

# HEIDRICK & STRUGGLES INTERNATIONAL, INC.

## Compensation 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 Compensation Committee.

### B. Purpose

As described in detail below, the Compensation Committee shall (1) discharge the Board’s responsibilities relating to compensation of the Company’s executives and (2) 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 Compensation Committee shall consist of no fewer than two members. Each member of the Compensation 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 and if deemed appropriate from time to time, 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 Compensation Committee, considering the recommendation of the Nominating and Board Governance Committee, and further considering the views of the Chairman of the Board, as appropriate. The members of the Compensation Committee shall serve until their successors are duly appointed and qualified. Unless a Chairperson is elected by the full Board, the members of the Compensation Committee may designate a Chairperson by majority vote of the full Committee membership.

The Compensation Committee shall meet as often as it determines appropriate, but not less than four times per year.

The Board shall have the power at any time to change the membership of the Compensation 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 Compensation Committee shall fix its own rules of procedure.

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

1. *CEO Compensation.* Meet in executive session (outside the presence of the CEO), review and approve corporate 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 compensation of the Company's CEO based on this evaluation.
2. *Executive Officer Compensation.* Review the CEO's recommendations relevant to the compensation of the Company's other executive officers and determine the compensation of the Company's other executive officers based on this review
3. *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.
4. *Approve Awards.* Adopt, administer, approve and ratify awards under incentive compensation and stock plans, including amendments to the awards made under any such plans.
5. *Employee Benefit Plans.* Review the significant incentive and employee benefit plans of the Company and any significant proposed changes thereto; review and recommend to the Board (and stockholders if necessary) for approval the establishment of or material change to any equity compensation plan.
6. *Succession Planning.* Provide support to the Board in its oversight of the Company's succession plans for senior executive positions including the CEO; review annually with management the Company's top talent.
7. *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.
8. *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.
9. *Retain Advisors.* Obtain advice and assistance from internal or external compensation, legal, accounting or other advisors as appropriate.
10. *Delegation.* Form and delegate authority to subcommittees when appropriate.
11. *Board Reports.* Report periodically to the Board on its meetings and other activities.

Adopted October 2, 2003 Board Meeting  
Amended February 16, 2005 Board Meeting