



CODE OF CONDUCT & ETHICS

December 2022



MESSAGE FROM CEO

Nord Anglia Education is a global family of schools united by a single philosophy – to inspire our students to achieve more than they ever imagined possible.

We are committed to offering the best possible education and believe that being part of our family means that all colleagues will achieve more with us than you would individually.

It is vital that we work together as one team to make this a reality. Our philosophy, vision and values should be reflected in the work we do in our schools and offices every day and in how we engage with each other, our students and their families, our partners, suppliers, and the wider community.

This Code of Conduct & Ethics is designed to help us reach the highest standards in all that do. We have a responsibility to set the right example for our students by running our organisation in accordance with this code. Our investors, families, regulators and other important stakeholders expect nothing less.

It is important to remember that standards of conduct are not just about how we behave when things are going well. None of us is immune from error, and mistakes are bound to happen. How we conduct ourselves in circumstances where we are under pressure or facing challenges is as important as how we behave when things are going well. What is important is how we handle ourselves – acting with honesty and integrity at all times is what will protect us as individuals and our organisation.

This document is designed to give you a practical understanding of how to make the right decisions. However, it cannot cover every possible circumstance. Therefore, I urge you to speak up if you have a question or concern about your actions or those of a colleague – sooner rather than later. Many of the issues we face during the course of our work can be easily be resolved if they are reported promptly. Nord Anglia Education will always strive to protect you when you report a concern in good faith.

Please read this Code of Conduct & Ethics carefully and join me in committing to its principles, the values it reflects, and the behaviour it outlines. Your commitment will help us *continue* the pursuit of our vision.



Andrew Fitzmaurice
CEO, Nord Anglia Education



MESSAGE FROM THE GROUP RISK OFFICER

Dear colleagues and partners,

As the Group Risk Officer, I'm pleased to join our CEO Andrew Fitzmaurice in introducing this Code of Conduct and Ethics to you.

Whether you are a Nord Anglia Education colleague or are working as a partner with our organisation, we're expected to all uphold the highest standards of business in our day-to-day work and this starts with understanding our ethical responsibilities.

This document sets out the principles for ethical behaviour that we are expected to follow across Nord Anglia Education, whether it be in one of our many schools around the world, in a support office, or in any other related capacity.

As a global family of schools, these standards help unify us through ethical best practice. This is especially important considering the wide variety of communities we operate in, including more than 30 countries and with students from ages 2 to 18. Following these guidelines will not only help protect our business and our reputation, but also will go a long way to ensure the safety, wellbeing, and success of our students and their families.

My hope is that this Code is used to help guide you in how to respond to any number of situations that you may come across, including whistleblowing, equality, diversity and inclusion, how to be role models for our students and fellow colleagues, and more. This includes guidelines on how to behave at work, but also guidance on our responsibility to within the wider community outside of work.

The Code will not necessarily provide direct answers for every conceivable situation but will enable you to make ethical decisions based on the spirit of the code. Overall, our aim to ensure Nord Anglia remains a workplace we can all be proud of.

Best regards,

Jon Townsley

Group Risk Officer



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A LEARNING EXPERIENCE THAT'S DESIGNED FOR THE FUTURE

We offer every student a learning experience like no other.

Our Vision is to shape a generation of creative and reliant global citizens that will change our world for the better.

Our Mission is to be the most forward-thinking, technology-enabled educators in the world, using our global reach and world-class teachers to create a learning experience like no other.

Whichever one of our schools you're in, we base our education on six key themes:

1. Academic Excellence
2. World Class Teachers
3. Advanced Learning Environments
4. Social Purpose
5. Exceptional Learning Experiences
6. The NAE family



OUR CULTURE



We're passionate about helping our students achieve more than they ever imagined.

Education has the power to change the world, which is why we give our students the skills they need to make the world a better place.

We're a friendly and inclusive family of schools committed to championing equality, diversity and inclusion.

SPEAK UP!



SPEAK UP!

IT IS THE RIGHT THING TO DO

Speaking up is crucial to our culture and our long-term results - it is a living example of our values.

Speaking up when something doesn't seem right demonstrates our integrity and that we have the courage to do the right thing.

Speaking up helps to prevent mistakes and misconduct and foster innovation.

Speaking up shows that we care about each other and our business. And speaking up to get things right or keep them on track helps us live up to our commitment.

Each of us has a responsibility to report and express our concerns, and to do so fairly, honestly, and professionally.

You can speak to your line manager, Principal or Headmaster (referred to as "Principal" in this Code) or Head of Department. Or if you feel more comfortable discussing the matter on a confidential basis with someone else then, there are others at NAE you can talk to:

- Your local Human Resources team,
- Your Safeguarding Focal Point,
- Our Legal Team or
- Our Central Compliance Team

These people are responsible for addressing or escalating as necessary the issues brought to their attention.

Our Whistleblowing Hotline (independently managed by Lighthouse Services):



E-mail: reports@lighthouse-services.com
(please include School or Company name with report)



Toll-Free Telephone: For a list of all telephone numbers please go to the [Whistleblower Protection Policy](#) or see the posters placed in your school.



Website: <http://www.lighthouse-services.com/nordanglia>
(option to communicate anonymously after reporting)

The written options above allow you to report in your own language if you wish.

We ask you to provide as much detailed information as possible, as this will help us thoroughly assess and/or investigate the matter.

