

MCGRAW-HILL EDUCATION, INC.
AUDIT COMMITTEE CHARTER

November 25, 2014

This Audit Committee Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) of McGraw-Hill Education, Inc.

1. Purpose

The primary purpose of the Audit Committee (the “Committee”) is to assist the Board of McGraw-Hill Education, Inc. (collectively with McGraw-Hill Global Education Holdings, LLC, McGraw-Hill School Education Holdings LLC and their respective subsidiaries, the “Company”) in fulfilling its oversight responsibilities with respect to:

- the accounting and financial reporting processes of the Company, including the integrity of the financial statements and other financial information provided by the Company to its shareholders, employees and others;
- the Company’s compliance with legal and regulatory requirements;
- the Company’s independent registered public accounting firm’s qualifications, independence and performance;
- the audit of the Company’s financial statements; and
- the performance of the Company’s internal audit function.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight, whereas the Company’s independent registered public accounting firm is responsible for conducting audits, and the Company’s management is responsible for determining that the Company’s financial statements and disclosures are complete and accurate and are in accordance with U.S. generally accepted accounting principles and any other applicable laws or regulations.

2. Organization and Membership

The Committee shall be comprised of three (3) directors, at least two (2) of whom shall be Apollo Directors (as defined in the Stockholders’ Agreement). Each member of the Committee shall be financially literate, as determined by the Board. In addition, one or more members of the Committee shall qualify as an “audit committee financial expert,” as determined by the Board in accordance with Securities and Exchange Commission rules. The members of the Committee may qualify as independent under the NASDAQ Stock Market LLC standards of independence for directors, as determined by the Board. The members of the Committee and the Committee Chair shall be appointed by the Board, considering the recommendations of the Nominating and Corporate Governance Committee of the Board.

3. Meetings and Procedures

Meetings. The Committee shall meet at such times and with such frequency as the Committee shall determine as appropriate to meet its responsibilities. The Chair of the Committee or a majority of the members of the Committee may call meetings of the Committee. In addition, the Committee shall periodically meet separately in executive session with each of management, the independent registered public accounting firm, the Company's chief internal auditor and the General Counsel.

Procedures. The Chair of the Committee shall develop the agenda of items to be addressed at each meeting, taking into account the suggestions of the members of the Committee, and shall, if practicable, circulate the agenda to each member of the Committee in advance of each meeting. A majority of the members of the Committee shall constitute a quorum and the Committee may act by a majority of the directors present at any meeting at which there is a quorum. Meetings may be held telephonically to the extent permitted by law.

4. Specific Authority, Responsibilities and Duties

Among its specific duties and responsibilities, the Committee shall:

With respect to the engagement of any independent registered public accounting firm to perform audits and other audit related services:

Be directly responsible for the appointment, compensation, retention (including termination) and oversight of the work of any independent registered public accounting firm engaged by the Company (including for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services or other work for the Company). In this regard, the Committee shall appoint and retain, compensate, evaluate, and terminate when appropriate, the independent registered public accounting firm, which shall report directly to the Committee.

With respect to the work of the Company's independent registered public accounting firm:

Grant any appropriate pre-approvals of (a) all auditing services to be provided by the Company's independent registered public accounting firm, and (b) all appropriate non-audit services to be provided by such firm.

At least annually, consider the independence of the Company's independent registered public accounting firm, and, consistent with the rules of the Public Company Accounting Oversight Board ("PCAOB"), obtain and review a report by the independent registered public accounting firm describing any relationships between the firm, and the Company or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the firm's independence, and discuss with such firm the potential effects of any such relationships on independence.

At least annually, obtain and review an annual report from the Company's independent registered public accounting firm describing (a) such firm's internal quality control procedures, and (b) any material issues raised by the most recent internal quality control review, or peer review, of the Company's independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Company's independent registered public accounting firm, and any steps taken to deal with any such issues.

Establish policies for the hiring of employees and former employees of the independent registered public accounting firm.

With respect to the Company's financial statements:

Meet to review and discuss with management, the internal audit group and the Company's independent registered public accounting firm the Company's annual audited and quarterly unaudited financial statements and the independent auditor's reports related to the financial statements.

