

Notice of Annual General Meeting

to be held at 12 noon on Friday, 24 April 2015

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or transferred all of your ordinary shares in Pearson plc, please pass this document and the enclosed form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A form of proxy for the Annual General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach the company's registrar, Equiniti, no later than 12 noon on Wednesday, 22 April 2015. Alternatively, you may register your vote online by visiting the registrar's website at www.sharevote.co.uk or, if you already have a portfolio registered with Equiniti, by logging onto www.shareview.co.uk

In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number which are given on the enclosed form of proxy. If you are a member of CREST, the electronic settlement system for UK securities, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the notes to the notice of Annual General Meeting (see pages 8 and 9 of this document) and in the form of proxy. Electronic and CREST proxy voting instructions should also be submitted no later than 12 noon on Wednesday, 22 April 2015. Completion of a form of proxy or the appointment of a proxy electronically will not stop you from attending the meeting and voting in person should you so wish.

To shareholders

20 March 2015

Dear shareholder,

I am writing to give you details of the business which will be conducted at the Annual General Meeting (AGM or the meeting) of Pearson plc (Pearson or the company) to be held at 8 Northumberland Avenue, London WC2N 5BY at 12 noon on Friday, 24 April 2015.

Voting on all of the proposed resolutions at the AGM will be conducted on a poll rather than on a show of hands. Voting on a poll is more transparent and equitable because it includes the votes of all shareholders, including those cast by proxies, rather than just the votes of those shareholders who attend the meeting.

Shareholders of the company (shareholders) will be asked to consider and, if thought fit, approve resolutions in respect of the following matters:

Ordinary business

The company's accounts and the reports of the directors of the company (directors) and the auditors of the company (auditors);

The final dividend for the year ended 31 December 2014;

Re-election and reappointment of directors;

Approval of the annual remuneration report for the year ended 31 December 2014;

Reappointment of PricewaterhouseCoopers LLP (PwC) as auditors for the ensuing year;

Authority to determine the remuneration of the auditors; and

Authority to allot shares.

Special business

Waiver of pre-emption rights in certain circumstances; and

Authority for the company to purchase its own shares.

A brief description of these matters is set out below.

Notice of AGM

The notice convening the AGM is set out on pages 8 and 9 of this document (the notice).

Report and accounts and final dividend (resolutions 1 and 2)

The first resolution at the AGM relates to the receipt and consideration of the company's accounts and the reports of the directors and the auditors for the financial year ended 31 December 2014.

Separately, shareholders will also be asked to approve the payment of a final dividend of 34 pence per ordinary share in respect of the year ended 31 December 2014, as recommended by the directors.

If the recommended final dividend is approved, it is proposed that the dividend will be paid on 1 May 2015 to shareholders on the company's register of members at the close of business on 7 April 2015 (the record date).

Re-election and reappointment of directors (resolutions 3 to 11)

In accordance with the UK Corporate Governance Code (the Code), all of the directors being eligible will offer themselves for re-election at the AGM. The re-election of directors will take effect at the conclusion of the meeting. As previously indicated, David Arculus and Ken Hydon are to step down from the board at the AGM and consequently will not offer themselves for re-election. As announced on 27 February 2015, it is intended that, conditional upon his re-election at the AGM, Robin Freestone will step down from the board on 1 August 2015 at which time Coram Williams will be appointed as an executive director and chief financial officer.

Following the evaluation exercise conducted during the year ended 31 December 2014, as chairman, I believe that the contribution and performance of each of the directors continues to be valuable and effective and that it is appropriate for them to continue to serve as directors of the company. In accordance with the Code, the board has reviewed the independence of its non-executive directors and has determined that they remain fully independent of management and that there are no relationships or circumstances likely to affect their character or judgement.