You may remain anonymous if you wish (except where the local laws where you are based won't permit anonymous reports).

SPEAK UP!

CONFIDENTIALITY AND NON-RETALIATION

We will take all reasonable steps necessary to protect the confidentiality of information relating to allegations to the maximum extent possible, consistent with our legal obligations, including the need to carry out a proper investigation.

We have a policy of ensuring that there is no retaliation against someone for reporting suspected misconduct or violations of this Code, as long as the report has been made in good faith (and even if it turns out the reporter was mistaken).

For more information about Whistleblowing, please contact the Central Compliance Team compliance@nordanglia.com



LAYING THE FOUNDATIONS



LAYING THE FOUNDATIONS TO ETHICAL BEHAVIOUR

Nord Anglia Education, and each of its schools and subsidiaries (collectively “NAE”, “we”, “us”, “our”), are dedicated to conducting our business in a way that is consistent with the highest standards of business ethics.

We have an obligation to our students, parents and guardians (collectively “families”), shareholders, suppliers, community representatives and other business contacts to be honest, ethical, fair and forthright in all our activities. This obligation, together with our vision, philosophy and values, our corporate policies and the laws and regulations to which we are bound create the foundation for this Code of Conduct & Ethics (“Code”).

Our purpose and values are the foundation of our success. We exist to build trust within our community and deliver a world-class education and our values help us deliver on that purpose. This Code underpins our ability to behave in a manner consistent with our values.

Our Code is not meant to provide specific guidance on every situation where we might need to answer the question, “What is the right thing to do?” Instead, it is principle-based guidance that helps us think about difficult questions, promotes consultation, and encourages us to speak up if we have concerns.

Nord Anglia Education is a geographically dispersed organisation, but our global family of schools is united by our purpose and commitment to delivering the best possible education for our students. Each of us has a responsibility to live by the significant trust that is placed in us.

- Our fellow employees must trust us to value and respect them.
- Our families rely on our integrity and trust us to deliver on our promises.
- Our business partners must trust our professionalism and integrity.
- Our shareholders must trust our stewardship.
- Communities where we are based must be able to rely on us to act responsibly.



LAYING THE FOUNDATIONS

KEY RESPONSIBILITIES

As employees, you are required to:

- Follow our policies, guidelines, handbooks and procedures.
- Comply with applicable laws and regulations.
- Participate in compliance and ethics training.
- Demonstrate model behaviour. This means upholding the Code in everything you do and decisions you make, even when you think no one is looking.
- Speak up promptly and report any misconduct or concerns.
- Periodically certify compliance with the Code.

Discipline

Alleged breaches of the Code will be investigated in line with the [Disciplinary Policy](#).

Any employee who does not conduct themselves in line with the standards in the Code, or encourages others not to do so, may be subject to disciplinary action, which, on the nature of the breach violation, may result in a verbal or written warning even termination of employment. In cases, NAE may take civil legal action or refer a matter to relevant authorities for consideration.

Additional Responsibilities for Managers

If you are a manager at NAE, with employees reporting to you, you have additional responsibilities:

- Lead by example. Inspire similar behaviour in those who report to you. Never pressure others to compromise on the Code.
- Keep an open door. Make yourself available for questions, concerns and to offer guidance.
- Be proactive. Seek out opportunities to gather feedback and experience from employees.
- Foster a culture of trust and transparency. Make it clear that people must not be afraid to come to you with concerns about ethical behaviour.
- Be watchful. Do not ignore signs of possible misconduct or inappropriate behaviour.
- Keep up-to-date. Undertake training on to refresh your understanding of the Code of Conduct and encourage employees to do the same.

A WORKPLACE TO BE PROUD OF

Nord Anglia Education believes that outstanding people are vital to creating outstanding schools. We encourage the continuous professional and personal development of all our people and honour the law and regulations that protect their health, safety and wellbeing.



A WORKPLACE TO BE PROUD OF

Workplace Equality and Diversity

At Nord Anglia Education, we strive to provide a positive workplace where all individuals may grow, contribute, and participate in our success. Each of us is responsible for creating a workplace where everyone is treated with honesty, dignity, fairness and respect.

We are committed to making sure that every person has an opportunity to succeed and to contribute to the overall success of our organisation.

Nord Anglia Education prohibits discrimination because of gender, disability, race, religion, age, or any legally protected personal characteristic.

Nord Anglia Education shall implement its commitment to workforce equality and diversity consistent with all relevant and applicable local laws. You can address any concerns regarding this policy to your supervisor or Human Resources professional.

Harassment - Free Environment

Unwelcome, inappropriate, insulting, intimidating, or offensive remarks or actions amount to harassment and has no place in a Nord Anglia Education school or workplace. To maintain a workplace free from harassment, each of us must exercise good judgment in our communications with our colleagues, students, families, suppliers, and visitors.

For further guidance, please see the [Harassment Policy](#).

If you experience or observe harassment in the workplace or school environment or other improper conduct, you should report the incident to your local Human Resources Team.

