Hill International, Inc.
Form DEF 14A
April 30, 2013

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

HILL INTERNATIONAL, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Hill International, Inc.

303 Lippincott Centre
Marlton, New Jersey 08053

April 30, 2013

Dear Stockholder:

You are cordially invited to attend the 2013 Annual Meeting of Stockholders of Hill International, Inc. (the "Company") which will be held at the principal executive offices of the Company, 303 Lippincott Centre, Marlton, New Jersey 08053, on Wednesday, June 5, 2013 at 1:00 p.m. Eastern Time.

Details of the business to be conducted at the annual meeting are given in the attached Notice of 2013 Annual Meeting of Stockholders and Proxy Statement.

Whether or not you plan to attend the annual meeting, it is important that your shares be represented and voted at the meeting. Therefore, I urge you to submit your proxy by completing, signing, dating and returning the enclosed proxy card in the enclosed envelope. If you decide to attend the annual meeting, you will be able to vote in person, even if you have previously submitted your proxy.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of the Company. I look forward to greeting as many of our fellow stockholders attending the annual meeting as possible.

Sincerely,

Irvin E. Richter
Chairman and Chief Executive Officer

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Hill International, Inc.

303 Lippincott Centre
Marlton, New Jersey 08053

NOTICE OF 2013 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD JUNE 5, 2013

To our Stockholders:

Hill International, Inc. (the "Company") will hold its 2013 Annual Meeting of Stockholders at 303 Lippincott Centre, Marlton, NJ 08053 on Wednesday, June 5, 2013, at 1:00 p.m. Eastern Time, to address matters that may properly come before the meeting. We are holding the annual meeting for the following purposes:

1. to elect three members of the Board of Directors;

2. to approve an increase in the number of shares issuable under the 2009 Non-Employee Director Stock Grant Plan; and

3. to transact other business that may properly come before the meeting and any adjournment or postponement of the meeting.

The Board of Directors has fixed the close of business on April 15, 2013 as the record date for the annual meeting. Only holders of record of common stock of the Company at the close of business on April 15, 2013 are entitled to notice of and to vote at the annual meeting and any adjournment or postponement thereof.

It is important that your shares be represented and voted at the meeting. If you are a stockholder of record and do not plan to attend the meeting, please mark, sign, date and promptly mail your proxy card in the enclosed postage-paid envelope. You may revoke your proxy at any time before its exercise at the meeting. If you do not hold your shares of record and you do not plan to attend the meeting, please follow the instructions provided by your broker, bank or other nominee to ensure that your shares are voted.

By order of the Board of Directors,

William H. Dengler, Jr.
Secretary
Marlton, New Jersey
April 30, 2013

Important Notice Regarding the Availability of Proxy Materials for Our Annual Meeting of Stockholders to Be Held on June 5, 2013

The accompanying proxy statement and our 2013 Annual Report to stockholders are available at www.hillintl.com, in the "Investor Relations" section.

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PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation of proxies by Hill International, Inc. ("Hill" or the "Company") on behalf of the Board of Directors for the 2013 Annual Meeting of Stockholders, to be held on Wednesday, June 5, 2013, and at any meeting following adjournment or postponement of the annual meeting. We are first mailing this proxy statement and proxy card (including voting instructions) on or about April 30, 2013, to persons who were stockholders at the close of business on April 15, 2013, the record date for the meeting.

The 2013 Annual Meeting of Stockholders is scheduled to begin at 1:00 p.m. Eastern Time on June 5, 2013 at the Company's headquarters at 303 Lippincott Centre, Marlton, New Jersey 08053. Stockholders will be admitted beginning at 12:00 p.m. Eastern Time.

VOTING

Who Can Vote?

You are entitled to vote at the annual meeting all shares of the Company's common stock that you held as of the close of business on the record date. Each share of common stock is entitled to one vote with respect to each matter properly brought before the meeting.

On April 15, 2013, there were 38,669,750 shares of common stock outstanding.

In accordance with Delaware law, a list of stockholders entitled to vote at the meeting will be available at the meeting.

Who Is the Record Holder?

You may own common stock either (1) directly in your name, in which case you are the record holder of such shares, or (2) indirectly through a broker, bank or other nominee, in which case such nominee is the record holder.

If your shares are registered directly in your name, we are sending these proxy materials directly to you. If the record holder of your shares is a nominee, you will receive proxy materials from such record holder.

How Do I Vote?

If you are the record holder:

By Mail. If you choose to vote by mail, mark your proxy, date and sign it, and return it in the postage-paid envelope provided. Your vote by mail must be received by the close of business on June 4, 2013.

By Attending the Annual Meeting. If you attend the annual meeting, you can vote your shares in person.

If your stock is held by brokers, banks or other financial institutions:

By Mail. Stockholders who hold shares beneficially in street name may vote by mail by completing, signing and dating the voting instruction cards provided by their brokers, banks or other nominees and mailing them in the accompanying pre-addressed envelopes by the time specified in the voting instruction cards.

By Attending the Annual Meeting. Since a beneficial owner is not the stockholder of record, you may not vote your shares in person at the annual meeting unless you obtain a "legal proxy" from the broker, bank or nominee that holds your shares giving you the right to vote the shares

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at the meeting. Your broker, bank or other nominee can provide you information on how to obtain a "legal proxy." Your broker, bank or other nominee has enclosed or provided voting instructions for you to use in directing the broker, bank or other nominee how to vote your shares.

The New York Stock Exchange ("NYSE") does not consider the election of directors (Item 1) and the proposal to increase the number of shares issuable under the 2009 Non-Employee Director Stock Grant Plan to be routine. Therefore, for your vote to be counted, you now need to communicate your voting decisions to your broker, bank or other financial institution before the date of the annual meeting.

The method by which you vote will in no way limit your right to vote at the annual meeting if you later decide to attend in person.

If your stock is held in the Hill International, Inc. 401(k) Retirement Savings Plan:

If you are or were an employee of the Company and hold shares in the 401(k) Plan, the proxy that you submit will provide your voting instructions to the Plan Trustee. However, you cannot vote your savings plan shares in person at the annual meeting. If you do not submit a proxy, the Plan Trustee will vote your savings plan shares in the same proportion as the shares for which the Trustee receives voting instructions from other participants in the Plan.

How Many Votes Are Required?

A quorum is required to transact business at the annual meeting. We will have a quorum and be able to conduct the business of the annual meeting if the holders of a majority of the shares entitled to vote are present at the meeting, either in person or by proxy.

If a quorum is present, a plurality of votes cast is required to elect directors. Thus, a director may be elected even if the director receives less than a majority of the shares represented at the meeting. Proxies cannot be voted for a greater number of nominees than are named in this Proxy Statement.

All other matters to come before the annual meeting require the approval of a majority of the shares of common stock present, in person or by proxy, at the annual meeting and entitled to vote.

How Are Votes Counted?

All shares that have been properly voted, and not revoked, will be voted at the annual meeting in accordance with the instructions given. If you sign and return your proxy card, but do not specify how you wish your shares to be voted, your shares represented by that proxy will be voted as recommended by the Board of Directors.

Proxies marked as abstaining, and any proxies returned by brokers as "non-votes" on behalf of shares held in street name because beneficial owners' discretion has been withheld as to one or more matters to be acted upon at the annual meeting, will be treated as present for purposes of determining whether a quorum is present at the annual meeting. However, any shares not voted as a result of a marked abstention or a broker non-vote will not be counted as votes for or against a particular matter.

How Can I Revoke My Proxy or Change My Vote?

You can revoke your proxy at any time before it is exercised by timely delivery of a properly executed, later-dated proxy or by voting in person at the meeting. For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, bank or other nominee following the instruction it has provided, or, if you have obtained a legal proxy from

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your broker or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

Who Will Pay the Expenses of Proxy Distribution?

The Company will pay the expenses of the preparation of the proxy materials and the solicitation of proxies. Proxies may be solicited on behalf of the Company by directors, officers or employees of the Company, who will receive no additional compensation for soliciting, in person or by telephone, e-mail or facsimile or other electronic means. In accordance with the regulations of the Securities and Exchange Commission ("SEC") and the NYSE, we will reimburse brokerage firms and other custodians, nominees and fiduciaries for their expenses incurred in sending proxies and proxy materials to beneficial owners of the Company's stock.

ITEM 1 ELECTION OF DIRECTORS

The Board of Directors (the "Board") is divided into three classes. One class is elected each year for a term of three years.

Three directors will be elected at this annual meeting to serve for a three-year term expiring at our annual meeting in 2016. Upon the recommendation of the Governance and Nominating Committee, the Board has renominated Irvin E. Richter and Steven M. Kramer and has nominated Gary F. Mazzucco to serve for terms expiring in 2016. Mr. Mazzucco will replace Mr. Doyle who has chosen to retire upon expiration of his term and, accordingly, will not stand for reelection. You can find information about Messrs. Richter, Kramer and Mazzucco below.

The persons named in the proxy card will vote such proxy "for" the election of Messrs. Richter, Kramer and Mazzucco unless you indicate that your vote should be withheld. If elected, Messrs. Richter, Kramer and Mazzucco will continue in office until his successor has been duly elected and qualified, or until the earliest of his death, resignation, retirement or removal. Messrs. Richter, Kramer and Mazzucco have indicated to the Company that they will serve if elected. We do not anticipate that Messrs. Richter, Kramer and Mazzucco will be unable to stand for election, but, if that happens, your proxy will be voted in favor of another person nominated by the Board upon the recommendation of the Governance and Nominating Committee.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT OUR STOCKHOLDERS VOTE "FOR" THE ELECTION OF MESSRS. RICHTER, KRAMER AND MAZZUCCO AS DIRECTORS.

Nominees for Director Term Expiring in 2016

IRVIN E. RICHTER has been Chairman of our Board of Directors since 1985 and he has been Chief Executive Officer and a member of our Board of Directors since he founded the company in 1976. Mr. Richter is a Fellow by the Construction Management Association of America ("CMAA"). He is a member of the World Presidents' Organization. He is the author or co-author of several books including *Handbook of Construction Law & Claims* and *International Construction Claims: Avoiding and Resolving Disputes*. He serves or has served on a number of Boards of Directors, including Rutgers University, Temple University Hospital, CMAA, incNETWORKS, Inc., Energy Storage & Power and Proton Therapy, Inc. Mr. Richter holds a B.A. in government from Wesleyan University and a J.D. from Rutgers University School of Law at Camden, and he has been named a Distinguished Alumnus at both schools. Mr. Richter's substantial expertise in the areas of project management and construction claims has made him highly regarded in our industry. His strategic vision, leadership and construction industry knowledge have helped to guide the Company on its path of growth and success. Age: 68. Other Public Company Board Service: None.

