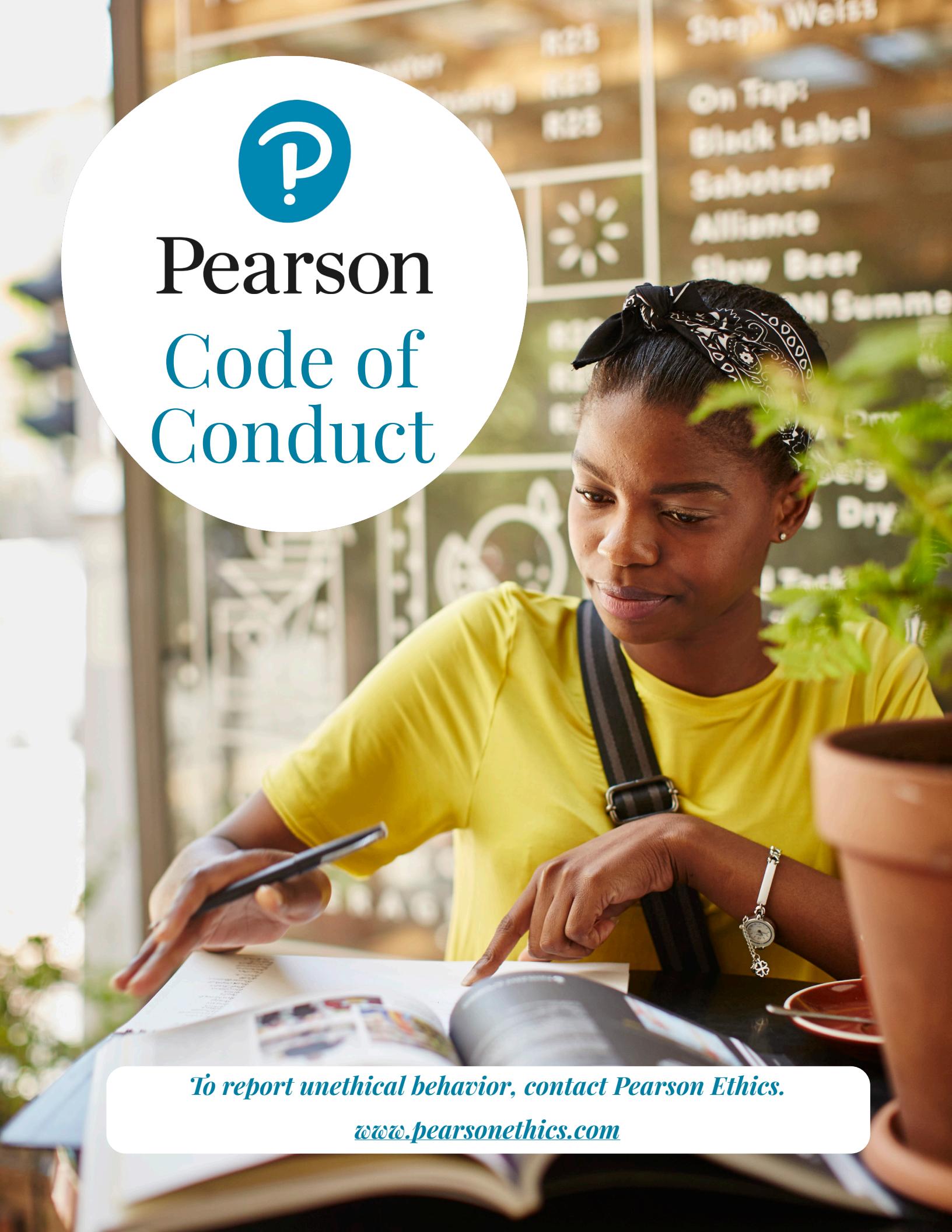




Pearson Code of Conduct



To report unethical behavior, contact Pearson Ethics.

www.pearsonethics.com



Our Values



Brave

Takes bold and decisive action to deliver ambitious outcomes and champions a culture of high performance.



Decent

Listens, encourages and respects differences; treats all people fairly, with honesty and transparency.



Imaginative

Looks beyond their immediate job both inside and outside of Pearson and introduces new ways of seeing, thinking and working.



Accountable

Drives results by owning the solution, getting the right people involved and delivering on promises.

A message from our CEO

Hi,

I am incredibly proud to be a part of Pearson. As a Board member and now as CEO, I've seen how committed all of you are to our mission of helping people make progress in their lives through learning. You've supported each other, our customers, and our communities, during a challenging time.

Every individual deserves a safe and respectful workplace where we strive to be fair and kind, regardless of what we look like, where we come from, or what we believe. Our diversity makes us a stronger and richer company and, for me, an inclusive culture is integral to what makes all of us feel proud to be part of Pearson. That's why I want to ensure that we're doing everything we can to live up to the commitments outlined in our Code of Conduct and that there is no tolerance for any sort of discrimination.

If for any reason you feel that we're not doing that, I very much encourage you to speak up to your manager, HR, or directly to me. You can also report concerns anonymously at www.pearsonethics.com. Anyone raising a concern should and can do so without fear of retaliation or consequence. We need to speak up when we suspect violations of the law, regulations, Code, or any of our policies.

We ask you to read and certify that you understand our Code of Conduct, outlining how we work to our mission and values ethically and responsibly. By upholding the Code of Conduct, we demonstrate our commitment to each other and to the communities we serve and interact with every day.

Andy



Andy Bird

Chief Executive

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Section I: How we work together

A. Our values

We have a clear and simple set of values — in everything we do, we aspire to be brave, imaginative, decent and accountable. These values describe what is important to all of us, and guide us to do what is right for the world around us, helping us achieve our shared mission: to help people make measurable progress in their lives through learning.



Question: How does the Code of Conduct fit with Pearson behaviors?

Answer: Our behaviors are built on the foundation of our values and are designed to help employees to deliver exceptional results and to embrace development. They identify the expectations we have of ourselves, our team, the wider groups we work with and Pearson as an organization. Our behaviors help build our culture. The Code of Conduct is also built on our values but sets the ethical standards we expect of our people.

B. How to use our Code

Our Code of Conduct ("Code") is intended to help us apply our values to consistent standards of conduct worldwide. It provides guidance on what is expected of each of us as we work to achieve our business goals and make Pearson a great place to work.

No code of conduct can cover every possible situation and this is why we continue to rely on one another to use good judgement and to speak up whenever we have questions or concerns. You should also be aware that Pearson has other global and local policies on topics that are not covered by the Code. You can find these on Neo, on the [Global Policies page](#). Additionally, employees whose records are held in Fusion can find local policies on myHR. Where appropriate, we have identified in the Code where other policies may be applicable.

Sometimes local laws and customs or Pearson policies may conflict with our Code. In such instances, we apply the stricter standard. If you need help determining the stricter standard that applies, please contact your HR representative, your [Local Compliance Officer](#) or Compliance at compliance@pearson.com.



Question: Does this Code apply to everyone at Pearson?

Answer: Yes. Every employee of Pearson (or companies which are majority owned by Pearson), regardless of their level or position must comply with this Code. Leaders of the company also have a special duty and responsibility to be role models for our values and are held to the highest standards of conduct.



Who must follow our Code?

Our Code applies to all Pearson employees and members of the Board.

Business partners including joint venture partners, vendors, franchisees, distributors, suppliers, contractors (including service providers and employees of third parties such as temporary employment agencies) can have a direct impact on our reputation through their behavior. For this reason, we expect business partners to meet the same high standards when working with Pearson or on our behalf and to follow the principles set out in our [Business Partner Code of Conduct](#).

Remember: no reason, including the desire to meet business goals, is ever an excuse for violating laws, regulations, the Code or company policies.

C. What is expected of all employees?

We must always meet the highest standards of honesty, integrity and ethical conduct. We are expected to:

- Act in a professional, honest and ethical manner.
- Be familiar with the information contained in this Code as well as company policies. Pay particular attention to the policies that are relevant to our job responsibilities.
- Promptly report concerns about possible violations of laws, regulations, this Code and other Pearson policies to our manager or any of the teams mentioned in this Code.
- Cooperate and tell the truth when responding to an investigation or audit and never alter or destroy records when an investigation is anticipated or ongoing.
- Review the Code regularly and periodically acknowledge and commit to complying with it.

Additional responsibilities of managers

If you manage people, you should:

- Lead by example. Be a resource for others. Talk to your team, colleagues and business partners about how the Code and Pearson's policies apply to their daily work and listen to their concerns and questions.
- Create an environment where everyone feels comfortable asking questions and reporting potential violations of the Code and Pearson's policies.
- If a colleague approaches you with a report of a suspected violation, make sure you understand the issue and the circumstances under which it occurred and take responsibility to ensure that the issue is properly escalated and addressed.
- Never encourage someone to violate the law, regulations, the Code or Pearson's policies, even in an attempt to achieve a business goal, and never ask

anyone to do something improper that you would not do yourself or that you believe is unethical.

