

Code of Conduct

Version: 2.2

POLICY NAME	CODE OF CONDUCT
POLICY MANAGER	Head of People + Culture
APPROVAL AUTHORITY	Board
ADOPTION DATE	June 2024
VERSION REFERENCE	Version 2.2

Contents

1. Purpose and Scope	3
2. General Principles - Honesty, Integrity and Personal Responsibility	3
3. Manager Responsibility	3
4. Employee Responsibility	4
5. Company Assets (Information, Equipment and Other Property)	4
6. Duty of Care and Safety Compliance	4
7. Legal Compliance	4
8. Confidentiality	5
9. Fair Dealing	5
10. Individual Rights and Privacy of Others	5
11. Integrity of Books and Records	6
12. Conflicts of Interest	6
13. Gifts and Hospitality	7
14. Political Involvement and Political Contributions	7
15. Publication Speeches and Endorsements	7
16. Press or Media Comment	8
17. Breaches of Code of Conduct	8
18. Reports of Breaches, Anonymity and Confidentiality	8
19. Supporting Documents	8
20. Review of this Code	9
21. Change History	9

1. Purpose and Scope

- 1.1 NextEd Group Limited ('the Company') has developed this Code of Conduct ('the Code') as a framework for establishing principles that are intended to apply in addition to any applicable laws or other Company policies.
- 1.2 The Code establishes guidelines for conduct applicable to all Company officers, employees and contractors when representing the Company. The word "employee" extends to a contractor when representing NextEd.
- 1.3 If an employee is in doubt regarding any situation, interest, or affiliation (whether involving their conduct directly or that of a colleague or a third party) they should report the matter to management.

2. General Principles - Honesty, Integrity and Personal Responsibility

- 2.1 All officers and employees are expected to demonstrate high standards of ethical corporate behaviour when engaged in Company business or when representing the Company. The Code outlines what is expected of our officers and employees, including compliance with the Code and the values on which it is based.
- 2.2 Officers and employees are expected to comply with the laws in the countries in which we operate and to act with honesty, fairness and integrity at all times.
- 2.3 Our officers and employees are expected to familiarise themselves with NextEd Employee Policies as updated from time to time.
- 2.4 Officers and employees are expected to treat all persons justly, irrespective of race, gender, age, ethnicity, marital status, disability, religious or philosophical beliefs, sexual preference, political affiliation, or other grounds, as per the Company's Discrimination, Bullying and Harassment Policy.
- 2.5 Officers and employees are expected to ensure that the Company identifies, assesses, and addresses the risks of modern slavery and human trafficking in its operations and supply chains, as per the Company's Modern Slavery Policy.
- 2.6 Officers and employees must be familiar and compliant with the guidelines set out in the Drugs and Alcohol Policy.

3. Manager Responsibility

If you are a people manager, you are a leader and you must ensure that you and the people for whom you are responsible, comply with the Code of Conduct and uphold our values. This includes:

- demonstrating behaviour that is consistent with our values: Be Respectful, Be Inclusive; Be Excellent & Be Bold;
- fostering a culture of sound, ethical conduct;
- promoting culture in which people feel comfortable raising concerns;
- recognising and rewarding good behaviour, performance and achievements; and
- responding in a timely manner to the legitimate concerns and questions about the Code and the behaviour it promotes.

4. Employee Responsibility

- 4.1 Employees are responsible for behaving in a manner that aligns with the principles detailed in this Code of Conduct.
- 4.2 As a mandatory Code, all employees are required to read and acknowledge the contents of this document via the Company HRIS, Employment Hero. Failure to acknowledge and adhere to this Code is a breach of contract of employment.

5. Company Assets (Information, Equipment and Other Property)

- 5.1 Employees must treat all company assets in a manner that protects them from being stolen, lost, damaged or otherwise misused. Any theft (regardless of amount) and any significant loss, damage or misuse of company assets should be reported to management.
- 5.2 Unless it is already generally available to the public, information that is received or accessed in the course of employment should be considered as confidential and belonging to the Company. Accordingly, such information should be held in confidence and treated as if it were a corporate and proprietary asset. Employees should not make any personal use of such information or disclose it to others.
- 5.3 Similarly, officers and employees should not make personal and/or unauthorised use of company assets; in this regard, computer systems, equipment, data, and material call for special care given their potential business sensitivity and importance to the overall Company operation.
- 5.4 Please refer to the Company's IT Security Policy for further information on cyber security and the protection of IT assets and confidential information.

