PLATO Learning, Inc.
Nominating & Governance Committee Charter

Purpose

The Nominating & Governance Committee ("Committee") of the Board of Directors ("Board") is organized pursuant to Section 3.13 of Article III of the By-laws of the Company, and shall have a solid understanding of corporate governance. The Committee assists the Board with the composition of the Board and its Committees; retirement policy of the Board; and evaluating the qualifications and candidate criteria for Board membership. The Committee also facilitates an annual evaluation process for the Board and the CEO, and recommends to the Board good governance practices, as well as other matters relating to the duties and operation of the Board.

Organization and Procedures

The Committee is comprised of at least three (3) directors, as determined by the Board, each of whom shall be Independent Directors (as defined in Exhibit A to the Company's Corporate Governance Guidelines).

The Committee members shall be the chairs of the Audit Committee and Compensation Committees, and any other Independent Directors appointed by the Board of Directors, and its chairman shall be the Presiding Director, who will be recommended by the Chairman of the Board and will be designated by the Board.

The Committee shall have authority to retain consultants of its selection to advise it with respect to the evaluation of the Board and CEO and help with securing qualified Board members, or with respect to matters within its purview that the Committee determines such advice is necessary or appropriate under the circumstances.

The Committee members will be indemnified by the Company to the maximum extent provided under Delaware law.

Meetings

The Committee shall meet when scheduled by the Committee Chairman and/or as circumstances dictate.

A majority of the members of the Committee shall constitute a quorum for any meeting. Any action of a majority of the members of the Committee present at any meeting at which a quorum is present; or any action of the Committee if all of the Committee members have executed a written consent in which the action is filed with the Corporate Secretary, shall be an action of the Committee.

Duties and Responsibilities

1. Review and update this Charter periodically, as conditions dictate.

2. Develop and Review periodically the Corporate Governance Guidelines of the Company to ensure that they are appropriate for the Company and comply with applicable laws, regulations and listing standards, and to recommend any desirable modifications to the Board.

3. Develop and recommend to the Board with the direct input from the CEO, specific guidelines and criteria regarding qualifications required of potential nominees for Board membership, and the selection process that will attract qualified candidates to serve on the Board. In fulfilling the above responsibilities, the Committee shall seek individuals whose background, knowledge and experience shall assist the Board in furthering the interests of the Company and its shareholders. The criteria weighed in the Director selection process include factors such as: industry knowledge and experience, public company experience, academic or research institution experiences, government entity experience, finance experience, independence from conflict or direct economic relationship with the Company, ability to attend Board meetings regularly and devote an appropriate amount of effort in preparation for those meetings, diversity, current employment, and other board memberships.

4. Identify and recommend to the Board director candidates believed to be qualified to become nominees for Directors to be elected by the Board to a) fill vacancies, b) fill newly created directorships in connection with an increase in the size of the Board, which occur other than at the time of the annual meeting of shareholders, or c) stand for re-election to the Board for submission to the shareholders for election at each annual meeting of shareholders.

5. Recommend to the Board removal of a director where appropriate.

6. Review and make recommendations to the Board regarding the appropriate composition, function, structure and operation of the Board, including total size, classes of the Board, and number of employee-directors.

7. Review annually in consultation with the Chairman and Chief Executive Officer(s) of the Company, committee assignments and chairperson committee assignments for each committee of the Board and recommend to the Board any changes that may be appropriate, including whether there should be a policy with respect to the rotation of members of each committee and/or chairpersons of each committee. The Committee shall take into consideration any factors it deems appropriate for committee assignments, including without limitation, the desired qualifications for membership on each committee, the Director's experience and background, and its relevance to the goals and responsibilities of the committee and the availability of the Director to meet the time commitments required for membership on the particular committee and the Director's committee preferences. If any serious problems are identified with a committee member of any committee, the

Committee shall work with such person to resolve such problems or, if necessary, seek such person's resignation or recommend to the Board such person's removal from the applicable committee(s).

8. Establish and oversee the process for the annual self-evaluation of the performance of the Board as a whole, and provide feedback to the Board on how the directors and the Board are functioning.

9. Conduct an annual performance evaluation of the Committee.

10. Review and recommend to the Board the retirement policy for Directors covering factors such as retirement age, length of service, or change in occupation.

11. Review potential conflicts of interest of prospective and current Directors. Any Director who has a change in employment or other for-profit board memberships shall notify the Chairman of the Board and the Chair of the Committee of such, offer to tender his or her resignation, and the Committee shall recommend to the Board whether such Director's resignation should be accepted or rejected. It is the sense of the Committee and the Board that Directors shall serve as a director of no more than three publicly traded companies.

12. Review and approve all transactions with related parties and review the adequacy of related disclosures.

13. Review and make recommendations to the Board regarding the function, structure and operation of the Board and regarding the composition, duties and responsibilities of other committees of the Board.

14. Review and make recommendations to the Board regarding the process and objective criteria for the Board to (a) evaluate the performance of the Chief Executive Officer, and (b) evaluate and recommend to the Board successors to the Chief Executive Officer and inside-director positions when required.

15. Review and make recommendations to the Board regarding actions arising from Governance issues raised by stockholders or other stakeholders in the Company.

16. Review and make recommendations to the Board regarding procedures for stockholder nominations for the election of directors, as outlined under Article II of the By-laws of the Company.

17. Prepare minutes of meetings of the Nominating & Governance Committee containing information regarding actions, discussions and decisions taken at the meeting, and submit to the Board of Directors at their next Board meeting.

18. Perform such other functions within the scope of the foregoing which the Committee deems appropriate to undertake from time to time or as the Board considers appropriate to delegate to the Committee.

The Chair of the Committee, in addition to performing responsibilities as Chair attendant to the responsibilities of the Committee as provided above, shall:

1. Be the Presiding Director and serve as Chair of the executive sessions of the Independent Directors of the Board;

2. Develop together with the members of the Committee, the agendas for the regular sessions of the Independent Directors;

3. Review with the Chief Executive Officer of the Corporation between regularly scheduled meetings of the Board the agenda and plan for subsequent regularly scheduled meetings of the Board; and

4. Communicate with the CEO the results of the annual non-management directors evaluation of the performance of the CEO.