Biographical details for each of the directors offering themselves for re-election or reappointment are set out on the following pages:

**Elizabeth Corley, CBE Non-executive director
aged 58, appointed 1 May 2014**

**Member of the nomination and remuneration
committees**

Elizabeth is chief executive officer of Allianz Global Investors, one of the world's leading investment organisations. She was previously at Merrill Lynch Investment Managers and Coopers & Lybrand. Elizabeth is a member of the board of the Investment Association, a member of the European Securities and Markets Authority's stakeholder group, an advisory council member of TheCityUK and is non-executive director of the Financial Reporting Council in the UK. She is also a member of the management committee of the Forum of European Asset Managers, a member of the CFA Future of Finance Council and a member of the Committee of 200. Elizabeth was appointed Commander of the Order of the British Empire (CBE) in the 2015 New Year Honours, for services to the financial sector. She is also a fellow of the Royal Society of Arts and an accomplished crime fiction author.

**Vivienne Cox Senior independent director
aged 55, appointed 1 January 2012**

**Chairman of the reputation & responsibility committee
and member of the audit, nomination and remuneration
committees**

Vivienne has wide experience in energy, natural resources and business innovation. She worked for BP plc for 28 years, in Britain and Continental Europe, in posts including executive vice president and chief executive of BP's gas, power & renewables business and its alternative energy unit. She is non-executive director of Stena International and of energy company BG Group plc, and chairman of the supervisory board of Vallourec, which supplies tubular systems for the energy industry. She is also lead independent director at the UK Department for International Development. Vivienne is a commissioner of the Airports Commission, which was set up by the UK government to examine any requirements for additional UK airport capacity.

**John Fallon Chief executive
aged 52, appointed 3 October 2012**

John became Pearson's chief executive on 1 January 2013. Since 2008 he had been responsible for the company's education businesses outside North America, and a member of the Pearson management committee. He joined Pearson in 1997 as director of communications

and was appointed president of Pearson Inc., a role he combined with his communications responsibilities, in 2000. In 2003, he was appointed CEO of Pearson's educational publishing businesses for Europe, Middle East & Africa (EMA) and gradually took on a broader international education brief. Prior to joining Pearson, John was director of corporate affairs at Powergen plc, where he was also a member of the company's executive committee. Earlier in his career, John held senior public policy and communications roles in UK local government. He is an advisory board member of the Global Business Coalition for Education.

**Robin Freestone Chief financial officer
aged 56, appointed 12 June 2006**

Robin's experience in management and accounting includes a previous role as group financial controller of Amersham plc (now part of General Electric) and senior financial positions with ICI plc, Zeneca and Henkel UK. He was also a non-executive director and founder shareholder of eChem Limited until May 2014 when the company was sold. Robin joined Pearson in 2004 as deputy chief financial officer and became chief financial officer in June 2006. He qualified as a chartered accountant with Touche Ross (now Deloitte), and currently sits on the Advisory Group of the ICAEW's Financial Reporting Faculty and was, until December 2014, chairman of The Hundred Group of Finance Directors. He also sits on the CBI's Economic Growth board.

**Josh Lewis Non-executive director
aged 52, appointed 1 March 2011**

**Member of the nomination and remuneration
committees**

Josh's experience spans finance, education and the development of digital enterprises. He is the founder of Salmon River Capital LLC, a New York-based private equity/venture capital firm focused on technology-enabled businesses in education, financial services and other sectors. Over a 25-year career in active, principal investing, he has been involved in a broad range of successful companies, including several pioneering enterprises in the education sector. In addition, he has long been active in the non-profit education sector, with associations including New Leaders, New Classrooms, and the Bill & Melinda Gates Foundation. He is also a non-executive director of eVestment and Axioma, both financial data/technology companies, and Parchment, an education credentials management company.

Linda Lorimer Non-executive director
aged 62, appointed 1 July 2013

Member of the audit, nomination and reputation & responsibility committees

Linda has a deep background in education strategy, administration and public affairs. She is vice president for Global & Strategic Initiatives at Yale University, where her duties include oversight of Yale's Office of International Affairs and Office of Digital Dissemination. Over a 30-year career in higher education, she has been responsible for many of Yale's administrative services including the university's public communications, alumni relations and Office of Sustainability. Previously, Linda served as president of Randolph-Macon Woman's College in Virginia, and had earlier worked at Yale in several senior roles including associate provost. She is a non-executive director of Save the Children (US) and was chair of the board of the Association of American Colleges and Universities.

