

EduCo International Group

Code of Conduct

1. Background & Purpose

The EduCo Code of Conduct contains the standards of behaviour and expectations that govern our conduct in our colleges, universities, offices and workplaces. The purpose of the Code of Conduct is to help employees understand the strict policies and procedures they must follow as part of their conditions of employment; and specifically to

- understand the expected standards of conduct and behaviour in the workplace;
- understand when and how they can use EduCo's facilities and equipment;
- decide how to deal with ethical problems they may encounter as an employee within the EduCo International Group of companies (**EduCo**), including any of our associated affiliate companies, wholly owned companies or joint venture partners, colleges and institutions;
- act in accordance with the Code, our values and all applicable laws and regulations wherever we operate.

The Code of Conduct has two underlying principles:

- Our Students, Customers and General Public have the right to expect the highest integrity and competence from our employees
- All employees have rights and obligations to the company and to each other.

EduCo's Values support these principles especially in the way we conduct our business and treat our employees. Management and employees alike are both responsible for helping to attain our vision and to uphold the ethical, professional and legal standards we use as the basis for the attainment of our organisational objectives.

For the purposes of this Code, the term "employees" is defined as all personnel performing work on behalf of EduCo such as employees, contractors, associates, agents, volunteers, honoraries, Council members, visiting appointments, joint venture partners and students formally representing our institutions.

It covers all circumstances when performing work, duties or functions of EduCo and of our institutions, both during and outside work hours and includes work-related functions, travel, conferences, where the actions of a person reflect on EduCo and our institutions and any circumstance when an individual is representing EduCo and our institutions.

All employees are required to familiarise themselves, and strictly adhere to this Code of Conduct and the policies and procedures referred within the Code. EduCo maintains additional policies and procedures that may provide further guidance on matters both in and out of the Code. The Code and company policies and procedures are available on the Company SharePoint/intranet and may be amended or changed from time to time. Employees are expected to keep up-to-date with any such changes when notified and may be asked to sign an acknowledgement of the Code of Conduct annually.

All employees are expected to act in accordance with the Code and company policies, and bring to the attention of Management any incidences where they are breached.

Refer to: *EduCo's Whistleblower Policy*

2. Personal & Professional Behaviour – What is expected?

As an employee, you must:

- Perform your work conscientiously, honestly and fairly and keep up-to-date with advances in your area of responsibility.
- Be honest, reasonable, fair and sensitive in your dealings with students and other customers, other employees and suppliers.
- Communicate with others with respect and in a manner in which you would expect to be treated yourself. Socially unacceptable language (such as swearing) and inappropriate physical contact will not be tolerated.
- Conduct yourself in a professional and appropriate manner in all interactions with students.
- Follow all relevant statutory and regulatory requirements wherever we operate.

3. Duties that Conflict with your personal views or beliefs

As an employee you must always follow directions and requests given by authorised employees/managers. We understand that there may be times when you conscientiously object to a particular course of action. When this occurs you should discuss the matter with your Manager.

4. Guide to Ethical Decision Making

There are five rules you should follow when making decisions:

- Is the decision or conduct lawful?
- Is the decisional conduct consistent with our Policies and Procedures, and in line with our Company Objectives?
- What will the outcome be for me, my work colleagues, EduCo and other parties?
- Do these outcomes raise a conflict of interest?
- Can the decisional conduct be justified in terms of public interest and would it withstand public scrutiny?

You may find it useful to refer to and/or consider these points, either by yourself or in consultation with others such as your work colleagues, your Manager or Human Resources. By doing this you will assist in fostering a climate of ethical awareness, conduct and decision making in EduCo.

You should make all work-related decisions consistently, fairly and without any type of unlawful discrimination.

5. Conflict of Interest

Employees are expected to consider carefully whether a conflict of interest may arise in connection with any other activities, outside employment or interests they (or those people close to them) may pursue in their own time.

How can I avoid a conflict of interest?

You must ensure that your interests, or those of people close to you, do not conflict with the proper performance of your job. During your period of employment, you are required not to engage in any activities whether by way of paid employment, or otherwise, which may conflict with your duties to EduCo or the interests of EduCo.

Any activities that may have the potential to conflict with the company's interests must be self-disclosed in writing to EduCo, and you may only engage in such activities while in the employment of EduCo with the prior approval, in writing, of the Chief Executive Officer or his delegate.

