

HILL INTERNATIONAL, INC.
BOARD OF DIRECTORS

AMENDED AND RESTATED
AUDIT COMMITTEE CHARTER

I. PURPOSE

The primary purposes of the Audit Committee (the “Committee”) are to assist the Board of Directors (the “Board”) of Hill International, Inc. (the “Company”) in its oversight of: (a) the integrity of the Company’s financial statements; (b) the Company’s compliance with legal and regulatory requirements; (c) the qualifications and independence of the Company’s registered independent public accounting firm; (d) the Company’s systems of internal controls established for finance, accounting, legal compliance and ethics; (e) the performance of the Company’s registered independent public accounting firm; and (f) the integrity of the financial reports and other financial information prepared by the Company for submission to any governmental or regulatory body or the public.

In discharging its oversight role, the Committee shall engage in such communications between and among the Board, senior and financial management and the Company’s registered independent public accounting firm as the Committee may deem reasonable and appropriate, and is authorized to investigate any matter brought to its attention with full power and all necessary resources to retain special legal, accounting or other consultants to advise the Committee.

II. MEMBERSHIP AND TERM

A. *Membership*

The Committee shall be comprised of no fewer than three members of the Board. Committee members shall meet the independence requirements of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (“Commission”). Accordingly,

1. Each member of the Committee must be an independent, non-employee director free from any relationship that, in the judgment of the Board, may interfere with the exercise of the member’s independence;
2. Each member of the Committee must not (a) receive, other than in such member’s capacity as a director, a member of the Committee or a member of any other committees of the Board, directly or indirectly, any consulting, advisory, or other compensatory fee from the Company or any subsidiary thereof; or (b) be an affiliated person (as such term is defined under the rules and regulations of the Commission) of the Company or any subsidiary thereof;

3. Each member of the Committee must be financially literate¹;
4. Each member must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the previous three years; and
5. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in such individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.
6. A member of the Board shall not be eligible for membership on the Committee at any time when he is simultaneously serving on the audit committees of more than two other public companies.

B. *Term*

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.

III. RELATIONSHIP WITH INDEPENDENT ACCOUNTANTS

The Company's registered independent public accounting firm shall be accountable to the Committee, and the Committee shall have ultimate authority to select, evaluate and replace the Company's registered independent public accounting firm. The Committee will ascertain that the registered independent public accounting firm will be available to the full Board at least annually

¹ The term "financial literacy" means that a member of the Committee must have the ability to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. The term "financial literacy" does not mean that a member must have a chief financial officer's or accounting practitioner's understanding of generally accepted accounting principles, consistently applied, as adopted in the United States of America by the Financial Accounting Standards Board ("GAAP").

(and more frequently if deemed appropriate by the Committee) to provide the Board with a timely analysis of significant financial reporting issues. The Committee will not engage the registered independent public accounting firm to perform any services set forth in Section 10(A)(g) of the Exchange Act.

IV. MEETINGS

The Committee shall meet at such times and from time to time as it deems to be appropriate, but not less than quarterly. Meetings of the Committee may be held upon the call of any Committee member by mailing a written notice stating the day, hour and geographic location, if any, of such meeting, to each Committee member at his or her last known post office address, by causing the same to be delivered personally or by transmitting such notice by telegram, overnight courier service, telephone or e-mail, to each Committee member, in any case, at least two days before the meeting. Notice may be waived in writing before or after the time of such meeting, and attendance of a Committee member at a meeting shall constitute a waiver of notice thereof. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice of such meeting. Members of the Committee may attend a meeting by telephone conference.

The Committee may request any officer or employee of the Company or the Company's outside counsel or registered independent public accounting firm to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Minutes of each meeting of the Committee shall be reduced to writing. Except as otherwise provided by statute or this Charter, a majority of the incumbent members of the Committee shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Committee members present and voting at any meeting at which a quorum is present shall be the act of the Committee. The Committee shall report to the Board at the first Board meeting following each such Committee meeting. The Committee may also act by unanimous written consent without a meeting. As part of its job to foster open communication, the Committee should meet, whenever deemed appropriate by the Committee, with management and the registered independent public accounting firm in separate sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee should meet with the registered independent public accounting firm and management quarterly to review the Company's financial statements and related materials as described below.

