

**MCGRAW-HILL EDUCATION, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS**

**May 28, 2013**

McGraw-Hill Education, Inc. is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. In furtherance of this commitment, the Board of Directors (the “Board”) promotes ethical behavior, and has adopted this Code of Business Conduct and Ethics for Directors (“Code”).

Every Director must:

- represent the interests of the shareholders of McGraw-Hill Education, Inc.;
- exhibit high standards of personal and professional integrity, commitment and independence of thought and judgment;
- dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties; and
- comply with every applicable provision of this Code.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for Directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Audit Committee.

**Conflicts of Interest**

Directors must avoid conflicts of interest. A conflict of interest occurs when an individual’s own interests interfere, or appear to interfere, with the interests of McGraw-Hill Education, Inc. or any of its subsidiary and affiliated companies (collectively, the “Company”). A Director’s interests include the interests of an immediate family member or an organization with which a director or an immediate family member has a significant relationship. A conflict of interest may also arise when a Director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position in the Company. Directors should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest.

While the Code does not attempt to describe all possible conflicts of interest that could develop, the following are examples of conflicts of interest:

- receiving loans or guarantees of obligations as a result of one's position as a Director;
- engaging in conduct or activity that improperly interferes with the Company's existing or prospective business relations with a third party;
- accepting bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company; and
- accepting, or having a member of a Director's immediate family accept, a gift from persons or entities that deal with the Company, in cases where the gift is being made in order to influence the Director's actions as a member of the Board, or where acceptance of the gift could otherwise reasonably create the appearance of a conflict of interest.

Any question about a Director's actual or potential conflict of interest with the Company should be brought promptly to the attention of the Chairman of the Audit Committee, who will review the question and determine an appropriate course of action, including whether consideration or action by the full Board is necessary. Directors involved in any conflict or potential conflict situations shall recuse themselves from any decision relating thereto.

Before making any investment, accepting any position or benefits, participating in any transaction or business arrangement or otherwise acting in a manner that creates or appears to create a conflict of interest, you must make full disclosure of all facts and circumstances to the Chairman of the Audit Committee, and obtain the prior written approval of the Audit Committee.

### **Use of Corporate Information, Opportunities and Assets**

Directors may not compete with the Company, take for themselves personally opportunities that are related to the Company's business, or use Company property, information or position for their personal benefit or the benefit of persons or entities outside the Company. No Director may improperly use or waste any Company asset.

### **Confidentiality**

Pursuant to their fiduciary duties of loyalty and care, Directors are required to protect and hold confidential all non-public information obtained due to their directorship position absent the express or implied permission of the Board of Directors to disclose such information. Accordingly,

- no Director shall use Confidential Information (as defined below) for his or her own personal benefit or to benefit persons or entities outside the Company; and

- no Director shall disclose Confidential Information outside the Company, either during or after his or her service as a Director of the Company, except with authorization of the Board of Directors or as may be otherwise required by law.

“Confidential Information” is all non-public information entrusted to, or obtained by, a Director by reason of his or her position as a Director of the Company, whether the information relates to the Company or a third party. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed, such as:

- non-public information about the Company’s financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures;
- non-public information concerning other companies with whom the Company may engage in merger and acquisition transactions, or information about the Company’s customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors.

### **Compliance with Laws, Rules, Regulations and Policies**

The Company requires strict compliance by all its Directors with applicable laws, rules, regulations and Company policies.

### **Fair Dealing**

Directors must deal fairly with the Company’s employees, customers, suppliers and competitors. No Director may take unfair advantage of the Company’s employees, customers, suppliers or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

### **Accountability**

This Code is mandatory and applies to all Directors who are accountable for compliance with this Code. Directors are required to report any suspected violations of this Code promptly to the Chairman of the Audit Committee. Suspected violations will be investigated by or at the direction of the Board or the Audit Committee, and appropriate action will be taken in the event that a violation is confirmed.

**Waiver**

Any waiver of any provision of this Code may be made only by the Board or the Audit Committee. Waivers will be granted only in exigent circumstances.