A conflict of interest would exist when:

- You have a personal interest that could influence the way you do your work at EduCo
- You have a personal interest that could lead a reasonable person to think that you could be influenced in the way you do your EduCo work, or
- A family member, relative, friend, associate or anybody else close to you has interest that could influence, or could lead a reasonable person to think that it could influence the way you do your EduCo work.

When you think that there is or could be a conflict of interest, you must report it to your manager or a senior executive within EduCo.

Working with Relatives and Personal Relationship with Agents and Suppliers

Employment of relatives in the same entity, function or business unit and personal relationships with external suppliers and agents may result in real or perceived conflict of interest. In addition to claims of nepotism, personal conflicts may also be adversely carried into the work or business relationships.

Across all entities in the EduCo Group, hiring or transfer of relatives into the same department, function or business unit and personal relationship with external suppliers and agents are strongly discouraged to minimize placing employees in conflicted situations. Conflicted situations include (a) direct or indirect supervisory responsibility; (b) direct or secondary involvement in processes which involve decision making about a relative; (c) direct or indirect involvement in situations which could or potentially could create a risk in sound internal control, accounting or employee relations practices; and (d) where the integrity of a function is placed at risk because its officers have access to confidential information pertaining to a relative's employment, or to details about the service fee, commission or charge rates of a relative who is an external supplier, external service provider or student recruitment agent.

All executives, managers and employees are expected to disclose in writing to their manager and to the CEO or CEO's delegate as soon as they are aware of such conflicted situations arising.

Refer to: EduCo's Employment of Relatives, Recruitment & Onboarding and Purchase Approval Policies

6. Confidentiality & Protecting EduCo Information

Protecting our company's information is the responsibility of every employee and we all share a common interest in making sure it is not improperly or accidentally disclosed. Do not discuss EduCo's confidential business with anyone who does not work for us.

EduCo expects loyalty of all employees, including management and non-management staff. Employees must not engage in any conduct that would create an actual or potential conflict of interest or create the appearance of such conflict.

The protection of confidential, sensitive, and proprietary information is of critical importance to EduCo, our employees and our students. It is therefore essential that all employees take steps to safeguard such information and to refrain from taking any action (or inaction) that is unauthorised or detrimental to the best interests of EduCo.

7. Intellectual Property Protection

At EduCo we have a Policy to respect and protect intellectual property, trade secrets, innovations, inventions, developments and related materials which result in, or may result in the granting of patents, or any other EduCo proprietary data whatsoever ("proprietary information").

Our policy includes the protection of proprietary information as well as the prevention of acquiring or appearing to acquire through improper means any other person or company's proprietary information by ensuring employees honour, respect and do not solicit or use the proprietary information of others, including that of former employers or associates.

You are therefore required to preserve the secrecy and confidentiality of all proprietary information acquired by you during your employment with EduCo and must not disclose such information to any other party.

Refer to: EduCo Intellectual Property Policy

8. Receiving Gifts

All employees must obtain advance written approval before accepting business courtesy or any gift of \$150.00 or more in value from a vendor of EduCo, any employee or agent of any such vendor, or any person or entity who is seeking to do business of any kind with EduCo, in all countries other than in the USA.

Such advance written approval must be obtained from the Chief Executive Officer. Business courtesy refers to meals, drinks, entertainment, hospitality, recreation, transportation, tickets and non-monetary gifts offered or made to any employee, employee's family member or friend, any charitable cause or any other person or entity for the benefit or on behalf of any employee.

Under no circumstances must employees offer or accept cash or cash equivalents such as gift cards, gift certificates or prepaid credit cards, no matter how small in value, from a student, vendor, any employee or agent of any such vendor or any person or entity seeking to do business of any kind with EduCo.

No EduCo employee may give or accept cash, cash equivalent, gifts or business courtesy of any value with existing or future clients based in the U.S, in compliance with the US Foreign Corrupt Practices Act of 1977 (FCPA).

Any doubt or questions concerning gifts from vendors or potential vendors should be directed to your manager or the Chief Executive Officer. Any violation of this policy will be subject to discipline, up to and including termination of employment, if a breach is substantiated.

Refer to: EduCo's Anti-Corruption and Anti-Bribery Policy

9. Outside Employment

At EduCo, we do not encourage employees to work in other organisations or undertake other business ventures when they are employed full-time by EduCo. However, it may be possible to engage in other paid employment or business (either as an employee, principal or business owner) outside EduCo if you meet certain conditions and have prior approval to do so.

