees under the Company's cash incentive compensation plans and specific awards under the Company's stock-based plans, including amendments to the awards made under any such plans.

¹ For purposes of this Charter, "Officer" and "Executive Officer" shall have the same definition as "executive officer" in Rule 3b-7 under the Securities Exchange Act of 1934.

- 1.6. Say-on-Pay Vote. Review and discuss with management the results of the stockholders' Say-on-Pay vote and consider whether to recommend adjustments to the Company's executive compensation policies and practices in light of such votes.
- 1.7. 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.
- 1.8. Clawback Policy. Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including stock options) paid to any of the Company's executive officers based on erroneous data.
- 1.9. Stock Ownership Guidelines. Determine stock ownership guidelines for the CEO and other executive officers of the Company and monitor compliance with such guidelines.

2. REVIEW AND PROVIDE GUIDANCE ON STRATEGICALLY CRITICAL HUMAN CAPITAL MATTERS

The Committee will review and provide guidance on the strategically critical human capital matters and management proposals prior to a review and any action by the full Board, including:

- 2.1. Talent Management and Succession Planning. Review annually, in consultation with senior management, on talent matters related to the direct reports to the CEO:
 - the organization structure and future design of the CEO's team of direct reports and future design to achieve the goals of the Company's strategy;
 - the Company's succession plans for the direct report positions;
 - the Company's top talent; and
- 2.2. Diversity & Inclusion. Review annually, in consultation with senior management, the Company's diversity and inclusion practices, key metrics, and talent pipelines.
- 2.3. Non-Executive Compensation and Incentive Plans.
 - Review annually, in consultation with senior management, the Company's overall compensation philosophy, policies and programs and assess whether the Company's compensation philosophy establishes appropriate incentives for applicable management and employees.
 - Evaluate and recommend to the full Board, or to stockholders as appropriate, the approval and establishment of the Company's firm- wide key compensation and incentive plans and other performance-based plans, including any material changes thereto.

The full Board will review and approve firm-wide compensation and incentive plans.

The Committee, following completion of its own annual review process, shall provide input to the Board when it reviews matters of executive-level succession planning, diversity, and talent management.

3. REPORTING

- 3.1. Public Reporting. Review and approve the 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.
- 3.2. Board Reports. Report periodically to the Board on the Committee's meetings and other activities.

4. ADMINISTRATIVE

- 4.1. Annual Review of Charter. Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- 4.2. Annual Evaluation. The Committee shall conduct an annual performance evaluation of the Committee, which evaluation, among other things, shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate. The Committee shall report to the Board on this evaluation.
- 4.3. Retention of Advisers. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. As deemed appropriate by the Committee in its sole discretion, the Committee shall (a) select, retain, terminate and obtain advice and assistance from compensation consultants, legal counsel or other advisers (collectively "Advisers), (b) appoint and oversee the work of any Adviser, and (c) compensate and approve the fees and other retention terms of any Adviser. To the extent required by SEC and NASDAQ rules, the Committee may select an Adviser to the Committee only after taking into consideration all information relevant to determine the Adviser's independence from management. The Committee shall periodically in its discretion review the performance of its Advisers.
- 4.4. Delegation. Form and delegate authority to subcommittees when appropriate.
- 4.5. 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

Amended: September 25, 2018; September 18, 2019; September 23, 2020; September 23, 2021;
September 22, 2022.