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STEVEN M. KRAMER has been a director since June 2010. He is President of Synchema, LLC which he founded in 2009. Synchema is a consulting company which assists companies in various aspects of strategic planning. Prior to Synchema, Mr. Kramer was President and Chief Operating Officer of Kelstar International, which he co-founded, from 1987 until it was sold to Altana, a publicly-owned German specialty chemical and pharmaceutical company, in October 2005. Kelstar is a manufacturer of aqueous coatings, ultraviolet-curable coatings and specialty chemicals for the international printing industry. He resigned from Kelstar in 2006. From the time of his resignation from Kelstar in 2006 until his founding of Synchema in 2009, Mr. Kramer pursued a variety of business interests independently. Mr. Kramer earned his B.S. in Graphic Communications from the Rochester Institute of Technology. Mr. Kramer is a member of the Board of Directors of Dragonfly Forest, Inc., a non-profit organization dedicated to providing overnight camp experiences to seriously ill children. He was a member of the Young Presidents' Organization from 2003 to 2012. He is currently a member of the World President's Organization. Mr. Kramer's experience as founder and executive of his own companies and his experience with respect to strategic planning provides valuable insight regarding the Company's growth and direction. Age: 50. Other Public Company Board Service: None.

GARY F. MAZZUCCO is a new director nominee. Mr. Mazzucco founded Mazzucco & Company, CPAs in February 1977 and has served as its Managing Partner ever since. Mr. Mazzucco has been providing accounting, tax and consulting services for over forty years. Prior to founding Mazzucco & Company, he was an accountant with Lybrand, Ross Brothers and Montgomery (a predecessor company of PricewaterhouseCoopers LLP) for two years and worked in private accounting for five years. Mr. Mazzucco earned his B.S. in accounting from Mount Saint Mary's University and has also served as a college professor, coach, mentor, board member, officer and trusted advisor to many individuals and organizations throughout his career. He is a certified public accountant in New Jersey. He is a member of the American Institute of Certified Public Accountants and a Fellow of the New Jersey Society of Certified Public Accountants. Age: 64. Other Public Company Board Service: None.

Continuing Directors Term Expiring in 2015

CAMILLE S. ANDREWS has been a director since June 2009. Since 1998, Ms. Andrews has been an Associate Dean, and since 1996 she has been a member of the faculty, of Rutgers University School of Law at Camden. Since 2007, Ms. Andrews has also served as Counsel to Context Capital Partners, a private equity firm. Between 1986 and 1996, Ms. Andrews was a Partner with the law firm of Dilworth Paxson LLP, and between 2006 and 2008, she was Of Counsel to that firm. Ms. Andrews earned a B.A. *magna cum laude* in rhetoric and communication from the University of Pittsburgh and a J.D. *with honors* from Rutgers University School of Law at Camden, where she served on the Law Review. She has served on a number of charitable boards, including the Walnut Street Theatre, ACYO Foundation, New Jersey Child Cares, and the Philadelphia Zoo Chairman's Council. Ms. Andrews is admitted to practice law in New Jersey and Pennsylvania. Ms. Andrews offers a wealth of legal expertise in commercial matters and her service on the boards of other organizations provides cross-board experience. Age: 53. Other Public Company Board Service: None.

BRIAN W. CLYMER has been a Director since June 2006. Mr. Clymer retired from Prudential Financial, Inc. where he was Senior Vice President of External Affairs from July 1997 to January 2013. Prior to Prudential, he served as New Jersey State Treasurer under Governor Christine Todd Whitman from 1994 to 1997. Prior to that, Mr. Clymer was President and Chief Executive Officer of Railway System Design, Inc. and Vice President of its parent company, Gannett Fleming, Inc., an engineering design firm, from 1993 to 1994. From 1989 to 1993, he served under President George H.W. Bush as Administrator of the U.S. Federal Transit Administration. Mr. Clymer has served on numerous Boards of Directors, including the New Jersey Sports and Exposition Authority, the New Jersey Casino Reinvestment Development Authority, the New Jersey Performing Arts Center, the Southeastern Pennsylvania Transportation Authority, the American Public Transit Association, Security First Bank,

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and Motor Coach Industries International, Inc., then a New York Stock Exchange-listed designer and manufacturer of buses and coaches. He currently serves on the Board of Directors of the New Jersey Alliance for Action and is Chairman of the Board of the Independent College Fund of New Jersey. Mr. Clymer earned his B.S. in business and economics from Lehigh University. He is a Certified Public Accountant in the Commonwealth of Pennsylvania. Mr. Clymer has spent almost 20 years in the field of public accounting and brings extensive experience as an executive and board member of various publicly and non-publicly held entities and offers deep knowledge of financial, economic and accounting matters. Age: 66. Other Public Company Board Service: Longport, Inc. (2001 to 2010), Motor Coach Industries (1993 to 1994) and Security First Bank (1987 to 1989).

Continuing Directors Term Expiring in 2014

DAVID L. RICHTER has been President and Chief Operating Officer since March 2004, and he has been a member of our Board of Directors since 1998. Prior to his current position, he was President of Hill's Project Management Group from 2001 to 2004. Before that, Mr. Richter was Senior Vice President and General Counsel from 1999 to 2001 and Vice President and General Counsel from 1995 to 1999. Prior to joining us, he was an attorney with the New York City law firm of Weil, Gotshal & Manges LLP from 1992 to 1995. Mr. Richter is a Fellow of the CMAA. He is a member of the Young Presidents' Organization, the Construction Industry Round Table, and the American Society of Civil Engineers. Mr. Richter is a member of the Board of Trustees of the Southern New Jersey Development Council and served on the Board of Directors of the CMAA from 2001 to 2007. He earned his B.S. in management, his B.S.E. in civil engineering and his J.D. from the University of Pennsylvania. Mr. Richter is a son of Irvin E. Richter. Mr. Richter has nearly two decades of executive leadership with the Company and has developed great expertise in the construction management industry. Age: 46. Other Public Company Board Service: None.

ALAN S. FELLHEIMER has been a director since June 2006. He has been Chairman of the Philadelphia law firm of Fellheimer & Eichen LLP since January 2006. He was Chairman of the Board of the Pennsylvania Business Bank, a state-chartered bank, from 1998, when he founded the bank, until 2008 when the bank was sold. He also served as the bank's President and Chief Executive Officer from 1998 until 2006. From 1991 to 1998, Mr. Fellheimer was a Partner in the Philadelphia law firm of Fellheimer Eichen Braverman & Kaskey. During 1990, he was a Partner with the Philadelphia law firm of Spector Gadon & Rosen, P.C. From 1985 to 1990, Mr. Fellheimer was Chairman and Chief Executive Officer of Equimark Corp., then a New York Stock Exchange-listed bank holding company. He currently serves as a member of the Board of Trustees of Gratz College, a member of the Board of Trustees of the Pennsylvania Ballet, a member of the President's Advisory Board of Temple University and a member of the Dean's Advisory Board of the School of Social Policy & Practice of the University of Pennsylvania. Mr. Fellheimer is a Trustee of the Law Foundation of Temple University and a Trustee of the Grand Lodge of Pennsylvania, AYF&AM. Mr. Fellheimer earned his A.B. in liberal arts and his J.D. *summa cum laude* from Temple University. He is a member of the New Jersey, New York and Pennsylvania bars. Mr. Fellheimer has significant banking expertise and brings to the Company experience in leadership positions with public and non-public entities. Age: 70. Other Public Company Board Service: None.

CORPORATE GOVERNANCE

Pursuant to the Delaware General Corporation Law and the Company's By-laws, the Company's business, property and affairs are managed by or under the direction of the Board of Directors. Members of the Board are kept informed of the Company's business through discussions with the Chief Executive Officer and other officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees. We currently have seven members on our Board.

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During 2012, the Board held seven meetings and the committees held a total of seven meetings. Each incumbent director attended more than 75% of the total number of meetings of the Board of Directors and the Board committees of which he or she was a member during the period he or she served as a director in 2012. Although, we do not have a policy requiring all directors to attend annual meetings of stockholders, we expect all directors to attend, absent extenuating circumstances. All of our directors attended the 2012 Annual Meeting of Stockholders.

Director Independence

The standards applied by the Board in affirmatively determining whether a director is "independent," in compliance with the rules of the NYSE, generally provide that a director is not independent if:

(1) the director is, or has been within the last three years, our employee, or an immediate family member (defined as including a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone, other than domestic employees, who shares such person's home), is, or has been within the last three years, one of our executive officers;

(2) the director has received, or has an immediate family member who has received, during any 12-month period within the last three years, more than $120,000 per year in direct compensation from us, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);

(3) (a) the director is a current partner or employee of a firm that is our internal or external auditor; (b) the director has an immediate family member who is a current partner of such a firm; (c) the director has an immediate family member who is a current employee of such a firm and who works on our audit; or (d) the director or an immediate family member was, within the last three years, a partner or employee of such a firm and personally worked on our audit within that time;

(4) the director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of our present executive officers at the same time serves or served on that company's compensation committee; or

(5) the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to or received payments from us for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1,000,000 or two percent of such other company's consolidated gross revenues.

In addition to these objective standards, the Board of Directors has adopted a general standard, also in compliance with NYSE rules, to the effect that no director qualifies as independent unless the Board of Directors affirmatively determines that the director has no material relationship with us. In making this determination, the Board considers all relevant facts and circumstances regarding any transactions, relationships and arrangements between Hill and the director, and also between Hill and any company or organization with which the director is affiliated. The Board of Directors has determined that our current independent directors are Camille S. Andrews, Brian W. Clymer, William J. Doyle, Alan S. Fellheimer and Steven M. Kramer.

Transactions with Related Persons

For the year ended December 31, 2012, there were no transactions, or series of similar transactions, to which the Company was or is to be a party in which the amount exceeded $120,000, and in which any of our directors or executive officers, any holders of more than 5% of our common

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stock or any members of any such person's immediate family, had or will have a direct or indirect material interest, other than compensation described in the section "Executive Officer and Director Compensation."

It is the policy and practice of our Board to review and assess information concerning transactions involving related persons. Related persons include our directors and executive officers and their immediate family members. If the determination is made that a related person has a material interest in a transaction involving us, then the disinterested members of the Board would review and approve or ratify it, and we would disclose the transaction in accordance with SEC rules and regulations. If the related person is a member of the Board, or a family member of a director, then that director would not participate in any determination involving the transaction at issue.

