

**CHARTER OF THE  
NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF  
DIRECTORS  
OF SCHOLASTIC CORPORATION**

**Organization**

The Nominating and Governance Committee (the “Committee”) of the Board of Directors of Scholastic Corporation (the “Company”) shall be comprised of no fewer than three (3) directors appointed by the Board of Directors (the “Board”). Each member of the Committee shall satisfy the applicable independence requirements of NASDAQ and any other applicable regulatory requirements.

**Statement of Policy**

The Committee shall provide assistance to the Board in fulfilling its responsibilities to the stockholders of the Company relating to Board composition and committee structure and membership. Stockholders should be advised of the Committee's functions and encouraged to submit their recommendations concerning potential Board candidates to the Committee in order to provide a workable method of affording access to the nominating process to individual stockholders.

**Responsibilities**

The Committee shall be authorized to perform the following functions on behalf of the Board and report its findings and recommendations regularly to the Board:

- Recommend to the Board of Directors nominees for election as directors.
- Identify, screen and recommend to the Board candidates for new directors as necessary to fill vacancies or additional needs of the Board.
- Recommend to the Board any changes it believes desirable in the size and composition of the Board.
- Report to the Board regarding the performance of the Board as a whole and recommend to the Board the structure, functions, duties, and membership of the committees of the Board.
- Submit the minutes of all meetings of the Committee to, or report on the matters discussed at each meeting with, the Board.
- Obtain the full Board’s approval of this Charter and review and reassess this Charter as conditions dictate (at least once per fiscal year).

- Make recommendations to the Board regarding corporate governance matters and practices, including developing, periodically reviewing and recommending to the Board, the Corporate Governance Guidelines of the Company.
- Facilitate an annual evaluation of the Board's effectiveness.
- Periodically review and discuss with the Board whether individual independent directors continue to satisfy the independence standards adopted by the Board, the Securities and Exchange Commission and NASDAQ.
- Where appropriate, obtain advice and assistance from internal or outside legal, accounting or other advisors.
- Form and delegate authority to subcommittees of this Committee, if determined to be necessary or advisable.
- Subject to the Delaware General Corporation Law, review and approve the Company's policies on and responses to important stockholder issues and proposals and recommend to the Board the inclusion of stockholder proposals, and the Board's response thereto, in the proxy statement.
- Review the orientation and training needs of directors and recommend action to the Board where appropriate.

### **Meetings**

- The Committee shall meet in person or telephonically at least three times each fiscal year. A quorum for the transaction of business at any meeting shall be two Committee members. The Committee may also act by unanimous written consent.
- The Committee Chair shall be responsible for calling the meetings of the Committee, establishing meeting agendas with input from management and supervising the conduct of the meetings. Any Committee member may submit items to be included on the agenda and may also raise subjects that are not on the agenda at any meeting.