- If you oversee contractors or business partners, ensure that they are committed to complying with our [Business Partner Code of Conduct](#).
- Do not deal with or investigate possible violations on your own – instead contact your HR representative, your [Local Compliance Officer](#) or Compliance at compliance@pearson.com or fraud@pearson.com if it relates to fraud. You are also encouraged to ask questions or make a report at [PearsonEthics.com](#) as explained in the next section.



Question: I'm a manager and I'm not clear what I should do if someone comes to me with a potential breach of the Code – and what if it involves a senior leader?

Answer: No matter whom the allegation involves, it is important that the appropriate people are informed so that the situation can be resolved. Use any of the avenues for asking questions and reporting concerns that are listed in the Code. If, for any reason, you are uncomfortable making a report to a particular person, you can report the allegation using PearsonEthics.com. You can submit reports anonymously via PearsonEthics.com if you wish to do so. For more information about PearsonEthics.com and our non-retaliation policy, please see page 8 of this Code of Conduct.

D. Asking questions, raising concerns and speaking up

If you have any questions or are concerned about something that seems to be in conflict with the law, regulations, our Code, or our company policies, you have several options:

- Contact your manager. Be as specific and detailed as possible so they understand your question or your concerns.
- Contact your Human Resources representative.
- Contact your [Local Compliance Officer](#). Local Compliance Officers (LCOs) are appointed to each Geography, and, in some cases, a smaller business unit, to monitor compliance with the [ABC Policy](#) and to grant approvals as required by the ABC Policy. To find your current Local Compliance Officer, please view the Local Compliance Officer list on the [Anti-Bribery & Corruption](#) and [Global Compliance Office](#) Neo pages.
- Contact Compliance at compliance@pearson.com.
- Use our ethics hotline, [PearsonEthics.com](#), to ask a question or submit a report. You have the option to ask a question or report a known or suspected violation online or by phone.



Concerned? Speak Up.

Have you been physically, verbally or psychologically harassed at work? Do you feel that you have been discriminated against because of your race, gender, age, religious affiliation, national origin or citizenship? These concerns are examples of Human Resources Code of Conduct violations and should be reported so they can be investigated and addressed.

There are several ways you can raise a concern at Pearson as noted in section D on this page, including via our ethics helpline, [www.pearsonethics.com](#). For more information about Pearson Ethics, please read “Speaking Up: About PearsonEthics.com” on the next page of this Code of Conduct.



Question: If I observe misconduct in an area outside of my responsibilities, what should I do?

Answer: All Pearson employees have a responsibility to help the company address misconduct. In many cases, the best approach is to talk first with the manager who oversees the area where the problem is occurring. But if this doesn't work, isn't feasible, or you are in doubt about the best approach, you should talk to your HR representative, [Local Compliance Officer](#) or Compliance at compliance@pearson.com, or report the misconduct using [PearsonEthics.com](#).



Image by Mansour Bethoney

Speaking Up: About PearsonEthics.com

[PearsonEthics.com](#) is a confidential way to get answers to your questions and concerns and to report possible violations. It is operated by an independent company, is available 24 hours a day, 7 days a week, and is multilingual.

At PearsonEthics.com you will also be given the option to ask a question or make a report by phone. If you telephone, the operator will listen to the concern or question, ask clarifying questions if necessary, and then write a summary report. The summary will then be provided to Pearson for assessment and further action, as appropriate.

Some countries, including many in the European Union, have specific rules on the use of PearsonEthics.com, which in some cases may limit the types of reports that can be accepted. With very few exceptions, all Pearson employees may choose to make a report anonymously on our site. If your local jurisdiction does not allow anonymous reporting, the site will not permit you to make an anonymous report.

After making a report, the reporter will receive an identification number for follow up. This is especially important if the report is submitted anonymously – an option that is available in most but not all of the countries where we operate. This identification number will enable the reporter to report back with additional information and track the resolution of the case; however, out of respect for privacy, Pearson will not be able to inform the reporter about individual disciplinary actions.

All reports will be kept confidential to the extent it is practical, except where disclosure is required.



Our Non-Retaliation Policy

Retaliation of any sort in response to a report is completely unacceptable and undermines the purpose of [PearsonEthics.com](#). Moreover, it is often illegal and exposes Pearson to liability.

If you think that you or someone you know has experienced retaliation as a result of reporting a breach of the Code or for participating in an investigation, contact any of the teams mentioned in this section of the Code. *For more information on speaking up at Pearson, please view our [Raising Concerns and Anti-Retaliation policy](#).*



Image by Christof Van Der Walt

E. Compliance

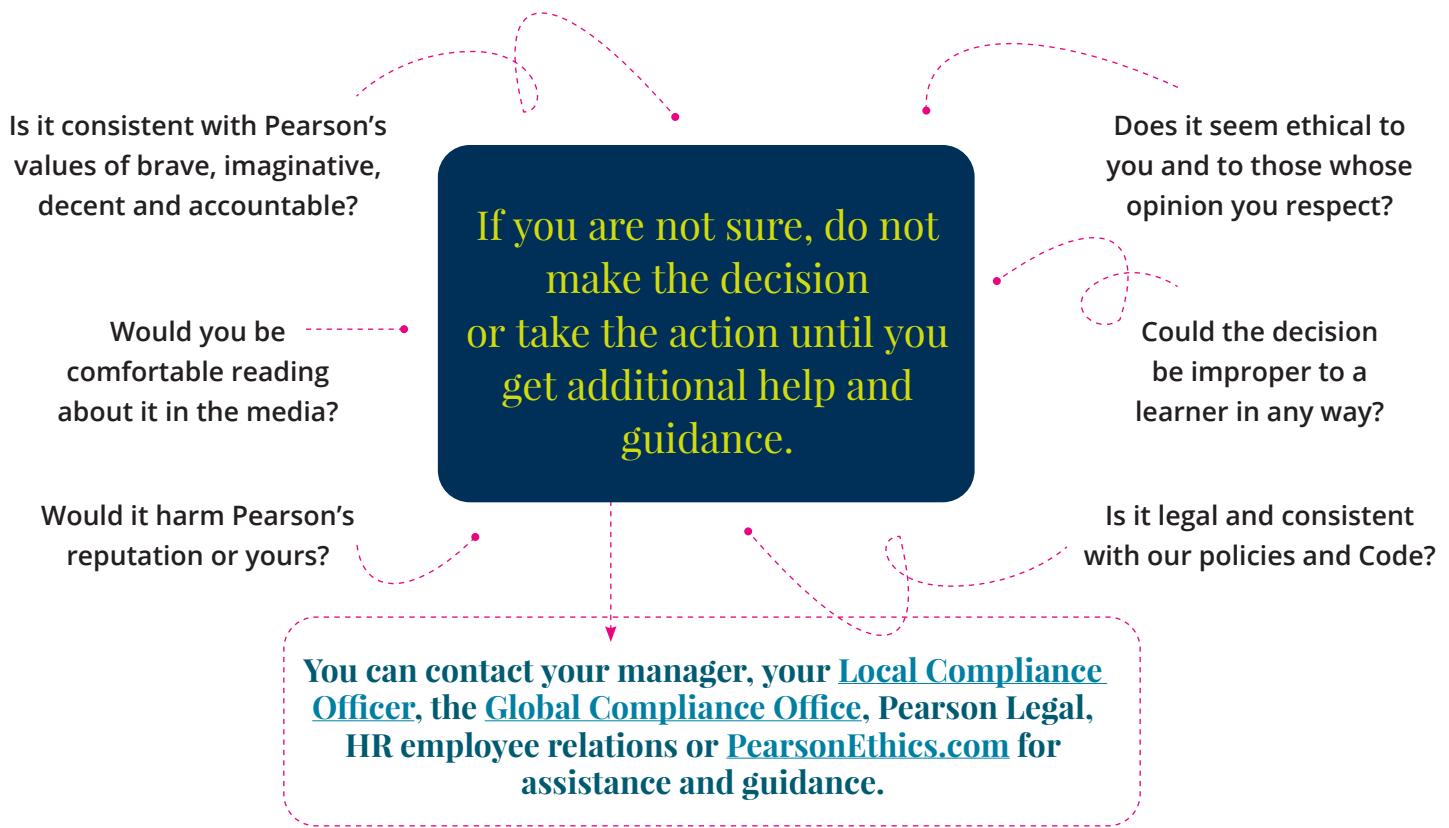
Violating relevant laws, regulations, the Code or company policies, or encouraging others to do so, may expose you to personal risk (including, in some cases, criminal exposure and individual liability). Additionally, it also exposes Pearson to potential liability and puts our reputation at risk. Violations will result in disciplinary action up to and including termination of employment. Certain actions may also result in legal proceedings. For any specific local policies regarding discipline and investigatory matters, you should check with your HR representative.

