

School Specialty, Inc.

Code of Ethics - *Standards of Business Conduct* -

Effective February 2019

From The Board of Directors and CEO

We all take great pride in representing School Specialty for a reason. What we do, day in and day out makes our world better by giving educators, both within and outside of education, the tools they need to teach and inspire children. School Specialty makes a difference.

How we, as employees represent our Company and how we interact with our constituents – be it customers, partners, vendors, suppliers, teachers or administrators – anyone; has a direct impact on our brand and how people perceive us. We all must carry ourselves with the highest levels of professionalism and continue to strive for excellence. At the core of this is integrity, one of our most important assets and a core hallmark of our culture. Ethical, morale and honest behavior is what we strive for and doing what is right defines our actions. That’s all we can ask for as a company – that every member of School Specialty does what he or she believes to be right, and does their best while adhering to the principles and standards we have set, companywide.

Treating each other with dignity and respect will also foster greater collaboration and a common sense of purpose throughout our organization. How we behave internally will translate to how we define our values to the outside world.

We are pleased to provide you all with our updated Standards of Business Conduct or “Code of Ethics”, which applies to all directors, officers and Employees of School Specialty, Inc., and our subsidiaries. This document is intended to both inform and educate all parties on the ethical obligations each has to our company and to each other. This is a “living” document and one that we all must comply with. Remember, how we conduct ourselves outside of business hours also demonstrates the types of people we are, and thus, becomes a direct reflection on School Specialty.

Similar to prior years, we ask you thoroughly read our Standards of Business Conduct and sign the acknowledgement form. Be honest, do what is right, and treat each other with dignity and respect. It’s that simple. Be proud to represent School Specialty and do your best, always.

Thank you for your tireless dedication and support you have continued to display. We are all working hard to make School Specialty a better company and it can all be made possible by you.

Thank you for living out daily, the School Specialty Code of Ethics.

Sincerely,

Michael Buenzow
Interim CEO
School Specialty, Inc.

Gus Halas
Chairman of the Board
School Specialty, Inc.

Justin Lu
Director
School Specialty, Inc.

Andy Schultz
Director
School Specialty, Inc.

Scott Scharfman
Director
School Specialty, Inc.

School Specialty, Inc.

Code of Ethics

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Overview of the Code

- School Specialty, Inc. (the “Company”) expects all Employees to follow the spirit as well as the letter of the law wherever they are. The activities of the Company, and hence your activities, must always be in full compliance with all laws, rules and regulations of the jurisdictions in which the Company conducts its business.
- Employees first and foremost are asked to live out our core values.
- Employees must both demand and demonstrate a work environment free from harassment and discrimination.
- Employees must avoid situations that create immediate or potential conflicts of interest.
- Financial records—both for internal activities and external transactions—must be timely and accurate.
- Company assets—including computers, materials and work time—must not be used for personal benefit.
- Customers and suppliers must be dealt with fairly, with respect and at arm’s length.
- Employees must safeguard the Company’s nonpublic information.
- Violations of the Code include asking other Employees to violate the Code, not reporting a clear Code violation or failing to cooperate in a Code investigation.
- Violating the Code will be taken seriously and will result in discipline. Discipline will vary depending on the circumstances and may include a reprimand, demotion, loss of compensation, suspension or termination.
- Under the Code, certain actions require written approval by your Principal Manager. The Principal Manager is your Division President or Corporate function head who is at a vice president level or above. The Principal Manager is responsible to report these actions to the management executive who is in charge of the human resources department of the Company (SVP-HR).
- For those who are themselves Principal Managers, written approvals must come from the SVP-HR. Written approvals for executive officers and directors must come from the Board of Directors (excluding the party requiring approval). Any waiver (exception) to the Code for an executive officer or director, including the reason for the waiver, must be disclosed via a Form 8-K filing with the SEC within 4 business days of such occurrence and can only be made by the Board of Directors.
- **If you have ANY questions about ANY situation, please ask.**

Mission Statement

- To engage and inspire everyone...with everything from crayons to curriculum to complete learning environments

Vision Statement

- To transform more than classrooms

OUR RESPONSIBILITIES

Each School Specialty associate is responsible for acting with a high degree of integrity. This means being honest, obeying the law and treating each other with respect. It means taking responsibility and accountability for everything you do.

