

**STI EDUCATION SYSTEMS HOLDINGS, INC.**  
**RELATED PARTY TRANSACTIONS COMMITTEE CHARTER**

This Related Party Transactions Committee Charter ("this Charter") sets out the purpose, composition duties and responsibilities of the Related Party Transactions Committee (the "Committee") of STI Education Systems Holdings, Inc. (the "Company"), and the procedures which guide the conduct of its functions.

*Section 1: Purpose*

The Committee shall review all material related party transactions (RPTs) of the Corporation and ensure that said transactions are conducted at arms' length.

*Section 2: Composition*

The Committee shall be composed of at least three (3) non-executive directors. A majority of the members, including the Chairperson, shall be independent. The Corporate Secretary shall be the Committee Secretary, unless otherwise determined by the Committee.

*Section 3. Duties and Responsibilities*

The Committee shall:

- (a) Review all material related party transactions of the Company;
- (b) Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, related party transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and regulatory authorities.
- (c) Evaluate all material related party transactions to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transaction. In evaluating related party transactions, the Committee shall take into account, among other, the following: (i) the related party's relationship to the Company and interest in the transaction; (ii) material facts of the transaction, including its proposed aggregate value; (iii) benefits to the Company of the transaction; (d)