Employees may be subject to discipline for behavior outside of work, including activities online that damage our reputation, (which may include discriminatory statements with regard to anyone's protected characteristics such as race, gender, ethnicity, national origin, religion, sexual orientation or other protected status), or our concern for the well-being of learners and employees.

View the "Appendix: Policies & Resources" at end of this Code for a complete list of policies, resources, and who to contact for assistance.

Making the Right Choice: Ethical Decision Making

You may find yourself in a situation in which you are uncertain about what to do. It may help to ask yourself:



Section II: Respect and integrity at work

A. Diversity, inclusion and non-discrimination

Our standard

We believe we are at our best when we harness the unique skills, perspectives, and backgrounds of every employee to foster innovation and create the most effective solutions for learners around the world. That's why we're committed to ensuring that diversity and inclusion are embedded in everything we do. We foster a work environment that is inclusive as well as diverse, where we reflect our customers and learners, and where our people can be themselves. We reaffirm our long-standing commitment to providing equal opportunity in all aspects of employment, including recruitment, hiring, training, compensation, benefits, terminations, educational assistance, social and recreational programs, promotions and transfers.

We are committed to creating and fostering a work environment free from discrimination and harassment. We are also committed to creating an anti-racist organization, and fostering a work environment in which decisions and terms of employment are not based in any way on race, color, national origin, citizenship, religion or religious affiliation, age, sex, gender identity and/or expression, sexual orientation, marital status, disability, genetic information, veteran status, or any other characteristics or categories protected by specific Pearson employment policies or applicable laws. Gender identity covers all genders including those who identify as male, female, or non-binary.

(Some limited and specific exceptions may apply where local laws require divergence from Pearson's policy. For more information, consult your HR Business Partner, Local Compliance Officer, Pearson Legal or contact the Global Diversity and Inclusion team.)

Our responsibilities

- Treat everyone with respect.
- Encourage and listen to those who speak up and work to create a culture where others feel valued and understood.
- Do not send obscene messages or make discriminatory remarks or inappropriate jokes.
- Pearson does not tolerate any form of harassment or bullying.
- If you manage people, or are involved in recruitment and hiring, judge others based on performance, qualifications, abilities and potential. Avoid introducing unrelated considerations into your decisions. Use objective, quantifiable standards as much as possible.
- Learn about unconscious bias and ways to reduce it.
- Do not engage in favoritism for any reason.
- Respect colleagues' privacy, dignity and life outside work.
- Pearson does not tolerate racism or racist behaviors.
- Follow local Pearson policies regarding diversity, inclusion, equal opportunity and workplace conduct.
- Follow the principles set out in the Pearson Editorial Policy to create content that is anti-racist and free from discrimination and bias and to also raise awareness and promote Diversity and Inclusion including fair and equitable representation (see *Content quality, ethical standards, and inclusion*).

What does it mean to be an anti-racist organization? It means our company actively opposes racism and promotes racial equality.



Question: One of my colleagues sends e-mails containing jokes and derogatory comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?

Answer: If you feel comfortable doing so and can do so safely, you should tell the colleague to stop the behavior. You should also report your concerns to your manager, your HR representative, to anyone specified in your business unit's employment policies, or on PearsonEthics.com. Sending such jokes violates our core values, as well as our policies. By doing nothing you are condoning discrimination, a hostile work environment and tolerating beliefs that can seriously erode the team environment.

B. Harassment-free workplace

Our standard

We do not tolerate workplace harassment, which can include sexual harassment, racial or ethnic harassment, general harassment, intimidation or bullying.

Examples of harassing behavior

- Unwanted sexual advances or requests for sexual favors.
- Unwelcome remarks, gestures or physical contact.
- Sexual or offensive jokes or comments (explicit or by innuendo).
- Verbal abuse, threats, taunting or other speech or action, including the display of images, that targets an employee's appearance, sexual orientation, race, ethnicity, beliefs or other characteristics protected under Pearson policies or applicable laws. Verbal abuse includes making derogatory comments about a person because of their race, ethnicity, gender, sexual orientation, religious beliefs, or disabilities. This type of conduct, leads to organizational fragmentation by eroding the integrity of our workplace culture and dignity leading to loss of talent, productivity and innovation.

- Making jokes or degrading references to someone's sexual orientation, gender identity/expression or their perceived sexual orientation or gender identity/expression.
- Threatening to "out" people for their sexual orientation including bi-identities or trans-identity.
- Behavior that is intended to cause another employee to reasonably fear that they might be injured or otherwise harmed.
- The deliberate act on the part of one individual—often in a position of power—to target another individual in an attempt to control, humiliate, threaten and intimidate them, or to sabotage their work or efforts for personal gain.



Question: While on a business trip, a colleague of mine repeatedly asked me out for drinks & made comments about my appearance that made me uncomfortable. I asked him to stop, but he wouldn't. We weren't in the office and it was "after hours". What do I do if this happens again?

Answer: This type of conduct is not acceptable, whether or not it takes place in Pearson's offices or "after hours". If you feel comfortable, be firm, and tell your colleague such actions are inappropriate and must stop. You should also report the problem to your manager, your HR representative, or to anyone specified in your business unit's employment policies, or on PearsonEthics.com.

Our responsibilities

- Maintain a work environment that is professional and free from harassment of any kind, including sexual harassment.
- If possible, and you can do so safely and feel comfortable, be direct, speak up and tell a person if you are upset by their actions or language, explain why and ask them to stop. You should also report your concerns to your manager, your HR representative, Pearson Legal, to anyone specified in your business unit's employment policies, or via PearsonEthics.com.
- Do not distribute or display obscene material or material that otherwise violates this Code of

Conduct, including written, recorded or electronically transmitted messages (such as e-mail, instant messages and content from the Internet).

- Follow local Pearson policies regarding harassment and workplace conduct.
- Treat co-workers and subordinates professionally, respectfully and in a manner that is in the best interest of the team and organization as a whole. All colleagues should be treated with respect when it comes to their race, gender, ethnicity, religious beliefs, sexual orientation, ableism or other personal characteristics and deserve a workplace environment that is safe and where they can be themselves.
- Managers should lead by example and demonstrate behaviors that celebrate diversity and inclusion and have a critical duty to speak up and out about harassment and behavior that is detrimental to our values, culture or our employees.

Note: We have added specific guidance to our Pearson Code of Conduct to provide standards of behavior expected of all employees, including expected behavior and respect of an individual's race and ethnicity. Employees should also be aware of how they can raise a concern when those standards of behavior and conduct are not met.

Pearson's commitment to a diverse, inclusive and equitable workplace has been highlighted in this Code of Conduct and is ongoing. We encourage



Question: During my recent performance review, my manager was highly critical of my performance and I felt intimidated and bullied by the tone of the comments. Is this a violation of the Code and our policy against harassment?

Answer: Our policy against bullying and intimidation is not intended to prohibit managers from providing clear performance guidance. For example, statements such as "unless you improve your performance your employment may be terminated" are not considered "bullying" or "intimidation". However, there are instances where managers may cross a line or may not provide specific ways in which performance should improve. If you have questions or concerns, you should contact your HR representative or PearsonEthics.com.

all employees to remain aware of the work of the Global Diversity and Inclusion team and any forthcoming guidance or recommendations that will improve diversity, inclusion and equity for all.

C. Health and safety

Our standards

A safe and healthy business environment is important to the long-term sustainable growth of our company. Pearson is committed to protecting the health, safety and welfare of all our employees and anyone else who comes into contact with our operations around the world, including our learners, customers and other partners.

All employees and business partners are expected to understand and follow all of our health and safety policies and procedures. Pearson's Global Health and Safety Policy & Standards is available on the [Global Health & Safety](#) [Neo space](#), and all employees are to review it annually. Additionally, contact information for our health and safety coordinators, team members and a variety of awareness resources are available to all employees on our [Neo space](#).

The Global Health and Safety Team is specifically tasked with providing competent advice, resources and planning support to ensure our business operates in a way that is not only compliant with applicable regulations, but strives to prevent occupational injury, ill-health and damage to our assets through good practice and continual improvement.

Preventing workplace violence

Violence of any kind has no place at Pearson. We will not tolerate any acts or threats of physical violence against co-workers, learners, customers, visitors or anyone else who comes in contact with our operations around the world.

Firearms or other weapons, explosives and/or hazardous materials are not permitted on company property, parking lots, alternate work locations maintained by Pearson or at company sponsored events, unless application of such policy would be prohibited by law.

