

Code of Conduct and Ethics

covista

Dear Colleagues,

Our *Together We* values guide everything we do and shape how we show up every day. They set a shared standard for how we work, how we lead and how we support one another and our students. Together, we:

- **Put students first** so they can pursue their boldest ambitions
- **Act with integrity** by doing what's right—always
- **Lead with care** by welcoming every voice and building strong, connected teams
- **Pursue excellence** through an uncompromising commitment to performance
- **Innovate urgently**, challenging comfortable solutions to drive breakthrough impact

At the heart of these values is a simple principle: high integrity is an essential precondition to high performance. We will never choose between the two. We hold ourselves accountable to the highest standards, always taking responsibility for our choices and their outcomes. We earn trust by having the conviction to speak candidly, act honestly and stand up for what is right. That's why these values aren't just words—they're embedded in our culture and reflected in the expectations outlined in our **Covista Code of Conduct and Ethics**.

While we operate in a highly regulated and closely scrutinized industry, our commitment to integrity goes beyond compliance. Students trust us to help open doors and unlock their potential. Colleagues choose to work here because this is a place where ambitions are supported and growth is possible. That trust comes with responsibility. Meeting legal requirements is the baseline; we choose to set a higher bar because integrity demands it.

And that higher bar belongs to all of us—every role, every level, every day. Living our values means making thoughtful, principled decisions, even when the path forward isn't always clear.

Here's what we ask of you:

- Read the **Code of Conduct and Ethics** and apply it to your role.
- Use it as a resource when questions arise about our policies or expectations.
- Keep it accessible for future reference.

Thank you for your continued commitment to integrity—and for everything you do in service of our students and our shared purpose.



Steve Beard
Chairman & Chief Executive Officer

APPLYING OUR VALUES

Our values, Together We, support a unique culture at Covista that sets us apart and defines who we are as an organization.

Our culture of care is continually renewed by the choices and actions each of us makes every day. Our Code of Conduct and Ethics ("Code"), together with our policies and other resources, is intended to help guide us when we are faced with ethics or compliance decisions or when we have questions about what to do in specific situations.

WHO NEEDS TO FOLLOW OUR CODE

Our Code applies to all Covista colleagues including officers, directors and full- and part-time colleagues and faculty. It applies across our family of educational institutions, everywhere we operate.

The actions of customers, vendors, agents and other third parties who work with us can have an impact on our reputation. For this reason, we strive to work only with third parties that share our commitment to ethics and compliance, and we expect them to act in a way that is consistent with our Code. We will take the appropriate measures where we believe they have not met our high standards.

TO LEARN MORE

Covista’s Vendor Code of Conduct

HOW TO USE THIS CODE

No code of conduct can cover every possible situation, and this Code is meant to be a living document. This is why we rely on one another to use good judgment and to speak up whenever we have questions or concerns. In addition, Covista and each of our institutions have more detailed policies governing our day-to-day work, and you are responsible for knowing, understanding and complying with those policies in addition to this Code.

The application of each section of this Code may vary from institution to institution. When an institution's policy or local law is stricter than the standards in this Code, follow your institution's policy or local law. When in doubt, contact Integrity & Compliance for guidance or submit a question to the SpeakUp Help Site or Help Line.

As a global organization based in the United States, we must comply with the laws of the United States, as well as the laws of the countries in which we operate. Each of us has an important responsibility to know and to follow the laws that apply to our roles in the countries in which we operate. If you are a manager, you are responsible for ensuring that your direct reports and other colleagues are familiar with the local laws and policies that apply to them. For more information about the country- or state-specific laws that may apply to you, consult with a Covista Legal representative.

OUR EXPECTATIONS

Covista must always meet the highest standards of integrity and ethical conduct. That's why all colleagues are required to:

- Hold ourselves and one another accountable for complying with the law, regulations, this Code and Covista and institutional policies, even when doing so could interfere with achieving a business goal.
- Pay particular attention to the policies that are relevant to their responsibilities.
- Refrain from asking anyone to do something that is improper or unethical.
- Promptly report concerns about possible violations of laws, regulations, this Code and other Covista policies to your manager or any of the resources listed in this Code.
- Cooperate and tell the whole truth when responding to an audit, investigation or regulatory review.
- Always comply with Covista's records retention policies and never alter or destroy records other than in strict compliance with such policies.
- Once a year, read, acknowledge and commit to complying with the Code.

REMEMBER: No excuse will ever be acceptable for violating laws, regulations, the Code or our policies.

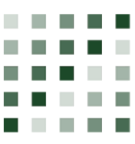
MANAGERS' ADDITIONAL RESPONSIBILITIES

Colleagues who manage or supervise others have additional responsibilities, including:

- Leading by example. Be a resource for others. Talk to your colleagues and business partners about how the Code and our policies apply to their daily work and listen to their concerns and questions.
- Working proactively and on an ongoing basis to ensure your colleagues are trained and well-versed in the rules that apply to their roles.
- Creating an environment where everyone feels comfortable asking questions and reporting potential violations.
- Encouraging your colleagues to complete training.
- If you oversee third parties working with Covista or any of its institutions or companies, ensuring that they understand our Code, the Vendor Code of Conduct and their responsibilities.
- Asking Integrity & Compliance for help when faced with ethical or compliance matters that you are unsure how to handle.
- Creating a work environment free of discrimination, bullying, harassment and retaliation.

ACCOUNTABILITY UNDER THE CODE

Violating relevant laws, regulations, the Code or our policies, or encouraging others to do so may harm our reputation and expose you to disciplinary action up to, and including, immediate termination of employment. Certain actions may also lead to legal proceedings against you, your fellow colleagues and/or Covista.



Colleagues are encouraged to check with Integrity & Compliance or HR (your HR business partner, askHR, or the CRC) for any specific local policies regarding potential misconduct and disciplinary or investigatory procedures.

Under limited circumstances, colleagues may also be subject to discipline for conduct outside of work, including, for example, activities that are discriminatory or harassing, may damage Covista's reputation or may be harmful to our students.

Q&A

Q: I'm a manager and I'm not clear what I should do if someone comes to me with a potential breach of the Code—and what if it involves a senior leader?

