



IDP Code of Conduct



Our Statement of Values










At IDP, our desire to support our customers to achieve their dreams and aspirations has led to our business developing into one of the global leaders in student placement services, digital and marketing services for education clients, English language testing and teaching.

Our diverse range of customers including; students, clients, test candidates and our broader stakeholders, expect quality service from our teams every time we work with them.

Each of us at IDP contributes to providing outstanding service to our customers and by doing so we continually build IDP's reputation as a leader in our industry.

Our values of **expertise, integrity, quality, caring and community** have been developed through research & align to our customers' expectations.

Fulfilling our commitment to these values enables each one of us to have an impact on the outstanding service we deliver which, in turn, contributes to making us the brand and employer of choice within our field.

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A message from our CEO



“At IDP the commitment and dedication of each of us contributes to helping people change their lives through the power of education. Whether we are supporting people to achieve their study, migration or work goals, our impact is powerful.”

Andrew Barkla

With this comes great responsibility. Our students, test takers and clients place great trust in us to help them to achieve their dreams and aspirations. We must fulfil this responsibility by acting ethically at all times, being accountable for our actions and conducting IDP’s business with great integrity.

I ask you to use the Code of Conduct as an important guide that outlines the principles to assist us in our decision-making and gives practical answers to many of the ethical questions we face in the course of our work. Sometimes these may be difficult to resolve on your own, and I encourage you to ask your Manager or Supervisor for guidance.

The Code applies to every single person who conducts business on behalf of IDP and we are all expected to act with the utmost integrity at all times when representing IDP and deliver the highest standard of business conduct. This is what makes us unique and a trusted advisor, something we can all be proud of.

The Code also gives us a guide on how we are expected to work with each other, as well as with our students, candidates, partners, shareholders and other stakeholders in our communities worldwide.

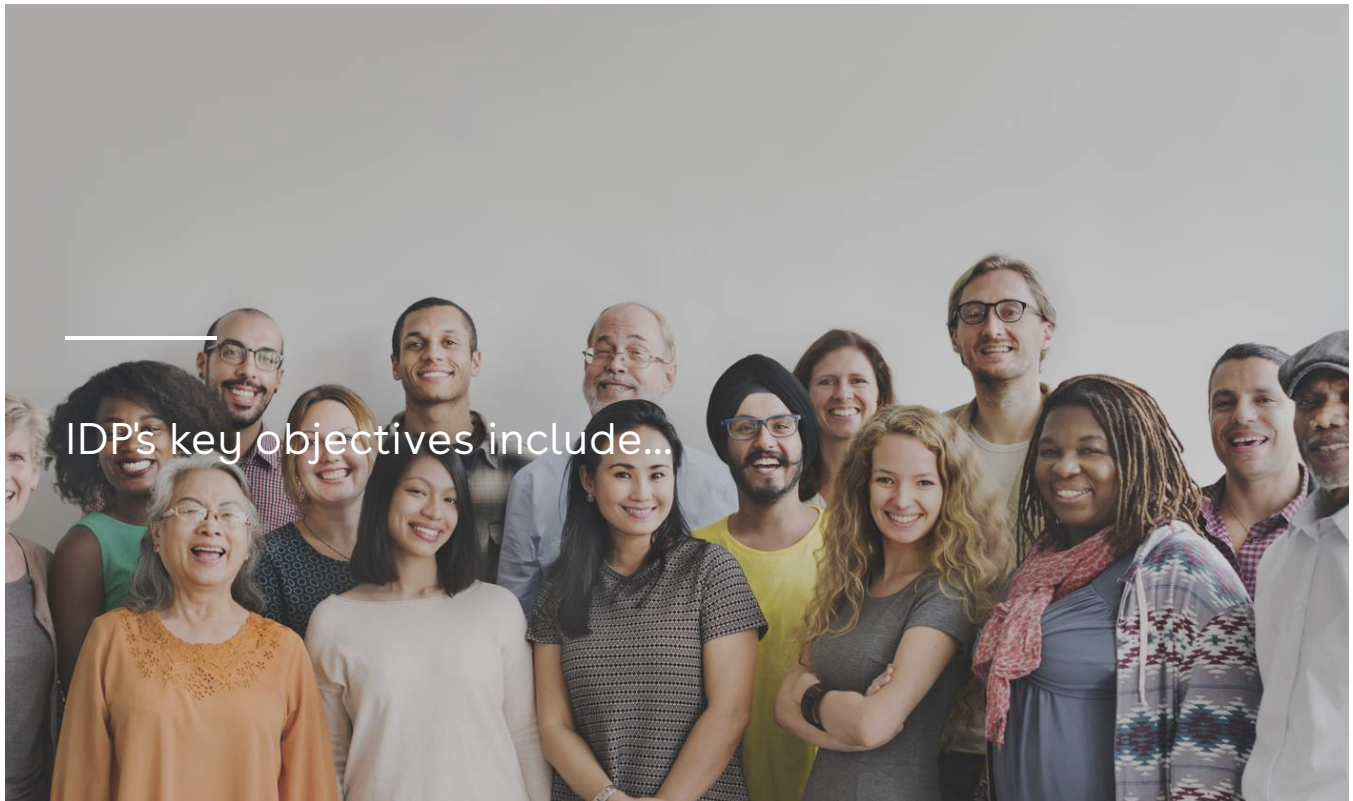
While IDP's ethical principles will always remain constant, some of the policies and guidelines within the Code of Conduct handbook will change or evolve as our business develops. For this reason, it is important that we all regularly review the Code. Where individuals fail to comply with the Code, this is a serious matter and will be addressed accordingly.

