



**Houghton
Mifflin
Harcourt**

CODE OF CONDUCT

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GENERAL PRINCIPLES

Since the founding of the Company, ethical behavior and respect for the law have been fundamental to our culture and our business practices. We are committed to conducting our business in strict compliance with both the letter and the spirit of the law and with the highest standards of professional and ethical conduct in all jurisdictions where we have a presence. This commitment is reflected in Houghton Mifflin Harcourt's Code of Conduct (the "Code").

The Company's good name and its reputation for integrity and good citizenship depend upon each one of us. Our individual conduct has a direct and significant impact on Houghton Mifflin Harcourt's business and reputation. Acting with integrity, respecting the law, maintaining harmonious and respectful relations among ourselves as well as with those with whom we do business, safeguarding confidentiality, placing respect for business ethics ahead of financial performance, protecting the property and resources of Houghton Mifflin Harcourt, and respecting the environment are principles that must guide the professional conduct of all Houghton Mifflin Harcourt directors, officers and employees to ensure that our business activities meet the highest ethical and legal standards. Similarly, it is essential that business relations be established preferentially with partners who share our respect for the law and our concern for ethical and moral business practices.

We all have a duty of loyalty to Houghton Mifflin Harcourt. As part of that duty, we may not benefit personally at Houghton Mifflin Harcourt's expense or take actions contrary to the Company's objectives. Each of us is expected to avoid any activity, investment, interest, or association that may conflict, or appear to conflict, with the Company's best interests. We are also expected to safeguard the Company's records, funds, and other assets, including all confidential and proprietary information and trade secrets.

Our duty of loyalty also obligates each of us not to misuse the power of our position. For example, employees in positions requiring confidentiality, such as Payroll or Human Resources, may never disclose any personnel or financial information absent a requirement of law or other compelling justification and the approval of the appropriate level of management.

Additionally, we all have an obligation to familiarize ourselves and comply with the laws and regulations that affect our work globally, as well as the Company's related policies and procedures. For example, sales and marketing representatives and their managers are expected to understand basic antitrust principles, such as the prohibitions against price fixing and concerted action among competitors; persons involved in the publication process, including those engaged in developing and refining software products, are required to understand the laws concerning trademark and copyright protections; and persons who come into contact with public employees and officials are required to refrain from any conduct that might be construed as an improper payment.

In order to maintain the highest level of business ethics, Houghton Mifflin Harcourt's Code of Conduct establishes standards of behavior that in some instances go beyond the strict requirements of the law. And, as the laws in the locations in which the Company operates vary, there may be cases in which the standards set out in this Code and the underlying

policies to which the Code refers differ from those set out in a local employee handbook (e.g., Ireland, Quebec), individual contract of employment or local law. In such cases, the standards set forth in the Code will be interpreted to conform to the local handbook, employment contract and/or law to the maximum extent permitted under applicable law. The Code will always remain subject to and be interpreted to conform to applicable local laws.

Failure to comply with the Code can have severe consequences for the individuals involved and the Company. Directors who violate the Code may be subject to removal from the Board. Employees who violate the Code may be subject to discipline up to and including termination of employment. In addition, supervisors who disregard or reasonably should have detected and reported a violation of the Code or Company policies may be disciplined. Directors, officers and employees who violate the Code might also simultaneously violate the law. Such individuals may be subject to prosecution, imprisonment, fines, and an obligation to reimburse the Company, the government or any other person or entity for any losses or damages resulting from the violation. Additionally, the Company may be subject to prosecution and significant fines for the improper conduct of its directors, officers and employees.

As you will read in the Code, Houghton Mifflin Harcourt is committed to a comprehensive compliance program that includes many elements. Ultimately, however, compliance with the principles and values set forth in our Code of Conduct is the personal responsibility of each and every director, officer and employee of Houghton Mifflin Harcourt, whatever his or her position. Please note that when used to apply to these compliance obligations, the term “employees” includes officers of the Company as well as employee directors in their capacity as both employees and directors.

Please read the Code of Conduct carefully to ensure that you understand the important legal and ethical responsibilities that we all share, as well as the consequences of non-compliance. The Code contains a great deal of important information, but it cannot possibly anticipate every ethical or legal issue that you might encounter. Its primary purpose is to serve as a guide and reference for you as situations arise, and as a directory of where to find assistance. You may at any time discuss any aspect of the Code with whomever you feel most comfortable: your immediate supervisor, your divisional management, your Human Resources representative, any of the attorneys in the Legal Department, the Company’s Compliance Officer, or any member of the Compliance Committee. *Shortly after appointment or hire, as applicable, new directors, officers and employees are required to complete an on-line training regarding their obligations under the Code of Conduct and an acknowledgement that they have read the Code and agree to abide by it.*

The Code of Conduct is also available on the Company’s internal and external website at <https://today.hmhco.com> and http://s2.q4cdn.com/146118091/files/doc_downloads/gov-doc/code_of_conduct.pdf. The online version will include all updates after the publication date.

Please Note: Neither this Code of Conduct nor any policy or procedure in it creates any contract or other enforceable right on the part of an employee, and nothing in this Code of Conduct changes the nature of your employment with the Company (whether at will or written agreement). The purpose of this Code of Conduct is to encourage ethical and

legal behavior by all directors, officers and employees, and to provide guidance regarding our policies. The Company may change any portion of this Code of Conduct at any time as provided herein.

IMPLEMENTATION AND ADMINISTRATION

ROLE OF THE BOARD OF DIRECTORS AND COMMITTEES

The Board of Directors reviews and ratifies amendments or revisions to the Company's Code of Conduct as needed. The Board of Directors, through the Audit Committee, reviews the Code and reports submitted by the Compliance Officer to determine the adequacy of the Company's mechanisms and processes for detecting, reporting, investigating, and appropriately addressing certain suspected violations of the Code or law, whether through disciplinary, remedial, or other action. In addition, the Audit Committee reviews methods used to communicate and train employees regarding their legal and ethical obligations as well as their duty to report suspected fraud or misconduct. Further, the Nominating, Ethics and Governance Committee reviews the various ethics and governance policies and practices of the Company, and periodically reviews and assesses the adequacy of the Company's Code of Conduct and recommends to the Board of Directors any changes deemed appropriate by the Nominating, Ethics and Governance Committee. The Audit Committee is responsible for establishing the Company's procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company or any subsidiary or affiliate of the Company whose financial information is included in the Company's financial statements of concerns regarding questionable accounting or auditing matters.

ROLE OF THE COMPLIANCE COMMITTEE

The Compliance Committee administers the program for ensuring compliance with this Code of Conduct (the "Compliance Program"). The Committee consists of four permanent members. The permanent members of the Committee are the Compliance Officer, who chairs the Committee, the head of Human Resources, the Corporate Controller, and the head of Internal Audit. If at any time the General Counsel is not serving as the Compliance Officer, the General Counsel will be a permanent member of the Compliance Committee. The Committee may meet in person, by telephone, or by other means of communication as necessary.

If the Compliance Officer or the Committee investigates alleged or suspected misconduct by an employee, officer, or agent of the Company, the affected division, if requested by the Committee, will designate a vice president or senior manager as an advisor to the Committee for that investigation. If the Compliance Officer or the Committee investigates alleged or suspected misconduct by a director of the Company, the Board of Directors, if requested by the Committee, will designate a director as an advisor to the Committee for that investigation. The Committee, together with the General Counsel, will determine if any government agency should be notified.

The Compliance Committee, in consultation with the Audit Committee as necessary, will address all issues of implementation of the Compliance Program, discipline for misconduct, and decisions to disclose an investigation's findings of violations to any government agency.

Should the Compliance Officer, any members of the Compliance Committee, or any other person charged with responsibility under the Compliance Program be personally involved in a matter being investigated, causing the appearance of a conflict of interest, the Chief Executive Officer, the General Counsel, or the Board of Directors, as appropriate, will appoint a replacement of that individual for purposes of that matter.

ROLE OF THE COMPLIANCE OFFICER

The Compliance Officer is responsible for implementing all aspects of the Compliance Program. The Compliance Officer:

- responds to inquiries by directors, officers or employees regarding any aspect of compliance;
- oversees the investigation of any reports of suspected misconduct that allegedly violate the standards and policies of the Company, as well as any other matter directed by the Committee, and reports the findings to the Compliance Committee and the Audit Committee, as appropriate;
- determines and/or makes recommendations for appropriate disciplinary, remedial, or other action;
- reports as necessary to the Audit Committee of the Board of Directors;
- ensures that the Code of Conduct is distributed to all directors, officers and employees;
- oversees the preparation and issuance of guidelines on specific U.S. and international legal and regulatory issues and matters involving ethical business practices;
- develops and implements an education and training program for Company personnel to ensure familiarity with and understanding of applicable U.S. and international laws involving ethical business practices;
- oversees and coordinates the training and education of directors, officers and employees regarding the Code, Company policies, and key areas of the law;
- ensures that the Code of Conduct is reviewed as necessary to determine if any changes are needed;
- ensures that internal compliance reviews are conducted at regular intervals and, in any event, no less frequently than annually;
- provides guidance and interpretation to the Board of Directors and Company personnel on matters related to the Compliance Program;

- ensures that disciplinary actions, when and if appropriate, are communicated throughout the Company to inform directors, officers and employees that violations of Company policies are not acceptable;
- prepares and submits to the Audit Committee an annual status report on the Compliance Program, including any recommended changes; and
- consults with outside counsel as necessary.

In assessing the effectiveness of the Compliance Program and the Code of Conduct, the Compliance Officer monitors and evaluates their implementation and recommends appropriate revisions to meet the Company's needs and changes in the business and regulatory environment. This may include periodically reconvening and drawing upon the expertise of the Compliance Committee.

ROLE OF DIRECTORS, OFFICERS AND EMPLOYEES – DUTY TO REPORT

Every director, officer and employee must abide by applicable laws and Company policies and support the Company's compliance efforts. If you have any questions about how to interpret these laws or policies, or how to apply them in a given situation, you should contact your supervisor or manager, a member of the Legal Department, or the Compliance Officer. All directors, officers and employees have a duty to report any violation or suspected violation of law, this Code, or Company policy. The Compliance Officer will preserve the anonymity of the reporting person, if requested, to the extent possible under the circumstances, consistent with the Company's obligation to investigate that person's concerns and take necessary corrective action. Supervisors and managers who learn of any matter that might expose the Company to liability must immediately report it to the Compliance Officer. Any employee who believes the supervisor or manager to whom he or she has reported a violation or possible violation has not taken appropriate action should not hesitate to contact the Compliance Officer directly.

While it is the Company's desire to address matters internally, nothing in this Code prohibits you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or local law, rule or regulation, to the appropriate regulatory authority.

Neither the Company nor any of its employees will discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against, or tolerate retaliation of any kind against, any individual who: (a) lawfully provides information regarding any conduct encouraged to be reported under this Code or Company policy which the employee reasonably believes has occurred to a regulatory or law enforcement agency, to any member or committee of Congress, or to any person with supervisory authority over the employee or the authority to investigate such misconduct; (b) participates in or otherwise assists with a proceeding relating to conduct encouraged to be reported under this Code or Company policy or to any governmental entity or regulatory authority; or (c) submits a complaint pursuant to this Code or Company policy or to any

governmental entity or regulatory authority regarding any conduct encouraged to be reported which the employee reasonably believes has occurred, even if after investigation the Company determines that there has not been a violation. On the contrary, the Company welcomes and appreciates efforts on the part of its directors, officers and employees to advise the Compliance Officer of any possible wrongdoing. Any individual responsible for reprisals against colleagues for reporting in good faith known or suspected violations will be subject to disciplinary action. On the other hand, any director, officer or employee who submits a report that he or she knows may be false also will be subject to disciplinary action.

While the Company will not retaliate against a director, officer or employee because of his or her good faith report of a possible violation of the Code, a director, officer or employee who reports a violation or suspected violation of the Code still may be disciplined for any misconduct in which he or she participated. In other words, that individual is not exempt from disciplinary action simply because he or she has made a report under the Code. For example, an employee who makes a good faith report of a violation of the Code and who is on probation due to unsatisfactory job performance may still be disciplined based on his or her job performance.