A: No matter who the allegation involves, you are encouraged to inform appropriate personnel so that the situation can be resolved. You may use any of the avenues for asking questions and reporting concerns that are listed in the Code. If for any reason you are uncomfortable making a report to a particular person, you can report the allegation using the SpeakUp Help Site.

Q: If I observe misconduct in an area outside of my responsibilities, what should I do?

A: You are responsible primarily for the people who report to you, but all colleagues of Covista and its institutions and companies have a responsibility to report suspected misconduct that occurs even if outside of their reporting lines and, where appropriate, intervene to deter or stop any colleague misconduct. In many cases, the best approach is to talk first with the manager who oversees the area where the problem is occurring. However, if you are concerned about this being the best approach, you should talk to your manager, HR, Covista Legal or Integrity & Compliance; you can also report the misconduct using the SpeakUp Help Site.

SPEAK UP: ASK QUESTIONS AND REPORT CONCERNS

We expect colleagues to ask questions, raise concerns and contribute actively to the prevention of colleague misconduct. We work hard to promote a culture where everyone is comfortable speaking up in good faith without fear of retaliation. So, in addition to knowing and complying with the legal and policy requirements that apply to your role, we encourage you to speak up and take action when you know or suspect there is misconduct that may impact Covista.

When you are faced with a difficult compliance or ethics situation or dilemma, you should first refer to this Code and to the policies that apply to your role. If, after doing so, you are still unsure, you have several options:

- Contact your manager. Be as specific and detailed as possible, so that they understand your question or concerns.

- Contact Integrity & Compliance.
- Contact a member of the Covista Legal team or HR.
- Go to the SpeakUp Help Site or Help Line to ask a question or submit a report. You have the option to remain anonymous when you ask a question or report a known or suspected violation online or by phone.

RETALIATION IS PROHIBITED

We do not tolerate retaliation against anyone for raising concerns or reporting possible misconduct in good faith or for assisting in the investigation of possible misconduct.

If you think that you or someone you know has experienced retaliation, contact your manager, HR, or Integrity & Compliance; you can also report the misconduct using the SpeakUp Help Site.

WHAT TO EXPECT WHEN YOU USE OUR SPEAKUP RESOURCES

The SpeakUp resources, the Help Site and Help Line noted below, are a confidential way to obtain answers to your questions and concerns and to report possible misconduct. The Help Site and Help Line are operated by an independent company, are available 24 hours a day, seven days a week, and are multilingual.

When using the SpeakUp resources, you will be given the option to ask a question or make a report online or by phone. If you telephone, the operator will listen to your concern or question, ask clarifying questions if necessary and then write a summary report. The summary will then be provided to Covista for assessment and further action as appropriate.

After making a report, you will receive an identification number to follow up about the report. Following up is especially important if you submit your report anonymously—an option that is available in most but not all the countries where we operate. This identification number will enable you to report back with additional information and track the resolution of the case.

All reports will be kept confidential to the extent practical, except where disclosure is required for Covista to investigate a report or by applicable law or legal process.

Some countries, including many in the European Union, have specific rules on the use of the SpeakUp Help Site and Help Line, which in some cases may limit the types of reports that can be accepted.

SPEAKUP RESOURCES AND HELP LINES

- **U.S.:** 1.800.461.9330
- **North America SMS:** 773.904.1074
- **St. Kitts:** 1.720.514.4400
- **Barbados:** 1.855.203.6928
- **St. Maarten:** 1.720.514.4400
- **Help Site:** www.speakupcovista.com

In order for the SpeakUp resources to work effectively, reports and inquiries must be made in good faith. For this purpose, good faith simply means an honest belief that a report is true and accurate, even if the facts reported prove to be false.

Colleagues found to have made bad-faith reports are subject to disciplinary action, up to and including immediate termination of employment. A bad-faith report means a report by a colleague that intentionally makes false claims of misconduct by a colleague, student or third party.

MAKING THE RIGHT CHOICE

You may find yourself in a situation in which you are uncertain about what to do. It may help to ask yourself:

- Is it consistent with Covista's Together We... Values?
- Would you be comfortable reading about it in the newspaper or listening to it in front of a jury?
- Would it be consistent with your or Covista's reputation for excellence?
- Does it seem ethical to you and to those whose opinions you respect?
- Could the conduct harm our colleagues or students in any way?
- Is it legal and consistent with our policies and our Code?

If your answer to any of these questions is "no," don't do it, and contact any of the resources listed in this Code for help.

CLOSING THE LOOP

Ethics at Covista must continually evolve to stay current with new and emerging risk areas. Once you've made a decision, ask yourself the following additional question:

- Do you believe there are sufficient standards, policies and resources in place to address the issue you faced, or should more be done?

If your answer is "no" and you believe more should be done, contact Integrity & Compliance. Your suggestions will help us improve our Integrity & Compliance program.

Our responsibilities to our community

Through respect, collaboration and communication, we have built a dynamic team of talented colleagues. We work together with one purpose: We open doors and unlock potential. Maintaining our team-based culture not only helps our students succeed, it also creates the setting for each of us to thrive personally while making a positive contribution to one another's success.

VALUE EQUAL OPPORTUNITY

We value the unique contribution that each person brings to Covista. We treat everyone with respect and dignity and base all employment decisions on merit, experience and personal aptitude.

We do not discriminate on the basis of race, creed, color, religion, political affiliation, national origin, gender, age, disability, marital status, sexual orientation, gender identity, citizenship status or any other status protected by law.

Always keep in mind:

- Treat everyone with respect.
- Encourage and listen to those who speak up, and work to create a culture where others feel valued and understood.
- If you manage people or are involved in recruitment and hiring, judge others based on performance, qualifications, abilities and potential.
- Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards to the extent possible.
- Do not engage in favoritism for any reason.
- Respect colleagues' privacy, dignity and life outside of work.

Q&A

Q: One of my colleagues sends emails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

A: If you feel comfortable doing so and can do so safely, you should tell the colleague to stop the behavior. You are also encouraged to report your concerns to your manager, askHR or your HR representative. You can also report your concerns on the SpeakUp Help Line or Help Site. Sending such jokes doesn't support our core values, and it violates our policies. By doing nothing, you are silently supporting behavior that can seriously erode the team environment.

