

**DeVRY INC.**

**Finance Committee Charter**

**Purpose**

The purpose of the Finance Committee (“Committee”) of the Board of Directors (the “Board”) of DeVry Inc. (the “Company”) is to review the Company’s asset mix, capital structure and strategies, and financing strategies; and to review and make recommendations on the Company’s dividend policy and risk management policy. The Committee shall have such other powers and perform such other duties as the Board may from time-to-time delegate to it, in accordance with the By-Laws of the Company.

**Duties and Responsibilities**

1. Review the Company’s asset mix, capital structure and strategies, and financing strategies and to report to the full Board with respect thereto, as appropriate.
2. Review and make recommendations to the management and to the full Board, as appropriate, with respect to the Company’s dividend policy.
3. Annually conduct an evaluation of its own performance and, in light of this, consider changes to its membership, charter or procedures. The Committee shall report to the Board the results of its evaluation, including recommended charter, membership and other changes.
4. The Committee shall meet in person or telephonically at least once a year at such times and places determined by the Chairman of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chairman.
5. The Chairman of the Committee shall report to the Board at each meeting of the Board the deliberations, actions and recommendations of the Committee since the last Board meeting.
6. Except as expressly provided in the Charter, the By-Laws of the Company or the Company’s corporate governance guidelines, or as required by law, regulation or NYSE listing standards, the Committee shall establish its own rules of procedure.

**Composition and Qualifications**

The Committee shall be composed of three or more Directors, the exact number to be determined from time-to-time by resolution of the Board.

The Chairman and members of the Committee shall be designated, annually, by a majority vote of the entire Board (after considering any recommendation of the Nominating and Governance Committee) at the organizational meeting of the Board of Directors held in connection with the annual meeting of shareholders.

Action to fill vacancies on the Committee and to remove a member of the Committee shall be taken by a majority vote of the entire Board.