

**CHARTER FOR THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF CRA INTERNATIONAL, INC.**

***Amended and Restated Effective as of April 22, 2013***

The Board of Directors (the “Board”) of CRA International, Inc. (the “Company”) has established a Compensation Committee of the Board (the “Committee”) with the authority, responsibilities and specific duties described below.

**Composition:**

The Committee shall be composed of at least three, but not more than five, members of the Board, one of whom shall serve as chairperson. Each member of the Committee shall satisfy the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”) generally applicable to members of compensation committees; specifically, each member of the Committee must (i) be an “Independent Director” within the meaning of the Nasdaq rules and (ii) not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof other than fees received as a member of the Board or any committee thereof and fixed amounts of compensation received under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). When determining whether a director meets the foregoing independence requirements, the Board must consider whether the director is affiliated with the Company, any subsidiary of the Company or any affiliate of such a subsidiary and, if so, whether such affiliation would impair the director’s judgment as a member of the Committee. In addition, each member of the Committee shall qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall be a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Subject to the foregoing requirements, the Committee and its chairperson shall be elected by the Board upon the recommendation of the Company’s Nominating and Corporate Governance Committee (the “Governance Committee”), and the Board may remove members of the Committee with or without cause, in each such case in accordance with the Company’s by-laws. The compensation of the Committee members shall be determined by the Board.

**Authority and Responsibilities:**

General

The Committee is responsible for recommending to the Board the compensation philosophy and policies of the Company in general and for its executive officers and other senior management in particular. For purposes of this charter, the term “executive officers” shall mean the individuals classified by the Company as officers for purposes of the rules promulgated under Section 16 of the Exchange Act. The objectives of the Company’s senior management compensation program are to align compensation with business objectives, individual performance, and the interests of the Company’s stockholders; motivate and reward high levels of performance; recognize and reward the achievement of Company and/or business unit goals; and enable the Company to attract, retain, and reward members of senior management who contribute to the long-term success of the Company.

## Specific

1. Executive Officer Compensation. The Committee shall, on an annual basis, review and approve, or recommend for approval by the Board, executive officer (including the Company's Chief Executive Officer (the "CEO")) compensation, including salary, bonus, and incentive compensation levels; the corporate goals and objectives relevant to executive officer compensation; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The executive officers shall not be present during voting or deliberations by the Committee concerning the compensation of the CEO, but the Committee may, in its discretion, invite the CEO to be present during any part of a meeting in which the Committee considers the compensation of any other executive officer.
2. Evaluation of CEO and Other Senior Executives. The Committee shall be responsible for overseeing the evaluation of the CEO and the Company's other senior executives. The Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the CEO and the Company's other senior executives, to be discussed periodically with the Board.

In addition to the foregoing, the Committee shall have the responsibility for general oversight of the Company's compensation structure, and at least once per year shall receive a report from the CEO concerning that structure.

3. Employee Benefit Plan Administration, Recommendation and Approvals. The Committee shall administer, periodically review and make recommendations to the Board with respect to the Company's employee benefit plans, including all incentive-compensation plans and equity-based plans.
4. Incentive Plan Administration. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, as well as under any cash incentive plans, including, without limitation, the authority to interpret the terms thereof and, as applicable, to grant options thereunder and to make stock and other forms of awards thereunder; provided, however, that except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by applicable law and the provisions of a particular equity-based plan, and consistent with the requirements of applicable law and such equity-based plan, the Committee may delegate to one or more executive officers the power to grant options or other stock-based awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company; provided, however, that such grants are made pursuant to a matrix or other set of guidelines previously approved by the Committee; and provided further that such authority shall not extend to grants made to members of the Board or executive officers.
5. Non-employee Director and Committee Member Compensation. The Committee shall periodically review and make recommendations to the Board with respect to the compensation of non-employee directors, committee chairpersons, and committee members, consistent with any applicable requirements of the Nasdaq rules.

6. Compensation Committee Report on Executive Compensation. The Committee shall timely prepare and approve for inclusion in the Company's annual proxy statement and annual report on Form 10-K the report on executive compensation required by the rules of the Securities and Exchange Commission (the "SEC").
7. Review of Compensation Discussion and Analysis ("CD&A"). The Committee shall review and discuss with the Company's management the CD&A required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC, and based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.
8. Risk Oversight. The Committee shall meet at least annually to review and discuss the Company's compensation practices and policies, to assess the extent of risks associated with such practices and policies, and to determine whether such practices and policies encourage unnecessary risk-taking.
9. Additional Powers. The Committee shall have such other powers and duties as may be delegated from time to time by the Board.

#### Procedures:

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities, but in no event less than three times each fiscal year. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances and to the extent permitted by applicable law.
3. Reports to the Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes to the Governance Committee for Board approval.
5. Performance Evaluation. At least once in each year, the Committee shall review its performance in the preceding year with a view to assessing that performance and determining any changes in its approach or procedures that may be necessary or desirable.
6. Independent Advisors and Funding. The Committee shall have the authority, in its sole discretion, to retain and terminate such compensation consultants, legal counsel and other advisors as it deems necessary or appropriate to carry out its responsibilities and to approve the terms of such retention. Such independent advisors and consultants may be the regular advisors and consultants to the Company. The Committee is empowered, without further action by the Board, to cause the Company to provide appropriate funding for, and to pay, the compensation of such consultants, counsel and other advisors, and the Committee shall be directly responsible for the appointment, compensation and oversight of such consultants, counsel and other advisors.

7. Advisor Independence Evaluation. The Committee may select or retain a compensation consultant, legal counsel or other advisor, other than in-house counsel, only after taking into consideration the following factors, as well any other factors required by the Nasdaq rules or the Exchange Act and the rules promulgated thereunder, as they may be amended from time to time (the “Consultant Independence Factors”):
  - (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
  - (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
  - (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
  - (iv) Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the compensation committee;
  - (v) Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
  - (vi) Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.
8. Assessment of Compensation Consultant Conflicts. Before the Company files its annual proxy statement disclosing executive officer compensation for a given fiscal year, the Committee shall review and assess the Consultant Independence Factors and any other factors deemed relevant by the Committee to determine whether the work of any compensation consultant retained by the Committee in that fiscal year raised any conflict of interest and, if so, how such conflict should be addressed.
9. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
10. Action. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.