Our responsibilities

- Be alert and report all hazards or concerns immediately to your manager or Health & Safety Coordinator. Report all incidents and injuries, including minor and “near misses” (where an injury didn’t occur but could have) to your manager or H&S Coordinator, including those that occur while driving for work or on business travel.
- Maintain a neat, safe working environment by keeping work stations, aisles and other work spaces free from obstacles, wires and other potential hazards.
- Report any observed safety violations or threats or acts of violence to your manager, your HR representative, H & S Coordinator, the Global H & S Team (via the [Neo site](#)) or contact [PearsonEthics.com](#).
- Follow local Pearson policies and local law or regulations regarding health and safety.
- Avoid conduct that would put the health and safety of yourself or others at risk.
- Follow local Pearson policies and local law or regulations regarding health and safety.
- Attend or complete any health and safety training or instruction provided by Pearson as directed.
- Maintain health and safety standards by adhering to any instruction, training or policy provided.
- Managers have additional responsibilities to ensure that those who report to them are kept safe, are trained on and follow health and safety rules.

Abuse of alcohol and drugs

We are committed to providing a safe and productive work environment and we want to ensure that our workplace is free from the use or abuse of illegal drugs, alcohol or other controlled substances.

While at work or on Pearson business, you should be alert, not impaired, and always ready to carry out your work duties. If you have a problem with substance abuse, seek professional help before it adversely affects you personally or professionally.



Question: Are contractors working on our premises expected to follow the same health and safety policies and procedures as employees?

Answer: Absolutely. Managers who oversee engagements with third parties working on our premises are responsible for ensuring, through appropriate due diligence and local oversight, that contractors understand and comply with all applicable laws, and regulations related to the work being performed, as well as with additional requirements Pearson may impose in the particular facility. For more information on working with third parties, please see the [Pearson Business Partner Code of Conduct](#).

View the “Appendix: Policies & Resources” at end of this Code for a complete list of policies, resources, and who to contact for assistance.



Image by Carlos Teixeira

Section III: Working with our learners, customers and business partners

A. Protecting the safety and well-being of our learners

Our standard

We serve learners of all ages including children, young people and vulnerable adults. At all times, we must remain focused on the best interests of our learners—providing a safe, inclusive, supportive, anti-racist, and age-appropriate learning environment whether in a classroom or online.

Our responsibilities

To safeguard

- Understand your responsibility to safeguard and protect learners. Where abuse is alleged or suspected, the Company, its employees or its agents may also have a legal duty to report it to relevant authorities.
- Always report concerns about the safety or well-being of a child, young person or vulnerable adult. Report to appropriate managers and to protection agencies when necessary. Be sure to document your concerns and actions.
- If, after reporting a concern, you do not think appropriate action has been taken, escalate your concern to your manager, Global Safeguarding Officer or contact PearsonEthics.com.
- Managers have additional responsibilities to ensure they do all they can to reduce the likelihood of abuse within our businesses by responding to allegations and preventing incidents.

To be accessible

- Work towards a goal where all learners can access the same or equivalent content at the same time as everyone else.
- Understand your particular responsibility to ensure our products are safe and easy to use, accessible to learners with disabilities and that our content is inclusive, anti-racist and age-appropriate.

- Be aware of and apply the Global Accessibility Policy Framework (*coming soon*).
- Consider these responsibilities at all stages of the product life cycle, but particularly for new or innovative ideas for learning.

To be responsible for our own work

- Do not pass-off the work of others as our own. We will seek approval and provide acknowledgement to the original author and/or publisher of material we might use.
- Respect and acknowledge the copyright and intellectual property of others, obtaining the appropriate consent to use the intellectual property in our products and services.

For more information on these topics, please reference the [Pearson Accessibility Standards](#) and the [Efficacy & Research Neo page](#).



Image by Sarah Bosworth

B. Content quality, ethical standards and inclusion

At Pearson, we serve an incredibly diverse audience of students, teachers and parents, in more than 100 markets around the world. We've worked hard to gain the trust of our customers by developing high-quality, effective content that meets their needs and expectations.

That trust rests on creating content that is not only relevant and research-based, but also aligned to our values — Brave, Imaginative, Decent and Accountable.

Our standard

Our [Pearson Editorial Policy](#) establishes the best practices and principles we should all implement in our content to ensure that happens. The four key principles of our Editorial Policy are:

1. Respect for Human Rights including freedom from **discrimination and bias** and promoting racial and ethnic equality.
2. Awareness for and the **promotion of diversity and inclusion** through positive content and images that reinforces our anti-racism stance.
3. Demonstration of support for learning, based on **evidence and facts**.
4. Meeting the **legal and ethical obligations** of content creation and production.

These principles are fundamental to our success and our reputation as the world's learning company. You can find out more about these principles by reading the [Editorial Policy and FAQs on Neo](#).

Our responsibilities

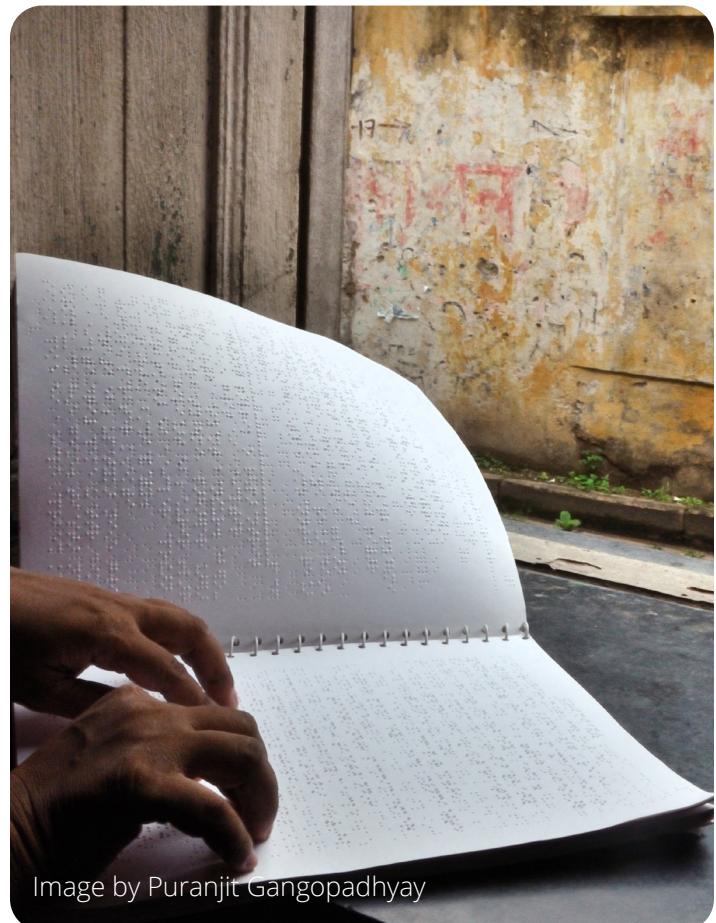
- All employees and external editorial business partners should read and understand the Editorial Policy and learn how to apply it in your everyday work.
- If you work in a function that creates or interacts with our content, you should also take the online learning module and attend a workshop.
- Always follow the principles set out in the Pearson Editorial Policy and understand your role in ensuring our products and services

are free from discrimination and bias

- Consider what role you can play in embedding an awareness for the promotion of Diversity and Inclusion in our content.
- Be evidence based when approaching controversial topics while respecting local laws.
- Ensure that the authors and third-party vendors we work with also read and understand the standards we expect.

All new employees in the relevant functions are provided with a copy of the Editorial Policy and assigned the online learning module to complete.

If you have any questions about the Editorial Policy or its application, you should speak to your manager or your local Policy Champion. You can find a list of [Editorial Policy Champions on Neo](#). You can also contact pearsoneditorialpolicy@pearson.com if you do not receive a satisfactory answer from your line manager or Policy Champion. If you are not a Pearson employee but an editorial business partner, please contact your project lead.



C. Fair Dealing

Our standard

We are honest and respectful with our learners, customers, business partners and others. We work to understand and meet their needs, while always remaining true to our values and our Code.

We believe it is important to tell the truth about our services and capabilities and not make promises we cannot keep. We don't take unfair advantage through manipulation, concealment, abuse of privileged or confidential information, misrepresentation, fraudulent behavior, or any other unfair practice. In short, we treat others as we would like to be treated.

Our responsibilities

- Be honest and treat others with respect.
- Be responsive to all reasonable requests from our customers, learners and business partners, but never follow a request to do something that you regard as unlawful or contrary to laws, regulations, our Code or our company policies.
- Respect the confidential information and intellectual property of others.
- Promise only what you can deliver and deliver on what you promise.

D. Fair competition and antitrust

Our standard

We never engage in any practices that are anti-competitive or which limit competition through illegal or unfair means. Competition and antitrust laws prohibit any form of collusion with competitors whether direct or through third parties. They also prohibit certain types of restraints in relationships with distributors or business partners.

Our responsibilities

At all times, we should conduct business completely in accordance with fair trade practices and all competition and antitrust laws. We should not exert inappropriate pressure on suppliers or customers and we must always make our commercial decisions on our own.

