

STUDENT TRANSPORTATION INC.

CODE OF CONDUCT

The following code of conduct was adopted by the board of directors of Student Transportation Inc. (the “**Issuer**”) on September 21, 2006, and amended and re-approved on November 6, 2014 and again on the date set out above.

This Code of Conduct (“**Code**”) covers a wide range of business practices and procedures. It does not cover every issue that may arise, but sets out basic ethical principles to guide all directors, officers and employees of the Issuer and of Student Transportation of America Holdings, Inc. (“**STA Holdings**” or “**STA**”) and their subsidiaries (collectively, “**STA Personnel**”). All STA Personnel must conduct themselves accordingly and seek to avoid even the appearance of improper behaviour.

If a law conflicts with a policy in this Code, STA Personnel must comply with the law. If a local custom or policy conflicts with this Code, STA Personnel must comply with this Code

The board of directors of STA Holdings is responsible for administering this Code.

If you have any questions about these conflicts or any problem covered by the issues in this Code, you should follow the escalation process stated below (the “**STA Escalation Process**”), until your question or concern is answered or resolved. At any time an employee may contact National Hotline Services (“**NHS**”) at **1-800-826-6762**, STA’s third party integrity hotline, to report a conflict, violation or problem. You may raise a conflict, violation or problem in complete confidence. The policy of STA is to prohibit retaliation of any kind against employees if they contact NHS or raise good faith concerns, including possible violations of this Code.

1. Discuss the problem with your manager. In many cases, your manager will be knowledgeable about the question and will appreciate being brought into the decision-making or remedy process. Remember that it is your manager’s responsibility to help solve problems as appropriate;
2. In any case where it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, you may discuss it locally with your manager’s superior;
3. If discussing the matter locally with your manager’s superior is not appropriate, for any reason, contact your regional human resources contact or the head of Human Resources directly;
4. If this is not possible, for any reason, STA has established an independent third party integrity hotline. STA Personnel may contact NHS at **1-800-826-6762** if such a concern arises regarding this Code. NHS will forward the question to the appropriate corporate personnel;
5. Management, as necessary, may consult with STA legal counsel in order to determine the proper course of action for any conflict or problem identified.

STA Personnel who violate the standards in this Code will be subject to disciplinary action, up to and including termination of their employment or other relationship with the Issuer or its subsidiaries (collectively, the “STA Entities”). If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described below under “Compliance Procedures”.

THE CODE

Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which the STA Entities’ ethical standards are built and is critical to our reputation and continued success. All STA Personnel must respect and obey the laws of the

various jurisdictions in which the STA Entities operate and avoid even the appearance of impropriety. Although not all STA Personnel are expected to know the details of these laws, it is important to know enough to determine when to seek advice from executive officers or other appropriate personnel.

Conflicts of Interest

A “conflict of interest” exists in regard to this Code when a person’s private interests interfere in any way with the legitimate interests of the STA Entities. A conflict of interest can arise when STA Personnel take actions or have interests that may make it difficult for them to perform their work for an STA Entity objectively and effectively. Conflicts of interest also may arise when STA Personnel or members of their families receive improper personal benefits as a result of their positions with an STA Entity.

Conflicts of interest are to be eliminated or avoided as a matter of policy, except as may be approved (after full and appropriate disclosure) by the board of directors of the Issuer. Conflicts of interest may not always be clear-cut. If you have a question, you should consult with your supervisor or department head. Any STA Personnel who become aware of a conflict or potential conflict should follow the STA Escalation Process and consult the procedures described below under “Compliance Procedures”.

Corporate Opportunities

STA Personnel are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or positions, without the consent of the board of directors, and from using corporate property, information or positions for improper personal gain. No STA Personnel may compete with any of the STA Entities directly or indirectly. STA Personnel owe a duty to each STA Entity to advance its legitimate interests when the opportunity to do so arises.

Protection and Proper Use of STA Entity Assets

All STA Personnel should endeavor to protect STA Entity assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the profitability of the STA Entities. Any suspected incident of fraud or theft should be reported immediately to your supervisor or department head for investigation and STA Personnel should follow the STA Escalation Process.