AVOID HARASSMENT AND BULLYING

We treat our fellow colleagues with dignity and respect at all times. We do not tolerate any actions that can reasonably be considered as offensive or discriminatory, as well as any form of sexual harassment.

We also do not tolerate bullying which includes any repeated or severe conduct—verbal, physical, written, visual, or digital—that demeans, intimidates, threatens, humiliates, or undermines a colleague, or that interferes with a colleague’s ability to work.
Always keep in mind:

- Maintain a work environment that is professional and free from harassment or

bullying.
- If possible, and you can do so safely, be direct. Speak up and tell a person if you are upset by his or her actions or language, explain why, and ask him or her to stop. You are encouraged to report your concerns to your manager, or HR or use the SpeakUp Help Line or Help Site.
- Don't create, distribute or display obscene or discriminatory material, including written, recorded or electronically transmitted messages (such as email, instant messages and internet materials).
- Remember—harassment, bullying and intimidation can occur between individuals of the same or different races or genders and can involve individuals or groups of colleagues.

SEX AND GENDER MISCONDUCT

Covista is committed to maintaining an educational environment that is free from sex and/or gender misconduct. Sex and gender misconduct includes sexual harassment, sexual assault, rape, domestic violence, dating violence, stalking, sexual exploitation, and gender-based harassment. When a student has been a victim of sex and/or gender misconduct—even if the act did not occur on Covista property—it can impede his or her ability to fully participate in the educational benefits that we provide. Therefore, it is important that we all do our part to prevent all forms of sex and gender-based misconduct and support our student and colleague survivors.

Some colleagues have an affirmative duty under applicable law to report potential incidents of sex and/or gender-based misconduct. See Policy on Sex and Gender Based Misconduct Response and Prevention.

For more information, or if you have questions, contact the Title IX Coordinator at TitleIXCoordinator@covista.com or use the SpeakUp Help Line or Help Site by calling 1.800.461.9330 or going to www.speakupcovista.com.

WATCH OUT FOR THESE RED FLAGS

- Unwanted sexual advances or requests for sexual favors.
- Offensive physical contact such as patting, grabbing, pinching or brushing against another's body.
- Making sexual gestures and displaying offensive, sexually suggestive objects or pictures, cartoons or posters.
- Offensive, sexually oriented verbal kidding, teasing or jokes.
- Verbal abuse, threats or taunting based on a colleague's appearance, sexual orientation, beliefs or other characteristics protected by our policies and applicable laws.
- Intimidating or insulting behavior that humiliates, undermines or threatens another colleague, whether intentional or unintentional

Q&A

Q: While on a business trip, a colleague repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office and it was after hours. What should I do?

A: This type of conduct is not acceptable, regardless of whether it takes place in Covista's offices. Covista supports a work environment free from harassment, so don't wait for it to happen again to address it. If you feel safe and comfortable doing so, be firm and tell your

colleague such actions are inappropriate and must be stopped. We take these matters very seriously and encourage you to report the problem to your manager, your HR representative or askHR, or use the SpeakUp Help Site or Help Line.

Q: During my recent performance review, my manager was highly critical of my performance and I felt intimidated and bullied by the tone of the comments. Is this a violation of the Code and our policy against harassment?

A: Likely not. Bullying and intimidation are never acceptable, even during a manager's performance evaluation or while disciplining direct reports. However, articulating colleague performance expectations with statements such as "unless you improve your performance, your employment may be terminated" is not considered bullying or intimidation. If you have questions or concerns, you should contact askHR, your HR representative, or use the SpeakUp Help Line or Help Site.

APPROPRIATE RELATIONSHIPS

Covista is committed to fostering workplace and academic environments that enhance our students' educational goals, our professional experiences and the reputation of our educational institutions. For this reason, we expect colleagues to uphold the following standards for maintaining appropriate relationships in the workplace.

Colleague-to-Colleague Relationships

Colleagues are expected to refrain from hiring or otherwise working in the same reporting line with their own family members, spouses, relatives, domestic partners or with colleagues or third parties with whom they have a romantic or intimate relationship. Likewise, it is not acceptable for you to engage in an intimate relationship with another colleague if you can influence or control that colleague's professional or financial interests.

Colleague-to-Student Relationships
Under no circumstances are faculty members, administrative personnel or other colleagues permitted to engage in any romantic or intimate relationships with prospective or current students, if they can influence or control enrollment, counseling, learning, or grading activities or decisions affecting that student. You are required to report improper relationships between students and colleagues to HR, Integrity & Compliance or via the SpeakUp Help Line or Help Site.

Some institutions may have stricter standards regarding appropriate relationships than those set out in this Code. Where that is the case, the stricter standards prevail. For more information, or if you have questions, contact the head of academic affairs for your institution, HR, or use the SpeakUp Help Line or Help Site.

KEEP ONE ANOTHER SAFE AND SECURE

Everyone—colleagues, students and visitors to our facilities—has a right to expect a safe and secure environment. A safe and secure environment is a critical part of providing a quality education for our students.

All colleagues and third parties who work with Covista are expected to understand and follow our safety and security policies and procedures. We must work together to keep our workplace free from hazards and foreseeable and preventable risks.

Covista provides each location with a set of standard requirements and procedures designed to keep colleagues safe. We also provide a framework for each location to follow when responding to incidents. In addition, each campus has a designated Incident Commander who serves as the primary point of contact with regard to safety and security matters. For more information, or to raise a concern or report an incident, contact your local Incident Commander, your local campus leader, your local security department, or Covista's Security Office.

Always keep in mind:

- Be alert to safety and security risks.
- Violence of any kind has no place at Covista. We will not tolerate any acts or threats of physical violence against co-workers, students, visitors or anyone else on our property, during business travel or at Covista institution or company-sponsored events.
- Firearms or other weapons are not permitted on Covista property, parking lots, alternate work locations maintained by Covista, at Covista institution or company-sponsored events, unless the application of such policy would be prohibited by law.
- Maintain a neat, safe working environment by keeping workstations, aisles and other work spaces free from obstacles, wires and other potential hazards.

Q&A

Q: Are subcontractors working on our premises expected to follow the same safety

and security policies and procedures as colleagues?

A: Absolutely. Managers are responsible for ensuring that third parties working on our premises understand and comply with all applicable policies, laws and regulations affecting that particular campus or location.