You must obtain prior approval to take a second job, undertake a business or significantly vary an existing approval by first obtaining the agreement of your ExCo member, and then by writing to the Chief Executive Officer for company approval.

Your application will generally be approved only when the work:

- Does not arise from, or interfere in any way with, your work at EduCo
- Will not cause a conflict of interest with your official duties
- Will be done outside your hours of work at EduCo
- Will not involve information which is obtained from EduCo.

Under no circumstances may you work or set up any business venture for a competitor of EduCo. Overall, your business responsibilities to EduCo must always come first.

10. Use of Property & Equipment

You are expected to take proper care when using the company's property and equipment. This means that you must use all EduCo's property, facilities and equipment efficiently, economically and carefully. No property may be removed from the premises without the proper authorisation of management. If you lose, break or damage any property, report it to your manager immediately.

All employees are reminded that all use of EduCo's computers is governed by the EduCo Electronic Resources Usage Policy.

Refer to: EduCo's Electronic Resources Usage Policy

11. Communicating with the Media

EduCo's relationships with the media and the investment community are conducted exclusively by the Chief Executive Officer (CEO) or as delegated by the Board.

In the course of employment, employees will not deal with the media (of whatever kind). Employees are not authorised to give any details about EduCo or its operations, or purport to represent EduCo, unless specifically authorised to do so by the CEO.

Refer to: EduCo's Social Media Policy

12. Dress Code

Employees are expected to maintain the highest standards of personal cleanliness and present a neat and professional appearance at all times.

Our students' satisfaction represents the most important and challenging aspect of our business. Whether or not your job responsibilities place you in direct student contact, you represent the company with your appearance as well as your actions. A properly attired employee helps to create a favourable image for the company, to the public and fellow employees.

Employees are required to dress in a manner that reflects a professional approach to their work, according to current social standards.

The general in-office dress standard is smart 'business' attire unless an employee is attending meetings with clients or presenting in the public arena, in which case, professional business attire will be worn.

Smart business attire does not include t-shirts, singlet tops, shorts, jeans, runners, thongs or bare midriffs. Hair, jewellery and other incidentals are to be kept at the standard of business attire.

Smart casual attire may be worn when participating in virtual meetings and video-calls when employees work from home.

Attendance & Punctuality

Attendance and punctuality are important for success in our company. We work as a team, and this requires that each person be in the right place at the right time.

If you are going to be late for work or absent, you must notify your Manager before you start your workday by a phone call in the first instance. Notification via email or text is not preferable. Excessive unexcused absenteeism or tardiness will subject an employee to discipline, up to and including discharge.

If you are absent for three (3) consecutive days without notifying the Company, it is assumed that you have voluntarily abandoned your position with EduCo and you may be removed from the payroll.

Any flexible working hours or Work From Home arrangement requests must be submitted in writing to the employee's manager, with documented support from the manager prior to being approved by the relevant functional EduCo ExCo member.

Refer to: EduCo's Leave Management Policy

13. Smoking

EduCo is committed to providing a safe and healthy environment for employees and visitors. Therefore, smoking is not permitted within any premises of EduCo. Smoking is also not permitted outside any of the building entrances where EduCo conduct business.

14. Alcohol and Drugs

EduCo has a vital interest in ensuring a safe, healthy and efficient working environment for our employees, their co-workers, contractors, students and other customers. The unlawful or improper presence or use of controlled substances (illicit drug) or alcohol in the workplace presents a danger to everyone. For these reasons, we have a workplace alcohol and drug policy as a condition of employment and continued employment with the company.

If employees have consumed over the legal limit of alcohol at a function organised by EduCo, or when representing EduCo, they should take a taxi home (at their own expense) and not drive their motor vehicle. The legal limit refers to the Australian, Canada British Columbia and Ireland limit of 0.05 blood alcohol concentration (BAC), and the USA BAC limit of 0.08, when driving a vehicle.

Employees are reminded that motor vehicle insurance does not cover drivers exceeding the relevant legal limit of alcohol. No employees are to drive a vehicle owned or hired by EduCo while exceeding the legal limit of alcohol under any circumstances.