You can report violations of law or Company policy either orally or in writing to the Compliance Officer, William Bayers (617-351-5125). You can also use the Ethics@HMH online reporting portal or telephone hotline to report violations. The online portal is available at (<https://hmbethics.ethix360.com/Landing.aspx>). The phone numbers for the hotline are as follows:

**US / Puerto Rico / Canada – 855-806-4295
Ireland – 1-800-904-114
China (National) – 400-120-3144
UK – 0-808-189-1411**

The Company prefers that directors, officers and employees identify themselves when reporting violations or suspected violations so that a thorough, comprehensive investigation can be conducted. The Company recognizes, however, that in some cases directors, officers and employees may feel it necessary to remain anonymous. Anonymous reports will be investigated, but such reports should describe in as much detail as possible the alleged wrongful conduct, the individuals involved, and the basis for the allegations so that a thorough investigation can be conducted.

All written statements, along with the results of any investigations relating thereto, shall be retained by the Company according to its document retention policies stated elsewhere in this Code.

INVESTIGATING, REPORTING, AND CORRECTING MISCONDUCT

All reported violations of law or the Code of Conduct will be investigated promptly, and will be treated confidentially to the extent reasonable and possible under the circumstances. The

investigation may include interviews of directors, officers and employees, review of relevant documents, and consultation with expert witnesses, as necessary. In certain cases, it may be appropriate for the Company and the Audit Committee to retain an independent third party to conduct the investigation. If the Compliance Officer believes that misconduct has occurred, he or she will notify the Compliance Committee and, depending on the size, scope, and gravity of the misconduct, notify the Audit Committee and/or issue a written report. Based on the investigation, the Compliance Officer will determine appropriate remedial, disciplinary, or other action or recommend such action to the Compliance Committee.

Directors, officers and employees are expected to cooperate in the inquiry or investigation of alleged violations of law, the Code, or Company policy. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge from the Company. It is imperative, however, that directors, officers and employees not conduct even a preliminary investigation of any possible violations on their own initiative without first obtaining the Compliance Officer's approval. Investigations may raise complicated legal issues, and if conducted without the approval, advice, and supervision of the Compliance Officer could result in adverse consequences.

The Compliance Officer and/or Compliance Committee shall periodically report to the Audit Committee regarding the nature of the complaints submitted, whether or not the complaint resulted in a formal investigation and the status of investigations.

RETENTION OF OUTSIDE LEGAL COUNSEL

Periodically, the Company will retain outside counsel to provide advice regarding legal compliance, assist in conducting internal investigations, or represent the Company in litigation or government investigations. No one other than the Legal Department, the Board of Directors, or the Audit Committee may retain outside counsel to represent or advise the Company, and they will select, hire, and supervise outside counsel.

COMMUNICATION AND TRAINING

All directors, officers and employees will receive a digital copy of the Code, which is also available on the Company's intranet and external website. All directors, officers and employees are required to certify that they have reviewed the Code and understand their obligation to comply with the Code's requirements and to report any violations. Directors, officers and employees are also required to undergo training regarding their obligations under the Code. Periodically, directors, officers and employees may be asked to re-certify their understanding of and compliance with the Code.

The Compliance Officer and Compliance Committee members are available to answer all questions concerning the meaning and application of the Code and its related policies. Employees also may ask their supervisors or managers to relay questions or concerns to the Compliance Officer or a member of the Compliance Committee.

The Code of Conduct summarizes certain key laws, policies, and ethical principles under which difficulties may arise so that a director, officer or employee can bring possible problems to the Company's attention before illegal or unethical activities occur. The Company recognizes, however, that the materials contained in the Code and those distributed to supplement the Code cannot possibly anticipate all potential problems that employees may encounter. To a significant extent, the Company must rely upon each individual to act with integrity, to use his or her best judgment, to seek guidance when necessary, and to do the right thing in a given situation.

DISCIPLINE FOR VIOLATIONS

Directors, officers and employees are expected to follow both the letter and the spirit of the law and the Code of Conduct. Supervisors and managers are responsible for the behavior of employees under their direction and control, and are expected to implement and maintain guidelines, policies, and procedures as necessary to reasonably ensure compliance with the Code.

With regard to potential violations of the Code, the Company will follow whatever procedures and take whatever disciplinary action it deems appropriate under the particular circumstances. Discipline will be based on the nature and severity of the misconduct, and may include, but is not limited to, reprimand, demotion, suspension with or without pay, removal from the Board and termination from the Company.

In addition to disciplinary action that the Company may impose in the ordinary course of conducting its business, the Code provides specific disciplinary guidelines. Under the Code, disciplinary actions may be taken against the following persons:

- directors, officers or employees who authorize or participate directly in actions that violate the law or the Code;
- directors, officers or employees who fail to report a violation of the law or the Code, or who withhold relevant and material information concerning a violation of which they are aware or should be aware;
- the violator's supervisor(s) or manager(s), to the extent that the circumstances of the violation reflect inadequate supervision or lack of diligence by the supervisor(s) or manager(s);
- directors, officers or employees who attempt or encourage others to retaliate, directly or indirectly, against individuals who in good faith report violations of the law or the Code; and
- directors, officers or employees who submit reports of violations or suspected violations that they know or should know are false.

AMENDMENTS AND WAIVERS

No substantive amendment of this Code of Conduct may be made, and no waiver of any part of this Code of Conduct affecting any senior financial officers or executive officers of the Company may be granted, except by a vote of the Board of Directors, which will ascertain whether an amendment or waiver is appropriate and ensure that the amendment or waiver is accompanied by appropriate controls designed to protect the Company. In the event that any substantive amendment is made or any waiver affecting a senior financial officer or executive officer of the Company is granted, the amendment or waiver, as the case may be, will be publicly disclosed to the extent required by applicable law and the rules and regulations of The Nasdaq Stock Market.

COMPLIANCE WITH LAWS, RELATED POLICIES, AND PROCEDURES

ACCOUNTING AND DISCLOSURE OBLIGATIONS; FINANCE DEPARTMENT CODE OF ETHICS

A. Policy

All financial information and transactions must be accurately and promptly documented or recorded, and properly accounted for, in accordance with generally accepted accounting principles and all legal requirements. All use of Company funds must be in accordance with proper authorization and procedures.

B. Procedures

1. Accuracy of Business Records

Employees must comply with the following procedures to ensure the accuracy of the Company's business records.

- Compliance with established accounting procedures, the Company's own system of internal controls, generally accepted accounting principles and all applicable laws is necessary at all times. In order to achieve such compliance, the Company's records, books, and documents must fairly and accurately reflect all transactions and provide a full account of the Company's assets, liabilities, revenues, and expenses. Within the guidelines established by the Company, all transactions must be fairly and accurately documented and accounted for on the books and records of the Company, supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period. No false, deceptive or intentionally misleading entries may be made, and all entries must contain appropriate descriptions of the underlying transactions. No transactions should be intentionally misclassified as to accounts, departments or accounting periods. Knowingly entering inaccurate or fraudulent information into the Company's accounting system is unacceptable and illegal.

- Every individual involved in creating, transmitting, or entering information into the Company's financial and operational records is responsible for doing so fully, fairly, accurately, and timely, and with appropriate supporting documentation. No employee may make any entry that intentionally hides or disguises the true nature of any transaction. For example, no employee may understate or overstate known liabilities and assets, record false sales or record them early, defer or accelerate the proper period for recording items that should be expensed, falsify quality or safety results, or process and submit false or inaccurate invoices.
- When billing others for its goods or services, the Company has an obligation to exercise diligence, care, and integrity so that the invoices it processes and submits are accurate. Each individual who is involved in submitting charges, preparing claims, billing, and documenting services is expected to monitor compliance with applicable rules and maintain the highest standards of personal, professional, and institutional responsibility. By the same token, each individual who is involved with processing and documenting claims for payment made to the Company by outside vendors or contractors is similarly expected to maintain the highest standards of professionalism and ethics.
- No payment on behalf of the Company may be approved or made for any purpose other than as described in the documents supporting the payment.
- The Chief Financial Officer, or those working under his direction, is responsible for establishing and maintaining procedures and guidelines designed to ensure that the Company's record keeping and accounting practices comply with generally accepted accounting principles and satisfy all legal requirements, and for circulating these procedures and guidelines as appropriate within the Company.
- No director, officer or employee may, directly or indirectly, make or cause to be made false or misleading statements to anyone, whether within the Company or to a government agent or external auditor. Similarly, no director, officer or employee may, directly or indirectly, omit to state or cause another person to omit to state any material fact necessary in order for statements made, in light of the circumstances under which such statements were made, not misleading to anyone, whether within the Company or to a government agent or external auditor. All information provided by a director, officer or employee should be true to the best of his or her knowledge.
- No information should be concealed from the internal auditors or the independent auditors. No director, officer or employee should, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or certified public accountant in the performance of an audit or review of the Company's financial statements.
- All corporate funds must be held in bank accounts in the name of the Company or the appropriate subsidiary, and no undisclosed or unrecorded bank account, fund, or asset

of the Company or any division or subsidiary may be established for any purpose, including concealing improper payments or gifts.

- Directors, officers and employees should also be aware that business records of the Company may become subject to public disclosure in the course of litigation or governmental investigation. Records are also often obtained by outside parties or the media. Directors, officers and employees therefore should attempt to be as clear, concise, truthful, and accurate as possible when recording any information. Directors, officers and employees must refrain from making legal conclusions or commenting on legal positions taken by the Company or others. Directors, officers and employees must also avoid exaggeration, colorful language, and derogatory characterizations of people and their motives. The Company will not tolerate any conduct that creates an inaccurate impression of its business operations.

Failure to comply with these policies is a particularly grave offense and will subject an individual to severe discipline by the Company, as well as possible criminal and civil penalties.

2. Disclosure Obligations

The Company is committed to carrying out all of its continuing disclosure obligations in a full, fair, accurate, timely, and understandable manner. It is Company policy to comply fully with all applicable laws and regulations relating to disclosure of information about the Company, including any filings and submissions to the Securities and Exchange Commission (the “SEC”) and the Company’s other public communications. Depending upon your position with the Company, you may be called upon to provide information to ensure that the Company’s reports are complete, fair, and understandable. Such disclosure is critical to ensure that the Company maintains its good reputation, complies with its obligations under the securities laws and meets the expectations of its stockholders. The Company expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company’s disclosure requirements.

3. Finance Department Code of Ethics

The Finance Department bears a special responsibility for promoting integrity throughout the organization, with responsibilities to investors both inside and outside of the Company. The Chief Executive Officer, the Chief Financial Officer, all other Finance Department personnel have a special role both to adhere to these principles themselves and to foster a Company-wide culture that ensures the fair and timely reporting of Houghton Mifflin Harcourt’s financial results and condition.

Because of this special role, the Chief Executive Officer, the Chief Financial Officer, and all members of the Company's Finance Department must comply with the following Finance Department Code of Ethics, in addition to all other sections of this Code of Conduct:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely, and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications.
- Comply with rules and regulations of federal, state, provincial, and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence, and diligence, without misrepresenting material facts or allowing one's independent judgment to be compromised.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose.
- Do not use for personal advantage confidential information acquired in the course of one's work.
- Share knowledge and maintain skills important and relevant to investors' needs.
- Promote proactively and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed or entrusted.
- Operate in a manner consistent with the controls and procedures that the Company has implemented in order to carry out its continuing disclosure obligations in a full, fair, accurate, timely, and understandable manner.
- Accept accountability for adherence to the Finance Department Code of Ethics.

You should promptly report to the Compliance Officer or through the Ethics@HMH online reporting portal or telephone hotline (<https://hmhethics.ethix360.com/Landing.aspx> or 855-806-4295) any conduct that you believe to be a violation of law or business ethics or of any provision of the Finance Department Code of Ethics, including any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. **Violations, including failures to report potential violations by others, will be viewed as a severe disciplinary**

matter that may result in disciplinary action up to and including termination of employment.

ANTITRUST

A. Policy

Federal, state, and international antitrust laws are intended to preserve and promote fair and open competition, which lies at the foundation of a free enterprise system. While the Company should compete aggressively and creatively, its commitment is to compete in strict compliance with the letter and spirit of all antitrust and trade practice laws. These laws generally forbid agreements or joint actions between competitors regarding prices, bids, product or territory allocations, customers or suppliers; agreements or joint actions between a supplier and a customer that restrain or tend to reduce competition; and the conduct of a single firm that is intended illegally to establish or maintain a dominant market position or monopoly. Associations, joint ventures, or mergers with actual or potential competitors pose special problems that need to be analyzed with particular care and must be approved in advance by the Legal Department.