- It is everyone's responsibility to read, understand and comply with the School Specialty Standards of Business Conduct / Code of Ethics. You must comply with the Code in both letter and spirit. Ignorance of the Code will not excuse you from its requirements.
- Follow the law wherever you are and in all circumstances and never ever engage in behavior that harms the reputation of the Company.
- Some situations may seem ambiguous. If you find yourself questioning whether an action violates the Code, think through the situation and seek guidance. Don't ignore your instincts. Ultimately, you are responsible for your actions. If in doubt, remember to ask.
- You have several options for seeking guidance. You may discuss concerns with your manager, responsible Employees in the finance or human resources department, or officers of the Company.
- Employees are obligated to promptly report clear violations, and suspected violations, of the Code. This includes situations where a manager or colleague asks you to violate the Code. In all cases, unless you are engaged in the violation/wrong-doing, there will be no reprisals for making any reports, and every effort will be made to maintain confidentiality.
- You should report violations of the Code to your Principal Manager, who in turn must promptly report the violation to the SVP-HR or CEO. You may also report violations using the confidential and anonymous employee code of ethics hotline at 1-800-863-3449.
- Employees are obligated to cooperate with investigations into Code violations and must always be truthful and forthcoming in the course of these investigations.
- Managers have important responsibilities under the Code. Managers must understand the Code, seek guidance when necessary and report suspected Code violations.
- The most important message is this: When you are uncertain about any situation, ask for guidance. Whenever you are wondering if "it's the right thing to do" take the mirror test - can you look in the mirror and say with all honesty that you would you be able to explain your actions to your mother or father, your kids, your spouse, your friends, and they would agree with you that what you are doing is right and just. Or another way to think of it – would you want it on the evening news?
- Nothing in this Code prohibits you from reporting possible violations of law or regulation to any governmental agency, including, but not limited to the Department of Justice, the SEC, or any other state or federal regulatory authority, or making other disclosures that are protected under the whistleblower provisions of federal, state or local laws or regulations. You do not need prior authorization from the Company to make such reports or disclosures and you are not required to notify the Company that they have made such reports or disclosures; however, we encourage you to do so. Notwithstanding other obligations placed on you by other policies or agreements signed in the course of your employment with the Company, this supersedes all others with regard to the reporting of such violations of law or regulation.

Conflicts of Interest

OVERVIEW

Personal activities and relationships cannot conflict, or appear to conflict, with the interests of the Company. A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company. The Code cannot specifically address every potential conflict, so use your conscience and common sense.

GENERAL PRINCIPLES

- Avoid situations where your personal interests conflict, or appear to conflict, with those of the Company.
- You may own up to 1% of the stock in a competitor, customer or supplier without seeking prior approval from your Principal Manager so long as the stock is in a public company and you do not have discretionary authority in dealing with that company. If you want to purchase more than 1% of the stock in question, then the stock may be purchased *only* with prior approval of your Principal Manager.
- If you have a financial interest in a transaction (meaning that somehow you or a family member would personally benefit from a transaction) between the Company and a third party—even an indirect interest through, for example, a family member—that interest must be approved by your Principal Manager prior to the transaction. However, if you have a financial interest in a supplier or customer only because someone in your family works there, then you do not need to seek prior approval unless you deal with the supplier or customer or your family member deals with the Company.
- If you'd like to serve as an officer or director or consultant to an outside business on your own time, (and if the business has any dealings with School Specialty, Inc. or if it is likely that your affiliation with the outside business may impact your ability to perform your job to the fullest at the Company) you must receive prior approval in writing from your Principal Manager. If your Principal Manager changes, or the circumstances of the outside business change substantially, you must seek re-approval. (Employees are permitted, however, to serve on charity boards or in family businesses that have no relationship to the Company.)
- Any potential conflict of interest that involves an officer of the Company, of a division or of a subsidiary must be approved in advance by the SVP-HR. Any potential conflict of interest that involves a director or executive officer of the Company must be approved by the Board of Directors or its designated committee. For purposes of the Code, the Board of Directors has assigned the Audit Committee as the designated committee.
- Loans from the Company to, or guarantees by the Company of obligations of, any director or executive officer or their family members are prohibited. Loans from the Company to other officers and Employees must be approved in advance by the CFO and CEO. Travel advances are expected to be repaid with expense report documentation within 30 days of travel and are not considered loans for this purpose.

Financial Records

OVERVIEW

Every Company financial record—including time sheets, sales records and expense reports—must be accurate, submitted timely and prepared in accordance with the law (an unintentional inaccuracy is not a violation of the Code, but should be brought to your Principal Manager's attention upon discovery).

GENERAL PRINCIPLES

- Always record and classify transactions in the proper accounting period and in the appropriate account and department. Delaying or prepaying invoices to meet budget goals is a violation of the Code.
- Never falsify any document or distort the true nature of any transaction. All transactions must be supported by accurate documentation.