IDP has a proud history spanning over five decades. We're a successful business that leaves a positive legacy in the communities that we operate within. We know that the way we achieve our business results matters just as much as achieving them and this makes IDP a great place to work.

In summary, I ask you to continue to be passionate in supporting our customers to change their lives and use good judgment when making decisions, be accountable for your actions and conduct IDP's business with integrity. As we do this I am confident that IDP will continue to be known for its integrity and excellence.

I look forward to sharing IDP's great future with you.

Our Objectives



- Satisfying the needs of students, candidates, clients and partners by providing services on a competitive and professional basis;
- Providing a fulfilling and safe work environment for our people, recognizing good performance, and providing opportunities for advancement with IDP;
- Contributing to the growth and prosperity of the communities we operate within, both in Australia and overseas, by conducting existing operations in an efficient and

sustainable manner. Seeking opportunities for growth that will generate and sustain shareholder value;

- Responding to the reasonable and legitimate expectations of other stakeholders and of the communities in which we operate; and
- Acting with honesty and integrity in dealings both inside and outside our business.

In striving to achieve these objectives, IDP aims to deliver a suitable return to its shareholders.

Our Code of Conduct

What is the Code of Conduct

Our Code of Conduct sets out the basic principles to guide all employees in the way they conduct business on behalf of IDP.

The Code also identifies ways in which each of us contributes to maintaining a happy, professional and productive workplace.

Who must follow the Code?

The Code of Conduct applies to everyone who conducts business on behalf of IDP. This includes all Directors of the Board, as well as all officers and employees of IDP and its subsidiaries as well as those engaged in any representative capacity.

The Code applies in any situation where there is a connection with your work and/or where your behaviour impacts, or has the potential to impact IDP.

The Board and senior management are committed to upholding the principles outlined in the Code and take compliance with the Code very seriously. Any non-compliance may lead to disciplinary action, up to and including dismissal.

The Code and the Law

Our people are spread across the globe and are subject to the laws of many different countries. All employees are expected to comply with this Code in conjunction with any other Codes (IELTS) as well as all applicable government laws, rules and regulations.

If the Code conflicts with local law, then the law is to be applied.

Renewing the Code

The Code reflects IDP's growing business and will change from time to time. Our people are expected to stay up to date with the contents of the Code and their responsibilities.

What is Expected?