B. Procedures

Under the antitrust laws, unlawful agreements need not take the form of a written contract or consist of express commitments or mutual assurances. Any agreement or understanding, however informal, between companies to raise, lower, or stabilize prices at any level of commerce (e.g., wholesale or retail) may be illegal. Courts can infer agreements based on verbal discussions or the exchange of information between competitors from which pricing or other collusion could result. Any communication with a competitor's representative, no matter how harmless it may seem at the time, may later be subject to antitrust scrutiny and form the basis for accusations of improper or illegal conduct. Directors, officers and employees must conduct all relations with competitors and other third parties, including social activities, as if they were completely in the public view, as those relations may be subject to probing examination and unfavorable interpretation.

For example, trade association meetings and other industry gatherings typically serve perfectly legitimate and worthwhile purposes. However, these meetings also provide an opportunity for unlawful communications to occur because they bring together competitors who share common business interests and problems. Informal gatherings outside official trade association meetings are particularly risky from an antitrust perspective. Any improper communication with a competitor or inappropriate conduct by a Company director, officer or employee should be promptly reported to the Compliance Officer.

Antitrust laws that involve prices and pricing procedures pose particular risks for the Company and its directors, officers and employees. Directors, officers and employees must always make independent pricing and bidding decisions that are in the Company's best interest and are based on factors such as value to the customer, costs, and competitive pressure in the marketplace. Directors, officers and employees must not exchange sensitive

information with competitors, such as prices charged, bids or the intention to bid or not bid, business or marketing strategies, profit margins, or credit and billing practices. They also must not reach agreements with distributors and resellers regarding the price at which products will be resold without prior consultation with the Legal Department.

As a seller of goods, the Company also must not in general discriminate in the prices, terms of sale, or advertising or promotional programs and allowances it provides to customers who compete for the resale of the Company's products. Thus, unless otherwise approved by the Legal Department, the Company must offer the same prices and discounts, and proportionally equal promotional allowances and services, free goods, advertising, and merchandising assistance to all customers who compete in selling the Company's products. In addition to price fixing, bid rigging, and price discrimination, the antitrust laws prohibit other noncompetitive activities such as predatory pricing (i.e., selling below cost); group boycotts; allocation of customers, territories, products, or services; unlawful tying of separate products; certain exclusivity agreements; monopolization; unlawful termination of dealers, suppliers, or distributors; and, under certain circumstances, attempts to engage in many of these types of activities. In addition, federal and state laws generally prohibit any unfair or deceptive trade practices or methods of competition, including misleading advertising, disparaging a competitor's product, harassing a competitor, and stealing trade secrets or confidential business information.

With regard to international activities, directors, officers and employees should be aware that the United States antitrust laws apply to conduct that occurs outside the United States if that conduct has a direct, substantial, and reasonably foreseeable effect on commerce within the United States. Moreover, most countries outside of the United States enforce competition laws similar to United States antitrust laws. Accordingly, directors, officers and employees who transact Company business outside of the United States must comply with the laws of the relevant countries in addition to United States antitrust laws where applicable. Similarly, the antitrust laws of the United States apply to all foreign entities doing business in the United States.

The above description does not exhaust the reach of the antitrust laws. It does demonstrate, however, that the antitrust laws, which attempt to ensure that superior market position is achieved only by superior products and performance, affect nearly every business decision made by directors, officers and employees on the Company's behalf. A violation of the antitrust laws can subject the director, officer or employee involved and the Company to substantial penalties and damages, both criminal and civil. Individual violators of the antitrust laws can be imprisoned for up to three years and fined in excess of \$350,000 per violation. Corporations that violate antitrust laws are subject to criminal penalties in excess of \$10 million per violation. In addition, companies are subject to triple damage awards in civil lawsuits.

CONFIDENTIALITY AND PRIVACY

A. Policy

1. Confidential Information of the Company

Directors, officers and employees are expected to comply at all times with all data privacy laws applicable to their role and geographical location. No director, officer or employee may use for his or her own benefit or divulge to a competitor or to any other person, firm, or corporation any confidential information relating to the Company or its operations, except as necessary for the Company's business and approved by the appropriate senior management personnel, or when it is legally mandated. The phrase "confidential information" cannot be precisely defined, but you should treat as confidential all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Examples of confidential information include, but are not limited to, all trade secrets and confidential and proprietary information of the Company, including all (a) *Financial Information*, such as the Company's earnings, assets, debts, prices, pricing structure, volume of purchases, business plans, sales or other financial data, services and operations; (b) *Marketing Information*, such as details about ongoing or proposed marketing programs or agreements by or on behalf of the Company, sales forecasts, test market information or results of marketing efforts or information about impending transactions; (c) *Personnel Information*, such as information obtained pursuant to one's duties and responsibilities regarding an employee's personally identifiable information, medical history or other information of a personal nature about another employee that the person would reasonably consider to be private; (d) *Customer Information*, such as any compilation of past, existing or prospective customers' names, addresses, backgrounds, or preferences, records of purchases and prices, proposals or agreements between customers and the Company, status of customers' accounts or credit or related information about actual or prospective customers; (e) *Product Information*, such as designs, patterns, devices, plans, line extensions, manufacturing, distribution, and delivery processes and related information, each relating to a current or planned product or line of service; and (f) *Other Information* that the Company maintains as confidential and uses to conduct its business or gain competitive advantage.

2. Confidential Information of Others

Information provided to the Company in confidence by its customers and others should be accorded the same protection as the Company's own confidential information and treated in accordance with the Company's [Personally Identifiable Information Handling Policy](#), as applicable. Confidential information of our employees' prior employers and others who have entrusted their employees with confidential information must also be respected. Accordingly, no such information may be used or disclosed by the Company unless the department or division head or Legal Department approves the use or disclosure.

3. Confidential Information of Our Employees

Information of a personal nature provided to the Company by its personnel (including but not limited to addresses, social security numbers, drivers' license numbers and other personally

identifiable information) and information about employees' performance must be treated as strictly confidential and disclosed only on a need to know basis and in accordance with the Company's [Personally Identifiable Information Handling Policy](#). You may not discuss personal or private information of another employee or officer gained as a result of your position with the Company.

4. Personally Identifiable Information

If you are in receipt of personally identifiable information (or are unsure as to whether or not you are), you must refer to and comply with the [Personally Identifiable Information Handling Policy](#).

5. Scope of Disclosure Restrictions

Nothing in this policy or elsewhere prohibits employees from reporting possible violations of state or federal law or regulation to any government agency, regulator, or legal authority, or making other disclosures that are protected under the whistleblower provisions of state or federal law or regulation. Employees are not required to notify the Company that they have made any such reports or disclosures; provided, however, that nothing herein authorizes the disclosure of information an employee has obtained through a communication that was subject to the attorney-client privilege, unless disclosure of the information would otherwise be permitted by an applicable law or rule. Further, pursuant to the Defend Trade Secrets Act: "An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret [as defined in the Economic Espionage Act] that (A) is made (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order." Nor shall this or any other policy be interpreted or applied in a way that interferes with the legal rights of employees to engage in activities protected by section 7 of the U.S. National Labor Relations Act.

B. Procedures

Directors, officers and employees must comply with the following procedures to ensure the protection of confidential information.

- You should be careful when discussing Company business that may involve confidential information. Discussions involving confidential information should not take place in public places such as elevators, bathrooms, airplanes, restaurants, or other locations where the information may easily be overheard.

- If you are unsure whether specific information is confidential, ask your supervisor or manager.
- Confidentiality agreements must be used when our plans are communicated to outside suppliers, including, as appropriate, authors or others to whom the Company has authorized disclosure. The Legal Department can provide appropriate forms.
- Confidential information should be acquired from others only when there is a clear commercial reason for doing so and then only under the terms of a confidentiality agreement approved by the Legal Department and appropriate levels of management.
- All personal information of the Company's directors, officers and employees must be treated with the utmost privacy and confidentiality. Personally identifiable information should be included in data files and/or transferred among employees or to approved third parties only when specifically necessary to accomplish a business objective, and in accordance with the Company's [Personally Identifiable Information Handling](#) policy.
- The obligation to preserve confidential information continues even after directors, officers and employees leave the Company.

CONFLICTS OF INTEREST, RELATED PARTY TRANSACTIONS AND CORPORATE OPPORTUNITIES

A. Policy

The Company expects that its directors, officers and employees will not benefit personally at the Company's expense or take actions contrary to the Company's interests. Directors, officers and employees must avoid any activity, investment, interest, or association that creates or appears to create a conflict of interest between their personal interests and the best interests of the Company as a whole.

The Company has adopted a policy that requires the review and approval of any transaction, arrangement or relationship where the Company was, is or will be a participant and the amount involved exceeds \$120,000, and in which any "Related Person" (generally defined as any director (or director nominee) or executive officer of the Company, beneficial owner of more than 5% of the Company stock, any immediate family member of the foregoing and any entity in which any of the foregoing persons is employed or is a partner or principal or in which that person has a 10% or greater beneficial ownership interest) had, has or will have a direct or indirect interest (any such transaction, arrangement or relationship, a "Related Party Transaction"). Only those transactions that are in the best interests of the Company shall be approved. For more detail, please see the Company's Related Person Transactions Policy.

In addition, employees are prohibited from: (a) taking opportunities for themselves personally or for members of their family that are discovered through the use of Company information or

position; (b) using Company property, information, or position for personal gain; and (c) competing with the Company. Each employee and officer owes a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

B. Procedures

A conflict of interest arises when a director, officer or employee engages in any activity that detracts from or interferes with his or her full, loyal, and timely performance of services for the Company. A conflict of interest also arises when a director, officer or employee or a member of his or her family has a financial or other interest that might influence the director's, officer's or employee's judgment on behalf of the Company. The Company construes the phrase "member of his or her family" broadly to include close relatives by blood or marriage including at least that director's, officer's or employee's spouse, domestic partner, child, spouse or domestic partner of a child, parent, in-law, sibling, dependent, an adult sharing the director's, officer's or employee's residence, or an individual with whom the director, officer or employee has a close personal relationship. You may be considered to have an indirect interest in, or benefit from, an organization or transaction in which members of your family have an interest or benefit, or in which members of your family have a significant financial interest or serve as an officer, employee, or representative.

Conflicts of interest can arise in many situations. For example, an employee may have a conflict if he or she operates or has a financial interest in an enterprise, or has a family member who operates or has a financial interest in an enterprise, in the same industry as one in which the Company is engaged. An employee has a conflict if he or she, or a member of his or her family, purchases goods or services from a supplier of the Company at less than retail price (other than the normal discount available to all employees of the Company). In addition, an employee has a conflict if he or she, or member of his or her family, may benefit from the employee's position at the Company's expense.

Because conflicts may arise in so many different situations, it would be impossible to catalog them here. In general, however, no director, officer or employee should (a) accept a gift from; (b) be employed by, consult, serve as a director, volunteer, or otherwise render services to; (c) own or have an ownership interest in; (d) be a creditor of; or (e) obtain confidential information for personal benefit from, any person, firm, or entity that supplies goods or services to, purchases goods or services from, or is a competitor of the Company, its subsidiaries, or its affiliates. The only exceptions to this general rule are that it is not a conflict for directors, officers or employees to own insubstantial amounts of stock in publicly-held companies with whom the Company does business or competes, or to accept non-cash gifts valued at less than \$100 when they are not intended to influence business judgment.

A "gift" is any tangible item of value, any service of value, or any favor not available to all employees on an equal basis. Examples of gifts include: cash, securities, or other property; expense-free use of an automobile, boat, aircraft, accommodations, or other property; payment of travel, vacation, entertainment, legal or accounting expenses, personal financial and tax-planning services, or professional fees; special allowances, discounts, or loans; individual club memberships; or furnishing of services for the benefit of an employee or his or her family.

Directors, officers and employees should refuse or return gifts valued at more than \$100. When return or refusal of a gift is, in the exercise of the director's, officer's or employee's best judgment, not possible or advisable because doing so would cause undue offense under the circumstances, the director, officer or employee must disclose receipt of the gift and seek advice from his or her supervisor or manager, the Compliance Officer, the Compliance Committee, or the Legal Department.

