



Code of Conduct

Our Code of Conduct sets out professional standards of behaviour for the 3P Learning Group. It is fundamental to our culture and provides an important bridge between our values, our policies and our legal requirements.

The purpose of this Code of Conduct is to guide all directors, employees and other persons that act on behalf of the 3P Learning Group, to behave and interact in accordance with high ethical standards, our policies and applicable legal requirements on a day-to-day basis. It is a guide for how we interact and work with each other, our customers, our shareholders, the business and our community in a way that reflects our brand and what we stand for.

13 June 2023

3P Learning expects all its directors, employees and other persons acting on behalf of any 3P Learning company, to conduct themselves in accordance with 3P Learning's values, and the policies that guide business conduct.

1 Our Values

Our values guide how we work, reflect our brand and what we stand for. Our values reflect what we do every day. We:

1. Create Lifelong Learners

We are a team who care deeply about creating something special; we are purpose driven and passionate about our work, as well as the success of all who we work with – our customers, our colleagues, our partners and each other.

2. Find Better Ways

Discovering better ways to learn, to work, to create, and to be is the foundation of our culture. We strive to keep looking forward. We are always evolving, imagining more and being better at all that we do.

3. Make It Happen

We are a results focused team who love to succeed. We are fast and flexible, and we set and achieve ambitious goals. We thrive on going further than we thought was possible.

4. Be Authentic

We are true to ourselves. We are respectful, courageous, unique and honest. We value diverse perspectives. We keep it real, and we bring this to life in our actions, and our mindset, to help us to achieve more.

5. Thrive Together

We are one global team, made of many. We are truly connected and also empowered to succeed as individuals. We grow together, are stronger together and we trust one another.

2 Our Commitments

Our core commitments are:

- **Integrity** – we act honestly and with integrity in all our dealings, both internally and externally.
- **Respect** – we respect all people, their ideas and cultures and our words and actions must reflect this respect.
- **Safety** – we are committed to providing and maintaining a safe and non- discriminatory working environment.
- **Community Standards** – we act in a manner consistent with reasonable expectations of our stakeholders and the broader community.
- **Environment** – we are committed to acting responsibly towards the environment.

3 Our ethical standards

3.1 Conflicts of interest

A conflict of interest occurs if your loyalties are divided, for example if you or your family or friends have a personal or commercial interest which may interfere, or be perceived to interfere, with the performance of your duties and responsibilities to 3P Learning, making it difficult to perform your role **objectively** and **effectively**.

The existence of a conflict of interest is not uncommon.
What matters is how we manage the conflict.

To safeguard the confidence of our key stakeholders in 3P Learning's integrity, it is paramount that you do not allow personal interests or the interests of family or friends conflict with the interests of 3P Learning.

Conflicts and conduct to avoid

You must avoid participating in decisions and activities which may conflict, or be perceived to conflict, with your duties and responsibilities to 3P Learning.

You must not enter into any arrangement or participate in any activity that would conflict with the best interests of 3P Learning or would be likely to negatively affect 3P Learning's reputation.

You must not use 3P Learning property (including intellectual property), information, your position or opportunities which arise from these to improperly gain benefit for yourself or for another party.

You must not be involved in any other company or business or organisation as director, agent, employee or consultant, whether paid or unpaid, if there is a possibility that your personal interests could conflict, or be perceived to conflict, with those of 3P Learning unless you obtain approval first from your manager or the company secretary or the Board (if you are a director).

What to do if there is a perceived, or actual, conflict of interest

If you are involved in a conflict or possible conflict, or become aware of a conflict, you must tell your manager or the company secretary or the Board (if you are a director) as soon as possible.

3.2 Anti-bribery and gifts

A number of countries, including those where 3P Learning conducts its business and operations, have strict laws against bribery and corruption.

The anti-bribery laws of some countries including Australia, the United States and United Kingdom can apply to the conduct and how we do business in other countries (i.e. have wide-reaching extra-territorial effect). We must comply with and uphold all laws against bribery, corruption and related conduct applying to 3P Learning in all the jurisdictions where we (including our partners on our behalf) operate.

Accordingly, 3P Learning has a strict policy not to offer secret commissions or bribes to further its business interests. Facilitation payments may breach anti-bribery laws and are prohibited under our policies.

