



**Adtalem Global Education Inc.
Nominating & Governance Committee Charter**

Purpose

The purpose of the Nominating & Governance Committee shall be to assist the Board of Directors (“Board”) in identifying qualified individuals to become Board members, in determining the composition of the Board and its committees, in monitoring a process to assess Board and CEO effectiveness and in developing and implementing Adtalem’s corporate governance guidelines.

Duties and Responsibilities

1. Review and recommend to the Board a position description detailing responsibilities of and expectations for the Board Chair.
2. Lead the search for individuals qualified to become members of the Board and to recommend to the Board Director nominees to be presented for shareholder approval at Adtalem’s annual meeting. After determining as necessary the portfolio of skills, experience, perspective and background required for effective functioning of the Board, given Adtalem’s strategy and its regulatory, geographic and market environments, the Committee shall select as Director nominees the individuals it believes will be most effective in serving the long-term interests of the shareholders.
3. Retain search firms to assist identifying Director candidates, retain such other advisors as the Committee may deem appropriate and approve related fees and retention terms for such consultants and advisors.
4. Review the Board’s committee structure and recommend to the Board for its approval Directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
5. Develop and recommend to the Board for its approval a set of corporate governance guidelines. Review the guidelines at least annually and recommend changes as appropriate.
6. Develop and recommend to the Board for its approval an annual self-evaluation process of the Board, its committees and the CEO.
7. Review and make recommendations to the Board regarding Adtalem’s response to shareholder proposals for inclusion in Adtalem’s annual proxy statement.
8. Review corporate governance trends for their applicability to Adtalem and keep the Board informed of current best practices in corporate governance.
9. Conduct a succession planning process for the Board Chair and other Board members.
10. Monitor developments in rules and practices applicable to the governance of Adtalem institutions and oversee the activities of the governing bodies of Adtalem institutions, keeping the Board advised, as appropriate, with respect thereto.

11. Conduct and present to the Board an annual performance evaluation of the Committee.
12. Review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
13. Make regular oral or written reports to the Board.

Composition and Qualifications

The Committee shall be composed of three or more Directors who, in the business judgment of the Board, are “independent” under New York Stock Exchange listing standards.

The Chair and members of the Committee shall be designated annually by a majority vote of the Board at the organizational meeting of the Board held in connection with the annual meeting of shareholders.

Action to fill vacancies on the Committee and to remove a member of the Committee shall be taken by a majority vote of the Board.