

Pearson Business Partners' Code of Conduct





Purpose and Scope

At Pearson (including its subsidiaries and majority-owned companies), we strongly believe that acting ethically and responsibly is not only the right thing to do, but is essential to helping us to achieve our mission: to help people make demonstrable progress in their lives through learning.

Business Partners are essential contributors to our success and we clarify here with our *Business Partners' Code of Conduct* (“**Code**”) the responsibilities and expectations for ethical and responsible business practices for our Business Partners. This Code sets forth the principles and high ethical standards that we hold ourselves to, and that we expect our Business Partners to comply with, throughout the course of our business relationship.

Who must follow this Code

Business Partners include joint venture partners, vendors, franchisees, distributors, suppliers, contractors, consultants and agents.

This Code applies to all Pearson Business Partners, including their employees, when providing goods or services or otherwise doing work with, or on behalf of, Pearson. It is the responsibility of Business Partners to ensure that subcontractors doing work for or on behalf of Pearson are expected to meet high standards of ethics and compliance no less onerous than those required for Business Partners as specified in this Code.

Laws and regulations

At a minimum, all Pearson Business Partners must operate in full compliance with the laws, rules, and regulations of the jurisdictions in which they operate or where they provide goods or services to Pearson. Where this Code sets higher standards than the law, Business Partners are expected to adhere to the standards of this Code.

Accountability

Pearson will consider a Business Partner's compliance with this Code when making business relationship and procurement decisions.

Pearson may require corrective and remedial actions from Business Partners and also reserves the right to terminate our relationship for breaches of this Code.

Business Partners are expected to have in place a system of ethics and compliance-related controls and management oversight consistent with industry standards that are appropriate for their size, complexity and exposure to ethics and compliance risks. The system should be designed to manage compliance with the provisions of this Code and any other ethics and compliance risk area that may be identified over the course of the relationship with Pearson.

Pearson reserves the right to review or audit Business Partners' compliance with this Code and the organisation's system of ethics and compliance controls and management oversight.

Business Partners must retain sufficient documentation to demonstrate compliance with this Code.

Business Partners are to promptly respond to requests for information from Pearson, or a third party working on Pearson's behalf, regarding matters covered by this Code.

Reporting ethics or compliance concerns

Business Partners must communicate the provisions of the Code to their employees. Business Partners are encouraged to work with their employees to resolve internal ethical concerns.

Business Partners should promptly report violations of this Code or any unethical behaviour by a Pearson employee to a Pearson manager. If this is not feasible, Business Partners may confidentially report concerns by contacting the Pearson Compliance Office at compliance@pearson.com or by using PearsonEthics.com, an independent resource that is available 24 hours a day, 7 days a week.



Business Conduct Standards for Our Business Partners

Health and safety

Everyone – employees, learners, customers, contractors and visitors to our facilities – have a right to expect a safe and healthy environment. At Pearson, we aim to eliminate or control foreseeable risks related to activities that take place in our premises or on our behalf.

For this reason, Business Partners are required to maintain policies and procedures to implement and enforce health and safety requirements. Business Partners must conform to all applicable health and safety laws and regulations, as well as applicable industry codes.

Safeguarding: Protecting the well-being of our learners

The well-being of learners, in particular children, young people and vulnerable adults, is of special importance to Pearson. At all times, we expect Business Partners who work with our learners to remain focused on the best interests of our learners, and contribute to providing safe, supportive and age-appropriate learning environments.

When working with schools and campuses, Business Partners must have an applicable safeguarding policy - which meets or exceeds Pearson's or adopt Pearson's. At a minimum, where there is direct contact with learners, staff of our Business Partners should:

- Know how and when to report suspected or actual abuse of learners;
- Receive safeguarding training; and
- Pass appropriate background checks.

Report concerns to a Pearson manager and to protection agencies when necessary. If after reporting a concern you

do not think appropriate action has been taken, escalate your concern by contacting [PearsonEthics.com](https://www.pearsonethics.com).

Business integrity and anti-corruption

All forms of illegal or inappropriate activity, including, but not limited to, corruption, fraud, misrepresentation and bribery are strictly prohibited.

We comply with all applicable anti-bribery and anti-corruption laws and regulations, and Pearson requires our Business Partners to do the same.

Business Partners must conduct business with integrity and demonstrate the highest form of business ethics. Business Partners should not engage in bribery or corruption whether in dealings with government officials or individuals in the private sector. This includes, directly or indirectly, paying, giving, offering, promising or authorising money or anything of value to anyone, including government officials, to seek to gain an undue or improper advantage to obtain or retain business.

Gifts and entertainment

Business Partners are expected to compete based on the merit of their products and services, and the highest standards of integrity are to be upheld in all business interactions.

Business Partners must never provide gifts or entertainment intended to improperly influence any Pearson employee's business judgment or that might create the appearance of undue influence; nor should Business Partners provide gifts or entertainment that could embarrass Pearson or harm its reputation.

Pearson's policy only permits the giving of business gifts of nominal value that are customary and appropriate business courtesies and are reasonable in value and frequency.