TO LEARN MORE
Covista's Colleague Handbook, "Substance Abuse" section

DRUG AND ALCOHOL USE

The use of illegal drugs and alcohol goes against our commitment to a safe, healthy, secure and productive environment for colleagues, students and community. When your ability to do your job is impaired by the misuse or abuse of alcohol or drugs, you jeopardize the safety of others and potentially harm our reputation. While at work or on Covista business, you should be alert, not impaired, and always ready to carry out your work duties. You should always respect local customs and laws pertaining to drug and alcohol use.

Accommodations

Consult with askHR or your HR representative if you must take legal medications that could negatively affect your job performance in a material way or compromise someone's safety.

Alcohol and drug-related support

If you have a drug- or alcohol-related problem, we encourage you to seek assistance. If you are outside of the United States, please contact HR. Alternatively, you can download and access the Headspace support app. In the app, tap "Get Started," and enter your work email address. Follow the instructions sent to your inbox. From there, Headspace will work with you and provide support recommendations. Additionally, if you are enrolled in a Covista medical plan, you can seek treatment directly on your own.

TO LEARN MORE
Covista's Colleague Handbook, "Substance Abuse" section.

RESPECT PRIVACY AND PROTECT PERSONAL INFORMATION

We respect and protect the privacy of everyone who entrusts us with his or her personal information. This includes prospective, current and former students, our colleagues and third parties. Protecting this information is a legal requirement and a matter of trust.

As a global organization in a digitally-connected environment, we respect all applicable laws relating to data privacy and security. Some information, generally referred to as Personally Identifiable Information (PII), requires an extra degree of care. PII is any data that could, by itself or in combination with other information, be used to identify an individual.

Always keep in mind:

- Be accountable for protecting PII and stay informed about our PII-related policies.
- Only share personal information, including PII, with those who have a legitimate need to know and whose access is appropriately authorized.
- Never disclose a student's government-issued identification number; credit or debit card numbers or passwords.
- Never disclose academic records or student information to outside parties without the student's consent, unless required by law or as permitted in limited circumstances under our applicable policies.
- Be transparent about our privacy practices and how individuals can contact us with questions or concerns.
- Promptly report any actual or suspected unauthorized uses, disclosures or access to PII to your manager or to Integrity & Compliance.
- Never prohibit a student from reviewing his or her own academic records.
- Always ensure that third parties working with Covista are required to and do comply with our privacy policy requirements.
- Where you believe we are transferring or will transfer personal information from one country to another, contact Integrity & Compliance to be sure you understand applicable policies, laws and regulations.

TO LEARN MORE

- Contact Covista's Privacy Team
- Covista's GenAI Policy and Biometric Policies
- Covista's Privacy, FERPA and Information Classification Standard Policies
- Covista's Colleague Handbook, "Keep It Confidential" and "Protect Your Work" sections

Q&A

Q: A report I found on the photocopier contains a lot of confidential personal records, including student identification numbers. I also often pass by computers where I can see confidential information on the screens. I do not want to get anyone into trouble, but I do not think it is right that this kind of information is left for all to see. What should I do?

A: You should immediately retrieve the document from the copier and deliver it to the document owner. If you don't know who the document owner is, contact your manager, HR, or Integrity & Compliance for guidance. Protecting confidentiality and privacy is the responsibility of every colleague. When papers containing confidential information are left on the copier, the person who left them there is neglecting his or her duty to protect the confidentiality of others. Similarly, you should never leave laptops or other electronic portable devices unattended, especially if they contain sensitive information. It takes only a few seconds for someone to do serious damage to your computer or your files or to access

information on the computer, so take the time to lock your computer when you leave your desk.

USE OUR ASSETS WISELY

We all have a responsibility to be efficient and economical in the use of resources and protect against the abuse of organizational assets to make sure they are used and cared for appropriately.

Covista assets include our buildings, equipment, vehicles, computers, phones, mobile devices, files, documents, inventory and supplies. Our assets also include intellectual property as well as our confidential and proprietary information.

PROPER USE OF INFORMATION TECHNOLOGY

Each of us must use Covista's electronic systems and resources in a manner that does not expose the organization to the risk of security breaches, legal claims, sabotage, computer viruses or similar problems.

The use of powerful new tools such as Artificial Intelligence (AI) and other emerging technologies can make us more productive and creative but can also raise ethical concerns. We are committed to the responsible use of AI and technology in general. Please refer to Covista's GenAI Policy regarding appropriate use of AI at Covista.

Infrequent and incidental personal use of Covista electronic systems and resources is permitted as long as it does not interfere with your duties or your productivity and does not consume or divert resources that could otherwise be used for organizational purposes.

Always keep in mind:

- Only use software that has been properly licensed. The copying or use of unlicensed or "pirated" software on Covista's electronic systems and resources is strictly prohibited.
- Report any suspected theft, embezzlement or misappropriation of any Covista property using the SpeakUp Help Line or Help Site.
- Never sell, transfer, destroy or otherwise dispose of Covista assets or materials (including computers, equipment, and electronic and hard-copy records) without proper documentation and authorization.

TO LEARN MORE

Covista’s Colleague Handbook, “Use Our Tools Responsibly” section.
Covista’s GenAI Policy

MAINTAIN THE HIGHEST STANDARDS OF ACADEMIC INTEGRITY

As a global provider of educational services, we are committed to providing our students with high-quality instruction and related services and support. In order to maintain this quality, we must uphold the highest standards of academic integrity.

Always keep in mind:

- Use the work product of others in a proper manner and with proper authorization and/or citation.
- Forgo intentionally or knowingly helping or attempting to help another to commit any act of academic dishonesty.
- Maintain educational records and the academic standing of students properly.
- Refuse any offer of a bribe, gift or gratuity of any kind from any prospective or current student, and refrain from doing so on a prospective or current student's behalf.

In addition, student finance colleagues are also expected to adhere to the Student Finance Code of Conduct.

TO LEARN MORE

Contact Covista's Regulatory Compliance team.

MARKETING, ADVERTISEMENT, RECRUITMENT AND ADMISSIONS

The laws governing advertising and marketing activities are proscriptive. If you are involved in developing or using our marketing, advertising or promotional material, it is important that you understand the guidelines that relate to these activities. The same is true for any third parties creating such materials on our behalf.