We expect all our people to:

- Comply with the Code, IDP Policies and the law no matter where they are in the world
- Handle all business dealings with honesty and fairness
- Not use IDP's resources, assets, relationships or information for personal gain
- Protect IDP's private information at all times
- Respect the rights of all employees to fair treatment and equal opportunity and a workplace free from harassment of any form
- Before they buy or sell shares in IDP, consider whether they know any confidential information that has not been shared with public and act in line with our Securities Trading policy
- Use good judgment and act in a professional and ethical manner at all times

- Take responsibility for their actions and ask for guidance where needed

Making Decisions

If you are not sure what the right thing to do is in a particular situation, before you do anything at all ask yourself;

"Would I feel uncomfortable describing what I am about to do at a staff meeting?

To my family? To the media?"

"Will this action hurt other people such as other employees, investors or customers?"

"By doing this will I, my co-workers or the company be subject to legal fines or criminal charges?"

"Is it outside my authority to do this?"

If you answer "yes" to any of these questions – then talk to your Supervisor or Manager before you take any action.

Our Supervisors and Managers

Our Supervisors and Managers have the added responsibility of creating an open and supportive environment where employees feel comfortable asking questions and raising concerns.

Ethical behaviour does not simply happen. It is the product of clear and direct communication of expected behaviours, modelled from the top and demonstrated by example.

As a leader, we expect you to:

- Ensure the people you supervise understand their responsibilities under the Code and other company policies
- Discuss the Code and reinforce the importance of ethics and compliance with your team
- Create an environment where people feel comfortable raising concerns and questions
- Consider conduct relating to the Code, brand values and other company policies when evaluating employees
- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or the law
- Always act to stop violations of the Code or the law by those you supervise

Where there is a question or a concern related to the Code we expect our Managers to listen carefully, ask questions, make sure they fully understand and provide ethical advice.

Concerned about an Issue?



IDP is committed to ensuring that you can raise concerns in good faith without fear of reprisal and information provided will be kept confidential and secure.

How do I Raise a Concern?

It is never easy to raise concerns about possible misconduct. It requires courage and integrity. While the Code tries to outline many situations you may face, it cannot cover everything.

Listed below are some general ideas on how to discuss your concern with your Supervisor or Manager.

1. Schedule a specific time with your Supervisor or Manager to discuss your concern
2. Outline the detail of your concern and discuss it calmly and professionally
3. Highlight the risks you see to the Company and the potential impact of the particular situation
4. Acknowledge (when appropriate) that you may not have all of the information or facts relevant to the issue
5. State any concerns that you may have about the confidentiality of the situation you are raising (if you are concerned about confidentiality, be careful when sharing information with others who might discuss the situation or information)
6. Thank your Supervisor or Manager for their attention to the issue



How do I Respond to a Concern?

Your reaction as a leader is extremely important when people bring a concern to you. It either encourages an open environment where our people feel safe to raise and discuss important issues or it can have a chilling effect on future communications and workplace morale.

Below are some general ideas on how to respond when an employee raises a concern.



1. Ensure you have enough time to discuss their concern. If not, schedule another meeting and tell the employee that you are doing so to ensure that they and their issue have your full attention
2. Listen as much as possible. Remain calm and professional; try to avoid a defensive response or attempting to cut off the discussion
3. Ask for clarification and additional information, but do so in a way that the employee does not feel intimidated or defensive
4. Do not feel that you must give an immediate response. Many times it is better to reflect on the employee's concerns and respond later with your thoughts on the issue
5. Thank the team member for bringing the issue to your attention. Bear in mind that many employees may be particularly sensitive to perceived slights or perceived retaliation following reporting a concern



Important!

Where you wish to raise an issue or concern directly with IDP's global leadership team please email yourvoice@idp.com or you can contact the Head of People Experience directly.

Please remember IDP will not respond to anonymous emails unless it is under IDP's Whistleblower Policy.

Once an Issue has been raised

Employees who raise concerns help us to correct any small problems before they grow into large issues. For this reason, we do not tolerate retaliation against any employee for raising a question around our business practices in good faith. The raising of a concern in "good faith" means that as an employee you have made a genuine attempt to provide honest and accurate information, even if you are later proven to be mistaken.

We continue to treat people who raise an issue in a courteous and respectful manner and should not engage in behaviour that might alienate or intimidate our colleagues. If you or others have been retaliated against, please speak to your Supervisor, Manager, or your Country or Regional Director.

