



ST. THOMAS UNIVERSITY
Global American Learning

ETHIC CODE

Approved by the Board of Trustees on

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1. GENERAL SECTION

This Code of Conduct (now referred to as the "Code of Ethics") expresses the commitments and ethical responsibilities in the conduct of business and corporate activities undertaken by the members of the bodies of St. Thomas University (now also referred to as STU only), by employees - managers and non-managers - as well as, in general, by those who find themselves performing - in the name of or on behalf of STU and also as a result of project collaboration, professional work or volunteer relationship (from now on the "Collaborators") - one or more of the identified risk activities.

It contains a set of principles to which all STU's activities and conduct are guided and which must be observed under applicable regulatory provisions.

1.1 THE MISSION OF ST. THOMAS UNIVERSITY

The mission of St. Thomas University is to provide an international online degree site to deliver higher education degrees primarily for the social and economic development of disadvantaged and underrepresented populations.

1.2 OBJECTIVES OF THE CODE OF ETHICS

Due to the complexity of the situations in which the STU operates, it is essential clearly and unambiguously define the set of values that the STU recognizes, accepts, and shares, as well as the responsibilities that the STU assumes internally and externally. For this reason, the importance of the smooth operation, reliability, and reputation of STU are factors that are decisive assets to its success.

The Code of Ethics is aimed at imprinting fairness, integrity, loyalty, and professional rigor in operations, behavior, and the way of working both in STU's internal relations and in relations with external parties, focusing on full compliance with the laws and regulations of the countries in which STU operates, as well as compliance with company procedures.

Each employee and collaborator must be familiar with the Code of Ethics, actively contribute to its implementation, and report any shortcomings.

STU is committed to facilitating and promoting the knowledge of the Code of Ethics by its addressees and their constructive contribution to its contents and to preparing every possible suitable tool to ensure its complete and practical application.

Any behavior contrary to the letter and spirit of the Code of Ethics will be discussed at the first applicable STU Board of Trustees meeting to act by the provisions of the Code and the contractual clauses included in contracts with consultants, collaborators, and volunteers.

The Board of Trustees of St. Thomas University must approve any updates, amendments, or additions to this Code of Ethics.

1.3 RECIPIENTS AND SCOPE OF CODE

All employees and collaborators of St. Thomas University are mandatory recipients of the Code of Ethics and are subject to sanctions for violating its provisions. Are, likewise, recipients of the Code of Ethics, obligated to observe the principles contained therein and subject to sanctions for violation of its conditions, all members of the corporate bodies of the STU, as well as any person exercising the management and control of the STU regardless of the legal - formal qualification.

1.4 CONTRACTUAL VALUE OF CODE

Compliance with the Code of Ethics provisions should be considered an essential part of the contractual obligations of employees and contractors of St. Thomas University.

1.5 DISCIPLINARY SANCTIONS

1.5.1 Sanction system against employees and directors

Failure to comply with and violate the rules of conduct indicated in the Code of Ethics by employees of St. Thomas University constitutes a breach of the obligations arising from the employment relationship. It gives rise to the application of disciplinary sanctions. Sanctions will be applied in compliance with the provisions of the law and will be proportionate to the seriousness and nature of the facts.

The responsibility of the designated and delegated corporate functions remains to investigate the infractions mentioned above, the management of disciplinary proceedings, and the imposition of sanctions.

Regarding any violations of the Code of Ethics by members of the corporate bodies of STU, the Board of Trustees.

1.5.2 Penalty system against employees, consultants, volunteers, etc.

Any conduct engaged in by collaborators, consultants, or other parties in violation of the provisions of this Code may also result in the termination of the contractual relationship without prejudice to any claim for compensation by the STU if damages result to it from such conduct.

2. GENERAL PRINCIPLES

The core principles and values shared and recognized by STU are:

2.1 LEGALITY

STU recognizes this as a fundamental principle of compliance with applicable laws and regulations. In performing their functions and exercising their respective activities, the recipients of this Code are required to comply with all the rules of the legal systems in which they operate.

2.2 INTEGRITY AND IMPARTIALITY

STU conducts itself with moral integrity, transparency, and the values of honesty, fairness, and good faith. STU stigmatizes any form of discrimination based on sexual orientation, race, national and social origin, language, religion, political opinion, age, health status, and proximity to political and trade union associations, except as expressly established by the regulations in force.