In particular:

- You may not, directly or indirectly, have any financial interest in or derive any income from any supplier, customer, or competitor of the Company without full disclosure to and written clearance from the Compliance Officer.
- You may not, directly or indirectly, accept any unusual or excessive entertainment or hospitality; or any money, gratuities, loans, guarantees, or preferential treatment from any supplier, customer, or competitor of the Company.
- You may not commit the Company to any business transaction for your personal benefit, directly or indirectly, without prior full disclosure to and written clearance from the Compliance Officer and your division or department head.

Directors, officers and employees may be asked to disclose actual or potential conflicts of interest at hire and/or during the course of employment to ensure compliance with this policy. A director, officer or employee who becomes involved in a situation that may create a conflict of interest or the appearance of a conflict of interest, should promptly disclose it to his or her supervisor or manager and/or seek guidance from the Compliance Officer, the Compliance Committee, or the Legal Department. Further, if you become aware of a conflict or potential conflict involving another director, officer or employee, you should bring it to the attention of the Compliance Officer or a member of the Compliance Committee, or the Legal Department. If the concern requires confidentiality, including keeping particular individuals anonymous, then this confidentiality will be protected, except to the extent necessary to conduct an effective review or investigation or as required by under applicable law, regulation or legal proceedings. The Company ordinarily will expect the conflict of interest to be eliminated, but there are occasions when apparent conflicts may be accepted or waived depending on all of the circumstances.

With respect to Related Party Transactions, before entering any such transaction, arrangement or relationship, the Legal Department must be notified of the facts and circumstances of the proposed transaction, arrangement or relationship. If the Legal Department determines that a transaction, arrangement or relationship is indeed a Related Party Transaction, then such transaction will be sent to the Audit Committee (or the Chair of such committee) for their review and approval. Only those transactions that are in the best interests of the Company shall be approved. For more detail, please see the Company's Related Person Transactions Policy.

With respect to corporate opportunities:

- Employees may not use Company assets or services for personal benefit unless such use has been properly approved. Company property may not be sold, loaned, given away, or otherwise disposed of, regardless of condition or value, except with proper authorization.
- Employees must offer business opportunities or investments within the scope of the Company's present or potential future business that employees become aware of to the Company before employees act on the opportunity or investment for their personal benefit.

CONTRACT CREATION AND TERMINATION

A. Policy

The creating and terminating of agreements raises numerous legal issues. Any agreement that commits the Company to receive and pay for goods or services, or to grant or license in publishing rights must be appropriately documented in legal form to protect the Company's rights and minimize potential disputes. This documentation must be readily accessible to the Company. As more fully set out below, the Legal Department must be consulted before (1) creation or modification of approved standard form agreements (2) execution of non-standard agreements, or (3) termination of agreements.

B. Procedures

1. Creating Agreements:

Pursuant to the Operating Manual and the Company policy on [Reservation of Authority](#), only authorized officers or employees may enter agreements on behalf of the Company. No written agreement shall be signed or otherwise entered into by anyone on behalf of the Company or any of its subsidiaries without the approval of the Legal Department or the Legal Department's designee, except where the agreement is:

- on a Company form (without modification) that has been approved in advance by the Legal Department for the category of transaction;
- a routine agreement (even if not on a standard form) which is reviewed and approved by designated individuals on a basis pre-arranged and approved by the Legal Department;
- on a printed form and related to commercial travel, car rental, shipment of goods, magazine subscriptions or any other purely routine matter that common sense dictates should be transacted without legal review; or
- an agreement that has been approved by outside legal counsel engaged by the Legal Department, on a basis pre-arranged by the Legal Department.

The reason for this broad requirement is that even an agreement involving relatively minor amounts of money may contain inappropriate indemnification obligations or other contractual burdens, or raise troublesome antitrust issues or other concerns, and inadequate descriptions of business terms can lead to expensive legal disputes.

All documentation regarding a contract must be readily accessible to the Company. The Company requires fully signed copies of contracts, including any amendments or related documentation. These documents should be maintained by each department in such a manner that all documents regarding a contract are readily available to the Company as needed, consistent with the Company's Record Retention Policy.

In addition to formal contracts, the term "agreement" refers to letters of intent and exchanges of correspondence involving the express or implied acceptance of an offer. It is Company policy to formalize all agreements in writing. Exceptions to this rule may be made under certain circumstances, but only with the Legal Department's prior approval. Every new agreement must be approved by the Legal Department unless it is on a form of agreement approved for the specific purpose for which it is sought to be used.

Finally, where it is necessary to consult the Legal Department, this should be done at the earliest appropriate opportunity, so that it may function in a timely manner to anticipate legal problems and to work constructively with management personnel rather than having to react later under unnecessary time constraints.

2. Terminating Agreements:

Periodically, the Company may wish to terminate an agreement before it is due to expire. Sometimes the Company has the right to take this action unilaterally; at other times, termination must be by consent of both parties. In either event, because it can give rise to certain liabilities that may not be readily apparent, termination of an agreement is as critical as commitment to an agreement. Therefore, no agreement should be terminated (before the agreement would normally expire by its terms) by anyone on behalf of the Company or any of its subsidiaries without the Legal Department's prior approval.

DRUGS AND ALCOHOL

A. Policy

The Company is committed to providing a workplace free of illegal drugs and alcohol, as the use or possession of such can pose a threat to safety and productivity. The Company's [Drug- and Alcohol-Free Workplace policy](#), which is located in the Houghton Mifflin Harcourt Employee Guide, prohibits the use, possession, sale, manufacture, dispense, distribution or purchase of illegal drugs (including narcotics, inhalants, and all other controlled substances unless pursuant to a current, valid prescription issued by a medical professional) while on the job or on Company property. In addition, the Drug- and Alcohol-Free Workplace policy prohibits an employee from consuming alcohol on Company premises, except at a Company-

sponsored event at which the Company serves alcohol, and/or from performing work or driving a Company vehicle while under the influence of alcohol. A director, officer or employee who violates the policy is subject to disciplinary action, up to and including the immediate termination of employment.

B. Procedures

Directors, officers and employees must comply with the policy and procedures contained in the Drug- and Alcohol-Free Workplace policy.

ELECTRONIC COMMUNICATIONS

A. Policies

1. Acceptable Use

The Company strives to enable its employees to excel and innovate. The Company accomplishes this by providing employees with productivity-enhancing technology tools including but not limited to: personal computers, tablet devices, telephones (both stationary and mobile), Internet access, email, and instant messaging (IM) capabilities (“Productivity Tools”). While these tools can be used to add value to the Company and increase productivity, they also have a relatively high potential for abuse. Abuse of these tools can create an uncomfortable workplace for fellow employees, lead to diminished productivity, harm the Company’s reputation, and expose the Company to potential civil or legal liabilities.

The Company’s [Acceptable Use Policy](#), which is one component of the Company’s Information Security Policy (described below), outlines what constitutes “acceptable use” of these productivity tools and provides explicit examples of actions that constitute “unacceptable use.”

2. Information Security

Given the Company’s dependence on confidential business and customer information, its reliance on information systems to harness that information, and its position as one of the premier publishing companies, the security of such information is of paramount importance to the Company. The Company’s [Information Security Policy](#) and addendums thereto, which are available on the Company’s intranet, are intended to ensure the security of the Company’s confidential data, avoid legal liabilities and negative publicity for the Company and its employees, enhance employee productivity and ensure cost effective use of Company resources.

3. Social Media

The Company recognizes the importance of social media and understands that employees actively participate in all forms of social media and online conversations. The Company has

developed social media policies to encourage employees to participate in social media in the right way and to assist employees in making responsible decisions about their use of social media for business and personal purposes. The Company's social media policies are available in the [Social Media Guidelines](#) section of HMH Today.

B. Procedures

Employees must comply with the policies and procedures in the Acceptable Use and Information Security policies and social media policies.

C. Privacy

As further described in the [Privacy, Search and Surveillance](#) section of the Houghton Mifflin Harcourt Employee Guide, in order to ensure compliance with the Company's Information Security Policy, the Company has systems in place to allow monitoring of all electronic communications into and out of the Company. In compliance with applicable laws, at any time and without prior notice, the Company reserves the right to examine such electronic communications, including but not limited to email messages, instant messages, voicemail messages, text messages, personal files on Company computers, Web browser cache files and bookmarks, and other information stored on or passing through Company computers, other Productivity Tools and communications systems. Such monitoring is done to support operational, maintenance, auditing, security, and investigative activities and for other business-related purposes.

Any messages and data sent from, received by, or stored in or upon the Company's computers, other Productivity Tools and communications systems are the sole property of the Company, regardless of the form and/or content of these messages and data. **Consequently, employees have no expectation of privacy in their use of Company property, including the Company's computers, other Productivity Tools and communication systems.**

ENVIRONMENTAL COMPLIANCE

A. Policy

Directors, officers and employees must conduct the Company's business in a manner that reduces potential adverse environmental impacts, enhances conservation of energy and natural resources, and complies in all respects with applicable laws designed to protect the natural and workplace environment.

B. Procedures

Directors, officers and employees must abide by all applicable environmental laws and regulations, and must not authorize, direct, approve, or condone violations of those laws or regulations by any other person. Directors, officers and employees must not knowingly enter any false information on any environmental form, monitoring report, or in response to any request for information from any governmental agency. If any individual has any doubt as to

the applicability or meaning of a particular environmental, health or safety regulation, he or she should discuss the matter with the Legal Department.

Violation of environmental laws or regulations can have serious consequences for the Company and for the individuals involved. The Company and individual employees may be liable not only for the costs of cleaning up pollution resulting from the Company's activities, but also for significant penalties. Violations of environmental laws can subject the Company to civil penalties of tens of thousands of dollars per day. In egregious situations, very large criminal fines and imprisonment of individual employees also may be imposed.

EQUAL EMPLOYMENT OPPORTUNITY; NON-DISCRIMINATION AND NON-HARASSMENT

A. Policy

The Company's [Equal Employment Opportunity policy](#), which is located in the Houghton Mifflin Harcourt Employee Guide (and in the Ireland and Quebec employee handbooks, as applicable), confirms the Company's policy to provide equal employment opportunities to all of its employees and applicants for employment without regard to race, gender, color, religion, sexual orientation, family status, marital status, pregnancy, gender identity, ethnic/national origin, ancestry, age, disability, military status, genetic predisposition, citizenship status, status as a disabled veteran, recently separated veteran, Armed Forces service medal veteran, other covered veteran, or any other characteristic protected by federal, state or local law with regard to any term or condition of employment. The Company's various Equal Employment Opportunity policies will apply to the extent permitted by applicable local law.

The Company's [Non-Discrimination and Non-Harassment](#) policy, which is also located in the Houghton Mifflin Harcourt Employee Guide (and in the Ireland and Quebec employee handbooks, as applicable), makes clear that the Company is committed to maintaining a work environment characterized by mutual respect and free from discrimination and harassment on the basis of any of the protected categories described above. The policy prohibits unlawful harassment and retaliation for reporting discrimination or unlawful harassment, provides descriptions of sexual and other unlawful harassment, and contains instructions on how to report discrimination and unlawful harassment. The Non-Discrimination and Non-Harassment policy applies not only to Company employees, but also to the working relationships between Company employees and applicants, temporary employees (those hired by the Company and those employed through an agency), contractors, customers, vendors, and others with whom contact is necessary to perform Company business.

B. Procedures

Directors, officers and employees must comply with the policies and procedures contained in the Equal Employment Opportunity, Non-Discrimination and Non-Harassment policies and applicable local policies. As further described in such policies, if a director, officer or employee believes, in good faith, that he or she has been discriminated against or subjected to sexual or other unlawful harassment, or has been retaliated against in violation of the Non-

Discrimination and Non-Harassment policy, the individual is strongly encouraged to inform either his or her supervisor or manager, a member of the Human Resources department, a member of the Legal department, the Compliance Officer, or to report his or her concern to the Ethics@HMH online reporting portal or telephone hotline (<https://hmethics.ethix360.com/Landing.aspx> or 855-806-4295).

FRAUD AND FAIR DEALING

A. Policy

Directors, officers and employees must not engage in any scheme to defraud any customer, supplier, or other person with whom the Company does business, or wrongfully withhold or convert the property of others. Directors, officers and employees also must always make truthful statements about the Company's products and services; must not willfully conceal material facts from anyone with whom the Company does business; and must not knowingly make commitments that the Company cannot fulfill.