Harish Manwani Non-executive director
aged 61, appointed 1 October 2013

Member of the nomination and reputation & responsibility committees

Harish has an extensive background in emerging markets and senior experience in a successful global organisation. He was previously chief operating officer of consumer products company Unilever, having joined the company in 1976 as a marketing management trainee in India, and held senior management roles around the world, including North America, Latin America, Europe, Africa and Asia. He is non-executive chairman of Hindustan Unilever Limited in India, and serves on the boards of Whirlpool Corporation, Qualcomm Inc. and Nielsen N.V. He is also on the board of the Indian School of Business and the Economic Development Board (EDB) of Singapore.

Glen Moreno Chairman
aged 71, appointed 1 October 2005

Chairman of the nomination committee and member of the remuneration committee

Glen has more than four decades of experience in business and finance, and is currently non-executive director and chairman designate of Virgin Money Holdings (UK) plc and non-executive director of Fidelity International Limited. He is also a senior adviser to HSBC and chairman of the Global Leadership and Technology Exchange leadership board. Previously, Glen was deputy chairman of The Financial Reporting Council Limited in the UK, deputy chairman and senior independent director at Lloyds Banking Group plc, senior independent director of Man Group plc and acting chairman of UK Financial Investments Limited, the company set up by HM Treasury to manage the government's shareholdings in UK banks.

Tim Score Non-executive director
aged 54, appointed 1 January 2015

Member of the audit and nomination committees

Tim has been chief financial officer of ARM Holdings plc, the world's leading semiconductor IP company, for 13 years, with extensive experience of the technology sector and in both developed and emerging markets, particularly China. He is an experienced non-executive director and currently sits on the board of The British Land Company plc. He served on the board of National Express Group plc from 2005 to 2014, including time as interim chairman and six years as the senior independent director. Earlier in his career Tim held senior finance roles with Rebus Group, William Baird, BTR plc and others.

Having been appointed as directors since the last AGM, Elizabeth and Tim will retire at the forthcoming AGM and, in accordance with the articles and being eligible, will offer themselves for reappointment by shareholders.

Report on directors' remuneration (resolution 12)

The company believes that the report on directors' remuneration clearly demonstrates the link between our remuneration policy and practice, and the company's strategy and performance, as well as our commitment to shareholder engagement.

The remuneration policy sets out the company's forward-looking policy on directors' remuneration and describes the components of the executive and non-executive directors' remuneration. The remuneration policy was approved by shareholders at the 2014 AGM and took effect from 25 April 2014 and is expected to continue to apply until the 2017 AGM. A summary of the remuneration policy is included in the report on directors' remuneration and a full copy of the remuneration policy is available on the governance page of the company's website at www.pearson.com/governance

The directors are required to seek shareholder approval for the company's remuneration policy at least every three years, except in certain circumstances where an earlier vote would be required. The directors are not seeking approval for the company's remuneration policy this year.

The annual remuneration report is included in the report on directors' remuneration and provides details of the remuneration paid to the directors during the year ended 31 December 2014, including share awards and any payments for loss of office. Shareholders are invited to approve the annual remuneration report under resolution 12. This vote is advisory in nature in that payments made or promised to directors will not have to be repaid, reduced or withheld in the event that the resolution is not passed. This vote will be in respect of the content of the annual remuneration report and not specific to any director's level or terms of remuneration.

Auditors (resolutions 13 and 14)

Resolutions will be proposed to reappoint PwC as auditors until the conclusion of the AGM in 2016 and to authorise the directors to determine the remuneration of the auditors.

Directors' authority to allot shares (resolution 15)

Further to the provisions of section 551 of the Companies Act 2006 (the Act), shareholders will be asked to grant the board of directors the authority to allot shares, grant rights to subscribe for shares, or convert any security into shares in the company (the new authority). The new authority would be valid until the close of the AGM in 2016.