2.3 SHARING

The STU seeks to play its full role in stimulating the sharing of information, knowledge, experience, and professional skills both within the STU and, where appropriate, externally.

2.4 GROUP WORK

Teamwork and a sense of shared goals pervade all STU activities because of the awareness and belief that STU's success depends on collaboration at every level of the internal organization, which is capable of creating new value.

2.5 TRANSPARENCY AND COMPLETENESS OF THE INFORMATION

The STU is guided, among others, by the principle of transparency and completeness of information in the conduct of institutional activities, the management of financial resources used, the consequent reporting and accounting records, and the preparation of all documents.

2.6 RESPONSIBILITY TO THE COMMUNITY

In carrying out its activities, the STU assumes its responsibilities to the community, inspired by the values of solidarity and dialogue with stakeholders.

STU maintains and develops a relationship of trust and ongoing dialogue with stakeholders by seeking, where possible, to inform and involve them in issues that affect them.

Within the scope of its activities, STU is inspired, above all, by the principle of protecting and safeguarding the environment and public health.

Finally, the STU promotes social, economic, and employment development in compliance with internationally recognized standards and rights in the areas of protection of fundamental rights, non-discrimination, child protection, prohibition of forced labor, protection of trade union rights, occupational health and safety, working hours, and wages.

2.7 PROHIBITION OF POSSESSION OF PORNOGRAPHIC AND CHILD PORNOGRAPHIC MATERIALS

It is strictly forbidden to possess, in computer or paper media, on the premises of the STU, the appurtenances of the STU or in any other place that is traceable to the STU or to disseminate through the STU website or publications edited or promoted by the STU pornographic and child pornographic material.

2.8 PROHIBITION OF MISUSE OR TRANSFER OF DATA OR PROJECT RESEARCH

Information and research acquired during work with the STU must be used to promote and enhance the STU itself. Using the data for producing articles, books, and any promotional, popular, and landing material made in the name of different companies/entities without mentioning the STU is prohibited.

2.9 POLICY TOWARD PERSONNEL

STU is committed to ensuring a peaceful working environment within which everyone can work by the laws, principles, and shared ethical values.

STU ensures the confidentiality of information (also) concerning Employees and Collaborators. STU sees to it that its Employees and Collaborators behave and are treated with dignity and respect within the framework of the provisions of the laws of our system and its amendments.

STU will not tolerate any form of isolation, exploitation, or harassment for any cause of discrimination, on personal or employment grounds, by any Employee or Contributor toward another Employee or Contributor.

The STU also prohibits disciplinary sanctions against Employees or Collaborators who have legitimately refused a work service unduly requested by anyone related to the STU.

Sexual harassment of any kind, including termination of employment or partnership, shall be severely punished.

STU is opposed to any discrimination based on diversity of race, language, color, faith and religion, political opinion and affiliation, nationality, ethnicity, age, sex and sexual orientation, marital status, disability and physical appearance, economic-social status as well as the granting of any privilege related to the same grounds.

The STU is opposed to "moonlighting," child and juvenile labor, and any other conduct that integrates the offenses against individual personality. Every employment and collaboration relationship is established with a regular contract signed by the parties. All Employees and Collaborators are correctly and fully informed of the rights, duties, and obligations arising from the contract stipulation.

STU also promotes culture among its Employees and Collaborators and enhances their professionalism by supporting their training and seeking to develop and grow specific skills.

3. IMPLEMENTING PROVISIONS

To pursue compliance with the principles outlined in this Code, STU shall ensure the following:

- The maximum dissemination and knowability of this Code;
- The conduct of audits of reports of violations of this Code and the application of sanctions in the event of infringements thereof by current regulations;
- The periodic updating of this Code, based on needs that arise from time to time, including in light of the above activities.

Without prejudice to the powers of the corporate bodies by the law, all recipients of this Code must cooperate in its implementation within the limits of their competencies and functions.

4. DEALINGS WITH THE PUBLIC ADMINISTRATION AND EQUIVALENT SUBJECTS

The assumption of commitments and the management of relations, of any nature whatsoever, with the Public Administration (administrators, public officials, and public employees—regardless of whether they are public service appointees and public service concessionaires) are reserved exclusively for the company functions in charge thereof, and authorized personnel.

Also, in the conduct of business negotiations and any other activities towards the Public Administration and similar subjects, STU shall conduct itself correctly and with transparency.

