

**K12 INC.**  
**Corporate Governance Guidelines**  
**(Amended June 14, 2018)**

The Board of Directors (the “Board”) of K12 Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Fourth Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”), Second Amended and Restated Bylaws (the “Bylaws”) and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Guidelines are available on the Company’s website at “www.k12.com” and to any stockholder who otherwise requests a copy. The Company’s Annual Report on Form 10-K will state the foregoing.

## **The Board**

### *Size of the Board*

The Company’s Bylaws provide that the number of directors will be fixed from time to time by the Board, but in no event will be less than seven (7) and not more than eleven (11). The number of director seats available for election to the Board shall be determined from time to time by the Board in accordance with the Company Bylaws. The Nominating and Corporate Governance Committee will periodically review the size of the Board, and recommend to the Board the size that it believes is most effective in relation to future operations.

### *Independence of the Board*

The Board will be comprised of a majority of directors who qualify as independent directors (the “Independent Directors”) under the listing standards of the New York Stock Exchange (the “NYSE”). No more than two (2) management executives who are employed by the Company or who were employed by the Company in the previous three (3) years may serve on the Board at the same time. Any person who served in an executive role with the Company in the previous three (3) years shall be designated a “management director” and shall not be considered an Independent Director.

Consistent with the compliance requirements and review of related party transactions or conflict of interest issues under the Company’s Related Party Transaction Policy and Code of Business Conduct and Ethics, the Nominating and Corporate Governance Committee will review annually

the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE. The basis for any determination that a relationship is not material will be published in the Company's annual proxy statement.

#### *Lead Independent Director*

The Board shall appoint a Lead Independent Director to serve in such a role at any time that the Chairman of the Board also serves in an executive capacity with the Company. The Board may also designate a Lead Independent Director at such other times the Board deems appropriate and may modify its leadership structure in the future as it deems appropriate.

The Lead Independent Director shall chair and set the agenda for all executive sessions of the Independent Directors, and any sessions of Independent Directors that a management director is invited to attend, as provided below. The Lead Independent Director shall chair meetings of the Board when the Chairman of the Board is unable to attend. The Lead Independent Director shall consult with the Chairman of the Board as to the agenda for Board meetings and with the Committee Chairmen as to the agendas for Committee meetings where appropriate. In addition, the Lead Independent Director may:

- Call meetings of the Independent Directors and/or the non-management directors as needed;
- Meet regularly with the Chairman and CEO to discuss information required from management by the Board to perform its duties;
- Review with the Chairman and CEO and Chairman of the Compensation Committee the results of the annual performance evaluation of the Chairman and CEO;
- Serve as a liaison between the Chairman and CEO and the other directors with respect to informal communications between Board meetings, if desired; and
- Meet with stockholders without management present, together with one or more Independent Directors selected by the Lead Independent Director, if requested by a stockholder and otherwise deemed appropriate by the Lead Independent Director, and to report to the Board regarding any such meetings.

### *Separate Sessions of Independent Directors*

The Independent Directors will meet in executive session without management directors or management present at each regularly scheduled meeting of the Board. The Lead Independent Director will chair such meetings as noted above. The Company shall disclose in its annual proxy statement means for stockholders to communicate in writing with the entire Board or groups of directors, such as the Independent Directors or the non-management directors. The non-management directors will review the Company's implementation of and compliance with these Guidelines and consider such matters as they may deem appropriate at such meetings. Non-management directors are all directors who are not company officers (as that term is defined in Rule 16a-1(f) under the Securities Act of 1933), including such directors who are not independent by virtue of a material relationship, former status or family membership, or for any other reason.

### *Director Qualification Standards*

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Nominating and Corporate Governance Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including:

- (i) personal and professional integrity, ethics, values and leadership skills;
- (ii) experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance, accounting, operations, governance, executive compensation and other elements relevant to the success of a publicly-traded company in today's business environment;
- (iii) experience in the Company's industry and political environment, and an understanding of the relevant social and public policy issues facing the Company's business, strategy and product offerings;
- (iv) whether the candidate has the time required for preparation, participation and attendance at Board and, if applicable, committee meetings;
- (v) potential conflicts of interest with the candidate's other professional and personal pursuits;
- (vi) experience as a board member of another publicly held company;
- (vii) academic or policy expertise in an area of the Company's operations;

- (viii) practical and mature business judgment, including ability to make independent analytical inquiries; and
- (ix) diversity of the Board, which includes gender, racial and ethnic diversity, as well a diversity of backgrounds and experiences.

