

KORN/FERRY INTERNATIONAL

Amended and Restated Audit Committee Charter March 9, 2016

Composition

The Audit Committee (the "**Committee**") shall be comprised of at least three members, consisting entirely of directors that the Board of Directors (the "**Board**") of Korn/Ferry International (the "**Company**") has determined are "independent directors" under the rules of the New York Stock Exchange and the Securities and Exchange Commission ("**SEC**"), as applicable. Committee members shall be appointed by the Board based on nominations recommended by the Company's Nominating and Corporate Governance Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Each member of the Committee shall be "financially literate," as determined by the Board, and at least one member of the Committee shall be an "audit committee financial expert," as determined by the Board in accordance with SEC rules.

No director may serve as a member of the Committee if such director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee and discloses this determination in the Company's annual proxy statement.

No member of the Committee may receive any compensation from the Company other than (i) director and committee fees, which may be received in cash, stock options or other in-kind consideration ordinarily available to directors; (ii) a pension or other deferred compensation for prior service that is not contingent on future service; and (iii) any other regular benefits that other directors receive.

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.

Purposes

The purposes of the Committee are:

1. to assist the Board in fulfilling its responsibilities in its oversight of:
 - i. the Company's accounting and financial reporting principles and policies and internal audit controls and procedures;
 - ii. the integrity of the Company's financial statements;
 - iii. the Company's compliance with legal and regulatory requirements;

- iv. to the extent set forth below, certain of the Company's financial arrangements;
 - v. the outside auditor's qualifications and independence; and
 - vi. the performance of the outside auditor and the Company's internal audit function.
2. to prepare the report required to be prepared by the Committee pursuant to the rules of the SEC for inclusion in the Company's annual proxy statement.

The function of the Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The outside auditor is responsible for planning and carrying out a proper audit of the Company's annual financial statements in accordance with auditing standards generally accepted in the United States prior to the filing of the Annual Report on Form 10-K and reviewing each Quarterly Report on Form 10-Q.

Meetings of the Committee

The Committee shall meet at least quarterly, either in person or telephonically, and at such times and places as the Committee shall determine 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. The Committee shall meet separately at least quarterly with management, the general counsel, the VP Internal Audit and the outside auditor to discuss any matters the Committee or any of these persons or firms believe should be discussed privately. The Committee may request any officer or employee of the Company or the Company's outside counsel or outside auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall report regularly to the full Board with respect to its activities. The majority of the members of the Committee shall constitute a quorum. Reports on all Committee meetings will be provided to the Board.

Duties and Powers

To carry out its purposes, the Committee shall have the following duties and powers:

1. With respect to the outside auditor:
 - i. to be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the work of the outside auditor. In this regard, the Committee shall appoint and retain, subject to ratification by the Company's stockholders, compensate, evaluate, and terminate when appropriate, the outside auditor, which shall report directly to the Committee;

ii. to approve in advance all audit and permissible non-audit services to be provided by the outside auditor, and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the outside auditor;

iii. to ensure that the outside auditor prepares and delivers annually a statement (it being understood that the outside auditor is responsible for the accuracy and completeness of such statement) describing: (A) the outside auditor's internal quality-control procedures; and (B) any material issues raised by the most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting any independent audits carried out by the outside auditor, and any steps taken to deal with any such issues, and to discuss with the outside auditor any relationships disclosed in the outside auditor's report that may be reasonably thought to bear on the outside auditor's independence;

iv. to discuss with management the timing and process for implementing the rotation of the lead audit partner and the reviewing partner, and to consider whether there should be a regular rotation of the audit firm itself; and

v. to take into account the opinions of management and the Company's Internal Audit Department in assessing the outside auditor's qualifications, performance and independence.

2. With respect to the Internal Audit Department:

i. to review and approve the appointment, replacement and compensation of the VP Internal Audit;

ii. to define the responsibilities of the Internal Audit Department;

iii. to approve, and periodically review, the Internal Audit Department Charter;

iv. to advise the VP Internal Audit that he or she is expected to provide to the Committee summaries of and, as appropriate, the significant reports to management prepared by the Internal Audit Department and management's responses thereto;

v. to review and discuss with the VP Internal Audit (1) the annual audit plan, including hours, and the adequacy of internal audit resources and (2) the results of the internal audit program; and

vi. annually review and discuss the performance and effectiveness of the Internal Audit Department.

3. With respect to financial reporting principles and policies and internal controls:

i. to maintain open channels of communication between the Board, management, the Internal Audit Department and the outside auditor and to advise them that they

are expected to provide to the Committee a timely analysis of significant financial reporting issues and practices;

ii. to consider any reports or communications (and management's and/or the Internal Audit Department's responses thereto) submitted to the Committee by the outside auditor, including reports and communications required by or referred to in SAS 61 (as codified by AU Section 380) or Section 10A of the Securities Exchange Act of 1934, as may be modified or supplemented, and/or related to:

