

MCGRAW-HILL EDUCATION, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

May 28, 2013

This Nominating and Corporate Governance 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 Nominating and Corporate Governance 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”) to:

- identify individuals qualified to become Board members consistent with criteria approved by the Board;
- recommend to the Board the Company’s candidates for election to the Board at applicable meetings of stockholders;
- recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships, other than with respect to the Apollo Directors;
- recommend to the Board the composition of the Board and its committees;
- review and, as appropriate, recommend to the Board revisions to the Corporate Governance Guidelines;
- oversee the evaluation of the Board and its committees; and
- perform a leadership role in shaping the Company’s corporate governance.

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). The members of the Committee may qualify as independent under the NASDAQ Stock Market LLC (“NASDAQ”) 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 Committee.

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.

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 and subject to the Stockholders' Agreement, the Committee shall:

Director Criteria. Develop, and recommend to the Board for its approval, criteria for director candidates, and review these criteria with the Board periodically.

Director Candidates. Identify individuals believed to be qualified as candidates to serve on the Board, evaluate the director candidates and recommend that the Board select the candidates for directorships to be filled by the Board or by the stockholders at any annual or special meeting. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for director.

Board Committees. Evaluate and recommend to the Board the structure of the Board and its committees and recommend to the Board for its approval directors to serve as members of each committee and as committee Chairs.

Director Compensation. Annually review the components and amount of the compensation for non-employee directors and recommend changes to the Board as appropriate.

Director Orientation and Ongoing Education. Together with management, oversee the orientation process for new directors and ongoing education for directors.

Corporate Governance Guidelines. Periodically review and recommend to the Board, as appropriate, revisions to the Corporate Governance Guidelines.

Board Evaluations. Oversee the annual self-evaluation process of the Board and its committees and report to the Board on the results of the self-evaluation process.

Director Independence. Make recommendations to the Board with respect to determinations of director independence.

Corporate Citizenship. Consider matters relating to the Company's responsibilities as a global corporate citizen pertaining to corporate social responsibility and corporate public policy and the impact on the Company's employees.

Corporate Governance Matters and Practices. Advise and make recommendations to the Board regarding corporate governance matters and practices, to the extent these matters are not the responsibility of any other committee of the Board.

Annual Evaluation of Committee and Charter. 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.

Reporting. 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.

Other. 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, experts and other advisors as it deems necessary or appropriate to assist it in carrying out its duties, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

Determine Administrative Expenses. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for the payment of 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 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.

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.