Please note that IDP reserves the right to discipline anyone who knowingly makes a false accusation, provides false information or who has acted improperly.

Whistle-blower Protection Policy

We have implemented a Whistle-blower Protection Policy which is intended to ensure that all employees and contractors are able to report instances, or suspected instances, of unethical, improper, unlawful or undesirable conduct without fear of intimidation or reprisal. A copy of the Policy can be obtained on Jam.

Our Leaders and Our Values

IDP has over 100 offices around the world. This means that we place a great deal of trust in our people to lead our business and we rely on them to do this in line with the principles, behaviours and standards that are important to us.

All our people act as leaders when they foster and reinforce our unique environment and culture, taking care of our colleagues, customers, clients and partners.

You don't need to have a title like Supervisor or Manager to be a leader at IDP. Leaders work in lots of different jobs at all levels throughout our business, it's your behaviour and the way you achieve results that makes you stand out.

To be a leader you need to know what is important at IDP and put it into action every day in everything that you do.

The statement of values comes alive in our business through our leaders who no matter what role they perform are:



People focused, be it our team members, customers or communities. We care about and understand IDP's role in helping people to achieve their dreams and aspirations



Fair and treat people with **respect**, valuing everyone's contribution and celebrating individual and team success



Experts in our field and **commercially astute**



Collaborative, agile, working together to get the best outcome for IDP, ensuring resources, knowledge and skill are shared between teams, countries and regions



Ethical with great personal **integrity**



High performers driven to deliver **quality** work and hit targets



Outcome focussed, with a passion for always delivering the best result for our customers, stakeholders, IDP and building sustainable futures

Our Work Environment

At IDP, our people make our workplaces warm and welcoming for our customers, clients and partners.

We strive to provide a working environment where people are encouraged to excel, be creative and seek new ways to solve problems, take initiative, generate opportunities and be accountable for their actions and importantly, support them to achieve their full potential.

We encourage teamwork in order to leverage our peoples' diverse talents and expertise through effective collaboration and cooperation across the globe.

Each of us has a role in creating our environment of trust and respect and for promoting a productive work environment by;

- Treating our colleagues, students, clients and others with whom we do business with respect, dignity, fairness and courtesy
- Taking pride in the diversity of our workforce, viewing it as a competitive advantage to be nurtured and expanded. We value and enhance the skills and experience each employee brings to our team
- Encouraging open, timely communications that help us achieve IDP's business goals, share information, increase understanding and where possible participate in the decision-making process

- Sharing our pride in IDP and its achievements as well as providing recognition for our work-related successes
 - Offering and receiving feedback constructively, being receptive to the ideas and concerns of others
 - Using company resources such as the internet, Jam, phones or email appropriately as set out in the Acceptable Use of Electronic Facilities Policy
 - Taking responsibility for maintaining a safe and healthy workplace to ensure the best care for all our people as well as the general public
 - Recruiting, selecting, training and paying based on merit, experience and other work related criteria
 - Ensuring illegal drugs do not enter the workplace. The use of illegal drugs create serious health and safety risks in the workplace, the possession, distribution, sale, purchase or use of illegal drugs or being under the influence of such drugs when representing IDP, or on company time or property, at company events is prohibited whether these take place outside or inside the workplace. IDP prohibits the consumption of alcohol that affects our work performance or the work environment of the Company
 - Protecting our environment by making environmentally friendly choices.
-

Question

My supervisor requires the team to meet sales targets and other goals. Every month there's another requirement.

Isn't this harassment?

Answer

It is not considered harassment for Supervisors or Managers to monitor job performance in a fair and consistent manner.



Respecting Others

Our employees throughout the world comprise a rich mixture of people of different races, ethnic backgrounds, sexual orientations, cultures and languages.

We are strengthened enormously by our diversity. Our commitment to diversity and equal opportunity enables us to recruit and retain the best, to draw from a remarkable wealth of talent amongst our people, while delivering outstanding service to our clients, students, partners and candidates. We make decisions based on individual ability, performance, experience and IDP's business needs.

We strive to maintain an environment of respect, free of harassment, discrimination and bullying. Each one of us is responsible for this.

