

Exponent, Inc.
Charter of the Audit Committee
of the Board of Directors
(as amended through December 7, 2011)

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I. Audit Committee Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Exponent, Inc. (the “Company”) is to oversee the accounting and financial reporting processes of the Company and audits of its financial statements. The Committee is not responsible, however, for planning or conducting audits, or determining whether the Company’s financial statements are complete and accurate or in accordance with generally accepted accounting principles.

By adopting this Charter, the Board delegates to the Committee the full and exclusive authority to: (i) perform each of the responsibilities set forth in this Charter; (ii) conduct any investigation the Committee determines necessary to fulfill its responsibilities; (iii) retain special legal, accounting, or other consultants or experts it deems necessary or advisable in the performance of its duties, and cause the officers of the Company to provide such funding as the Committee shall determine appropriate for payment of compensation to the Company’s independent auditors and any special legal, accounting, or other consultants or experts retained by the Committee; and (iv) obtain direct access to the Company’s independent auditors as well as anyone in the organization and to the Company’s legal or other advisors.

II. Audit Committee Composition and Meetings

The Committee shall be composed of three or more directors, each of whom shall be “independent”, as that term is defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as that term may be defined under the Rules and Regulations (the “Regulations”) of the Securities and Exchange Commission (the “Commission”) under the Exchange Act. All members of the Committee shall meet the independence and financial literacy requirements of the NASDAQ (including requirements applicable specifically to members of audit committees) and at least one member shall meet the financial sophistication requirements of the NASDAQ. At least one member of the Committee shall be a “financial expert”, as that term may be defined in the Regulations.

Committee members shall be appointed by the Board. If the Chair is not present at a meeting, the members of the Committee may designate a Chair for that meeting by majority vote of the Committee membership.

Subject to the specific responsibilities and duties set forth in this Charter, the Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities.

III. Audit Committee Responsibilities and Duties

Review Procedures

1. At least annually, review and assess the performance of the Committee and the adequacy of this Charter, and recommend changes to the Board if necessary. Have this Charter published in accordance with SEC regulations.
2. Review the Company’s annual audited financial statements, Form 10-K and the report of the independent auditors thereon prior to filing or distribution, and discuss items required by SAS 114 and significant issues encountered in the course of the audit work, including: restrictions on the scope of activities; access to required information; the adequacy of internal financial controls; the quality of accounting principles, including non-GAAP policies; the adequacy of

the disclosure of off-balance-sheet transactions, arrangements, obligations and relationships in reports filed with the Commission.

3. Review and discuss with management and the independent auditors management's report on internal control over financial reporting, and the independent auditors' audit of the effectiveness of the Company's internal control over financial reporting, prior to filing of the Form 10-K.
4. Discuss with management the appropriateness of the presentation of any non-GAAP financial information included in earnings press releases or other public disclosures. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
5. Following such review and discussions, if so determined by the Committee, recommend to the Board that the annual financial statements be included in the Company's annual report.
6. In consultation with management and the independent auditors, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures. Review with management and the independent auditors any report on significant deficiencies and/or material weaknesses in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data. The Chair of the Committee will review all required written communication between the independent auditor and management.
7. Review with financial management and the independent auditors the Company's quarterly financial results prior to the release of earnings and/or the Company's quarterly financial statements included in Form 10-Q prior to filing or distribution. Discuss any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors in accordance with SAS 100 and SAS 114 (see item 14). The Chair or a member of the Committee that is a financial expert may represent the entire Committee for purposes of this review.

Independent Auditors

8. Appoint and provide for the compensation of a "registered public accounting firm" (as that term is defined in Section 2(a) of the Sarbanes-Oxley Act of 2002) to serve as the Company's independent auditor; oversee the work of the independent auditor (including resolution of any disagreements between management and the independent auditor regarding financial reporting); evaluate the performance of the independent auditor and, if so determined by the Committee, replace the independent auditor, it being acknowledged that the independent auditor is ultimately accountable to the Board and the Committee, as representatives of the stockholders.
9. Approve, in advance of their performance, all professional services to be provided to the Company by its independent auditors, provided that the Committee shall not approve any non-audit services proscribed by Section 10A(g) of the Exchange Act in the absence of an applicable exemption. For tax and internal control related non-audit services the Committee will obtain from the independent auditors and review a written description of the scope of services, including details of the proposed fee arrangement prior to approving the services. The Committee may delegate to a designated member or members of the Committee the authority to approve such services so long as any such approvals are disclosed to the full Committee at its next scheduled meeting.
10. Ensure the receipt of, and evaluate the written disclosures and the letter that the independent auditors submit to the Committee regarding the auditor's independence in accordance with

applicable requirements of the Public Company Accounting Oversight Board; discuss such reports with the auditor; oversee the independence of the independent auditors and, if so determined by the Committee in response to such reports, take appropriate action to address issues raised by such evaluation.

11. Instruct the independent auditors to advise the Committee if there are any subjects that require special attention.
12. Instruct the independent auditors to report to the Committee on all critical accounting policies of the Company; all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management; ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the auditors; and other material written communication between the auditors and management.
13. Prior to releasing the year-end earnings, discuss the results of the audit with the independent auditors. Discuss certain matters required to be communicated to committees in accordance with SAS 100 and SAS 114.

Other Audit Committee Responsibilities

14. Meet regularly in separate executive sessions with management and the independent auditors to discuss matters that any of them or the Committee believes could significantly affect the financial statements, financial reporting process, or internal control environment and should be discussed privately.
15. Have such meetings with management and the independent auditors as the Committee deems appropriate to discuss the concept and design of the Company's information and reporting systems, and the steps management has taken to address significant issues concerning those matters; and to discuss significant financial risk exposures facing the Company and the steps management has taken to monitor and control such exposures.
16. Review significant changes to the Company's accounting principles and practices proposed by the independent auditors or management.
17. Conduct or authorize such inquiries into matters within the Committee's scope of responsibility as the Committee deems appropriate.
18. Review and approve related party transactions as required in accordance with the Company's policy regarding such transactions.
19. Establish a procedure for receipt, retention and treatment of any complaints received by the Company about its financial reporting, accounting, internal accounting controls or auditing matters and for the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
20. Maintain and provide to the Board minutes of meetings and periodically report to the Board on significant results of the foregoing activities.
21. Annually prepare a report to stockholders as required by the Securities and Exchange Commission. The report should be included in the Company's annual proxy statement.