Warning Signs – Harassment

- Unwelcome gestures or physical contact or written / digital communication
- The display of sexually explicit or offensive pictures or other materials
- Sexual or offensive jokes or comments (explicit or by innuendo)
- Exclusion or isolation of colleagues from social activities

Respecting Others

- Provide colleagues with opportunities based on performance and requirements that are relevant to job performance
- Abide by local labour and employment laws, including those addressing discrimination and harassment
- Provide a work environment free of harassment
- Escalate concerns you may have regarding your workplace environment - see the “Speak Up” section for reporting options

CHAMPION INCLUSION AND BELONGING TO CHANGE OUR COMMUNITIES FOR THE BETTER

NAE's Global Equality, Diversity & Inclusion Goals

1. Develop a more diverse and inclusive leadership profile at all levels by actively hiring from underrepresented groups and supporting pathways to leadership.
2. Create a more inclusive work culture so that everyone feels welcome as if they belong.
3. Educate future generations for a more inclusive and fairer world.
4. Gather and use data on the progress and impact we're making.



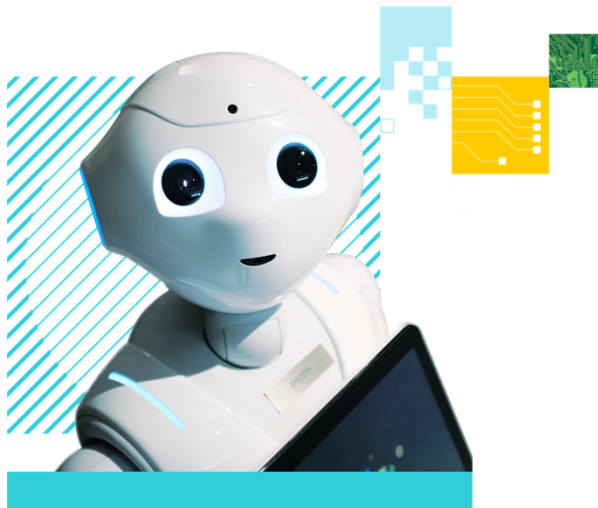
A WORKPLACE TO BE PROUD OF

Workplace Violence and Promotion of A Safe and Secure Work and School Environment

Nord Anglia Education promotes a safe and secure workplace and does not tolerate violence in its schools or workplaces, including threats, threatening behaviour, harassment, intimidation, assaults, and similar conduct.

You are responsible to promote a safe and healthful work and school environment. You must immediately report any threats or concerns about your safety or the safety of others to your supervisor.

You may not carry firearms or other weapons on any Nord Anglia Education facility unless this has been previously authorised in writing by the Principal and is for security reasons.



Alcohol and Drug Use

Using, selling, possessing or working under the influence of illegal drugs at any Nord Anglia Education school or other office or workplace is prohibited.

All Nord Anglia Education schools are drug and alcohol-free work environments, and colleagues should not be under the influence of alcohol while on school premises. Limited exceptions permitting moderate alcohol use at certain marketing and celebratory events (i.e. cheese and wine evenings or school fundraising events) are permitted with the approval of the relevant Executive Committee member and after ensuring adequate controls to prevent access to alcohol by students or other underage persons.

For colleagues of non-school businesses or offices, excessive or inappropriate use of alcohol whilst engaged in work related activities for Nord Anglia Education is prohibited.

Colleagues who feel they have an alcohol or drug abuse problem may contact their supervisor or Human Resources professional for support.

A WORKPLACE TO BE PROUD OF

Employee Privacy

Nord Anglia Education respects the personal information and property of employees. Employees expect us to carefully maintain the personal information they provide to us. This trust must not be compromised by disclosing this information other than to those with a legitimate need to know.

Access to personal information or employee property is only authorised for appropriate personnel with a legitimate reason to access such information or property. From time to time, the organisation may, applicable laws permitting, access and monitor employee internet usage and communications to assess compliance with laws and regulations, our policies and ethical standards. Subject to local laws, employees shall have no expectation of privacy with regard to workplace communication or use of organisation information technology resources.

Please refer to the [NAE Acceptable Use Policy](#).



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR SCHOOLS

Nord Anglia Education is ambitious for our students, our people and our schools. We are committed to offering the best possible education and so seek to create valuable opportunities for our students, families, people and schools. We will only do so through legal and ethical practices, never losing sight of our focus on our students' and colleagues' interests and well-being.



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR SCHOOLS

Engaging With Our Students

Nord Anglia Education recognises its responsibility for safeguarding all students under the UN Convention on the Rights of the Child (1989), Article 19 which states that children should be protected from all forms of violence and have the right to be protected from being hurt and mistreated, physically or mentally.

Everyone who comes into contact with one of our students in our schools must understand:

- A child's welfare is paramount, and each child has the right to be protected from harm and exploitation and to have their welfare safeguarded
- All children need to be safe and feel safe in school
- Every child is entitled to a rich and broad curriculum that equips them to keep themselves safe
- Every adult in school must have a commitment to protecting children with/for whom we work.
- We work in partnership with families and/ or other professionals to ensure the protection of children.
- Our guiding principle throughout is that of 'the best interests of the child'



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR SCHOOLS

All staff working directly with children in our schools must:

- Be familiar with the Nord Anglia Education safeguarding policy
- Be familiar with additional local safeguarding regulations and procedures
- Be subject to recruitment processes and checks prior to starting at the school (unless an action plan is in place to ensure staff member is supervised until the check is passed)
- Be alert to signs and indicators of possible abuse
- Listen to and take seriously the views of children
- Record any concerns and report these to the Designated Safeguarding Officer
- Take positive steps to ensure the protection of children who are the subject of any concerns
- Support children, staff or other adults who raise concerns or who are the subject of concerns to act appropriately and effectively in instigating or co-operating with any subsequent process of investigation.

