SUPPLIER CODE OF CONDUCT – EUROPA EDUCATION GROUP

1. PURPOSE, SCOPE AND GROUP COMMITMENT

This **Supplier Code of Conduct** (the "Code") aims to establish the **principles, values, and minimum standards of ethical, legal, and responsible conduct** governing the actions of all natural and legal persons that maintain commercial, contractual, or professional relationships with **Europa Education Group** (the "Group"), as well as with **all entities within the Group**, in accordance with generally accepted corporate control criteria, whether direct or indirect.

Europa Education Group conducts its business in accordance with the principles of **integrity, legality, transparency, social responsibility, sustainability, and good governance**, and considers it essential that these principles extend throughout its **supply chain**.

Compliance with this Code is a **material and mandatory condition** for the selection, engagement, and continued relationship with any supplier.

2. SCOPE OF APPLICATION

2.1. Covered Parties

This Code is **binding upon**:

- Suppliers of goods and services
- Contractors and subcontractors
- Agents, intermediaries, advisors, and external collaborators
- Any individuals acting on behalf of or for the account of the supplier in its relationship with the Group

Suppliers are responsible for **ensuring awareness, acceptance, and compliance** with this Code by their employees, officers, and any dependent third parties.

2.2. Material and Territorial Scope

This Code applies to **all activities, operations, and processes** carried out between the covered parties and the Group or its entities, regardless of location.

It applies **globally**, without territorial limitation, including services performed both **on and off the Group's premises**, without prejudice to compliance with any stricter local laws.

3. INTERNAL HIERARCHY AND ADHERENCE TO THE GROUP CODE OF ETHICS

Suppliers must comply not only with this Code but also with the Europa Education Group Code of Ethics (available on the Group's corporate website), as well as any applicable internal policies, guidelines, or procedures.

In the event of a conflict between this Code and other internal rules of the Group, the provision establishing the highest standard of ethical, legal, or compliance conduct shall prevail.

Suppliers expressly acknowledge that the Group Code of Ethics constitutes the primary framework of reference and undertake to align their conduct with its principles and values.

4. LEGAL COMPLIANCE AND COMPLIANCE CULTURE

Suppliers must at all times:

- Comply with all applicable laws and regulations

- Fulfill all contractual obligations undertaken with the Group
- Act with diligence, good faith, sustainability, and cooperation

Suppliers must refrain from any conduct that may generate legal, criminal, administrative, or reputational risk for the Group or any of its entities.

5. PREVENTION OF MISCONDUCT AND CRIMINAL LIABILITY

Suppliers must adopt appropriate measures to prevent unlawful conduct, particularly those that may give rise to corporate criminal liability, in accordance with applicable criminal laws in each jurisdiction.

They must exercise heightened control, including but not limited to:

- Corruption and bribery (public or private)
- Fraud and document falsification
- Money laundering and terrorist financing
- Violations of labor rights
- Violations of privacy and personal data protection
- Tax and Social Security offenses

6. INTEGRITY, TRANSPARENCY, AND FAIR BUSINESS PRACTICES

Suppliers must act in accordance with the highest standards of integrity, honesty, and transparency.

The following are strictly prohibited:

- Misrepresentation or deceptive practices
- Concealment of relevant information
- Manipulation of data, records, or documents
- Unfair or abusive business practices

All information provided to the Group must be truthful, complete, accurate, and verifiable.

7. ACCOUNTING RECORDS AND INVOICING

Suppliers must maintain accurate, complete, and traceable accounting records that faithfully reflect all transactions.

Invoices must:

- Correspond to goods actually supplied or services actually rendered
- Reflect true and correct pricing
- Comply with agreed contractual terms

The Group reserves the right to conduct reasonable audits and request supporting documentation where necessary.

8. ANTI-CORRUPTION AND ANTI-BRIBERY

Europa Education Group maintains a zero-tolerance policy toward corruption.

It is strictly prohibited to:

- Offer, promise, grant, request, or accept undue benefits
- Make facilitation payments
- Use intermediaries or third parties to circumvent controls
- Improperly influence business or administrative decisions

9. GIFTS, HOSPITALITY, AND BUSINESS COURTESIES

Only gifts or business courtesies that meet all of the following criteria are permitted:

- Of nominal value (not exceeding €50)
- Occasional in nature
- Socially appropriate
- Strictly for professional purposes

Under no circumstances may the following be offered:

- Cash, gift cards, disguised payments, or equivalents
- Gifts or benefits during tendering or decision-making processes, or that may influence or appear to influence decisions

10. CONFLICTS OF INTEREST

Suppliers must avoid any real, potential, or perceived conflict of interest.
In particular, they must refrain from:

- Maintaining personal, family, or financial relationships with individuals linked to the Group that could compromise impartiality
- Using personal relationships to obtain undue advantages

Any situation that may give rise to a conflict of interest must be promptly disclosed in good faith through the Group's Ethics Channel / Internal Reporting System available on its corporate website, ensuring confidentiality, whistleblower protection, and prohibition of retaliation.

11. HUMAN RIGHTS, LABOR STANDARDS, AND HEALTH & SAFETY

Suppliers must respect human and labor rights, ensuring:

- Decent working conditions
- Prohibition of child labor and forced labor
- Equal treatment and non-discrimination
- Safe and healthy working environments
- Compliance with occupational health and safety regulations

12. DATA PROTECTION AND CONFIDENTIALITY

Suppliers must process personal data in compliance with applicable laws and the Group's instructions.
They must implement appropriate technical and organizational measures to ensure:

- Information security
- Confidentiality
- Data integrity

These obligations shall survive termination of the contractual relationship.

13. SUSTAINABILITY (ESG)

Suppliers commit to integrating environmental, social, and governance (ESG) criteria into their operations.
In particular, they must:

- Minimize environmental impact
- Use resources efficiently
- Respect human rights throughout their supply chain
- Act with ethics, transparency, and accountability
- Cooperate with the Group's sustainability initiatives where reasonable

Serious or repeated breaches of these commitments may be deemed a material breach of contract.

14. INTERNAL REPORTING SYSTEM AND ETHICS CHANNEL

The Group provides suppliers with an Internal Reporting System through the Ethics Channel referenced above, enabling the confidential reporting of any irregularity or breach of this Code, the Group Code of Ethics, or applicable law.
The following are guaranteed:

- Confidentiality
- Protection of good-faith reporters
- Prohibition of retaliation

15. MONITORING AND BREACHES

The Group reserves the right to verify compliance with this Code.
Non-compliance may result, depending on severity, in:

- Contract termination
- Removal as a supplier
- Claims for damages
- Notification to competent authorities

16. EFFECTIVE DATE AND UPDATES

This Code enters into force on the date of its approval and is mandatory for all suppliers of Europa Education Group.
It may be updated to reflect legislative changes or internal policy developments.

UPDATES/VERSIONS

Created: JUNE 2019
1st Revision: APRIL 2026