The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group with a wide range of experiences that can best perpetuate the success of the business and represent stockholder interests. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee shall also weigh the director's past attendance at all Board and applicable committee meetings through the adjournment thereof and participation in and contributions to the activities of the Board and applicable committees.

#### *Selection of New Directors*

All members of the Board will stand for election by the stockholders of the Company annually at the annual meeting of stockholders.

#### *Selection of Chairman of the Board*

The Board will select the Chairman of the Board in accordance with the Company's Bylaws.

#### *Limitations on Other Board Service*

The Board does not believe that its members should be prohibited from serving on boards of other organizations, except with respect to members serving on the Audit Committee, as described below. In general, members of the Board are encouraged to serve on no more than four (4) Boards of publicly traded companies inclusive of service on the Company's Board. The Nominating and Corporate Governance Committee and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's stockholders.

#### *Additional Limitations for Audit Committee Service*

Due to the demanding nature of service on the Audit Committee, the members of the Audit Committee may not serve on the audit committees of the boards of directors of more than two other companies at the same time as they are serving on the Audit Committee.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

### *Directors Who Resign or Materially Change Their Current Positions With Their Company*

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer, such director should submit his or her resignation to the Board, which the Board may accept or reject based on the recommendation of the Nominating and Corporate Governance Committee.

### *Term Limits*

As each director is subject to election by stockholders as provided in the Company's Bylaws, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

### *Retirement*

It is the general policy of the Company that no director may stand for election to the Board after his or her 75th birthday. The Board may, however, make exceptions to this standard, based on the recommendation of the Nominating and Corporate Governance Committee, as it deems appropriate in the interests of the Company's stockholders.

### *Director Responsibilities*

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees as set forth in the Bylaws and committee charters. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- (1) overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- (2) reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- (3) reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- (4) reviewing and, where appropriate, approving major changes in, and determinations under the Company's Guidelines, Code of Business Conduct and Ethics and other Company policies including the Company's policy against insider trading;
- (5) reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or

asset(s) material to the Company or the entry of the Company into any major new line of business;

- (6) with respect to the Independent Directors, and as directed by the Board, together with the Compensation Committee, regularly evaluating the performance and approving the compensation of the Chairman and CEO;
- (7) with the input of the Chairman and CEO, and the Compensation Committee, regularly evaluating the performance of principal senior executives;
- (8) planning for succession with respect to the positions of Chairman and CEO and monitoring management's succession planning for other key executives; and
- (9) ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

### *Compensation*

The Company's executive officers shall not receive additional compensation for their service as Directors. Senior management of the Company will report once a year to the Compensation Committee regarding the status of the Company's non-management director compensation in relation to other U.S. companies of comparable size and to the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's non-management directors, including any charitable contributions by the Company to organizations in which a non-management director is involved. Following a review of the report, the Compensation Committee will recommend any changes in non-management director compensation to the Chairman of the Board, which changes will be approved or disapproved by the Board after a full discussion.

Director fees, including a cash component and a restricted stock award component, are the sole form of compensation that members of the Audit Committee may receive from the Company.

### *Stock Ownership Guidelines*

The Company encourages directors and officers to purchase shares of the Company's stock and retain ownership of stock grants during his or her tenure. In addition, the Board has adopted minimum stock ownership guidelines applicable to all directors and to the senior executive officers of the Company, which the Board shall review and revise as appropriate.

### *Conflicts of Interest*

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board and the Lead Independent Director. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

### *Board Orientation and Continuing Education of Board Members*

The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, Guidelines, principal officers, internal auditors, and independent auditors.

The Company will make available to directors continuing education programs, and each director is expected to participate in such programs, as management or the Board determines desirable. To enhance the education of the Board, the Company also provides at no expense to directors membership in the National Association of Corporate Directors and subscriptions to board governance publications.

### *Interaction with Institutional Investors, the Press and Customers*

The Board believes that management speaks for the Company. Each director including the Lead Independent Director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

### *Stockholder Communication with the Board*

The Company provides a process for stockholders to send communications to the Board, the non-management directors as a group, or any of the directors individually. Stockholders may contact any of our directors, including our non-management directors, by writing to them c/o Office of the General Counsel, K12 Inc., 2300 Corporate Park Dr., Herndon, VA 20171 or by email at OGC@K12.com or by telephone at (703) 483-7000. All communications will be compiled by the Office of the General Counsel and submitted to the Board or the individual directors on a periodic basis.

### *Board Access to Senior Management*

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Chairman and CEO of the Company.