The obligation of STA Personnel to protect the assets of the STA Entities includes the STA Entities’ proprietary information. Proprietary information includes any information that is not known generally to the public or would be helpful to competitors of any of the STA Entities. Examples of proprietary information include intellectual property (such as trade secrets, patents, trademarks and copyrights), business, marketing and service plans, designs, databases, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate STA Entity policy and could be illegal and result in civil or criminal penalties. The obligation to preserve the confidentiality of proprietary information continues even after STA Personnel cease to have a relationship with the STA Entities. STA Entity assets may never be used for illegal purposes.

Competition and Fair Dealing

The STA Entities seek to excel and to outperform any competitors fairly and honestly through superior performance and not through unethical or illegal business practices. Taking proprietary information without the owner’s consent, inducing disclosure of that information by past or present employees of other persons or using that information is prohibited. STA Personnel should respect the rights of, and deal fairly with, the STA Entities’ competitors, persons with whom the STA Entities have a business relationship, securityholders and employees. No STA Personnel should take advantage of anyone through illegal conduct, manipulation, concealment, abuse of proprietary information, misrepresentation of material facts or any other intentional unfair-dealing practice. Nor should any STA Personnel act in a manner that may be anti-competitive under anti-trust laws. Each of the CEO or CFO of STA Holdings, is available to assist STA Personnel in determining whether it is appropriate to seek the advice of legal counsel on the matter.

Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill and constructive relationships among business partners. These courtesies may include such things as meals and beverages, tickets to sporting or

cultural events, discounts not available to the general public, accommodation and other merchandise or services. In some cultures, they play an important role in business relationships. However, a problem may arise when these courtesies compromise, or appear to compromise, an STA Entity's ability to make fair and objective business decisions.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times and do not change during traditional gift-giving seasons.

No gift or entertainment should ever be offered, given, provided, authorized or accepted by any STA Personnel or their family members unless it is not a cash gift, is consistent with customary business practices, is not excessive in value, cannot be construed as a bribe or payoff and does not violate any laws. Offering or being involved in a bribe or payoff of any kind is strictly prohibited by STA under all circumstances. Strict rules apply when an STA Entity does business with governmental agencies and officials (as discussed in more detail below). STA Personnel should follow the STA Escalation Process regarding any gifts or proposed gifts about which they have any questions.

Payments to Government Personnel

All STA Personnel must comply with all laws prohibiting improper payments to domestic and foreign officials. Government agencies generally have laws regarding business gifts that may be accepted by their personnel. The promise, offer or delivery to an official or employee of various governments of a gift, favour or other gratuity in violation of such laws would not only violate the STA Entities' policies but could also be a criminal offence. Illegal payments, bribes or payoffs of any kind should not be made to government officials of any country. STA Personnel are directed to follow the STA Escalation Process prior to arranging any payment or gift to any governmental official or employee.

Lobbying

Any contact with government personnel for the purpose of influencing legislation or rule making, including such activity in connection with marketing or procurement matters, is considered lobbying. STA Personnel are responsible for knowing and adhering to all relevant lobbying laws and associated gift laws, if applicable, and for compliance with all reporting requirements. STA Personnel must follow the STA Escalation Process to obtain the prior approval to lobby or authorize anyone else (for example, a consultant or agent) to lobby on behalf of the STA entities, except when lobbying only involves normal marketing activities and not influencing legislation or rule making.

Discrimination and Harassment

The diversity of STA Personnel is a tremendous asset. The STA Entities are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any abuses through discrimination or harassment of any kind, or in any format including by email, texts, or posts or entries via social media. Examples include sexual comments of any nature and derogatory comments, whether thought to be "joking" or otherwise, based on racial, physical or ethnic characteristics and unwelcome (or indiscreet) sexual advances. Violence and threatening behavior or comments are not permitted. STA Personnel are directed to follow the STA Escalation Process when a co-worker's conduct makes them uncomfortable and to report harassment when it occurs.

Health and Safety

The STA Entities strive to provide all STA Personnel with a safe and healthy work environment. All STA Personnel have responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions to a supervisor or department head. Being under the influence, or being in possession, of illegal drugs in the workplace will not be tolerated. STA Personnel should report to work in condition to perform their duties free from the influence of illegal drugs or alcohol. It cannot be stressed enough that STA Personnel are in a position of trust in regard to its clients.

