

- the Company fails to perform or breaches its obligations under any other material provision of Mr. Burnison's employment agreement and fails to cure such failure or breach within the period required by Mr. Burnison's employment agreement;
  - Mr. Burnison's primary location of business is moved by more than 50 miles, subject to certain exceptions set forth in Mr. Burnison's employment agreement;
  - the Company reduces Mr. Burnison's title of Chief Executive Officer or removes him; or
  - the Company fails to obtain the assumption in writing of its obligation to perform the agreement by any successor to all or substantially all of the assets of the Company within 15 days after a merger, consolidation, sale or similar transaction.
- **“Good Reason” for purposes of Mr. Rozek means, if without Mr. Rozek's prior written consent:**
    - the Company materially reduces Mr. Rozek's title, duties or responsibilities as Chief Financial Officer, or removes him;
    - the Company reduces Mr. Rozek's then current base salary or target award opportunity under the Company's
- annual and/or long-term incentive compensation program(s) (in each case, other than as part of an across-the-board reduction (other than relating to Base Salary within the first 12 months of the Term) applicable to all “named executive officers” of the Company (as defined under Item 402 of Regulation S-K and to the extent employed by the Company at that time) and/or other than as a result of the exercise of the Compensation Committee's discretion with respect to the long-term incentive compensation program); or
  - Mr. Rozek's primary location of business is moved by more than 50 miles (other than in connection with a move of the Company's corporate headquarters).
- **“Good Reason” for purposes of Mr. Mulrooney means, if without Mr. Mulrooney's prior written consent:**
    - The Company materially reduces his duties or responsibilities as Chief Executive Officer, Futurestep; or
    - The Company materially reduces his then current base salary or target annual incentive award (other than as part of an across-the-board reduction applicable to all “named executive officers” of the Company).

## Fiscal Year 2015 Compensation of Directors

The compensation of directors, including restricted stock unit awards, for fiscal year 2015 is set forth in the table below.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(1)</sup>	Other Compensation (\$) <sup>(2)</sup>	Total (\$)
William R. Floyd	65,000	120,082	1,608	186,690
Christina A. Gold	65,000	120,082	496	185,578
Jerry P. Leamon	85,000 <sup>(3)</sup>	120,082	496	205,578
Edward D. Miller	10,000 <sup>(4)</sup>	184,964	6,964	201,928
Debra J. Perry	80,000 <sup>(5)</sup>	120,082	496	200,578
Gerhard Schulmeyer <sup>(6)</sup>	—	—	—	—
George T. Shaheen	185,000 <sup>(7)</sup>	120,082	3,372	308,454
Harry L. You	70,000 <sup>(8)</sup>	120,082	496	190,578

(1) Represents the aggregate grant date fair value of awards granted during the fiscal year, calculated in accordance with Accounting Standards Codification 718, Compensation—Stock Compensation. The assumptions used to calculate the valuation of the awards are set forth in Note 4 to the notes to consolidated financial statements in our Annual Report on Form 10-K for the year ended April 30, 2015. As of April 30, 2015, the aggregate restricted stock units outstanding for each director was as follows: 7,640 for Mr. Miller and 4,960 outstanding for each other non-employee director other than Mr. Schulmeyer who retired from the Board on October 1, 2014 (and had no restricted stock units outstanding on April 30, 2015). During fiscal 2015 Mr. Miller received a grant of 4,960 restricted stock units, representing his annual equity grant and 2,680 restricted stock units, representing his annual retainer, elected to be received in the form of restricted stock units. All other non-employee directors (other than Mr. Schulmeyer who retired from the Board on October 1, 2014) received grants of 4,960 restricted stock units, representing their annual equity grant. The following non-employee directors elected to defer settlement of their fiscal 2015 restricted stock units: Messrs. Floyd, Miller and Shaheen.

(2) Represents dividends on unvested restricted stock units.

(3) Mr. Leamon received \$15,000 for service as Compensation Committee Chair and \$5,000 for service as Audit Committee Member during fiscal year 2015.

(4) Mr. Miller elected to receive his annual retainer of \$65,000 in restricted stock units. He received a total of 7,640 restricted stock units in fiscal 2015. Mr. Miller received an annual fee of \$10,000 for his services as Nominating Committee Chair during fiscal 2015.

(5) Ms. Perry received an annual fee of \$15,000 for her services as Audit Committee Chair during fiscal 2015.

(6) Mr. Schulmeyer was a member of the Board until October 1, 2014.

(7) Mr. Shaheen received an annual fee of \$120,000 for his services as Chair of the Board during fiscal 2015.

(8) Mr. You received an annual fee of \$5,000 for service as Audit Committee Member during fiscal 2015.