CHARTER OF THE
LEAD INDEPENDENT DIRECTOR OF
APOLLO GROUP, INC.
June 24, 2010

The Board of Directors considers it to be appropriate to designate an Independent Director to serve in a lead capacity to coordinate the activities of the other Independent Directors and to perform such other duties and responsibilities as the Board of Directors may determine. The specific responsibilities of the Lead Independent Director when acting as such shall be as follows:

1.1.Advise senior management as to the information, agenda and meeting schedules for the Board of Directors and Board Committee meetings;

1.2. Advise senior management as to the quality, quantity and timeliness of the information submitted by the company's management that is necessary or appropriate for the Independent Directors to perform their duties effectively;

1.3. Recommend to senior management the retention of advisers and consultants who report directly to the Board of Directors;

1.4. Serve as Chairman or co-Chairman of the Nominating and Governance Committee of the Board of Directors;

1.5. Assist the Board of Directors, the Board's Nominating and Governance Committee and the officers of the company in ensuring compliance with and implementation of significant corporate governance standards;

1.6. Call meetings of the Independent Directors;

1.7. Develop agendas for and serve as Chairman of meetings of the Board's Independent Directors;

1.8. Serve as principal liaison between the Independent Directors and senior management on strategy, policy and other matters;

1.9. Recommend to the Nominating and Governance Committee and to the Chairman the membership of the various Board Committees, as well as the selection of Committee chairmen; and

1.10. Chair meetings of the Board of Directors when the Chairman and Vice Chairman are not present.