

Exponent, Inc.
Charter of the Human Resources
Committee
of the Board of Directors

(as amended through December 7, 2011)

Charter of the Human Resources Committee of the Board of Directors

I. Committee Purpose

The purpose of the Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of Exponent, Inc. (the “Company”) is to (i) have general oversight responsibility for the employee compensation and benefit policies and programs of the Firm; (ii) have specific responsibility for the development and oversight of a succession plan for the position of Chief Executive Officer; (iii) have general oversight responsibility for the employee development and management succession programs of the Firm; (iv) approve awards under the Firm’s various stock-based employee incentive plans; (v) evaluate the performance and recommend to the Board for approval the compensation of the Chief Executive Officer (vi) evaluate the performance and set the compensation of the other inside members of the Board; and (vii) have general oversight for compensation plans and programs for officers of the Company, with specific responsibility for designated senior executives.

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, 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 to any special legal, or other consultants or experts retained by the Committee; and (iv) obtain direct access to anyone in the organization as well as to the Company’s legal or other advisors.

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 as “non-employee directors” under Rule 16b-3 promulgated by the Securities and Exchange Commission (the “Commission”).

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. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and the Committee will report to the Board the results of its meetings.

III. Committee Responsibilities and Duties

1. Annually evaluate the CEO’s performance and recommend to the Board for approval the CEO’s compensation levels based on this evaluation.
2. Annually evaluate the performance of other executive officers and determine their compensation levels based on this evaluation.
3. Review and approve applicable compensation and benefit plans and programs for executive officers and proposed material changes to such programs. In addition, the Committee shall oversee for officers the following as related to such programs as (i) salary actions; (ii) incentive awards;

- (iii) stock awards under stock plans; (iv) other applicable compensation and benefit plans; and (v) promotions into or within officer positions.
4. In consultation with the CEO, establish an officer continuity, succession, development, and organizational plan, as deemed appropriate by the Committee.
 5. Approve grants for each individual participant under the Stock Option Plans.
 6. Produce an annual report on executive compensation, review the Company's Compensation Discussion and Analysis, and, as appropriate, recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement, in accordance with applicable rules and regulations.
 7. Evaluate the results of any advisory vote on the Company's executive compensation practices, and take or recommend to the board any appropriate response.
 8. Oversee management's determination as to whether the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
 9. Maintain and provide to the Board minutes of meetings and periodically report to the Board on significant results of the foregoing activities.
 10. Assess, at least annually, factors that may affect the independence of compensation consultants, legal counsel, or other advisors to the Committee, as required by applicable law, rule or regulation, or listing standards.
 11. At least annually, review and assess the adequacy of this Charter, and recommend changes to the Board if necessary. Publish this Charter in accordance with SEC regulations.