B. Procedures

Directors, officers and employees must comply with the following procedures to ensure compliance with the Company's policy with respect to fraud and fair dealing.

- Directors, officers and employees must endeavor to deal fairly with the Company's customers, suppliers, competitors, and employees.
- Directors, officers and employees must not take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practices.
- Federal law prohibits the use of mails or interstate wire facilities to carry out a "scheme or artifice to defraud." Most states also have laws forbidding fraudulent conduct that results in a loss of any tangible or intangible property interest. Directors, officers and employees must not engage in, or attempt to engage in, any conduct that is or appears to be fraudulent. Any attempt by any director, officer or employee to defraud anyone, including a competitor, will not be tolerated.
- These prohibitions are particularly critical when dealing with officials of federal, state, local, or foreign governments (including any state, provincial, municipal or local foreign governments). Directors, officers and employees must not knowingly and willfully make or cause to be made oral or written false statements to government officials, or conceal or cause to be concealed material facts called for in a governmental report, application, filing, investigation, or other request for information. A director, officer or employee can violate this policy and the law even if the individual does not personally make the false statement or conceal the material fact. For example, employees are prohibited from providing false information to any other

employee or third party knowing that, or if under the circumstances it is likely that, the information will later be provided to the government.

GOVERNMENT CONTRACTING

A. Policy

Strict laws regulate contracts with government entities, which include, for example, public school systems, public educational authorities, and public universities. When contracting with any government entity, directors, officers and employees must not make false statements or claims, must not offer or receive bribes or kickbacks, or anything else of value, must not seek confidential information concerning competitors' bids or proposals or the government's consideration of bids or proposals, and must strictly abide by contract terms. Additionally, directors, officers and employees must comply with the Company's policy on [Gifts, Entertainment and other Benefits to Government Employees and Officials](#).

B. Procedures

Directors, officers and employees must comply with all applicable laws regarding bidding for, entering into, and performing contracts with a government body. Many of these regulations are complex, and violations may result in harsh penalties such as fines, suspension, or disqualification from competing for government contracts, and even criminal prosecution of the Company and/or individual directors, officers or employees. Accordingly, directors, officers and employees working with any government customers must strictly comply with all applicable contracting laws, regulations, and policies, including the policy on [Gifts, Entertainment and other Benefits to Government Employees and Officials](#), and seek guidance from the Legal Department to ensure a full understanding of legal requirements.

Several fundamental principles apply when dealing with government contracts and government employees and officials:

- Directors, officers and employees must protect the integrity of the bidding process and must independently determine bid prices without any agreement among competitors to restrict competition. Directors, officers and employees must not share pricing or bidding information with competitors, induce competitors not to submit a bid, agree not to bid or to alternate submitting low bids, or engage in any other type of bid rigging or anticompetitive behavior.
- Directors, officers and employees must not knowingly make or cause to be made to the government false or fraudulent statements or false claims for payment, whether orally or in writing. This includes bids, proposals, requests for payment, or any other documents of any kind that contain false, fictitious, or fraudulent information.
- Directors, officers and employees must not offer, give, solicit, or receive any form of bribe, rebate, gratuity, gift, or kickback, or anything else of value in connection with a government contract.

- Directors, officers and employees must not seek, receive, or use information that the Company is not authorized to possess in bidding, including, but not limited to, confidential or proprietary data or pricing information of others bidding for government contracts and non-public government documents or other information relating to bidding.
- Directors, officers and employees must not alter or deviate from the terms of a government contract without consulting with the Legal Department and receiving prior written approval of an authorized government representative legally authorized to make such changes.
- Directors, officers and employees must maintain complete and accurate records related to government contracts.
- Only costs incurred in the performance of a specific contract may be charged to the government. All claims for reimbursement or payment must be true and accurate, verifiable, and documented. Any transfer of costs for accounting purposes must be properly documented and approved.
- Directors, officers and employees must not discuss or offer employment to any government official during the bidding process or at any time when the official may exercise influence over the Company's business. Without the Legal Department's prior approval, directors, officers and employees also must not hire or consult with any former government employee on a matter in which he or she previously participated as a government employee.

Directors, officers and employees must immediately report any known or suspected violations of these principles to the Compliance Officer, the Compliance Committee, or the Legal Department. This is particularly important because the federal Anti-Kickback Act, which prohibits the offering, acceptance, or solicitation of any type of compensation in exchange for favorable treatment in connection with a government contract, requires the Company to report to the government whenever it has reasonable grounds to believe that a violation of the statute has occurred.

IMPROPER PAYMENTS; FOREIGN CORRUPT PRACTICES ACT

A. Policy

Directors, officers and employees must not directly or indirectly offer, promise, make, authorize, facilitate, solicit or accept bribes, kickbacks, or other improper payments or gifts to or from government officials, customers, suppliers, or other business contacts. A bribe is anything of value, including tangible and intangible benefits, given, directly or indirectly, in an attempt to influence a person's actions or decisions to gain an improper business advantage. A kickback is a specific type of bribe – typically, the return of money previously awarded in exchange for business.

Consistent with this general rule, the Company and its directors, officers, employees, and representatives must strictly comply with the Company's policy on [Gifts, Entertainment and other Benefits to Government Employees and Officials](#) and with the United States Foreign Corrupt Practices Act ("FCPA"). The FCPA is designed to prevent the bribery of foreign officials and further ensure that companies maintain accurate record keeping and accounting. The Company also requires its directors, officers, employees and representatives to obey the anti-corruption laws governing operations in each country in which we do business. Compliance with the law means not only following the letter of the law, but conducting business so that we will be recognized as a good citizen, in accordance with the highest standards of business ethics.

B. Procedures

1. General Principles

Improper payments might be in the form of gifts, money, or the provision of services or other tangible or intangible benefits. They might be offered, promised, made or received directly or indirectly through a third party, including arrangements that aid or abet others to make or receive an improper payment. Note that the FCPA prohibits not only actual improper payments, but also any offer, promise, or authorization of a corrupt payment. A mere offer to make a prohibited payment, even if rejected, may constitute a violation of the FCPA.

Improper payments include payments prohibited by law, such as payments of any kind to or from governmental or regulatory officials, or payments that represent bribes, kickbacks, or payoffs to or from government officials, customers, suppliers, or others with whom the Company does business. In addition, any payment that an employee falsely reports or fails to report in accounting records is improper. Directors, officers and employees must immediately report all payments made or received, and they must include supporting documentation stating the purpose for such payments or receipts. Unrecorded, off-the-record payments or receipts are not allowed.

Directors, officers and employees should be aware that gifts or payments to government and regulatory officials may violate other federal or state laws, as well, even if given without intending to influence that government official. Accordingly, directors, officers and employees must familiarize themselves with the Company's policy on [Gifts, Entertainment and other Benefits to Government Employees and Officials](#) and must immediately report to their supervisor or manager, the Compliance Officer, the Compliance Committee, or the Legal Department any request by a government or regulatory official for an improper payment.

2. Doing Business Abroad

The FCPA prohibits the Company and its employees from directly or indirectly offering, promising, or making payments or transfers of *anything of value* to induce a foreign official to use his or her influence to affect a government act or decision in a manner that will help the Company to obtain or retain business or secure an improper advantage. While this section

focuses primarily on foreign (i.e., non-U.S.) officials, this policy equally prohibits bribery of domestic officials and commercial or private sector parties. This policy also prohibits soliciting or accepting payments, gifts, services, or other tangible or intangible benefits from third parties other than occasional gifts of nominal value.

Prohibited payments or transfers of value include, but are not limited to, money, credit, cash equivalents such as gift cards, travel expenses, gifts and entertainment (this includes significant gifts and lavish entertainment, as well as gifts and entertainment of ordinary value (e.g. token promotional gifts) that are given disproportionately frequently to the same person), loans, political or charitable contributions, employment and even unpaid internships. The term foreign official is defined broadly under the FCPA and includes officers and employees of national, provincial, or local government agencies and departments; officers and employees of a government-owned or -controlled company or entity such as a state-controlled university (regardless of whether there is whole or partial government ownership or control); officers and employees of public international organizations, such as the United Nations or the World Bank; political parties, party officials, and candidates for political office; members of royal families; and anyone, including a private party, who performs a public function or acts in an official capacity on behalf of any of the above, such as an advisor to a legislator or state-owned company.

Violation of the FCPA is a felony, and potential penalties are severe for individual employees and the Company alike. A violation of either the anti-bribery or accounting provisions could subject directors, officers and employees to criminal prosecution and fines in excess of \$250,000 per violation, and imprisonment for up to twenty years. In addition, the Company could incur multi-million dollar fines. The FCPA prohibits the Company from paying, directly or indirectly, a fine imposed upon an individual pursuant to the FCPA. Violation of this policy may result in disciplinary actions up to and including discharge from the Company.

The FCPA and the variation in the laws and customs of foreign countries add a layer of complexity when employees are doing business abroad. When interacting with persons or companies in other countries, the following specific points should be considered in addition to, and not in lieu of, the procedures described above.

- Because the laws of each country vary, it is not possible to anticipate every situation that might result in a problem. Each individual involved with overseas sales should always consider the propriety and legality of his or her actions. While bribery of foreign officials and deliberately inaccurate financial record keeping are obvious violations of the FCPA, many other potential problems are less obvious. If you have the slightest doubt or concern as to the legality of an action, or if there is doubt or concern about even the appearance of impropriety, you should discuss the matter with your supervisor or manager, the Legal Department, or the Compliance Officer.
- The following are examples of prohibited actions. There are innumerable variations of these and other situations that could result in violations of the FCPA:

- making, directly or indirectly, any payment on behalf of the Company for the purpose of influencing any decision or result that would benefit the Company or the individual making the payment (note that this is not limited to new or renewal business and could encompass obtaining permits, licenses, and regulatory approvals, receiving favorable tax treatment, customs clearance, and immigration benefits);
 - making a gift or a promise, directly or through an intermediary, of any money or anything of value to any domestic or foreign government officials, including, as described above, any employees of state-owned or controlled businesses or enterprises, for the purposes of influencing or inducing the recipient to use his or her influence to assist the Company or any person acting on behalf of the Company in any way;
 - making any payments or contributions to domestic or foreign political parties, party officials, or candidates for office for such purposes;
 - making any payments or contributions to charitable organizations connected to government officials or their family members; and
 - offering employment or paid or unpaid internships to government officials or their family members outside of the Company's standard hiring procedures.
- Small facilitating payments to low-level officials whose duties are administrative or clerical to expedite or secure performance of a routine, non-discretionary action, such as obtaining utility services, expediting shipments through customs, securing permits, or obtaining adequate police protection, may be permissible in certain circumstances. However, such payments may violate other applicable laws and are never permitted for purposes of influencing a discretionary action or to obtain business. Accordingly, the Company's policy is to avoid such payments. **Therefore, no such payments may be made without the Legal Department's advance approval.**
 - Payments to third parties such as agents, sales representatives, distributors, attorneys, consultants, advisors, suppliers, or customers of the Company also may violate the FCPA if the payments are made knowing that all or a portion of such payments will be offered, given, or promised to foreign officials for a prohibited purpose. For example, large fees paid to a foreign consultant for efforts to persuade foreign government officials to take actions favorable to the Company's future business operations will be suspect in countries where it is common knowledge that government officials typically expect payments before taking favorable action. Note that the "knowledge" requirement under the FCPA is broader than actual knowledge and includes either being "substantially certain" that prohibited conduct will occur or being aware of and consciously disregarding a "high probability" that a corrupt payment or offer will be made. As such, directors, officers and employees must take certain steps to reduce the likelihood of a prohibited payment by a consultant,

distributor, agent, or sales representative (“agents”) to an official of a foreign government or a foreign state-owned or controlled entity with which the Company is transacting business, and to minimize the risk that the Company or its directors, officers or employees will be deemed to have known about such a payment if it does occur. Such steps include ascertaining background information on the agent to assess the potential for violation and, in a written agreement for the provision of the desired services, securing the agent’s assurance that his or her conduct on behalf of the Company will be in compliance with the FCPA. **Additionally, all agreements with foreign agents must be reviewed by the Legal Department prior to their execution to ensure that adequate protections are included.**

- The FCPA further requires compliance by the Company with record keeping and internal controls requirements. The Company must maintain financial records which, in reasonable detail, accurately and fairly reflect transactions and disposition of corporate assets. In particular, all bank accounts that receive or disburse funds on behalf of the Company shall be properly authorized and any such transactions recorded on the official books and records of the Company. Directors, officers and employees are responsible for ensuring that the Company’s books and records accurately and completely reflect all transactions, including expense reimbursements, submitted for approval. Directors, officers and employees must never falsify any accounting or business record for any reason. In addition, the FCPA requires that the Company maintain a system of internal controls sufficient to provide reasonable assurances that the Company’s assets are used only in accordance with directives and authorizations by the board of directors and senior management, and that checks and balances are employed so as to prevent the by-passing or overriding of these controls.