If passed, the new authority would be limited to up to 273,425,922 ordinary shares (representing approximately 33.3% of Pearson's issued ordinary share capital as at 2 March 2015) save that, if the new authority were used in connection with a rights issue, it would be limited to up to 546,851,844 ordinary shares (representing approximately 66.6% of Pearson's issued share capital as at 2 March 2015).

In each case the number of shares to which the new authority applies is in addition to those committed to the various share option and employee share plans. At the date this document was approved by the board, the directors had no intention to exercise this authority, although they considered its grant to be appropriate in order to preserve maximum flexibility for the future. The directors intend to seek the approval of shareholders to renew this authority annually.

Waiver of pre-emption rights (resolution 16)

As in previous years, a resolution will also be proposed to waive (under the provisions of section 570 of the Act) the statutory pre-emption provisions applicable to the allotment of equity securities for cash contained in section 561 of the Act for a period ending at the close of the AGM in 2016.

Accordingly, resolution 16 proposes that authority is granted to the board to issue equity securities for cash consideration either (i) by way of a rights or other pre-emptive issue or (ii) by way of a non-pre-emptive issue, in the latter case limited to a total of 41,013,888 ordinary shares, representing approximately 5% of Pearson's issued ordinary share capital as at 2 March 2015. This resolution is conditional on resolution 15 being passed.

At the date this document was approved by the board, the directors had no intention to exercise this authority, although they considered its grant to be appropriate in order to preserve maximum flexibility for the future. The directors intend to comply with the Pre-Emption Group's Statement of Principles in relation to the cumulative three-year cap regarding non-pre-emptive issues for cash. The directors intend to seek the approval of shareholders to renew this authority annually.

Authority to purchase own shares (resolution 17)

As in previous years, shareholders will be asked to authorise the market purchase by Pearson of a proportion of its issued ordinary share capital, subject to the limits referred to below.

The directors consider it prudent to be able to act at short notice if circumstances warrant. In considering the purchase of ordinary shares, the directors will follow the procedures laid down in the Act and will take into account cash resources, capital requirements and the effect of any purchase on gearing levels and on earnings per equity share. They will only consider exercising the authority when satisfied that it would be in the best interests of the company and its shareholders as a whole to do so, having first considered any other investment opportunities open to the company.

Any purchase by the company of its own shares pursuant to this authority will be paid for out of distributable profits. Any shares which are repurchased will be dealt with in accordance with section 724 of the Act. The company is entitled to hold the shares as treasury shares, sell them for cash, cancel them or transfer them pursuant to an employee share plan. The authority, which will expire at the close of the AGM in 2016, will be limited to the purchase of 82,027,776 ordinary shares, representing approximately 10% of Pearson's issued ordinary share capital as at 2 March 2015. The maximum price (excluding expenses) to be paid per ordinary share on any occasion will be restricted to the higher of (i) 105% of the average of the middle market quotations of an ordinary share of the company derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current bid for an ordinary share as derived from the London Stock Exchange Trading System. The minimum price will be 25p per ordinary share.

Shareholders should understand that the maximum number of shares and the price range are stated merely for the purposes of compliance with statutory and Financial Conduct Authority (FCA) requirements in seeking this authority and should not be taken as any indication of the terms upon which the company intends to make such purchases. At the date this document was approved by the board, the directors had no intention to exercise this authority.

The company's issued share capital as at 2 March 2015 (the latest practicable date prior to the publication of this document) was 820,277,766 ordinary shares of 25p each. The total number of options to subscribe for ordinary shares which were outstanding as at 2 March 2015 was approximately 3.33 million, which represents approximately 0.41% of the issued share capital of the company at that date. If the maximum number of 82,027,776 shares were to be purchased by the company (under resolution 17), the adjusted issued share capital would be 738,249,989 and the options outstanding would represent approximately 0.45% of the adjusted issued share capital.