Accuracy of Records and Reporting

The STA Entities require honest and accurate recording and reporting of information to make responsible business decisions. Each STA Entity's accounting records are relied upon to produce reports for management, directors,

securityholders, governmental agencies and persons with whom the applicable STA Entity does business. All of each STA Entity's financial statements and the books, records and accounts on which they are based must appropriately reflect such STA Entity's activities and conform to applicable legal, accounting and auditing requirements and to the STA Entity's system of internal controls. Unrecorded or "off the books" funds or assets shall not be maintained unless required by applicable law or regulation.

All STA Personnel have a responsibility, within the scope of their positions, to ensure that each STA Entity's accounting records do not contain any false or intentionally misleading entries. The STA Entities do not permit intentional misclassification of transactions as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

All STA Personnel should also read the Issuer's Audit Committee "Whistleblower" Policy, which can be found on STA's website.

Many STA Personnel use business expense accounts. Expense reports for these accounts must be prepared in accordance with STA company policies and be documented and recorded accurately. If STA Personnel are not sure whether a certain expense is legitimate, STA Personnel should follow the STA Escalation Process.

Business records and communications often become public through legal or regulatory proceedings or the media. STA Personnel should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations. This requirement applies equally to communications of all kinds, including e-mail, informal notes, internal memos and formal reports.

Use of E-Mail and Internet Services

E-mail and internet services are provided to assist STA Personnel in carrying out their work only. STA Personnel may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit images, videos, messages, cartoons, or jokes; unwelcome propositions; derogatory messages based on racial or ethnic characteristics; or any other message that could reasonably be viewed as harassment. Flooding the STA Entities' web-based system with junk mail and trivia hampers the ability of the system to handle legitimate business and is prohibited.

Messages (including voice-mail) and computer information sent, received or created by STA Personnel are considered property of the STA Entities and STA Personnel should realize that these messages and information are not "private". Unless prohibited by law, the STA Entities reserve the right to access and disclose those messages and information as necessary for business purposes. STA Personnel should use good judgment and not access, send messages or store any information that they would not want to be seen or heard by others.

Confidentiality

While material information concerning the Issuer must generally be disclosed to the public promptly, there are a number of situations in which immediate release of information would be unduly detrimental to the interests of the Issuer. Accordingly, the following guidelines should be followed by all directors, officers and employees of the Issuer and STA Holdings and subsidiaries to prevent inadvertent disclosure of confidential information:

1. Access to confidential information should be limited to only those who need to know the information. Documents containing confidential information should be maintained in a secure location and confidential information in electronic form should be protected by a password.
2. Before a meeting with other parties at which undisclosed material information may be imparted, the other parties should be told that they must not divulge that information to anyone else, other than in the necessary course of business, and that they may not trade in the Issuer's securities until the information has been generally disclosed. In most such circumstances, a confidentiality agreement should be entered into before disclosure of any material non-public information at such meeting. Any directors, officers or employees planning to attend such a meeting should confer with the Chief Executive Officer of STA Holdings in advance to confirm whether a confidentiality agreement is required.

