

KORN/FERRY INTERNATIONAL

Amended and Restated Nominating and Corporate Governance Committee Charter March 9, 2016

I. Purpose of Committee

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Korn/Ferry International (the “**Company**”) is to identify and recommend individuals to the Board for nomination as members of the Board and its committees (consistent with criteria approved by the Board), to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and to perform a leadership role in shaping the Company’s corporate governance. The Committee shall report to the Board on a regular basis.

II. Committee Membership

The Committee shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom constitutes an “independent director” under the rules of the New York Stock Exchange and under the Company's own independence standards, as applicable.

The members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board shall appoint for membership to the Committee only those individuals which it believes in its judgment are qualified to perform the duties of the Committee as set forth in this charter.

III. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes the Committee believes to be desirable to the size, structure, composition and functioning of the Board or any committee thereof.
2. To periodically review the Board’s leadership structure and recommend changes to the Board as appropriate.
3. To identify individuals believed to be qualified to become Board members, to review the qualifications of such candidates and recruit them, as applicable, and to

recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders.

4. To recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. The Committee may consider candidates proposed by management, but is not required to do so.
5. To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
6. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, to make a recommendation to the Board as to the class of directors in which the individual should serve.
7. To assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
8. To establish a procedure for the consideration of Board candidates recommended by the Company's stockholders.
9. To recommend to the Board candidates for appointment to committees and as chairpersons of committees and consider periodically rotating directors among the committees.
10. To develop criteria for identifying and evaluating director candidates. In developing these criteria and recommending nominees, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
11. To make recommendations to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the Company's Corporate Governance Guidelines.

12. To make recommendations to the Board of the action, if any, to be taken in response to a director's Change in Status (as defined in the Company's Corporate Governance Guidelines).
13. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
14. To review and recommend to the Board retirement and other tenure policies for directors.
15. To oversee risks associated with operations of the Board and its governance structure.
16. To establish procedures for the Committee to exercise oversight of the evaluation of the Board.
17. To oversee the evaluation of the Board and committees of the Board.
18. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and to review those guidelines at least once a year and recommend changes to the Board as appropriate.
19. To review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
20. To oversee the orientation process for new directors and ongoing education for directors.
21. To work with the Board to adopt a stock ownership policy to further align the long-term interests of the Company's stockholders and its non-employee directors and executive officers, and to review such policy on an annual basis. From time to time the Committee may also recommend changes to such policy for approval by the Board.
22. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

V. Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the

chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VI. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

VII. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants used to identify director candidates, this authority shall be vested solely in the Committee.