

**CHARTER OF THE RISK COMMITTEE
OF THE BOARD OF DIRECTORS OF
HILL INTERNATIONAL, INC.**

A. PURPOSE:

The Board of Directors (the “Board”) of Hill International, Inc. (the “Company”) hereby adopts this charter (the “Charter”) of the Risk Committee (the “Committee”) of the Board. The Board has established the Committee pursuant to Section 141(c)(2) of the General Corporation Law of the State of Delaware and Section 3.10 of the Company’s Amended and Restated Bylaws to oversee Company-wide risk management practices to assist the Board in (i) reviewing enterprise risk, and (ii) anticipating and mitigating material risks that may impact the Company’s business and stockholder value.

The Committee may obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its responsibilities. In carrying out its responsibilities, the Committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors, or external parties. In addition, the Committee may meet with other Board committees to avoid overlap in overseeing the Company’s risks.

B. COMPOSITION AND MEETINGS:

The Committee will be comprised of three. The chairperson of the Board of Directors and the chairperson of the Audit Committee shall be standing members of the Committee. The additional member shall be determined by the Board. The membership may include independent and non-independent directors. The chairperson shall be an independent director.

The Committee will report to the full Board. The Committee will meet at least quarterly. The chairperson of the Committee may call additional meetings with appropriate notice.

The Committee shall be supported by members of management designated by the Chief Executive Officer, and as appropriate, the Committee may meet periodically with management, heads of business units or departments, the chief accounting officer, and the independent auditor in separate executive sessions.

C. RESPONSIBILITIES:

The Committee shall have the following responsibilities:

1. Assist management in setting the tone and developing a culture of the Company with respect to risk, and promote open discussion regarding risk;
2. Periodically review and oversee management’s activities with respect to significant enterprise risks that impact or are likely to impact the Company;
3. Periodically review the Company’s enterprise risks, project risks, and approaches and processes that the Company uses to surface, understand and mitigate such risks;

4. Periodically review the Company's approach to project risk management;
5. Periodically review the risk management infrastructure and any material risk management policies adopted by the Company;
6. Periodically review and oversee management's scenario planning for major incidents that could be disruptive to the Company's operations, create liability, negatively impact the Company's reputation, or expose employee's to physical risk;
7. Periodically monitor the Company's compliance with risk policies and risk management plans;
8. Periodically review and evaluate the Company's policies and practices with respect to risk assessment and risk management, including the Company's Delegation of Authority Policy, and as necessary and requested by management, approve the undertaking of projects and the establishment of new offices that are not delegated to the Chief Executive Officer under the Company's Delegation of Authority Policy;
9. At least annually, report to the Board with respect to the Committee's review and evaluation of the Company's policies and practices with respect to risk management and risk assessment;
10. Discuss with the CEO and management the Company's major risk exposures and review the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies;
11. Review and confirm that all responsibilities outlined in the Charter have been carried out;
12. Monitor enterprise risk in light of changing business, regulatory, competitive and other material circumstances affecting the Company's business;
13. Conduct an annual assessment regarding the Committee's purpose, duties, and responsibilities;
14. Monitor best practices with respect to risk management and make recommendations as appropriate to management and/or the Board; and
15. Read and provide input regarding risk disclosures in financial statements and other public statements regarding risk.

In addition to the foregoing responsibilities, the Committee shall have such other responsibilities as the Board delegates to it from time to time. For the avoidance of doubt, it is not the responsibility of the Committee to provide risk management oversight with respect to the day-to-day operations of the Company.

D. MISCELLANEOUS:

1. The Committee shall keep written minutes of its meetings, which minutes shall be filed in a separate minute book maintained by the Secretary of the Company.

2. The Committee shall have full access to all books, records and facilities of the Company, and the officers and employees of the Company shall provide full and complete cooperation and assistance to the Committee and its advisors, and such information and materials, including books and records, as may be required, advisable or appropriate in the discharge of the Committee's responsibilities.

3. The Committee may consider and propose supplements, amendments or modifications to the scope and substance of this Charter, and may request formal confirmation of the delegation of any powers by the Board as the Committee from time to time may deem appropriate. The Committee shall also be empowered to recommend such matters to the Board for formal approval or confirmation, as the case may be.

Adopted by the Board of Directors of the Company on December 6, 2018.