

**CHARTER OF THE FINANCE AND CAPITAL ALLOCATION
COMMITTEE OF THE BOARD OF DIRECTORS OF
HURON CONSULTING GROUP INC.
ADOPTED AS OF MAY 15, 2023**

I. PURPOSE OF THE COMMITTEE

The purpose of the Finance and Capital Allocation Committee (“the Committee”) of the Board of Directors (the “Board”) of Huron Consulting Group Inc. (the “Corporation”) is to oversee the Corporation’s financing strategy, plans and programs, including any financial risk mitigation practices, and any share repurchase policy and actions. In addition, the Committee will be responsible for overseeing the Corporation’s approach to allocating and using its capital for strategic investments.

II. COMPOSITION OF THE COMMITTEE

The Committee shall be comprised 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 that the Board deems appropriate.

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.

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. Formal action taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Committee members present at a meeting at which a quorum is in attendance. 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, but no less than one time per calendar year.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. Oversight of Financing and Financial Risk Management Strategies

The Committee shall have the following duties and responsibilities with respect to overseeing the Corporation's financing and financial risk management strategies and significant transactions in support of such strategies:

- (a) Review the Corporation's capital structure and ongoing financing strategy and, as appropriate, make recommendations to the Board regarding scope, direction, quality, investment levels and execution of such strategies.
- (b) Review financing and financial risk management transactions exceeding \$5 million, including, but not limited to, the filing of registration statements, issuance of debt or equity securities for purposes of raising funding or refinancing indebtedness or other obligations of the Corporation or its subsidiaries, entrance into new credit facilities and other forms of financing, and execution of foreign exchange and interest rate hedging transactions, and make recommendations to the Board with respect to such matters.
- (c) Review and make recommendations to the Board regarding the Corporation's liquidity and financial condition, investment policies and practices, stock repurchase activities, financial plans and capital structure, and management's financing plans and reports.
- (d) In conjunction with the Audit Committee, review and discuss with management the Corporation's financial risk management activities and strategies, including with respect to foreign currency, credit risk and interest rate exposure, and use of hedging and other techniques to manage these risks.

B. Oversight of Capital Allocation and Strategic Investments

The Committee shall have the following duties and responsibilities with respect to overseeing the Corporation's capital allocation and strategic investments and related risks:

- (a) Review and discuss with management the Company's capital allocation priorities with a view to maximizing long-term shareholder value, including use of available funds for investment in the business, capital investments, stock repurchases, dividends, acquisitions or other strategic actions.
- (b) Review and provide process support for proposed mergers, acquisitions and asset sales with total consideration greater than or equal to \$5 million, divestitures, joint ventures and strategic investments in third parties, and, as appropriate, make recommendations to the Board.
- (c) Review and approve the Corporation's capital projects and investments, including significant capital investments of value greater than \$5 million, as needed.

C. Oversight of Certain Investment and Investor-related Activities

The Committee shall have the following duties and responsibilities:

- (a) Review and discuss with management the return generated by the Corporation's business, business units and/or acquisitions and the prioritization of investment initiatives.
- (b) Review and discuss with management strategic financial or investment-related initiatives of the Corporation as deemed necessary by the Committee.

- (c) Review and discuss with management the Corporation's investor relations program and its interaction with the research analyst community.

D. *Coordination with Management and Other Board Committees*

The Committee shall coordinate with management and with the Audit Committee (which coordination may be through the Committee Chair) to ensure that the Committee has received the information necessary to permit it to fulfill its duties and responsibilities specified in this Charter and any additional guidelines and policies deemed appropriate.

E. *Other Authority*

The Committee shall:

- (a) Review and assess the adequacy of this Charter on an annual basis.
- (b) Have such other authority, duties or responsibilities as may be delegated to the Committee by the Board.
- (c) Make such recommendations with respect to any of the above and any other matters as the Committee deems necessary or appropriate.

V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

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 advisors as it deems necessary.

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