6. Duty of Care and Safety Compliance

- 6.1 Employees are obligated to take all reasonable precautions to protect the health, safety, and welfare of everyone in the workplace. Specifically, they must follow relevant state and federal laws and the Company's Workplace Health and Safety policies and procedures.
- 6.2 Employees must also ensure their personal behaviour does not negatively impact their work performance or the safety and well-being of others. Furthermore, relevant employees must ensure that all contractors or third parties working on-site are informed about and comply with the Company's Workplace Health and Safety policies and procedures.

7. Legal Compliance

- 7.1 The Company is strongly committed to conducting its business in compliance with applicable laws, rules and regulations. Officers and employees are expected to be aware of and comply with the applicable material laws, rules and regulations which govern our operations. If you have any questions in this regard, guidance should be sought from management.

8. Confidentiality

- 8.1** To maintain the integrity and confidentiality of Company information, employees are required to protect confidential information at all times and are expressly prohibited from inappropriately using such information or disclosing it to unauthorised persons.
- 8.2** Confidential Information includes (but is not limited to):
- a. trade secrets;
 - b. secret, confidential, private or proprietary information;
 - c. computer passwords and program designs;
 - d. proprietary computer software designs and hardware configurations;
 - e. proprietary technology;
 - f. new product and service ideas;
 - g. business plans;
 - h. marketing, financial, trading, research, pricing and sales data;
 - i. student records;
 - j. financial and other personal or private information regarding the Company, its owners, customers, or employees; and
 - k. information expressly designated as being "highly confidential", "confidential" or "internal".
- 8.3** The Company also respects the intellectual property rights of other individuals and companies (such as their patent, copyright, trademark and trade secret rights and software licenses), including their right to protect their confidential information, and the Company requires that its officers and employees observe such rights.

9. Fair Dealing

- 9.1** Employees should endeavour to deal fairly with all Company suppliers, competitors, the public and other associates at all times, in accordance with ethical business practices.
- 9.2** 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. Refer to the Company's Modern Slavery Policy for further information.

10. Individual Rights and Privacy of Others

- 10.1** Employees should be aware and respectful of the rights and privacy of others. A cooperative, friendly, and professional manner should be adopted toward co-workers, students, and others.
- 10.2** The Company recognises and respects the confidentiality of employee records. Individual personnel, medical, benefits and other employee records are kept in confidence and should not be released without the relevant person's knowledge and approval, and only ever in compliance with applicable privacy laws.
- 10.3** For clarification on matters relating to privacy, please refer to the NextEd Privacy Policy or contact the privacy officer on privacyofficer@nexted.com.au

11. Integrity of Books and Records

11.1 The accuracy and veracity of all Company records, transactions, books of account, contractual arrangements and other commercial agreements are of critical importance.

11.2 Accordingly, all records must properly describe and reflect the transactions they are intended to refer to; no false or artificial entries should be made; no records or information shall be manipulated to alter or distort business or other results (e.g., with respect to revenue recognition, expense classification etc.), or for any other purpose. No undisclosed or unrecorded fund, account or asset should be established or maintained.

12. Conflicts of Interest

12.1 Officers and employees must not put themselves in situations which place, or appears to place, their own personal interests before those of NextEd.

12.2 Employees bear the responsibility of identifying potential conflicts of interest in relation to their employment with the Company, and when they arise are required to immediately notify management.

12.3 As a rule, the Company does not permit employees to be involved in commercial activities outside the Company which could conflict with their role for the Company, either because of the nature of the activity or because of the amount of time that it might involve. This, of course, does not extend to non-commercial hobbies and pastimes, but covers (for example):

- a. acquiring or maintaining an involvement (including having a material financial interest) in any other company or organisation if such involvement or interest might conflict with the interests of the Company; or
- b. serving as an employee, representative consultant or adviser to or of any company or organisation which has a business relationship with the Company, or which is indirect or indirect competition with the Company.

Note: This does not include serving as a director of any non-profit organisation (e.g., trade association, charity, etc.), but notification to, and approval from, the Company should be sought.

12.4 Employees who suspect or identify a potential or actual conflict of interest must promptly notify their line manager, relevant team manager, or divisional General Manager. These authorities will then decide the necessary actions to be taken. If the conflict involves the General Manager, senior managers, or external members of the Academic Board or its committees, individuals should seek guidance from the Head of People + Culture or the CEO, as appropriate.

External directorships

12.5 Employees must obtain prior written approval from the CEO before accepting a directorship of a non-Company entity. Approval will only be granted if such a directorship does not conflict with the interests of the Company. Officers must advise the Company of any other roles they hold or seek which may create a conflict with their role for the Company.

