

PERDOCEO EDUCATION CORPORATION
COMPLIANCE AND RISK COMMITTEE CHARTER
(Effective as of May 31, 2018)

A. Purpose

The purpose of the Compliance and Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Perdoceo Education Corporation (the “Company”) is to (1) review, assess and provide oversight of (a) the Company’s policies, programs, and procedures to ensure compliance with applicable laws and regulations and Company policies, (b) the Company’s risk governance structure, including the Enterprise Risk Management framework, risk policies and risk tolerances and (c) the Company’s technology based issues including cybersecurity risks, protection, and mitigation; (2) advise the Board as to the status of the Company’s compliance and risk programs and ongoing developments relating to compliance and risk matters; and (3) take such other actions within the scope of this charter as the Committee deems necessary or appropriate.

The Committee may form and delegate authority to subcommittees as it deems appropriate.

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.

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 Chairperson 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 Chairperson shall preside at each meeting. In the event the Committee Chairperson 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 review significant compliance and risk areas and the steps the Company has taken to monitor, control, and report such exposures.
2. The Committee shall monitor the effectiveness of the Company’s compliance and risk programs.
3. The Committee shall review and approve the Company’s compliance and risk governance structure, including the Enterprise Risk Management and information security frameworks, key risk policies and critical risk tolerance adopted by the Company.

4. The Committee shall review and monitor Company policies and framework pertaining to information security and cyber threats.
5. The Committee shall recommend improvements to the Company's compliance and risk programs.
6. The Committee shall review the effectiveness of the Company's system for monitoring compliance with laws and regulations relating to the administration of student financial aid and related matters.
7. The Committee shall monitor compliance with the Company's code(s) of conduct and /or ethics.
8. The Committee shall meet with the Company's Chief Compliance Officer, Chief Risk Officer, Chief Information Officer and Chief Internal Auditor (i) on a regular basis to discuss the Company's compliance and risk program activities and (ii) as requested by the Committee to discuss significant financial aid, regulatory, compliance and risk affecting the Company.
9. The Committee shall review the performance of the Company's Chief Compliance Officer, Chief Risk Officer and Chief Information Officer and review the appointment, replacement, reassignment, or dismissal of such officers
10. The Committee shall receive reports regarding the results of reviews and assessments from the Company's Chief Compliance Officer, Chief Risk Officer and Chief Information Officer, or other internal departments as necessary to fulfill the Committee's duties and responsibilities.
11. The Committee shall monitor procedures for the receipt, retention and treatment of complaints received by the Company regarding compliance matters.
12. The Committee shall report to the Compensation Committee on an annual basis regarding the contribution of the Chief Executive Officer and the Chief Financial Officer to the Company's ethics culture.
13. The Committee shall conduct an annual review of the effectiveness of the Company's compliance and risk programs and the framework to prevent, detect and respond to cyber attaches or breaches and oversee the implementation of appropriate changes.
14. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities as it may deem necessary.
15. The Committee shall make quarterly reports to the Board.
16. The Committee will work closely with the other committees of the Board to ensure related matters are addressed in the appropriate committee
17. 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, after advising the Chairman of the Board and advising the Company's Chief Legal Officer for purposes of determining any potential conflicts of interest. 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.

18. The Committee shall make quarterly reports to the Board.
19. The Committee shall annually conduct a self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter.
20. The Committee shall annually review and reassess the adequacy of this charter to make recommendations to the Board with respect to any proposed changes.