

KORN/FERRY INTERNATIONAL

Amended and Restated Compensation and Personnel Committee Charter March 9, 2016

Purpose of Committee

The purpose of the Compensation and Personnel Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Korn/Ferry International (the “**Company**”) is to assist the Board in discharging the Board’s responsibilities relating to compensation.

Committee Membership

The Committee shall consist solely of three or more members of the Board, each of whom the Board has determined is “independent.” For purposes hereof, an “independent” director is a director who meets the New York Stock Exchange (“**NYSE**”) standards of “independence” for directors and compensation committee members, as determined by the Board. Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. A subsequent determination that any member of the Committee does not qualify as a “non-employee director” or an “outside director” will not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

Members shall be appointed by the Board based on nominations recommended by the Company’s Nominating and Corporate Governance Committee, and 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.

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 three times a year at a time and place determined by the Committee 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.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Company’s Chief Executive Officer (“**CEO**”) should not attend any meeting where the CEO’s performance or compensation are discussed, unless specifically invited by the Committee.

If one member of the Committee is absent from a meeting of the Committee, the remaining two members of the Committee, acting unanimously, shall have the power to take any action necessary or convenient to the efficient discharge of the foregoing responsibilities. No action of the Committee shall be valid unless approved by at least two members of the Committee. A

minimum of two members of the Committee acting alone shall take all actions with respect to the issuance of stock or options to persons subject to Section 16 of the Exchange Act.

Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. In consultation with senior management, establish and periodically review the general compensation policies applicable to the Company's employees, and oversee the development and implementation of compensation programs.
2. Review and approve the compensation and incentive programs applicable to senior management and other employees of the Company whose compensation is substantially dependent on bonus payments, including the relationship of the Company's performance to compensation and the bases for calculating such compensation.
3. Review and approve the specific levels of compensation, including salaries, cash bonuses, other cash incentives, equity awards, fees, benefits and perquisites, of (a) the Chief Executive Officer and the other "named executive officers"[1] of the Company and (b) such other officers as determined by the Committee, and report to the Board on actions taken and approvals given by the Committee with respect to such persons.
4. Review and approve employment and severance arrangements for executive officers and such other employees as determined by the Committee, including employment agreements and change-in-control provisions, plans and agreements.
5. Review and approve the terms and grant of equity awards for the Company's executive officers, employees and directors.
6. Annually review the compensation of the Chair of the Board and the other non-employee directors for service on the Board and its committees and make changes to such compensation as appropriate.
7. Review and advise the Board concerning industry compensation practices and trends in order to assess the adequacy and competitiveness of the Company's executive compensation programs.
8. Prepare and deliver to the Board, at such time as the Board shall request, reports concerning the activities of the Committee and disclose the compensation policies applicable to the Company's employees whose compensation programs are within the jurisdiction of the Committee and discuss the relationship of the Company's performance to executive compensation and the bases for the compensation awarded during such period.
9. Recommend from time to time, for adoption by the Board, stock option plans, stock appreciation rights plans, pension and profit sharing plans, bonus plans, deferred compensation plans and other similar programs, and modifications and amendments thereto, oversee the activities of the committees responsible for administering the plans and discharge any responsibilities imposed on the Committee by any of these plans.

10. Oversee succession planning for positions held by senior management (subject, in the case of the CEO, to the mechanism set forth in the Corporate Governance Guidelines), and review succession planning and management development for such members of senior management at least annually with the Board, including recommendations and evaluations of potential successors to fill such positions.
11. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and the provisions of the Company's various compensation plans for executive officers.
12. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
13. Review and discuss with management and the Committee's outside advisors the Company's Compensation Discussion and Analysis ("CD&A") and related disclosure that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement and recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement.
14. Prepare and issue the evaluations and reports required under "Committee Reports" below.
15. Review the risks associated with the Company's compensation programs for senior management and employees and assist the Board in determining whether the Company's compensation programs involve risks that are reasonably likely to have a material adverse effect on the Company.
16. Recommend to the Board the frequency for stockholder advisory votes on executive compensation.
17. Assess the results of the Company's most recent advisory vote on executive compensation.
18. At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report or proxy statement.
19. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

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. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) “Non-Employee Directors” for the purposes of Rule 16b-3 under the Exchange Act, as in effect from time to time, and (ii) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

Committee Reports

The Committee shall produce the following reports and provide them to the Board.

1. An annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company’s annual report and proxy statement in accordance with applicable SEC rules and regulations.
2. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter. The performance evaluation should also recommend to the Board any improvements to this 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.
3. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Resources and Authority of the Committee

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisors as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisors retained by the Committee, and will receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors. The Committee will assess the independence of consultants, outside counsel and other advisors (whether retained by the Committee or management) that provide advice to the Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.

[1] The term “named executive officers” shall refer to persons disclosed in the summary compensation table included in the Company’s annual proxy statement.