We provide truthful, accurate and non-misleading information to prospective students, and we base admission solely on each applicant's ability to meet admission requirements, which vary by institution.

We honor and properly document requests of students or other consumers not to be contacted by us via email, phone or other methods.

When recruiting prospective students, we provide responsible, objective and unbiased information. We are always truthful and never misleading, following the tenets of Covista's Responsible Communications policy and training. We hold ourselves to these high standards not just because it is the law, but because it is the right thing to do to help our students achieve their educational and career goals.

As a provider of higher education, Covista is subject to extensive regulations. In order for Covista's degree-granting institutions and our students to remain eligible to participate in U.S. federal financial aid programs, we must abide by regulations that govern compensation for colleagues who recruit students.

Our responsibilities to our partners and the public

We want to be known as a trusted neighbor in the communities where we operate. We have a commitment to transparency and responsible business practices.

We always keep in mind our obligations to our shareholders, our business partners and the public, and we remain guided by our values and our respect for the laws governing our operations everywhere we operate.

SERVE THE GREATER GOOD

We are proud that as educators, the very nature of our work serves the greater good and makes a positive contribution to society and the lives of our students.

As global citizens, we are committed to:

- Supporting social and educational initiatives in the communities in which we live and work
- Participating in relief efforts and service projects around the world
- Complying with the relevant environmental laws and regulations applicable in each country in which we operate
- Considering environmental responsibility as a factor in our decisions including recycling, conserving resources and working with our business partners
- Managing and minimizing our impact on the environment

Always keep in mind:

- Comply with all applicable legal requirements and Covista policies and approval procedures when developing or implementing public relations, marketing and advertising materials.
- Be sure all materials are truthful, complete, accurate, properly substantiated and not misleading.
- Provide supporting data and qualifying language when using statistics.
- Clearly state that the education offered is not a guarantee of employment or "success."

BUILD LASTING BUSINESS RELATIONSHIPS

We believe in working with business partners who share our commitment to high standards of ethics and integrity.

Our business partners—including our suppliers, vendors, representatives and agents—represent us in the marketplace. If they act illegally or unethically, it can expose us to legal repercussions and/or damage our reputation.

Always keep in mind:

- Make supplier-related decisions in the best interest of Covista and not for any personal benefit or gain.
- Be responsive to all reasonable requests from our business partners, but never do something that you regard as unlawful or contrary to laws, regulations, the Code or our policies.

- Respect the confidential information and intellectual property of others.
- Choose vendors and other third parties carefully, and never work with prohibited countries, organizations or persons.
- Watch for and report any signs that our business partners are violating applicable law or regulations.
- Be sure to follow Covista policies and procedures before you sign any contract with a third party for Covista or your institution.
- Report any potential or actual data security breach to your manager, Integrity & Compliance/Privacy, the Cyber Security Team or our Chief Information Security Officer.

TO LEARN MORE

- Covista's Supply Management Policy
- Covista's Vendor Code of Conduct
- Covista's Colleague Handbook, "Authorization Required for Contracts and Agreements" section

SAFEGUARD CONFIDENTIAL INFORMATION

When managed properly, our information can help us develop and administer quality educational programs and meet our objectives. When information is mismanaged, it puts our organization at risk.

Each of us must be vigilant and safeguard our confidential information as well as the confidential information that is entrusted to us by others such as our students, prospective students and alumni.

Depending on the situation, this can include marketing insights, strategic ideas, organizational plans, student records and other types of personal information gathered or generated as part of our operations and educational efforts.

We respect all patents, trademarks, copyrights, proprietary information and trade secrets, as well as the confidentiality of anyone with whom we do business.

Always keep in mind:

- Use and disclose confidential information only for legitimate business purposes.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Protect intellectual property and confidential information by sharing it only with authorized parties.
- Never discuss confidential information when others might be able to overhear what is being said—for example, on airplanes, in elevators or in other public places—and be careful not to send confidential information to unattended fax machines or printers.
- Follow all policies, procedures and retention schedules related to records and information management. Secure laptops, portable devices and storage media that may contain confidential or proprietary information and follow all network and

information-security policies and protocols.

INTELLECTUAL PROPERTY

We work hard to create and promote brands and educational programs that are recognized around the world. Our intellectual property, such as our copyrighted material and our trademarks, is a critical part of our identity and our operations; we must handle it responsibly and safeguard it.

Other examples of our intellectual property include:

- Logos
- Marketing and advertising materials
- Branding
- Course curricula
- Educational materials.

If you are responsible for developing intellectual property, consult with a Covista Legal representative.

TO LEARN MORE

Covista's Colleague Handbook, "Keep It Confidential" and "Protect Your Work" sections.

AVOID INSIDER TRADING

Some Covista colleagues may have access to information about the organization's finances or material or non-public information that might impact our economic future. We use material, non-public information in compliance with securities laws and do not trade in the securities of any public company—including Covista—when we are in possession of non-public, material or price-sensitive information.

"Material, non-public information" generally refers to any information that is not available to the public and that a reasonable investor would consider important when deciding whether to buy, sell or hold a share. This can include news about acquisitions, financial results, important management changes, commencement or termination of major contracts as well as news about the financial, operational or environmental performance of an organization. It is important to know that material, non-public information can also be confidential information about another organization that you have obtained during the course of your work.

Always keep in mind:

- Never use, for your own or others' benefit, any organization's information that has not been made public.
- Be careful when others request confidential information about Covista or our business partners. Even casual conversations could be viewed as illegal "tipping" of inside information.
- Never use material, non-public information to make investment decisions or to

provide investment tips to family members, close relatives, friends or other third parties.
- Securities law violations are taken seriously and can be prosecuted even if the amount of money involved is small or when the "tipper" made no profit.

TO LEARN MORE
Covista's Insider Trading Policy

KEEP ACCURATE BOOKS AND RECORDS

We are committed to transparency and to making full, accurate, timely and understandable disclosure on all aspects of our organization, including financial reports that are filed with or submitted to regulatory authorities.

Colleagues with roles that involve the preparation of our public, financial and regulatory disclosures have special responsibility in this area, but all of us contribute to the process of recording organizational results and maintaining documents. Each of us is responsible for helping to ensure the information we record is accurate, complete and maintained in a manner consistent with our system of internal controls.