### *Board Access to Independent Advisors*

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

### *Annual Self-Evaluation*

Following the end of each fiscal year, the Nominating and Corporate Governance Committee will oversee an annual assessment by the Board of the Board's performance. The Nominating and Corporate Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Nominating and Corporate Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

### **Board Meetings**

#### *Frequency of Meetings*

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

#### *Director Attendance*

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of non-management directors and the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

#### *Attendance of Non-Directors*

The Board encourages the Chairman of the Board or of any committee to bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

## *Agendas*

The Chairman and CEO, in consultation with the Lead Independent Director, establish the agenda for each Board meeting with input from management, and as necessary or desired, from the other directors.

## *Advance Receipt of Meeting Materials*

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

## **Committee Matters**

### *Number, Name, Responsibilities and Independence of Committees*

The Board currently has three NYSE-required committees, each composed entirely of Independent Directors, and an Academic Committee. From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter.

The current committees are:

(1) Audit Committee. The Audit Committee consists of at least three (3) members and reviews the work of the Company's internal accounting and audit processes and independent auditors. The committee has sole authority to appoint and terminate the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors.

(2) Compensation Committee. The Compensation Committee consists of at least two (2) members and reviews and approves the Company's goals and objectives relevant to compensation, stays informed as to market levels of compensation and, based on evaluations submitted by management and such other independent experts as necessary, recommends to the Board compensation levels and systems for Board members and officers and other senior employees that correspond to the Company's goals and objectives. The Committee also produces an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

(3) Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee consists of at least two (2) members and is responsible for recommending to the Board individuals to be nominated as directors and committee members. This includes evaluation of new candidates as well as evaluation of current directors. This committee is also responsible for developing and recommending to the Board these Guidelines,

as well as reviewing and recommending revisions to these Guidelines on a regular basis. This committee also performs other duties as are described in these Guidelines and prepares any disclosure of the nominating process required by applicable rules and regulations.

(4) Academic Committee. The Academic Committee consists of up to three (3) members and is responsible for monitoring the effectiveness of the Company's educational products and services to ensure continuous improvement in academic outcomes for the public and private schools served by the Company and to work with and implement as necessary the recommendations of the Educational Advisory Committee, and to recommend to the Board any other matters to fulfill the educational mission of the Company.

#### *Assignment of Committee Members*

Based on the recommendations of the Nominating and Corporate Governance Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee.

Each member of the Audit Committee must satisfy the independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934 and must be financially literate, as determined by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment, and at least one member of the Audit Committee must have accounting or related financial management expertise as determined by the Board in its business judgment. In addition, at least one member of the Audit Committee must meet the definition of "audit committee financial expert" as determined by the Board in its business judgment in accordance with Item 407(d)(5) of Regulation S-K.

#### *Frequency of Committee Meetings*

Each committee will meet on a regularly scheduled basis consistent with their respective charters. In addition, special meetings may be called by the Chairman of the committees from time to time as determined by the needs of the business. It is the responsibility of the directors to attend the meetings of the committees on which they serve and failure to attend such meetings through adjournment thereof shall be an important factor for the Nominating and Corporate Governance Committee to weigh in recommending whether to support a director's nomination to the Board at the Company's next Annual Meeting.

#### *Committee Agendas*

The Chairman of each committee, in consultation with the appropriate members of the Committee, will develop his or her committee's agenda.

### *Committee Self-Evaluations*

Following the end of each fiscal year, each committee will review its performance and charter and recommend to the Board any changes it deems necessary.

### **Leadership Development**

#### *Annual Review of Chairman and CEO*

The Compensation Committee, with input from the Chairman and CEO, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with their next annual performance evaluation. At the end of each year, the Chairman and CEO shall make a presentation or furnish a written report to the Compensation Committee indicating his or her progress against such established performance criteria. Thereafter, with the Chairman and CEO absent, the Compensation Committee shall meet to review their performance, and the results of the review and evaluation shall be communicated to them by the Chairman of the Compensation Committee.

#### *Succession Planning*

The Nominating and Corporate Governance Committee works on a periodic basis with the Chairman and CEO to review, maintain and revise, if necessary, the Company's succession plan upon their retirement and in the event of an unexpected occurrence. The Chairman and CEO shall report annually to the Board on succession planning for their positions and for senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Nominating and Corporate Governance Committee, on a continuing basis, the Chairman and CEO's recommendations regarding his or her successor should he or she be unexpectedly disabled.

#### *Management Development*

The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.