Naturally, you must not accept any money or opportunity or other benefit which could be interpreted as an inducement, secret commission or bribe. Care must be exercised in accepting hospitality, entertainment or gifts over and above that required for the normal conduct of business or which may compromise your impartiality.

For more detailed information on your obligations, please refer to the [Anti-bribery & Corruption Policy](#), which is available on the 3P Learning website and intranet.

3.3 Dealings with politicians and government officials

All dealings with politicians and government officials which relate to 3P Learning and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must **not** make any donation or other financial contribution to any political party or candidate for an election (other than in a purely personal capacity).

You must not make any donation or provide sponsorship to any other organization or person without seeking and obtaining prior approval in accordance with 3P Learning's [Anti-bribery & Corruption Policy](#).

3.4 Confidentiality

In the course of 3P Learning's business, you will have access to business or personal information about the affairs of 3P Learning, its customers, employees, suppliers, contractors and our business partners.

Confidential Information may include business strategies, marketing and sales plans, competitive analysis, financial plans and forecasts, customer or employee information, supplier information and pricing. When information is given or received, each of the parties expect the confidential nature of the information they have given in good faith to be kept confidential and used only for the purpose for which it was given.

You must keep confidential information acquired while you are with 3P Learning, or acting on behalf of 3P Learning, confidential, even after you leave or cease your engagement or employment with us.

You must not access or request or make improper use of or transfer or disclose confidential information to anyone else except as required by your position or as authorised or legally required. If confidential information inadvertently comes into your possession it should be returned immediately.

If you are required by an authority to provide confidential information which has not been otherwise authorised, you must notify the company secretary.

3.5 Privacy

You must respect and safeguard the privacy of personal information held by 3P Learning regarding its customers, suppliers, employees, contractors and others. If you have access to this information, you must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with applicable privacy and data protection laws and the 3P Learning Privacy Policy.

For more detailed information on your obligations, please see the 3P Learning Privacy Policy, which is available on the 3P Learning website and our intranet.

3.6 Fair dealing

We expect you to treat our suppliers, competitors, customers, employees, contractors and other stakeholders fairly and with respect.

3P Learning is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of 3P Learning.

Applicants for employment are evaluated on merit in accordance with their skills, qualifications and abilities, and having regard to our operational needs.

3P Learning is committed to ensuring the highest quality of service is provided to its customers at all times. We make decisions regarding suppliers and contractors on merit and a commercial basis.

We collect information about our competitors and others in a lawful manner.

3.7 Discrimination, bullying, harassment and vilification

Discrimination, bullying, harassment or vilification in the workplace will not be tolerated by 3P Learning. Any such conduct will be dealt with in accordance with applicable 3P Learning policy. For further information, including who to contact, please refer to the 3P Learning intranet site.

3.8 Health and safety

3P Learning is committed to ensuring the health and safety of its employees, consultants, contractors and visitors to its workplace and any other persons who we works with, as required by law.

For more information, please refer to applicable policies and guidelines on the 3P Learning intranet.

It is important that we work together to create a safe and healthy workplace. If you know of or suspect any unsafe situations or conditions, please alert your manager or supervisor immediately. You can also report an incident, observation or 'near miss' using the forms available on the 3P Learning intranet. A safe workplace requires everyone's commitment and cooperation.

3.9 Protection of and use of 3P Learning assets and property

You must protect 3P Learning's assets and property (including intellectual property) and ensure that 3P Learning's assets and property are used only for the benefit of our business and operations. You are encouraged to report any suspected or actual theft or fraud to your manager, the company secretary, to any other contact nominated in applicable 3P Learning policies, including the Whistleblower Policy.

You must not use 3P Learning's assets or property for personal purposes except in accordance with 3P Learning's policies or approved arrangement.

You must return 3P Learning assets and property immediately upon request by the 3P Learning.

All expenses must be documented and reported in a timely manner and in accordance with applicable policies, which are available on the 3P Learning intranet.

3.10 Compliance with laws and regulations

3P Learning is committed to complying with the laws and regulations of the countries in which we operate and which apply to our business and operations.

You must comply with all laws and regulations relating to 3P Learning, including document retention requirements. You must also comply with the technical and ethical requirements of any relevant regulatory or professional body. You must not breach, or omit to do something in breach of, any law or regulation or requirement. You are encouraged to report all actual or potential breaches that you become aware of to the company secretary, your manager or to any other contact nominated in applicable 3P Learning policies, including the Whistleblower Policy.