Our Code of Ethics and Business Conduct prohibits all employees, including our executive officers, from benefitting personally from any transactions with us other than approved compensation benefits.

Board Leadership Structure

The Company has not separated the roles of Chairman of the Board and Chief Executive Officer. While the Board has not appointed a lead independent director, Mr. Fellheimer, Chair of the Compensation Committee, has presided over executive session meetings of independent directors. The Board has reviewed its leadership structure and concluded that its current structure is the appropriate one for the Company at this time. Specifically, our Board believes that Irvin E. Richter is best situated to serve as its chairman because he is very familiar with the Company's business and the industries it serves and is most capable of effectively identifying the opportunities, risks and challenges the Company faces. Because of his long service to the Company, as both Chief Executive Officer and Chairman, our Board believes that Mr. Richter is in the best position to lead discussions on and execute our operating strategy and develop agendas to ensure our Board is focusing on the issues that are most important to the Company's long-term growth. Furthermore, the Board believes that its current structure encourages the free and open dialogue of competing views and provides for strong oversight of management. Therefore, we believe that Mr. Richter leading both the Company and the Board is appropriate and in our best interests.

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Role of the Board in Risk Oversight

The Board as a whole has responsibility for risk oversight, with reviews of certain areas conducted by relevant Board committees that report on their findings to the Board. The oversight responsibility of the Board and the Board committees is facilitated by management reporting processes designed to provide information to the Board concerning the identification, assessment and management of critical risks and management's risk mitigation strategies and practices. These areas of focus include operational, economic, competitive, financial (including accounting, reporting, credit, liquidity and tax), legal, regulatory, compliance, environmental, political and strategic risks. The full Board (or the appropriate Board committee), in concert with the appropriate management within the Company, reviews management reports to formulate risk identification, risk management and risk mitigation strategies. When a Board committee initially reviews management reports, the Chairman of the relevant Board committee briefs the full Board on the specifics of the matter at the next Board meeting. This process enables the Board to coordinate the risk oversight role, particularly with respect to risks spanning more than one operational area. The Compensation Committee reviews compensation policies to ensure that they do not, among other things, encourage unnecessary or excessive risk-taking.

Corporate Governance Guidelines

The Corporate Governance Guidelines adopted by the Board, which include guidelines for determining director independence, are published on the Company's website at *www.hillintl.com*, in the "Investor Relations" section, and are available in print to any stockholder upon request. That section of the website makes available the Company's corporate governance materials, including Board committee charters. Those materials are also available in print to any stockholder upon request.

Code of Ethics

All directors, officers and employees of the Company are expected to act ethically at all times and in accordance with the policies comprising Hill's Code of Ethics and Business Conduct which is available on our website at *www.hillintl.com*, in the "Investor Relations" section, and is available in print to any stockholder upon request. Any waiver or any implicit waiver from a provision of the Code of Ethics and Business Conduct by Hill's chief executive officer, chief financial officer, chief accounting officer or controller, or any amendment to the Code of Ethics and Business Conduct must be approved by the Board and must be disclosed in the Company's Annual Report on Form 10-K or in a Current Report on Form 8-K filed with the SEC. Hill's Audit Committee is responsible for applying the Code of Ethics to specific situations in which questions are presented to it and has the authority to interpret the Code of Ethics and Business Conduct in any particular situation. If, after investigating any potential breach of the Code of Ethics and Business Conduct reported to it, the Audit Committee determines (by majority decision) that a breach has occurred, it will inform the Board of Directors. Upon being notified that a breach has occurred, the Board (by majority decision) will take or authorize such disciplinary or preventive action as it deems appropriate, after consultation with the Audit Committee and/or the Company's General Counsel, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of the SEC or other appropriate law enforcement authorities.

Communicating Concerns to Directors

The Company encourages all interested persons to communicate any concern that an officer, employee, director or representative of Hill has engaged in illegal, dishonest or fraudulent activity, or has violated Hill's Code of Ethics. Such persons may report their concerns or other communications including suggestions or comments to the Board in one of the following ways: by mail sent to William H. Dengler, Jr., Corporate Secretary, at the Company's principal executive office: 303 Lippincott Centre, Marlton, NJ 08053; by telephone at (866) 352-2792; or by email addressed to

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hil@openboard.info. All such communications will be referred to Mr. Dengler who will circulate them to the members of the Board, or in the case of potential violations of the Code of Ethics, to the Chairman of the Audit Committee. If the communication is directed to a particular director, Mr. Dengler will forward the communication to that director. The Board does not screen stockholder communications.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

William J. Doyle, who is a member of our Compensation Committee, was an officer of Hill from 1979 until 1992.

COMMITTEES OF THE BOARD OF DIRECTORS

During 2012, the Board had standing Audit, Compensation and Governance and Nominating Committees. All members of each committee have been determined by the Board of Directors to be "independent" under applicable NYSE rules. In addition, the Board has determined that each member of the Audit Committee meets SEC independence requirements which require that members of the Audit Committee may not accept directly or indirectly any consulting, advisory or other compensatory fee from Hill or any of its subsidiaries other than their directors' compensation. The charter of each committee is available on our website at *www.hillintl.com*, in the "Investor Relations" section.

Audit Committee. During 2012, the Audit Committee consisted of Brian W. Clymer (Chair), Alan S. Fellheimer and Steven M. Kramer. The Board has determined that each member of the Audit Committee is financially literate. The Board has also determined that Brian W. Clymer possesses accounting or related financial management expertise within the meaning of the NYSE listing standards and qualifies as an "audit committee financial expert," as defined by the rules of the SEC. For additional information regarding Mr. Clymer's experience and background, see "Item 1 Election of Directors" above.

The Audit Committee assists the Board in fulfilling its oversight responsibilities by (a) reviewing the financial reports and other financial information provided by Hill to its stockholders, the SEC and others, (b) monitoring the Company's financial reporting processes and internal control systems, (c) retaining Hill's independent auditors, (d) overseeing the Company's independent auditor and internal auditors and (e) monitoring the Company's compliance with its ethics policies and with applicable legal and regulatory requirements. The Audit Committee also reviews and approves any transactions between Hill and any related parties. During 2012, the Audit Committee met five times. The report of the Audit Committee is included in this proxy statement.

Compensation Committee. During 2012, the Compensation Committee consisted of Alan S. Fellheimer (Chair), Camille S. Andrews and William J. Doyle. Each member of the Compensation Committee is a "non-employee director" as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

The Compensation Committee oversees Hill's executive compensation programs. The Compensation Committee reviews and recommends to the Board for approval the compensation arrangements for all of the Company's executive officers. During 2012, the Compensation Committee met one time. The processes of the Compensation Committee are described below in the "Compensation Discussion and Analysis" section of this proxy statement, under the subsection " Role of the Compensation Committee and Management."

Governance and Nominating Committee. During 2012, the Governance and Nominating Committee consisted of Camille S. Andrews (Chair), Brian W. Clymer, William J. Doyle and Steven M. Kramer. The Governance and Nominating Committee oversees matters relating to the evaluation and recommendation to the Board of the persons to be nominated for election as directors at any meeting of stockholders, and the persons to be appointed by the Board to fill any vacancy on the Board.

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The Governance and Nominating Committee is responsible for reviewing and assessing with the Board the appropriate skills, experience, and background sought of Board members in the context of our business and the then-current membership on the Board. This assessment includes a consideration of independence, diversity, age, skills, experience and industry backgrounds in the context of the needs of the Board and the Company, as well as the ability of current and prospective directors to devote sufficient time to performing their duties in an effective manner. Although the Company does not have a formal policy with respect to diversity standards, as a matter of practice, the Governance and Nominating Committee considers matters commonly viewed as matters of diversity in the context of the Board as a whole and, in its effort to select a Board that it believes will best serve the interests of the Company and its stockholders, takes into account the personal characteristics and experience of current and prospective directors to facilitate Board deliberations that reflect a broad range of perspectives.

The Governance and Nominating Committee carefully considers all director candidates recommended by our stockholders, and the Governance and Nominating Committee does not and will not evaluate such candidate recommendations any differently from the way it evaluates other candidates. In its evaluation of each proposed candidate, the Governance and Nominating Committee considers many factors including, without limitation, the individual's experience, character, integrity, demonstrations of judgment and ability, and financial and other special expertise. Any stockholder who wishes to recommend an individual as a nominee for election to the Board should submit such recommendation in writing by mail to Hill International, Inc., 303 Lippincott Centre, Marlton, NJ 08053, Attn: Chair of Governance and Nominating Committee, together with information regarding the experience, education and general background of the individual and a statement as to why the stockholder believes such individual to be an appropriate candidate for the Board of Directors of Hill. Such recommendation should be provided to Hill no later than 80 days prior to the anniversary of the date of the notice accompanying these proxy materials. During 2012, the Governance and Nominating Committee held one meeting.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis ("CD&A") describes our named executive officer compensation program in 2012. Specifically, the CD&A explains how the Compensation Committee and Board of Directors made their compensation decisions for each element of compensation that we pay or award to, or that is earned by, our named executive officers and our policies and decisions with regard to their compensation. For 2012, Hill's named executive officers were: Irvin E. Richter, Chairman and Chief Executive Officer, John Fanelli III, Senior Vice President and Chief Financial Officer, David L. Richter, President and Chief Operating Officer, Raouf S. Ghali, President, Project Management Group (International), and Frederic Z. Samelian, President, Construction Claims Group. Only independent directors participate in decisions with respect to the compensation of our Chairman and Chief Executive Officer and our President and Chief Operating Officer.

Overview

Historically, Hill's compensation philosophy has been that we should provide a compensation program for our executive officers that is competitive with the companies we consider our peers for executive employment and compensation purposes and that fosters executive retention in a manner that furthers Hill's mission of maximizing long-term stockholder value, client relationships, excellent financial performance, quality of service and employee satisfaction. That philosophy has been implemented in the past by placing substantial reliance on the payment of executive salaries at the higher end of the range of compensation received by executives with comparable job responsibilities at our peer companies, as well as through the use of year-end bonuses, as appropriate, to reward superior performance and long-term incentive compensation elements to incentivize performance designed to lead Hill to success over a longer term.

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The Compensation Committee is keenly aware of the difficult economic conditions, which began in 2008 and continue to adversely affect the construction industry, and the impact of these conditions on our project management and construction claims consulting businesses. As a result, the Compensation Committee sought to compensate our named executive officers in a manner that would enable us to retain them as Hill's senior management team through the economic downturn, to appropriately recognize their unique experience and skill sets as well as their efforts on behalf of Hill during 2012 consistent with our overall business objectives and to create appropriate incentives for the performance of our businesses in 2013 and beyond. The Compensation Committee noted our overall business and financial achievements in 2012 in light of the current global economic downturn particularly affecting the industry sectors we serve as well as political and other factors impacting our businesses. As a result, the Compensation Committee paid particular attention to our executives' performance in addressing the specific business, economic and political conditions affecting our Company and the markets we serve.