Specific examples of guidance to employees:

- Do not exchange (or even just receive) any competitively sensitive information with competitors (e.g. pricing, costs, commercial conditions, or other confidential information, past or future, even on an occasional basis). This includes indirect exchange through third parties, suppliers, franchisees or customers. Employees must take particular care with market intelligence because it is a complicated topic; therefore, you should contact Pearson Legal if you do receive such information and certainly before sharing.
- If you attend an industry association meeting or similar forum where competitors' representatives are present, ask for and check the agenda and minutes of the meeting. Also ensure that a lawyer will be present during the meeting (if not, please contact Pearson Legal).
- If you're in a meeting or in contact with a competitor and commercially sensitive information is being exchanged or you become concerned about any other anti-competitive practices, you should leave the meeting or conversation immediately, make sure your departure is recorded in the minutes of the meeting, if any, and contact Pearson Legal right away. Antitrust law can carry criminal penalties for individuals as well as severe consequences for the Company, so we need to respond extremely quickly in this kind of situation.
- Do not coordinate, directly or indirectly, with competitors to affect price or production/supply levels, terms of trade, dealing procedures or to share or partition markets (even if this is to address a demand from a governmental body).
- Do not coordinate with other bidders ("bid rigging") in any private or public tender or attempt to influence the outcome.
- Do not attempt to control or set the resale prices of Pearson products by customers.
- Do not bundle products for the purpose of requiring a customer to purchase additional products without first consulting with the Legal department for guidance.

With regard to document creation, always exercise care in drafting documents (including internal presentations, private and non-private e-mail correspondence, handwritten notes). Consider whether creation of the document is necessary. Prepare each document with the assumption it can be reviewed by the competition authorities. Avoid inaccurate characterizations and puffing language (e.g. avoid using terms or phrases such as market dominance, beating competition, control, attack, market power, eliminate, minimum resale price or price level, minimum margin, slice prices, etc.). Use pro-competitive and non-misleading language (e.g. focus on innovation, efficiencies, cost-savings, increased customer choice, decrease prices, etc.).



Question: I received sensitive pricing information from one of our competitors. What should I do?

Answer: You should contact your manager, your Local Compliance Officer, or Pearson Legal immediately and before any further action is taken. It is important that from the moment we receive such information, we demonstrate respect for antitrust laws and we make clear that we expect others to do the same. This requires appropriate action that can only be decided on a case-by-case basis.

Gathering business intelligence

When collecting business intelligence, employees and others who are working on our behalf must always abide by the highest ethical standards and be sensitive to potential legal concerns. Never engage in fraud, misrepresentation or deception to obtain information or use invasive technology to "spy" on others. When exchanging any competitive information with a third party, recognize that doing so could cause severe consequences under antitrust laws thus you should consult with Pearson's Legal department in advance. We should always be careful when accepting information from third parties, know and trust their sources and be sure that the knowledge they provide is not protected by trade secret laws or non-disclosure or confidentiality agreements.

While we may employ former employees of competitors, we always recognize and respect the obligations of those employees to not use or disclose the confidential or commercially sensitive information of their former employers.

When in doubt, you should contact your Local Compliance Officer or Pearson Legal as this is a complex area of the law.



Question: I am planning to attend a trade show. Are there any special precautions I should take to avoid a potential antitrust problem?

Answer: Trade shows and other industry gatherings typically serve perfectly legitimate and worthwhile purposes. However, these meetings also provide a potential pitfall under competition and antitrust laws because they bring together competitors who may discuss matters of mutual concern. You must be especially careful to avoid discussions or exchanges of information relating to competitive matters. If competitors are discussing these matters, you should excuse yourself and report the situation to Pearson Legal immediately.

Question: I am planning to attend an Industry Association meeting (i.e. a meeting limited in time, usually several hours & composed of a limited number of publishers' representatives). Are there any special precautions I should take to avoid a potential antitrust problem?

Answer: Industry association meetings serve legitimate and worthwhile purposes. However, these meetings also provide a potential pitfall under competition and antitrust laws because they bring together competitors who may discuss matters of mutual concern. You must :

- ask to be provided with a proper agenda & check the legitimacy of the topics to be discussed, before going to the meeting.*
- be especially careful to avoid discussions or exchanges of information relating to competitive matters.*

If competitors are discussing these matters, you should excuse yourself, make sure your departure will be recorded in the minutes before leaving the room, & report the situation to your Local Compliance Officer or Pearson Legal immediately.

E. Doing business with government and government officials

Our standard

Directly and through our third parties, agents and partners, we conduct business with governments and government-owned entities. Our policy is to comply fully with all applicable laws and regulations that apply to government contracting and transactions. We must be particularly aware that the term "government officials" is defined broadly under the law. It includes commercial entities that have a certain degree of government ownership, and may include customers such as professors, teachers, and other school personnel or administrators.

Our responsibilities

Business dealings with governments and government officials carry additional responsibilities and care must be taken. The following are some of the areas where special awareness and compliance may be necessary.

Providing gifts or entertaining government officials

Extra care needs to be taken when providing gifts or entertainment to government officials. Gifts or hospitality, including business meals or other forms of entertaining, offered to a government official must be approved in advance by your [Local Compliance Officer](#). A gift or hospitality offered to a government official will not be approved if it could be considered to influence any business decision or obtain an improper advantage or if the gift exceeds the value permitted by law. *For more information, see "C. Gifts & entertainment" on page 22.*

Contracts and bidding

Pearson and its employees must always follow specific laws and procedures designed to ensure that government contracts are awarded fairly. To ensure compliance with these rules:

- Follow bid, tender and other contracting rules and requirements.
- Respond promptly to internal inquiries regarding Requests for Proposal (RFPs), bids, and other conflict of interest and ethics questionnaires.
- Follow the relevant rules and procedures

concerning sharing or accessing confidential information associated with a bid.

- Never agree with a competitor or business partner to submit a non-competitive bid.
- Observe required "cooling off" restrictions and do not otherwise discuss employment opportunities with a government official who is engaged in the procurement process.
- Do not use, hire or compensate a current or a former government official without prior approval. Human Resources and the hiring manager should consult with their [Local Compliance Officer](#) and Corporate Affairs before hiring and retaining a current or former government official for any purpose.
- Always comply with antitrust laws applying to tenders. Never exchange information with a competitor, unless limited to the purpose of a joint bid and subject to the execution of a proper non-disclosure agreement. Consult with Pearson Legal.

Requests from government agencies and authorities

In the course of business, you may receive inquiries from regulators or government officials. In all cases, you are expected to respond to requests for information in an honest and timely manner. Before responding to a request for information, you should contact Government Relations, your [Local Compliance Officer](#), and Pearson Legal, particularly if the request is not of an ordinary or routine administrative nature.

View the "Appendix: Policies & Resources" at end of this Code for a complete list of policies, resources, and who to contact for assistance.

Section IV: Avoiding conflicts of interest and corruption

A. Conflicts of interest

Our standard

To live up to our values, we must make sure that our dealings with Pearson, each other, the public and third parties are conducted in an honest, transparent and neutral way which takes into account the best interests of Pearson and avoids even the appearance of a conflict with our personal interests or gain.

A conflict of interest may occur when our personal interests influence, have the potential to influence or are perceived to influence decision making at Pearson. Conflicts of interest can harm our reputation, expose us to legal actions, and affect our ability to retain or seek new business. There are three main types of conflicts of interest: **actual conflicts of interest** (a real and existing conflict); **potential conflicts of interest** (a situation that may result in a conflict); and **perceived conflicts of interest** (a situation that may appear to be a conflict, even if this is not the case).

It is always best to avoid a conflict of interest, and all Pearson employees and agents should take actions and make decisions to ensure a conflict of interest does not have the potential to occur, or actually does not occur, in the first place. However, it may not always be practical or possible to avoid a conflict of interest situation. All Pearson employees and agents are expected to recognize when they have, potentially have, or could be perceived as having a conflict of interest.

When in doubt, discuss the situation with your manager and HR representative and declare every actual, potential or perceived conflict of interest according to the procedure outlined below.

Examples of conflicts of interest

The following are common examples of possible conflicts of interest; others may be covered in our [Global Conflicts of Interest Policy](#) or in local Pearson policies. It is impossible to describe every potential conflict of interest, which is why it is important to ask questions.

Business Opportunities

Competing, directly or indirectly, with any activity or business of Pearson. Pearson employees and agents should not compete with any activity or business of the Company, directly or indirectly, or use the knowledge gained here to help anyone else compete with the Company. If you learn of a business opportunity that may benefit Pearson, you must first discuss the opportunity with your manager or the manager of the appropriate business unit. If it is decided that you may pursue the business opportunity outside of Pearson, you must also request and receive approval to do so from your [Local Compliance Officer](#).