Where local laws, regulations, or customs differ from this code, you must apply whichever requirement sets the higher standard of behaviour.

Ignorance of the law or having a good intention does not excuse your obligation to comply. You must participate in relevant compliance training programs offered by 3P Learning.

If you are uncertain about the interpretation of any applicable law or regulation or requirement, contact your manager or the company secretary or a relevant advisor.

3.11 Responsibility to shareholders and other stakeholders

3P Learning respects the rights of its shareholders and other stakeholders and has adopted policies and practices to facilitate the provision of timely and balanced information and disclosures about 3P Learning, its operations and governance in accordance with law and in a manner supports our commitment to effective communication with our shareholders and other stakeholders.

For further information, please refer to our Disclosure and Communication policy available on the 3P Learning website and intranet.

3.12 Insider trading

Insider trading laws prohibit a person in possession of material non-public information relating to a company from dealing in that company's securities. Insider trading is a serious offence under the Australian Corporations Act and other applicable legislation.

Our Trading Policy is available on the 3P Learning website and intranet. It provides guidance so that you do not deliberately or inadvertently breach the insider trading laws or our policy.

3.13 Whistleblower protection

You are encouraged to report any actual or suspected unethical behaviour including breaches of this Code of Conduct or 3P Learning's policies and directives to your manager or the company secretary or any other contact nominated by 3P Learning. Matters raised will be investigated in accordance with applicable policies and as required by law.

3P Learning is committed to ensuring that you can raise concerns on reasonable grounds without being disadvantaged or subject to detrimental conduct in any way to the extent that the law permits.

To support our commitment to conducting our business with integrity and to support a culture of honest and ethical behaviour, corporate compliance and good corporate governance, certain concerns and conduct can be reported in accordance with the 3P Learning Whistleblower Policy, which is available on the 3P Learning website and intranet.

4 Our Key Policies

3P Learning has adopted policies and directives that reflect our ethical standards. These policies and directives govern business conduct and how employees, executives, directors, consultants and contractors must conduct themselves in the pursuit of our strategic priorities and business objectives.

These policies and directives cover topics that include those referred to above, but are not limited to:

- 3P Learning – Diversity Policy
- 3P Learning – Whistleblower Policy
- 3P Learning – Trading Policy
- 3P Learning – Disclosure and Communication Policy
- 3P Learning – Anti Bribery and Corruption Policy (including Gifts and Hospitality)
- 3P Learning Board Protocols & Related Party Transactions
- 3P Learning Privacy Policy

and a range of company policies in relation to:

- Discrimination, Harassment and Bullying
- Workplace Health and Safety
- Grievance Resolution Policy
- IT Use policy
- Social Media Policy
- Data Protection Policy

5 Reporting and escalating of concerns

As noted above, if you have concerns about any conduct that may breach the law or 3P Learning's code of conduct or policies you are encouraged to refer to our policies, or contact your supervisor or manager. If in doing this you are not able to obtain a satisfactory response to your concern, or the concern is of a serious nature, you may report your concern in accordance with the Whistleblower Policy.

Individuals who report any such concerns based on reasonable grounds are protected from discrimination or other reprisals and are offered certain protections under applicable law.

For further information, please refer to the 3P Learning Whistleblower Policy, which is available on the 3P Learning website and intranet.

6 Breach of this Code

We expect that all our directors, employees and other persons that act on behalf of the 3P Learning Group read and act in line with this Code of Conduct. We are all personally accountable for behaving in a way that is professional, lawful and in line with our values and policies.

Compliance with this Code is monitored and any known or suspected breaches of will be investigated and actioned as appropriate.

The consequences of breaching this Code of Conduct may include disciplinary action, up to and including termination of employment and in some instances, criminal prosecution, so it's essential that you 'speak up' and seek clarification with an appropriate person if you ever have a question or are seeking further clarification about appropriate conduct.

7 More information

If you require further information or assistance or are uncertain about the application of this code or the law, please contact your manager or the company secretary.

Review and publication of this policy

This code is reviewed periodically by the Board and may be amended by resolution of the Board.

A copy of this code will be available on the 3P Learning website and intranet.

Approved by the Board of the Directors on **13 June 2023**.

(Prior version: December 2019)