

CODE OF CONDUCT

**EDU Holdings Limited
ACN 108 962 152**

Adopted on 25 February 2022

CODE OF CONDUCT

1 INTRODUCTION AND PURPOSE

EDU Holdings Limited (**Company**) and its subsidiaries (**Group**) is committed to carrying out its business ethically and responsibly, acting only in ways that reflect well on the Company and in strict compliance with all laws and regulations.

The purpose of this Code of Conduct (**Code**) is to:

- (a) articulate the standards of behaviour expected of the Company's directors, senior executives and employees;
- (b) ensure the highest ethical standards are maintained within the Company;
- (c) ensure the reasonable expectations of the Company's stakeholders are met; and
- (d) identify the actions that should be taken where a breach occurs.

The Code has been approved by the Board of the Company.

2 WHO THE CODE APPLIES TO

The Code applies to:

- (a) employees, directors and other officers of the Group; and
- (b) to all others who work for, act on behalf of, or represent the Group, including contractors and consultants,

(together, **Personnel**).

It is the responsibility of senior managers to ensure that ethical conduct is recognised and valued throughout the organisation. Personnel have an obligation to not only adhere to the Code but also to report any breaches to their direct report. All Personnel will receive appropriate training on their obligations under this Code.

3 HOW THE CODE INTERACTS WITH OTHER COMPANY POLICIES

This Code should be read in conjunction with all relevant Company policies, which include (but are not limited to) our policies that deal with diversity, continuous disclosure and security trading in the Company's shares.

Copies of these policies are available on the Company's website at <http://www.eduholdings.com.au>

4 PROFESSIONAL BEHAVIOUR

Personnel are expected to maintain the highest level of professional conduct in their interactions with each other and in representing the Company.

Personnel must ensure they:

- (a) act in accordance with the best interests of the Company;
- (b) perform their duties with care and diligence;
- (c) act with honesty and integrity;
- (d) comply with all of the Company's policies, procedures and practices, as varied from time to time;
- (e) disclose and deal appropriately with any conflicts between their personal interests and their duties as a director, senior executive or employee;
- (f) treat fellow staff members, shareholders, customers, suppliers and the community in which the Company operates with respect and not engage in bullying, harassment or discrimination;
- (g) do not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers;
- (h) do not enter into any arrangement or participate in any activity that would conflict with the Company's best interests or that would be likely to negatively affect the Company's reputation;
- (i) do not knowingly participate in any illegal or unethical activity; and
- (j) report breaches of the Code to the appropriate person or body within the Company.

5 COMPLIANCE WITH THE LAW

Personnel must respect observe all laws and regulations that apply to the Company and its operations. This requirement means Personnel should understand the laws and regulations relevant to them, as an ordinary person, in relation to their specific job and the country in which they are working. This includes work health and safety laws, environmental laws, equal opportunity and discrimination laws, privacy laws and, depending on the employee, may include corporate, taxation, financial reporting, and employment laws and regulations. Personnel must also be familiar with the Company's internal policies in relation to such matters.

Personnel are expected to comply not only with their legal obligations but also to act ethically and responsibly in their interactions with each other and in representing the Company.

The Company will inform the appropriate authorities where the Board considers that there has been criminal activity or a breach of the law.

6 FAIR TRADING AND DEALING

The Company expects all Personnel to maintain the highest standard of ethical behaviour in conducting business and to behave with integrity in dealings with customers, shareholders, government, employees, suppliers and the community.

When dealing with others, Personnel must:

- (a) perform their duties in a professional manner;
- (b) act with the utmost integrity and objectivity; and
- (c) strive at all times to enhance the Company's reputation and performance.

7 CONFLICTS OF INTEREST

Personnel are expected to avoid placing themselves in positions where their private interests conflict directly or indirectly with their obligations to the Company. A conflict of interest can arise where there is a personal, family or associated commercial interest which may interfere, or appear to interfere with the interests of the Company or Group as a whole and influence the individual in the effective and objective performance of their duties and responsibilities because of divided loyalties.

Examples include:

- (a) being involved in or having a significant ownership or personal financial interest in other enterprises where a conflict may arise with the member of staff's obligations to the Company;
- (b) participating in activities or discussions where there may be a conflict with their duties and responsibilities to the Company;
- (c) soliciting or receiving benefits such as cash, gifts or entertainment in connection with, or as a reward for, any service or business of the Company, where the benefits, because of the frequency of the offers, the cost and circumstances and timing in which they are offered, creates, or could be interpreted as creating, an obligation that affects the individual's objectivity in making a business decision;
- (d) taking advantage of property, information or other opportunities arising from your position in the Company;
- (e) conflicts of interest arising from a family, business or personal relationship; or
- (f) conflicts arising from activities outside employment (such as involvement in community activities and professional organisations).

Any conflict of interest or potential conflict of interest should be reported to the individual's senior officer/manager and, in the case of Directors, to the Board. The Board will procure the maintenance of a register recording the conflicts of interest or potential conflicts of interest which may arise.

8 CONFIDENTIAL INFORMATION

Personnel must not disclose or use in any manner confidential information about the Company, its customers or its affairs, that they acquire during employment with the Company, unless the information is already legitimately public knowledge. This obligation continues to apply to Personnel after they leave the Company.

Confidential information includes, but is not limited to trade secrets, lists of customers, employee (personal) details, details of marketing programs, technical and systems information (including algorithms), information about suppliers, computer systems and business strategies.

9 TRADE SECRETS AND INTELLECTUAL PROPERTY

All inventions, discoveries, computer software processes algorithms and improvements made by Personnel during his or her employment with the Company, remain the property of the Company.