In 2011 and 2012, our Company implemented cost-cutting measures designed to improve operating performance by improving employee utilization by better-aligning capacity with opportunities and reducing general and administrative expenses. In addition, during the fourth quarter of 2012, our Company amended our senior credit facility, curing all then-existing defaults, and obtained a new second lien term loan with a new lender, improving our liquidity position. The Compensation Committee acknowledged the importance of the cost-cutting initiatives to our Company's long-term financial health and the difficult balance management achieved by improving utilization and reducing costs while maintaining our ability to capitalize on future opportunities to provide professional services to our clients. Moreover, the Compensation Committee recognized the strong performance of our Company's executives by their successful negotiation of the amendment to our senior credit facility and by obtaining significant new financing for our Company through the second lien term loan. In the Compensation Committee's view, these achievements were critical to position our Company to take advantage of the business opportunities presented in 2012 and early 2013 as well as those that will be presented in the future.

For 2012, the Compensation Committee used various short and long-term performance-based compensation components within the mix of elements comprising the overall compensation packages paid to Hill's executive officers. The discussion that follows explains the manner in which the Compensation Committee applied these elements to develop the compensation policies and arrangements for our named executive officers.

Compensation Philosophy and Objectives

Performance. Our Company's policy is that the Compensation Committee and the Board consider an executive officer's performance in determining his or her compensation. In addition, the Compensation Committee and the Board, in their discretion, may reward performance considered by the Compensation Committee to be superior, and may provide short-term incentives to executive officers to reward superior performance in cases where such performance would not otherwise be rewarded by other elements of Hill's compensation program.

In considering the appropriate manner in which to reward the performance of our named executive officers, our Compensation Committee and Board have established compensation policies implemented through the creation of specific rewards and designed for particular named executive officers. In this regard, in view of the relatively large equity interest in our Company owned by our Chairman and Chief Executive Officer and our President and Chief Operating Officer, the Compensation Committee determined to reward performance in a particular year by maintaining their base salary at the higher end of the range for compensation received by executives with comparable job responsibilities at our peer companies in addition to bonus and long-term incentive compensation. In addition, the Compensation Committee recognized the intense competition for talented senior

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executives in the sectors in which we operate and, in rewarding performance, focused closely on the need to retain the services of our other named executive officers who do not own significant equity interests in our Company. With respect to compensation decisions made in 2012, the Compensation Committee recognized that the prolonged economic downturn continued to place pressure on the Company's competitors to attract talented personnel, which heightened the need for our Company to set compensation in a manner designed to enable the Company to retain its most able executives even to the extent their ability to achieve superior performance for the Company might be hampered by economic conditions and other factors affecting the industries we serve. As a result, the Compensation Committee continued to rely on compensation policies designed to reward performance of these executives primarily by offering year-over-year base salary increases and by using bonus and long-term incentive awards primarily to reward extraordinary performance designed to reflect the overall growth and profitability of our Company as well as in the groups they manage. Measurements of growth and profitability for these purposes were made subjectively by the Compensation Committee with reference to budgets developed by management and approved by the Board of Directors, and without reference to any particular formula used to translate increases in perceived growth or profitability to specific compensation decisions.

For 2012, the Compensation Committee continued to rely to an extent on the use of mathematical formulas in considering whether an individual executive's performance merited recognition through an award of periodic bonuses. Consistent with the policy established by the Compensation Committee in 2009, the Compensation Committee set formula-based targets for annual bonuses under the Hill International, Inc. 2010 Senior Executive Bonus Plan (the "Bonus Plan") as components of the total compensation packages received by our Chairman and Chief Executive Officer and our President and Chief Operating Officer for 2012. The Bonus Plan permits the Compensation Committee or the Board to award performance-based bonuses to our senior officers based on the achievement of performance goals established by the Compensation Committee or the Board in a manner designed to enable us to deduct for federal income tax purposes this bonus compensation consistent with Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

The Compensation Committee believes it is of paramount importance to provide appropriate levels of compensation to our senior executives. Accordingly, the Compensation Committee may determine that the amount of a performance-based bonus award under the Bonus Plan is not sufficient to appropriately compensate or incentivize one or more senior executives for their performance with respect to the applicable performance period. In such event, the Compensation Committee may determine to award discretionary bonuses to senior executives, even if we are unable to deduct for federal income tax purposes the amount of the discretionary bonus. For 2012, the Compensation Committee did not award any bonuses to our Chairman and Chief Executive Officer or our President and Chief Operating Officer under the Bonus Plan, because our Company's reported diluted earnings per share did not exceed the threshold, established by the Compensation Committee in the first quarter of 2012, for bonus compensation under the Bonus Plan. Recognizing the difficult decisions made by our Chairman and Chief Executive Officer and our President and Chief Operating Officer in designing and implementing the cost-cutting measures in 2012 and their strong effort to amend our Company's senior credit facility and obtain significant new capital for our Company under the second lien term loan, the Compensation Committee determined to award discretionary bonus compensation for these officers as follows: Irvin E. Richter $200,000 and David L. Richter $200,000. In connection with their compensation-related recommendations, in view of the lack of bonus compensation for our other named executive officers for 2011 and their strong performance under difficult conditions during 2012, our Chairman and Chief Executive Officer and our President and Chief Operating Officer recommended bonuses for our other named executive officers for 2012, and, consistent with their recommendation, the Compensation Committee determined to award bonuses to our other named executive officers for 2012 as follows: Mr. Fanelli $25,000, Mr. Ghali $100,000 and Mr. Samelian $25,000.

Alignment. The Compensation Committee believes that alignment of the compensation of our executive officers with the interests of our stockholders through use of stock-based incentive compensation is one of the core principles of our Company's compensation philosophy. As a goal, the Compensation Committee seeks to align the compensation of our executive officers with the interests of our stockholders through the use, among other compensation elements, of stock-based incentive compensation. The Compensation Committee expects to continue using stock option and other equity-based compensation elements to establish long-term incentive compensation for our named executive officers in connection with the determination of their total annual compensation in the future.

The Compensation Committee and the Board believe it is important to award a significant portion of the total annual compensation for our Chairman and Chief Executive Officer and our President and Chief Operating Officer in the form of long-term incentive compensation in order to establish a reward for our most senior officers relating to the creation of value for our stockholders over the longer term. Accordingly, for 2012, the Compensation Committee recommended long-term incentive awards with aggregate grant date fair value of $1,175,000, or 97.9% of his base salary, to our Chairman and Chief Executive Officer and $1,175,000, or 146.9% of his base salary, to our President and Chief Operating Officer. The Compensation Committee did not recommend any long-term incentive awards for our other named executive officers.

Retention. As discussed above, we recognize the intense competition for talented senior executives in the sectors in which we operate. Accordingly, retention of our executive officers is one of the core objectives of our compensation philosophy. Historically, the Compensation Committee has sought to attain that objective primarily through the payment of base salaries at the higher end of the range of compensation that may be paid to executives at other companies within our industry. During 2012, the Compensation Committee continued to award the named executive officers' total compensation so that each compensation element may be used to enable the Company to retain the services of our executive officers, consistent with our overall business strategy. As a result of this consideration, for 2012, the Compensation Committee decided to make equity-based long-term incentive awards to our Chairman and Chief Executive Officer and our President and Chief Operating Officer as well as award bonus compensation to all our named executive officers in a manner designed to enhance the utility of these components as tools to retain our most talented senior executives.

Risk Management Incentive. The Compensation Committee believes that the compensation policies and practices it establishes should be designed with a view to incentivizing executives to achieve short-term and long-term performance goals and objectives established by the Board while managing risks appropriately. The Compensation Committee attempts to provide both short-term and long-term compensation for current performance, as well as to provide incentives to achieve short-term and long-term goals. In designing these elements of compensation, the Compensation Committee seeks to incentivize appropriate levels of risk taking and to deter subjecting our Company to excessive risk.

Based on its understanding, as members of the Company's Board of Directors, of the elements of risk associated with our Company's business and the operations of each of our business units, the Compensation Committee does not believe that our Company's compensation policies and practices subject our Company to undue risk. The Company's compensation policies and practices, and the elements of its compensation, are relatively consistent across the Company's business units. In the Compensation Committee's view, the risk profile for each of our Company's business units is relatively proportionate to its contribution to our Company's overall operating results. Other than our Company's Chairman and Chief Executive Officer and our President and Chief Operating Officer, no executive officer of the Company has an employment agreement with the Company. Accordingly, the Company's long-term payment obligation under employment agreements has been limited. In addition, as discussed below under "Elements of Compensation Base Salary," while the employment agreements for our Chairman and Chief Executive Officer and our President and Chief Operating Officer target benchmarks for total compensation at the 75^{th} percentile of the "selected peer group" identified by the

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Compensation Committee, neither employment agreement provides for any particular level of bonus compensation. Rather, under the terms of these employment agreements, the Compensation Committee has full authority to establish the target levels for annual incentive awards as well as long-term equity-based incentive awards, consistent with the aforementioned benchmark, and to establish the criteria upon the achievement of which the awards may be earned. Accordingly, in the Compensation Committee's view, the methods used by our Company to compensate and incentivize our employees do not create risks that are reasonably likely to have a material adverse effect on our Company. In addition, while the Board has not adopted a specific policy with regard to the "clawback" of compensation awarded on the basis of improper conduct, the Compensation Committee recognizes that laws applicable to our Company generally require the "clawback" of compensation under circumstances relating to improper or illegal behavior. Accordingly, we believe that these laws support the Board's efforts to manage risk associated with compensation. The Board recognizes that the SEC plans to propose rules relating to compensation "clawback" policies and plans to enact policies to address the final rules that are adopted.

Determining Compensation

General. In setting each element of compensation, the Compensation Committee has historically made qualitative assessments of the contributions made by each named executive officer toward our Company's achievement of its overall business and financial performance. These assessments have been employed by the Compensation Committee in determining which of the various compensation elements available to it should be included in each named executive officer's total compensation package, as well as the dollar amount thereof.

