

**Charter of the Compensation 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 Compensation Committee (the “Committee”). The Committee shall be composed of at least 3 directors, appointed by the Board. Members of the Committee may be removed by the Board in its discretion. Each member of the Committee may be required to qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code (the “Code”), a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall satisfy the independence requirements of the Securities and Exchange Commission (“SEC”) and New York Stock Exchange (“NYSE”).

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation, including responsibilities relating to the compensation of the chief executive officer and other executive officers, overseeing equity compensation plans and reviewing and discussing with management the Compensation Discussion and Analysis (“CD&A”) required by Item 402(b) of Regulation S-K and recommending to the Board that the CD&A be included in the proxy statement.

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 the 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 regularly scheduled meetings at least 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 to perform the following duties:

- Assist the Board in developing and evaluating potential candidates for executive positions (including the CEO) and oversee the development of executive succession plans;
- Review and approve corporate and individual goals and objectives relevant to CEO compensation, annually evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation level based on this evaluation. In evaluating and determining CEO compensation, the Committee should consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act;
- Review and approve, with input of the CEO, the corporate and individual goals and objectives with respect to the Company's compensation structure for all other executive officers, annually evaluate the officers' performance, and determine and approve the compensation levels for these officers;
- Make recommendations to the Board regarding compensation, if any, of the Board;
- Make recommendations to the Board regarding the adoption or amendment of employee incentive compensation plans and equity-based plans and administer (or delegate such administration, where appropriate) the Company's existing incentive compensation plans and equity-based plans;
- Review and discuss the CD&A required by Item 402(b) of Regulation S-K with management and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the proxy statement;
- Produce a compensation committee report on executive compensation as described in Item 407(e)(5) of Regulation S-K under the Exchange Act for inclusion in the Company's proxy statement in accordance with the proxy rules and any other applicable rules and regulations of the SEC;
- Review and assess the adequacy of this charter at least annually and recommend any changes to the Board for approval;
- Report its actions and any recommendations to the Board on a periodic basis;
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board;
- Review, approve and administer any clawback policy of the Company, as may be in effect from time to time;
- Review and approve executive officer employment agreements, severance arrangements and change in control agreements, and any special supplemental benefits;

- Review executive officer compensation for compliance with Section 16 of the Exchange Act and Section 162(m) of the Code, and other applicable laws, rules and regulations;
- Review risks related to executive compensation and the design of compensation programs, plans and arrangements;
- Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans; and
- Review such other matters as the Board or the Committee shall deem appropriate.

III. Powers of the Compensation Committee. In order to fulfill its role, the Committee shall have the power to:

- Adopt, administer, amend or terminate compensation plans applicable to any class of employees of the Company and/or any subsidiary of the Company; provided that no adoption, amendment or termination of any compensation plan under which stock may be issued, or in which a member of the Board may be a participant shall be effective unless the same shall be approved by the Board and, to the extent required by law or NYSE rule, by the stockholders; provided, further, that no adoption, amendment or termination of any compensation plan may be made that violates this or any other committee charter of the Company;
- In its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel, or other advisor retained by the Committee. When it is determined by the Committee that a compensation consultant or other advisor is to assist in the assessment of director, CEO or other executive officer compensation, the Committee shall have the sole authority to retain and terminate the compensation consultant or other advisor, including, sole authority to approve such compensation consultant's or other advisor's fees and other retention terms;
- Pay from funds of the Company reasonable compensation to a compensation consultant, independent legal counsel or other advisor retained by the Committee, such funding provided by the Company, as appropriate, as determined by the Committee; and
- Before selecting or obtaining the advice of a compensation consultant, legal counsel or other advisor (other than in-house legal counsel), consider all factors relevant to such consultant's, counsel's or advisor's independence from management,

including such factors set forth in NYSE rules and any other applicable laws, rules or regulations.

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