

MCGRAW HILL, INC.

CODE OF CONDUCT

FOR PRINCIPAL FINANCIAL OFFICERS

McGraw Hill, Inc. (the “Company”) maintains the Code of Business Ethics (the “COBE”) applicable to all Company’s employees, Company’s officers and members of the Company’s board of directors (the “Board of Directors”). In addition to the COBE, the Board of Directors has adopted this Code of Conduct for Principal Financial Officers (the “Code”) in order to deter wrongdoing and to promote honest and ethical conduct and compliance with applicable laws and regulations. The Code applies to the Company’s Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller, Treasurer, and other individuals performing similar functions (each, a “Financial Officer”), and requires annual attestation by each such Financial Officer.

Each Financial Officer, as a term and condition of employment by the Company, acknowledges and agrees to be bound by the Company’s COBE, including the following obligations:

- engage in and promote the highest standards of honest and ethical conduct, including by acting in good faith and with due care and diligence, by avoiding any actual or apparent conflicts of interest between personal and professional relationships, and by disclosing any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- produce, or cause to be produced, full, fair, accurate, timely, and understandable disclosure in the Company’s filings with, and submissions to, the U.S. Securities and Exchange Commission and in other public disclosures made by the Company;
- provide the Company’s employees, consultants, advisors, and members of its Board of Directors who are involved in the preparation of the Company’s public disclosures with information that is accurate, complete, objective, relevant, timely, and understandable;
- comply with all applicable laws, rules, and regulations of federal, state, provincial, and local governments, and other appropriate private and public regulatory agencies;
- maintain the confidentiality of confidential information acquired during the course of such Financial Officer’s employment with the Company;
- record, or participate in recording, entries in the Company’s books and records that are accurate and consistent with the highest standards of accounting practice;
- comply with the Company’s internal controls and procedures for financial reporting and other public disclosures;

- never take any action, directly or indirectly, to coerce, manipulate, mislead, or fraudulently influence the Company's independent public accounting firm in the performance of their audit or review of the Company's financial statements;
- promptly report, including to the Chair of the Audit Committee as appropriate, any (a) material information of which the Financial Officer may be aware that affects the disclosures made by the Company in its public filings; (b) information concerning deficiencies in the design or operation of internal controls that could adversely and materially affect the Company's ability to record, process, summarize, and report financial data; (c) fraud, whether or not material, that involves management or other employees who have a role in the Company's financial reporting, disclosures, or internal controls; or (d) any violation or suspected violation of this Code or of the laws, rules, or regulations applicable to the Company.

With respect to all Financial Officers, this Code is incorporated into the Company's COBE, and the Company's COBE is incorporated into this Code.

The Board of Directors has sole discretionary authority to amend this Code or to waive any provision of this Code for a Financial Officer. Any such amendment or waiver must be publicly disclosed.

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Adopted by the Board of Directors of McGraw Hill, Inc. as of July 2025.

Annual Compliance Certification

I hereby acknowledge that I have received and read a copy of the Code of Conduct (the “**Code**”) for Principal Financial Officers of McGraw Hill, Inc. I understand the contents of the Code, and I agree to comply with the policies and procedures set out in the Code.

I certify that, for the Company’s most recently completed fiscal year, I have adhered to and complied with the requirements of the Code in all material respects.

Signature

Date

Printed Name

Title