Base salaries for our named executive officers are established by the Compensation Committee on an annual basis. When establishing base salaries for named executive officers who do not have employment agreements, the Compensation Committee takes into account the performance of each named executive officer, his role and responsibilities within our Company and the compensation of comparable executives at other publicly traded companies in our peer group. Under the terms of their respective employment agreements described below in "Employment Agreements," each of our Chairman and Chief Executive Officer and our President and Chief Operating Officer is entitled to receive base salary and an annual long-term equity-based incentive award, which, when aggregated with his target bonus which he will have the opportunity to earn based on the achievement of performance targets established annually by the Compensation Committee, is not less than the 75^{th} percentile of the total base salary, bonus and long-term incentive award earned by executives with comparable positions in our selected peer group companies. Our Compensation Committee believes that using the 75^{th} percentile for comparative purposes reflects the high level of competency of our Company's senior executive officers.

In establishing the base salaries to which our Chairman and Chief Executive Officer and our President and Chief Operating Officer are entitled under their respective employment agreements, the Compensation Committee considered the total annual compensation of executives at similar levels in the companies included in the selected peer group listed below in "Selected Peer Group." The allocation between targeted annual incentive awards and long-term equity-based incentive compensation in order to achieve targeted total compensation at the benchmark level of the 75^{th} percentile of the "selected peer group" companies was determined through direct negotiations between the Compensation Committee and each of our Chairman and Chief Executive Officer and our President and Chief Operating Officer. These negotiations focused on the need to reach agreement on the appropriate level of targeted annual incentive award for each executive, with reference to the prior year's bonus target for the executive and the Company's internal budget, approved by the Board of Directors, for 2012, without the use of any formula, weighting or reference to specific factors. The Compensation Committee's focus on determining the appropriate level of targeted annual incentive

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award relates primarily to the contingent nature of the incentive in that it is earned only to the extent that the Company achieves established performance levels. The long-term equity-based incentive compensation was determined to essentially equal the difference between the sum of executive's base salary and targeted annual incentive award, on the one hand, and the benchmarked 75th percentile of the selected peer group with respect to the executive, on the other hand.

For our other named executive officers, as in prior years, for 2012, the Compensation Committee relied to a great extent on the assessments of their performance by our Chairman and Chief Executive Officer and our President and Chief Operating Officer, to whom each of these other named executive officers reports. The Compensation Committee believes that this methodology allows us to account for all of the facts and circumstances of the particular executive officer's performance and enable us to most effectively reward, motivate, challenge and retain these named executive officers.

In the first quarter of 2012, the Compensation Committee established targeted levels of bonus eligibility under the Bonus Plan for our Chairman and Chief Executive Officer and our President and Chief Operating Officer based on actual earnings per diluted common share reported by our Company for 2012. The Compensation Committee selected this performance criterion for bonus eligibility under the Bonus Plan based on presentations by management to the Board concerning expectations for 2012 operating performance and related discourse among the Board and management during the first quarter of 2012. The Compensation Committee determined that these individuals would be eligible to earn 100% of their respective bonus compensation targets if our Company reported diluted earnings per common share of $0.10 for 2012. For 2012, our Company reported a loss of ($0.73) per common share. Accordingly, these executives were not entitled to any bonus under the Bonus Plan based on the targets set by the Compensation Committee for 2012.

In view of the Company's performance in 2011, our Chairman and Chief Executive Officer and our President and Chief Operating Officer informed the Compensation Committee that they did not expect any increase in their respective base salaries in 2012 and did not recommend an increase in base salaries for the other named executive officers in 2012. Relying generally on these comments from our Chairman and Chief Executive Office and our President and Chief Operating Officer, the Compensation Committee determined that the base salaries of our named executive officers for 2012 should remain the same as in 2011.

Role of the Compensation Committee and Management. The Compensation Committee reviews all of our Company's compensation and benefit programs. As part of its review of these programs, the Compensation Committee evaluates the competitiveness of compensation and benefits packages offered to our named executive officers and other executive officers. In addition, the Compensation Committee reviews and approves our corporate incentives, goals and performance objectives as well as the incentives, goals and performance objectives we establish for individuals under our Company's compensation and benefit programs. The Compensation Committee evaluates the level of achievement of the corporate incentives, goals and performance objectives set for individuals and, based on the level of achievement, approves any awards dependent on these criteria under our Company's compensation and benefit programs.

Consistent with prior years, as part of the executive compensation decisions made in 2012, our Chairman and Chief Executive Officer and our President and Chief Operating Officer made recommendations to the Compensation Committee regarding the levels and elements of compensation for the named executive officers, other than themselves, as well as for other executive officers of Hill. The Compensation Committee did not receive any compensation analysis regarding our named executive officers or Hill's other senior executive officers from any compensation consultant. After considering the recommendations of our Chairman and Chief Executive Officer and our President and Chief Operating Officer, the Compensation Committee delivered its recommendations to the Board for the Board's approval of the compensation elements and levels for the Chairman and Chief Executive

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Officer and the President and Chief Operating Officer, as well as for the other named executive officers. In determining its recommendations to the Board, the Compensation Committee relied considerably on assessments by our Chairman and Chief Executive Officer and our President and Chief Operating Officer of the performance and contribution of the other named executive officers.

Selected Peer Group. In 2012, the Compensation Committee identified our peer group and our "selected peer group" companies for compensation bench-marking purposes. The selected peer group includes CRA International, Inc., Exponent, Inc., Huron Consulting Group Inc. and Navigant Consulting, Inc. The "selected peer group" for 2012 differs from prior years because it no longer includes Diamond Management & Technology Consultants, Inc., which was acquired by PriceWaterhouseCoopers LLP in November 2010.

Noting that the public companies with which we compete for project management business tend to be significantly larger than Hill, the Compensation Committee concluded that those direct competitors would not be an appropriate group to use for purposes of analyzing the compensation paid to our Chairman and Chief Executive Officer and our President and Chief Operating Officer. Accordingly, the companies identified above provide services in consulting or other fields that are similar to the services we provide and were selected by the Compensation Committee on the basis of their size relative to us, and the presence within those companies and us of similar business model, cultural and philosophical elements. In addition, we recognize the companies in this group as those publicly traded companies with whom we compete most aggressively for talented executives. Accordingly, we refer to these companies as our "selected peer group" companies. In terms of size measured by total annual revenues during the fiscal year ended most recently before the end of Hill's 2012 fiscal year, the companies within the selected peer group ranged between $272 million and $785 million.

Equity Grant Practices. The exercise price of each stock option granted to the named executive officers, as well as to our other named executive officers, was not less than the closing price of our common stock on the date of grant. Typically, the Board awards long-term equity-based incentives to our Chairman and Chief Executive Officer and our President and Chief Operating Officer annually and other executive officers, including the other named executive officers, in two-year cycles. In this regard, in March 2012, we awarded stock options to our Chairman and Chief Executive Officer and our President and Chief Operating Officer. No other executive officer received an equity based award for 2012. The Compensation Committee expects to consider expanding the use of stock options and other equity-based awards in the future.

We have not in the past and do not intend in the future to coordinate our grants of stock options with the release of material non-public information. We have not, as of the date of this proxy statement, adopted a policy covering compensatory equity grants. We also do not have a policy on the re-pricing of our stock options, but we have not previously re-priced any of our options. The equity compensation plan we use for awards to our named executive officers and other employees prohibits the repricing of options without stockholder approval.

Elements of Compensation

Base Salary. The Compensation Committee aims to establish the base salary for each named executive officer at a level that is reflective of the level of responsibility assumed by that officer. For our Chairman and Chief Executive Officer and our President and Chief Operating Officer, total annual compensation is targeted at the 75th percentile of executive officers serving in comparable capacities with the companies included in our selected peer group. The Compensation Committee selected the 75th percentile as the benchmark for compensation of our two most senior executive officers as a result of their demonstrated leadership of our Company's efforts to establish and expand relationships key to our revenue growth and profitability, coupled with the Compensation Committee's view that these individuals are among the top executive talent in our industry and should be compensated accordingly.

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In view of the significant stock ownership in our Company by our Chairman and Chief Executive Officer and our President and Chief Operating Officer, the Compensation Committee historically has leaned more heavily on base salary than on equity-based compensation for these individuals. Accordingly, the base salaries of our Chairman and Chief Executive Officer and our President and Chief Operating Officer tend to be higher than those of comparably titled executives at companies in our selected peer group to reflect generally lower reliance by the Company on bonus and equity-based compensation elements. Equally relevant, the Compensation Committee recognizes that during the time it was a privately owned business, our Company typically did not award any bonus compensation or equity-based incentives to these individuals and, instead, concentrated compensation in the form of base salary. Since our Company's business became publicly owned, the Compensation Committee has sought to transition compensation practices to methods more commonly used by publicly traded companies, but has sought doing so without reducing the base salaries of our executive officers, including our Chairman and Chief Executive Officer, our President and Chief Operating Officer and our other named executive officers.

The base salaries for our named executive officers are targeted at the higher end of our selected peer group and are adjusted to recognize varying levels of responsibility, individual performance, business segment performance, and internal Company issues. The Compensation Committee reviews each executive officer's base salary on an annual basis. During 2012, Hill's Chairman and Chief Executive Officer and its President and Chief Operating Officer were paid base salaries of $1,200,000 and $800,000, respectively. Based upon 2011 reported numbers, the Company surveyed the base salaries paid to the chief executive officers within the selected peer group of companies for 2011 and determined that they ranged between $500,000 and $800,000 and the base salaries paid to the chief operating officers within the selected peer group of companies ranged between $450,000 and $600,000. For the reasons discussed above, the base salary levels for our Chairman and Chief Executive Officer and our President and Chief Operating Officer, relative to comparably titled executives at companies in our selected peer group, reflect our generally greater relative reliance on base salaries and lower relative reliance on bonus and equity-based compensation elements for these executives. Based on these factors, the Compensation Committee determined that the base salaries for our Company's Chairman and Chief Executive Officer and our President and Chief Operating Officer compared to the selected peer group benchmarks were appropriate and warranted. As explained above, consistent with prior years, in making executive compensation decisions for 2012, the Compensation Committee utilized recommendations of our Chairman and Chief Executive Officer and our President and Chief Operating Officer regarding the levels and elements of compensation for the named executive officers, other than themselves, as well as for other executive officers of Hill.

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The table below sets forth the base salary for each of our named executive officers for 2011 and 2012, together with the percentage change from year-to-year.

Anthony J. Guzzi
Age: 52
Director Since: 2006
Committees: Nominating and Corporate Governance (Chair), Finance, and Executive
Designations: Independent; Lead Director
Directorship: EMCOR Group, Inc., since 2009

Mr. Guzzi has served as President and Chief Executive Officer of EMCOR Group, Inc. (a publicly traded mechanical, electrical construction and facilities services company) since January 2011. Previously, he was President and Chief Operating Officer from 2004 to 2010. He also served as President, North American Distribution and Aftermarket of Carrier Corporation (HVAC and refrigeration systems), a subsidiary of United Technologies Corporation from 2001 to 2004, and President, Commercial Systems and Services in 2001.

