

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

**Purpose**

The primary purposes of the Nominating & Governance Committee (the “Committee”) are to assist the Board of Directors (“Board”) in identifying qualified individuals to become Board members, in determining the composition of the Board and the structure and membership of the Board’s committees, in monitoring a process to assess Board effectiveness, in developing and implementing Adtalem’s corporate governance principles, and in identifying and overseeing corporate governance issues.

**Duties and Responsibilities**

1. *Responsibilities of Board Chair.* Review and recommend to the Board a position description detailing responsibilities of and expectations for the Board Chair.
2. *Criteria for Selection of Directors.* Establish and, thereafter, periodically review and, if desirable, recommend changes to the criteria for selecting director nominees, as adopted from time to time by the Board and set forth in Adtalem’s Corporate Governance Principles.
3. *Director Candidates.* Recommend to the Board a slate of director nominees to be presented for election or reelection at Adtalem’s annual meeting, taking into account the criteria and factors pertaining to the selection of director candidates set forth from time to time in the Corporate Governance Principles. The Committee shall consider director candidates recommended by Adtalem’s stockholders if such recommendations are submitted within the deadlines and include the information that is required for nominating director candidates by the notice provisions and procedures set forth in Adtalem’s Bylaws, and shall apply the same criteria to the evaluation of such stockholder recommended candidates as the Committee applies to other director candidates.
4. *Committee Structure and Members.* Periodically review and, if desirable, recommend to the Board changes in the number and responsibilities of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time. Review and recommend to the Board for its approval directors to serve as members and Chairpersons of each of the Board’s committees. In recommending a director for committee membership, the Committee shall take into consideration the factors set forth in the charter of the applicable committee, if any, as well as any other factors it deems appropriate, including without limitation, Adtalem’s Corporate Governance Principles, the individual’s experience, perspective, skills and knowledge, the consistency of that experience

with the goals of the committee, the interplay of the individual's experience with the experience of other committee members, and any benefit of committee rotation.

5. *Board and Committee Vacancies*. Propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, of the expansion of the Board or committee. The Committee shall propose such candidates taking into account the criteria and factors pertaining to the selection of director candidates and committee members set forth from time to time in the Corporate Governance Principles and in this charter.
6. *Changed Circumstances of Directors and Executive Officers*. As required from time to time by the Corporate Governance Principles, the Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's primary employment, relationship with Adtalem, or any other changed circumstance that could affect the director's independence, qualifications or availability; shall consider and make a recommendation to the Board whether it is advisable to accept an offered resignation from any director upon changed circumstances or upon failure to receive a majority of votes cast in favor of such director's reelection in an uncontested election; and shall consider whether or not to pre-approve requests by a director or by any Adtalem officer to serve on the board of directors of a for-profit company.
7. *Corporate Governance Principles*. Develop and recommend to the Board for its approval a set of corporate governance principles pursuant to the listing standards of the New York Stock Exchange, periodically review and assess the adequacy of the corporate governance principles taking into account external developments in corporate governance and any other factors the Committee deems advisable, and recommend to the Board any changes deemed appropriate.
8. *Performance Evaluations*. Oversee the evaluation of the Board, the individual directors and management, including developing and recommending to the Board for its approval an annual evaluation of the performance and effectiveness of the Board and its committees. The Committee shall perform an annual self-evaluation and present to the Board an annual performance evaluation of the Committee.
9. *Stockholder Proposals and Proxy Statement Disclosures*. Review, evaluate and make recommendations to the Board regarding Adtalem's response to stockholder proposals for inclusion in Adtalem's annual proxy statement. The Committee shall oversee nominating and governance-related disclosures in Adtalem's annual proxy statement. The Committee, in conjunction with management, shall 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.
10. *Governance Trends*. Review corporate governance trends for their applicability

to Adtalem and keep the Board informed of current best practices in corporate governance.

11. *Succession*. Oversee a succession planning process for the Board Chair and other Board members.
12. *Committee Charter*. Review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

### **Committee Composition and Qualifications**

The Committee shall be composed of three or more Directors, all of whom shall be “independent” under New York Stock Exchange listing standards and otherwise meet any membership qualification requirements set forth in the Corporate Governance Principles. Committee members shall be appointed by the Board and may be removed by the Board at any time and for any or no reason.

### **Structure and Operations**

The Committee shall meet at least annually or more often as it deems necessary or appropriate to fulfill its responsibilities, and shall report to the Board at the next meeting following each such Committee meeting regarding any issues of which the Board should be made aware. A majority of Committee members shall constitute a quorum for the conduct of business. The affirmative vote of a majority of Committee members participating in a meeting is necessary to adopt a resolution. The Committee may invite members of management or others to its meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without management and in separate private sessions with any member of management or with any outside consultant or advisor. The Committee may delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate to the extent allowed by applicable law and the New York Stock Exchange.

### **Authority and Resources**

The Committee shall have the sole authority to select, retain and terminate search firms to be engaged to assist in identifying director candidates. The Committee shall also have the sole authority to approve any such search firm’s fees and retention terms. The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities and may retain and terminate such other consultants or outside legal advisors to assist in the conduct of any such study or investigation or for any other reason as determined by the Committee to be necessary or advisable in connection with the discharge of its responsibilities hereunder, and may approve related fees and retention terms for such consultants and advisors. Adtalem shall pay such third parties retained by the Committee such compensation, including without limitation, usual and customary expenses and charges, as the Committee determines.

### **Delegation of Authority**

The Committee may delegate any of its responsibilities, along with the authority to take action in

relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion to the extent allowed by applicable law and the listing standards of the New York Stock Exchange.

Approved: May 17, 2023