- All reports made to regulatory authorities must be full, fair, accurate, timely and understandable and all Employees must cooperate with investigations into the accuracy and timeliness of financial records.
- To the extent estimates and accruals are necessary in Company reports and records, they must be supported by appropriate documentation and based on good faith judgment.
- Payments can only be made to the person or the firm that actually provided the goods or services.

Use of Company Assets

OVERVIEW

Company assets are meant for Company, not personal use. Company assets include your time at work and work product, as well as the Company's equipment, supplies, vehicles, computers and software, Company information, and trademarks and name.

Common sense should prevail, of course. The occasional personal phone call from your workplace, for example, is inevitable. Substantial personal phone calls, however, represent misuse. The point is to recognize that theft, misappropriation or unauthorized use of Company assets is a violation of the Code.

GENERAL PRINCIPLES

- You may not misuse Company assets for your personal benefit or the benefit of anyone other than the Company.
- You may not take for yourself any opportunity for financial gain that you find out about because of your position at the Company or through the use of Company property or information.
- Misuse of Company assets may be considered theft and result in termination or criminal prosecution.
- Deliberately taking Company equipment or supplies home for personal gain is considered stealing.
- Before accepting payment for speeches or presentations related to the Company or your work at the Company, always get your Principal Manager's approval.
- Company computer systems and equipment are meant for Company use only. For example, they should never be used for outside businesses, illegal activities, gambling, gaming, personal business or pornography.

Working with Customers & Suppliers

OVERVIEW

It often is customary to exchange gifts and entertainment with customers and suppliers. Keep an arm's length in those relationships. Further, many of School Specialty's customers are government employees and subject to rules/restrictions on gifts they may accept. Be aware of those restrictions and ensure that any gift or entertainment you provide, regardless of how small you deem it to be does not violate the policies of our customers. Avoid excessive or lavish gifts that may give the appearance of undue influence. Avoid personal financial transactions with customers and suppliers that may influence your ability to perform your job. You must abide by the Foreign Corrupt Practices Act Policy. You were provided a copy of this policy upon hire and it is updated from time-to-time and made available for review on the H.R. Portal (HUB)). Should there be any conflict between the terms of this Code and said policy, the more restrictive provisions shall control.

GENERAL PRINCIPLES

- The Code prohibits Employees from accepting lavish gifts or entertainment. This is an area in which your judgment is critical. For instance, modest holiday gifts are usually fine, but a large gift of money (for example \$100 or more) or a lavish, expensive weekend trip (valued at more than \$100) probably would not be. If you are uncertain, seek prior written approval from your Principal Manager.
- Gifts and entertainment for customers, potential customers and suppliers must support the legitimate business interests of the Company and should be reasonable and appropriate under the circumstances. Always be sensitive to our customers' and suppliers' own rules on receiving gifts and entertainment.

- Consistent with the obligation we all have to act with integrity and honesty at all times, you should deal fairly with the Company's customers, suppliers, competitors and Employees. No director, officer or associate should take unfair advantage of anyone through misrepresentation or any unfair business practice.
- Employees are prohibited from receiving payments, gifts or products directly from vendors or customers. Vendor spiffs are acceptable only if under a pre-approved company / vendor program and the spiff is reported.
- SSI employees may accept unsolicited meals, refreshments, or entertainment of reasonable value on an infrequent basis in connection with normal business discussions.

Working with Government Officials

OVERVIEW

It is our opinion that any dialogue and engagement with Government Officials need to be conducted in a proactive, honest, transparent, responsible and sustainable manner. The purpose of these Good Practice Guidelines is to set forth the principles which will determine any relationship between SSI and Government Officials. Our intent is to maintain the highest professional standards and act as a trustworthy and legitimate partner for Government Officials. Further, many of School Specialty's customers are government employees and subject to rules/restrictions on gifts they may accept. Be aware of those restrictions and ensure that any gift or entertainment you provide, regardless of how small you deem it to be does not violate the policies of our customers or Governmental Officials.

GENERAL PRINCIPLES

In our interactions with Government Officials, we are expected to take all reasonable steps to ensure the truth and accuracy of all statements made or information provided by them.

SSI will build its dialogue with Government Officials on its active involvement in and close links to essential aspects of civil society such as educational entities, health care entities, non-profit associations, non-governmental organizations.

In our interactions with Government Officials, we are committed to honesty and integrity, adopting a transparent and responsible behavior, respecting all applicable local, national and international laws as well as all relevant policies as set forth in the code.

SSI remains independent of any political affiliation; in particular, SSI is not associated with any political parties, candidates and/or platforms. There shall be no exception to this policy.

SSI expects their employees to strictly apply in all their interactions with Government Officials the highest level of business integrity.