As a publicly held organization, we are required to report financial information in accordance with generally accepted accounting principles, and to maintain books and records that accurately and fairly reflect all transactions. This obligation, however, includes more than just financial information. Some examples include accurately recording enrollments, attendance, grades, communications, tuition, regulatory data and other essential organizational information.

Always keep in mind:

- Fully comply with all laws, external accounting requirements and Covista policies and procedures for reporting financial and other organizational information.
- Never make false claims on an expense report or time sheet.
- Be clear, concise, truthful and accurate when recording any information.
- Draft internal documents and communications as if they will be reviewed by third parties. Remember that our internal records are sometimes read by third parties and governmental agencies, so we should do our best to ensure that what we write will not be misinterpreted.
- Maintain all organizational records for legally required minimum periods and in accordance with Covista's records-retention procedures.
- Only destroy documents in accordance with the Covista records-retention policies and procedures, and be aware of special limitations or requirements that may be in place for records relating to potential or ongoing litigation, investigations or audits.
- Cooperate with Covista's internal and external auditors.

Q&A

Q: At the end of the last quarter reporting period, my manager asked me to record additional expenses even though I had not received the invoices from the supplier and the work had not started. I agreed to do it, mostly because I did not think it really made a difference since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing.

A: Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. It was therefore misleading and, depending on the circumstances, could be considered fraud. In such a situation, you should report the matter to your HR representative or askHR, or use the SpeakUp Help Site or Help Line.

COMPETE FAIRLY

At Covista, we compete vigorously, but we do so fairly and honestly. It is critically important that we comply with antitrust and competition laws everywhere we operate.

Antitrust laws—also known as fair competition laws—regulate certain types of practices to ensure that consumers are given a choice in the marketplace, and that they are not subject to predatory or discriminatory practices.

Violations of antitrust laws can carry severe fines and penalties.

Always keep in mind:

- Colleagues must conduct business in accordance with fair trade practices and applicable fair competition and antitrust laws.
- Fair competition or antitrust laws are very complex and the risks of non-compliance can be severe. Contact with competitors should be limited and must always avoid certain subjects, including any matter relating to competition, such as markets, customers or prices. If such a conversation begins, leave the meeting immediately and report it to a Covista Legal representative or Integrity & Compliance.

WATCH OUT FOR THESE RED FLAGS

Colleagues must not:

- Collude with other bidders ("bid rigging") in any tender, such as agreeing on who will be the successful bidder or the contract price.
- Collude with competitors to fix prices or to agree with a competitor not to do business with a supplier or a customer.
- Illegally exchange with competitors sensitive information, such as pricing, costs or other confidential proprietary information regarding Covista plans.
- Agree with a competitor to divide or carve up academic programs or calendars, or geographic markets or regions.

- Use a third party to pass information to a competitor.
- Engage in any other conduct which may violate any relevant competition or antitrust laws, rules or regulations in all relevant jurisdictions.

Q&A

Q: I received sensitive pricing information from one of our competitors. What should I do?

A: You should contact your manager and a Covista Legal representative before taking any further action. It is important that from the moment we receive such information, we demonstrate respect for antitrust laws and make clear that we expect others to do the same. This requires appropriate action that can be decided only on a case-by-case basis.

Q: I am planning to attend a trade show. Are there any special precautions I should take to avoid a potential antitrust problem?

A: Trade association meetings and other industry gatherings typically serve perfectly legitimate and worthwhile purposes. However, these meetings also provide a potential pitfall under competition and antitrust laws because they bring together competitors who may be prone to discussing matters of mutual concern. You must be especially careful to avoid discussions or exchanges of information relating to competitive matters. If competitors are discussing these matters, you should excuse yourself.

GATHERING BUSINESS INTELLIGENCE

When collecting business intelligence, colleagues and others who are working on our behalf must always abide by the highest ethical standards. Never engage in fraud, misrepresentation or deception to obtain information or use invasive technology to spy on others. Be careful when accepting information from third parties and be sure that the knowledge they provide is not protected by trade secret laws or non-disclosure or confidentiality agreements.

When gathering information on a competitor, you must never:

- Seek out confidential information of a competitor or someone outside the organization.
- Purchase confidential information related to a competitor.
- Use confidential information obtained inadvertently or accidentally.
- Request to see confidential bids submitted by competitors.
- Invest in a competitor to gain access to confidential information.

While we may employ former colleagues of competitors, we always recognize and respect the obligations of those colleagues not to use or disclose the confidential information of their former employers.

AVOID AND DISCLOSE CONFLICTS OF INTEREST

A conflict of interest exists when your private interest interferes in any way—or even appears to interfere—with the interests of Covista and its institutions. A conflict of interest may also exist when your interests or activities affect or appear to affect your ability to make objective decisions for Covista and/or any of its institutions. You are expected to use good judgment and avoid situations involving conflicts of interest, which can undermine the trust that others place in us and damage our reputation.

Conflicts of interest are not always clear. If you have a question, talk to your manager or to Integrity & Compliance. Even if you only think a conflict of interest might exist, you should disclose the situation to Integrity & Compliance so that they may properly evaluate, monitor and manage the situation.

Always keep in mind:

- Always make business decisions in the best interest of Covista and its institutions.
- Disclose to Integrity & Compliance any relationship, outside activity, financial interest or other situation that may present a possible conflict of interest or the appearance of a conflict of interest.
- Proactively address situations where you or a family member's financial interests may conflict with Covista's best interests.

The following are common examples of potential conflicts of interest; these and others may also be described in local Covista policies.

BUSINESS OPPORTUNITIES

If you learn about a business opportunity because of your role with Covista or any of its institutions or companies, that opportunity belongs to Covista and/or the institution or company. Colleagues may not take for themselves, or direct to any third party, opportunities that are discovered as a result of their role with Covista.

PERSONAL RELATIONSHIPS

Engaging in or maintaining inappropriate personal relationships with fellow colleagues, or with prospective or current students, may create a conflict of interest. Examples of personal relationships that may lead to conflicts of interest include family relationships and romantic/intimate relationships. Personal relationships that interfere with your ability to objectively perform your role should be avoided, but should be disclosed if they do occur. (See the "Appropriate Relationships" section of this Code for more details.)