At IDP we prohibit all forms of discrimination or harassment of employees by colleagues, employees of outside contractors or visitors. This includes any demeaning, insulting, embarrassing or intimidating behaviour directed at any employee related to gender, race, ethnicity, sexual orientation, physical or mental disability, age, pregnancy, religion, nationality or any other legally protected status.

Workplace harassment can occur for any of the reasons identified above and is any action that inappropriately or unreasonably creates an intimidating, hostile or offensive working environment.

Sexual Harassment

Sexually based harassment is a form of workplace harassment of a sexual nature which affects the dignity of men and women at work.

At IDP we specifically ban unwelcome sexual advances or physical contact, sexually oriented gestures and statements, and the display or circulation of sexually oriented pictures, cartoons, jokes or other materials. We also prohibit retaliation against any employee who rejects, protests or complains about sexual harassment.

If you feel you have been harassed or sexually harassed you must:

1. Tell the offender the action is not welcome if you feel comfortable doing so, or
2. If you are not comfortable talking to the person directly, or if they do not stop the unwelcome behaviour, tell your Supervisor or Manager, or a more senior manager such as your Country Director or Regional Director immediately. Or contact an appropriate member of IDP's Global Leadership Team or any other Senior Manager you feel comfortable speaking to.

Bullying

At IDP we prohibit any form of bullying in the workplace. Bullying can include either physical or psychological mistreatment which is repeated, unreasonable behaviour. It can be overt (violence, abuse, intimidation) or covert (constant rude or belittling comments).

We also prohibit employees from engaging in any hostile physical contact, intimidation, threats of such actions or violence, or any other actions that may be considered threatening or hostile in nature while on IDP premises, at an IDP sponsored function, or while representing IDP or acting on its behalf.

While you are expected to report incidents of this nature to your local manager there may be situations where this is difficult. In these cases, you can report an issue by emailing **yourvoice@idp.com** or by contacting the Head of People Experience directly.

Remember at IDP we aspire to engage openly and honestly so it is preferred that you sign your email and mark it confidential. We respond to all emails received to this email address. We have implemented a Whistle-blower Protection Policy which is intended to ensure that all employees and contractors are able to report instances, or suspected instances, of unethical, improper, unlawful or undesirable conduct without fear of intimidation or reprisal. A copy of the Policy can be obtained from JAM.

Our Business

Our Business and Financial Records

As part of IDP's responsibilities to shareholders and the financial community generally, IDP's financial and business affairs and records must always be complete, reliable and accurate.

This means that we:



- Ensure the accuracy of all financial records such as financial accounts, wage and time records, or expense reports
- Always record and classify transactions in the correct manner and do not delay or accelerate the recording of revenue or expenses to meet budget goals
- Ensure that all reports to auditors and regulatory authorities are full, fair, accurate, timely and understandable
- Never falsify any documents
- Strive for accuracy. Honest mistakes will occasionally happen. Only intentional efforts to misrepresent or improperly record transactions or falsify company business records are violations of the Code

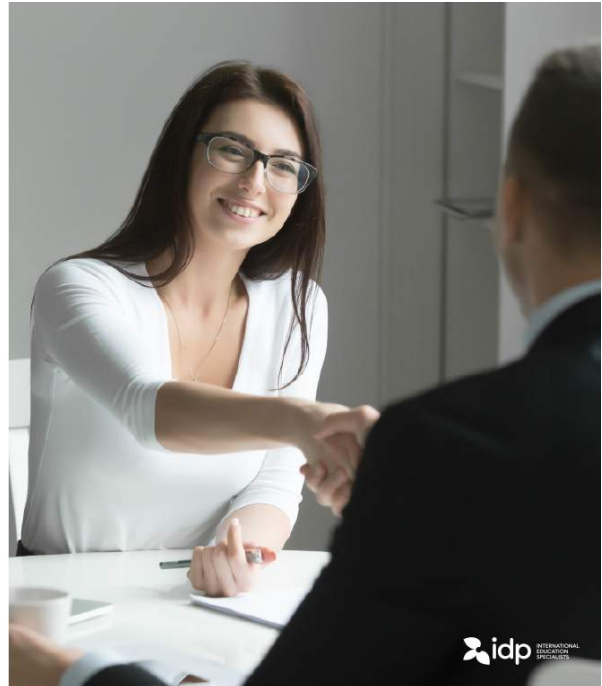


Behaving Professionally

Our success as a business is based on the outstanding professionalism and service focus of our people. The everyday actions of each and every member of our global team reflect on our standing within our communities.