All non-direct contact adults must:

- Undergo a safeguarding briefing in relation to their role
- Be subject to recruitment processes and checks prior to starting at the school (unless an action plan is in place to ensure staff member is supervised until the check is passed)

For further information please see the [Child Protection and Safeguarding Statement](#), [Safeguarding Procedures and Guidance for safer working practices](#)



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR SCHOOLS

Being Role Models For Our Students

If you work in a school, particularly in a teaching or professional capacity, you occupy an important role model position that has the potential to significantly impact the lives and development of our students. We are committed to ensuring all our students thrive, supporting them to achieve more than they may have thought possible. For that, **role models**, particularly those that play such a critical and active part in the lives of our students during their formative years, must set the right example in terms of honesty, ethics, integrity and acceptable social behaviour.

The need to set an exemplary example extends beyond your time on school premises and impacts how you should engage socially and publicly in the community. Therefore, you should consider, before engaging in activities that, although technically legal, might not be considered ethical or an appropriate example to set for our students, how such behaviour might be perceived by students, families and the community. If this is likely to be negatively, you should reconsider, rather than damaging your position as a positive role model to our students. All staff should be aware of the following:

- Exercise caution when using social media
- Be aware of conduct both inside and outside of work as we are all role models to our students
- Employ recognised safe practice when working alone with students
- Avoid intimidating and threatening behaviour towards students and staff
- Be aware of the language we use around students e.g. profanities or sexual
- Show discretion when touching others, especially students
- Do not communicate with minors outside the confines of your professional role
- When communicating with students and ex-students via email always use your organisation email account
- Communication with minors via social media may only be in relation to school business



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR SCHOOLS

Reporting of Child Abuse or Neglect

The protection of our students from harm is of utmost importance to Nord Anglia Education and our family of schools and each school is required to implement a comprehensive program designed to secure the safety and wellbeing of our students while they are in our care. Reference should be made to [Child Protection and Safeguarding Statement](#).

In addition, school personnel play a critical role in the lives of children, especially since they observe and interact with them daily. Most locations where we operate have regulation or laws that require school personnel to report child abuse, neglect or maltreatment.

Our job is not to determine whether or not abuse or neglect has occurred. If child abuse or neglect is reported to, or suspected by you, **you MUST act**. If you suspect or receive information that a student may be abused or neglected, you must comply with your local regulatory reporting obligations which may require you to make an immediate report of the matter to the applicable agency. You should immediately contact the senior person nominated as School Designated Safeguarding Lead and/or the Principal and they will walk you through the correct process for your School.

If at any time you are unsure of your obligations with respect to reporting of suspected cases of child abuse and/or neglect, you should contact your School Designated Safeguarding Lead or Principal or Regional Managing Director who will share the appropriate information applicable to your responsibility in the location in which you work.

If you discover child pornography on electronic and information technology equipment, you should immediately report it to your School Designated Safeguarding Lead or Principal.



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR SCHOOLS

Student Records and Privacy

Our students and families place significant trust in us to keep their records and data safe and secure. We are committed to being accountable and transparent with how we use their data. We are committed to protecting our students' rights and wellbeing in respect of using their data.

We acknowledge that as educators we are responsible for processing large amounts of personal data of our students including sensitive personal data (e.g. medical, safeguarding, ethnicity, etc.) and will ensure adequate protections are in place to keep this secure.

We will adhere to our policies or applicable data privacy laws. We will keep student records current, accurate, clear, and relevant. We will only share student records with our staff, who have a legitimate educational interest in the information. We will take extra care before sharing data with third parties.

All staff are responsible for knowing and complying with applicable data privacy and information security laws. In all cases we must maintain appropriate physical, administrative and technical safeguards for personal information and business data.

For more information, if applicable please contact your local data protection officer or a member of the Central Compliance Team (compliance@nordanglia.com).



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR MARKETS

Nord Anglia Education is ambitious for our family of schools and want each of our schools to be the first choice for families in its location. We are prepared to compete vigorously in the markets where we choose to do business, however, we only seek to create competitive advantages through legal and ethical practices.



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR MARKETS

Conflicts of Interest

Avoiding actual or apparent conflicts of interest creates and sustains the trust of our students and their families, employees, business partners, shareholders and the public. Therefore, employees, consultants, agents and representatives must endeavour to avoid actual or potential conflicts of interest. We understand and respect employees' rights to engage in activities outside of their jobs, however, these activities should not divide your loyalties.

A conflict of interest exists when a person's private interest interferes in any way with the interests of NAE. A conflict can arise if you take an action or have an interest that may make it difficult for you to perform your work for us objectively and effectively. Conflicts of interest may also arise when you, or members of your family, receive personal benefits as a result of your position with NAE.

Conflicts of interest can occur in any role. They may occur if an employee makes a decision on behalf of NAE or has a financial interest in an organisation that wants to do business with us.

If you consider undertaking any activity that reasonably could be expected to give rise to a conflict of interest, you should disclose this to your supervisor. No action may be taken with respect to such activity unless and until such action has been approved. If you are in doubt as to whether the circumstances might be reasonably expected to give rise to a conflict of interest, then you should always disclose.

Conflicts of interest may not always be clear, so if you have a question, you should consult with your supervisor or Principal, or, if relevant, your Regional Managing Director or Executive Committee member.