13. Gifts and Hospitality

- 13.1** The giving and receiving of business-related gifts and hospitality can lead to conflicts of interest or bias in dealing with outside suppliers, clients and in external relationships generally.
- 13.2** Gifts or hospitality or other favours to employees (or members of their immediate families) from any person, company or association with which the Company does, or seeks to do, business with, are acceptable only if they are in line with accepted business practice, could not be construed as potentially influencing the individual's business judgment, and public knowledge would not impair confidence in the individual or the Company.
- 13.3** Employees (or members of their families) must not give any gift or hospitality or favour to any person or organisation having a business relationship with the Company under circumstances where the individual providing the gift or hospitality could not accept such a gift or favour if it was offered by the provider.
- 13.4** In case of any doubt as to the propriety of any gifts or hospitality, the employee should discuss the matter with their manager.
- 13.5** Any gift with a value of A\$150.00 or more (including cash or cash equivalents) must be notified to the Company's CEO by email or in writing to be included in the Company's Officer and Employee Gift Register.

14. Political Involvement and Political Contributions

- 14.1** The Company permits officers and employees to run for and serve in a local elective office of a civic nature, provided that such activity, including campaigning for the office, occurs outside normal business hours, is carried on solely in the individuals' capacity as a private citizen and not as a representative of the Company, and involves no conflict of interest.
- 14.2** Officers and employees may also support others in their campaign for public office, provided that the time spent on such activity is outside normal business hours and no use is made of the Company's name, facilities, or corporate funds.
- 14.3** Participation in political activities should only be in the person's capacity as a private citizen unless authorised by the CEO.
- 14.4** The Company does not make donations to political parties, nor reimburse individuals for donations made to political parties.

15. Publication Speeches and Endorsements

- 15.1** A publication, speech or endorsement made by an officer or employee may be construed as a reflection of the official position of the Company. Accordingly, employees should not make public verbal or written statements regarding any aspect of the Company's operations unless:
- such statements are in the ordinary course of work for the Company, and are intended to promote or reflect well on the Company, its products and/or business; or
 - such statements have been cleared or authorised in advance by the Company.

16. Press or Media Comment

- 16.1** As a public company listed on the Australian Stock Exchange (ASX), we are committed to ensuring that our shareholders and the market are provided timely and balanced disclosure of all relevant matters. At all times, officers and employees must comply with the Company's Continuous Disclosure Policy.
- 16.2** Bad publicity can be very damaging and ill-conceived or ill-informed comment to the press or media will lead to the Company being presented to the public (and its existing and potential customers) in a bad light and thereby damage its reputation.
- 16.3** Disclosure to the market or communications with the media may only be made by the persons authorised in accordance with the Continuous Disclosure Policy. If an officer or employee is confronted by the press or media, they should not answer or address questions but refer the enquiry to the CEO in all instances.
- 16.4** Employees must follow the guidelines on personal use of social media as provided in the NextEd Technology, Internet, Email & Social Media Policy

17. Breaches of Code of Conduct

- 17.1** Consistent with the Code's underlying themes of honesty, respect, integrity and personal responsibility, breaches of legal, regulatory, ethical and commonly accepted business standards of conduct (including those set out in this Code) will be regarded as serious misconduct which will be dealt with in accordance with the Company Discipline Policy.

18. Reports of Breaches, Anonymity and Confidentiality

- 18.1** If you believe this Code has been breached, you have a responsibility to report it in good faith. If you require advice or would like to discuss any matters related to compliance with the Code, please contact your manager or the Head of People & Culture.
- 18.2** Because the Company wishes to ensure compliance with ethical and legal standards, and to positively encourage reporting of any actual or suspected malpractice, individuals may choose to report any concerns on an anonymous basis by following the procedure detailed in the Whistleblower Protection Policy. An anonymous report can be made to one of our Whistleblower Protection Officers at privacyofficer@nexted.com.au

19. Supporting Documents

- NextEd Employee Policies
- Whistleblower Protection Policy
- Discrimination, Bullying and Harassment Policy
- Discipline Policy
- Fraud and Corruption Policy
- Modern Slavery Policy

- IT Security Policy
- Continuous Disclosure Policy
- Securities Trading Policy
- Technology, Internet, Email and Social Media Policy

20. Review of this Code

Senior management is responsible for drafting, reviewing and recommending any changes to this Code to the Board. This Code will be reviewed every two years or as often as necessary to ensure it remains effective and relevant. The Board is responsible for approving the Code of Conduct and may make changes from time to time by resolution.

21. Change History

Version	Approval date	Approved by	Change
V2.0	2 May 2022	Board	
		Company Secretary	
V2.1	29 April 2024	Board	New content related to Whistleblower Policy / Modern Slavery Policy
		Company Secretary	Updated format
V2.2	17 June 2026	Head of QAC	Minor update to email addresses and titles to reflect current contacts

File Name:	Code of Conduct Policy
Implementation Date:	1 June 2024
Review Date:	June 2026
Version:	2.2