Gifts and entertainment to government officials

Businesses dealing with governments and government officials on Pearson's behalf carry additional risk and Business Partners are expected to be especially vigilant in this area. Business Partners should have a zero tolerance policy to prohibit any and all forms of bribery, corruption and extortion and all business dealings should be transparently performed and accurately reflected on Business Partners' business books and records.

In dealing with government officials, you shall not give or offer, either directly or indirectly, any gift, gratuity, favour, hospitality, entertainment, loan or anything of monetary value to any government official except as may be permitted by all applicable laws.

Business Partners shall establish appropriate internal controls and advance approval mechanisms over any such payments or gifts on behalf of Pearson to or from government officials to ensure compliance with local country laws as well with the UK Bribery Act and U.S. Foreign Corrupt Practices Act.

Pearson property and information technology

Business Partners must exercise care when using Pearson property, including our buildings, equipment, computers, office, mobile devices, faxes, files, documents, inventory and supplies. Personal use of Pearson property is not allowed except in special, limited circumstances.

Business Partners must ensure that their use of Pearson's information technology and systems does not expose Pearson to the risk of security or confidentiality breaches, legal claims, sabotage, viruses or similar problems. In particular, Business Partners must:

- Protect and do not disclose passwords, user IDs, PINs or other access credentials;

- When interfacing with Pearson systems, use only approved, authorised and properly licensed software and access methods;
- Never attempt to circumvent security controls used in connection with Pearson's information systems; and
- Immediately terminate system access for any Business Partner employee whose position is discontinued.

Business records and disclosures

Business Partners are expected to record information regarding business activities, labour, health and safety and environmental practices. These records must be accurate, truthful and complete and must be disclosed, without falsification or misrepresentation, to all appropriate parties and must conform to generally accepted accounting principles.

Data protection and privacy

At Pearson, we respect and protect the rights of all individuals who entrust us with their personal and sensitive information and we expect our Business Partners to do the same. This includes protecting the personal and sensitive information of learners, their parents and guardians, our customers, website and app users, employees and third parties in accordance with our data protection and privacy policies, notices, contract terms and applicable data protection and privacy laws.

Confidential information and intellectual property

Business Partners who have access to our confidential information and intellectual property must comply with our policy requirements pertaining to confidentiality and all relevant contractual provisions and are required to respect all Pearson patents, trademarks, copyrights, proprietary information and trade secrets, as well as the confidentiality of others with whom they do business on our behalf.

Gathering business intelligence

When collecting business intelligence, Business Partners working on our behalf must always abide by the highest ethical standards. They must never engage in fraud, misrepresentation or deception to obtain information or use invasive technology to 'spy' on others.

Business Partners should be careful when accepting information from other third parties. Business Partners must know and trust sources and be sure that the information provided to Pearson is not protected by trade secret laws or non-disclosure or confidentiality agreements.

Fair competition and anti-trust

When operating on Pearson's behalf, Business Partners are expected to comply with all fair trade practices and applicable fair competition and anti-trust laws.

Fair competition or anti-trust laws are very complex and the risks of non-compliance can be severe. But, as a general rule, Business Partners should never engage in improper practices that may limit competition through illegal or unfair means, nor should they work in concert with Pearson employees to circumvent Pearson's fair competition policies or the law. For example, Business Partners should not pass information to a Pearson competitor on behalf of Pearson if Pearson would be prohibited from sharing the information directly.

Global trade

Pearson expects its Business Partners to comply with applicable export and import controls, customs and other relevant laws and regulations in the countries in which we operate and do business. Many of these laws govern the conduct of trade across borders, including laws that are designed to ensure that transactions are not being used for money laundering, others that prohibit companies from trade boycotts, as well as laws regulating imports and exports. This includes:

- Maintaining appropriate import, export and customs records, and holding appropriate licences;

- Ensuring that transfers of information, technology, products, or software across borders comply with laws governing imports and exports; and
- Consulting with appropriate resources when doing business involving countries or individuals to which sanctions apply.

Human rights

Pearson respects the human rights and dignity of people and Pearson strives to do business with Business Partners who share our commitments to human rights.

As a founding signatory of the UN Global Compact, we support universal human rights, including equal employment, freedom of speech and of association, and cultural, economic and social well-being. We oppose illegal or inhumane labour practices including slavery and human trafficking and expect our Business Partners to comply with the same standards.

Environmental stewardship

Pearson believes that we all have a responsibility to take proper care of the environment and to manage and minimize our impact on the environment. We look beyond compliance with environmental laws by integrating environmental stewardship into our Business Partner relationships.

Pearson expects its Business Partners to demonstrate a commitment to responsible environmental stewardship, including:

- At a minimum, complying with relevant environmental laws and regulations;
- Take account of environmental responsibility as a factor in business decision-making; and
- Work with Pearson to ensure that environmental objectives are met.

NOTE: Pearson policies referenced in this Business Partners' Code are available on www.pearson.com and available upon request.