

**COMPENSATION COMMITTEE CHARTER**  
**of the Compensation Committee**  
**of K12 Inc.**

*(Revised December 1, 2016)*

This Compensation Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of K12 Inc. (the “Company”) on September 7, 2007, as subsequently amended from time to time.

**I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board is (1) to discharge the Board’s responsibilities relating to compensation of the Company’s executives, including by designing (in consultation with management or the Board), recommending to the Board for approval, and evaluating the compensation plans, policies and programs of the Company and (2) to produce an annual report on executive compensation for inclusion in the Company’s proxy materials or annual report on Form 10-K filed with the SEC in accordance with applicable rules and regulations. The Committee shall ensure that the Company’s executive compensation programs are designed to:

- attract and retain individuals of superior ability and managerial talent;
- ensure senior executive compensation is aligned with the Company’s corporate strategies, business objectives and the long-term interests of stockholders;
- provide an incentive to achieve key strategic and financial performance measures by linking incentive award opportunities to the achievement of performance goals in these areas; and
- enhance the executives’ incentive to increase the Company’s stock price and maximize stockholder value, as well as promote retention of key people, by providing a portion of total compensation opportunities for senior management in the form of direct ownership in the Company’s stock through equity-based incentive awards.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

## **II. Membership**

The Committee shall be composed of at least two directors as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (1) satisfy the independence requirements of the New York Stock Exchange (“NYSE”), (2) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “1934 Act”), and (3) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board and may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

## **III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

In connection with the exercise of its duties and responsibilities, the Committee shall have the sole authority, as it deems appropriate, to retain, oversee and terminate, as needed, any independent counsel, compensation and benefits consultants and other outside experts or advisers as the Committee believes in its sole discretion to be necessary or appropriate. The Committee may also utilize the services of the Company’s regular legal counsel or other advisers to the Company. The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration all factors relevant to that person’s independence from management, including the factors specified under the standards of the NYSE. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of reasonable compensation to any such persons retained by the Committee.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

#### **IV. Duties and Responsibilities**

1. The Committee shall, at least annually, review the compensation approach of the Company.

2. The Committee shall, at least annually, recommend to the Board of Directors for its approval the individual and corporate goals and objectives related to the compensation of the chief executive officer (“CEO”) and Executive Chairman, if applicable. The Committee shall evaluate annually the performance of the CEO and Executive Chairman, if applicable, in light of those goals and objectives and together with the other independent directors (as directed by the Board of Directors) recommend to the Board of Directors the compensation of the CEO and Executive Chairman, if applicable, based on such evaluation. In determining the CEO’s or Executive Chairman’s performance, the Committee may also consider a number of factors, including, but not limited to: (1) fostering a corporate culture that promotes the highest levels of integrity and ethics; (2) developing and executing the Company’s strategic plan; and (3) conducting the business of the Company to enhance long-term shareholder value. With respect to a long-term incentive component of the CEO’s or Executive Chairman’s compensation, the Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs or Executive Chairmen at comparable companies, and the awards given to the Company’s CEO and Executive Chairman, if applicable in past years.

3. The Committee shall, at least annually, review and approve all compensation for all other officers (as such term is defined in Rule 16a-1 promulgated under the 1934 Act), directors and all other employees of the Company or its subsidiaries with a base salary greater than or equal to \$400,000.

4. The Committee shall make recommendations to the Board with respect to non-CEO officer compensation, incentive-compensation plans and equity-based plans and shall review and approve all officers’ employment agreements and severance arrangements.

5. The Committee shall manage and periodically review all annual bonus, long-term incentive compensation, equity-based compensation, employee pension and welfare benefit plans (including the Company’s 401(k) plan, employee stock purchase plan, equity compensation plans and other current and future plans), and with respect to each plan shall have responsibility for:

(i) general administration;

(ii) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate and committing to writing any and all performance targets for all executive officers who may be “covered employees” under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of the Code in order for such target to be “pre-established” within the meaning of Section 162(m);

(iii) certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);

(iv) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;

(v) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers or current employees with the potential to become the CEO or an executive officer, including equity-based incentive awards and other equity rights (*e.g.*, restricted stock, stock options, stock purchase rights);

(vi) approving which executive officers are entitled to awards under the Company's equity compensation plan(s); and

(vii) repurchasing securities from terminated employees.

All periodic plan reviews should include reviewing the plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated.

6. The Committee shall establish and periodically review policies concerning perquisite benefits.

7. The Committee shall periodically review the need for a Company policy regarding compensation paid to the Company's executive officers in excess of limits deductible under Section 162(m) of the Code.

8. The Committee shall determine the Company's policy with respect to change of control or "parachute" payments.

9. The Committee shall manage and review executive officer and director indemnification and insurance matters.

10. The Committee shall manage and review any employee loans in an amount equal to or greater than \$25,000.

11. The Committee shall prepare and approve the Compensation Committee report as required by Item 407(e)(5) of Regulation S-K to be included as part of the Company's annual proxy statement.

12. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

13. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, except that it shall not delegate its responsibilities set forth in paragraphs 3 and 5 of Section IV above or for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a committee of “outside directors” or is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of “non-employee directors.