

PERDOCEO EDUCATION CORPORATION
COMPENSATION COMMITTEE CHARTER

(As adopted June 3, 2021)

A. Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Perdoceo Education Corporation (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers, except for broad-based welfare, retirement and other benefit plans, policies and programs applicable to employees generally (the responsibility for which has been delegated to the Company’s Employee Benefits Committee). In addition, the Committee administers the current shareholder-approved plan, as well as prior and subsequent shareholder-approved annual and/or long-term incentive plans adopted by the Company, and oversees the Company’s human capital management efforts.

The Committee may form and delegate authority to subcommittees as it deems appropriate. To the extent permitted by applicable law, the Committee may also delegate to one or more executive officers of the Company the authority, within guidelines established by the Committee, to approve equity compensation awards under established equity compensation plans of the Company to employees other than those subject to Section 16 of the Securities Exchange Act and other officers of the Company. The Committee may also delegate any non-discretionary administrative authority under Company compensation and benefit plans consistent with any limitations specified in the applicable plans.

B. Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence and other requirements established by law, the rules and regulations of the Securities and Exchange Commission, and the NASDAQ Stock Market. At least two members of the Committee shall also qualify as “outside” directors within the meaning of Internal Revenue Code § 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating & Governance Committee. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board.

C. Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

D. Committee Responsibilities and Authority

1. The Committee shall establish and review the overall compensation philosophy of the Company.
2. The Committee shall, at least annually, review and approve the corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine the CEO's compensation level based on this evaluation. The Committee shall present this assessment and determination to the full Board for ratification. The CEO shall not be present during any deliberations or voting with respect to his or her compensation.
3. The Committee shall, at least annually, review and approve the annual base salaries, annual incentive opportunities, and long-term incentive opportunities of the Executive Officers, other than the CEO.
4. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
5. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
6. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
7. The Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.
8. The Committee shall periodically review the Company's succession plan for the CEO and other senior executives.
9. The Committee shall annually review the Company's compensation practices to ensure that they do not encourage unnecessary and excessive risk taking.
10. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees, including periodic reports from the Company's Employee Benefits Committee.

11. The Committee shall periodically review the Company's strategies and initiatives related to the attraction, development and retention of human capital necessary to meet the Company's needs.
12. The Committee shall make regular reports to the Board.
13. The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration the factors relevant to the adviser's independence specified in the listing rules of the NASDAQ Stock Market. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for payment of reasonable compensation to any adviser retained by the Committee.
14. The Committee shall annually conduct a self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.
15. The Committee shall annually review and reassess the adequacy of this charter to make recommendations to the Board with respect to any proposed changes.