Skills and Qualifications

Mr. Guzzi brings to the Board CEO, COO, manufacturing, strategic development, operations, consulting and public company board experience, including:

- Serving as President and CEO and a Director of EMCOR Group, Inc., a corporation specializing in electrical and mechanical construction and facilities services
- Extensive experience in manufacturing and distribution having served as President, North American Distribution and Aftermarket, and President, Commercial Systems and Services of Carrier Corporation, a subsidiary of United Technologies Corporation
- Past experience as an engagement manager with McKinsey & Company, a prominent management consulting firm

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Neal J. Keating
Age: 60
Director Since: 2010
Committees: Audit, and Nominating and Corporate Governance
Designation: Independent
Directorship: Kaman Corporation, since 2007

Mr. Keating has served as the Chairman of the Board, President and Chief Executive Officer of Kaman Corporation (a publicly traded aerospace and industrial distribution company), since 2008. Prior to that, he held the position of President and Chief Operating Officer of Kaman from 2007 to 2008. From 2004 to 2007, he held the position of Chief Operating Officer of Hughes Supply (a wholesale distributor acquired by Home Depot).

Skills and Qualifications

Mr. Keating brings to the Board an extensive history of senior executive leadership and board experience, and a strong background in international operations, distribution, and mergers and acquisitions, including:

- Serving as Chairman of the Board and CEO of Kaman Corporation, a public manufacturing corporation that serves the aerospace and industrial distribution industries
- Past experience as COO of Hughes Supply and Executive Vice President and COO of Rockwell Collins, Commercial Systems
- Former Managing Director and CEO of GKN Aerospace, and Director of GKN plc, an international aerospace, automotive and land systems business

John F. Malloy
Age: 61
Director Since: 2011
Committees: Audit and Finance
Designation: Independent
Directorships: Victaulic Company, since 2006

Mr. Malloy has served as the Chairman of the Board, President and Chief Executive Officer of Victaulic Company (a privately held mechanical pipe joining systems company) since 2006. Prior to that, he held the position of President and Chief Executive Officer from 2004 to 2006 at Victaulic, and also President and Chief Operating Officer from 2002 to 2004.

Skills and Qualifications

Mr. Malloy brings to the Board many years of senior management, operations, economic and strategic planning experience having served as the CEO and COO of a global manufacturing and distribution company, including:

- 12 years of executive management experience at a leading worldwide manufacturing company
- Over 15 years of experience in various senior level strategic planning positions at United Technologies Corporation
- Holds a Ph.D. in economics and has taught courses in Economics at Hamilton College

Judith F. Marks
Age: 52
Director Since: 2016
Committee: Audit
Designation: Independent

Ms. Marks has served as the Executive Vice President, Global Solutions at Dresser-Rand (a global supplier of custom-engineered rotating equipment for the oil, gas and power industries), a Siemens Business, since 2015. Prior to that, she was the President and CEO of Siemens Government Technologies, Inc. from 2011-2015, and Vice President, Strategy and Business Development at Lockheed Martin Corporation (a publicly traded global company engaged in aeronautical and space systems, integration and technology services) from 2009-2011.

Skills and Qualifications

Ms. Marks brings to the Board strong multi-disciplinary experience in the areas of corporate strategy, operations, business development, and leadership for emerging geographies, including:

- Served as President and CEO of Siemens Government Technologies, Inc., a subsidiary of Siemens AG and leading integrator of innovative products, technologies and services for the government
- Led all strategy, planning, customer relations and new business development across Lockheed Martin Corporation's ("Lockheed") $14 billion electronic systems business
- Held the position of President of Lockheed's Transportation & Security Solutions Division, a developer and manufacturer of software and hardware solutions for global customers

David G. Nord
Age: 58
Director Since: 2013
Committee: Executive (Chair)
Designation: Not Independent

Mr. Nord has served as Chairman of the Board, President and Chief Executive Officer of the Company since May 2014, and President and Chief Executive Officer since January 2013. Previously, he served as the Company's President and Chief Operating Officer from June 2012 to January 2013, and Senior Vice President and Chief Financial Officer from September 2005 to June 2012.

Skills and Qualifications

Mr. Nord brings to the Board extensive financial, operational, and strategic planning experience, and a strong background in the manufacturing industry having served as a senior executive at 2 global manufacturing companies, including:

- Serving as the Company's Senior Vice President and CFO for 7 years and as COO prior to his appointment to CEO in 2013
- 10 years in various senior leadership positions at United Technologies Corporation including Vice President-Finance and CFO of Hamilton Sundstrand Corporation, one of its principal subsidiaries
- Roles of increasing responsibility at The Pittston Company, a publicly held multinational corporation, and Deloitte & Touche
- Member of the Boards of Manufacturers Alliance for Productivity and Innovation (MAPI) and the National Electrical Manufacturers Association (NEMA)

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John G. Russell
Age: 58
Director Since: 2011
Committees: Compensation, and Nominating and Corporate Governance
Designation: Independent
Directorships: CMS Energy Corporation and Consumers Energy Company, since 2010

Mr. Russell has served as the President and Chief Executive Officer of CMS Energy Corporation ("CMS Energy") and Consumers Energy Company ("Consumers Energy") (a publicly traded electric and natural gas utility) since 2010. Previously, he held the position of President and Chief Operating Officer of Consumers Energy from 2004 to 2010. On January 26, 2016, CMS Energy announced that Mr. Russell would be retiring from his current position in July 2016 and is expected to become Chairman of the CMS Energy and Consumers Energy boards of directors.

Skills and Qualifications

Mr. Russell brings to the Board many years of experience as a public company executive officer and Director in the utility industry, and possesses a strong background in operations, regulated utilities and governance, including:

- Serving as the President and CEO of CMS Energy and Consumers Energy, and previously as COO
- Over 30 years of both hands-on and leadership experience in the utility industry which represents a significant part of the Company's overall business
- Serving on the boards of CMS Energy and Consumers Energy

Steven R. Shawley
Age: 63
Director Since: 2014
Committees: Audit (Chair), Executive and Finance
Designations: Independent; Audit Committee Financial Expert
Directorship: GrafTech International (2010 - 2014)

Mr. Shawley served as the Senior Vice President and Chief Financial Officer of Ingersoll-Rand Company (a publicly traded manufacturer of climate solutions, and industrial and security technologies) from 2008 to 2013. Previously, he held the position of Senior Vice President and President of Ingersoll-Rand's Climate Control Technologies business from 2005 to 2008.

Skills and Qualifications

Mr. Shawley brings to the Board extensive leadership experience as a public company executive officer and Director, and a strong background in finance, accounting and audit, including:

- Over 14 years of experience as a public company officer, including serving as the Senior Vice President and CFO of Ingersoll-Rand and President of one of its major business sectors
- Holding multiple financial roles of increasing responsibility over the course of 30+ years including audit, accounting, financial planning and as the controller of Westinghouse Electric Corporation's largest manufacturing division and CFO of its Thermo King subsidiary
- Served on the board of a public company and as Chair of its Audit Committee

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Richard J. Swift
Age: 71
Director Since: 2003
Committees: Compensation (Chair), Executive, and Nominating and Corporate Governance
Designation: Independent
Directorships: CVS/Caremark Corporation, since 2006; Ingersoll-Rand Company, PLC, since 1995; Kaman Corporation, since 2002; Public Service Enterprise Group Incorporated, since 1994

Mr. Swift served as the Chairman of the Financial Accounting Standards Advisory Council from 2002 to 2006. Previously, he held the position of Chairman, President and Chief Executive Officer of Foster Wheeler Ltd. (design, engineering, construction and other services) from 1994 to 2001.

Skills and Qualifications

Mr. Swift possesses CEO experience, extensive public company board experience, and a strong finance, engineering and corporate governance background, including:

- Former Chairman, President and CEO of Foster Wheeler Ltd.
- Former Chairman of the National Foreign Trade Council and the Financial Accounting Standards Advisory Council, which advises the Financial Accounting Standards Board on accounting standards
- Membership on the boards of 4 public companies
- Former licensed professional engineer

During the five years ended December 31, 2015, Mr. Cardoso, Mr. Keating, Mr. Malloy, Mr. Russell and Mr. Swift have held the principal occupation listed in their biography above or been retired for that period of time. The employment history of each of the other Director nominees during such time period is reflected in their biographies above.

Vote Requirement

Directors are elected by plurality vote. Votes withheld and broker non-votes will not affect the election of Directors.

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COMPENSATION OF DIRECTORS

The NCGC annually reviews all forms of independent Director compensation in relation to other U.S. companies of comparable size and the Company's competitors, and recommends changes to the Board, when appropriate. The NCGC is supported in this review by Exequity LLP ("Exequity"), an independent outside compensation consultant engaged by the NCGC, which provides compensation consultation and competitive benchmarking. As a result, the Director compensation program reflects a mainstream approach to the structure of the compensation components and the method of delivery. In 2015, following the annual review, the Board of Directors, upon the recommendation of the NCGC, determined to increase the value of the annual restricted stock grant to be made at each annual meeting, commencing with the 2016 annual meeting, from $110,000 to $120,000 to better align our total director compensation with benchmark practices. In 2016, in connection with the Board's decision to extend the term of the Lead Director from 1 to 3 years and in recognition of the increasing demands, responsibilities and value of the role, the Board approved an annual retainer payment to the Lead Director in the amount of $20,000.

The following table describes the components of non-management Director compensation:

Compensation Component	
Annual Board Retainer	$75,000
Committee Chair Retainer	$20,000 – Audit
	$15,000 – Compensation
	$13,000 – Finance
	$13,000 – NCGC
Committee Member Retainer	$10,000 – Audit
	$7,000 – Compensation
	$5,000 – Finance
	$5,000 – NCGC
Lead Director Retainer	$20,000
Board / Committee Meeting Fees	None
Annual Restricted Share Grant (upon election at Annual Meeting)	$120,000 in value of Common Stock that vests on the date of the next Annual Meeting if the Director is still serving (or earlier, upon death or a change in control)
Stock Ownership Guidelines[1]	Within five years of joining the Board, ownership in Common Stock or deferred stock units valued at 4 times the average annual retainer paid to the Director in the past 5 years
Discretionary Fee[2]	Upon NCGC recommendation and consent of the Chairman of the Board, fees commensurate with any activities performed outside the scope of normal Board and Committee service, at the Company's request

(1) Directors who are first standing for election are encouraged to own 1,000 shares of the Company's Common Stock prior to the filing of the proxy statement for the meeting at which the Director is standing for election.

