

CRA INTERNATIONAL, INC.
STATEMENT OF CORPORATE GOVERNANCE GUIDELINES

Amended and Restated Effective as of July 18, 2024

The following Statement of Corporate Governance Guidelines has been adopted by the Board of Directors of CRA International, Inc., (“CRA” or the “Company”), in order to provide guidance to the Board and the Company on governance issues. The Board will review these Guidelines from time to time, with input from the Governance Committee, in an effort to improve, revise or implement the governance procedures for the Company.

1. Board Committees, Their Number, Structure and Charters

The Board will have the following standing committees: Audit, Compensation, Nominating and Corporate Governance, and Executive. Each committee will review the structure and charter of each committee on an annual basis. The Board will have the flexibility to form a new committee, disband a current committee or establish ad hoc committees to address particular issues or circumstances, as the need may arise.

2. Independence of Committees

The Audit, Compensation, and Nominating and Corporate Governance Committees will be comprised of only independent directors.

3. Assignment and Rotation of Committee Members and Chairs

The Board, after consultation with the Chairman, will designate the members of the committees, taking into account their particular expertise, experience and preferences. The Board does not mandate the fixed rotation of committee members and/or committee chairs, since there may be reasons at a given point in time for maintaining continuity.

4. Separation of Chairman and Chief Executive Roles

The Board retains the flexibility in allocating the responsibilities of the offices of the Chairman and the Chief Executive Officer in any way that seems appropriate for the Company at a given point in time.

5. Lead Director

The Board notes that the shareholders elect all directors and all have an equal voice. The Board as a whole is free, should a special need arise, to call upon any one or more directors to provide leadership in a given situation. The Board understands that leadership in certain subject areas falls to the committee chair(s) responsible for the subject matter giving rise to the need, and that the chairs function as the committee liaisons to the Chairman and the rest of the Board.

It is the policy of the Board that at such times as the Chairman is not an independent director, it is appropriate and necessary for the independent directors to designate a Lead Director, who would be expected to serve in such capacity for several years. The Nominating and Corporate Governance Committee shall review the designation of the Lead Director from time to time and recommend any change in the Lead Director it deems appropriate to the Board.

6. Mix of Directors

The Board shall be composed of a majority of independent directors, thereby ensuring their availability to serve on the Audit, Compensation, and Nominating and Corporate Governance Committees.

7. Definition of Director Independence

The Nominating and Corporate Governance Committee determines each applicable director's independence and reports to the Board on an annual basis (including for purposes of membership on the Audit, Compensation, and Nominating and Corporate Governance Committees) based on applicable regulatory requirements of the Securities and Exchange Commission and any applicable market listing standards then in effect and applicable to the Company.

8. Board Size

The Board periodically reviews its size to consider the size that is most effective for its operation. In general, it is the Board's position that the desirable size of the Board consists of between seven and nine members, recognizing that retirements, resignations and recruiting delays, as well as the availability of one or more outstanding candidates, may result periodically in the Board consisting, for some transitional period, of a slightly greater or lesser number of directors than the Board may have targeted.

9. Director Retirement Policy

No individual may be elected or re-elected as a director once he or she reaches age 72. Any director who turns age 72 while serving as a director may continue to serve as a director for the remainder of his or her then-current term.

10. Changes in Directors' Primary Responsibilities and Outside Commitments

It is the Company's policy that every director, including the Chief Executive Officer and any other directors with Company management responsibilities, must notify the Chairman of the Nominating and Corporate Governance Committee of his or her retirement, of any change in employer, and of any other significant change in the director's principal professional occupation or roles and responsibilities and, in connection with any such change, offer his or her resignation from the Board for consideration by the Board. The Board, in its discretion, will then consider the continued appropriateness of Board membership under the new circumstances and the action, if any, to be taken with respect to the offer of resignation.

While a director's service on the boards of other public companies may provide experience that benefits both the director and the Company, directors are expected to devote sufficient time to effectively fulfill their duties as directors. Accordingly, while a director may serve on the board of directors of other public companies, such service should be limited to a reasonable number of companies so as not to conflict with his or her responsibilities as a director of the Company.

11. Evaluation By the Compensation Committee of the Chief Executive Officer

It is the Company's policy that the Compensation Committee meet privately not less than once a year to evaluate the performance of the Chief Executive Officer. The evaluation is based on objective and subjective criteria, including an assessment of the performance of the businesses, accomplishment of long-term strategic objectives, and management development. A clear understanding between the independent directors and the Chief Executive Officer regarding the Company's expected performance and how that performance is to be measured is critical to the process. The Compensation Committee considers the results of the evaluation when determining or recommending to the Board the Chief Executive Officer's compensation and the Chairman of the Compensation Committee communicates the results of this evaluation to the Chief Executive Officer.