Managers should remember that related party contracts need to be sent to the Legal Team for review and may require high level approval, please see our [Contract Management Policy](#)

Examples of Potential Conflicts include:

- Hiring a family member, close friend or your parent.
- Tutoring our students for compensation after hours.
- Furthering, managing, or entering into a contract with a supplier owned and/or managed by a close friend, family member or parent.
- Having a significant financial interest in a company connected with NAE.
- Working independently as a consultant to a supplier or customer.
- Having a private business on your own time if you perform work that is similar to work you perform for us.
- Serving on a board of directors or trustees or on a committee of any entity whose interests reasonably would be expected to conflict with those NAE.

SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR MARKETS

External Opportunities

Employees, officers and directors have a duty to advance the legitimate interests of NAE when the opportunity to do so arises. Generally, employees, officers and directors are prohibited from using our organizational property, information or position for personal gain or to compete with NAE. More specifically, employees are prohibited from taking for themselves (or directing to a third party) an organisational opportunity that is discovered through the use of organisational property, information or position unless, after full and fair disclosure, the opportunity has been offered to and rejected by NAE.

You should disclose to your line manager full details of any such external opportunity that you wish to pursue and the Regional Managing Director responsible or Executive Committee member should be consulted for approval. You may only proceed to pursue the opportunity if advised that the organisation has waived its right to pursue it, and subject to the ethical standards set out in this Code.



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR MARKETS

Gifts and Courtesies

We will not seek to improperly influence the decisions of our students and families, suppliers, or fellow colleagues by offering extravagant or otherwise inappropriate gifts or courtesies, nor do we accept such gifts or courtesies from suppliers.

Employees may accept or provide, if authorised:

- Limited refreshments and meals, such as coffee, pastries and a working meal, when these items are provided during a business meeting.
- Reasonable and infrequent meals and entertainment (but not travel or overnight lodging) when offered for a legitimate business reason and when local custom or practice would make it inappropriate to decline the offer.
- Gifts of nominal or small value (under USD\$50 or its equivalent), although discouraged (this includes gifts to teachers from families).

All gifts given or received over USD\$50 must be approved by your line manager and placed on your school, regional or central gift register.

You must be careful that gifts and courtesies are not construed as bribes, kickbacks or other improper payments. Many governments have laws and regulations regarding offering business courtesies to government officials, or offering courtesies to, or receiving courtesies from subcontractors on a government contract. Laws in various locations differ.

We prohibit the offering or providing of anything of value to any government official, unless it complies with the restrictions set out in our [Anti-Corruption and Bribery Policy](#) and is reviewed and approved for appropriateness and legality in accordance with the policy. See “Bribes and Other Improper Payments” section of this Code.

Gifts between employees - Employee recognition and reward are important to us. Where our funds are used in support of these activities the following restrictions apply:

- All such activities and gifts should be approved by management.
- Costs of the events and gifts should be appropriate to the nature of the activity.
- Extravagant or lavish gifts or events should be avoided.
- Our funds may not be used to purchase personal gifts between individual employees (e.g. retirement, birthday or holiday presents).
- Employees may not use their own or our funds to support activities or purchase gifts intended to influence management decisions.





SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR MARKETS

Supplier Selection

We rely on suppliers, contractors, and consultants to help us accomplish our goals. They are part of the team and should be treated according to our values and in an ethical manner.

We will not hire a family member, close friend or parent of a student as a supplier, contractor or consultant, without the prior approval of the relevant Regional Managing Director, Group Human Resources Director or CEO, as appropriate.

We should base all procurement decisions on the best value received by NAE, taking account of price and non-price factors including quality, performance, and suitability.

We will make payments only to the person or the firm that actually provides the goods or services. Payments to agents or sales representatives may not be made without prior approval from the Regional Managing Director or Chief Financial Officer, as appropriate. We will not knowingly use suppliers who participate in the following activities:

- Supply unsafe products or services;
- Pay bribes to facilitate business;
- Do not comply with all applicable laws or regulations;
- Use child labour or forced labour;
- Engage in human trafficking; or
- Use physical punishment to discipline employees, even if it is allowed by local law.

We should use the following procedures in procurements:

- Ensure adequate transparency in relation to any procurement process, including, for contracts or supply needs with significant value, preparing and publicly advertising a statement of our needs and the we will consider in selecting a supplier;
- Obtain competitive bids from at least three suppliers for significant contracts over applicable thresholds as set out in our [Procurement Process](#) and other relevant corporate procurement policies;
- Confirm the legal status of all bidders and that they are financially responsible;
- Verify the quality and service representations made in the bids;
- Make sure that purchase agreements clearly state the services or products to be provided, the price and delivery terms, and the basis for earning rebates or fees, if applicable;
- Verify that invoices clearly and fairly represent the goods and services delivered.



SHAPING AND UPHOLDING ETHICAL PRACTICES IN OUR MARKETS

Competition and Fair Dealing

All employees are obligated to deal fairly with fellow employees and with our customers, suppliers and competitors. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Relationships with Customers

Our success depends upon our ability to foster lasting customer relationships, whether with families or with consumers of our Learning Services, Fieldwork or other products.

We are committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be accurate and complete to the best of our knowledge. Employees should not deliberately misrepresent information to customers.
- Employees should not refuse to sell, service, or maintain products of our family of schools simply because a customer is buying products from one of our competitors.
- Customer entertainment should not exceed reasonable and customary business practice. Employees should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for customer purchase decisions.
- Please see “[Gifts and Courtesies](#)” for additional guidelines in this area.