This means the Company will hold all proprietary rights to intellectual property and trade secrets. This includes all ownership rights, copyright, exclusive rights to develop, make, use, sell, licence or benefit from any inventions, discoveries, processes and improvements made during an individual's employment with the Company.

10 THE COMPANY'S RESOURCES AND ASSETS

Personnel must use the Company's resources (including computer facilities, information systems and electronic resources such as Internet and email) and premises appropriately, responsibly and in the best interests of the Company.

Personnel must take all necessary steps to ensure that:

- (a) the Company's resources and assets, including funds, equipment and information, are protected; and
- (b) the Company's resources and assets, including funds, equipment and information, are used only for the purpose for which they were intended to be used and are used in accordance the Company policies and procedures.

11 SECURITIES TRADING

The Company is committed to upholding fair and ethical securities trading practices complying with all laws and avoid any conflicts of interest. Personnel must familiarise themselves with the Company's Securities Trading Policy.

12 BRIBES, INDUCEMENTS AND COMMISSIONS

Personnel must not pay or receive any bribes, facilitation payments, inducements or commissions, or give or receive any unreasonable gifts or otherwise act in an unethical way. Any small gifts should be declared and a register kept. Personnel must familiarise themselves with the Company's Anti-Bribery and Corruption Policy.

13 HEALTH AND SAFETY

The Company is committed to maintaining a healthy and safe working environment for its employees. All appropriate laws and internal regulations (including occupational health and safety laws) should be fully complied with. Personnel must familiarise themselves with the Company's occupational health and safety policies and all relevant procedures and must follow any lawful and reasonable instructions consistent with those policies and procedures.

14 ALCOHOL, DRUG AND TOBACCO USE

Personnel must not be impaired by alcohol or legal or illegal drugs while at work or when performing their duties and they must respect all restrictions applying to cigarette smoking. Misusing controlled substances or alcohol or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs on the job will not be tolerated.

15 ANTI-DISCRIMINATION, BULLYING AND HARSSMENT

The Company's commitment to diversity and equal employment opportunity means that it is committed to providing a workplace free of all forms of discrimination and harassment.

The Company considers discrimination, harassment and bullying to be serious workplace issues. The Company will promptly investigate all allegations of harassment, bullying, victimisation or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination will not be tolerated.

16 PUBLIC COMMUNICATIONS AND DISCLOSURES

Media statements and official announcements may only be made by persons authorised to do so. Personnel must refer to the appropriate person, any requests for information of which they are not authorised to respond to. The Board will procure the maintenance of a register recording the media requests and inquiries.

The Company has adopted a Continuous Disclosure Policy to ensure compliance with its disclosure and communication obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The aim of the Continuous Disclosure policy is to keep the market fully informed of information that may have a material effect on the price or value of the Company's securities, and to correct any material mistake or misinformation in the market.

Personnel must act in accordance with the requirements of the Continuous Disclosure Policy.

17 PRIVACY

The Company is committed to recognising and respecting the privacy of its customers and Personnel. The Company is also aware of its obligations under applicable privacy legislation governing the handling of personal information.

Personnel must respect and maintain the privacy of personal information held by the Company regarding its clients, customers, employees and others. This extends to any information or opinion, whether true or not, and whether recorded in a human readable form or not, about an individual whose identity is apparent, or can reasonably be ascertained, from that information or opinion. Personnel should familiarise themselves with and comply with the privacy laws of Australia and the Company's privacy policies which detail the appropriate use of personal information.

18 COMMUNITY AND ENVIRONMENT

The Company is a responsible corporate citizen and actively supports the communities in which we live and work. The Company is committed to doing business in an environmentally responsible manner and to identifying environmental risks that may arise out of its operations. Personnel are expected to uphold the Company's commitment to pursue good corporate citizenship while engaging in its corporate activity.

19 BREACHES OF THIS CODE OF CONDUCT

19.1 Reporting channels

Personnel are encouraged to report to their senior officer/manager any genuine behaviour or situation which they consider breaches or potentially breaches this Code, the Company's policies or the law. If Personnel know of, or have good reason to suspect, an unlawful or unethical situation or consider that they are a victim of unacceptable behaviour, they must immediately report the matter to their senior officer/manager.

The Board or a committee of the Board should be informed of any material breaches of the entity's Code, as they may be indicative of issues with the culture of the organisation.

19.2 Whistleblower protection

It is a breach of the Code for any Personnel to cause disadvantage to or discriminate against any person who makes a report under the Code. The Company has adopted a Whistleblower Policy to ensure that the Company complies with its obligations under relevant whistleblower legislation.

19.3 Consequences for breaching the Code

The Company recognises that breaches of the Code may occur from time to time. However, it should be clearly understood that the Company takes its commitment to the Code seriously and any breach may result in disciplinary action or other penalties including dismissal or termination of the contract or engagement. In determining an appropriate sanction, the Company will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

Employees in supervisory and managerial roles must not approve or allow conduct which is in breach of this Code. In these circumstances, disciplinary action may also be taken against the supervisor or manager.

20 REVIEW OF CODE OF CONDUCT

This Code of Conduct will be reviewed periodically and updated as required to ensure it remains consistent with current law and practice. The latest version of this Code of Conduct can be found on the Company's website or obtained from the Company Secretary.

21 MATERIAL REVISIONS

VERSION	APPROVAL DATE	EFFECTIVE DATE	DETAILS
1.0	23 February 2022	25 February 2022	Code of Conduct approved by the Board.