12. Meeting of Independent Directors

The independent directors shall meet privately as a matter of course, without any management present at a minimum of at least twice a year, with one of these sessions dedicated to the review of the Chief Executive Officer and the determinations or recommendations of the Compensation Committee regarding the Chief Executive Officer's compensation. The Board Secretary should schedule these meetings as a matter of course for each fiscal year. The independent directors also may meet in executive session at other times during the year to consider issues they deem important to address without management present.

13. Evaluation of the Board and Board Committees

It is the policy of the Nominating and Corporate Governance Committee to review and report to the Board on an annual basis on the Board's performance and effectiveness as a whole, with each Director completing a questionnaire developed by the Nominating and Corporate Governance Committee with respect to certain criteria. This practice also includes annual self-assessments by each Board committee in accordance with the respective charters.

14. Evaluation of Individual Director Performance

It is the Company's policy to have the Nominating and Corporate Governance Committee assess, prior to the re-nomination of a director, the performance of each individual director standing for re-election at an Annual Meeting of Shareholders.

All directors are expected to attend Board meetings and meetings of the committees on which they serve, to review all materials provided to them in advance of any meeting, to be knowledgeable about the strategies and affairs of the Company and the industry and competitive environment in which it operates, and to actively participate in deliberations of the Board and of each committee on which they serve.

15. Selection and Invitation of New Directors

The Nominating and Corporate Governance Committee is responsible for recommending for Board consideration candidates for election to the Board. On behalf of the Board, the Chairman of the Nominating and Corporate Governance Committee generally extends the invitation to a candidate to join the Board. In evaluating the qualifications of any candidate for director, the committee considers, among other factors, the candidate's depth of business experience, intelligence, quality of judgment, integrity, familiarity with the legal, regulatory, and business consulting industry, ability to assist in recruiting outside experts and employee consultants, understanding of financial matters, familiarity with the periodic financial reporting process, reputation, level of educational attainment, degree of independence from management, contribution to the diversity of our board, and willingness and ability to serve. The committee also considers the degree to which the candidate's skills, experience, and background complement or duplicate those of our existing directors. Among the qualities or skills that the committee believes to be necessary for one or more members of our board to possess are familiarity with the segments of the consulting industry in which we compete, substantial experience with the financial reporting process for public companies, and knowledge of the academia of economics. In the case of incumbent directors whose terms are set to expire, the committee also gives consideration to each director's prior contributions to our board. In evaluating candidates, the committee prefers to retain the flexibility to consider each candidate's overall mix of qualifications, rather than to specify minimum qualifications that each candidate must possess. In selecting candidates to recommend for nomination as a director, the committee abides by our firm-wide non-discrimination policy.

16. Director Compensation

The Compensation Committee receives and reviews periodic reports from management on trends in director compensation. In addition, the Compensation Committee conducts a thorough analysis of director compensation and makes recommendations to the Board for any adjustments deemed appropriate.

17. Director Equity Interest

It is the Board's current policy that independent directors should have an equity interest in the Company. Directors should acquire and obtain an equity interest consisting of vested and unvested stock with a value equal to at least three (3) times the individual director's annual base compensation for serving on the Board. Until such time as the director reaches and maintains this stock ownership threshold, the director will be required to hold 50% of the shares of the Company's common stock received upon vesting of restricted stock (net of any shares utilized to pay for tax withholding).

18. Well-Informed Directors and Continuing Education

In order for the Board to exercise fully its oversight functions, management provides the Board access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management reports, security analysts' reports, information regarding peer performance and direct interaction with senior management. The Company is in favor of continuing education for its directors by way of various means, including Company-sponsored educational events led by outside subject-matter experts and/or attendance at offsite and on-site seminars.

19. Board Materials and Presentations

As a general rule, presentations on specific subjects are sent to the directors in advance so that the Board meeting time may be conserved and discussion time focused on questions and discussion of key issues.

20. Succession Planning

The Nominating and Corporate Governance Committee, with input from the Board, conducts on a periodic basis an assessment of the performance and development of the Chief Executive Officer. The Nominating and Corporate Governance Committee also conducts periodic discussions, not less than once a year, regarding succession of the Chief Executive Officer and other members of senior management and, with the recommendations of the Chief Executive Officer, identifies potential successor candidates for those roles. As a matter of policy, the Chief Executive Officer should provide to the Board, on an ongoing basis, his or her recommendation as to a successor in the event of an unexpected disability.

