

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

**AMENDED AND RESTATED
GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

I. ORGANIZATION

A. *Membership*

The Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Hill International, Inc. (the “Company”) shall 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 nominating and governance 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 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 shall be 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. PURPOSE

The role of the Committee is to:

- select, or recommend for the Board's selection, nominees for director for each annual meeting of stockholders,
- identify qualified individuals to become Board members, consistent with criteria approved by the Board,
- assist the Board in determining the composition of the Board and its committees,
- oversee the evaluation of the Board and management, and
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.

III. RESPONSIBILITIES

The Committee, in consultation with the Chairman of the Board and the Chief Executive Officer, shall:

1. Review and make recommendations on the range of skills and expertise which should be represented on the Board, and the eligibility criteria for individual Board and committee membership.
2. Review and recommend to the Board the appropriate structure of the Board.
3. Identify and recommend potential candidates for election or re-election to the Board.
4. Implement a policy and procedures with regard to the consideration of any director candidates recommended by security holders.
5. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm, fees and other retention terms.
6. Review and recommend to the Board the appropriate structure of Board committees, committee assignments and the position of chairman of each committee.
7. Have authority to delegate any of its responsibilities to subcommittees or individuals as the Committee deems appropriate.
8. Have authority to obtain advice and assistance from internal and external legal, accounting or other advisers.
9. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

10. 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, nomination matters may be discussed in executive session with the full Board during the course of the year.