



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

**Purpose**

The purpose of the Nominating & Governance Committee (the “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 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. Establish criteria for selecting Director nominees to be approved by the Board, which shall include skills, experience, perspective and background required for the effective functioning of the Board, given Adtalem’s strategy and its regulatory, geographic and market environments (“Director Criteria”).
3. Lead the search for individuals qualified to become members of the Board and identify and recommend to the Board, consistent with the Director Criteria approved by the Board, Director nominees to be presented for stockholder approval at Adtalem’s annual meeting that it believes will be most effective in serving the long-term interests of the stockholders.
4. Exercise the sole authority to retain and terminate search firms to be used to identify Director candidates, retain and terminate such other advisors as the Committee may deem appropriate and approve related fees and retention terms for such consultants and advisors.
5. 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. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the individual’s experience, perspective, skills and knowledge and the interplay of the individual’s experience with the experience of other committee members.
6. 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.

7. Oversee the evaluation of the Board and management, including developing and recommending to the Board for its approval an annual self-evaluation process of the Board and its committees.
8. Review and make recommendations to the Board regarding Adtalem's response to stockholder proposals for inclusion in Adtalem's annual proxy statement.
9. Review corporate governance trends for their applicability to Adtalem and keep the Board informed of current best practices in corporate governance.
10. Conduct a succession planning process for the Board Chair and other Board members.
11. In connection with management, 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.
12. Conduct and present to the Board an annual performance evaluation of the Committee.
13. Review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
14. 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 all "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 stockholders 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.

### **Structure and Operations**

The Committee shall meet at least annually or more often as it deems necessary to fulfill its responsibilities. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

### **Delegation of Authority**

The Committee shall have the authority to 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 and consistent with the rules of the New York Stock Exchange.

Approved: May 14, 2019