

Dated 23 August 2010

Code of conduct

RedHill Education Limited
ACN 119 952 493

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RedHill Education Limited
ACN 119 952 493
(Company)

Code of conduct

1. Commitment to the code of conduct

- 1.1 The Company is an ethical organisation and conducts its business honestly and fairly.
- 1.2 This code of conduct (**Code**) reflects our high standards of professional conduct and ethics in dealing with our stakeholders and our commitment to comply with all applicable laws and obligations.
- 1.3 All Directors and employees are bound by and must comply with this Code.
- 1.4 The Company will periodically review and update the Code.

2. Responsibilities to shareholders and the financial community

Shareholders

- 2.1 We have a positive relationship with our shareholders and we will always attempt to respond to their inquiries and requests promptly.
- 2.2 The Company is committed to delivering value for its shareholders and treats all shareholders equally.

Disclosure

- 2.3 The Company will fulfil its duty to make full, fair and timely disclosure of material information to shareholders and the ASX.

3. Employment practices

Equal opportunity

- 3.1 The Company is an equal opportunity employer. This means that the Company does not discriminate on the basis of racial origin, gender, age, ethnicity, marital status, disability, religious or philosophical beliefs, sexual preference or political affiliation. The Company considers allegations of harassment and unlawful discrimination as extremely serious and will take appropriate action.

Diversity

- 3.2 The Company promotes and supports a diverse workforce at all levels of the Company. It is our belief that creating a work environment that enables us to attract, retain, and fully engage diverse talents leads to enhanced innovation and creativity in our products and services.

Health and safety

- 3.3 The Company is concerned to protect the health and safety of all employees in the workplace.

Use of Company funds and resources

- 3.4 Employees must not use Company funds, property, equipment or other resources for personal benefit.
- 3.5 Employees should use Company funds sensibly and effectively and must report expenditures accurately. The Company will treat submission of a fraudulent expense report as serious misconduct.

Confidentiality

- 3.6 Employees are required to protect proprietary, commercial and other information that is confidential to the Company. Obligations of confidentiality continue after an individual's employment with the Company ends.
- 3.7 Information that is not publicly available concerning the activities, results or plans of the Company must only be used for authorised purposes.

Insider trading

- 3.8 Employees may become aware of material non-public information about the Company or one of its clients or customers in the course of doing business for the Company. Information is considered material if an investor could use that information to make a decision to trade in the shares of the Company.
- 3.9 Employees must not buy or sell the shares in the Company or its clients or customers if they have such information about that company, and must not share that information with others.

Conflicts of interest

- 3.10 Employees of the Company are expected to act at all times in the Company's best interests and to exercise sound judgment unclouded by personal interests or divided loyalties.
- 3.11 Employees must avoid the appearance of, as well as actual, conflicts of interest in both in their performance of duties for the Company and in their outside activities.

Drug and alcohol use

- 3.12 Employees of the Company will not be under the influence of drugs or alcohol in any situation where they are identifiable as an employee of the Company or at anytime in the course of their employment or employment-related activities.
- 3.13 Smoking is not permitted in the workplace.

4. Fair trading and dealing

- 4.1 The Company believes that the Company, the economy, and the public benefit if businesses compete vigorously. The Company, its employees, and representatives will treat customers, business allies and suppliers fairly and will not engage in anticompetitive practices that unlawfully restrict the free market economy. The Company is therefore firmly committed to upholding the *Trade Practices Act 1974* and corresponding state legislation.

Agreements with competitors

- 4.2 Formal or informal agreements with competitors that seek to limit or restrict competition in some way are often illegal. Unlawful agreements include agreements that seek to fix or control prices, allocate products, markets or territories, or boycott certain customers or suppliers.
- 4.3 To ensure compliance with state and federal trade practices legislation, discussions with competitors regarding any of these potential agreements is a violation of Company policy and will subject the employee to disciplinary action (including termination) as well as the potential for criminal prosecution.

Bribes

- 4.4 The Company's objective is to compete in the marketplace on the basis of superior products, services and competitive prices.
- 4.5 No payment in any form may be made or received, directly or indirectly, to or from anyone for the purpose of obtaining or retaining business, or to obtain any other favourable action. A violation of this policy will subject the employee to disciplinary action (including termination) as well as potential criminal prosecution.

Gifts

- 4.6 Employees must exercise extreme care when giving or receiving business-related gifts.
- 4.7 Employees should exercise particular caution in regard to any offers of value, including hospitality, entertainment and gifts when the Company is negotiating a contract and so may be in a position to influence, directly or indirectly, the outcome of a decision. There must not be an impression of an improper connection between any gift and business opportunities.
- 4.8 The employee must consider the monetary value of the gift, local custom and legal requirements when determining whether a gift should be retained or returned.

- 4.9 Employees must not request gifts from any party with whom the Company conducts business. Employees must not exchange gifts with the Company's competitors as this may create an actual or perceived conflict of interest.

5. Responsibilities to the community

Environmental protection

- 5.1 The Company respects the environment and protects our natural resources. Wherever possible we prevent or otherwise minimise and mitigate harmful effects of the Company's operations on the environment. Compliance with all environmental laws and regulations is the foundation on which we build our environmental performance.

Human rights

- 5.2 We support human rights in accordance with all applicable legislation.
- 5.3 We look for opportunities to support positive efforts to promote broader understanding of human rights values, especially where they assist the Company's local communities.

Support for the community

- 5.4 We are committed to the improvement of society as well as the communities we serve and in which we operate. We encourage the support of appropriate charitable, civic, educational, and cultural causes.

Political involvement

- 5.5 The Company does not directly or indirectly participate in party politics. The Company does not make payments to political parties or individual politicians in any country.

6. Responsibilities to the individual

Collecting information

- 6.1 Collecting information on our competitors from legitimate sources to evaluate the relative merits of their products, services, and marketing methods is proper and often necessary. The Company considers stealing information as a serious breach of the Code. In addition, seeking confidential information from a new employee who recently worked for a competitor, or an employee misrepresenting their identity in the hopes of obtaining confidential information from a competitor, is strictly prohibited.

7. International compliance

- 7.1 Where the Company operates outside of Australia, it will comply with all local and international laws. Employees are expected to know and follow the laws of the relevant market where the

8. Monitoring compliance with the Code

- 8.1 It is the responsibility of every employee of the Company to comply with and promote the Code.
- 8.2 Any violation of any of the Company's policies or this Code, as well as any suspected misconduct by any employee or representative should be reported in writing to the Company Secretary.
- 8.3 The Company will not permit any form of retribution against any person, who, in good faith, reports known or suspected violations of the Code or any other Company policy.

Approved by the Board on 23 August 2010.