V. RESPONSIBILITIES

The following functions are the common recurring activities of the Committee in carrying out its oversight role. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. Review and reassess the performance of this Committee and the adequacy of its Charter not less than annually and recommend any proposed changes to the Board for consideration and approval.

2. Hold such regular meetings as may be necessary and such special meetings as may be called by the Chairman of the Committee or at the request of the registered independent public accounting firm or management.

3. Review with management and the registered independent public accounting firm the audited financial statements and related footnotes, and the clarity of the disclosures in the financial statements, to be included in the Company's Annual Report on Form 10-K (or the Annual Report to Stockholders if distributed prior to the filing of Form 10-K) prior to the filing of the Form 10-K (and, to the extent practicable, prior to the annual earnings release), including a review of major issues regarding accounting and auditing principles and practices and any related party transactions as well as the adequacy of internal controls that could significantly affect the Company's financial statements, and review and consider with the registered independent public accounting firm the matters required to be discussed by Statement on Auditing Standards 61.

4. Review with management and the registered independent public accounting firm their respective judgments about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity and transparency of the disclosures in the financial statements.

5. Prepare the report by the Committee required by the rules of the Commission to be included in the Company's annual proxy statement. The Committee will include a statement within such report stating whether the Committee has recommended that the financial statements be included in the Form 10-K. The Committee should also ensure that a copy of the Committee's Charter is included within the Company's proxy statement at least once every three years.

6. Discuss with the registered independent public accounting firm and management whether the Company's quarterly financial statement as well as significant events, transactions and changes in accounting estimates were considered by the registered independent public accounting firm (after performing their required quarterly review) to have affected the quality of the Company's financial reporting. Such review will occur prior to the Company's filing of the Form 10-Q and, to the extent practicable, prior to the quarterly earnings release.

7. Review the Company's disclosures contained in "Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Company's Annual Report on Form 10-K, Quarterly Report on Form 10-Q or other pertinent form, as applicable.

8. Review the Company's earnings press releases, including the use of "pro-forma" or "adjusted" non-GAAP information (subject to compliance with law and applicable Commission rules, including Regulation G), as well as other publicly disclosed financial information and earnings guidance, and discuss any of the foregoing with management to the extent desired by any member of the Committee. Such discussion may be general in nature (consisting of discussing the types of information to be disclosed and the types of presentations to be made).

9. Discuss the Company's major financial risk exposures, the steps management has taken to monitor and control such exposures and the guidelines and policies to govern the process by which risk assessment and management has undertaken.

10. Meet periodically with management and the registered independent public accounting firm to review the Company's major financial risk exposures and the steps taken to monitor and control such exposures.

11. Discuss with management and the registered independent public accounting firm the effect of regulatory and accounting initiatives, including pronouncements by the Financial Accounting Standards Board, the Commission and other agencies or bodies, on the Company's financial statements.

12. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer, or the Company's disclosure committee or any member thereof, during their certification process for the Form 10-K or Form 10-Q, as appropriate, about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

13. Review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's registered independent public accounting firm, or the performance of the Company's internal controls and any fraud involving management or other employees who have a significant role in the those internal controls.

14. Review any relevant financial reports or other financial information submitted to any governmental body, or the public, including any certification, report, opinion, or review rendered by the registered independent public accounting firm.

15. Review and discuss quarterly reports from the registered independent public accounting firm regarding:

(a) all critical accounting policies and practices to be used;

(b) all alternative disclosures and treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the registered independent public accounting firm; and

(c) other material written communications between the registered independent public accounting firm and management, such as any management letter or schedule of unadjusted differences.