STU's dealings with administrators, public officials, and public employees are based on transparency, loyalty, and fairness: STU does not want to create the slightest suspicion that it is trying to influence these individuals to obtain benefits through unlawful means unduly.

Indeed, STU condemns any behavior that may constitute an act of bribery, even if inspired by a misunderstood social interest. Similarly, Employees and Collaborators must report to their supervisor any attempt at extortion or corruption by a director, public official, or public employee of which they may be the recipient or have knowledge.

STU Employees and Collaborators must report to the President or Director any business dealings or economic activities undertaken in their capacity with directors, public officials, or public employees.

In light of the above, no employee or Collaborator of STU may:

- giving or promising gifts, money, or other benefits to such persons in such a way as to influence the impartiality of their professional judgment; skills of modest value only and courtesy gifts are permissible within the limits of custom and practice and provided they are such as not to compromise the image of STU;
- Send false or artificially worded documents, attest non-existent requirements, or give untrue guarantees;
- Unduly procuring any other type of profit (licenses, authorizations, relief of charges including social security, etc.) by means that constitute artifice or deception (for example: sending false documents or attesting to things that are not true);
- engaging in economic activities, conferring professional appointments, giving or promising gifts, money, or other benefits such as but not limited to hiring or promising to hire, to public officials or public employees involved in administrative proceedings that may result in benefits to STU;
- Alter in any way the operation of a computer or telematic system of the Public Administration or intervene without right in any manner on data, information, or programs, contained in one of the systems mentioned above;
- To unduly receive contributions, financing, subsidized loans, or other disbursements of the same type, however, named, granted, or disbursed by the Public Administration, through the use or presentation of false or misleading documents or the omission of due information;
- Use contributions, grants, or financing intended for the performance of public works or the carrying out of activities in the public interest for purposes other than those for which they are granted;
- Exchanging bid information with participants in any public tenders or procedures.

It violates STU's institutional policy to engage in conduct that constitutes crimes in our law, even in foreign countries where such behavior is not punished or otherwise prohibited.

5. JUDICIAL AUTHORITIES AND SUPERVISORY AUTHORITIES

STU acts by the law and promotes, within the limits of its powers, the proper administration of justice. In carrying out its activities, STU operates lawfully and fairly by cooperating with the judicial authority, law enforcement agencies, and any public official who has powers of inspection and conducts investigations against it. STU reiterates that it condemns any behavior that may constitute an act of corruption.

Employees and Collaborators must report to their supervisor or contact person any attempt to of extortion or bribery by a public official or a person in charge of a public service to which they should be the recipient or know. STU requires all employees and Collaborators to give their most availability and cooperation against anyone - public official or Supervisory Authority - who comes to carry out inspections and checks on the work STU.

In anticipation of a judicial proceeding, investigation, or inspection by the Public Administration or Supervisory Authorities, no one shall destroy or alter records, minutes, accounting entries, or any document, lie or make false statements to the competent authorities. No one shall attempt to persuade others to provide false or misleading information to the competent authorities.

No one shall engage in business activities, make professional appointments, or give or promise gifts, money, or other benefits to those who conduct the assessments and inspections or to the competent authorities.

6. PUBLIC INSTITUTIONS

All relations with public institutions, whether national or international, must take place through forms of communication provided for by current regulations, i.e., aimed at assessing the implications of legislative and administrative activity vis-à-vis the STU, responding to information requests and acts of inspection (questions, interpellations, etc.) or, in any case, making known the position on issues relevant to the STU. To this end, the STU undertakes to:

- To establish, without any discrimination, stable channels of communication with all institutional interlocutors at the international, community, and territorial levels;
- Represent STU's interests and positions transparently, rigorously, and consistently, avoiding collusive attitudes.

To ensure maximum communication clarity, contacts with institutional stakeholders will be made exclusively through contact persons explicitly mandated by the STU.

7. MEDIA RELATIONS AND EXTERNAL RELATIONS

In recognizing the media's fundamental role in information transfer and dissemination, the STU manages its relations with its interlocutors inspired by the principle of transparency. It undertakes to constantly inform all the actors directly or indirectly involved in its activities.

All recipients of the Code of Ethics must also refrain from spreading false or misleading news that could mislead the outside community and from using confidential information for undue personal enrichment.

Relations with the press, television, and in general, with the mass media, both domestic and foreign, shall be maintained exclusively by the company officers authorized to do so or persons delegated by them.

