

AMERICAN PUBLIC EDUCATION, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of American Public Education, Inc. (the “Company”) is to (i) recommend candidates for election to the Board; (ii) make recommendations to the Board or otherwise act with respect to corporate governance policies and practices, including Board size, director qualifications, new director orientation, committee structure and membership, succession planning for the Company’s Chief Executive Officer and other key executive officers, and communications with stockholders; and (iii) assist the Board in its oversight of management’s development and application of its approach for the assessment and management of risk.

Composition

Number and Qualifications. The membership of the Committee shall consist of at least three directors. Each director who serves on the Committee must be affirmatively determined by the Board to meet the independence requirements established by applicable laws, regulations, and listing requirements, including the requirements established by The Nasdaq Stock Market (“Nasdaq”) and the Securities and Exchange Commission (the “SEC”), and other independence requirements that may be established by the Board.

Appointment. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board shall elect a chairperson (the “Chairperson”) and other members of the Committee on an annual basis, generally at the first meeting of the Board following the Company’s annual stockholders meeting.

Rotation and Removal. The position of Chairperson shall be rotated from time-to-time. In order to assure familiarity with the issues facing the Committee, the Chairperson should generally have served at least one year on the Committee prior to becoming Chairperson.

The Board may remove a member of the Committee, or replace the Chairperson, provided that the Board must, at all times, assure that the Committee will have a Chairperson and otherwise satisfy applicable Nasdaq rules relating to Committee composition.

Committee Operations

Meeting Schedule. The Committee shall meet at least annually, and at the direction of the Chairperson or at the request of any other Committee member. The Committee may meet in person or by telephone conference call, and may act by unanimous written consent.

Agenda and Materials. The Chairperson shall approve the agenda for the Committee's meetings, and any member may suggest items for the Committee's consideration. Briefing materials shall be provided to the Committee as far in advance of a meeting as practicable.

Attendance at Meetings. At the discretion of the Chairperson, the Committee may invite any officer or employee of the Company, outside advisors, counsel or consultants, or any directors who are not Committee members to attend a meeting of the Committee; provided that (i) the Committee Chairperson may ask non-Committee members to leave the meeting at any time, and (ii) nonmember Directors may not vote on any actions considered by the Committee.

Voting. A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote and actions at meetings may be approved by a majority of the members present.

Reporting to the Board. At the Board meeting following each Committee meeting, the Chairperson (or the Chairperson's designee) shall report to the full Board on the Committee's actions and recommendations.

Responsibilities and Duties

Director Nominations

Director Candidates. The Committee is responsible for identifying, reviewing, and recommending to the Board individuals to be proposed for nomination by the Board for election to the Board. This process includes the responsibility for reviewing Board candidates proposed by any stockholder of the Company.

Characteristics. The Committee shall periodically identify and review with the Board desired skills and attributes of both individual Board members and the Board overall within the context of current and future needs and develop general criteria for use in identifying, evaluating, and selecting qualified candidates for election or re-election to the Board. The characteristics shall be developed in the context of the current composition of the Board, the Company's operating requirements, and the long-term interests of the Company's stockholders.

Director Candidate Recommendations. In recommending candidates for election to the Board, the Committee shall take into consideration (i) whether candidates meet regulatory requirements for independence and qualification, (ii) the Board's overall composition in light of current and future needs, (iii) the past performance of incumbent directors, (iv) and whether candidates have the qualities of integrity, judgment, acumen, and the time and ability to make a constructive contribution to the Board. In reviewing the composition of the Board, the Committee shall consider professional skills and background, experience in relevant industries, diversity, age, tenure, and geographic background.

Director Training. The Committee shall oversee the orientation and training of newly elected directors and coordinate continuing education for all directors.

Corporate Governance

Governance Documents. The Committee is responsible for periodically reviewing and making recommendations to the Board regarding amendments to the Board committee Charters, Code of Business Conduct and Ethics, Corporate Governance Guidelines, Stockholder Communications Policy and the Policy for Related Person Transactions.

Committee Structure and Appointments. The Committee is responsible for periodically reviewing and making recommendations to the Board regarding the Board's committee structure, composition, and responsibilities. The Committee is also responsible for recommending directors for appointment by the Board to one or more of the Board's committees or to the position of chairperson of a committee. The Committee shall recommend additional committee members to fill vacancies as needed, monitor the functioning of the Board's committees, and make recommendations to the Board regarding changes, including the creation and elimination of committees.

Succession Planning

Chief Executive Officer and Key Executive Officer Succession. The Committee is responsible for overseeing the succession planning process with respect to the Chief Executive Officer and other key executive officers, including an emergency succession plan addressing the event of the death or disability of the Chief Executive Officer and other key executive officers. The full Board is responsible for selecting the Chief Executive Officer and other key executive officers.

Performance Evaluations

Review and Evaluation Processes. The Committee shall oversee the annual evaluation process for the Board, its committees, and individual directors. The Committee shall also reassess the adequacy of this Charter, assess its own performance as compared to the requirements of this Charter and applicable law and regulations, and recommend any proposed changes to the Board for approval. The Committee shall periodically update the Board on material developments in the area of corporate governance and annually provide the information regarding the Committee's responsibilities to be included in the Company's annual meeting proxy statement, in accordance with applicable rules and regulations.

Risk Oversight

Enterprise Risk Oversight. The Committee is responsible for assisting the Board in overseeing management's development and application of its approach for the assessment and management of strategic, operational, regulatory, information, external, and other significant risks in the business of the Company.

Coordinating with Other Committees. The Committee will be responsible for periodically communicating with the other committees of the Board with regard to their current risk oversight activities. The Committee will not have responsibility for oversight of risk assessment

and management matters that are subject to the jurisdiction of another committee of the Board pursuant to that committee's charter.

Independence Analysis

Annual Independence Evaluations. This Committee will, on an annual basis, and whenever an individual is considered by the Committee for election as a director, conduct an analysis of each current or prospective director's eligibility to be classified as "independent" under the Company's Corporate Governance Guidelines, any applicable statutes and regulations, and any other independence requirements that may be established by the Board. The Committee will in turn make a recommendation regarding each individual's independence to the full Board.

Other Responsibilities and Committee Resources

Other Responsibilities. The Committee shall perform such other functions as may be assigned to it by the Board from time to time, and may form and delegate authority to subcommittees as necessary or appropriate. Any actions of a subcommittee shall be presented to the Committee at its next scheduled meeting. The scope of authority delegated herein to the Committee shall include the power to engage in other activities that are within the general scope of the Committee's responsibilities.

Committee Resources. The Committee shall have the authority to retain and terminate advisors, including any search firm to be used to identify director candidates, and shall have sole authority to approve the advisor's fees and other retention terms. The Company will bear the expense of such advisors.

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Adopted by the Board effective December 5, 2019.