SSI shall not disclose any confidential information to Government Officials unless legally required to do. Prior to any such disclosure, if requested, all SSI employees shall provide the CEO or SVP-HR with the request to disclose, prior to making any such disclosure, so that the request may be evaluated and an appropriate response developed.

Any improper influence by SSI employees on Government Officials is strictly prohibited; and will not be tolerated.

Working with SSI Employees (Creating a Harassment & Discrimination-Free Workplace)

OVERVIEW

Every School Specialty associate has the right to work in an environment that is free from intimidation, harassment and discrimination. Verbal or physical conduct by any SSI associate that harasses another SSI associate or disrupts another SSI associate's work performance or creates an intimidating, offensive, abusive or hostile work environment will not be tolerated. In addition, sexual advances, requests for sexual favors and other inappropriate verbal or physical conduct of a sexual nature is strictly prohibited. Please see the SSI Anti-Harassment Policy for further information. You must abide by the SSI Anti-Harassment Policy. You were provided a copy of this policy upon hire and it is updated from time-to-time and made available for review on HUB). Should there be any conflict between the terms of this Code and said policy, the more restrictive provisions shall control.

GENERAL PRINCIPLES

- All hiring and promotion selections are based upon valid job-related criteria. Under no circumstances will any candidate or associate be subject to discrimination based upon their race, ethnicity, color, gender, age, religion, national origin, disability, veteran status, marital status, sexual orientation or other protected status.
- A harassment-free, discrimination-free environment is an environment of respect. The Company requires respect for the individual, both who they are and what they value and believe in. Under no circumstances will the Company tolerate a work environment where an associate feels they are unable to perform the duties of their job due to inappropriate, derogatory or demeaning treatment.
- Any associate who is witness to, informed of, or reasonably suspects an incident of harassment or discrimination must immediately report such incident to their human resource director or to the SVP-HR. Failure to do so will be considered a violation of the SSI Anti-Harassment policy.

Protecting Information

OVERVIEW

It is your obligation to safeguard the Company's nonpublic information. You should not share this information with anyone outside the Company unless it is necessary as part of your work responsibilities. You must also abide by the Social Media Policy of the Company. You were provided a copy of this policy upon hire and it is updated from time-to-time and made available for review on HUB). Should there be any conflict between the terms of this Code and said policy, the more restrictive provisions shall control.

Nonpublic information is any information that has not been disclosed or made available to the general public. Trading in stocks or securities based on nonpublic information, or providing nonpublic information to others so that they may trade in stocks or securities, is illegal and may result in prosecution. Nonpublic information includes but is not limited to, financial or technical data, plans for acquisitions or divestitures, new products, inventions or marketing campaigns, business reports, personal information about Employees, major contracts, expansion plans, financing transactions, major management changes and other corporate developments.

GENERAL PRINCIPLES

- Do not disclose nonpublic information to anyone outside the Company, except when disclosure is required for business purposes and appropriate steps have been taken to prevent unauthorized use or misappropriation of the information.
- Employees may not buy or sell stocks or securities based on nonpublic information obtained from their work at the Company. See also the Company's Insider Trading Policy. You were provided a copy of this policy upon hire and it is updated from time-to-time and made available for review on HUB). Should there be any conflict between the terms of this Code and said policy, the more restrictive provisions shall control.
- Disclosing nonpublic information to others, including family and friends, is a violation of the Code and may violate the law.
- When considering the use of social media in any form consult and abide by the Company's Social Media Policy and Acceptable Use Policy, a copy of which is available on HUB.
- Just as the Company values and protects its own nonpublic information, we respect the nonpublic information of other companies. If you have any questions about obtaining or using nonpublic information of other companies, contact the CFO or SVP-HR for guidance.
- The Company has document retention programs designed to retain those documents and records required by applicable laws and regulations. Documents may only be destroyed in compliance with these document retention programs. Notwithstanding these programs, no document may ever be destroyed during a pending investigation or litigation. Any belief that Company records are being improperly altered or destroyed must be reported immediately.

Administration of the Code

DISTRIBUTION

All Company directors, officers and Employees are subject to this Code and will receive a copy of this Code and additional support materials at the time they join the Company. In addition, the Code is housed on the Company intranet ‘Schoolyard’ for additional reference.

TRAINING

Upon joining the Company and as part of an acknowledgement and understanding of the Code of Ethics, all newly hired Employees will complete an acknowledgement of receipt of the copy of the Code and policies as herein referred. As part of the annual recertification process, all existing Employees must complete the on-line tutorial.

