

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
HURON CONSULTING GROUP INC.  
AMENDED AS OF MAY 4, 2018**

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**I. PURPOSE OF THE COMMITTEE**

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Huron Consulting Group Inc. (the “Corporation”) shall be to oversee the Corporation’s compensation and employee benefit plans and practices, including its executive compensation plans, director compensation plans and its incentive-compensation and equity-based plans; and to produce a Committee report on executive compensation as required by the Securities and Exchange Commission (“SEC”) to be included in the Corporation’s annual proxy statement.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”), and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any

power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

##### **A. *Executive Compensation***

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive compensation plans:

(a) To review at least annually the goals and objectives of the Corporation's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.

(c) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and determine and approve, or recommend to the Board for its approval, the Chief Executive Officer's compensation level based on this evaluation. The Chief Executive Officer may not be present during voting or deliberations regarding his or her compensation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Corporation in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.

(d) To evaluate annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and determine and approve, or recommend to the Board for its approval, the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

(e) To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee members of the Board.

(f) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

(g) To review perquisites or other personal benefits provided to the Corporation's executive officers and recommend any changes to the Board.

(h) To prepare a Committee report on executive compensation and approve disclosure of the ratio of CEO to median worker pay as required by the rules of the SEC to be included in the Corporation's annual meeting proxy statement.

(i) To evaluate annually the risks associated with the Company's compensation plans and review the controls in place to mitigate the associated risks.

(j) To review the executive compensation plans in light of the shareholder say on pay vote results and determine if any adjustments need to be made to respond to the vote results.

(k) To establish stock ownership guidelines for the Chief Executive Officer, the other executive officers, and the non-employee members of the Board, and to monitor compliance with such guidelines.

(l) To review annually the Charter of the Committee and recommend amendments as necessary to maintain compliance with regulatory and governance changes.

(m) To review annually the performance of the Committee.

***B. General Compensation and Employee Benefit Plans***

The Committee shall have the following duties and responsibilities with respect to the Corporation's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

(a) To review at least annually the goals and objectives of the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and, if the Committee deems it appropriate, amend, or recommend that the Board amend, these plans.

(c) To review all equity-compensation plans to be submitted for stockholder approval under the Nasdaq listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.

(d) To establish criteria for the granting of awards under the Corporation's incentive-compensation and equity-based plans to the Corporation's officers, directors and other employees and approve the granting of awards in accordance with such criteria.

(e) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any compensation or other employee benefit plan, including any incentive compensation or equity-based plan.

**C. *Approval of Certain Compensation Arrangements***

The Compensation Committee has established a policy that it will review and approve the compensation of all Section 16 officers, any employee with compensation arrangements over \$2.5 million, and any employment arrangement which provides for compensation upon change of control.

**D. *Report of the Committee***

The Committee shall do the following with respect to the Corporation's SEC reporting obligations:

(a) Review and discuss among the Committee and with management the Compensation Discussion and Analysis required to be included in the Corporation's SEC filings.

(b) Based on its review and discussions, determine whether to recommend to the board of directors that the Compensation Discussion and Analysis be included in the Corporation's SEC filings.

(c) Review and approve the Committee's report that is required to be made in the Corporation's SEC filings, and take the appropriate steps to ensure that such report complies with applicable requirements.

**V. INVESTIGATIONS AND STUDIES**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary.

**VI. ADVISERS**

The Committee shall have the authority and right, in its sole discretion and at the expense of the Corporation, to retain or obtain the advice of a compensation consultant, independent legal counsel, accountant, or any other consultant or adviser (collectively, "Advisers") in connection

with the Committee's functions and responsibilities. The Committee shall be directly responsible for the appointment, compensation, oversight and termination of any Adviser retained by the Committee. The Committee shall have the sole authority to approve the fees and other retention terms of such Advisers. The Corporation shall provide for appropriate funding, as determined by the Committee, for:

- (a) payment of reasonable compensation to any Advisers retained by the Committee;
- (b) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions and responsibilities.

The Committee may retain or obtain advice from an Adviser only after taking into consideration all factors relevant to the Adviser's independence from management, including the following:

- (a) the provision of other services to the Corporation by the person that employs the Adviser;
- (b) the amount of fees received from the Corporation by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser;
- (c) the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the Adviser with a member of the Committee;
- (e) any stock of the Corporation owned by the Adviser; and
- (f) any business or personal relationship of the Adviser or the person employing the Adviser with an executive officer of the Corporation.

While the Committee is required to consider the independence of any Adviser, the Committee is not precluded from retaining or obtaining advice from any Adviser that is not independent. In addition, the Committee is not required to conduct the independence assessment outlined above with respect to any Adviser that consults on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Corporation and that is generally available to all salaried employees or any Adviser that does not provide customized or Corporation-specific information to the Committee.

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