

**Charter of the Nominating and Corporate Governance Committee
of the
Board of Directors of
Bright Horizons Family Solutions Inc.**

I. Organization and Governance of the Committee. There shall be a committee of the Board of Directors (the “Board”) of Bright Horizons Family Solutions Inc. (the “Company”) to be known as the Nominating and Corporate Governance Committee (the “Committee”). The Committee shall consist of at least two directors appointed to the Committee by the Board at the recommendation of the Nominating and Corporate Governance Committee, one of whom shall be appointed as Chair of the Committee. If the Chair is not so appointed, the members of the Committee may elect a Chair by majority vote. Committee members may be removed by the Board in its discretion. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange (the “NYSE”).

The purposes of Committee are (i) to identify individuals qualified to become members of the Board of Directors of the Company, consistent with criteria approved by the Board, (ii) to recommend to the Board director nominees for the next annual shareholders meeting, (iii) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and (iv) to oversee the evaluation of the Board and its dealings with management as well as appropriate committees of the Board.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Action may be taken by the Committee upon the affirmative vote of a majority of its members;
- Any two members or the Chair of the Committee may call a meeting of the Committee upon due notice of the place, if any, date and time of such meeting to each other member either (a) by mailing written notice thereof not less than five days before the meeting, or (b) by telephone, facsimile, email or other means of electronic transmission providing notice thereof;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission;
- The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee; and
- The Committee shall hold at least one regularly scheduled meeting annually, and such special meetings as circumstances dictate, at which a Secretary, designated by the Committee members, shall keep minutes.

II. Statement of Purpose and Responsibilities. The Committee has direct responsibility and power to perform the following duties:

- Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward, including by shareholders, and recommend to the Board the director nominees for the next annual shareholders meeting, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;
- Recommend to the Board the classes on which such nominees should serve;
- Recommend to the Board qualified individuals to serve as committee members on the various Board committees;
- If a vacancy on the Board or any Board committee occurs, identify and recommend to the Board qualified candidates to fill such vacancy;
- Develop and recommend to the full Board a set of corporate governance guidelines applicable to the Company that address, at a minimum, the following subjects: (i) director qualification standards, (ii) director responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) management succession and (vii) the annual performance evaluation of the Board;
- Review the corporate governance guidelines periodically, or more frequently if appropriate, and recommend changes to the Board as deemed appropriate;
- Clearly articulate to each director what is expected, including reference to the Company's corporate governance guidelines and directors' basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials, and oversee director orientation and continuing education;
- Review the Company's practices and policies with respect to directors, including retirement policies, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
- Oversee the evaluation of the Board;
- Review Company policies with respect to significant issues of corporate public responsibility, including contributions;
- Review proposals put forth by shareholders and coordinate with senior management and counsel as necessary;
- Review and assess at least annually the adequacy of this charter and recommend any changes to the Board for approval;

- Report its actions and any recommendations to the Board on a periodic basis; and
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

III. Authority and Resources of the Committee. In order to fulfill its role, the Committee shall have the sole authority to retain and terminate a search firm to assist in the identification of director candidates, and shall have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.

Last Adopted by the Board of Directors on December 15, 2016.