

LAUREATE EDUCATION, INC.

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE**

OF THE BOARD OF DIRECTORS

As adopted on January 9, 2017

I. STATEMENT OF POLICY

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Laureate Education, Inc. (the “**Company**”) has the responsibility and authority to (i) identify individuals qualified to become Board members; (ii) select, or recommend to the Board, director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates; (iv) consider committee member qualifications, appointment and removal; (v) recommend corporate governance principles and a code of conduct applicable to the Company; (vi) promote and assess the Company’s stated public benefit and activities as a public benefit corporation; and (vii) provide oversight in the evaluation of the Board and each committee.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be appointed annually by the Board and each member of the Committee shall satisfy the independence requirements of the Nasdaq Stock Market (“**Nasdaq**”); *provided, however*, that one director who does not meet the independence criteria of Nasdaq may, subject to the approval of the Board, serve on the Committee pursuant to, and subject to the limitation under, the “exceptional and limited circumstances” exception as provided under the rules of Nasdaq; *provided further*, that pursuant to the exemption made available to “controlled companies” by Nasdaq Rule 5615, for such time that the Company qualifies as a “controlled company” and during the limited transitional period provided under the rules of Nasdaq following the Company ceasing to qualify as a “controlled company,” the Board may elect not to comply with the independence requirement.

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation, removal or death. The Board may remove or replace any member from the Committee at any time with or without cause. Unless a chair is elected by the full Board, the members of the Committee may designate a chair by majority vote of the full Committee membership. The Chair shall preside at all meetings of the Committee and set the agenda for each Committee meeting.

The Committee may, from time to time, delegate duties or responsibilities to one or more subcommittees or to one member of the Committee.

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee

shall have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

III. MEETINGS

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Company attend any of its meetings or meet with any Committee member or consultant. The Committee shall meet periodically in executive session without the presence of management.

Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of at least a majority of the members present (in person or by telephone conference call) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

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

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

A. Nominating Functions

1. Determine criteria for selecting new directors, including desired board skills, experience and attributes, and identify individuals qualified to become directors, as needed.
2. Evaluate and select, or recommend to the Board, nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
3. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.

B. Public Benefit Corporation

1. Establish objectives to promote the Company's stated public benefits and support the operation of the Company in a responsible and sustainable manner consistent with its status as a public benefit corporation.

2. Adopt standards to measure the Company's progress in promoting its stated public benefits.

3. Prepare the periodic statements to stockholders relating to the promotion of the Company's stated public benefits.

4. Take such other actions, or recommend to the Board such other actions, as the Committee deems relevant in support of the Company's status as a public benefit corporation.

C. Corporate Governance Functions

1. Develop, recommend for Board approval, and review on an ongoing basis the adequacy of, the corporate governance principles applicable to the Company.

2. In consultation with the Audit Committee, consider and present to the Board for adoption a Code of Conduct applicable to all employees and directors which meets the requirements of Item 406 of the SEC's Regulation S-K, and provide for and review prompt disclosure to the public of any change in, or waiver of, such Code of Conduct. Review such Code of Conduct periodically and recommend such changes to such Code of Conduct as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with such Code of Conduct.

3. Review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements, and the requirements established under the Sarbanes-Oxley Act and by applicable laws and regulations, and report to the Board regarding the same.

4. Assist the Board in developing criteria for the evaluation of Board and committee performance.

5. If requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.

6. Review and recommend to the Board changes to the Company's bylaws as needed.

7. Make reports to the Board regarding the foregoing as appropriate.

8. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

9. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. ANNUAL REVIEW

The Committee shall review on at least an annual basis the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this

Charter or the scope of responsibilities of the Committee, where indicated, shall be referred to the Board of appropriate action.