Investments by Pearson employees or anyone with whom they share a Significant Relationship. Personal investments by you or anyone with whom you share a *Significant Relationship* in companies that compete with Pearson, directly or indirectly, are not allowed unless they consist of small amounts of stock (less than 1% of outstanding shares) in publicly traded companies.

Investments in a Pearson business partner. You must disclose any investment held by you or anyone with whom you share a *Significant Relationship*, in a business partner that exceeds 1% of outstanding shares in publicly traded companies, or, in the case of a privately-owned company, is owned or directed by any person with whom you share a *Significant Relationship*.

Significant Relationship

A *Significant Relationship* includes relationships by marriage, domestic partnership, dating relationship, or family or other relationship including spouse, child or child's spouse, grandchild, dependent, sibling or sibling's spouse, parent or parent's spouse, spouse's parent, niece or nephew, uncle or aunt, or individuals sharing the same household.

If there are scenarios where extenuating circumstances create a potential issue, please discuss with your [Local Compliance Officer](#) as soon as possible for clarification.

Procurement

You must not participate in any decisions or related activities for buying and selling goods or services for Pearson that may directly or indirectly benefit yourself, a friend, or anyone with whom you share a *Significant Relationship*. Any Pearson employees and agents who find themselves in such situations should remove / recuse themselves from the proceedings.

Friends and relatives

Conflicts in business activities with someone with whom you have a Significant Relationship. Pearson employees should not do business with and may not participate in any procurement or selection of a person, company or organization from which they or anyone with whom they share a *Significant Relationship* may receive direct financial benefit. A conflict of interest may also arise if you or anyone with whom you share a *Significant Relationship* has a relationship with a business partner or competitor of the Company. You can find examples of these types of relationships in the [Global Conflicts of Interest policy](#).

Personal relationships among employees. Pearson respects the privacy of its employees but recognizes that, in some cases, personal relationships may interfere with workplace dynamics. Employees—at any level—may not have a *Significant Relationship* with another employee if they have any influence over the other employee's salary or career path, or if the other employee reports in through their management chain. If such a personal relationship exists or develops, it must be disclosed promptly to your Human Resources representative and your manager so that a determination can be made if further action is needed to address the conflict, such as altering the reporting or management chain. Please refer to your local Human Resources policies for more information about personal relationships in the workplace.

Outside employment and other service while working for Pearson

Pearson does not prohibit employees from engaging in certain types of outside employment—such as part-time work—but to make sure that potential conflicts are addressed, always disclose and discuss outside employment with your manager and HR representative. Pearson employees must ensure that their outside work

does not impinge upon their ability to perform their duties with Pearson, or hinder their performance or productivity.

Pearson employees must not provide any goods or services for a competitor or business partner for which they are compensated directly or indirectly. "Indirectly" includes a promise of future employment or other personal or family benefit.

In addition, you may not serve on the board or as an officer of another for-profit company, even if it is not a competitor or business partner, without prior written approval from your manager as outlined in our [Global Conflicts of Interest Policy](#), as well as from the [Global Compliance Office](#) who will acquire approval from the Antitrust compliance officer.

Please note that volunteering as a board member of a non-profit educational institution or district, or acting as a school governor, is encouraged.

New business relationships

Carefully weigh a potential new relationship that could present a conflict of interest before entering into it. If necessary, seek advice from your manager, HR representative, [Local Compliance Officer](#) or the [Global Compliance Office](#).

Giving gifts and hospitality

Giving and receiving appropriate gifts and hospitality can be part of building and strengthening normal business relationships but they could also create the expectation or appearance that some will be treated more favorably ("quid pro quo") than others. Moreover, it can be interpreted as a bribe, which is unlawful, against [Pearson's ABC Policy](#), can damage Pearson's reputation, and may lead to criminal prosecution for those individuals involved as well as the Company. When giving or receiving a gift or hospitality, you should always consider how it will be perceived by others and act accordingly. For more information, please review [Pearson's Gift and Hospitality Policy](#).



Circumstances can change and new conflicts can surface over time, which is why it is important to reassess your situation regularly and discuss any potential conflicts with your manager and HR representative.

You can learn more information about conflicts of interest and how to declare them by reading our [Global Conflicts of Interest Policy](#) available on the [Global Policies Neo page](#). In addition, you will be asked to [disclose any conflicts](#) pursuant to that policy in connection with your acknowledgment of this Code.

B. Anti-bribery and corruption

Our standard

Pearson has a zero-tolerance policy towards bribery and corruption. Bribery and corruption in all of its forms are completely contrary to our values, the Code and company policies.

We comply with anti-bribery and anti-corruption laws and regulations and support efforts to eliminate bribery and corruption worldwide. We work hard to make sure that our business partners share our commitment and understand that their actions could have negative consequences for the Company.

Pearson's Anti-Bribery & Corruption Policy

[Pearson's Anti-Bribery & Corruption Policy](#) ("ABC Policy"), is applicable to all Pearson employees, is available on the [Global Policies Neo page](#) and should be reviewed for more information and guidance.

[Local Compliance Officers \(LCOs\)](#) are appointed to each geography, and, in some cases, a smaller business



Question: I have questions about the use of third parties that may be “go-betweens” helping us with local government authorities. What should I do to make sure that they do not get us into trouble?

Answer: You are right to be concerned. Control over agents and other third parties who are operating on Pearson's behalf is important. We should ensure that their reputation, background and abilities are appropriate and meet our ethical standards. Agents and third parties are expected to act in accordance with the requirements set out in the [Business Partner Code of Conduct](#). As a general rule, we must never do anything through a third party that we are not allowed to do ourselves.

units, to monitor compliance with the ABC Policy and to grant approvals as required by the ABC Policy.

Bribery is a crime in the countries where Pearson operates and penalties can be severe. If you have questions or concerns you should discuss them with your [Local Compliance Officer](#) or review the [ABC Policy](#).



Question: Sometimes when I am traveling, I see practices that I would consider inappropriate, but they are common practices in the country I am visiting. What should I do if I am asked to provide what I consider to be a bribe, but what the locals think of as a common business courtesy?

Answer: You should decline and inform the person that your company's policies prohibit you from making such payments. Remember: no matter where you are, our policies apply. You must never provide a payment or anything of value to gain an improper business advantage.

Question: What if I am threatened and forced to provide a cash payment to a public official before I am allowed to exit the country?

Answer: When failure to make a payment to a public official puts you or your family under threat of imminent bodily harm, you may make the payment that is demanded. You should report the situation as soon as possible to your [Local Compliance Officer](#). Without exception, any such payment must be reflected accurately in the company's books and records.

Our responsibilities

- Do not offer or accept bribes, or any other kind of improper payment including facilitation payments. Please refer to the [ABC Policy](#) for further details on facilitation payments.
- Keep accurate books and records so that payments are honestly described and company funds are not used for unlawful purposes.
- Know who you are doing business with and confirm with your [Local Compliance Officer](#) that appropriate due diligence has been conducted.

- Never do anything through a third party that you are not allowed to do yourself.
- Do not put yourself at risk if there is a credible threat to your personal wellbeing, health or safety if you do not make a payment to an official. In this situation you should make the payment and report it immediately to the Global Travel manager, the VP of Corporate Security and your [Local Compliance Officer](#).

C. Gifts & entertainment

Our standard

In many countries where Pearson does business, there are generally accepted customs regarding the exchange of business gifts and entertainment. When handled properly, appropriate and reasonable gifts and entertainment can strengthen business relationships. But when abused, they can damage our reputation, harm our business and may even be illegal.

i **Extra care needs to be taken when dealing with government officials. You may not provide a gift to or entertain a government official without first seeking approval from your Local Compliance Officer and Government Relations. For more information, see the “E. Doing business with government and government officials” on page 18 of this Code.**

Gifts and entertainment may only be given if they are reasonable complements to business relationships, are consistent with Pearson's internal policies, and are in keeping with all applicable laws and the business etiquette of the recipient's company or country.

The [Pearson Gifts & Hospitality Policy](#) generally permits the giving and receiving of business gifts of [reasonable value](#) that are customary business courtesies and are reasonable in value and frequency.

i **Remember that “gifts” may include anything of value, given or received without payment or an exchange of goods or services. Examples include flowers, gift bags, chocolates, a bottle of wine, or a holiday present. It could also include marketing materials, a waiver of fees, or reimbursements.**

Note that we should never attempt to avoid these rules by using our personal funds or by engaging an agent or representative to pay for any business gift or entertainment that we cannot pay ourselves.



Question: I have been pursuing a new customer for several months and I'd like to take the customer to a sporting or cultural event to establish a good business relationship. Is taking the customer to the event considered a bribe?

Answer: It could. You should always seek pre-approval from your [Local Compliance Officer](#) before taking a customer to a cultural or sporting event and before entertaining a third party in most circumstances.

Question: During the holidays, I give my non-government customers a bottle of wine and expensive chocolate. Is this allowed?

Answer: Yes. But if it's above the [Nominal Value](#), you need approval from your Local Compliance Officer.

