

Effective February 18, 2021

THE HACKETT GROUP, INC.

COMPENSATION COMMITTEE CHARTER

MEMBERSHIP

The Compensation Committee (the “**Committee**”) of the board of directors (the “**Board**”) of The Hackett Group, Inc. (the “**Company**”) shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market LLC (the “**NASDAQ**”) applicable to compensation committee members, the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”) and any other applicable laws relating to independence, as determined by the Board in its business judgment.

Members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as amended, so long as Section 162(m) remains relevant.

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (“**CEO**”) and other senior executive officers, evaluate at least annually the CEO's and other senior executive officers' performance in light of those goals and objectives, and determine and approve the CEO's and other senior executive officers' compensation level based on this evaluation.

To review, and approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

To review and discuss with management the Company's Compensation Discussion and Analysis (“CD&A”) and the related executive compensation information, make a recommendation to the Board with respect to inclusion of the CD&A and related executive compensation information be included in the Company’s Annual Report on Form 10-K and proxy statement and produce the compensation committee report on executive officer compensation required to be included in the Company’s Annual Report on Form 10-K or proxy statement, in accordance with applicable rules and regulations promulgated by the SEC.

To review, and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans and periodically evaluate existing agreements with the Company’s executive officers for continuing appropriateness.

To determine stock ownership guidelines for the CEO and other executive officers and at least annually review compliance by the Company’s executive officers with such guidelines.

To review, and approve and, when appropriate, recommend to the Board for approval, all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer such plans.

To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk and to determine whether any disclosure is required in connection with Item 402(s) of Regulation S-K, and periodically report its findings to the Board.

To review director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board.

To review and make recommendations, if any and as it deems appropriate, to the Board regarding a “clawback” policy for compensation based on financial results of the Company, in accordance with any applicable rules and regulations of the SEC and any other applicable laws regarding clawback policies.

To review, at least annually, the Company's succession plan for key executive positions.

To undertake, at least annually, an assessment of the adequacy of this Charter, and propose to the Board for its review and approval any changes to this Charter deemed necessary or advisable.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

The compensation consultant, outside counsel and any other advisors retained by the Committee shall be independent in accordance with rules of the SEC, the independence standards of the NASDAQ and other applicable laws relating to independence of the compensation consultant, outside counsel and any other advisors.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

THE COMMITTEE SHALL REVIEW THIS CHARTER AT LEAST ANNUALLY AND RECOMMEND ANY PROPOSED CHANGES TO THE BOARD FOR APPROVAL.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.