

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

(as amended through December 10, 2009)

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 for periodically reviewing 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) appoint a chair of the Committee (the “Chair”); (iii) conduct any investigation the Committee determines necessary to fulfill its responsibilities; (iv) retain a search firm, special legal, accounting, or other consultants or experts it deems necessary 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.

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 and whether adoption of a formal policy statement is advisable.
4. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and where appropriate 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. Review the format of Board meetings and make recommendations for the improvement of such meetings.
8. Review and recommend to the Board on an annual basis the compensation for non-employee directors.
9. 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.
10. Consider matters of corporate social responsibility and matters of significance in areas related to corporate public affairs and the company's employees and stockholders.
11. Annually evaluate its own performance as well as oversee the annual self-evaluation of the Board and Board committees.
12. Conduct or authorize such inquiries into matters within the Committee's scope of responsibility, as the Committee deems appropriate.
13. Maintain and provide to the Board minutes of meetings and periodically report to the Board on significant results of the foregoing activities.