

**RESOURCES CONNECTION, INC.  
CHARTER  
OF THE  
COMPENSATION COMMITTEE**

This charter (this “Charter”) is adopted by the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Resources Connection, Inc., a Delaware corporation (the “Company”), on July 28, 2016. This Charter shall be reviewed, reassessed and approved annually by the Committee.

**I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the Committee and the manner in which those responsibilities shall be performed, including the structure, processes and membership requirements.

**II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of three or more Directors, each of whom shall satisfy the independence requirements as set forth in the corporate governance listing standards of The Nasdaq Stock Market (“NASDAQ”) and such additional eligibility requirements for membership on the Committee as may be required from time to time by applicable NASDAQ rules. In addition, at least two members of the Committee should also qualify as “non-employee directors” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and “outside directors” under Internal Revenue Code Section 162(m).

The members of the Committee shall be appointed by, and serve at the discretion of, the Board. A Chairperson of the Committee will be appointed by the Board. The Committee may, from time to time, delegate duties or responsibilities to sub-committees, Company management, or to one member of the Committee, as appropriate and to the extent permitted by applicable law.

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee.

**III. MEETINGS**

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder, and may meet with management or individual Directors at any time it deems appropriate to discuss any matters before the Committee.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

#### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITY**

To fulfill its responsibilities and duties hereunder, the Committee shall:

1. Review and approve all compensation programs applicable to Executive Officers of the Company, including all forms of salary paid to Executive Officers for the Company and the grant of all forms of bonus and stock compensation provided to the Executive Officers of the Company. The Committee's review may include, to the extent the Committee deems appropriate and without limiting other factors the Committee may consider relevant in the circumstances, the results of say-on-pay advisory votes by the Company's stockholders.
2. In consultation with senior management, establish, review and evaluate the long-term strategy of employee compensation and the types of stock and other compensation plans used by the Company and periodically assess whether the Company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
3. Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("the CEO"), evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to the CEO in past years, and any other factors the Committee deems appropriate. In connection with this evaluation, the Committee may request and receive input from other Independent Board members either formally or informally. The CEO will not be present during voting or deliberation as to his/her compensation.
4. Approve any new compensation plan or any material change to an existing compensation plan, whether or not subject to stockholder approval, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to stockholder approval, oversee the activities of the individuals and committees responsible for overseeing the Company's compensation plans and discharge any responsibilities imposed on the Committee by any of these plans.
5. Review competitive compensation survey information, and consider the appropriateness of the form and amount of Director compensation with a view toward attracting and retaining qualified Directors, and make recommendations to

the Board regarding Director compensation, in full consultation with the CEO. Any adjustments shall be voted on by the full Board.

6. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for the purposes of Section 162(m) of the Internal Revenue Code.
7. Review and approve any severance or similar termination payments proposed to be made to any current or former Executive Officer of the Company.
8. Make recommendations to the Board as to the development and succession plans for the senior management of the Company.
9. Review the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement and recommend to the Board that the CD&A be included in the proxy statement and incorporated by reference into the Company's annual report on Form 10-K.
10. Perform any other activities consistent with this Charter, the Company's Third Amended and Restated Bylaws and governing law as the Compensation Committee or the Board deems necessary or appropriate.
11. Make regular reports to the Board regarding the foregoing.

## **V. RESOURCES AND AUTHORITY**

The Committee shall have the authority, in its sole discretion after considering such factors (including independence factors) as may be required by applicable rules of NASDAQ or the Securities and Exchange Commission or otherwise deemed relevant by the Committee, to retain or obtain the advice of a compensation consultant, outside legal counsel and other advisers (each, a "Compensation Adviser") to assist in the Committee's exercise of its responsibilities pursuant to this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee, including sole authority to determine and approve the terms, costs and fees for such engagements, with reasonable compensation therefor as determined by the Committee to be borne by the Company, and to terminate such Compensation Adviser.

## **VI. DISCLOSURE OF CHARTER**

This Charter will be made available on the Company's website at [www.RGP.com](http://www.RGP.com).