SIGNATURE AND ACKNOWLEDGEMENT

All new Employees must sign an acknowledgment form confirming that they have read the Code and understand its provisions. Failure to read the Code or to sign an acknowledgment form, however, does not excuse an associate from the terms of this Code. All Employees who participate in the Company’s annual executive bonus plans and/or equity compensation plans must sign an acknowledgment annually.

APPROVALS

The appropriate Principal Managers must review and approve in writing any circumstance requiring special permission, as described in the Code. Copies of these approvals are to be submitted to the SVP-HR and are maintained by the Company. Waivers of any provision of this Code for officers or directors must be approved by the Board of Directors and will be promptly disclosed to the extent required by law or regulation.

MONITORING COMPLIANCE

Employees should take all responsible steps to prevent a Code violation. Employees must promptly report any suspected Code violations involving directors or executive officers to the Audit Committee of the Board of Directors. Employees must promptly report any suspected Code violations involving any other person to their Principal Manager, to their HR Director, or to the SVP-HR. Employees may also report violations on the confidential associate code of ethics hotline at 1-800-863-3449.

Nothing in this Code prohibits you from reporting possible violations of law or regulation to any governmental agency, including, but not limited to the Department of Justice, the SEC, or any other state or federal regulatory authority, or making other disclosures that are protected under the whistleblower provisions of federal, state or local laws or regulations. You do not need prior authorization from the Company to make such reports or disclosures and you are not required to notify the Company that they have made such reports or disclosures; however, we encourage you to do so. Notwithstanding other obligations placed on you by other policies or agreements signed in the course of your employment with the Company, this supersedes all others with regard to the reporting of such violations of law or regulation.

INVESTIGATIONS

The responsibility for administering the Code, investigating violations of the Code and determining corrective and disciplinary action, rests with the Board of Directors as it relates to financial records, conflicts of interest, and use of Company assets and as it relates to other matters. The Board of Directors has delegated to the SVP-HR the responsibility for day-to-day operation of this Code and to direct investigations of suspected violations of the Code. The SVP-HR has also been delegated responsibility for granting waivers to the Code for Employees who are not officers or directors, but must report such waivers to the appropriate Committee on a periodic basis. The SVP-HR will periodically report Code violations and the corrective actions taken to the Board of Directors.

DISCIPLINARY ACTIONS

The Company strives to impose discipline for each Code violation that fits the nature and particular facts of the violation. The Company uses a system of progressive discipline. Violations may result in warnings or letters of reprimand, suspension without pay, demotion, loss or reduction of pay, termination or, in the event of criminal conduct or other or other serious violations of the law, notification of appropriate governmental authorities. Violations of this Code are not the only basis for disciplinary action. The Company has additional policies and procedures governing conduct.

IT’S UP TO YOU

Administration of the Code is everyone’s responsibility. There are colleagues to help you do the right thing. If you act with integrity and seek guidance when you are uncertain, you’ll be doing the right thing.

This Code should help guide your conduct. But the Code cannot address every circumstance and is not meant to; this is not a catalog of workplace rules. You should be aware that the Company also has other policies. Employees should consult the policies of School Specialty in specific areas as they apply.

This Code is not an express or implied contract of employment and does not create any contractual rights of any kind between School Specialty, Inc. and its Employees. In addition, all Employees should understand that this Code does not modify their employment relationship, whether at will or governed by contract. School Specialty, Inc. reserves the right to amend, alter or terminate this Code at any time and for any reason.

**Acknowledgement of Receipt
of the
Code of Ethics**

I acknowledge that I have received, read and understand the Code of Ethics dated _____ as well as copies as referred to therein of the Company's Social Media Policy, Harassment Policy, Insider Trading Policy and Foreign Corrupt Practices Act Policy, and represent:

1. In accordance with the Code of Ethics and said policies, I will report all violations of the Code to the Company's SVP-HR, the confidential associate ethics hotline or to the Chairman of the Board of Directors.
2. I am currently in compliance with all aspects of the Code and do not currently know of any violations of the Code of Ethics; except as follows:

3. I have completed the on-line Code of Ethics tutorial (effective _____)
4. I will comply with the Code of Ethics in all other respects.

Signature

Print Name

Title

Date

**Annual Certification of Compliance
with the
Code of Ethics**

I certify that during the past year:

1. I have reported all violations of the Code of which I was aware.

2. I am currently in compliance with all aspects of the Code and policies as therein referred to and have complied with the Code and policies as therein referred to in all other respects, except as follows:

3. I have completed the on-line Code of Ethics tutorial (effective _____).

4. I have read and understand the Code and policies as therein referred to, recognize that I am subject thereto, and agree that I will comply with the Code

Signature

Print Name

Title

Date

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