

Purpose

The Nominating Committee (the "Nominating Committee") of the Board of Directors (the "Board") of The Hackett Group, Inc. (the "Company") shall identify individuals qualified to become Board members, recommend that the board select the director nominees for the next annual meeting of stockholders and to fill vacancies on the Board, consider and make recommendations to the Board concerning the size and composition of the Board, and consider from time to time the Board committee structure and makeup.

Committee Membership

The Nominating Committee shall consist of no fewer than three members of the Board. Members of the Nominating Committee shall be appointed and may be removed by the Board. All members of the Nominating Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc.

Committee Authority and Responsibilities

1. The Nominating Committee shall perform the core function of recommending nominees to the Board for the next annual meeting of stockholders and recommending nominees to fill any vacancies on the Board. This responsibility includes working with the full Board to review candidates' qualifications and any potential conflicts with the Company's interests, assessing the contributions of current directors in connection with their re-nomination, and making recommendations to the full Board with respect to these matters and with respect to the removal of a director. In the event that the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein.
2. The Nominating Committee shall select individuals as director nominees who shall have high personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the Company and its stockholders. In selecting director nominees, the Nominating Committee should assess the director's qualifications as independent, as well as consideration of skills, knowledge, perspective, broad business judgment and leadership, relevant specific industry or regulatory affairs knowledge, business creativity and vision, experience, age and diversity, all in the context of an assessment of the perceived needs of the Board at that time.
3. The Nominating Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Nominating Committee shall review and recommend committee composition annually and shall recommend additional committee members to fill vacancies as needed.

4. The Nominating Committee is responsible for making recommendations to the Board about succession planning for the Chief Executive Officer.
5. The Nominating Committee may delegate its authority to members as the Nominating Committee deems appropriate; provided that any delegate shall report any actions taken by him or her to the whole Nominating Committee at its next regularly scheduled meeting.
6. The members of the Nominating Committee shall appoint one of their number as the Chairman. The Chairman shall be responsible for leadership of the Nominating Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Nominating Committee to the Board at its next regularly scheduled meeting following the meeting of the Nominating Committee.
7. The Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Nominating Committee also shall have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors it determines necessary to carry out its duties. The Company will provide appropriate funding, as determined by the Nominating Committee, for payment of the compensation of such search firm and of any advisors retained by the Nominating Committee, as well as ordinary administrative expenses of the Nominating Committee that are necessary or appropriate in carrying out its duties.
8. The Nominating Committee shall conduct and present to the Board an annual evaluation of the Nominating Committee's performance as compared to the requirements of its Charter. The Nominating Committee shall oversee the annual evaluation process for the Board and management.
9. The Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. The Nominating Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

Adopted by the Board of Directors on July 29, 2005.