16. Obtain, at least annually, and review a report by the registered independent public accounting firm describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of

the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the registered independent public accounting firm's independence) all relationships between the registered independent public accounting firm and the Company.

17. Obtain from the registered independent public accounting firm its recommendation regarding internal controls and other matters relating to the accounting procedures and the books and records of the Company and the correction of controls deemed to be deficient. After the completion of the audit, the Committee shall review with the registered independent public accounting firm any problems or difficulties the registered independent public accounting firm may have encountered, and management's response with respect thereto.

18. Receive a formal written statement from the registered independent public accounting firm regarding relationships between the registered independent public accounting firm and the Company, consistent with Independence Standards Board Standard Number 1. The Committee shall also discuss with the registered independent public accounting firm any such disclosed relationships and their impact on the registered independent public accounting firm's objectivity and independence. The Committee shall take appropriate action to ensure the continuing objectivity and independence of the registered independent public accounting firm.

19. Possess and exercise sole authority to appoint or replace the registered independent public accounting firm (subject, if applicable, to stockholder ratification). The Committee shall be directly responsible for the compensation and oversight of the work of the registered independent public accounting firm (including resolution of disagreements between management and the registered independent public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The registered independent public accounting firm shall report directly to the Committee.

20. Pre-approve all auditing services and permitted non-audit services (including the fees for such services and terms thereof) to be performed for the Company by its registered independent public accounting firm via one of the two following methods. Under the first method, the engagement to render the services shall be entered into pursuant to pre-approval policies and procedures established by the Committee, provided (i) the policies and procedures are detailed as to the services to be performed, (ii) the Committee is informed of each service, and (iii) such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. Under the second method, the engagement to render the services shall be presented to and pre-approved by the Committee (subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit). The Chairman of the Committee will have the authority to grant pre-approvals of audit and permissible non-audit services by the registered independent public accounting firm, provided that all pre-approvals by the Chairman must be presented to the full Committee at its next scheduled meeting. The Company will provide for appropriate funding as determined by the Committee, for payment of compensation to the registered independent public accounting firm and to any consultants, experts or advisors engaged by the Committee.

21. Adopt procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

22. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure the continuing independence of the Company's registered independent public accounting firm, it is appropriate to adopt a policy of rotating the registered independent public accounting firm itself on a regular basis.

23. Recommend to the Board policies for the Company's hiring of employees or former employees of the registered independent public accounting firm who participated in any capacity in the audit of the Company.

24. Review with the Company's general counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

25. Periodically review, and make any appropriate recommendations to the Board concerning updates or changes to, the Company's Code of Business Conduct and Ethics, and ensure that management has established a system to enforce this Code. Review the procedures established by the Company that monitor the compliance by the Company with the Code by directors, officers and employees, and compliance with its loan and indenture covenants and restrictions.

26. Review and approve any transactions between the Company and related parties.

27. Conduct or authorize investigation into any matters within the Committee's scope of responsibilities with full access to all books, records, facilities and personnel of the company and direct access to the registered independent public accounting firm. The Committee has the ability to retain, at the Committee's request, special legal, accounting or other consultants, experts or advisors it deems necessary in the performance of its duties.

28. Consider such other matters in relation to the financial affairs of the Company and its accounts, and in relation to the audit of the Company, as the Committee may, in its discretion, determine to be advisable.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with the generally accepted accounting principles. This is the responsibility of management and the registered independent public accounting firm.

The Committee recognizes that the Company's management is responsible for preparing the Company's financial statements, and the registered independent public accounting firm is responsible for auditing or reviewing those financial statements in compliance with applicable

law. The Committee also recognizes that management of the Company and the registered independent public accounting firm have more time, knowledge and more detailed information on the Company than do Committee members.

Consequently, in carrying out its oversight responsibility, the Committee will not provide any special assurances as to the Company's financial statements or any professional certification as to the registered independent public accounting firm's work. In addition, it is not the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the registered independent public accounting firm, or to assure compliance with laws and regulations.