

Hill International, Inc.
Corporate Governance Guidelines

1. Director Responsibilities. The business and affairs of Hill International, Inc. (the “Company”) are managed by or under the direction of the Company’s Board of Directors (the “Board”). A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and the Board committees on which he or she sits, and to review prior to meetings material distributed in advance for such meetings.

2. Director Qualification Standards. Directors must possess the skills, knowledge and understanding necessary for the Board to successfully perform its role in corporate governance. In determining a candidate’s qualifications for service as a director, the Governance and Nominating Committee will consider an individual’s reputation for integrity and demonstrated high ethical standards; and his or her ability to communicate clearly and persuasively, express opinions, make informed, independent judgments, and to devote sufficient time to prepare for and attend Board meetings.

3. Director Independence. A majority of the Board shall be comprised of directors meeting the independence requirements of the New York Stock Exchange. The Board shall make an affirmative determination at least annually as to the independence of each director.

4. Independence of Board Committees. Each of the Audit Committee, the Governance and Nominating Committee and the Compensation Committee shall be composed entirely of independent directors satisfying the Company’s Director Independence Criteria and all applicable legal, regulatory and stock exchange requirements for an assignment to any such committee.

5. Executive Sessions of the Independent Directors. The independent directors will meet in an executive session (i.e., outside the presence of management) at regularly scheduled Board meetings or at such other times as the independent directors may determine. The Board will appoint one of the independent directors to serve as the presiding director at such meetings, and he or she shall be responsible for preparation and dissemination of the agenda for and any materials to be reviewed at such meetings. Following each meeting, the presiding director will report the results of the deliberations and any recommendations made by the independent directors to the full Board.

6. Access to Management. Members of the Board have complete access to the Company’s management and outside counsel and such other resources, including legal, financial or other advisors, as the Board deems necessary or appropriate to fulfill its responsibilities. Members of the Board should use judgment in contacting management so that the business and operations of the Company and the ability of the managers to discharge their duties are not disrupted.

7. Director Compensation. The form and amount of director compensation is determined by the Board. Directors who are employees of the Company or of any of its subsidiaries shall not

receive any compensation for their services as directors. The Compensation Committee, with the assistance of the Company's staff and such consultants as it may select, shall review the amount and composition of director compensation from time to time and make recommendations to the Board when it determines changes are needed. In determining the amount and form of compensation of directors, the Board will consider the compensation of directors of comparable enterprises.

8. Director Orientation and Continuing Education. As appropriate, the Company will provide new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. Each director is expected to participate, at the Company's expense, in continuing educational programs from time to time, as appropriate.

9. Management Succession. The Board is responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board will consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

10. Performance Evaluation of the Board. The Governance and Nominating Committee will direct an annual self-assessment of the Board's performance as well as the performance of each committee of the Board, and will discuss its findings and recommendations with the full Board and each committee.