INTELLECTUAL PROPERTY

A. Policy

Directors, officers and employees must use the Company’s assets (including but not limited to works of authorship, graphics, images, other audio and/or visual works, brands, know how, developments, techniques, algorithms, trade secrets, inventions, software, databases and other technology) and related copyrights, trademarks, patents, and trade secrets in a manner that will safeguard them as assets of the Company, and must not misappropriate or infringe the trade secrets, trademarks, patents, or copyrighted works of others.

In the United States, federal and state laws govern the use of material, information and/or inventions that may be the subject of a patent, trademark or copyright, or which may be treated as a trade secret. Outside of the United States, local laws will govern intellectual property matters and the relevant procedures/processes that employers can put in place to protect intellectual property. Subject to such applicable laws, the Company owns and relies on copyrights, trademarks, patents, and trade secrets for protection of its intellectual property assets. At times it also may have in its possession intellectual property assets that it has purchased or used pursuant to an agreement with a third party that may be protected by intellectual property rights such as copyrights, patents, trademarks and/or trade secret rights of

another party. The Company's use of these materials must be in accordance with the terms of any applicable agreement and must comply with the laws regulating the use of such materials.

B. Procedures

1. Copyright Compliance

In the United States, federal copyright law grants a copyright to the author of any work of authorship, such as books, articles, magazines, drawings, sound recordings, computer software, and photographs. Under the "work made for hire" doctrine of the federal copyright law, the Company is deemed to be the author of works employees create in the course of their employment. The copyright law prohibits the unauthorized copying of copyrighted materials except under limited circumstances. A violation of this prohibition can subject both the employees involved and the Company to substantial civil and/or criminal penalties.

As a company that derives much of its revenue from selling and licensing copyrighted materials, we have a major stake in upholding the principles of copyright law. Foremost among these principles is that owners of copyrighted materials should be able to control the use that others make of their works. For these reasons and because of our respect for both the law and the rights of others, directors, officers and employees must not reproduce or adapt any copyrighted works without first obtaining permission from the owners of these works, except as permitted by the U.S. Copyright Act. This policy applies to works in all media, including computer software and other electronically encoded materials. Directors, officers and employees must observe this policy when preparing books, software, and other products for publication; when developing marketing and promotional materials; when copying or adapting materials for internal use, and when otherwise handling copyrighted work.

Outside of the United States, the procedures set out above will apply subject to these being compliant with applicable local laws. Please contact a member of the Legal Department or the Intellectual Property Rights Administration Group if you have any questions concerning the use of copyrighted material.

2. Trademark Protection

A trademark is a word, symbol, name, device, or any combination of those things used to identify the source of a product, service or line of products or services and to distinguish them from the products and services of others. The Company owns and uses a variety of trademarks and service marks, both registered and unregistered, to identify the source of its publications and of its other products and services. These marks are extremely valuable assets, embodying the quality and goodwill that has come to be associated with the Company. All visual depictions of the Company's trademarks and service marks, in particular the name "Houghton Mifflin Harcourt" and the Company's logo must conform to the current usage guidelines available on the Company's intranet. Directors, officers and employees must use the Company's trademarks correctly and notify their supervisor or manager, the Compliance Officer, the Compliance Committee, or the Legal Department of any unauthorized use of the Company's trademarks by a third party.

The Legal Department must approve in advance the use of any new trademark or service mark, as well as the use of any of the Company's existing trademarks or service marks in connection with new products or services. Directors, officers and employees should contact the Intellectual Property Rights Administration Group or the Legal Department before using a new mark or using an existing mark on new products or services in order to obtain such approval.

The Company is committed to respecting the trademark rights of others, and to avoiding the use of trademarks confusingly similar to those of other companies. A claim of trademark infringement or trademark dilution may arise from the use of a word or design that sounds like or is visually similar to a third party's trademark, particularly where there is similarity in product and/ or in the packaging, concept or image of the product. If you have any questions regarding whether the use or proposed use of any trademark would infringe the rights of a third party, you must contact the Legal Department.

Guidelines on style and proper trademarks usage should be consulted when using or referring to trademarks or service marks of either the Company or others. Outside of the United States, the procedures set out above will apply subject to these being compliant with applicable local laws. The Legal Department or the Intellectual Property Rights Administration Group should be consulted on any question regarding the proper use of a trademark or service mark, or if the adoption of a new mark is proposed. The current Trademark Guidelines are available from the Intellectual Property Rights Administration Group.

3. Trade Secrets and Proprietary and Confidential Information

Trade secrets and proprietary and confidential information include, but are not limited to: (a) *Financial Information*, such as the Company's earnings, assets, debts, prices, pricing structure, volume of purchases, business plans, sales or other financial data, services and operations; (b) *Marketing Information*, such as details about ongoing or proposed marketing programs or agreements by or on behalf of the Company, sales forecasts, test market information or results of marketing efforts or information about impending transactions; (c) *Personnel Information*, such as information obtained pursuant to one's duties and responsibilities regarding an employees' personally identifiable information, medical history or other information of a personal nature about another employee that the person would reasonably consider to be private; (d) *Customer Information*, such as any compilation of past, existing or prospective customers' names, addresses, backgrounds, or preferences, records of purchases and prices, proposals or agreements between customers and the Company, status of customers' accounts or credit or related information about actual or prospective customers; (e) *Product Information*, such as designs, patterns, devices, plans, line extensions, manufacturing, distribution, and delivery processes and related information, each relating to a current or planned product or line of service; and (f) *Other Information* that the Company maintains as confidential and uses to conduct its business or gain competitive advantage. The Company has developed its own trade secrets and proprietary and confidential information, and often has access to the trade secrets and proprietary and confidential information of other parties with whom it does business.

Directors, officers and employees must not use trade secrets or proprietary or confidential information for their own purposes or disclose such information to unauthorized employees or third parties such as customers, clients, or outside contractors without prior approval from their supervisor or manager, the Compliance Officer, the Compliance Committee, or the Legal Department and an approved written nondisclosure agreement. Directors, officers and employees also must not use trade secrets or proprietary or confidential information obtained from former employers or other third parties, such as suppliers or customers.

Directors, officers and employees should address any questions concerning whether information is a trade secret or is proprietary or confidential to their supervisor or manager, the Compliance Officer, the Compliance Committee, or the Legal Department and should not use or disclose the questionable information until they learn that use or disclosure is permitted.

4. Patents

A patent is a governmental grant to an inventor of the right to exclude others from making, using, selling, offering for sale or importing the patented invention for a limited period of time. The invention can be a machine or a process, such as a software program or a way of manufacturing a product. A patent can be infringed entirely innocently, and even without having access to the patented invention, and the patent owner can prevent a purchaser's or licensee's use of an infringing device or process. When acquiring technology in particular, consult the Legal Department to be sure the Company obtains the maximum possible protection against such risks. Occasionally, the Company develops an invention that may be patentable, and may thus be a source of income or competitive advantage for the Company. Because obtaining a patent requires extensive documentation, directors, officers and employees beginning development of a potentially innovative device or process should ask the Legal Department to outline the procedures that should be followed.

The Company respects the intellectual property rights of others, including patents. If you have any questions regarding whether any activity or proposed activity of the Company would infringe a third party patent, you must contact the Legal Department.

INTERNATIONAL BUSINESS

A. Policy

Directors, officers and employees must strictly comply with all laws of each country in which they conduct business, and with all U.S. laws governing foreign operations. Such laws include the Foreign Corrupt Practices Act, laws prohibiting cooperation with foreign boycotts or requiring adherence to State Department-mandated embargoes, and export control laws, as well as privacy and data security laws. Directors, officers and employees also must be respectful and tolerant of the values and legally permissible customs of the communities and countries in which the Company does business. Illegal activities are inexcusable, even if the particular country does not enforce certain laws, and therefore does not penalize or censure violators of those laws.

B. Procedures

1. The Foreign Corrupt Practices Act

Directors, officers and employees engaged in international business should pay particular attention to the discussion of the FCPA described above under “Improper Payments; Foreign Corrupt Practices Act.”

2. Import and Customs Controls

Directors, officers and employees must conduct Company business in compliance with (i) the laws of the United States and regulations of the United States Customs Service and those of any other federal agencies relating to or governing the importation or exportation of goods and technology to and from the United States, and (ii) the laws and regulations relating to international trade of any other country in which the Company does business. Accordingly, strict adherence to U.S. and international customs laws and regulations is required of every Company director, officer and employee whose work causes, affects, or supports imports and exports.

United States customs and trade laws provide that all imported goods must enter the United States with the appropriate quota or export/import licenses, labels, markings, bills of lading, and commercial invoices. In addition, certain types of products (i.e., consumer products and textiles) are subject to special laws and regulations. United States customs law and Company policy also forbid the importation of transshipped goods, which are products manufactured in one country, shipped to a second country, and then shipped to the United States with the second country’s labels and export licenses.

Any questions concerning the legitimacy of any import or export transaction should immediately be referred to the Legal Department or the Compliance Committee. Violations or possible violations of customs laws or regulations that come to the attention of any employee should immediately be reported to the Compliance Officer, the Compliance Committee or the Legal Department.

3. Export Controls

Under the Export Administration Regulations, the export of goods and services from the United States may require a specific export license from the Commerce Department. The same may apply to transshipment of U.S. origin goods from the country of original destination to a third country, and to exports of foreign made goods with U.S. content.

4. Antiboycott Laws

Directors, officers and employees must conduct Company business in accordance with the U.S. antiboycott laws, which are designed to prevent businesses from cooperating with unsanctioned foreign boycotts of countries friendly to the United States. In general, the antiboycott laws and regulations prohibit cooperation with a foreign boycott, whether by way

of (i) refusing to do business with another person; (ii) applying discriminatory employment practices; (iii) furnishing information on the race, religion, gender, or national origin of any U.S. person; (iv) furnishing information concerning any person's affiliations or business relationships with a boycotted country or any person believed to be restricted from doing business in the boycotting countries; or (v) utilizing letters of credit containing boycott provisions. As the Company is required to report boycott requests, directors, officers and employees must inform the Compliance Officer, the Compliance Committee, or the Legal Department of any such requests.

5. U.S. Embargoes

Directors, officers and employees must conduct the Company's business in accordance with the trade restrictions imposed under the International Emergency Economic Powers Act and the Trading With the Enemy Act. The prohibitions and restrictions imposed under those laws affect exports, imports, travel, currency transactions, and assets and accounts with certain countries, whether direct or through third parties. Before doing business with a foreign country, directors, officers and employees must confirm that no trade restrictions are in effect with respect to that country. Without limiting the foregoing, it is the general policy of the Company to avoid entering into transactions with or for the direct or indirect benefit of commercial or governmental entities in Cuba, Iran, North Korea, Sudan or Syria.

6. Privacy and Data Security Laws

Many countries outside of the United States have enacted privacy and/or data security laws that are more stringent than those in the United States. Jurisdictions with particularly strict data privacy laws include the European Union (EU), Canada, Switzerland, Australia and Hong Kong, but many other countries have particular privacy and/or data security laws as well. For example, countries that are part of the European Economic Area (EEA) have enacted strict rules applicable to the cross-border transfer of data. Accordingly, prior to exporting data from within the EEA to third countries, such as the United States, it will be essential to ensure that all data export requirements are being met, including approved written agreements and notifications regarding the same.

Directors, officers and employees are expected to comply at all times with applicable data privacy laws depending on their role and geographical location, and those with any questions about foreign privacy and/or data security requirements should contact the Legal department.