Refer to: EduCo's Workplace Health & Safety, and Alcohol & Drug Policies

16. Anti-Bullying, Discrimination and Harassment

EduCo is committed to providing a workplace that is free from bullying, discrimination and harassment and where all employees are treated with dignity, courtesy and respect. This policy applies to all employees including associates and contractors, and covers all work-related functions and activities sponsored by EduCo.

Employees are personally liable for proven discrimination or sexual harassment. All allegations of sexual harassment and discrimination will be investigated thoroughly and confidentially by the company. Managers should act immediately on any reports of discrimination or harassment. No employee will be penalised or disadvantaged by the company as a result of raising concerns or complaints relating to discrimination or harassment or for giving responsible support to a colleague who has suffered harassment.

Any employee found to have seriously bullied or harassed another employee may face immediate termination of employment and may also incur personal legal liability.

Refer to: EduCo's Anti-Bullying, Discrimination & Harassment Policy

17. Hygiene in the Workplace

A clean and tidy environment is in the best interests of all employees and is everyone's responsibility.

Wherever people are in close proximity to each other it is essential that cleanliness and hygiene issues be taken seriously. All EduCo employees should make it their personal responsibility to ensure we have a safe and healthy environment, free of potential hygiene risks, so that the environment can be enjoyed by everyone.

Potential hygiene risks may include:

- Bacterial and other contamination arising from poor handling of food or inappropriate storage of foods (such as foods left uncovered or for prolonged periods in the refrigerator).
- Poor personal hygiene and work practices relating to cleaning and housekeeping (such as failing to keep toilets or kitchen areas to a clean and hygienic standard or washing hands).
- Failure to appropriately dispose of rubbish and contaminated (or potentially contaminated) wastes.
- Transmission of the Covid19 virus to others in the workplace or campus.

Workplace facilities

The company provides facilities for the use and enjoyment of all employees. The general rule is that all such facilities should be treated as if they are your own, and kept clean for the next person's use.

Where a kitchen is provided for employees with a fridge, or microwave, or tea/coffee making, all employees are responsible for cleaning up after themselves and not leaving dirty dishes around.

The toilets must be left in a clean and hygienic manner for others to use. If the toilet areas are not working properly, you should notify the Building Manager immediately so that the problem can be addressed.

Employees are expected to observe all physical distancing, health declaration and infection prevention mechanisms required in EduCo's workplaces/campuses in compliance with our CovidSafe Plans, local regulations or public health orders.

18. Breaches of the Code of Conduct

EduCo encourages openness and transparency in its management and in all dealings. Employees have a duty to observe the code of conduct and ensure that no breaches occur. Breaches require immediate attention and employees have a duty to report known or suspected breaches of the code of conduct and/or policies related to the Code of Conduct.

If an individual's behaviour interferes with the orderly and efficient operation of a department, corrective disciplinary measures will be taken.

Disciplinary action may include a verbal warning, written warning, suspension or termination. The company will determine the appropriate disciplinary action imposed. We do not guarantee that one form of action will necessarily precede another.

Any Employee, who in good faith, makes a complaint or disclosure about an alleged breach of the code, and follows the reporting procedure, will not be disadvantaged or prejudiced in the making of such a complaint or disclosure. All reports will be treated as confidential.

A complaint or disclosure about an alleged breach of the code should be in writing and contain details about the date, time and nature of the alleged breach and include any available supporting material.

The allegation should be made to the employee’s immediate supervisor, or if the employee believes the immediate supervisor may be implicated, to a senior executive or Human Resources. The person to whom the allegation is made should undertake a prompt and thorough investigation and determine whether any action is required. Depending upon the nature of the complaint, the Manager may pass it directly on to Human Resources or the ExCo member to review.

The employee will be informed of the outcome of the investigation. If unsatisfied with the outcome of the investigation, the employee may refer the matter to a senior executive or the CEO.

Employees may at any time discuss a matter, or seek advice on how to proceed with a matter, from the Human Resources team or any other senior executive.

