

**Exponent, Inc.**  
**Charter of the Corporate Governance**  
**and Nominating Committee**  
**of the Board of Directors**

(as amended through February 9, 2012)

# **Charter of the Corporate Governance and Nominating Committee of the Board of Directors**

## **I. Committee Purpose**

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Exponent, Inc. (the “Company”) is to (i) identify individuals qualified to become Board members; (ii) recommend that the Board select the director nominees for the next annual meeting of stockholders; and (iii) oversee the Board’s annual evaluation of its performance. The Committee may also develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and shall periodically review such guidelines.

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 or advisable to fulfill its responsibilities; (iii) retain a search firm, special legal, accounting, or other consultants or experts it deems necessary in the performance of its duties, and (iv) cause the officers of the Company to provide such funding as the Committee shall determine appropriate for payment of compensation to any special consultants or experts retained by the Committee.

## **II. Committee Composition and Meetings**

The Committee shall be composed of three or more directors, each of whom shall meet the independence criteria of the listing requirements of the NASDAQ Stock Market.

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. Committee Responsibilities and Duties**

1. At least annually, review and assess the adequacy of this Charter, and recommend changes to the Board if necessary. Have this Charter published in accordance with SEC regulations.
2. Consider and make recommendations to the Board concerning the appropriate size, function, and needs of the Board, taking into account that the Board as a whole shall have competency in the following areas: (i) industry knowledge; (ii) accounting and finance; (iii) business judgment; (iv) management; (v) leadership; (vi) business strategy; and (vii) corporate governance.
3. Determine the criteria for Board membership, including desired skills and attributes; conduct searches for prospective directors based on the criteria; and evaluate and recommend candidates for election to the Board by the stockholders or to fill vacancies. Consider periodically the Company’s policies on director nominations by shareholders (including without limitation the Company’s advance notice bylaw and any rules pertaining to proxy access).
4. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board Committee chairs.

5. Evaluate and recommend to the Board the responsibilities of the Board committees, including the structure, operations and the authority to delegate to subcommittees.
6. Recommend the desired ratio of employee directors to non-employee directors, but in no event shall the Board be composed of less than a majority of independent directors.
7. If deemed necessary, recommend to the Board an independent director to serve as "Lead Independent Director," The "Lead Independent Director" position shall be reviewed annually.
8. Review stock ownership guidelines for non-management directors and senior executives. These guidelines shall be reviewed annually.
9. Review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
10. Review the format of Board meetings and make recommendations for the improvement of such meetings.
11. Review and recommend to the Board on an annual basis the compensation for non-employee directors.
12. Review whether it is appropriate for a Board member to continue service if his or her board memberships, business responsibilities or personal circumstances likely to impact the Company change significantly and make a recommendation to the Board as to any action to be taken with respect to such change.
13. Consider questions of possible conflicts of interest of Board members and Officers as required by the Code of Business Conduct and Ethics. Periodically review and assess the Code and recommend changes for approval by the Board.
14. Consider matters of corporate social responsibility and matters of significance in areas related to corporate public affairs and the company's employees and stockholders.
15. Annually evaluate its own performance as well as oversee the annual self-evaluation of the Board and Board committees.
16. Conduct or authorize such inquiries into matters within the Committee's scope of responsibility, as the Committee deems appropriate.
17. Maintain and provide to the Board minutes of meetings and periodically report to the Board on significant results of the foregoing activities.
18. Review as appropriate available assessments of the Company's corporate governance practices.
19. Consider, and recommend to the Board action with respect to, the resignation offer of a director nominee who, in an uncontested election, fails to receive a majority of affirmative votes.