OUTSIDE EMPLOYMENT

We do not prohibit colleagues from engaging in all outside employment. However, certain activity may involve a conflict of interest. Thus, colleagues are required to disclose any outside work at the time of hire or prior to commencing the outside work so that it can be reviewed by Integrity & Compliance. Contact HR or Integrity & Compliance to make the disclosure and begin the review.

Some outside work that may not be approved includes:

- Any outside employment that affects your job performance.
- Employment of any kind (including consulting or faculty positions) with a competitor, supplier or customer.

PERSONAL INVESTMENTS

Colleagues are not permitted to have a substantial ownership interest in any organization that may or does work with Covista. This rule applies to direct and indirect ownership.

A "substantial ownership interest" is an ownership interest of greater than five percent of total net worth of the colleague and immediate family members, or greater than one percent of the outstanding equity securities of a public company. There are exceptions to

this rule for investments that are made through mutual funds or managed accounts where you do not make specific investment decisions.

CIVIC ACTIVITIES

Colleagues may be invited to serve as members of boards of directors, advisory boards or committees related to another organization. Approval may be granted if the outside organization does not compete with Covista and if the obligations to serve can be met on your own time. In all such cases, the civic activity should be disclosed to your manager and to Integrity & Compliance.

Circumstances can change and new conflicts can surface over time, which is why it is important to reassess your situation from time to time and discuss any potential conflicts with your manager and Integrity & Compliance.

EXCHANGE ONLY APPROPRIATE GIFTS AND ENTERTAINMENT

When handled properly, appropriate and reasonable gifts and entertainment can strengthen business relationships. But when abused, they can damage our reputation, harm our business and may even be illegal.

Gifts and entertainment may only be exchanged if they are reasonable complements to business relationships, are consistent with Covista's policies, are legal and are acceptable under the policies of the recipient's organization.

Always keep in mind:

- Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- Do not solicit personal gifts, favors, entertainment or services.
- With the exception of nominal expressions of gratitude such as a thank-you card or flowers, colleagues should never accept a gift from a current or prospective student.
- Faculty and students may wish to assemble to celebrate the end of a semester or

other academic achievement. Such events are permitted, provided that:
    - The event adheres to the institution's values.
    - Students do not purchase food, beverages or alcohol for faculty members.
    - The event conforms to the expectations set forth in the "Appropriate relationships" and "Safety and security" sections of this Code.
- Personal gifts or entertainment exchanged between colleagues are not subject to the Gifts and Entertainment policy. However, these items should never be charged as a business expense or otherwise purchased with Covista resources.

TYPES OF GIFTS AND ENTERTAINMENT THAT ARE NEVER ALLOWED

The following examples of prohibited gifts and entertainment apply to colleagues, students and third parties:

- Gifts or entertainment that are lavish or frequent.
- Gifts or entertainment from a source of student lending.
- Cash or securities, such as stocks or bonds.
- Gifts or entertainment that are sexually oriented.
- Any gift or entertainment that amounts to a quid pro quo (i.e., I will give you this if you give me that).
- Entertainment or events that do not include a business-related benefit or educational component, including non-business-related events involving travel and lodging that are covered by a third party.

In addition, colleagues who are responsible for recruitment, admissions or financial aid advising activities must never accept a gift or entertainment of any value.

GIFTS AND ENTERTAINMENT OF GOVERNMENT REPRESENTATIVES

We should never directly or indirectly offer, promise or grant anything of value to a government representative to influence any business decision or to obtain improper advantage.

Always make sure that you know whether you are dealing with a government representative or government-related entity. This is not always obvious. Businesses such as airlines, oil companies, hospitals, colleges, universities, K-12 schools and telecommunications providers may be owned or controlled by a government. When in doubt, discuss the situation with a Covista Legal representative or Integrity & Compliance.

If you ever have questions about whether or not a gift or entertainment is acceptable, discuss the matter with your manager or contact Integrity & Compliance.

TO LEARN MORE

Covista’s Gifts & Entertainment Policy; Covista’s Anti-Bribery and Anti-Corruption Policy

ENGAGE IN RESPONSIBLE PUBLIC COMMUNICATIONS

Covista is a publicly held organization and a member of the New York Stock Exchange. Therefore, it is common for Covista to receive inquiries from the investment community,

government agencies and the media on a variety of topics. Due to the sensitive nature of our information, as well as securities laws and other laws related to disclosure of information, we must closely manage when and how we share our information and communicate with the investment community, the government and the media. Only authorized persons may speak with, reply to or send information to the media, government or members of the investment community on behalf of Covista.

Inquiries from the investment community and media should be handled only by colleagues who are expressly authorized to handle such inquiries. All media or investment inquiries received by Covista or one of its institutions should be forwarded to the public relations, communications or media affairs representative within the institution.

Always keep in mind:

- Public communications include social media platforms. You may use social media platforms for organizational reasons only when you are expressly authorized to do so by Covista or one of its institutions.
- Conferences and external presentations are an excellent way to share our expertise with others, but they should be reviewed by management and may need to be reviewed in advance by Regulatory Affairs. Submit presentations via email to marcommreview@covista.com.

SOCIAL MEDIA

- There are a limited number of colleagues who are authorized to respond or otherwise speak on behalf of Covista, and those who do so should use only Covista-managed social media outlets for that purpose.
- If you read an online comment about Covista that you believe is wrong, do not respond. Covista's Corporate Affairs department regularly monitors external content and will respond appropriately.
- Be thoughtful in all your communications online, including through social media. Never harass or post discriminatory comments (as defined by our anti-harassment/anti-discrimination policies), or threaten fellow colleagues, students or anyone else. Harassing, threatening or similarly inappropriate conduct that violates Covista's policies is discouraged in general and is never allowed while using Covista equipment or during your working time.
- Personally managed social media outlets or websites may not be used to advertise, promote, recruit for or support the business of Covista in any way.

For more information, or when in doubt, contact a senior member of Covista’s Corporate Affairs team.

TO LEARN MORE

Covista’s Social Media Policy Guidelines

Our responsibilities as an international organization

We work together with governments and local communities and do our part as a responsible international organization to contribute to sustainable growth while providing employment to colleagues and creating opportunities for our students and others. Prior to conducting business, sharing data, or traveling to a country that may be subject to economic sanctions or trade restrictions, colleagues should seek review and authorization from Integrity & Compliance.