To safeguard its image and the accuracy of the information released, STU expects that:

- no employee or Collaborator gives to unqualified external parties or accredited journalists interviews or any statement or information concerning the STU and from the release of which harm to the STU may result;
- any employee or Collaborator whom unqualified external parties or accredited journalists solicit to make statements or information concerning the STU and from the release of which harm may result to the STU, refer the requesters to the appropriate bodies.

8. RELATIONSHIPS WITH COLLABORATORS, CONSULTANTS, VOLUNTEERS, ETC.

The STU sets relations with Collaborators, consultants, volunteers, and others having negotiating relationships with the STU exclusively based on criteria of quality, competitiveness, professionalism, fairness, and respect for the rules of fair competition.

In particular, STU expects the selection of collaborators, consultants, volunteers, etc., to be made exclusively based on objective parameters of quality, convenience, price, capacity, and efficiency, avoiding agreements with contractual counterparts of dubious reputation in the field, but not limited to, respect for the environment, working conditions, and human rights.

STU expects the individuals mentioned above to behave by the principles contained in this Code of Ethics and not to receive any unlawful pressure to perform that in content and manner that is not contractually stipulated.

Therefore, STU expects them to adopt behaviors that are legal, ethical, and in line with internationally accepted standards and principles regarding the treatment of its employees and Collaborators, with particular regard to the principles of protection of fundamental rights, non-discrimination, child protection, prohibition of forced labor, protection of trade union rights, health and safety in the workplace, working hours and remuneration. Misconduct may be considered a severe breach of the duties of fairness and good faith in the performance of the contract, grounds for breach of trust, and just cause for termination of contractual relations.

9. STU'S ASSETS AND REPORTING REQUIREMENTS

9.1 SOCIAL COMMUNICATIONS AND ACCOUNTING RECORDS

STU believes that accounting transparency and keeping accounting records by the principles of truth, completeness, clarity, precision, accuracy, and compliance with applicable regulations are the essential prerequisites for efficient control.

Adequate supporting documentation must be kept on file for each transaction, such that the accounting records can be quickly recorded, the transaction can be reconstructed, and any liabilities can be identified. Similarly, STU reiterates that the financial statements must represent the financial position of STU in an accurate, clear, and complete manner.

9.2 OTHER OBLIGATIONS OF ADMINISTRATION

The assets of the STU are managed fairly and honestly; therefore, all those obligated to comply with this Code help protect their integrity for the STU. Directors (i.e., anyone who performs their duties) shall not impede or obstruct audit activities by the board of auditors, shareholders, and the auditing firm. It is forbidden for anyone to influence the smooth conduct and decisions of the bodies of the STU by misleading or deceiving their respective members.

9.3 CONFLICT OF INTEREST

The STU shall ensure that its employees, collaborators, and members of the bodies of the STU do not come under conditions of conflict of interest.

Employees of STU may not engage in business or other professional activities that concur with the interests of STU and the purposes pursued by it, outlined in the bylaws and referred to in this Code, unless expressly authorized by STU. Collaborators

must, on the other hand, notify STU if they engage in any professional activities that concur with the interests of STU and the purposes pursued by STU outlined in the bylaws and referred to in this Code.

All employees, collaborators, and members of STU bodies must avoid and prevent a conflict of interest.

Any employee and collaborator in charge of negotiations with private parties on behalf of STU or anyone who becomes aware of a possible conflict of interest must inform the Supervisory Board, which will report to the STU Board only if it ascertains the actual existence or possibility of such a conflict.

To comply with the principle of fairness and transparency and to ensure the community's trust and the beneficiaries of its interventions, STU provides that all obligated recipients of this Code do not come into a conflict of interest.

10. RECEIPTS, PAYMENTS, AND THE LIKE

The STU conducts its business in full compliance with the currency and anti-money laundering regulations in force in the countries in which it operates and the rules issued by the competent authorities.

To this end, employees and Collaborators must refrain from suspicious transactions regarding fairness and transparency. In particular, employees and Collaborators undertake to check in advance the available information regarding business counterparties to verify their respectability and the legitimacy of their activities; they also undertake to operate in such a way as to avoid implications in transactions even potentially conducive to the laundering of money from illegal or criminal activities, acting in full compliance with primary and secondary anti-money laundering regulations.

