

Archipelago Learning, Inc.

Audit Committee Whistleblower Policy

I. Responsibilities of Audit Committee for Accounting Complaints

- A. The Audit Committee (the “Audit Committee”) of the Board of Directors of Archipelago Learning, Inc. (together with its subsidiaries and entities controlled by it, the “Company”) has established the following procedures to receive, retain, investigate and act on complaints and concerns of employees, shareholders and others regarding accounting, internal accounting controls and auditing matters, including complaints regarding attempted or actual circumvention of internal accounting controls or complaints regarding violations of the Company’s accounting policies (“Accounting Complaints”).
- B. In the discretion of the Audit Committee, the responsibilities of the Audit Committee created by these procedures may be delegated to the Chairman of the Audit Committee or to a subcommittee of the Audit Committee.

II. Procedures for Receiving and Investigating Accounting Complaints

A. Accounting Complaints may be made as follows:

- for those employees who wish to protect their anonymity and the confidentiality of their communications to the Audit Committee, via the Archipelago Learning Hotline (Hotline) website (<https://archipelagolearning.alertline.com>) or phone number provided in the employee handbook. You will be given a PIN which is designed to protect your identity and the confidentiality of your complaint throughout the complaint handling process. The Hotline is managed and performed by an independent third party: Global Compliance LLC.
- if confidentiality is not an issue, the Company strongly urges you to discuss any Accounting Complaints with your supervisor, the COO, or the CEO.

B. Accounting Complaints may also be made directly to the Chairman of the Audit Committee in writing as follows:

- to the attention of the Chairman of the Audit Committee, c/o Archipelago Learning, Inc., 3400 Carlisle Street, Suite 345, Dallas Texas 75204-1257.

Any correspondence to the Chairman should be clearly marked as an urgent matter for consideration by the Audit Committee of the Company. The Chairman will, return the Accounting Complaint to the Hotline, but in addition may return the Accounting Complaint at his discretion to an appropriate government or law enforcement agency for investigation, or retain the matter for investigation by the Audit Committee in accordance with paragraph E below.

- C. The Hotline will prepare a written investigation report of all Accounting Complaints (all “priorities”) summarizing in reasonable detail for each complaint: the nature of the complaint (including any specific allegations made and the persons involved); the date of receipt of the complaint; the current status of any investigation into the complaint; and any final resolution of the complaint. The Hotline will distribute a summary of the investigation reports monthly, the “management report”, highlighting recent developments in reasonable detail, to the Audit Committee in advance of each regularly scheduled meeting thereof (other than meetings convened principally to review the Company’s periodic reports under the Securities Exchange Act of 1934, as amended).

- D. Promptly upon receipt of a “priority A” or high priority Accounting Complaint, the Hotline will report the Accounting Complaint directly and promptly to the Audit Committee and senior members of management at the Company in the investigation report. Investigation reports will be prepared in reasonable detail. The Hotline assigns priority levels (A through C) to Accounting Complaints in its sole discretion. Additionally, the Audit Committee will receive directly from the Hotline a monthly management report showing all Accounting Complaints (all priority levels). The Audit Committee will be free in their discretion to engage outside auditors, counsel or other experts to assist in the investigation and in the analysis of results. The Audit Committee may delegate investigatory responsibility to one or more persons, including persons who are not employees of the Company. All investigations will be conducted in a confidential manner, so that information will be disclosed only as needed to facilitate review of the investigation materials or otherwise as required by law. The Audit Committee or their designees may, if they deem it reasonably necessary, require the assistance of the Chief Financial Officer, or any other employees of the Company in investigating and resolving any Accounting Complaint. The parameters of any investigation will be determined by the Audit Committee or their designees at their discretion and the Company’s, and its employees will cooperate as necessary in connection with any such investigation.
- E. At any time the Audit Committee may, in its discretion, determine that it should initiate and/or assume the investigation of any Accounting Complaint. In this case, the Audit Committee will promptly determine what professional assistance, if any, it needs in order to conduct the investigation. The Audit Committee will be free in its discretion to engage outside auditors, counsel or other experts to assist in the investigation of any Accounting Complaint and in the analysis of results, and the Company will pay all fees of such auditors, counsel and experts. In determining that the Audit Committee should investigate any Accounting Complaint, the Audit Committee may consider such matters as the identity of the alleged wrongdoer, the severity and scope of the alleged wrongdoing, the credibility of the allegations made, whether the allegations are mirrored in press or analyst complaints, and any other factors that are appropriate under the circumstances. Nothing in this section shall require the Company to delay the commencement of an investigation into an Accounting Complaint until the next scheduled meeting of the Audit Committee.

III. Protection of Whistleblowers

Consistent with the policies of the Company, the Audit Committee and the Company’s management will not retaliate or attempt to retaliate, and will not tolerate any retaliation or attempted retaliation by any other person or group, directly or indirectly, against anyone who, in good faith, makes an Accounting Complaint or provides assistance or information to the Audit Committee, the Hotline or the Company’s management or any other person or group, including any governmental, regulatory or law enforcement body, investigating or otherwise helping to resolve an Accounting Complaint.

IV. Confidential and Anonymous Reports by Employees

Employees of the Company are expressly authorized to make Accounting Complaints using the procedures described in Section II above on a confidential or anonymous basis. All Accounting Complaints received from employees will be treated confidentially or anonymously, as applicable, to the extent reasonable and practicable under the circumstances.

V. Records; Attorney-Client Privilege

The Audit Committee will retain on a strictly confidential basis for a period of seven years (or otherwise as required under the Company’s record retention policies in effect from time to time) all records relating to any Accounting Complaint and to the investigation and resolution thereof. All such records are confidential to the Company and are protected by attorney-client privilege and/or the attorney work product doctrine. Such records will be considered privileged and confidential.

VI. Publication of Procedures

The Company will cause these procedures to be communicated to all employees and posted externally on the Company's corporate website.