

DeVry Inc.
Finance Committee Charter

Purpose

The purpose of the Finance Committee (“Committee”) of the Board of Directors (“Board”) of DeVry Inc. (“DeVry”) is to review DeVry’s policies and actions related to investment mix, capital structure and financing strategies. In addition, the Committee will make recommendations to the Board of Directors on DeVry’s dividend, share repurchase and investment policies and actions. The Committee shall have such other powers and perform other duties as the Board may from time-to-time delegate, in accordance with the By-Laws of DeVry.

Duties and Responsibilities

Review and provide guidance to the full board and management about the following:

- A. Cash flow, dividends, share repurchases and investments;
- B. Working capital and cash flow management;
- C. Adjustments to capital structure;
- D. Debt issuances;
- E. Financial strategies;
- F. Interest rate, foreign exchange, and investment risk;
- G. The financial aspects of insurance and risk management;
- H. Other transactions or financial issues that management desires to be reviewed by the Committee.

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.

The Committee shall meet in person or telephonically at least twice a year, 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.

The Chairman of the Committee shall report to the Board the deliberations, actions and recommendations of the Committee since the last Board meeting.

Except as expressly provided in the Charter, the By-Laws, or DeVry’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 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.