

**ACADEMIC COMMITTEE CHARTER**  
**of the Academic Committee**  
**of K12 Inc.**

This Academic Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of K12 Inc. (the “Company”) on May 8, 2014.

**I. Purpose**

The purpose of the Academic Committee (the “Committee”) of the Board is to assist the Board in discharging the Board’s responsibilities related to:

- (a) monitoring the effectiveness of the Company’s education products and services;
- (b) participating in the meetings of the Company’s Educational Advisory Committee (“EAC”);
- (c) obtaining information, data, and recommendations from the Company’s Chief Academic Officer (“CAO”) to assist in its decision making;
- (d) evaluating and implementing as necessary the proposals of the EAC; and
- (e) reporting and recommending to the Board any other matters to maximize the Company’s ability to provide an effective education to students enrolled in the schools served by the Company.

In addition to the responsibilities expressly delegated to the Committee in this Charter, the Committee may carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. While acting within the scope of the responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. Membership**

The Committee shall be comprised of up to three members, as determined by the Board, each of whom has experience, in the business judgment of the Board, which would be helpful in addressing the matters delegated to the Committee.

The members of the Committee shall be appointed by the Board, and the Committee may perform its responsibilities without a Chair, unless the Board determines otherwise. Committee members 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 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 independently at least once per year and preferably in conjunction with a meeting of the EAC. In addition, the Committee members are encouraged to attend the regularly scheduled meetings of the EAC and any such other meetings of the EAC the Committee deems appropriate.

All 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 the CAO and other members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any director who is not a member of the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, including the services of the Company's regular legal counsel or other advisors, if necessary.

The Chair shall report to the Board regarding the activities of the Committee at the next regularly scheduled meeting of the Board following a meeting of the EAC and as otherwise requested by the Chairman of the Board.

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

1. The Committee members are encouraged to attend the meetings of the Company's EAC and assist the EAC in its focus on academic achievement and growth goals and its development and implementation of recommendations to the Company regarding specific tactics to be successful in these areas.

2. The Committee shall consider and make recommendations to the Board to ensure continuous improvement in the academic outcomes for the public and private schools served by the Company, including, but not limited to, recommendations that adequate financial and other Company resources be considered in connection with the Company's annual budget process and such other advisory recommendations as may be developed by the EAC and the CAO.

3. The Committee shall perform such other duties and recommend to the Board such other matters and actions as may be necessary to maximize the Board's ability to provide an effective education to students enrolled in the schools served by the Company and to fulfill the educational mission of the Company.

4. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with 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.

5. 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, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.