Relationships with Suppliers

We deal fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation, among other factors.

Employees dealing with suppliers should carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices.

Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. See “[Gifts and Courtesies](#)” for additional guidelines in this area.

Relationship with Competitors

We are committed to free and open competition in the marketplace. Employees should avoid actions that would be contrary to laws governing competitive practices in the marketplace, including anti-trust laws.

Such actions include misappropriation and/or misuse of a competitor's confidential information, making false statements about the competitor's business and business practices or colluding with competitors to determine prices or competitive conduct

PROTECTING OUR INFORMATION, ASSETS AND REPUTATION

We are a globally respected organisation – we all have a responsibility to protect our reputation.

This means we are all responsible for respecting and taking care of our organisation's assets, resources and information, including those of our students and employees, and for being open and honest about our operations and performance.



PROTECTING OUR INFORMATION, ASSETS AND REPUTATION

Organisational Records

Accurate and reliable records are crucial to our organisation.

Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our decision-making and strategic planning.

Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited.

You are responsible for understanding and complying with all record keeping requirements (including as contained in local data retention policies). Ask your supervisor if you have any questions.

Prevention of Selective Disclosure

As part of Nord Anglia Education's financing facilities are openly traded, we should ensure we remain diligent in any disclosure to external parties.

Selective Disclosure occurs when any person provides information that could potentially affect the market for our tradeable securities before the news is generally available to the investing public therefore preventing selective disclosure is of paramount importance to us as an organization.

Other than the Media Contacts, employees should not respond to questions or inquiries or provide information regarding Nord Anglia Education to a member of the press, media or investment analyst and instead shall forward any enquiry to the Head of Communications or Head of Corporate Finance, Treasury & Special Projects.

(Media Contacts = Chief Executive Officer, Chief Financial Officer, Head of Corporate Finance, Treasury & Special Projects or Head of Communications)



PROTECTING OUR INFORMATION, ASSETS AND REPUTATION

Accuracy of Financial Reports and Other Public Communications

We are subject to various regulations and reporting obligations. These laws, regulations and obligations and our policies require the disclosure of accurate and complete information regarding our business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the organisation and result in legal liability.

To ensure that we meet these standards, written approval must be sought from a relevant Regional Finance Director, the Group Financial Controller, or an authorised delegate prior to providing financial reports to external parties.

NAE's principal financial officers and other employees working in the Corporate and School Finance Departments have a special responsibility to ensure that our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with applicable accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.



PROTECTING OUR INFORMATION, ASSETS AND REPUTATION

Protection and Use of The Organisations Assets

Our staff work hard to produce our assets, which include products, money, information, equipment and our reputation. All employees should therefore protect these assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste will have a direct impact on us and our success and are prohibited.

You are also prohibited to use NAE funds or assets, whether or not for personal gain, for any unlawful or improper purpose.

To ensure the protection and proper use of our assets, you should:

- Exercise reasonable care to prevent theft, damage or misuse of the organisation's property.
- Report the actual or suspected theft, damage or misuse of our property to a supervisor. We will promptly investigate, and where appropriate, prosecute reported incidents of fraud or theft.
- Use our telephone system, other electronic communication services, written materials and other property primarily for business-related purposes.
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.
- Use the organisation's property only for legitimate business purposes, as authorised in connection with your job responsibilities

Our property includes all data and communications transmitted or received to or by, or contained in, the organisation's electronic or telephonic systems. It also includes all written communications. Employees and other users of our organisation's property should have no expectation of privacy with respect to these communications and data.

We have the ability, and reserves the right, to monitor all electronic and telephonic communications, to the extent permitted by law. These communications may also be subject to disclosure to law enforcement or government officials. The interception, recording and monitoring of communications is intended to protect NAE's interests and the welfare of our students.

For example, for the purposes of quality control, security of our information technology or communication systems, protection of confidential information and legitimate business interests, record-keeping and evidential requirements, detection and prevention of criminal activity or misconduct and to assist us to comply with relevant legal requirements.

You should be aware that all communications, data, records and files stored on our information technology or communication systems or on our premises may be used as evidence in disciplinary or legal proceedings against employees.



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PROTECTING OUR INFORMATION, ASSETS AND REPUTATION

Confidential Information

You have access to a variety of confidential information while employed at NAE. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to us or our customers (e.g. families, students). It also includes information obtained from a third party under a contractual obligation of confidentiality.

Every employee has a duty to respect and safeguard this information, including that of any third parties with which we conduct business, except when disclosure is authorised or legally mandated. Your obligation to protect confidential information continues after you leave our organisation. Unauthorised disclosure of confidential information could cause competitive harm to our family of schools, students or families, and could result in legal liability to you and our organization.

Any questions or concerns regarding whether disclosure of information is legally mandated should be referred promptly to the Central Compliance Team.

You should take care to safeguard and protect confidential information:

- You should conduct your business and social activities so as not to risk inadvertent disclosure of confidential information. For example, when not in use, confidential information should be secretly stored. Also, any review or discussion of confidential documents or subjects in public places (e.g., airplanes, trains, taxis, buses, etc.) should be conducted so as to prevent overhearing or other access by unauthorised persons.
- Within our schools and offices, you should not discuss confidential matters within hearing range of visitors or others not working on such matters.
- Confidential matters should not be discussed with other employees who aren't working on such matters or with your friends or relatives, including those living in the same household.
- You should only access, use and disclose confidential information that is necessary in the course of performing your duties and should not disclose confidential information to other employees or contractors unless it is necessary for the course of their duties.