Annual General Meeting

The resolutions referred to in this letter are included in the notice of AGM set out on pages 8 to 9 of this document. The AGM is to be held at 8 Northumberland Avenue, London WC2N 5BY at 12 noon on Friday, 24 April 2015. If you are unable to attend the meeting, please complete and return the enclosed form of proxy in the prepaid envelope provided so as to reach the company's registrar, Equiniti, not less than 48 hours before the time of the meeting. Alternatively, you may register your vote online by visiting the registrar's website at www.sharevote.co.uk or, if you already have a portfolio registered with them, by logging onto www.shareview.co.uk. In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number which are given on the enclosed form of proxy. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the notes to the notice of AGM and in the form of proxy.

Completion of a form of proxy or the appointment of a proxy electronically, will not stop you from attending the AGM and voting in person should you so wish.

If you are unable to attend the AGM but would like to ask a question, please e-mail:

glenmoreno-agm@pearson.com

Recommendation

In the opinion of the directors, the passing of resolutions 1 to 17 is in the best interests of the company and its shareholders as a whole. Your directors unanimously recommend that you vote in favour of resolutions 1 to 17 as they intend to do in respect of their own beneficial holdings.

Yours sincerely



Glen Moreno Chairman

Directors

Chairman

G R Moreno

Executive directors

J J Fallon (chief executive)

R A D Freestone (chief financial officer)

Non-executive directors

T D G Arculus

E P L Corley

V Cox

K J Hydon

S J Lewis

L K Lorimer

H Manwani

T Score

Registered office:

Pearson plc

80 Strand

London WC2R 0RL

UK

Registered in England

Registered number 53723

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM or the meeting) of Pearson plc (Pearson or the company) will be held at 8 Northumberland Avenue, London WC2N 5BY at 12 noon on Friday, 24 April 2015 to consider the following resolutions (of which 1-15 are ordinary resolutions and 16-17 are special resolutions):

Ordinary business

1. To receive and consider the accounts of the company and the reports of the directors of the company (directors) and the auditors of the company (auditors) for the year ended 31 December 2014;
2. To declare a final dividend on the ordinary shares, as recommended by the directors;
3. To re-elect Vivienne Cox as a director;
4. To re-elect John Fallon as a director;
5. To re-elect Robin Freestone as a director;
6. To re-elect Josh Lewis as a director;
7. To re-elect Linda Lorimer as a director;
8. To re-elect Harish Manwani as a director;
9. To re-elect Glen Moreno as a director;
10. To reappoint Elizabeth Corley as a director;
11. To reappoint Tim Score as a director;
12. To approve the annual remuneration report for the year ended 31 December 2014;
13. To reappoint PricewaterhouseCoopers LLP as auditors for the ensuing year;
14. To authorise the directors to determine the remuneration of the auditors; and
15. To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:

THAT, pursuant to section 551 of the Companies Act 2006 (the Act), the board be authorised to allot shares in the company and to grant rights to subscribe for or to convert any security into shares in the company:

(A) up to an aggregate nominal amount of £68,356,480.50; and

(B) comprising equity securities, as defined in the Act, up to an aggregate nominal amount of £136,712,961.00 (including within such limit any shares or rights issued or granted under (A) above) in connection with an offer by way of a rights issue:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the board considers it necessary, as permitted by the rights of those securities;

and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to expire (unless previously reviewed, varied or revoked by the company in general meeting) at the close of the AGM in 2016 provided that, in each case, the company may make offers and enter into agreements during the relevant period which would, or might, require shares in the company to be allotted or rights to subscribe for, or convert any security into, shares to be granted, after the authority expires and the board may allot shares in the company and grant rights under any such offer or agreement as if the authority had not expired.

