

NATIONAL AMERICAN UNIVERSITY HOLDINGS, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. STATEMENT OF POLICY

The primary purpose of the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of National American University Holdings, Inc. (the “**Company**”) is to ensure an appropriate and effective role for the Board acting on behalf of the shareholders in the governance of the Company. The Committee has the responsibility and authority to (i) identify individuals qualified to become Board members; (ii) develop and recommend to the Board criteria for selecting qualified director candidates; (iii) select, or recommend to the Board, director nominees for each election of directors; and (iv) provide oversight in the evaluation of the Board and each committee.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee will be comprised entirely of directors who satisfy the definition of “independent” under the listing standards of The NASDAQ Stock Market (“**NASDAQ**”). The Committee members will be appointed by the Board and may be removed by Board in its discretion. Each member of the Committee will serve until his or her successor is duly elected and qualified or until such member’s earlier resignation or removal. Unless a Committee Chair is elected by the Board, the members of the Committee will designate a Chair by majority vote of the full Committee. In fulfilling its responsibilities, the Committee will, to the extent permitted by law, be entitled to delegate any or all of its responsibilities to one or more subcommittees of the Committee comprised of at least two members of the Committee.

III. MEETINGS

The Committee will meet at least once each year and additionally as appropriate to fulfill its responsibilities hereunder. A majority of the Committee members will constitute a quorum. The Committee may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITY

The Committee will have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

1. Evaluate and recommend to the Board director nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the

Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.

2. Determine criteria for selecting new directors, including desired board skills and attributes, and identify and actively seek individuals qualified to become directors.
3. Recommend director nominations to be presented for stockholder approval at the annual meeting or to fill any vacancy existing in the Board created by death, resignation, retirement, disqualification, removal from office, increase in the size of the Board or other cause.
4. Develop a policy with regard to consideration of any director candidates recommended by stockholders, including the procedures to be followed by stockholders in submitting such recommendations.
5. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.
6. From time to time, conduct an assessment of the size and composition of the Board and make recommendations to the Board for changes in the size of the Board as appropriate.
7. Develop, recommend for Board approval and review on an ongoing basis, the adequacy of, the corporate governance principles applicable to the Company. Such principles will include director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director orientation and continuing education, management succession and annual performance evaluation of the Board and committees.
8. Consult with the Audit Committee regarding the adoption of a Code of Business Conduct and Ethics (“**Code of Conduct**”) applicable to all employees and directors, which meets the requirements of Item 406 of the Securities and Exchange Commission’s Regulation S-K, and provide for and review prompt disclosure to the public of any change in, or waiver of, such Code of Conduct.
9. Consult with the Audit Committee periodically regarding changes to such Code of Conduct and other procedures for monitoring and enforcing compliance with such Code of Conduct.
10. Review, at least annually, the Company’s compliance with the NASDAQ corporate governance listing requirements and report to the Board regarding the same.
11. Monitor compliance with the Company’s insider trading policy and review, at least annually, the Company’s insider trading policy and make recommendations regarding changes to the same.
12. Assist the Board in developing criteria for the evaluation of Board and committee performance.

13. If requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.
14. Oversee the evaluation of management.
15. Ensure adequate training and education for Board members.
16. Review and recommend to the Board changes to the Company's bylaws as needed.
17. Make regular reports to the Board and propose any necessary action to the Board.
18. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. RESOURCES

The Committee will have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee will have the sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

VI. ANNUAL REVIEW

The Committee will review on at least an annual basis (i) this Charter and the scope of responsibilities of this Committee; and (ii) the Committee's performance of its duties. Any proposed changes to this Charter or the Committee's scope of responsibilities, where indicated, will be referred to the Board for appropriate action.

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Adopted by the Board effective March 12, 2010.

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