PROTECTING OUR INFORMATION, ASSETS AND REPUTATION

Audits and Investigations

If requested, all employees will cooperate with auditors and investigators conducting an internal or external audit or investigation of our or an employee's activities. If you or someone you supervise learns about a possible government investigation or inquiry, you should inform your Principal or Head of Department and the Regional Managing Director or relevant Executive Committee member immediately.

It is our policy to fully cooperate with any authorised government investigation as well as internal audits or investigations:

- Never destroy any documents in anticipation of a request for those documents from investigators, any government agency, or a court. Documents include electronic media such as disks, computer- stored information, and e-mail transmissions.
- Never alter any historical document or record.
- Never make any untrue or misleading statement to any investigator.
- Never try to influence any other employee or person to provide incomplete, false or misleading information to any investigator.
- If any government inquiry arises through any written request for information, you must submit it to the Principal and to the Central Legal Team immediately, before any action is taken or promised.
- If you are approached outside the workplace by a government investigator, you should notify the Principal who will assess the appropriate legal advice and assistance required.

Acts designed to hamper the effectiveness of an audit or investigation (e.g. including failure to keep details of an internal investigation confidential where required) may result in disciplinary action.



PROTECTING OUR INFORMATION, ASSETS AND REPUTATION

Public Communications

We are highly respected worldwide, and we value our credibility and reputation. Our reputation is directly impacted, positively or negatively, by what is written or said about our organisation and schools in the news media and investment community.

All enquiries from investors, financial analysts or financial media, should be directed to the Head of Corporate Finance, Treasury & Special Projects (investors@nordanglia.com).

If you receive a media enquiry relating to Nord Anglia Education, a major project we're undertaking in your school, or with the potential to impact a number of schools, please contact the Communications Team (communications@nordanglia.com).

All media enquiries relating to the day-to-day regular activities of your school should be directed to your Principal or Director of Admissions and Marketing.

The Head of Corporate Finance, Treasury & Special Projects and Head of Communications will work with you and the appropriate personnel to evaluate and coordinate a response to the request.

When you make personal communications, including on user forums, blogs, chat rooms and bulletin boards, you must never give the impression that you are speaking on behalf of Nord Anglia Education. In addition, when you publicly express your personal views, you must ensure it is done in circumstances that will not reflect poorly on Nord Anglia Education and where it is clear the views expressed are your own personal views.

Please see the [Media Relations Policy](#) for further information.

Social Media

Social media is a powerful tool to engage our students, families and communities. Nord Anglia Education encourages our schools to actively use social media channels to raise awareness, share information and celebrate their activities and successes. Employees should only use social media on behalf of the organisation or school with permission and guidance from their school's Marketing, Admissions and Communications team or Central Marketing, Admissions and Communications team.

When using social media in our personal lives, we must conduct ourselves professionally. Social media includes blogs, forums, chat rooms, professional and social networking sites, photo and video sharing sites, and other interactive online media, e.g. Twitter, Facebook, TikTok.

Social Media Guide

- Do not communicate on social media on our behalf unless you are designated to do so.
- Do not use social media to harass or disparage our co-workers, customers, students, families, competitors, or others, or express any opinions or ideas attributed to NAE.
- Do not discuss sensitive information, including confidential and material non-public information on social media.

For more information, please see our [Social Media Policy](#)

EXERCISING GOOD CORPORATE CITIZENSHIP

We believe that being part of NAE will enable our students, families, people and other stakeholders to achieve more together.

We are therefore committed to good corporate citizenship and believe that we should achieve success through demonstrating respect for people, the planet, and complying the laws and regulations that apply to our organisation and schools.



EXERCISING GOOD CORPORATE CITIZENSHIP

Corporate Social Responsibilities

We believe that our schools are vital members of their local and global communities. Our families and staff donate valuable time, expertise and resources to support local projects.

NAE recognises that it as a business has a wider impact beyond its school boundaries. We are committed to continuous improvement to measure and reduce any negative impact on the environment or the global society.

We aim to role model good global citizenship to our students and encourage them to take direct action. This benefits both the community and our students, who gain new skills, valuable insights into the world around them and create deep connections to the people and places where their schools are located.

We contribute to projects around the world and work in partnership with others to drive change. We take inspiration from the UN Sustainable Development Goals and encourage our students to align their community activities to the SDGs.



EXERCISING GOOD CORPORATE CITIZENSHIP

Compliance With Laws and Regulations

Each employee has an obligation to comply with all laws, rules and regulations applicable to our operations.

These include laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, national and international sanctions, anti-boycott, currency controls, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets.

You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor, your Principal or Head of Department or the Central Compliance Team (compliance@nordanglia.com).



Bribes and Other Improper Payments

A bribe or other improper payment is not an acceptable way of doing business and exposes both us and you to criminal and civil liability under anti-bribery laws. While all forms of commercial and public bribery are prohibited, particular care must be taken to avoid actual or perceived bribery in your dealings with government officials, including employees of government-owned enterprises.

We are subject to a variety of local and international anti-bribery laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"), and the U.K. Bribery Act (the "Bribery Act"). These laws impose criminal or civil penalties for offering, paying, promising to pay, or authorizing the payment of money or anything else of value to a foreign government official, whether directly or through an agent or other intermediary, for the purpose of influencing an act or decision or securing an improper advantage, including "facilitation" payments and even if customary in a particular jurisdiction.