Refer to: EduCo’s Whistleblower Policy and Grievance Policy

19. Version Control

Current Version:	7.0
Date:	February 2021
Original Version:	6.0
Prepared by:	Sin May Leong, SVP HR

Record of Amendments

Version No	Date	Reason for Amendment	Amended by
7.0	February 2021	Amendment of Electronic Resources Usage Policy title and inclusion of reference to CovidSafe Plans.	Sin May Leong



ATTACHMENT I

ACKNOWLEDGEMENT OF EDUCO'S CODE OF CONDUCT

I confirm that I have read and understood EduCo's Code of Conduct. In particular I am aware of the requirement to:

- Act efficiently, honestly & fairly at all times;
- Act with due skill and competence;
- Promptly report and manage any conflict of interest, including working with relatives or personal relationship with any external supplier, contractor, student recruitment agent or student in any of our institutions;
- Not provide or receive cash or cash equivalent from a student, colleague, agent or any business stakeholder, and to obtain CEO approval for all gifts, benefits, entertainment or business courtesy in excess of \$150;
- Not provide or receive cash or cash equivalent from a student, colleague, agent or any business stakeholder; nor give or receive any gift, benefit, entertainment or business courtesy of any value in the USA;
- Disclose and seek CEO or CEO delegate's consent for any outside employment if I am a permanent full-time or permanent part-time employee;
- Ensure that I follow all good Health & Safety practices in the workplace;
- Behave in a manner that supports EduCo's core values and treat people with respect, dignity and in line with our expected workplace behaviours;
- Behave in a professional manner and not discriminate, harass, bully (inc. intimidate), vilify, victimise, act or threaten to act violently towards staff, students, associates and members of our global community;
- Ensure my capacity to perform my duties and to behave in a professional manner free from impairment of the use of alcohol or drugs and that these substances do not put any staff, student or associate's health or safety at risk;
- Be aware that technology resources such as desk tops/laptops, networks, e-mail, voice-mail, internet access etc. may only be used for authorised and approved business purposes;
- Protect confidential information;
- Comply with all security procedures including not to disclose IT passwords to any other person;
- Not deal with the media (of whatever kind) on matters associated with the EduCo International Group of companies, including any of our associated affiliate companies, colleges, institutions, wholly owned companies or joint venture partners.

Signed: _____

Name: _____
(PLEASE PRINT YOUR FULL NAME)

Date: _____

Please email your signed Acknowledgement Form to hr@educoglobal.com



ATTACHMENT II

PERSONAL RELATIONSHIP DECLARATION FORM

For disclosure of personal relationship between you and any other employee(s) within the EduCo group of companies, or between you and any contractor, agent, supplier of the company or student in any of our institutions, please provide details requested below.

Full Name of Related-Employee, Contractor, Agent, Supplier or Student:

The Related-Employee's Entity Name/College Name/Name of Contractor, Agent or Supplier's Company:

Department/Function of Related Individual: _____

Role performed in the Department/Function: _____

Nature of Your Personal Relationship: _____

Your Name (Please Print) : _____

Your Dept/Function & College/Institution/Entity Name: _____

Your Signature

Date

Thank you for completing this Declaration Form. Please email the completed form to hr@educoglobal.com and if you have any questions or concerns about submitting the Declaration, please drop an email to hr@educoglobal.com with your phone or skype contact details.



OUTSIDE EMPLOYMENT CONSENT REQUEST FORM

At EduCo, we do not encourage employees to work in other organisations or undertake other business ventures when they are employed on permanent full-time or permanent part-time basis. However, it may be possible to engage in other paid employment or business (either as an employee, principal or business owner) outside EduCo if you meet certain conditions and have prior approval to do so.

Under no circumstances may you work or set up any business venture for a competitor of EduCo. Overall, your business responsibilities to EduCo must always come first.

Please obtain prior approval to take a second job, undertake a business or significantly vary an existing approval by completing and submitting this Request for Consent Form for CEO's approval through your Direct Manager. Email the completed form signed by you and your Direct Manager to hr@educoglobal.com and HR will escalate your request to the ExCo Member and CEO for consent.

Your Full Name (PLEASE PRINT): _____

Campus/Office Location: _____

Department & College/Entity: _____/_____

Details of Outside Employment: _____

In requesting consent for the above, I confirm that my additional outside employment:

- Does not arise from, or interfere in any way with, my work at EduCo;
- Will not cause a conflict of interest with my official duties;
- Will be done outside my hours of work at EduCo;
- Will not involve information which is obtained from EduCo;
- Does not involve work or setting up any business venture for a competitor of EduCo; and
- Will not interfere with my business responsibilities to EduCo coming first.

Signed (Employee): _____ Date: _____

Name (Direct Manager): _____ Signed & Dated: _____

Signed (ExCo Member): _____ Date: _____

Remarks: _____

Signed (CEO): _____ Date: _____

Remarks: _____