

# LINCOLN EDUCATIONAL SERVICES CORPORATION

## COMPENSATION COMMITTEE CHARTER

### *Purpose*

The Committee is established by the Board of Directors (the “Board”) of Lincoln Educational Services Corporation (the “Company”) primarily for the purpose of discharging the responsibilities of the Board relating to all compensation, including equity compensation, of the Company’s executives. The Committee has overall responsibility for evaluating and making recommendations to the Board regarding (i) compensation of the Company’s directors and Chief Executive Officer; and (ii) equity-based and incentive compensation plans, policies and programs of the Company. In addition, the Committee is responsible for producing an annual report on executive compensation for inclusion in the Company’s annual proxy statement, in accordance with applicable rules and regulations.

### *Composition*

1. Members. The Committee shall consist of as many members as the Board shall determine from time to time, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Unless the Company is a “controlled company,” (as such term is defined in the Nasdaq Stock Market, Inc. rules) each member of the Committee shall meet all applicable independence and other requirements of law and the listing requirements of Nasdaq Stock Market, Inc. Each member of the Committee shall also be a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended (“Section 16”) and an “outside director” for purposes of the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m”).
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Nominating and Corporate Governance Committee. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member (i) ceases to meet the independence criteria set forth in the listing requirements of Nasdaq Stock Market, Inc, (ii) ceases to be a “non-employee director” for purposes of Section 16, or (iii) ceases to be an outside director for purposes of Section 162(m).

### *Operations*

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings,

provided that the Committee shall meet at least two times per year and at such other times as it deems necessary to fulfill its responsibilities.

2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
3. Report to Board. The Committee shall report periodically, but no less than once annually, to the entire Board and shall submit to the Board the minutes of its meetings.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

#### ***Authority and Duties***

1. The Committee shall approve and oversee the total compensation package for the Company's Chief Executive Officer including, without limitation, his base salary, annual incentives, deferred compensation, stock options and other equity-based compensation, incentive compensation, special benefits, perquisites, and incidental benefits. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Company's Chief Executive Officer.
2. The Committee shall review the recommendations of the Company's Chief Executive Officer in connection with the total compensation package for the Company's President and corporate Vice Presidents including, without limitation, their base salaries, annual incentives, deferred compensation, stock options and other equity-based compensation, incentive compensation, special benefits, perquisites, and incidental benefits.
3. The Committee shall review and make recommendations to the Board with respect to the compensation of the Company's directors, including, without limitation, equity and equity-based compensation.
4. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Company's Chief Executive Officer in light of those goals and objectives, and set the compensation level of the Company's Chief Executive Officer's based on this evaluation. In determining the long-term incentive component of the Company's Chief Executive Officer's compensation, the Committee shall consider, without limitation, the Company's performance and relative shareholder return, the value of similar incentive awards to Chief

Executive Officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years.

5. The Committee shall review the results of and procedures for the evaluation of the performance of the Company's President and corporate Vice Presidents by the Company's Chief Executive Officer.
6. The Committee shall review periodically and make recommendations to the Board regarding any long-term incentive compensation or equity plans, programs or similar arrangements that the Company establishes for, or makes available to, its directors, employees and consultants (collectively, the "Plans"), the appropriateness of the allocation of benefits under the Plans and the extent to which the Plans are meeting their intended objectives and, where appropriate, recommend that the Board modify any Plan that yields payments and benefits that are not reasonably related to employee performance.
7. The Committee shall administer the Plans in accordance with their terms, construe all terms, provisions, conditions and limitations of the Plans and make factual determinations required for the administration of the Plans.
8. The Committee shall review and make recommendations to the Board regarding all new employment, consulting, retirement and severance agreements and arrangements proposed for the Company's executives. The Committee shall periodically evaluate existing agreements and arrangements with the Company's executives for continuing appropriateness.
9. The Committee shall as, and when required, establish and certify the attainment of performance goals pursuant to Section 162(m).
10. The Committee shall adopt and periodically review a comprehensive statement of executive compensation philosophy, strategy and principles that has the support of management and the Board, and administer the Company's compensation program fairly and consistently in accordance with these principles.
11. The Committee shall review and approve the disclosure regarding compensation matters in the Company's proxy statement.
12. The Committee shall publish an annual Compensation Committee Report to Stockholders on the Company's executive compensation policies and programs and the relationship of corporate performance to executive compensation, including the factors and criteria on which the Chief Executive Officer's compensation for the previous fiscal year was based and the relationship of the Company's performance to the Chief Executive Officer's compensation, for inclusion in the Company's proxy statement.
13. The Committee shall select peer groups of companies that shall be used for purposes of determining competitive compensation packages.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate in accordance with applicable laws and regulations. In discharging its duties, the Committee shall have full access to all Company books, records, facilities and personnel. The Committee may retain compensation consultants having special competence to assist the Committee in evaluating director and executive compensation and may also retain counsel, accountants or other advisors, in its sole discretion. The Committee shall be given the resources, and shall determine the funding requirements, for the payment of compensation to such consultants and any advisers employed by the Committee, and the payment of the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate such consultants or advisors and to review and approve such consultant's or advisor's fees and other retention terms.