Special business

16. To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

THAT, subject to resolution 15 being passed, the board be given authority to allot equity securities for cash under the authority given by that resolution, free of the restriction in section 561(1) of the Act, such authority to be limited:

(A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 15(B), by way of a rights issue only):

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the board considers it necessary, as permitted by the rights of those securities;

and so that the board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(B) in the case of the authority granted under resolution 15(A), to the allotment (otherwise than under 16(A) above) of equity securities with an aggregate nominal value of up to £10,253,472.08,

such authority to expire (unless previously reviewed, varied or revoked by the company in general meeting) at the close of the AGM in 2016 provided that during the relevant period the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the board may allot equity securities under any such offer or agreement as if the authority had not expired.

17. To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

THAT, the company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25p each in the capital of the company provided that: (i) the maximum number of ordinary shares hereby authorised to be purchased is 82,027,776; (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 25p per share; (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share is, in respect of an ordinary share contracted to be purchased on any day, the higher of (a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the company derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; (iv) the authority hereby conferred shall expire at the close of the AGM in 2016; and (v) during the relevant period the company may make a contract to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

By order of the board



Philip Hoffman Secretary
20 March 2015

Notes

1. Ordinary shareholders and/or nominee shareholders only are entitled to attend, speak and vote at the AGM. Any such shareholder or nominee shareholder may appoint one or more persons (whether shareholders of the company or not) to act as his/her proxy or proxies to attend, speak and vote instead of him/her. The form of proxy for use at the meeting must be deposited, together with any power of attorney or authority under which it is signed, at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, not less than 48 hours before the time appointed for the AGM or any adjournment thereof. An appropriate form of proxy is enclosed. Alternatively, you may register your vote online by visiting www.sharevote.co.uk or, if you already have a portfolio registered with Equiniti, by logging onto www.shareview.co.uk. In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number which are given on the enclosed form of proxy. Shareholders holding shares through Sharestore must submit votes by 12 noon on Tuesday, 21 April 2015.

2. CREST members who wish to appoint a proxy or proxies, or amend an instruction to a previously appointed proxy, through the CREST electronic proxy appointment service may do so for the AGM to be held at 12 noon on Friday, 24 April 2015 and any adjournment(s) thereof, by using the procedures described in the CREST manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID: RA19) by no later than 12 noon on Wednesday, 22 April 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host)

from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) is/are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

3. Completion of a form of proxy, or the appointment of a proxy electronically, will not stop you from attending the meeting and voting in person should you so wish.
4. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder, provided that if two or more representatives purport to vote in respect of the same shares (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and (ii) in other cases the power is treated as not exercised.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the Act) to enjoy information rights (a nominated person) may have a right, under an agreement between him/her and the shareholder by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a nominated person has no such proxy appointment right or does not wish to exercise it,

he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in note 1 above does not apply to nominated persons.

The rights in relation to the appointment of proxies described in that note can only be exercised by shareholders of the company.

6. As at 2 March 2015 (being the latest practicable date prior to the publication of this notice) the company's issued share capital consisted of 820,277,766 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the company as at 2 March 2015 was 820,277,766. As at 2 March 2015, the company did not hold any shares in treasury.
7. The company, pursuant to Regulation 41(l) of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the company at 6 pm on Wednesday, 22 April 2015 (the voting record date) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members of the company after 6 pm on Wednesday, 22 April 2015 shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
8. Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with the auditors of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the company has been required to publish on a website under section 527 of the Act.
9. Any shareholder, proxy or corporate representative attending the meeting on behalf of a shareholder, has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
10. A copy of this notice and certain other information (as required by section 311A of the Act) can be found at www.pearson.com/agm
The following documents are available for inspection during normal business hours on any business day at the company's registered office and will also be available during the AGM and for 15 minutes beforehand:
 - › copies of the directors' service contracts with, or letters of appointment by, the company; and
 - › the company's articles.
 The register of directors' interests will also be available for inspection during the AGM.
11. You may not use any electronic address provided either in this notice or any related documents (including the form of proxy) to communicate with the company for any purposes other than those expressly stated.
12. The results of the voting at the AGM will be announced through a Regulatory Information Service and will be posted on the company's website www.pearson.com/news/announcements.html as soon as possible following the AGM.

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