(2) Activities may include customer visits, conference attendance, or training meetings.

Deferred Compensation Plan

The Company maintains a Deferred Compensation Plan for non-management Directors ("Deferred Plan for Directors") which enables Directors, at their election, to defer all or a portion of their annual Board and Committee retainers into:

- A Stock Unit account in which each stock unit consists of one share of the Company's Common Stock. Dividend equivalents are paid on the stock units contained in the Director's account and converted into additional stock units. Upon distribution, all stock units are payable in shares of Common Stock.
- A Cash account which is credited with interest at the prime rate in effect at the Company's principal commercial bank on the date immediately following each regularly scheduled quarterly Board meeting.

The Deferred Plan for Directors also enables such Directors, at their election, to defer all or a portion of their annual restricted share grant into:

- A Restricted Stock Unit account providing for the credit of one restricted stock unit for each share of restricted stock deferred. Restricted stock units are subject to the same vesting terms described in the table above and are payable in the form of one share of Common Stock for each restricted stock unit. Dividend equivalents are paid on the restricted stock units contained in the account and converted into additional restricted stock units.

Generally, all distributions under the Deferred Plan for Directors are paid only after termination of service, and may be paid in a lump sum or in annual installments, at the Director's election. However, in the event of a change of control, all amounts credited to a Director's account are paid in a lump sum, with amounts credited as stock units immediately converted into a right to receive cash.

Prior to the Reclassification, each deferred stock unit in the Director's Stock Unit account consisted of one share each of the Company's former Class A and Class B Common Stocks, and each Restricted Stock Unit consisted of the right to receive one share of Class B Common Stock. In connection with the Reclassification, each Director's Stock Unit account was credited with the $28 cash consideration for each deferred stock unit, the same as was paid to all Class A Common shareholders, and each deferred stock unit was converted into deferred stock units consisting of one share of Common Stock. Each deferred Restricted Stock Unit was converted into a right to receive one share of Common Stock.

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Director Compensation Table for Fiscal Year 2015

The following table shows the compensation paid by the Company to non-management Directors for service on the Company's Board of Directors during fiscal year 2015. Mr. Nord receives no compensation beyond that described in the Executive Compensation section on page 39 for his service as Director.

Name[(1)]	**Fees Earned or Paid in Cash**[(2)] **($)**	**Stock Awards**[(3)] **($)**	**All Other Compensation**[(4)(5)] **($)**	**Total ($)**
Carlos M. Cardoso	92,000	109,995	336	202,331
Lynn J. Good	34,340	—	336	34,676
Anthony J. Guzzi	94,717	109,995	4,336	209,048
Neal J. Keating	90,000	109,995	336	200,331
John F. Malloy	90,000	109,995	336	200,331
Judith F. Marks	—	—	—	—
Andrew McNally IV	32,624	—	336	32,960
David G. Nord	—	—	—	—
G. Jackson Ratcliffe	27,473	—	836	28,309
Carlos A. Rodriguez	92,253	109,995	336	202,584
John G. Russell	87,000	109,995	336	197,331
Steven R. Shawley	96,566	109,995	5,336	211,897
Richard J. Swift	95,000	109,995	5,336	210,331

(1) Ms. Good, Mr. McNally and Mr. Ratcliffe retired from the Board effective May 5, 2015. The amounts shown in the table reflect compensation paid to them from January 1, 2015 through their retirement date. Ms. Marks was appointed to the Board of Directors in January 2016 and therefore received no compensation in 2015.

(2) Includes the following amounts deferred and held under the Company's Deferred Plan for Directors: Ms. Good — $25,755, Mr. Guzzi — $94,717, Mr. Keating — $45,000, Mr. Rodriguez — $92,253, Mr. Russell —$87,000, and Mr. Shawley — $96,566.

(3) Amounts shown represent the grant date fair value of 1,001 shares of restricted stock granted to each Director at the Company's May 5, 2015 Annual Meeting of Shareholders as computed in accordance with FASB ASC Topic 718. For a discussion of the assumptions made in the valuation reflected in these columns, see Note 17 to the Notes to Consolidated Financial Statements for 2015 contained in the Form 10-K filed with the Securities and Exchange Commission ("SEC") on February 18, 2016. These shares will vest as of the date of the 2016 Annual Meeting of Shareholders if the Director is still serving at that time (or earlier, upon death or a change in control). Mr. Cardoso, Mr. Guzzi, Mr. Keating, Mr. Rodriguez, Mr. Russell and Mr. Shawley each elected to defer their entire 2015 annual restricted stock grant pursuant to the terms of the Deferred Plan for Directors as discussed on page 15. See the table below for the aggregate number of stock awards held by each Director as of December 31, 2015.

(4) Includes the Company's payment of $336 for life and business travel accident insurance premiums for each Director.

(5) Includes a Company matching contribution to an eligible educational institution under The Harvey Hubbell Foundation Educational Matching Gifts Program in the following amounts: Mr. Guzzi — $4,000, Mr. Ratcliffe — $500, Mr. Shawley — $5,000 and Mr. Swift — $5,000.

As of December 31, 2015, the following table shows the balance in each non-management Directors' (i) stock unit account (each stock unit consists of one share of Common Stock) and (ii) restricted stock unit account (each restricted stock unit consists of one share of Common Stock) under the Deferred Plan for Directors. See the "Deferred Compensation Plan" section on page 15 for additional information:

Name	**Aggregate No. of Stock Units Held at Year End (#)**	**Aggregate No. of Restricted Stock Units Held at Year End (#)**
Carlos M. Cardoso	1,947	3,190
Lynn J. Good[(1)]	—	—
Anthony J. Guzzi	20,622	4,696
Neal J. Keating	3,586	4,696
John F. Malloy	1,466	1,506
Judith F. Marks	—	—
Andrew McNally IV	—	—
David G. Nord	—	—
G. Jackson Ratcliffe	—	—
Carlos A. Rodriguez	7,292	4,696
John G. Russell	4,305	4,696
Steven R. Shawley	1,832	1,993
Richard J. Swift	16,708	—

(1) At the time of her retirement, Ms. Good's stock unit account balance was 2,725 stock units and her restricted stock unit account balance was 3,613 stock units. These stock units were paid out in shares of the Company's former Class B Common Stock in November, 2015, pursuant to her election under the Deferred Plan for Directors.

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CORPORATE GOVERNANCE

The Board of Directors has adopted the Company’s Corporate Governance Guidelines (“Guidelines”) to assist the Board in the exercise of its responsibilities and to best serve the interests of the Company and its shareholders. The Guidelines reflect the Board’s commitment to good governance through the establishment of policies and procedures in areas it believes are critical to the enhancement of shareholder value. It is the Board’s intention that these Guidelines serve as a framework within which the Board can discharge its duties and foster the effective governance of the Company. In 2016, the Board of Directors revised the Guidelines to change the retirement age for the Company’s directors from 72 to 74. The Guidelines provide that the Board may make exceptions to this standard, based on the recommendation of the Nominating and Corporate Governance Committee, as it deems appropriate in the interests of the Company’s shareholders. The Board of Directors met 13 times in 2015.

Director Independence

The Guidelines indicate that the Board shall be comprised of a majority of independent Directors. In evaluating the independence of Directors, each year the NCGC reviews all relationships between Directors (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company or any of its subsidiaries) and the Company and its subsidiaries in accordance with the rules of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”) and considers whether any relationship is material. The NCGC also reviews responses to annual questionnaires completed by each of the Directors, a report of transactions with Director-affiliated entities, Code of Conduct compliance certifications, case submissions filed with the Company’s confidential communication resource, and Company donations to charitable organizations with which a Director may be affiliated (noting that The Harvey Hubbell Foundation Educational Matching Gifts Program is available to all Directors, officers and employees and matches eligible gifts up to a maximum of $5,000 made by an individual in a calendar year, and contributions to qualifying charitable organizations up to $10,000).

The NCGC considered the nature and dollar amounts of the transactions below and determined that none were required to be disclosed or otherwise impaired the applicable Director’s independence as all of these ordinary course transactions were significantly below the NYSE bright-line independence threshold of the greater of $1 million, or 2% of the other company’s sales, and were immaterial to all companies involved. As a result of this review, the Board has determined that each of the current Directors is independent other than Mr. Nord. In addition, the Board determined that Lynn J. Good, Andrew McNally IV, and G. Jackson Ratcliffe, who served as directors during 2015 but did not stand for re-election at the 2015 Annual Meeting, were independent. In evaluating and determining the independence of the Directors, the NCGC considered that in the ordinary course of business, transactions may occur between the Company and its subsidiaries and entities with which some of the Directors are or have been affiliated. For example:

- **Mr. Cardoso** is a former executive officer of Kennametal, Inc. and as a director of Stanley Black & Decker, Inc., with which the Company engages in ordinary course business transactions. In 2015, the Company purchased tools and component parts from Kennametal and tools and maintenance supplies from Stanley Black & Decker which purchases constituted less than 0.5% of each of Kennametal’s and Stanley Black & Decker’s sales during 2015.

- **Ms. Good** serves as a director and executive officer of Duke Energy Corporation, with which the Company engages in ordinary course business transactions. In 2015, the Company sold power-related products, and test and communications equipment to Duke Energy and purchased utility power service from Duke Energy. These transactions constituted less than 0.5% of Duke Energy's sales during 2015.

- **Mr. Guzzi** serves as a director and executive officer of EMCOR Group, Inc., with which the Company engages in ordinary course business transactions. In 2015, the Company sold cable glands and enclosure products to EMCOR Group. These transactions constituted less than 0.5% of EMCOR's sales during 2015.

- **Mr. Keating** serves as a director and executive officer of Kaman Corporation, with which the Company engages in ordinary course business transactions. In 2015, the Company sold ethernet and business access equipment to Kaman Corporation and purchased certain component parts from Kaman. These transactions constituted less than 0.5% of Kaman's sales during 2015.

- **Mr. Malloy** serves as a director and executive officer of Victaulic Company, with which the Company engages in ordinary course business transactions. In 2015, the Company sold motor control products to Victaulic which transactions constituted less than 0.5% of Victaulic's sales during 2015.

- **Ms. Marks** serves as an executive officer of Dresser-Rand, a Siemens Business, with which the Company engages in ordinary course business transactions. In 2015, the Company sold lighting, connectors and compression products to Siemens which transactions constituted less than 0.5% of Siemen's sales during 2015.