Our responsibilities

- Only provide and accept gifts and entertainment that are reasonable complements to business relationships.
- Do not solicit personal gifts, favors, entertainment or services.
- Do not give or accept gifts of cash or cash equivalents. This is never allowed.
- Understand and comply with the policies of the recipient's organization before offering or providing gifts, hospitality or entertainment.
- Record gifts given or received that are approved by [Local Compliance Officer](#).
- Be especially careful when using agents or third parties who represent us.



Question: A business partner invited me to attend a sporting event with him and sit in his firm's suite. Is it acceptable for me to go?

Answer: Attending a sporting event with a business partner may be an appropriate business courtesy, as long as doing so is consistent with [Pearson's Anti-Bribery and Corruption Policy](#), and the value of the tickets is reasonable. In this case, the tickets include access to a firm's suite and are likely to have a high monetary value. You should discuss the matter with your manager and seek pre-approval from your [Local Compliance Officer](#). Also remember that if the tickets were for your personal use and the business partner was not attending the event with you, the tickets would be considered an unacceptable gift since there would be no business purpose for you to attend the event.

View the “Appendix: Policies & Resources” at the end of this Code for a complete list of policies, resources, and who to contact for assistance.



Image by Christof Van Der Walt

Section V: Protecting our information and assets

A. Privacy and personal information

Our standard

At Pearson, we respect and protect the rights, freedoms and dignity of all individuals who entrust us with their personal information. These include learners, parents and guardians, our customers, website and app users, employees and third parties. Protecting this information is more than a legal requirement—it is a matter of trust.

As a global company in a digitally connected environment, we respect all applicable laws relating to data privacy. Personal Information (“PI”) is any data that, by itself, or in combination with other information, identifies or links to an individual. Some PI is particularly sensitive and requires an extra degree of care. Examples include but are not limited to:

- Health, medical and biometric information.
- National identity numbers.
- Credit card or bank account numbers.
- Age, race, ethnicity, sexual orientation, and certain non-professional affiliations, memberships and preferences.
- Assessment or performance results.
- Information related to offenses or alleged offenses, such as criminal convictions and prosecutions.
- Information which may lead to or cause damage to a person’s reputation.

Some business units collect or use Personal Information relating to children or young people in schools or K-12 education (“student data”). We also must treat this PI with the utmost care.

Our responsibilities

- Take annual data privacy and information security training.
- Be accountable for protecting PI and stay informed about our PI related policies.
- Promptly report any actual or suspected unauthorized uses, disclosures or access to your manager or the Pearson Security Operations Centre at soc@pearson.com.
- Limit the collection and use of PI to legitimate business purposes and retain PI only as long as needed and in accordance with company policies.
- Be transparent about our privacy practices and how individuals can contact us with questions or concerns or requests related to their data within our systems.
- Only share PI with those who have a legitimate need to know and whose access is appropriately authorized.
- When we use third parties to provide services for us, we should make sure our policy requirements are reflected in our contracts with them.
- When transfer of PI to another country is in scope, work with our Technology team and Data Privacy Office on ways to accomplish business goals and to protect individual rights.

For further information, contact your manager, the [Data Privacy Office](#) or your [Local Compliance Officer](#).



Image by Sydney Tripoli



Question: A report I found on the photocopier contains a lot of confidential HR records, including payroll information for our team. I do not want to get anyone into trouble, but I do not think it is right that this kind of information is left for all to see. What should I do?

Answer: You should return the report to your HR representative in confidence straight away, and report your discovery and actions to the Security Operations Center (soc@pearson.com). Protecting confidentiality and privacy is the responsibility of each employee. Whoever left the papers in the copier will be counseled on their duty to protect the confidentiality of others.

B. Protecting our assets

Our standard

We all have a responsibility to protect company property, to make sure it is taken care of, and that it is not used for personal purposes except in limited circumstances. When in doubt, you should consult your manager.

Company assets include our buildings, equipment, computers, office and mobile telephones, PDAs, faxes, files, documents, inventory and supplies. Our assets also include intellectual property and confidential information.

Proper use of information technology

Employees must take care that their use of Pearson's electronic systems and resources does not expose the company to the risk of security or confidentiality breaches, legal claims, sabotage, viruses, or similar problems.

Limited personal use is permitted as long as it is kept to a minimum and has no adverse effect on productivity and the work environment.

Our responsibilities

- Only use software that has been properly licensed. The copying or use of unlicensed or "pirated" software on Pearson's computers or other equipment is strictly prohibited.
- Report any suspicions you may have concerning theft, embezzlement or

misappropriation of any Pearson property.

- Respect and acknowledge the copyright and intellectual property of others, obtaining the appropriate consent or permission to use the intellectual property in our products, services and activities.

In accordance with our [Acceptable Use policy](#), all users at Pearson are responsible for exercising good judgment regarding appropriate use of information, electronic devices and network resources. For security and network maintenance purposes, authorized individuals within Pearson may monitor equipment, systems and network traffic at any time. In accordance with local laws, Pearson reserves the right to audit network and systems on a periodic basis to ensure compliance.

C. Protecting our content

Our standard

We all have a responsibility to protect company content, to make sure it is stored and distributed in a manner that doesn't unnecessarily expose us to unauthorized access and distribution. We must also ensure our distribution partners meet this standard. When in doubt, you should consult your manager.

Our content includes our books, ebooks, test banks, solutions manuals, assessments, images, manuscripts, and intermediary files. Unauthorized use of Pearson's content (often referred to as "piracy") is illegal, hurts us by replacing sales of genuine products, erodes the trust our authors and customers place in us, and puts students at risk.

Our responsibilities

- Do not distribute content outside of Pearson that does not require a personal login to access. Follow the [Pearson Content Protection Policy](#) for guidance.
- If this is not possible, consult your manager to explore available and acceptable alternatives.
- Always complete the Security and Privacy Threshold Questionnaire in OneTrust prior to entering into or renewing distribution agreements with third parties. Access OneTrust from the Pearson myCloud.
- Properly label all Pearson content with appropriate copyright notices.

- Report any perceived infringement on Pearson's copyrights to PearsonEthics.com or at "Report Piracy" at www.pearson.com.

D. Confidential information and intellectual property

Our standard

The unauthorized release of confidential information can cause us to lose a critical competitive advantage, cause reputational harm to Pearson and damage our relationships with customers and others. Each of us must be vigilant and safeguard our confidential information as well as confidential information that is entrusted to us by others.

Confidential information can include, but is not limited to, intellectual property, financial information, content, internal e-mails, Executive's schedules, business decisions and so on. Confidential information includes any information that is not intended for public use and is classified as DCL level 2 thru DCL level 4.

We respect all patents, trademarks, copyrights, proprietary information and trade secrets, as well as the confidentiality of anyone with whom we do business. Unauthorized uses can cause loss of revenue, remediation costs and damage to our reputation.

Our responsibilities

- Use and disclose information only for legitimate business purposes.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Protect intellectual property and confidential information by sharing it only with authorized parties in a secure way.
- Promptly report any suspected counterfeit or infringing use of Pearson intellectual property.
- Obtain and adhere to the terms of permissions and licenses required for the use of intellectual property of others, ensuring uses match terms throughout the product life cycle.
- Observe company "clean desk" guidelines, particularly in open office environments,

and always safeguard confidential or other valuable company materials in work area.

- Never discuss confidential information when others might be able to overhear what is being said, for example on planes or in elevators or when using mobile phones, and be careful not to send confidential information to unattended fax machines or printers.
- Immediately report the loss of any misplaced confidential information.

E. Insider dealing

Our standard

We comply with securities laws and do not trade in the securities of any public company—including Pearson—when we are in possession of information that is non-public, material and significantly price-sensitive which would preclude trading under those laws. Material or significantly price-sensitive information includes any information that an investor would consider sufficiently important when deciding whether to buy, sell or hold a share. This can include news about acquisitions, financial results, important management changes, commencement or termination of major contracts as well as news about the financial, operational or environmental performance of a company.

In addition, we keep a list of Restricted Persons who cannot trade in Pearson's shares except during "open periods" after their trade has been approved by the Office of the Company Secretary.

Violations of insider dealing laws can result in significant penalties for the Company and for the individuals involved.



Our responsibilities

- Never use, for your own or others' benefit, any company information that has not been made public.
- Be careful when others request confidential information about Pearson or our business partners. Even casual conversations, including those with family or friends, could be viewed as illegal "tipping" of inside information.
- Information that has not been made public must not be released outside of Pearson unless requested through the formal legal process.

For additional guidance to help comply with applicable laws, contact the Office of the Company Secretary.



Question: When am I allowed to place a trade in Pearson shares based on material information?

Answer: You can trade on material information only after it is made public by the Company and after obtaining any required internal clearance through the Office of the Company Secretary. Please know insider dealing is not just an internal company conduct issue, but is an individual's responsibility to understand and comply with the law and can carry criminal sanction for individuals.

