

LEARNING TREE INTERNATIONAL, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
AMENDED AND RESTATED MARCH 2, 2010

Responsibilities

The Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Learning Tree International, Inc. ("**Learning Tree**") will be responsible for overseeing and, as appropriate, determining or making recommendations to the Board regarding, membership and constitution of the Board and its role in overseeing the affairs of Learning Tree. The Committee will have the authority necessary to carry out its duties and responsibilities as set forth in this Charter and take any action reasonably related thereto, subject to any restrictions in Learning Tree's certificate of incorporation or bylaws and applicable law.

In particular, the Committee will:

- Review with the Board on an annual basis the appropriate skills and characteristics required on the Board in the context of the strategic direction of Learning Tree.
- Review with the Board on an annual basis the appropriate skills and characteristics required of new Board members.
- Manage the process for evaluating current Board members at the time they are considered for re-nomination, provide advice to those Board members based on these evaluations, and recommend to the Board whether those Board members should be re-nominated, after considering the appropriate skills and characteristics required on the Board, the current makeup of the Board, the results of the evaluations, and the wishes of those Board members to be re-nominated.
- Solicit and receive recommendations for candidates for new directors, manage the process for evaluation of any candidates and recommend Board approval of any candidate deemed acceptable by the Committee. The Committee believes that all suggestions for nominees, regardless of the source, should be reviewed using the same approach.
- Manage a process under which the full Board annually assesses its performance and that of its committees and develops recommendations for improvements.
- As appropriate, review director compensation levels and practices, and recommend to the Board for approval, or approve, from time to time, changes in such compensation levels and practices.
- Review for Board approval the definition of what constitutes an independent director, both for a Board member and for an Audit Committee Member. The definition should be in compliance with relevant standards of regulators and listing bodies.
- Investigate any potential conflict of interest by a director as assigned to it by the Board.
- After receiving advice from the Chairman of the Board and the Chief Executive Officer and, considering the desires and qualifications of individual Board members, recommend committee assignments, including committee chairmanships, to the Board for approval.
- Consider matters relating to the resignation of directors from the Board and committees of the Board.
- On an annual basis, review and recommend changes to the Code of Business Conduct and Ethics of Learning Tree, and review and recommend to the Board any actions regarding potential

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conflicts of interest raised with the Committee involving executive officers of Learning Tree.

- Review and approve all related party transactions, including as required by the applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**") and the Nasdaq Stock Market ("**NASDAQ**").
- Establish regular meetings of independent members of the Board no less frequently than twice a year.
- Review annually the corporate governance guidelines and committee charters and recommend to the Board any needed changes.
- Keep abreast of the developments in the corporate governance field that might affect Learning Tree.
- Consider any other corporate governance matters that may arise from time to time and make any appropriate recommendations to the Board in relation thereto.

Committee Composition

The Committee shall be comprised solely of "independent" directors in accordance with the applicable rules and regulations of the SEC and NASDAQ. The Committee's chairperson shall be designated by the full Board or, if the Board does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

Policies and Procedures

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to be able to best react to changing conditions, and to help ensure that the corporate accounting and reporting practices of Learning Tree meet or exceed all applicable legal and business standards. However, the Committee will:

- Determine whether to investigate any matter brought to its attention within the scope of its duties.
- Meet in an executive session at least annually, and more frequently as circumstances dictate.
- Be governed by majority vote of its members.
- Report the results of and any recommendations from each Committee meeting to the Board.

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting and other advisors and to retain search firms and shall determine the extent of funding necessary for the payment of compensation to such persons.