

**STI EDUCATION SYSTEMS HOLDINGS, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER**

A. INTRODUCTION

The Board of Directors ("Board") of STI Education Systems Holdings, Inc. (the "Corporation") shall establish Committees to aid in performing and implementing specialized functions and tasks and to aid in complying with the principles of good corporate governance.

The Corporate Governance Committee ("Committee") shall assist the Board of the Corporation in the fulfillment of its corporate governance responsibilities in accordance with all applicable laws, rules and regulations.

The Corporation hereby adopts this Charter of the Corporate Governance Committee.

B. COMPOSITION OF THE COMMITTEE

The Committee shall be composed of at least three (3) members of the Board, all of whom, as far as practicable, should be Independent, including the Chairman, and such other persons as the Board may designate.

The Committee shall serve as the Corporation's Nomination and/or Remuneration Committee.

The Board shall appoint the members of the Committee at the organizational meeting held immediately after the annual stockholders' meeting and each member shall serve upon his election until the next organizational meeting of the Board, unless removed or replaced by the Board.

C. FUNCTIONS, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall perform all duties as requested or required by the Board. The Governance Committee shall specifically be responsible for the following duties and responsibilities:

1. Assist the Board in the performance of its corporate governance responsibilities, including those functions related to the nomination, election and remuneration of directors.
2. Oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as its business and regulatory environments.