MOST FAVORED NATION PROVISIONS

A. Policy

The pricing of elementary and secondary textbooks and other instructional materials in the United States is regulated by statutory and contractual provisions imposed by a majority of states, as well as by the ordinances and procurement procedures of local school systems. These provisions, known as "most favored nation" clauses, require the Company to certify that the price being offered is the lowest price at which the same materials are being

offered to any school during the same year. It is our policy to comply strictly with all applicable most favored nation provisions.

B. Procedures

Directors, officers and employees must comply with the following procedures to ensure compliance with the Company's policy with respect to most favored nation provisions.

- The most favored nation requirements and laws are difficult to interpret. The specific requirements are different in each state and school system, and may not be clearly worded. Attempts to “work around” the most favored nation requirement can have serious financial consequences should they be deemed to be in violation of the provision. You should consult the Legal Department if you have any questions regarding the legality of a proposed transaction.
- Because of the most favored nation requirements, making an economically disadvantageous offer simply to acquire one sale may require the Company to make the same offer available nationwide. Therefore, once prices for the Company's educational products have been established, including the materials available for implementation, employees involved in sales and marketing should not make offers at different prices, or with significantly different implementation, without authorization from senior management of the division and advice from the Legal Department.

PERSONNEL RECORDS AND PERSONAL INFORMATION

A. Policy

The Company's Human Resources department maintains confidential personnel and other records concerning each of its employees in accordance with applicable law. These records are the property of the Company. The Company will protect the privacy of our employees by preventing unauthorized access to such records and improper use of information found in them. Personnel records and other personal information relating to any present or former employee of the Company (such as personally identifiable information, medical history or other information of a personal nature that the person would reasonably consider to be private) generally should not be disclosed within the Company except in the performance of legitimate business functions and with the authorization of a senior manager of the Human Resources department. Such information should not be disclosed to any outside entity or individual without first getting the approval of the Human Resources Department or the Legal Department. Although the Company ordinarily will cooperate with federal, state or local agencies performing investigations, personnel information and other personal information about employees should be provided to governmental agencies only when authorized by a member of the Legal Department.

The Company's [Employee Information and Records policy](#), which is located in the Houghton Mifflin Harcourt Employee Guide, details the Company's practices with respect to personnel

records and provides guidance to employees about responding to requests for employment verification and access to their own personnel records.

B. Procedures

Directors, officers and employees must comply with the policy described above and the procedures in the [Employee Information and Records](#) policy.

Additionally, because the Human Resources department has access to confidential personnel records and personal information about employees, members of the Human Resources department will be held the highest standard with respect to the protection of such confidential information. Because of such access and responsibility, all members of the Company's Human Resources department must comply with the following rules, in addition to all other sections of this Code of Conduct:

- Respect the confidentiality of information acquired in the course of one's work. Do not disclose confidential information except when authorized or otherwise legally obligated to do so.
- Do not use for personal advantage confidential information acquired in the course of one's work.
- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Comply with rules and regulations of federal, state, and local governments, and other appropriate public entities and agencies.
- Act in good faith, responsibly, with due care, competence, and diligence, without misrepresenting material facts or allowing one's independent judgment to be compromised.
- Promote proactively and be an example of ethical behavior as a responsible partner among peers and in the work environment.

POLITICAL CONTRIBUTIONS

A. Policy

Representation of the Company's direct political interests is an appropriate corporate activity, but it is subject to legal regulation. Federal, state and local laws restrict and/or regulate the manner in which corporations may contribute to partisan political activity and election or ballot-measure campaigns. The Chief Executive Officer and the Board of Directors are exclusively responsible for determining the Company's political interests and, subject to

compliance with applicable laws and with the advice of the General Counsel, deciding how to further those interests.

B. Procedures

Directors, officers and employees must comply with the following procedures to ensure compliance with the Company's policy with respect to political contributions.

- Without the express authorization of the Chief Executive Officer, no director, officer or employee of the Company is authorized to represent or claim to represent the Company in political matters, either directly or indirectly. If a political activity is authorized, no director, officer or employee of the Company is authorized to make or approve, either directly or indirectly, any contribution or expenditure of Company funds or any use of our facilities, equipment, or supplies to support or oppose any political activity without first obtaining clearance from the General Counsel. Nor may any director, officer or employee make any such payment on behalf of the Company or suggest that the Company supports a person or activity.
- The Company may occasionally organize a Political Action Committee to solicit contributions for the support of candidates for United States federal office. Such contributions are purely voluntary, and Company pressure to contribute, whether direct or implied, is prohibited. The General Counsel must be consulted if formation of or contribution to a Political Action Committee is contemplated.
- No director, officer or employee of the Company is authorized to make or approve, either directly or indirectly, any contribution or expenditure of Company funds, or any use of Company facilities, equipment, or supplies for personal support of or opposition to any candidate or political initiative.
- No director, officer or employee of the Company is authorized to make any payment, of any kind and in any form, to any government official for the purpose of influencing any of the official's acts or decisions or inducing the official to use his or her influence to affect any governmental act or decision in the Company's interest.
- Nothing in the Company's policies prohibits you from engaging in political activities in an individual capacity on your own time, at your own expense, or from making political contributions from your own funds.

PROCUREMENT

A. Policy

All vendors and third party contractors from whom the Company procures goods and services must comply with all federal, state, and local laws and regulations applicable to the business transaction. Moreover, the Company expects that its vendors and third party contractors will

avoid any discriminatory practices, affirmatively refrain from sexual and other unlawful harassment, and avoid even the appearance of impropriety. The Company will select the most efficient, qualified vendor or third party contractor providing goods or services to meet the Company's needs. No preference may be given on the basis of personal relationships that any vendor or third party contractor may have with employees of the Company.

B. Procedures

In negotiating with vendors and third party contractors, you may not accept any gift, present, gratuity, favor, or service, or other benefit or item of anything but nominal value given for the purposes of securing an unfair advantage over any other vendor or third party contractor offering its services to the Company. You may accept promotional or advertising items of nominal value marked with the name of the donor or items of nominal value distributed by vendors or third party contractors to all of their customers.

If you work with consultants, contractors, or vendors, or process their invoices, you should be aware that our compliance policies apply to those outside companies. You are encouraged to monitor carefully the activities of these third parties in their areas and report any irregularities, questions, or concerns on those matters to the Compliance Officer.

For additional information, refer to the Conflicts of Interest and Improper or Unrecorded Payments; Foreign Corrupt Practices Act policies.

PRODUCT SAFETY

The Company is committed to providing enriching and safe products and to complying with all applicable product safety laws and regulations. These requirements include both preventive measures (such as testing and compliance certification for certain items), and responsive measures (such as product hazard reporting and, if necessary, product recalls).

A. Safety Testing and Certification

The Company's products may include toys, children's products, or regulated general use products that are subject to heightened safety testing and safety compliance certification requirements. Toys designed for use by children 14 years of age and younger must meet standard ASTM F 963-08. "Children's products," which may or may not be toys, are required to undergo third party testing in support of a Children's Product Certificate (CPC).

Ordinary books and ordinary paper-based printed materials are exempt from these testing and certification requirements, but other products, such as science kits or educational accessories that might accompany ordinary books, may be children's products. In general, children's products are items that are designed or intended primarily for children 12 years of age or younger, based on the item's intended audience; its packaging, display, promotion, or advertising; and whether the item is commonly recognized as being intended for use by a child 12 years of age or younger.

Products that are not designed or intended primarily for use by children 12 years of age or younger are “general use products.”

Science equipment items – such as microscopes and telescopes – that would be used primarily by adults may be considered general use products, but toy versions of such items may be considered children’s products.

If a general use product is covered by a specific consumer product safety regulation, then the product must be subjected to a reasonable safety testing program and must have a written General Certificate of Conformity (GCC) demonstrating compliance.

It is the policy of the Company not to import, manufacture, distribute, or sell any product that does not conform to applicable safety requirements, including any testing and certification requirements.

B. Product Safety Hazard Reporting

As an importer, distributor or retailer of consumer products, the Company is required to notify governmental regulatory authorities such as the U.S. Consumer Product Safety Commission (CPSC) if a product (1) fails to comply with an applicable consumer product safety rule or certain voluntary consumer product safety standards; (2) contains a defect that could create a substantial risk of injury to the public; (3) presents an unreasonable risk of serious injury or death; or (4) becomes a focus of certain lawsuits or alleged child choking incidents.

Internal communication is essential for compliance with these obligations. Any employee with knowledge of a safety-related concern or incident must immediately report the issue to the Legal Department so that it can be properly evaluated.

C. Undue Influence Safeguards

As an importer or manufacturer of children’s products that must be submitted for third-party testing, the Company is required to safeguard against attempts by the Company or its employees to exercise undue influence over a third party conformity assessment body.

Undue influence includes, but is not limited to, pressing the third party conformity assessment body to alter test methods or test results that serve as the basis for certifying a product’s compliance under federal law. Undue influence is not acceptable. In accordance with federal law, the Company provides appropriate staff with training on avoiding undue influence and requires staff to sign a statement attesting to participation in such training. You will be told if you need such training.

The Company is required to immediately notify the CPSC of an attempt by Company employees to hide or exert undue influence over test results. So that the Company can meet this requirement, any employee with knowledge of an attempt to exert undue influence over

test results should immediately report the issue to the Legal Department, which will notify the CPSC.

Employees may also report allegations of undue influence confidentially to the CPSC's Office of the Secretary by e-mail using the Contact Form on CPSC's website.

<http://www.cpsc.gov/About-CPSC/Contact-Information/>

Confidential reports can also be made to the CPSC by postal mail, phone, or fax.

U.S. Consumer Product Safety Commission
4330 East West Highway
Bethesda, MD 20814

Phone: (301) 504-7923 M-F 8:00 am - 4:30 pm Eastern Time Zone in the United States
Fax: (301) 504-0124 and (301) 504-0025

RECORD KEEPING

A. Policy

Employees must accurately prepare all Company records to fairly reflect its transactions, assets, and liabilities, and must maintain and safeguard such records and supporting documentation in accordance with the Company's policies and procedures and applicable legal and accounting requirements.

B. Procedures

1. Preparation of Records.

The law requires the Company to keep books, records, and accounts that accurately and fairly reflect all transactions, disposition of assets, and all other events that are the subject of specific regulatory record keeping requirements (such as generally accepted accounting principles and other applicable rules, regulations, and criteria for preparing financial statements). In addition, the Company must maintain records of all its assets and liabilities. Under no circumstances may there be any unrecorded fund or asset of the Company, regardless of the purposes for which the fund or asset may have been intended, or any improper or inaccurate entry knowingly made on the books and records of the Company.

No payment on behalf of the Company may be approved or made with the intention, understanding, or awareness that any part of the payment is to be used for any purpose other than that described by the documents supporting the payments. All receipts and disbursements must be fully and accurately described on the books and records of the Company and must be supported by appropriate documentation properly describing the purposes thereof.

2. Retention of Records and Legal Holds.

Numerous federal and state statutes require the proper retention of many categories of records and documents that are commonly maintained by companies. These statutes apply to records in any form, including e-mail messages, electronic and recorded data, and hard copies of documents. The Company's record retention policies, listing the appropriate retention periods for the types of records created and received by each business unit or subsidiary, reflect these legal requirements and the Company's business needs.

In addition to the applicable statutory retention requirements, the existence of pending or threatened litigation, investigations, or subpoenas may require that certain information and records be retained for longer than the law and the Company's record retention policies require. No corporate audit records may be altered or destroyed if such records may be subject to or related to an investigation by the Company or any federal, state or regulatory body. Accordingly, the Legal Department will issue Legal Hold notices regarding such matters as they arise and will instruct that certain categories of documents not be discarded until the matter is resolved. **Compliance with a Legal Hold is of the utmost importance. Employees are responsible for ensuring that the Legal Hold procedures outlined below are followed. Failure to comply could result in disciplinary action, including termination of employment and intentional noncompliance could result in civil and criminal legal sanctions, such as monetary fines.** Further, failure to comply with the Legal Hold procedures outlined below could result in the improper destruction of documents relevant to pending or expected litigation, investigations or other official proceedings causing a material adverse impact on such litigation, investigations or proceedings as well as to the Company's reputation.