21. Board's Interaction with Institutional Investors, Media and Customers

In general, Company management speaks for the Company. Individual directors may, from time to time, but only at the request of management, meet or otherwise communicate with various constituencies that are involved with CRA, such as institutional investors, the media and customers.

22. Conflicts of Interest and Ethics Compliance

Each of the Company's directors is required to comply with the Company's Code of Business Conduct and Ethics (the "Code").

23. Employee Membership on Company Boards

It is the policy of the Company that no employee may join a board of directors, lobbying group, or any other entity that may be currently or likely in the future a client of the Company, competitive with the Company's business, or if such membership could, in the Company's sole discretion, create a legal or business conflict for the Company. Exceptions to this policy, subject to any conditions associated therewith, may only be made with the express approval of the Nominating and Corporate Governance Committee of the Board of Directors.

24. No Provision of Personal Services by CRA External Auditor to Members of the Board of Directors and Executive Officers

It is the policy of the Company that neither CRA nor any director or executive officer may engage the external auditor of CRA for the purpose of the external auditor providing financial planning, tax preparation (including expatriate tax services) or other personal services (“Services”) to a director or executive officer. This policy prohibits the engagement of the external auditor for such purposes, regardless of whether the person or persons proposed to provide the Services to the director or executive officer previously participated in a CRA audit.

For purposes of this policy, the “external auditor” of CRA is defined as any firm engaged by the Audit Committee to provide audit, review or attestation services, or to otherwise provide “audit services” to CRA within the meaning of the rules of the Securities and Exchange Commission. Should a director or executive officer have a pre-existing relationship with the Company’s external auditor, such director or executive officer shall promptly inform the Chair of the Audit Committee and the Company’s chief financial officer so that appropriate steps can be taken to address the matter.

25. Process for Sales of CRA Equity by Directors or Executive Officers and Compliance with Trading Policies

It is the policy of the Company that directors or executive officers should comply with the Company’s Insider Trading Policies as in effect from time to time. Subject to the below, directors or executive officers should not sell any shares of CRA common stock on any day on which CRA is repurchasing shares of CRA common stock under a Company stock repurchase program. For purposes of this policy, the term “sell” includes, except as otherwise stated herein, entering into any contract to sell, pledge, or otherwise transfer or dispose of shares (including the cashless or other exercise of any stock option involving an open market sale of CRA common stock to satisfy some or all of the option’s exercise price or required tax withholding, but excluding any withholding of shares by the Company to satisfy required tax withholding) of CRA common stock, other than gifts or other transfers of shares for no value. Subject to the other terms and conditions of this paragraph, directors and executive officers may sell their CRA common stock if at the time of such sale, the Company is only repurchasing shares of CRA common stock under a written plan contemplated by Rule 10b5-1 promulgated under the Securities Exchange Act of 1934 (a “10b5-1 Plan”). In addition, a director or executive officer who has entered into his or her own 10b5-1 Plan that was pre-approved by the Company shall not be deemed to be selling in violation of this paragraph with respect to sales of CRA common stock made under the 10b5-1 Plan. The Company may also take steps in its discretion during a Company deemed open trading period to accommodate sales of CRA common stock by directors and executive officers to comply with the terms of this paragraph. Any director or executive officer intending to sell shares of CRA common stock (other than pursuant to a 10b5-1 Plan that was pre-approved by the Company) shall provide as much advance notice as is reasonably practicable to the Chief Financial Officer and the Office of the Board Secretary so as to

ensure compliance with the terms of this paragraph, and shall not initiate any such sales until Company approval is obtained.

26. No Use of CRA Funds or Resources for Political Purposes

It is the policy of CRA that it may not use any CRA funds, assets or resources to make a political contribution or expenditure for any campaign, fundraiser or related political activity. Any questions relating the applicability of this provision to a specific situation shall be promptly presented to the Nominating and Corporate Governance Committee of the Board of Directors for its determination before any such activity is undertaken.

27. Board Oversight of Enterprise Risk

The Board, as a whole, has responsibility for the oversight of our enterprise risk management program. CRA management, through its Enterprise Risk Committee (“ERC”), is responsible for the day-to-day management of the risks CRA faces. Cyber security risks are included in the overall enterprise risk portfolio and are further monitored with the assistance of a standing management-run Information Security Council, led by our Chief Information Officer, that acts as a point of escalation for security incidents. The Board receives updates and reports from members of senior management from the ERC regarding our enterprise risks and mitigation measures. The Board, may, from time to time, in its oversight capacity, create a special Board committee to address specific issues or circumstances as it deems appropriate.