

**Apollo Education Group, Inc.**  
**Nominating and Governance Committee of the Board of Directors**  
**CHARTER**  
**As Adopted on December 16, 2011**

**Preamble**

Apollo Education Group, Inc. (the “Company”) is a “Controlled Company” as defined in Rule 5615(c)(1) of the NASDAQ Listing Rules, as more than 50% of the voting power of the Company’s Common Stock is held by a single entity. As a consequence, the Company is exempt from certain requirements of NASDAQ Listing Rule 5605, including that nominations to the Board of Directors be made by a majority of its independent directors or a nominating committee composed solely of independent directors. Notwithstanding the foregoing exemption, the Company’s Board of Directors (the “Board”) has established a Nominating and Governance Committee (the “Committee”) composed solely of independent directors.

**Purpose**

The purpose of the Committee is to advise the Board on matters relating to the selection and qualification of candidates for membership on the Board as well as matters relating to the duties of the members of the Board.

The Committee shall act as a nominating committee with respect to candidates for membership on the Board. The Committee shall also assist the Board with corporate governance matters as requested by the Board.

**Membership**

The Committee shall consist of three or more members, each of whom satisfies the independence requirements of NASDAQ Listing Rule 5605(a)(2). The members of the Committee shall be appointed and may be replaced by a majority vote of the Board. The Chair of the Committee shall be designated by the Board, and shall be responsible for scheduling, preparing agendas and chairing meetings.

**Responsibilities**

The Committee shall:

1. Develop qualification criteria for candidates for Board membership.
2. Develop a process for identifying and evaluating candidates for Board membership.
3. Reflecting the qualification criteria for election to the Board, recommend

to the Board candidates for Board membership for election either at the next annual meeting of Class B shareholders or to fill any vacancy existing in the Board created by death, resignation, retirement, disqualification, removal from office, increase in the size of the Board, or other cause.

4. From time to time, at the request of the Board, conduct an assessment of the size and composition of the Board and make recommendations to the Board with respect to changes in the size and composition of the Board.
5. At the request of the Chairman of the Board, advise regarding the number, responsibilities and composition of standing committees of the Board.
6. Recommend continuing education courses, conferences and seminars for Board members, and facilitate orientation and training for new Board members.
7. Facilitate annual evaluation of the collective performance of the Board.
8. Consider such other matters consistent with the Committee's purpose as the Board may from time to time determine.

### **Meetings**

The Committee shall meet as necessary and appropriate. Minutes of each Committee meeting will be kept, and the Committee's Chair will provide periodic reports of its activities to the Board.

A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

### **Outside Consultants**

The Committee may call upon any person including employees of the Company or its subsidiaries for information and counsel, retain consultants (including professional talent search organizations) to advise it, and approve the compensation of any such consultants.