AVOID CORRUPTION AND BRIBERY

Covista has a zero-tolerance policy toward bribery and corruption. Bribery and corruption in all forms are completely contrary to our Values, the Code and our policies.

We comply with the Foreign Corrupt Practices Act (FCPA) and all other global laws and regulations which prohibit corruption and bribery internationally, and we support efforts to eliminate bribery and corruption worldwide. We work hard to make sure that our business partners share our commitment.

Colleagues and third parties acting on our behalf are not permitted to promise or provide anything of value to a colleague or a government official for the purpose of gaining an unfair advantage.

Likewise, colleagues and our third parties are also prohibited from receiving bribes from any third party for the purpose of gaining an unfair advantage.

Bribery is a crime in the countries where Covista and our institutions operate, and penalties can be severe. If you have questions or concerns, discuss them with a Covista Legal representative or Integrity & Compliance.

Always keep in mind:

- Do not offer or accept bribes or any other kind of improper payment, including facilitation payments.
- Keep accurate books and records so that payments are correctly described and Covista funds are not used for unlawful purposes.
- Know whom you are doing business with and confirm that appropriate due diligence has been conducted on third parties.
- Never do anything through a third party that you are not allowed to do yourself.

TO LEARN MORE

- Covista’s Gifts and Entertainment Policy
- Covista’s Colleague Handbook, “Gift Restrictions” section
- Covista’s Anti-Bribery & Anti-Corruption Policy

Q&A

Q: I have questions about the use of third parties who may be go-betweens helping us with local government authorities. What should I do to make sure that they do not get us into trouble?

A: You are right to be concerned. Control over agents and other third parties who are operating on Covista's behalf is important. We should ensure that their reputations, backgrounds and abilities are appropriate and meet our ethical standards. Agents and third parties are expected to act in accordance with the requirements set out in this Code. You should never do anything through a third party that you are not allowed to do yourself.

Q: Sometimes when I am traveling, I see practices that I would consider inappropriate, but they are common practices in the country I am visiting. What should I do if I am asked to provide what I consider to be a bribe, but what the locals think of as a common business courtesy?

A: You should decline and inform the person that your organization's policies prohibit you from making such payments. Remember: No matter where you are, our policies apply. You should never provide a payment or anything of value to gain an improper business advantage.

ENGAGE WITH CARE IN POLITICAL INVOLVEMENT

We respect the right of colleagues to participate voluntarily in the political process, including making their own personal political contributions and expressing their personal political views.

However, there are strict and complex regulations governing political activity. For this reason, you should be careful when involved in political activities and understand your responsibilities to Covista. Lobbying activities for or on behalf of Covista may be conducted only by or at the express, written direction of the Government Relations organization.

Always keep in mind:

- You may be involved in lobbying if you:
  - Communicate in any way with legislators, regulators or other government officials.
  - Attempt to influence legislative or regulatory action.
  - Provide gifts or entertainment to legislators, regulators or other government officials.
- Political donations, including donations to politicians, campaigns, trade groups or associations, and political parties, on behalf of Covista and its institutions may be made only by or at the express, written direction of the Government Relations organization.

- Receive all necessary approvals in writing before using any Covista or institution resources to support lobbying or other political activities.
- Make sure that your personal political views and activities are not viewed as representing Covista.
- Seek guidance from the Integrity & Compliance Team in Legal and the Government Relations team before providing any gifts or entertainment to public officials or hosting an event that will be attended by public officials.
- See also the "Gifts and Entertainment of Government Representatives" section of this Code.
- Do not use Covista resources or facilities to support your personal political activities.

WATCH OUT FOR THESE RED FLAGS

- Never apply direct or indirect pressure to another colleague to contribute to, support or oppose any political candidate or party.
- Avoid even the appearance that you are making political or charitable contributions in order to gain favor or to exert improper influence.
- Holding or campaigning for political office might create a conflict of interest. Be sure to disclose such activities to your manager, Integrity & Compliance, or a senior member of the Government Relations team.

Discuss any questions or concerns about personal political contributions or political activities with your manager, Integrity & Compliance, or Covista's Government Relations organization.

TO LEARN MORE

Covista's Colleague Handbook, "No Solicitation Policy" section

OPERATE GLOBALLY WITH INTEGRITY

We must always operate with transparency and comply with all laws governing global trade. The laws governing trade across international borders, including imports and exports and the transfer of technology, are extensive and complicated. The sanctions for violating these laws can be severe, up to and including substantial fines and/or imprisonment.

Always keep in mind:

Covista colleagues and third parties acting on our behalf are expected to:

- Follow all applicable trade laws and regulations in the countries where we operate.
- Consult with the Integrity & Compliance Team in Legal or another member of the legal team before transferring goods, equipment, data or technology of any kind across borders or to individuals from other countries, even if they are in the U.S.
- Never engage in any financial transactions that promote or result from criminal activity.
- Be alert to efforts to receive, transfer, transport, retain, use, divert or hide the proceeds of any criminal activity.
- Report any suspicions that such criminal conduct has occurred to Integrity &

Compliance or a Covista Legal representative.

Q&A

Q: I will be attending a fundraiser for a candidate for local office. Is it acceptable to list my position at Covista on the attendee list and in the program as long as I don't use any organization funds or resources?

A: In some jurisdictions, you may be required to list your employer when making a personal political contribution, including when you attend fundraising events. However, apart from such legal requirements, you should make it clear that your personal political activities are

distinct from those of Covista.

Q: I would like to invite an elected official to speak at an upcoming Covista event. Would that be a problem?

A: You should get approval from Government Relations before inviting an elected official to attend a Covista event. Laws governing contributions are complex and, in some jurisdictions, if the invitee is in the midst of a re-election campaign, the organization's event could be viewed as support for the campaign and the food and drink at the event may be considered gifts. In most instances, there will be limits and reporting obligations that should be carefully followed.

RETALIATION

Covista prohibits any form of retaliation, including, but not limited to, retaliatory discipline, acts of reprisal, or any form of intimidation or bullying for a colleague's reporting or participating in a related investigation of conduct that potentially or actually violates this Code.

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