3. The Chief Executive Officer of STA Holdings shall act as the Issuer's designated spokesperson and shall be responsible for speaking on behalf of the Issuer to the news media, analysts, institutional investors and others who make or influence investments. Any other director, officer or employee who is specifically and expressly authorized to speak to the media, analysts, institutional investors and others who make or influence investments should be briefed in advance to review what information is material and what part of it has not been disclosed. With respect to enquiries in connection with market rumours, any person other than the Issuer's designated spokesperson should consistently limit himself or herself to referring the questions to that designated spokesperson. Designated spokespersons should be prepared to deflect questions relating to confidential information. After an interview, press conference, discussion with an analyst or visit to the Issuer's premises by an analyst, if practicable, a debriefing should be conducted to review what was actually said and a record of what was said should be kept. If the debriefing uncovers selective disclosure of previously undisclosed material information, the Issuer must promptly disclose the information generally.
4. All employees who are or may be aware of confidential information (including clerical staff) must be explicitly warned to keep it confidential. Employees should be reminded from time to time not to disclose confidential information to anyone, except in the necessary course of business, and after appropriate measures have been taken to protect the confidentiality of such information. Employees are not to discuss confidential information in situations where they may be overheard and not to participate in discussions regarding decisions by others about investments in the Issuer (for example, through discussions in an investment club).
5. As a part of the Issuer's day-to-day operations it will, where appropriate, routinely disclose material non-public information to professional advisors such as external legal counsel and auditors. Employees should be aware that such outside parties privy to undisclosed material information concerning the Issuer will be apprised by STA officials that they must not divulge such information to anyone else, other than in the necessary course of business, and that they may not trade in the Issuer's securities until the information has been publicly disclosed and public investors have been given a reasonable amount of time to analyze the information.
6. In order to prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed at all times:
 - Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business. Code names should be used if necessary.
 - Confidential matters should not be discussed in public places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes, taxis or the subway.
 - Confidential documents should not be read or displayed or left unattended in public places in a manner that others also might read them and should not be discarded where others can retrieve them.
 - Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
 - Persons from outside the Issuer should not be allowed to use or be in an area (such as an office) unattended where documents containing confidential information might be read by them.
 - Persons from outside the Issuer should not be told whether a "trading blackout" has been designated under the Insider Trading Policy.
 - Access to confidential electronic data should be restricted through the use of passwords.
7. While judgement and care should be exercised at all times, the individual responsible for a particularly sensitive matter should consider whether other steps would be appropriate to minimize the risk of the confidentiality of information being compromised. Those steps might include:

- Restricting access to the information within the Issuer.
- Marking all envelopes or packages containing sensitive materials as confidential and for opening by the addressee only.
- Storing sensitive information on computers in a manner that limits the risk that unauthorized operators might gain access.
- Logging-off computers when away from the terminal for any substantial period.
- Not leaving laptops unattended in airports or other public places.
- Omitting names of parties and other identifying information from preliminary drafts of documents for sensitive matters.
- Destroying all confidential waste paper by shredding.

A “material change” in the affairs of the Issuer means a change in the business, operations or capital of the Issuer that could reasonably be expected to have a significant effect on the market price or value of any of the securities of the Issuer. A “material change” includes a decision to make such a change by the board of directors or by senior management of the Issuer who believe that board confirmation is probable. A “material fact” means a fact that would reasonably be expected to have a significant effect on the market price or value of the Issuer’s securities. Material facts and material changes are collectively referred to in this policy as “material information”.

WAIVERS OF THE CODE

Any waiver of this Code for directors or executive officers may be made only by the directors of the Issuer (or a committee of the board of directors, or other designees, to whom that authority has been delegated) and will be promptly disclosed as required by law or stock exchange regulation. Any questions, and all requests for exceptions from this policy, should follow the STA Escalation Process, and it will be referred to the Board, or its designee, to determine whether or not it is appropriate to vary the policy in such circumstances.

REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Each of the STA Entities has a strong commitment to the conduct of its business in a lawful and ethical manner. STA Personnel should contact the NHS integrity hotline at **1-800-826-6762** about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the STA Entities not to allow retaliation for reports of misconduct by others made in good faith. It is, at the same time, unacceptable to file a report knowing that it is false. All STA Personnel are expected to cooperate in internal investigations of misconduct.

COMPLIANCE PROCEDURES

All STA Personnel must work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that the STA Entities have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will help you to focus on the specific question you are faced with and the alternatives you have. Use your judgement and common sense - if something seems like it might possibly be unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

- Follow the STA Escalation Process set out on Page 1 of this Code.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The STA Entities do not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

All STA Personnel must also read, and abide by, the Issuer's Disclosure Policy, Audit Committee "Whistleblower" Policy, Insider Trading Policy, and Anti Hedging Policy, each of which can be found on STA's website.

ACKNOWLEDGEMENT FORM

I acknowledge that I have received and read the Code of Conduct of Student Transportation Inc. (the “Code”) as well as the Issuer’s Disclosure Policy, Audit Committee “Whistleblower” Policy, Insider Trading Policy, and Anti-Hedging Policy, and understand my obligations to comply with the principles and policies outlined in them and with related policies and guidelines of the STA Entities.

Name (printed):

Position:

Signature:

Date:

This signed and completed form must be returned to STA Corporate Office, Wall, N.J., attention Head of Human Resources, within 30 days of receiving a copy of the Code.