When directors, officers or employees become aware of any reason that the Company should reasonably anticipate litigation or any investigation or other official proceeding involving the Company, they promptly should notify the Legal Department. The Legal Department, if appropriate, will issue a Legal Hold notice to impacted employees. The Legal Department will notify employees by email of the Legal Hold Notice. **Once a Legal Hold notice has been issued, employees are strictly prohibited from destroying, altering, mutilating, concealing, covering up, falsifying or in any way impairing the integrity of any information identified in the Legal Hold notice.** It is a violation of law to conceal, alter, or destroy records that are subject to a subpoena or may be evidence in a pending or threatened lawsuit or investigation.

Directors, officers and employees with questions about whether or not a document or other information is included in a Legal Hold must keep the document or information in its original form, even if directed by someone to destroy or alter the document or information, until the Legal Department informs the employee otherwise.

Once the need for a Legal Hold is over, the Legal Department will notify directors, officers and employees by email that the Legal Hold is over and directors, officers and employees

should resume compliance with the retention periods listed in the Company's record retention policies.

Unless the Legal Department has issued a notice of a pending matter requiring the continued retention of certain documents, all records in any form are to be permanently discarded at the end of the period set forth in the record retention policy applicable to the relevant subsidiary or business unit of the Company.

RESPONDING TO INQUIRIES FROM THIRD PARTIES

A. Policy

Employees who are contacted by government representatives, lawyers who do not represent the Company, the media, or other third parties inquiring about Company matters must immediately notify appropriate management personnel, as described below, before attempting to respond to any written or verbal requests for information.

B. Procedures

1. Requests by Attorneys and Government Agents

The Company will respond to inquiries from attorneys and government agents in a timely, complete, and properly coordinated manner that protects the rights of the Company. Directors, officers and employees must promptly refer any verbal or written requests by attorneys, government agents (e.g., from the Department of Justice, the Federal Trade Commission, the Equal Employment Opportunity Commission, the SEC, or other federal, state or local agencies), self-regulatory groups (e.g., the Financial Industry Regulatory Authority), investigators, or other third parties for information, documents or testimony from the Company to the Legal Department. Immediate reporting to the Legal Department is particularly critical when requests are made in the form of a summons, subpoena, order to show cause, or other document legally requiring that the Company submit a response or make an appearance. Directors, officers and employees who receive such documents must send the original legal document to the Legal Department immediately. Directors, officers and employees who are contacted by attorneys, government agents or other third parties seeking information other than documents or testimony from the Company, including regarding pending or threatened litigation, are encouraged to notify the Legal Department. The Legal Department will assess the situation, advise employees, and determine the appropriate response.

2. Requests for Inspection of Premises

Government agencies (e.g., occupational safety and health agencies, customs officials, or taxing authorities) and building code enforcement officials periodically may seek to inspect Company premises. The manager of the relevant facility, or an alternate designee in his or her absence, should be prepared to handle such inspections. The manager should ask a visitor seeking to conduct an official inspection to produce credentials and to cite the statutory

authority for the inspection. The inspector should be asked to state the specific purpose of the inspection, the matters to be investigated, and the persons to whom the inspector wishes to speak.

If the inspection is unannounced and is not a routine one, the visitor should be told that Company policy requires you to contact the Legal Department, and he or she should be invited to wait until a Company lawyer authorizes the inspection.

Vendors of the Company may seek to inspect Company premises to determine compliance with contracts. No vendor inspections should be permitted without the Legal department's approval.

3. Contacts with the Media and the Financial Community

The Company may provide the public with periodic reports concerning its financial condition and issue periodic press releases with regard to important corporate developments. To ensure that all reports and press releases are supplied to the public in an authoritative and consistent manner, no directors, officers or employees are to provide such information to anyone outside the Company without the approval of the Chief Executive Officer, the Chief Financial Officer, the General Counsel, the head of Corporate Affairs or the head of Investor Relations.

Only the Chief Executive Officer, the Chief Financial Officer, the General Counsel, the head of Corporate Affairs and the head of Investor Relations are authorized to respond to requests for copies of public reports, including financial reports, reports regarding meetings with members of the financial community and previously issued press releases. Directors, officers and employees are to refer any such requests to one of these individuals.

Additionally, no one other than directors, officers and employees authorized by the Chief Executive Officer, the Chief Financial Officer, the General Counsel, the head of Corporate Affairs or the head of Investor Relations may respond to inquiries made by the media, investment analysts, or other third parties (e.g., financial writers or editors) concerning the Company or any of its subsidiaries or divisions. This includes inquiries concerning finances, operations, marketing plans, industry issues, litigation, or investigations. Such inquiries must be referred to one of these individuals, who will decide whether or not to provide the requested information. It is particularly important that material, non-public information not be disclosed unless approved by the Chief Executive Officer, the Chief Financial Officer, or the General Counsel to ensure that the Company complies with SEC rules that prohibit selective disclosure of material, non-public information. In addition, no director, officer or employee is to issue a press release to the general, financial, or trade media without the approval of the head of Corporate Affairs.

Directors, officers and employees who are authorized to discuss matters disclosed in the Company's published statements or public reports should limit their discussion to the information contained in the printed report, and should refer any inquiries for additional information to the Chief Financial Officer or the head of Corporate Affairs.

SECURITIES TRADING

Insider trading is unethical and illegal. Directors, officers and employees who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted a [Securities Trading Policy](#), which is available in the Policies section of the Company's intranet.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the General Counsel before making any such purchase or sale.

SOFTWARE LICENSES

A. Policy

The Company obtains computer software for the use of its employees from a number of software publishers. Computer software is the result of the intellectual effort of its creators, just as a book is the result of the intellectual effort of its authors and editors. As a publisher and distributor of intellectual property, it is important that the Company respect the intellectual property rights of others. This is not only our legal obligation, but also our ethical obligation as a member of the publishing community.

Software obtained by the Company is typically licensed, rather than purchased outright. As a result, our use and duplication of this software is subject to the terms of the applicable license or other agreement between the Company and the software publisher. As a director, officer, employee, or independent contractor of the Company, you are also subject to the terms of such agreements. Duplication or use of a software program outside the terms of the applicable license agreement may expose both you and the Company to civil and criminal liability under the copyright law.

B. Procedures

In order to ensure our compliance with these license agreements and to be certain that the Company makes efficient use of licensed software, you are required to comply with the following procedures. These procedures are applicable to software used on any computer or other electronic equipment owned by the Company, regardless of whether located on our property or elsewhere.

- Do not copy any program installed on your computer for any purpose without permission from the Information Security Officer in the Information Technology department.
- Do not install any program onto your computer, except with the assistance of a divisional or corporate IT representative, who will verify that a license is held to cover the installation. It is important to follow this procedure regardless of whether the program is downloaded via the Internet or otherwise obtained free of charge.
- Do not transfer a program to a co-worker or non-employee, even if you believe such a transfer is permitted. Please contact the Service Desk for guidance.
- Employees sometimes use software obtained from other sources on Company computers. The Information Security Officer must authorize such use in advance. If so authorized, you are permitted to make reasonable use of such software for business and personal purposes, provided that you: (i) present proof of your purchase of an appropriate license for such software; and (ii) adhere to the terms of that license. The Company reserves the right to require you to remove such software from any Company computer at any time, for any reason.
- Manipulation or deletion of Company installed applications and data without the express permission of the Director of Information Security is prohibited.

Any questions concerning whether an employee may copy or use a given software program, and any other questions regarding this policy, should be directed to the Information Security Officer.

THEFT OR MISUSE OF COMPANY PROPERTY

A. Policy

Directors, officers and employees must not steal or misuse Company assets, provide any products to any person or entity not in accordance with established Company policy, or retain any personal benefit from a customer, supplier, or other person with whom the Company does business that properly belongs to the Company.

B. Procedures

Theft or misuse of Company property can take many different forms including, but not limited to, stealing the Company's supplies, equipment, or other property; misusing the Company's equipment, such as telephones, computers, photocopy machines, or telecopiers; misuse of employee discounts; submitting falsified time sheets or expense reports; and using the Company's proprietary information, trade secrets, or other assets without authority. Directors, officers and employees must immediately notify the Compliance Officer if they learn of or suspect such offenses by other directors, officers or employees. **Disciplinary action, up to and including termination, will be taken against any director, officer or employee**

engaged in theft or abuse of Company property and, if warranted, against the employee's supervisor and others in the employee's chain of command.

TRAFFICKING IN PERSONS

The Company has a zero tolerance policy with respect to trafficking in persons, which includes obtaining or using forced labor in the performance of a contract or procuring commercial sex acts during the performance of a contract. The Company may take actions up to and including termination for violation of this policy.

WORKPLACE SAFETY AND OSHA

A. Policy

The Company is committed to keeping its workplaces free from hazards. The safety and health of our employees is a fundamental concern in the operation of our business. The Company will comply with the Occupational Safety and Health Act ("OSHA") and other applicable safety requirements and will maintain a safe and healthful working environment. Our goal is zero accidents and injuries.

B. Procedures

Directors, officers and employees must comply with the following procedures to ensure compliance with the Company's policy with respect to safety and OSHA.

- The Company's safety and health programs provide safeguards required for a safe working environment and for compliance with OSHA.
- Each distribution center has a Safety Committee responsible for ensuring that the Company is in compliance with OSHA's record keeping and reporting requirements.
- Each Safety Committee develops and implements safety policies that are maintained at our distribution centers and included in our training manuals.
- Supervisory personnel are responsible for ensuring that all operations are performed with the utmost regard for the safety and health of all employees and in a manner consistent with the safety policies.
- If a safety policy applies to you and your work, you must be aware of and follow all safety rules and regulations contained in that policy. In addition, you must promptly report all unsafe conditions or practices to your supervisor or manager.
- You should not work while your ability or alertness is so impaired by fatigue, illness, or other causes that your condition may affect your job performance in a manner that could expose you or others to injury.

- You are required to be sure that any applicable protective devices are in place and functional, and promptly report any deficiencies to your supervisor or manager.
- Only authorized employees should attempt to repair any equipment. If a piece of equipment is not functioning properly, notify your supervisor or manager immediately.
- You should report any accidents, injuries or unsafe equipment, practices or conditions immediately to a supervisor or other designated person.
- You must not engage in the use of any substance that could prevent you from discharging your work duties and responsibilities safely and effectively.
- If you are injured at work, you must promptly report the injury, no matter how small, to your supervisor or manager so that arrangements can be made for medical and/or first aid treatment and a post-accident drug test.

WORKPLACE VIOLENCE PREVENTION; WEAPONS-FREE WORKPLACE

A. Policy

The Company is committed to providing a safe, violence-free workplace for all employees. In this regard, the Company strictly prohibits anyone from behaving in a violent or threatening manner. This zero-tolerance policy applies to employees and non-employees, including consultants, independent contractors, customers, vendors, visitors, or anyone else engaging in a Company-related activity. The Company's [Workplace Violence Prevention](#) policy, which is contained in the Houghton Mifflin Harcourt Employee Guide, includes a description of prohibited conduct, procedures for reporting such conduct, and how the Company will respond to such conduct.

Additionally, the Company is committed to providing a “weapons-free” workplace. The [Weapons-Free Workplace](#) policy, which is contained in the Houghton Mifflin Harcourt Employee Guide, prohibits anyone from having concealed and/or dangerous weapons on Company property, except where state law does not permit such a prohibition.

B. Procedures

Employees must comply with the policy and procedures described in the Workplace Violence Prevention policy and Weapons-Free Workplace policy.

APPENDIX

CONTACT INFORMATION

Compliance Officer

William Bayers; *EVP & General Counsel* (617) 351-5125

Compliance Committee

William Bayers; *EVP & General Counsel* (617) 351-5125

Evan Benanti; *VP & Associate General Counsel* (617) 351-3970

Mike Dolan; *SVP, Corporate Controller* (617) 351-3790

Alejandro Reyes; *SVP HR & Chief People Officer* (617) 351-5600

Barbara Zack; *VP, Internal Audit* (617) 351-3375

Ethics@HMH Hotline

(855) 806-4295

<https://hmhethics.ethix360.com/Landing.aspx>

Legal Department

William Bayers; *EVP & General Counsel* (617) 351-5125

Human Resources

Alejandro Reyes; *SVP HR & Chief People Officer* (617) 351-5600

Intellectual Property Rights Administration Group

Christopher D. Engebretson; *Assistant General Counsel* (617) 351-3028

Corporate Affairs Department

Bianca Olson; *SVP of Corporate Affairs* (617) 351-3820

Information Security

Bill Brown; *SVP Chief Information Security Officer* (617) 351-3265