

Apollo Group, Inc.
Nominating and Governance Committee of the Board of Directors
CHARTER

Purpose:

The Nominating and Governance Committee (the "Committee") will advise the Board of Directors on all matters relating to the selection and qualification of members of the Board as well as matters relating to the duties of the members of the Board.

The Committee shall act as a nominating committee with respect to candidates for Director. The Committee shall also assist the Board with corporate governance matters.

Membership:

The Committee shall consist of two or more members to be elected by the Board of Directors each of whom satisfies the independence requirements of the NASDAQ Corporate Governance Listing Standards. The Chairman of the Committee shall be designated by the Board of Directors.

Responsibilities:

The Committee shall:

1. Develop and recommend to the Board qualification criteria for new nominees to the Board of Directors.
2. Develop a process for identifying and evaluating nominees for director.
3. Reflecting the Board's criteria for election to the Board, recommend to the Board individuals to constitute the nominees of the Board of Directors for election to the Board either at the annual meeting of shareholders or to fill any vacancy existing in the Board of Directors created by death, resignation, retirement, disqualification, removal from office, increase in the size of the Board or other cause.
4. From time to time, conduct an assessment of the size and composition of the Board of Directors and make recommendations to the Board for changes in the size of the Board as appropriate.
5. Develop a policy with regard to consideration of any director candidates recommended by security holders, including the procedures to be followed by security holders in submitting such recommendations.

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6. Consult with the Chairman of the Board regarding the number, responsibilities and composition of standing committees of the Board.
7. Develop and periodically review the Company's corporate governance guidelines, and recommend any changes deemed appropriate.
8. Annually review and report to the Board regarding the Company's codes of business conduct and ethics applicable to employees, officers, and directors of the Company and the process for consideration and disclosure of any requested waivers of such codes for directors or executive officers of the Company.
9. Recommend continuing education courses, conferences and seminars that directors might attend to enhance their skills.
10. Facilitate periodic evaluation of the collective performance of the Board and of each of its committees.
11. Consider such other matters consistent with the Committee's purpose as the Board of Directors may from time to time determine.

Meetings:

The Committee shall meet at least three times each year, and additionally as appropriate.

A majority of the members shall constitute a quorum.

Outside Consultants:

The Committee may call upon any person including employees of the Company or its subsidiaries for information and counsel, and retain consultants (including professional talent search organizations) to advise it.