Review and discuss with the Company's independent registered public accounting firm the matters required to be discussed by the independent registered public accounting firm under Auditing Standard No. 16, as adopted by the PCAOB and amended from time to time.

Review and discuss with management, the internal audit group, the Company's independent registered public accounting firm and the Company's in-house and outside legal counsel, as appropriate, any legal, regulatory or compliance matters (including tax) that could have a significant impact on the Company's financial statements, including applicable changes in regulatory and accounting initiatives, standards or rules and changes in applicable tax regulations.

Review and discuss with management the Company's major financial risk exposures and the steps management has taken to monitor, control and manage such exposures, including the Company's risk assessment and risk management guidelines and policies.

With respect to the internal audit function, internal controls and legal and regulatory compliance:

Review, based upon the recommendation of the Company's independent registered public accounting firm and the chief internal auditor or its equivalent, the scope and plan of the work to be done by the internal audit group, the responsibilities, budget and staffing needs of the internal audit group, and the results of the internal audit program.

Review on an annual basis the performance and effectiveness of the internal audit group.

In consultation with the Company's independent registered public accounting firm and the internal audit group, review and discuss the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies in internal controls and significant changes in internal controls reported to the Committee by the independent registered public accounting firm or management.

Oversee the Company's compliance program with respect to legal and regulatory requirements, including the Company's codes of conduct and the Company's policies and procedures for monitoring compliance; and at least annually, meet to review the implementation and effectiveness of the Company's compliance program with the General Counsel, who shall have the authority to communicate directly to the Audit Committee, promptly, about actual and alleged violations of law or the Company's codes of conduct, including any matters involving criminal or potential criminal conduct.

Establish and oversee procedures for handling reports of potential misconduct, including (a) violations of law or the Company's codes of conduct, (b) complaints received by the Company regarding accounting, internal accounting controls, auditing and federal securities law matters, and (c) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, internal accounting controls and auditing matters.

Review periodically with appropriate legal staff of the Company material legal affairs of the Company, the Company's compliance policies and any material reports or inquiries received from regulatory or governmental agencies.

With respect to the Information Technology (IT) function of the Company:

Review the Company's IT infrastructure strategy and execution thereof, and periodically report to the Board with its views on: (i) the strategy for the ongoing development and maintenance of the IT infrastructure for the Company; (ii) the efficient utilization of resources by the IT function; and (iii) the efficient and effective investment of capital by the Company towards its IT capabilities.

In addition, the Chairman of the Committee shall meet with the Chief Information Officer of the Company and his staff on a periodic basis in order to stay abreast of developments in IT strategy, operations, utilization of resources, investment of capital and otherwise as necessary in order for him to keep the Board informed as provided above.

With respect to its other responsibilities:

At least annually, evaluate the performance of the Committee, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board, as appropriate.

Report regularly to the Board and other committees, as applicable, with respect to the foregoing matters, and make recommendations to the Board or such committees, as

appropriate. Review with the full Board any issues that have arisen before the Committee with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent registered public accounting firm or the performance of the internal audit group. Review the findings of any examination by regulatory agencies and any auditor observations.

Perform any other activities or functions consistent with governing law as the Board deems necessary or appropriate.

5. Outside Advisors; Reliance

Retention of Advisors and Counsel. The Committee shall have the authority to retain such consultants, outside counsel, accountants, experts and other advisors as it deems necessary or appropriate to assist it in carrying out its duties.

Determine Administrative Expenses. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for the payment of (a) compensation to the Company's independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (b) compensation to any advisors or consultants retained by the Committee, and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Reliance Permitted. In fulfilling its duties and responsibilities hereunder, the Committee will be entitled to reasonably rely on (a) the integrity of those persons within the Company and of the professionals and experts (such as the Company's independent registered public accounting firm) from which it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts, and (c) representations made by the Company's independent registered public accounting firm as to any services provided by such firm to the Company.

Participation of Employees. The Committee may request any executive or employee of the Company or representative of the Company's outside counsel or independent registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or advisors or consultants to, the Committee.