

ZOVIO INC
CHARTER OF THE NOMINATING AND GOVERNANCE
COMMITTEE
OF THE BOARD OF DIRECTORS
(Approved November 23, 2010 and amended on May 28, 2014 and May 12, 2015)

PURPOSE

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Zovio Inc, a Delaware corporation (the “Company”). This nominating and governance committee charter (this “Charter”) specifies the scope of authority and responsibility of the Committee and amends and restates any previous charter of the Committee. The principal functions of the Committee are to (i) identify, evaluate and recommend to the Board qualified candidates for election or appointment to the Board, (ii) review, evaluate and recommend changes to the Company’s Corporate Governance Guidelines and (iii) monitor and oversee matters of corporate governance, including the evaluation of Board and management performance and the independence of directors.

COMPOSITION AND QUALIFICATIONS

The Committee shall have at least two (2) members at all times, and shall be comprised entirely of directors who are “independent” under the standards set forth in the applicable rules promulgated by the New York Stock Exchange (the “Listing Rules”). The members of the Committee will be appointed by and serve at the discretion of the Board. The Board may remove any member from the Committee at any time with or without cause.

The Committee may, by resolution passed by a majority of the Committee, designate one (1) or more subcommittees, each subcommittee to consist of one (1) or more members of the Committee. Any such subcommittee, to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or the Listing Rules, will have and may exercise all the powers and authority of the Committee. Each subcommittee will have such name as may be determined by resolution adopted by the Committee. Each subcommittee will keep regular minutes of its meetings and report the same to the Committee or the Board at its scheduled meetings. Such subcommittee may have a charter, as determined by the Committee. Except as otherwise specified in resolutions adopted by the Committee with respect to a subcommittee, each subcommittee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

MEETINGS

Committee meetings generally will be held in conjunction with Board meetings. Additional meetings may occur as the Committee or its chairperson deems advisable. However, the Committee shall meet at least twice a year or more frequently as

circumstances dictate. The Board shall name a chairperson of the Committee, who shall prepare and/or approve an agenda in advance of each meeting and shall preside over meetings of the Committee. In the absence of a Board-appointed chairperson at any meeting, the Committee shall select a chairperson for that meeting. One-third (1/3) of the members of the Committee shall constitute a quorum unless the Committee shall consist of one (1) or two (2) members, in which case one (1) member shall constitute a quorum, and the act of a majority of the members present at a meeting where a quorum is present shall be the act of the Committee. The Committee may also act by unanimous written consent of its members. The Committee shall maintain minutes or other records of its meetings and activities, and shall report on its actions and activities at each quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous written consent. Except as otherwise specified herein, the Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Bylaws or Certificate of Incorporation of the Company or any applicable law, rule, regulation or Listing Rule.

RESPONSIBILITIES, DUTIES AND POWERS

The Committee has been delegated all of the necessary and required authority from the Board for the Committee to properly discharge its duties and responsibilities as established under this Charter. The Company will also ensure that the Committee has all of the necessary and desirable resources to discharge its duties and responsibilities. The Committee has sole authority to (i) retain and terminate any search firms to be used to identify director candidates, and such other experts or consultants as it deems appropriate to assist it in the full performance of its functions, and (ii) to approve such search firms', experts' or consultants' fees and other retention terms. The Committee shall also have sole discretion and authority to obtain advice and assistance from internal or external legal or other advisors. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all reasonable steps necessary to preserve the privileged nature of those communications.

The Committee's specific responsibilities and powers are to:

- Develop and recommend to the Board criteria to be used in screening and evaluating potential candidates or nominees for election or appointment as directors, including the requisite qualifications, skills and expertise.
- Lead the search for and screen candidates or nominees for election or appointment as directors, consistent with criteria approved by the Board.

- Establish and oversee a policy for considering stockholder nominees for directors, and develop the procedures that must be followed by stockholders in submitting nominations for director.
- Evaluate all incumbent, replacement or additional nominees for election as directors (including all persons nominated by stockholders for election as directors), taking into account (i) all factors the Committee considers appropriate, which may include career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge, and (ii) the following minimum qualifications:
 - Each director nominee must have displayed the highest personal and professional ethics, integrity and values and sound business judgment;
 - Each director must be highly accomplished in his or her respective field, with superior credentials and recognition and broad experience at the administrative and/or policy-making level in business, government, education, technology or public interest;
 - Each director must have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer (the “CEO”) based on that expertise and experience;
 - Each director must be able to represent all of the Company’s stockholders and be committed to enhancing long-term stockholder value; and
 - Each director must have sufficient time available to devote to activities of the Board and to enhance his or her knowledge of the Company’s business.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders.
- Present to the Board recommendations for any persons to be appointed by the Board to fill vacancies on the Board.
- Annually review with the Board the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole.
- Annually review the composition of each Board committee and present recommendations for committee memberships to the Board as needed.
- Monitor and review any issues regarding the independence of directors or involving potential conflicts of interest, and evaluate any change of status or circumstances with respect to a director and determine the propriety of the director’s continued service in light of that change.

- Develop and recommend to the Board (i) corporate governance guidelines for the Company and (ii) a code of ethics for the Company, and review and recommend changes to those documents as appropriate.
- Review with management and assess the Company's and the Board's compliance with the Company's Corporate Governance Guidelines.
- Annually review and recommend changes, if any, to this Charter.
- Perform an annual evaluation of the Committee's performance, and report the results of such evaluation to the Board, together with the Committee's recommendations based on such evaluations.
- Evaluate the current organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Oversee the evaluation of the Board and report annually to the Board with an assessment of the Board's performance, focusing in part on the Board's contributions to the Company and on areas in which the Board believes it could improve its performance.
- Oversee the evaluation of the Company's management and succession planning, including evaluating potential successors to the CEO and ensuring that a succession plan for the CEO and other key executive officers of the Company is in effect.
- Conduct an annual review of the CEO's performance (with such input from the Compensation Committee of the Board as the Committee deems desirable) and report the results of such review to the Board.
- Ensure that regular "executive session" meetings of non-management directors pursuant to Section 303A.03 of the Listing Rules are scheduled to occur not less frequently than in connection with regularly scheduled quarterly Board meetings; if the group of non-management directors includes any directors who are not independent, the Committee shall ensure that at least once per year an executive session including only independent directors is scheduled.
- Establish and maintain a director orientation program and a continuing education policy for directors.
- Evaluate mechanisms established to ensure that the Company's Code of Business Conduct and Ethics is carried out, including monitoring, auditing and reporting systems reasonably designed to detect criminal conduct and non-compliance with such code (and to correct any criminal conduct or non-compliance).

- Establish and review annually with the Board the procedures for stockholders to send communications to the Board. Such procedures shall address the manner in which stockholders may deliver communications to the Board and shall identify the Board member or person to whom stockholders can send communications. If the Committee determines that stockholder communications should be sent initially to a person other than a Board member, the Committee shall establish the process for determining which communications will be relayed to a Board member.
- Undertake such additional responsibilities as from time to time may be delegated to the Committee by the Board, required by the Company's Certificate of Incorporation or Bylaws, or required by any applicable law, rule, regulation or Listing Rule.