

**LAUREATE EDUCATION, INC.**  
**CHARTER OF THE COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**As adopted on January 9, 2017**

**I. STATEMENT OF POLICY**

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Laureate Education, Inc. (the “*Company*”) has the responsibility and authority to supervise and review the affairs of the Company as they relate to the compensation and benefits of executive officers and directors of the Company. In carrying out these responsibilities, the Committee shall review all components of executive officer and director compensation for consistency with the Company’s compensation philosophy and the interests of the Company’s stockholders.

**II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be appointed annually by the Board on the recommendation of the Company’s Nominating and Corporate Governance Committee and shall be composed of at least two Board members, each of whom shall satisfy the independence requirements of the Nasdaq Stock Market (“*Nasdaq*”), including the additional independence requirements applicable to members of the Committee and applicable law; *provided, however*, that one director who does not satisfy the independence criteria of Nasdaq but is not currently an executive officer of the Company, an employee or a family member of an executive officer of the Company may, subject to approval of the Board, serve on the Committee pursuant to, and subject to the limitations under, the “exceptional and limited circumstances” exception provided in 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 this independence requirement. In addition, at least two members of the Committee (such members, the “*Outside Directors*”) shall also be (1) “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and (2) “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. To the extent necessary to comply with Rule 16b-3 under the Exchange Act or Section 162(m) of the Internal Revenue Code, the Outside Directors, acting as a subcommittee, shall have authority to act on behalf of the Committee. A Board member shall not serve on this Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer.

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 on the recommendation of the Nominating and Corporate Governance Committee. Unless a chair is

elected by the full Board, the members of the Committee may designate a chair by the majority vote of the full Committee membership. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

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 resources and authority appropriate to discharge its responsibilities, including sole authority to appoint, compensate, oversee and terminate compensation consultants, legal counsel, and other advisors. Prior to selecting, or receiving advice from, any advisor, the Committee shall consider the independence of such advisor based on any applicable criteria specified by the Securities and Exchange Commission or Nasdaq, including the independence factors listed in Nasdaq Rule 5605(d)(3); *provided, however*, that the Committee shall not be prohibited from obtaining advice from any advisor that it determines is not independent. The fees and costs of any consultant or advisor engaged by the Committee to assist it 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, and 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 at least annually with the Company's chief executive officer and such other senior executives as the Committee deems appropriate; *provided, however*, that the chief executive officer may not be present during deliberations or voting regarding his or her compensation. 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 shall be filed with the minutes of the meetings of the Board.

### **IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES**

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:

- Periodically review and advise the Board concerning the Company's overall compensation philosophy, policies and plans, including a review of industry compensation practices and trends.

- Advise management on the composition of any peer group used for comparison purposes.
- Review and approve annual performance goals and objectives relevant to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives, and determine and approve the chief executive officer's compensation (including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites) based on this evaluation.
- Review and approve in consultation with the chief executive officer annual financial goals and objectives relevant to the compensation of the Company's other executive officers, and make recommendations to the Board regarding all compensation of the Company's other executive officers (including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites).
- Make recommendations to the Board regarding the establishment and terms of the Company's incentive compensation plans and equity compensation plans, and administer such plans.
- Make and approve grants of options and other equity awards to all eligible individuals under the Company's compensation plans, subject to and in accordance with the terms of such plans and such procedures or guidelines with respect to the grant of equity awards as may be adopted from time to time by the Board. Pursuant to Section 157 of the Delaware General Corporation Law (the "**DGCL**"), the Committee may authorize one or more officers to (i) designate eligible individuals other than executive officers and directors to be recipients of equity compensation and (ii) determine, within an amount established by the Committee or the Board, the size of equity awards to be granted to each such recipient; *provided, however*, that such awards are within the limits established by Section 157 of the DGCL and subject to and in accordance with the terms of the Company's compensation plans and such procedures or guidelines with respect to the grant of equity awards as may be adopted from time to time by the Committee and, *provided further*, that no officer may designate himself or herself as such a recipient. Any officer to whom such authority is delegated shall regularly report to the Committee on the grants so made.
- Review and approve compensation-related matters for senior executives of the Company outside the ordinary course, including but not limited to employment contracts, change-in-control provisions, severance arrangements, and material amendments thereto.
- Periodically review and advise the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for

the Company's executive officers relative to comparable companies in the Company's industry.

- Conduct an annual review and assessment of all compensation, including cash and equity-based compensation, paid by the Company to the non-employee directors.
- Engage when deemed necessary or appropriate an independent compensation consultant to advise the Committee in connection with the annual review and assessment of non-employee director compensation, including regarding the amount and type of non-employee director compensation to be paid and the comparative data deemed appropriate by the consultant.
- Recommend to the Board, in the basis of such review and assessment, whether to make, on a prospective basis, any change in the compensation payable to the non-employee directors.
- In connection with the administration of the Company's risk management program, as in effect from time to time, monitor and assess the risks associated with the Company's compensation policies and consult with management regarding such risks.
- Recommend to the Board stock ownership guidelines for the Company's executive officers and non-employee directors, and periodically assess such guidelines and recommend revisions, as appropriate.
- Review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**"), recommend that the CD&A be included in the Company's annual report on Form 10-K or proxy statement and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K, in accordance with applicable rules and regulations.
- Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
- Report to the Board on the Committee's activities on a regular basis.
- Perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
- Form and delegate authority to subcommittees when 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 the Committee's responsibilities, where indicated, shall be referred to the Board for appropriate action.