

NAVIGANT CONSULTING, INC. SHAREHOLDER RIGHTS PLAN POLICY

The Board of Navigant Consulting, Inc. (the "Company") hereby deems it to be in the best interest of the Company and its shareholders to adopt, and the Board does hereby adopt, a policy that it shall submit adoption or extension of any shareholder rights plan to a shareholder vote before it adopts any shareholder rights plan; provided, however, that the Board may adopt or extend a shareholder rights plan without first submitting such matter to a shareholder vote if, under the circumstances, the Board, in the exercise of its fiduciary responsibilities, deems it to be in the best interest of the Company and its shareholders to adopt or extend a shareholder rights plan without the delay that would come from the time reasonably anticipated to seek a shareholder vote. If the Board were to adopt or extend a shareholder rights plan without prior shareholder approval, the Board would either submit the shareholder rights plan to a shareholder vote for ratification, or cause the shareholder rights plan to expire within one year.

The Nominating and Governance Committee shall review this policy statement periodically and report to the Board on any recommendations it may have concerning the policy.