When representing IDP we:

- Compete vigorously, engaging only in practices which are ethical and legal
- Demonstrate honesty and integrity in all our business dealings on behalf of IDP
- Never solicit, accept, offer, promise or pay bribes. Bribes are strictly prohibited
- Always act in accordance with the standards and expectations that are outlined in our global policies





Question

I think my colleague is reporting revenue before we have actually completed the sale to make his monthly target.

What do I do?

Answer


Discuss your suspicions with your Manager at once. If you are uncomfortable raising your concern with your Manager, speak with your Country or Regional Director.

Company Assets

Our time at work is spent getting the best possible result for our employees, clients, students and candidates.

- We do not engage in personal activities during work hours that interfere with or prevent us from fulfilling our job responsibilities.
- We use and maintain IDP's assets with care and respect while guarding against waste, abuse and negative environmental impacts.
- We do not use the Company assets for personal benefit or for the benefit of anyone other than the Company.

- We understand that theft of company assets, whether physical assets, information, embezzlement or intentional misreporting of time or expenses, may result in termination of employment or even criminal prosecution.
- We never use company computers and equipment for illegal or unethical activities such as gambling, pornography or other offensive subject matter. Refer to IDP's Acceptable Use of Electronic Facilities policy.
- We return all IDP assets such as tools, equipment, documents, software or other technology tools when we finish working at IDP and ensure that IDP's intellectual property remains secure even after we no longer work with the company.

 **Company credit cards are used only to pay for genuine business expenses**

Information

We are obliged to protect the Company's private information at all times, during or outside work hours, or even after our employment ends.

You must ensure that all information accessed through the Company is collected, kept, disclosed, handled and used in a manner that complies with all applicable privacy and data laws.

You need to keep market-sensitive information (information that might influence people to buy or sell shares) confidential until it is disclosed to the Australian Securities Exchange ("ASX").

What sort of information is confidential and not to be shared? Things such as:

- The details and records for our employees, clients, shareholders, business partners and customers

- Business and financial plans or forecasts
- New business initiatives
- Proposals, contracts, pricing or commission rates
- Marketing and sales plans and strategies
- Mergers or acquisitions, or
- Intellectual property, software or technical specifications

A simple rule of thumb is to treat any information that is not available on an IDP internet site or in any other 'public forum' as private.

It is always best to check with your Manager if you are unsure about whether you should be sharing Company information.

Any presentation or paper you are using externally must be approved by your Country/ Regional Director or the Corporate Communications Manager. Additional protocols apply to briefings with analysts, investors and the media and to any presentations you make at broker-sponsored conferences. These protocols are described in the Company's Continuous Disclosure Policy and must be adhered to.

Question

I am giving a presentation to a group of students in my capacity as a part time lecturer and wish to use examples from my work at IDP.

What do I do?

Answer

Discuss your proposed presentation with your Manager before sharing it externally. Your Manager may need to get approval from the Country/Regional Director or the Manager, External Affairs to ensure IDP's private information is protected.



Conflict of Interest

A conflict of interest comes about when we put our personal, social, financial or political interests before the interests of IDP. Conflicts of interest are to be avoided because, besides the legal concerns, they can provide an appearance that IDP does not undertake business in a fair and ethical manner.

