

**HILL INTERNATIONAL, INC.  
BOARD OF DIRECTORS**

**AMENDED AND RESTATED  
COMPENSATION COMMITTEE CHARTER**

**1. ORGANIZATION**

**A. *Membership***

The Compensation Committee (the “Committee”) of the Board of Directors (“Board”) of Hill International, Inc. (the “Company”) shall be comprised of no fewer than three independent members, and the Committee’s composition shall satisfy the Listing Rules of the New York Stock Exchange relating to Committee membership, and such other requirements as shall be provided in the Corporation’s Bylaws or as the Board shall otherwise determine..

The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Board upon consideration of the recommendations of the Governance and Nominating Committee; provided, however, that all members of the Committee are determined to be independent directors and so disclosed to the Corporation’s stockholders. Ordinarily, changes in Committee composition and leadership shall be considered at the annual organizational meeting of the Board. However, the Board reserves the authority to make changes to Committee composition and leadership at any time. Committee members and the Chair shall serve until they are replaced, they resign, or their successors shall be duly elected and qualified. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman of the Committee by majority vote of the full Committee membership. A Secretary of the Committee shall be selected by the Chairman of the Committee. Should any member of the Committee cease to be independent, such member shall immediately resign his or her membership on the Committee. The Board of Directors may remove a member of the Committee. In case of a vacancy on the Committee, the Board may appoint an independent director to fill the vacancy for the remainder of the term.

**B. *Meetings***

The Committee shall meet at least once each year. Additional meetings may be scheduled as needed and may be called by the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Minutes are recorded by the Secretary to the Committee. Approval by a majority of the members present at a meeting at which a quorum is present shall constitute approval by the Committee. The Committee may also act by unanimous written consent without a meeting.

**II. COMPENSATION PHILOSOPHY**

The Committee’s compensation policies with respect to the Company’s executive officers are based on the principles that compensation should, to a significant extent, be reflective of the financial performance of the Company. The Committee seeks to have executive compensation

set at levels that are sufficiently competitive so that the Company may attract, retain and motivate high quality executives to contribute to the Company's success. In assessing overall compensation for executive officers, the Committee considers the Company's performance and industry position and reviews compensation levels at comparable publicly held companies.

### III. RESPONSIBILITIES AND PURPOSE

The Committee shall:

1. Review and approve compensation policies and practices for the Company's Chief Executive Officer ("CEO").
2. Evaluate the CEO's performance in light of the goals and objectives of the Company and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation.
3. Coordinate the Board's role in establishing performance criteria for executive officers and evaluate their performance annually.
4. Review and recommend to the Board the annual salary, bonus, stock options and other benefits, direct and indirect, of the Company's executive officers, including the Chief Executive Officer.
5. Review and recommend to the Board new executive compensation programs; review annually the operation of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); establish and periodically review policies for the administration of executive compensation programs; and take steps to ensure that the Company's executive compensation programs comport with the Committee's compensation philosophy stated above.
6. Establish and periodically review policies in the area of senior management perquisites.
7. Review and recommend to the Board the terms of any employment agreement executed by the Company with an executive officer of the Company.
8. Review and recommend to the Board the appropriate structure and amount of compensation for the Directors.
9. Review and approve material changes in the Company's employee benefit plans.
10. Administer the Company's employee benefit plans, including equity grants.
11. Produce an annual Report of the Committee on Executive Compensation as required by the SEC for the Company's annual proxy statement or Form 10-K in compliance with applicable rules and regulations.

12. Have sole authority to retain and terminate any consulting firm to assist in the evaluation of director, CEO or executive officer compensation and sole authority to approve the firm's fees and other retention terms.

13. Annually evaluate its own performance.

#### **IV. REPORTING RESPONSIBILITY**

Any action taken by the Committee shall be reported to the Board at the next Board meeting following such action.

In addition, compensation matters may be discussed in executive session with the full Board during the course of the year.