

Related Person Transaction Policy

October 2013

HOUGHTON MIFFLIN HARCOURT COMPANY

RELATED PERSON TRANSACTIONS POLICY

This document sets forth the policy of Houghton Mifflin Harcourt Company, a Delaware corporation (the “Company”), with respect to the review, approval, ratification and disclosure of transactions or arrangements between the Company and its directors, executive officers and other related persons.

The Company recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its stockholders. The Company recognizes however that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its stockholders. Therefore, the Company has adopted the procedures set forth below for the review, approval, ratification and disclosure of all Related Person Transactions by the Company’s Audit Committee of the Board of Directors (the “Committee”). The Committee will have overall responsibility for the implementation and compliance with this Policy.

A. Related Person Transactions

For the purposes of this Policy, a “Related Person Transaction” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000 and in which any Related Person (as defined below) had, has or will have a direct or indirect interest.

For purposes of this Policy, a “Related Person” means:

1. any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
2. any person (including any “group” as that term is used in Section 13(d)(3) of the U.S. Securities Exchange Act of 1934) who is known to be the beneficial owner of more than 5% of any class of the Company’s voting securities;
3. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and
4. any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

“Related Person Transactions” shall exclude all employment relationships or transactions involving an executive officer and any related compensation resulting solely from that employment relationship which have been reviewed and approved by the Company’s Board of Directors, Compensation Committee or group of independent directors of the Company performing a similar function.

B. Review and Approval Procedures

Prior to entering into any Related Person Transaction, (a) the Related Person, (b) the director, executive officer, nominee or beneficial owner who is an immediate family member of the Related Person, or (c) the business unit or function/department head responsible for the potential Related Person Transaction shall provide notice to the legal department of the facts and circumstances of the proposed Related Person Transaction.

Such notice shall include (i) the Related Person’s relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal and interest that would be involved and other principal terms of such indebtedness; (iii) the benefits to the Company of the proposed Related Person Transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. In the event the notice is provided to the legal department by someone other than the business unit or function/department head responsible for the potential Related Person Transaction, a member of the legal department shall meet with the relevant business unit or function/department head to confirm and supplement the information provided in the original notice. The legal department will assess whether the proposed transaction is a Related Person Transaction for purposes of this Policy.

The legal department shall also periodically inquire of directors and executive officers with respect to any potential Related Person Transaction of which they may be a party or of which they may be aware, through the Company’s annual directors and officers questionnaires or otherwise.

If the legal department determines that the proposed transaction is a Related Person Transaction for purposes of this Policy, the proposed Related Person Transaction shall be submitted to the Committee for consideration at the next Committee meeting or, in those instances in which the legal department, in consultation with the Chief Executive Officer or the Chief Financial Officer, determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, to the Chair of the Committee (who will possess delegated authority to act between Committee meetings).

The Committee, or where submitted to the Chair, the Chair, shall consider all of the relevant facts and circumstances available to the Committee or the Chair, including (if applicable) but not limited to: the benefits to the Company; the impact on a director’s independence in the event the Related Person is a director, an immediately family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. The Committee may seek bids, quotes or independent valuations from third parties in connection with assessing any Related Person Transaction.

No member of the Committee shall participate in any review, consideration, approval or ratification of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person.

The Committee (or the Chair) shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company, as the Committee (or the Chair) determines in good faith. The Committee or Chair, as applicable, shall convey the decision to the General Counsel, who shall convey the decision to the appropriate persons within the Company.

The Chair of the Committee shall report to the Committee at the next Committee meeting any approval under this Policy pursuant to delegated authority.

C. Ratification Procedures

In the event that the Company's Chief Executive Officer, Chief Financial Officer or General Counsel becomes aware of a Related Person Transaction that has not been previously reviewed, approved or ratified under this Policy and that is ongoing or completed, such transaction shall be submitted to the Committee or Chair of the Committee promptly pursuant to the procedures described under "B – Review and Approval Procedures" above.

The Committee (or the Chair) shall review and consider all of the relevant facts and circumstances related to this transaction as provided under "B – Review and Approval Procedures" above and shall evaluate all options, including but not limited to ratification, rescission amendment or termination of the Related Person Transaction.

D. Annual Review of Ongoing Transactions

From time to time, the Committee shall review any previously approved or ratified Related Person Transactions that remain ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from the Company of more than \$120,000. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Committee shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate the Related Person Transaction.

E. Other Items

The Committee shall review the Company's related person transactions disclosures in its annual proxy statement, its annual report on Form 10-K filed with the SEC and other public disclosures.

The Committee will review this Policy at least annually and may amend this Policy from time to time.