

**PERDOCEO EDUCATION CORPORATION**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
(As adopted October 20, 2014)

**A. Purpose**

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Perdoceo Education Corporation (the “Company”) is to (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for each annual meeting of stockholders, (b) oversee the evaluation of the Board and management, (c) recommend to the Board the directors that shall serve on each committee of the Board, and (d) 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 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 review, at least annually, the size and structure of the Board to assure that the proper skills and experience are represented on the Board. At least two-thirds of the Board shall be “independent” directors, as defined by the NASDAQ listing standards.
2. The Committee shall work with the Board to determine the appropriate characteristics, skills, and experiences for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience. In considering candidates for the Board, the Committee shall consider the entirety of each candidate's credentials and shall not have any specific minimum qualifications that must be met by a Committee or stockholder recommended nominee. Characteristics expected of all directors include independence, integrity, high personal and professional ethics, a

reputation for working constructively with others, sound business judgment, and the ability and willingness to devote sufficient time to the Board. In evaluating the suitability of individual board members, the Committee shall take into account many factors, including general understanding of finance, technology, government, marketing, and other disciplines relevant to the success of a publicly traded company in today's business environment; understanding of our business and industry; educational and professional background; personal accomplishment; and whether the director meets the definition of "independent" specified in the NASDAQ listing standards. The Committee believes that diversity, including differences in backgrounds, qualifications and personal characteristics, is important to the effectiveness of the Board's oversight of the Company. The Committee shall evaluate each individual in the context of the Board as a whole; with the objective of recommending directors that can best contribute to the success of our business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience. Annually, the Committee shall evaluate each incumbent director to determine whether he or she should be nominated to stand for re-election, based on the criteria outlined above as well as the director's history of attendance at meetings of the Board and its committees, the director's tenure as a member of the Board, and the director's preparation for and participation in such meetings.

3. The Committee shall evaluate and recommend to the Board director nominees for election to the Board at each annual meeting of stockholders, including consideration and evaluation of stockholder nominees for election to the Board.
4. The Committee shall recommend to the Board nominees to fill vacancies on the Board.
5. The Committee shall review potential conflicts of prospective Board members.
6. The Committee shall aid in attracting and maintaining a list of persons who may be potential directors.
7. The Committee shall review the suitability of each Board member for continued service when he or she has a significant change in status.
8. The Committee shall make recommendations to the Board as to the qualifications of members of the Board's committees, committee member appointment and removal, and committee reporting to the Board.
9. The Committee shall oversee the evaluation of the Board and each Board committee.
10. The Committee shall periodically review the compensation and benefits of the members of the Board for service as a director or member of any committee of the Board and make recommendations to the Board concerning the fixing of such compensation and benefits, taking into consideration the director compensation goals set forth in the Company's corporate governance guidelines.
11. The Committee shall review the stock ownership guidelines for directors and compliance with such guidelines on an annual basis.

12. The Committee shall monitor and identify best practices in corporate governance and shall develop and recommend to the Board, to the extent required or considered desirable, corporate governance guidelines applicable to the Company.
13. The Committee shall make regular reports to the Board.
14. 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. 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.