To avoid giving or receiving undue payments and the like, employees and Collaborators, in all their dealings, must comply with the following principles regarding documentation and record keeping:

- all payments and other transfers made by or to the STU must be accurately and thoroughly recorded in the required books and records;
- all payments must be made only to recipients and for activities contractually formalized and deliberated by the STU;
- no false, incomplete, or misleading records shall be created, and no hidden or unregistered funds shall be established, nor may funds be deposited in personal or non-STU accounts;
- No unauthorized use of STU funds or resources shall be made.

11. OCCUPATIONAL SAFETY AND HYGIENE

STU is committed to spreading and consolidating a safety culture by developing risk awareness, promoting responsible behavior by all personnel, and working to preserve, primarily through preventive actions, the health and safety of personnel.

The STU's activities must be carried out in full compliance with current prevention and protection regulations; operational management must refer to advanced environmental protection and energy efficiency criteria, pursuing the improvement of occupational health and safety conditions.

12. USE OF COMPUTER SYSTEMS

The STU establishes an absolute prohibition on the recipients of this Code from altering the operation of a computer or telematic system or intervening without the right to data, information, or programs contained in one of the said systems.

In particular, all employees and collaborators are required to:

- To comply with all applicable regulatory provisions and the conditions of license agreements signed by STU;
- To observe current company procedures on information systems management;
- To engage in fair and transparent behavior in the use of any means or computer system;
- to refrain from any activity that may result in the fraudulent modification, deletion, or creation of computer documents, public or private, that may have evidentiary value and, in any case, to refrain from abusively accessing the company's computer or telematic system to modify or suppress data, documents, and information stored therein;
- to refrain from carrying out any activity that may result in damaging or interrupting a third party's computer or telecommunications system, public or private, as well as from disseminating equipment, devices, or computer programs aimed at damaging or interrupting a computer or telecommunications system;
- to refrain from engaging in any abusive activity of intercepting, impeding, or interrupting computer or telematic communications, as well as from installing equipment designed to block, interfere or interrupt computer or telematic communications;
- To refrain from engaging in any activity that may result in the damaging of information, data, and computer programs of Third Parties, whether public or private;
- To avoid spreading one's password and PC access code;
- To use only their password and access code at all times. Both the ID code and password are strictly personal tools, the use of which is the responsibility of each user;
- To report to the Self-Evaluation Committee at any time any violations concerning access to or use of computer systems;
- Not to reproduce unauthorized copies of licensed programs for personal, business, or third-party use.

13. COPYRIGHT MANAGEMENT AND PROTECTION

The STU sanctions the absolute prohibition for the addressees of this Code to use in any form and manner and for any purpose,

including for personal use, works of genius and materials protected by copyright and related rights, as well as by any intellectual and industrial property right (including, in particular, trademark, design and model, the patent for invention and utility model, and on secret information), including image rights and the right to the name, without the consent of the rights holders and those who have the legitimate availability of the rights.

Recipients of this Code must seek the necessary consent to use protected works and materials.

14. PROFESSIONAL SECRECY

- A. All workers, internal and external collaborators, managers, and auditors may not disclose, publish, or communicate in any way to third parties, directly or indirectly, in whole or in part, information learned in the course of performing the duties for which the STU hired them, nor may they use, exploit, or dispose of it themselves or through third parties.
- B. Obligations under this chapter will not terminate upon termination of employment, except concerning those specific portions of the information that the employee can prove were already in the public domain at the time of the termination of work or that became general knowledge at a later date due to facts not attributable to the employee.

15. DATA CONFIDENTIALITY

"Confidential Information" means all information of any nature referred to or learned in performing duties for which the company hired the person. All workers, internal and external collaborators, managers, and auditors undertake to consider Confidential Information as strictly private and confidential and to take all necessary measures not to prejudice the confidentiality of such information.

The employee agrees to use the Confidential Information solely to perform the activity for which they are responsible and accordingly not to use such information in any way that harms the Company, nor for any other purpose.

The commitments in this article do not prohibit the disclosure of Confidential Information:

- a) to directors and employees, including those of our subsidiaries, lawyers, auditors, banks, or our other consultants to whom knowledge of such Information is necessary to perform functional activities for the company;
- b) to parties other than those specified in (a) above, if so authorized by the Company;

The obligation of confidentiality does not operate in the case of Confidential Information:

- which, at the time they have disclosed, are in the public domain;
- which becomes public knowledge after being made known due to reasons beyond the employee's control.

The confidentiality commitment under this chapter will continue even after the termination of employment and until the information in question is released into the public domain.

16. ADVERTISING

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