- **Mr. Rodriquez** serves as a director and executive officer of ADP, with which the Company engages in ordinary course business transactions. In 2015, the Company purchased payroll processing services from ADP which purchases constituted less than 0.5% of ADP's sales during 2015.

- **Mr. Russell** serves as a director and executive officer of CMS Energy and Consumers Energy, with which the Company engages in ordinary course business transactions. In 2015, the Company sold power transmission and distribution products, and communications equipment to CMS Energy and Consumers Energy. These transactions constituted less than 0.5% of each of CMS Energy's and Consumers Energy's respective sales during 2015.

- **Mr. Swift** serves as a director of Ingersoll-Rand Company, Kaman Corporation, CVS Caremark and Public Service Enterprise Group Inc. ("PSEG") with which the Company engages in ordinary course business transactions. During 2015, the Company sold motor controls to Ingersoll-Rand Company, ethernet and business access equipment to Kaman Corporation, and electrical enclosures to PSEG. In addition, during 2015 the Company purchased tools and maintenance related items from Ingersoll-Rand, tools and component parts from Kaman, prescription management services from CVS Caremark and utility power service products from PSEG. These transactions constituted less than 0.5% of each of Ingersoll-Rand's, Kaman's, CVS Caremark's, and PSEG's respective sales during 2015.

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Director Nomination Process

In searching for qualified Director candidates for election to the Board and to fill vacancies on the Board, the Board may solicit current Directors or members of executive management for the names of potentially qualified candidates, consult with outside advisors, retain a director search firm or consider nominees suggested by shareholders. During 2015, the Company retained a third party search firm to identify and assist in the evaluation of director candidates.

All Director candidates, including any Director candidates recommended by shareholders, are reviewed and evaluated by the NCGC in relation to the specific qualifications and experience sought by the Board for membership (as discussed in the "Election of Directors" section on page 9), and the Board's needs at that time. A candidate whose qualifications and experience align with this criteria is then interviewed by members of the NCGC, other Board members, and executive management to further assess the candidate's qualifications and experience and determine if the candidate is an appropriate fit. Candidates may be asked to submit additional information to support their potential nomination and references may be requested. If the Board approves of the NCGC recommendation, the candidate is then nominated for election by the Company's shareholders or appointed by the Board to fill a vacancy, as applicable.

Any shareholder who intends to recommend a candidate to the NCGC for consideration as a Director nominee should deliver written notice, which must include the same information requested by Article I, Section 11(a)(2) of our By-Laws, to the Secretary of the Company with the following information about the candidate:

- Biographical data (business experience, board service, academic credentials)
- Transactions between the shareholder and the candidate, and the Company or its management
- Relationships or arrangements between the shareholder and the candidate
- Any other transactions or relationships which the Board of Directors should be aware in order to evaluate the candidate's independence
- Details of any litigation involving the shareholder and candidate adverse to the Company or associated with an entity engaged in such litigation
- Whether the candidate or any company at which the candidate is a current or former officer or director is, or has been, the subject of any SEC, criminal or other proceedings or investigations related to fraud, accounting or financial misconduct, or any other material civil proceedings or investigations
- Written consent confirming the candidate's (i) consent to be nominated and named in the Company's Proxy Statement and, if elected, to serve as a Director of the Company and (ii) agreement to be interviewed by the NCGC and to submit additional information if requested

Any such notice should be delivered to the Company sufficiently in advance of the Company's annual meeting to permit the NCGC to complete its review in a timely fashion.

Board Leadership Structure

The Company's By-Laws require the Board to choose the Chairman of the Board from among the Directors and provide the Board with the ability to appoint the CEO of the Company as the Chairman of the Board. This approach gives the Board the necessary flexibility to determine whether these positions should be held by the same person or by separate persons based on the leadership needs of the Company at any particular time. The Board believes that there is no single, generally accepted approach to providing Board leadership, and that each of the possible leadership structures for a board must be considered in the context of the individuals involved and the specific circumstances facing a company at any given time. Accordingly, the optimal board leadership structure for a particular company may vary as circumstances change.

Mr. Nord has served as Chairman, President and CEO of the Company since May 2014. The Board has determined that combining the roles of CEO and Chairman is best for the Company and its shareholders at this time because it promotes unified leadership by Mr. Nord and allows for a single, clear focus for management to execute the Company's strategy and business plans.

In addition, the Board has established the position of an independent Lead Director to serve a three-year term commencing immediately following the Company's Annual Meeting. The Lead Director is responsible for:

- Coordinating the activities of the non-management Directors
- Coordinating the agenda for and chairs executive sessions of the non-management Directors
- Facilitating communications between the non-management Directors, other members of the Board, and Company management
- Upon request, acting as the spokesperson for the Board in interactions with third parties
- Working with the NCGC and Chairman to review and maintain the Company's succession plans

In 2016, the Board changed the term of the Lead Director from 1 to 3 years. In considering the role of the Lead Director, the Board determined that providing greater continuity in the role would benefit the Board and the Company as it would allow the Lead Director to gain a better understanding of Board and management dynamics and build relationships with the other directors. Currently, Mr. Guzzi is the Lead Director and is expected to hold this position until the 2019 Annual Meeting. The Board believes that its present leadership structure and composition provides for independent and effective oversight of the Company's business and affairs as further demonstrated by the fact that its members are current or former CEOs, CFOs or COOs of major companies in similar industries, its Audit, Compensation, and Nominating and Corporate Governance Committees are comprised entirely of Directors who meet the independence requirements of the NYSE, and Mr. Nord is the only Director who is a member of executive management. Given the strong leadership of Mr. Nord as Chairman, President and CEO, the counterbalancing role of the Lead Director and a Board comprised of effective and independent Directors, the Board believes that its current leadership structure is appropriate at this time.

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Board Oversight of Risk

The Board of Directors is responsible for overseeing the Company's risk management practices, and Committees of the Board assist it in fulfilling this responsibility.

The Audit Committee routinely discusses with management the Company's policies and processes with respect to risk assessment and risk management, the Company's major risk exposures, and the actions management has taken to limit, monitor or control such exposures. Annually, the Board reviews with management the implementation and results of the Company's enterprise risk management program which identifies and quantifies a broad spectrum of enterprise-wide risks in various categories, such as financial, operational, strategic and technical, and related action plans.

The Board's other committees – Compensation, Nominating and Corporate Governance, and Finance – oversee risks associated with their respective areas of responsibility as set forth in their charters. For example, the Finance Committee considers risks associated with its capital structure or acquisition strategy, and the Compensation Committee considers risk associated with its compensation plans and policies. The committees provide detailed reports to the full Board of Directors on risks and other matters that may have been considered and evaluated during its meetings.

Members of senior management assist the Board and committees with their risk oversight responsibilities through routine discussions of risks involved in their specific areas of responsibility. For example, our principal business leaders will report to the Board at regular intervals during the year on the Company's strategic planning activities and risks relevant to execution of the strategy. In addition, from time to time, independent consultants with specific areas of expertise are engaged to discuss topics that the Board and management have determined may present a material risk to the Company's operations, plans or reputation.

In 2016, as part of its risk management activities, the Company reviewed with the Compensation Committee its compensation policies and practices applicable to all employees that could affect the Company's assessment of risk and risk management and determined that such compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company. The Board does not believe that its role in the oversight of the Company's risks affects the Board's leadership structure.

Code of Business Conduct and Ethics

The Company requires its Directors and officers to act in accordance with the highest standards of ethical conduct and has adopted a Code of Business Conduct and Ethics ("Code of Conduct") that supports the Company's commitment to the people we serve, the communities we work in, and each other. Underlying this commitment is a strong set of core values — integrity, discipline, collaboration, and excellence — that guide our actions and decisions. Our Code of Conduct covers many areas of professional conduct ranging from conflicts of interest, ethical business conduct, employment practices, compliance with applicable laws and regulations, protection of Company assets and confidential information, and reporting obligations. Each year, to strengthen the Company's commitment to ethical conduct, we provide training on various aspects of the Code of Conduct and require all Directors and officers to certify compliance with the Code of Conduct Policy. Waivers to the Code of Conduct for Directors and executive officers may be granted only by the Board of Directors or an appropriate Board Committee and, along with any amendments, will be promptly disclosed to Company shareholders on the Company's website. The Code of Conduct can be viewed on the Company's website at **www.hubbell.com**.

Communications with Directors

Shareholders and interested parties may communicate with the full Board, the Lead Director, the non-management Directors as a group, or with individual Directors by using either of the following methods:

By Writing:	Board of Directors Hubbell Incorporated c/o Megan C. Preneta, Corporate Secretary 40 Waterview Drive Shelton, Connecticut 06484
By Email:	**Secretary@hubbell.com**

Communications will be forwarded to the specific Director(s) requested by the interested party. General communications will be distributed to the full Board, or to a specific member of the Board depending on the material outlined in the communication. Certain items unrelated to the duties and responsibilities of the Board will not be forwarded including job inquiries and resumes, business opportunities, junk or mass mailings, spam, or any hostile, improper, threatening or illegal communication.

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Board Committees

The Board of Directors has established the following standing Committees to assist it in fulfilling its responsibilities: Audit, Compensation, Executive, Finance, and Nominating and Corporate Governance. The principal responsibilities of each of these Committees are described generally below, and in detail in their respective Committee Charters which are available on the Company's website at **www.hubbell.com,** or in the case of the Executive Committee Charter, in Article III, Section 1, of the Company's By-Laws. The Board has determined that each member of the Audit, Compensation, and Nominating and Corporate Governance Committees is independent for purposes of the NYSE listing standards and SEC regulations.

Audit Committee *8 meetings in 2015*

Members:
Steven R. Shawley (Chair)
Carlos M. Cardoso
Neal J. Keating
John F. Malloy
Judith F. Marks

Key Oversight Responsibilities

- Oversees the Company's accounting and financial reporting and disclosure processes
- Appoints the independent auditors and evaluates their independence and performance annually
- Reviews the audit plans and results of the independent auditors
- Approves all audit and non-audit fees for services performed by the independent auditors
- Reviews and discusses with management and the independent auditors matters relating to the quality and integrity of the Company's financial statements, the adequacy of its internal controls processes, and compliance with legal and regulatory requirements

The Board of Directors has determined that each member of the Audit Committee is financially literate, at least one member of the Audit Committee meets the NYSE standard of having accounting or related financial management expertise, and that Mr. Shawley is an "audit committee financial expert" as defined by the SEC.

Compensation Committee *5 meetings in 2015*

Members:
Richard J. Swift (Chair)