☐

We avoid financial, business or other relationships that might be opposed to IDP's interests or be seen to cause a conflict with the performance of our duties

☐

We act in the best interests of the business while performing our work for IDP by making sound, impartial and objective decisions on behalf of the company

☐

We do not use IDP's property or information for personal gain or take personal advantage of any opportunity that arises during the course of our work

☐

We take necessary steps to avoid improper reporting relationships and do not directly or indirectly supervise or report to people we have a family or a close personal relationship with. Where this is necessary we discuss it with our Manager before it happens

☐

We do not take personal advantage of or help others to take advantage of, business opportunities that we discover through the use of IDP property, information or position nor do we compete with the company directly or indirectly

☐

We do not compete with IDP by providing service to a competitor as an employee, officer or in a similar capacity



We report any attempts of bribery or corruption to our Manager and do not engage in any activity that would be in conflict with the requirements and expectations outlined in our global policies

Anti-Bribery and Anti-Corruption Policy

We have implemented an Anti-Bribery and Anti-Corruption Policy which adopts a 'zero tolerance' approach to bribery and corruption, outlines processes for bribery and corruption prevention and reporting, and provides specific guidance for key risk areas for bribery and corruption. A copy of the Policy can be obtained from our intranet.

What is a conflict of interest?

IS IT A CONFLICT OF INTEREST

HOW DOES A CONFLICT OF INTERE...

GIFTS, MEALS OR ENTERTAINMENT

GIVING GIFTS, MEALS OR ENTERT...

If you think there is potential for conflict of interest, ask yourself:

- Could my personal interests interfere with the company's interests?
- Might it appear that way to others, either inside or outside the company?

Not sure? Ask your Manager, they are here to help.

The key to addressing conflicts of interest is full disclosure. Often just telling your Manager about the potential conflict is all that is required.

If you think there may be a conflict of interests you must discuss it with your Manager.



Question

My sister works at University XYZ which is a client of IDP's. She has been promoted to a new role and now has to negotiate directly with me and I am the decision maker.

What do I do?

Answer

Tell your manager and he or she will decide if they need to take any steps.

IS IT A CONFLICT OF
INTEREST

HOW DOES A
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GIFTS, MEALS OR
ENTERTAINMENT

GIVING GIFTS,
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A conflict, or appearance of a conflict of interest, may happen by:

- Accepting an expensive gift or a loan from a current or potential customer, supplier or competitor
- Owning a financial interest in another business which either competes with IDP or supplies goods to IDP
- Using confidential Company information or other business assets for personal profit
- Conducting business for another company during IDP's normal working hours, or
- Using Company property to conduct business for another enterprise.

IS IT A CONFLICT OF INTEREST	HOW DOES A CONFLICT OF INTERE...	GIFTS, MEALS OR ENTERTAINMENT	GIVING GIFTS, MEALS OR ENTERT...
<p>IDP operates across many different cultures and customs. We believe in conducting our business in an honest and transparent manner.</p> <p>We acknowledge the practice of giving and receiving gifts of modest or symbolic value, as long as these are consistent with customary business practices for each country.</p> <p>While it is difficult to define 'modest' or 'customary' by stating a specified amount, common sense should be used to identify what would be considered extravagant or excessive.</p> <p>Where you are not confident regarding a gift, meal or entertainment, please involve your Supervisor or Manager.</p> <p>We may accept occasional meals or hospitality provided it is in the course of a legitimate business relationship, legal, consistent with IDP policies and procedures, provided they are not given with the purpose of influencing our judgement.</p> <p>We may accept gifts of modest value such as a logo pen, t-shirt or cap or those of symbolic value, such as trophies as long as these are consistent with customary business practices within your country.</p> <p>We do not accept gifts in exchange for doing or promising to do anything for a student, client or supplier.</p> <p>We never ask for gifts, nor do we accept gifts of cash or cash equivalents.</p> <p>If returning an extravagant gift would cause offence to the giver, or circumstances prevent the return of the gift, you may accept the gift on behalf of IDP and pass it to your Manager straight away.</p> <p>Regional management teams may adopt or set local rules which outline more specific limits on the acceptance of gifts, meals or entertainment.</p>			

IS IT A CONFLICT OF INTEREST	HOW DOES A CONFLICT OF INTERE...	GIFTS, MEALS OR ENTERTAINMENT	GIVING GIFTS, MEALS OR ENTERT...
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We do not seek any improper or unfair business advantage by providing gifts or entertainment.

We may provide occasional gifts, meals or entertainment as long as it is in the course of a legitimate, legal, business relationship, consistent with IDP policies and procedures.