Improper payments are distinct from the reasonable, limited expenditures for gifts and entertainment discussed above. If any employee, officer or director has a question about whether an expense should be viewed as a permissible gift or entertainment expense or an impermissible bribe, he or she should refer that question to the Central Compliance Team. In addition to the severe fines and criminal penalties that may result from violation of anti-bribery laws, we may take disciplinary action in accordance with the [Disciplinary Policy](#) with respect to an employee who violates anti-bribery laws, up to and including termination of employment.



EXERCISING GOOD CORPORATE CITIZENSHIP

Prevention of the facilitation of tax evasion

Nord Anglia does not tolerate any activities where we know or suspect that the other party is misusing elements of a transaction for the purposes of fraudulent tax evasion. Tax evasion is illegal, it can damage the communities within which we operate and undermines trust.

All employees, sub-contractors, entities, business and joint venture partners have a responsibility to support Nord Anglia's position and to ensure awareness of what facilitating tax evasion could look like and that it does not take place. In the same way that you need to recognise when money laundering or corruption may be taking place it will be important to be able to recognise when tax evasion is being facilitated.

If you are ever in doubt or have any concerns, promptly report any concerns to the Group Risk Officer or Group Head of Tax with details. For more information, please see Nord Anglia's Anti-Tax Evasion policy on the Intranet.

Financial Sanctions

In order to comply with applicable financial / economic sanctions programmes, our employees are prohibited from conducting business with or providing benefits to designated individuals and entities (such as suspected terrorists and narcotics traffickers) as well as individuals and entities that are in, have certain dealings with or are nationals or agents of listed countries.

To determine if a government, individual or entity is subject to these prohibitions, please see our [Financial Sanctions Policy](#).

Promptly report any concerns to the Central Compliance Team (compliance@nordanglia.com) if any student, parent/guardian, agent or third party is found to be on the applicable sanctions lists or is suspected of being on the list.

EXERCISING GOOD CORPORATE CITIZENSHIP

Environment, Safety and Health

We are committed to providing a safe and healthful workplace and school environment for its employees and students and ensures that pertinent environmental, health and safety issues are incorporated in the planning and execution of its business and educational efforts. NAE conducts its business in compliance with applicable environment, health and safety laws and regulations.

To help meet its commitment in providing a safe and healthful workplace, it is your responsibility to report any suspected unsafe condition immediately upon discovery to your supervisor or School Safeguarding Officer or Principal.

Material matters, such as those below, must also be reported promptly to Regional Managing Director or responsible for your school/business:

- a fatality or Environment, Safety and Health related hospitalization
- environmental contamination
- a health or potential safety issue that may subject us or our employees, students, families, suppliers or visitors to our schools / offices to serious harm or adverse public attention.

You must also comply with applicable laws and regulations regarding reporting.



EXERCISING GOOD CORPORATE CITIZENSHIP

Political Activities

We are firmly committed to following all laws that govern elections and campaign contributions to political campaigns.

If you participate in political activities you must do so on your own time, at your own expense, and in a manner appropriate to the locale. Solicitation of fellow employees to support or contribute time or money to a candidate or a political cause is never allowed. When you participate in political activities, you do so voluntarily as an individual citizen and must not give the impression that you are speaking on behalf of us.

None of our assets may be used directly or indirectly, for political purposes. This includes the support of any candidate or party, even in countries where it may be traditional, customary, and legal to do so. If a planned contribution could in any way be looked upon as involving our funds, property, or services, Regional Managing Director or Executive Committee member should be consulted before making the contribution.

Lobbying

It is essential that we are consistent in its approach to public policy issues in those circumstances when the organisation engages in a policy debate. We reserve the right to engage in policy debate where such policy impacts our organization and the education of our students. You must obtain prior approval from your Regional Managing Director or Executive Committee member to speak with government officials about legislation, policy or rulemaking.

Specific Guidelines

- Do not allow your status as an employee to be used in support of a particular candidate or issue.
- Employees must not pressure, either directly or indirectly, other employees to make political contributions or to participate in support of a political party, issue, or candidate.
- Organisational funds or assets cannot be used to support a political party, an elected official or the campaign of any candidate for local, state or federal elected office. Also, you should advise our Legal Team of any planned visits to our premises by an elected official, political party member, or candidate for elected office.
- The Legal Team and relevant Regional Managing Director must be informed of any request to testify on behalf of NAE before any governmental regulatory or legislative body.

WAIVERS OF THIS CODE

Waivers of this Code for employees may be made only by an executive officer of Nord Anglia Education. Any waiver of this Code for our directors, executive officers or other principal financial officers may be made only by our Board of Directors or the appropriate committee of our Board.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing NAE policy. We reserve the right to amend, supplement or replace this Code and the matters addressed herein, without prior notice, at any time. Any revised / replacement version of the Code will be notified to employees and the most up-to-date version will be made available on the Intranet.



KEY CENTRAL CONTACTS

Central Compliance Team – compliance@nordanglia.com

Central Legal Team - legal.general@nordanglia.com

Safeguarding – barry.armstrong@nordanglia.com

Human Resources - scott.kelly@nordanglia.com

Copies of all policies referred to in the Code of Conduct can be found on our [Intranet](#).