- a. deficiencies noted in the audit in the design or operation of internal controls;
- b. consideration of fraud in a financial statement audit;
- c. detection of illegal acts;
- d. the outside auditor's responsibilities under generally accepted auditing standards;
- e. any restriction on audit scope;
- f. significant accounting policies;
- g. significant issues discussed with the national office;
- h. management judgments and accounting estimates;
- i. adjustments arising from the audit;
- j. the responsibility of the outside auditor for other information in documents containing audited financial statements;
- k. disagreements with management;
- l. consultation by management with other auditors/accountants;
- m. major issues discussed with management prior to retention of the outside auditor;
- n. difficulties encountered with management in performing the audit;
- o. the outside auditor's judgments about the quality of the entity's accounting principles; and
- p. the responsibilities, budget and staffing of the Company's internal audit function.

iii. to discuss with management, the Internal Audit Department and the outside auditor management's process of assessing the effectiveness of internal control over financial reporting;

iv. to receive and review reports from the outside auditor and management regarding, and review and discuss the adequacy and effectiveness of, the Company's internal control over financial reporting, including any significant deficiencies, material weaknesses in internal control over financial reporting or significant changes in internal controls over financial reporting;

v. to discuss with management, the Internal Audit Department and the outside auditor any (a) changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed in periodic reports and (b) any other changes in internal control over financial reporting that were considered for disclosure in the Company's periodic filings with the SEC.

vi. to meet with management, the VP Internal Audit and the outside auditor to:

a. review and discuss with the outside auditor the matters required to be disclosed by the outside auditor under Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board and amended from time to time, including any problems or difficulties the outside auditor encountered in the course of its audit work and management's response;

b. at least annually, consider the independence of the outside auditor, and, consistent with rules of the Public Company Accounting Oversight Board, obtain and review a report by the outside auditor describing any relationships between the outside auditor and its affiliates, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the outside auditor's independence and discuss with the outside auditor the potential effects of any such relationships on independence;

c. meet to review and discuss with management and the outside auditor the annual audited and quarterly financial statements of the Company (including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") and the independent auditor's reports related to the annual financial statements;

d. recommend to the Board based on the review and discussion described in paragraphs (a) - (c) above, whether the annual financial statements should be included in the Annual Report on Form 10-K;

e. discuss the unaudited quarterly financial statements and the results of quarterly reviews performed by the outside auditor prior to the filing of the Company's Quarterly Reports on Form 10-Q;

- f. discuss any significant matters arising from any audit including any audit problems or difficulties, whether raised by management, the Internal Audit Department or the outside auditor, relating to the Company's financial statements (and resolve any disagreements between management and the outside auditor regarding financial reporting);
- g. discuss any difficulties the outside auditor encountered in the course of the audit, including any restrictions on their activities or access to requested information and any significant disagreements with management;
- h. discuss any accounting adjustments that were noted or proposed by the outside auditor but were "passed" (as immaterial or otherwise), any communications between the audit team and their national office with respect to auditing or accounting issues presented by the engagement and any "managerial" or "internal control" letter issued, or proposed to be issued, by the outside auditor to the Company;
- i. review the form of opinion the outside auditor proposes to render to the Board and stockholders;
- j. discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk (including the risk of fraud), and to discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures; and
- k. obtain from the outside auditor assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934.
- vii. to discuss with the Company's general counsel and/or outside counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements, or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies and evidence, if any, of a material violation of securities laws;
- viii. to review and discuss earnings press releases and corporate practices with respect to earnings press releases and financial information and earnings guidance provided to analysts and ratings agencies;
- ix. to discuss the types of financial information and earnings guidance provided, and the types of presentations made, to analysts and rating agencies; and
- x. to establish clear hiring policies for employees or former employees of the outside auditor.

4. With respect to reporting and recommendations:

- i. to prepare such written affirmation regarding the Committee as is required by New York Stock Exchange corporate governance listing standards and to discuss with management its process for performing the certifications to be included with the Company's periodic reports filed with the SEC;
 - ii. to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate;
 - iii. to prepare and review with the Board an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter, and to review this Charter at least annually and recommend any changes to the full Board; and
 - iv. to receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures.
5. To establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters and violations of securities laws or the Company's code(s) of conduct, and for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting, auditing or securities law matters.
6. Review policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable SEC rules, review, ratify and approve all related person transactions, as defined in the Company's Related Person Transaction Policy, and oversee other related party transactions governed by applicable accounting standards.
7. Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's code(s) of conduct and the Company's policies and procedures for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program (it being understood, however, that the implementation and effectiveness of the Company's internal control over financial reporting shall be discussed with the Chief Financial Officer) with the Company's general counsel, who shall have the authority to communicate directly to the Committee, promptly, about actual and alleged violations of the Company's code(s) of conduct, including any matters involving criminal or potential criminal conduct.
8. Approve all non-intercompany credit lines and/or borrowing arrangements above \$10 million.
9. Approve investment guidelines, including types of acceptable investments, maturity parameters, concentration/diversification and minimum acceptable credit quality.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including full access to all books and records, facilities and personnel of the Company.

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more members of the Committee, in accordance with SEC rules.

The Committee shall have the authority to select, retain and terminate outside counsel, accountants, experts and other advisors as it determines appropriate, without seeking approval of the Board or management, to assist it in the performance of its functions and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors as well as payment of all ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.