We wish to avoid any improper conduct or the appearance of improper conduct. If accepting or giving a gift, meals, entertainment or any other favour may compromise or appear to compromise our ability to make objective business decisions in the best interests of IDP we will not do so.



Question

I need to make extra money and want to start a second job. Is this a problem?

Answer

You can take a job outside of IDP as long as it does not interfere with your ability to do your job.

Please talk to your manager to make sure all is okay.

Use of Resources

We make efficient and effective use of communication tools such as e-mail, the intranet and internet, voicemail, telephones, photocopiers or fax machines to do our jobs and achieve business objectives.


Use of resources such as computers must meet with the IDP Acceptable Use of Electronic Facilities Policy located on the intranet and other policies regarding communication tools.

Occasionally you may need to complete a personal task while you are at work. Use your good judgement and ensure there is no significant cost to the company or impact on your ability to do your job efficiently.

We never use IDP's systems (such as e-mail, instant messaging, the intranet or internet) to engage in activities that are unlawful, violate company policies, or result in IDP's liability or embarrassment. Some examples of inappropriate uses of the internet and e-mail that are strictly forbidden at all times include:

- Disclosing confidential or proprietary information
- Sexually, racially or otherwise explicit, obscene, abusive, profane, offensive, harassing or discriminatory information or material
- Unauthorized mass distributions
- Gambling, auction-related materials or games
- Large personal files containing graphic or audio material
- Violation of others' intellectual property rights
- Malicious software or instructions for compromising the company's security or
- Conducting private commercial business on the Internet or e-mail systems

We also never use technology or mobile devices to make recordings in our workplace without the consent of all parties.

 **Telephones:** Use common sense and good judgment when using company telephones for personal business. A quick call home is acceptable – overseas calls are not acceptable.

Photocopiers or Faxes: Personal use is ok as long as it is infrequent and insubstantial. For example, copying a document is acceptable – copying 200 announcements for your sports club is not acceptable.

Internet and E-mail: Our personal use should not interfere with work productivity and not exceed a nominal cost to the company. Again, use common sense and good judgment. Internet shopping or banking during your lunch hour is acceptable – spending the afternoon “surfing the web” is not acceptable.

Administering the Code

Our Code of Conduct reaffirms our commitment to conducting our business with integrity, consistent with legal requirements and ethical standards.

For our Code to have real lasting value, every one of us must make a personal commitment to it and make every effort to live up to our commitment and the values inherent in the Code. Challenges that arise can be resolved consistently if we identify issues early and work together to get the best resolution for our business.

The Code sets out guidelines for how we conduct business on behalf of IDP and guides our professional behaviour. The Code is a living document and reflects IDP's approach to running our business. It will be updated regularly to take into account legislative change and good corporate governance practice.

Any amendment to the Code must be authorised by the Board.

Breach of the Code

We are all responsible for maintaining the standards of conduct as outlined in this Code as well as any other applicable Codes of Conduct and IDP Policies. Where non-compliance is reported or suspected, steps will be taken to investigate where appropriate and remedy the situation.

On occasions where a breach of the standards is proven, disciplinary action may occur, up to and including termination of employment. Disciplinary measures may also apply to anyone who directs or approves breaches, condones misconduct, fails to report or take reasonable measures

to prevent detect and address misconduct, or seeks to retaliate against those who report in good faith potential misconduct.

Currency and Review of the Code

This Code of Conduct Policy was adopted by the Board on 12 November 2015.

The Company will review the Code of Business Conduct handbook to ensure it remains relevant to the current needs of IDP. The Code of Conduct Policy may be amended by resolution of the Board.

Acknowledgement

All employees must sign an acknowledgement form confirming that they have read the Code of Conduct and agree to abide by its provisions.

All employees are required to refresh this acknowledgement on a periodic basis. Failure to read or sign a compliance form does not excuse an employee from compliance with the Code.

Additional Codes of Conduct

The IDP Code of Conduct is the overriding Code for our business.

Our IELTS Code of Practice details the specific expectations for our IELTS team. These codes operate in addition to the IDP Code of Conduct.