F. Accurate books and records

Our standard

We are committed to transparency and to making full, accurate, timely and clear disclosure on required financial or other reports that are filed with or submitted to regulatory authorities. We do not tolerate, permit, or allow any of our employees to engage in the facilitation of tax evasion or tax fraud by our employees, customers or business partners.

Employees with a role in the preparation of our public, financial and regulatory disclosures have a special responsibility in this area, but all of us contribute to the process of recording business results and maintaining documents. Each of us is responsible for helping to ensure the information we record is accurate, timely and complete and would not jeopardize the

reliability and integrity of our books and records.

Our responsibilities

- Never make false claims on an expense report or time sheet.
- Be as clear, concise, truthful and accurate as possible when recording any information. Avoid exaggeration, inappropriate language, guesswork, legal conclusions, and derogatory characterizations of people and their motives.
- Ensure that financial entries are clear and complete and do not hide or disguise the true nature or timing of any transaction.
- When engaging with external auditors, provide access to all information of which you are aware that is relevant to the preparation of financial statements such as records, documentation and other matters. Where documents are created in response to an auditor's request, such as reconciliation spreadsheets, external auditors should be expressly informed that you have done so when you provide it to them.
- When reviewing or approving a transaction, give appropriate time and detail to ensure adherence to our policies and procedures.
- Only sign documents, including contracts, that you are authorized to sign and that you believe are accurate and truthful.
- Maintain all corporate records for legally required minimum periods and in accordance with the Company's document retention procedures and legal requirements.
- Documents should only be destroyed in accordance with our document retention policies and procedures, and never in response to or in anticipation of an investigation or audit. If you receive notice from Legal "ordering a hold" on document destruction, or if you are unsure as to whether documents are subject to a legal hold, you should check with Legal or Compliance prior to destruction, to ensure that the records aren't needed for an ongoing or pending investigation or audit.
- Report any suspicions of fraud to the Pearson Ethics hotline immediately at www.pearsonethics.com

and the Global Compliance Office at compliance@pearson.com or fraud@pearson.com.



Question: At the end of the last quarter reporting period, my manager asked me to record additional expenses even though I had not received the invoices from the supplier and the work had not started. I agreed to do it, mostly because I did not think it really made a difference since we were all sure that the work would be completed in the next quarter. Now I wonder if I did the right thing?

Answer: Costs must be recorded in the period in which they are incurred. The work was not started and the costs were not incurred by the date you recorded the transaction. Therefore, it was a misrepresentation and, depending on the circumstances, could amount to fraud. In such a situation, you should report the matter to your HR representative, [Local Compliance Officer](#), [Compliance](#), or on [PearsonEthics.com](#).

Please reference the [Schedule of Authority](#) under the [One Pearson Financial Policies Neo page](#) for additional information regarding accountability for financial approvals.

G. Communicating with the public

Our standard

It's essential that our public communications are clear, consistent and accurate. Only authorized persons should speak with the media or members of the investment community on behalf of Pearson.

i **NOTE: At no time does an employee speak to the media on behalf of Pearson without prior written authorization. If contacted by the media or another outside source, you should contact Corporate Affairs at media@pearson.com. We also have a [Global Media Policy](#) that is updated regularly with specific contacts for various businesses and geographies which you can find on the [Global Policies Neo page](#).**

Our responsibilities

- Communicate honestly and openly with those who have an interest in our Company, including colleagues, suppliers, customers and shareholders.
- Conferences and external presentations are an excellent way to share our expertise with others, but they must be reviewed by management and may need to be reviewed in advance by Legal or Corporate Affairs.
- If you receive a question from the media about the Company's business, refer it to Corporate Affairs and do not respond yourself.

Using social media

When using social media, never give the impression that you are speaking on behalf of Pearson unless you are authorized to do so. You should disclose that you are an employee and, make it clear that your views are personal and yours alone.

- Pearson may take disciplinary action against you, up to and including termination, if you make improper personal remarks on social media that are attributable to Pearson or that may harm or damage Pearson's image or reputation.
- All users of social media should follow the same principles expected in other behaviors at work and outlined in this Code. In particular, remember that any harassment, bullying, discrimination or retaliation that would not be permissible in the workplace, including racist behaviors, is not permissible online.



NOTE: Nothing in this Code is designed to interfere with, restrain, or prevent employee communications regarding wages, hours, or other terms and conditions of employment. Pearson employees have the right to engage in or refrain from such activities.

View the "Appendix: Policies & Resources" at end of this Code for a complete list of policies, resources, and who to contact for assistance.

Section VI: Being a good corporate citizen

A. Sustainability and corporate responsibility

Our standard

In 2020, Pearson introduced a new 2030 sustainability strategy, focused on the social and environmental areas that will make the biggest positive impact on learners, the planet and society while at the same time driving business growth, managing risks and reducing costs.

Our strategy is focused on unleashing talent—the world's most valuable resource. By leveraging our core business capabilities and partnering with others, we can help develop lifelong learning opportunities that enable people to create better lives for themselves, their families and generations to come around the world. The strategy is also designed to support the UN Sustainable Development Goals (SDGs)—particularly goal 4 on quality education, goal 8 on decent jobs and economic growth, and goal 10 on reducing inequality.

The strategy's three pillars include:

- Advancing equity in learning for under-represented groups.
- Building skills for a sustainable future, equipping learners with knowledge and skills to achieve the UN SDGs.
- Leading by example through our commitment to human rights and the environment across our value chain.

Our responsibilities

Regardless of their role in the organization, all employees can contribute to Pearson's sustainability objectives.

Equity

For learners, employees and suppliers, we will take a deliberate focus on access and outcomes for groups who are under-represented, including women, racial and ethnic minorities, low-income groups and people with disabilities. Employees are encouraged to consider and

take actions to support these and other underserved groups to better access our products, including through balanced representation in our content, and to be inclusive of employees and suppliers from all backgrounds.

Skills for a sustainable future

We have an opportunity to equip people to understand key societal and environmental issues and develop a sense of social responsibility to take action through their careers and in their day to day lives. Employees are encouraged to consider how these themes can be integrated into our products and to take advantage of internal opportunities to learn about sustainability and Pearson's commitments.



Human rights

In our public [Pearson Human Rights Statement](#), we recognize the importance of evaluating and improving how our company, including our products and services, contributes to education access, affordability, and outcomes for all learners. As a founding signatory to the UN Global Compact, Pearson is committed to respecting all human rights as defined in the Universal Declaration of Human Rights; the International Covenant on Civil and Political Rights; the International Covenant on Economic, Social and Cultural Rights; and the ILO Declaration on Fundamental Principles and Rights at Work. 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 labor practices such as the employment of

child labor, the use of forced or compulsory labor as well as slavery and human trafficking. We are committed to upholding and complying with the provisions of the United Kingdom's Modern Slavery Act, as well as any relevant laws in the countries in which we operate and do business.

Our commitment to human rights calls for us to:

- Be familiar with the [Pearson Human Rights Statement](#).
- Respect the human rights of all stakeholders, including: learners, parents, employees and contractors, teachers and other educators, customers, partners, suppliers, and the broader community.
- Report any suspicion or evidence of human rights abuses in our operations or in those of our business partners to your HR representative, [Local Compliance Officer](#), the [Global Compliance Office](#), or the Corporate Affairs Global Sustainability team.

Environmental stewardship

We have a responsibility as a company to take proper care of the environment and to manage and minimize our impact on the environment, we:

- Comply, at a minimum, with the relevant environmental laws and regulations applicable in each country in which we operate.
- Take account of environmental responsibility as a factor in business decision making.
- Seek to reduce our impact on the environment, reducing our carbon emissions and reducing energy and water use.
- Work with our business suppliers and partners to ensure that they support our environmental objectives and reduce their impact on the environment.

Community engagement

Many of the biggest global education challenges cannot be tackled by one company alone. For this reason, we partner and collaborate with others—including local groups, governments, and non-governmental organizations (NGOs). Through collaboration we help inform, innovate and test new models of working, both commercially and through our charitable giving.

We also encourage our employees to get involved in their local communities and we encourage and enable our people to give time to good causes.

B. Political activities

Our standard

We respect the rights of employees to voluntarily participate in the political process, including making their own personal political contributions, assisting in political campaigns and expressing their personal, political views. With the exception of voting, Pearson prohibits the use of company time or property for the purpose of assisting in any political campaign or promotion of any political candidate. Pearson does not make corporate political contributions to any political party, political action committee, or candidate running for election or re-election to a government political office.

Company executives in the U.S. must also abide by additional restrictions—generally referred to as “pay-to-play” regulations—that limit personal political contributions when Pearson is engaged in certain government-related business activities.

We are aware that the term “government officials” may include customers such as professors, teachers, and other school personnel or administrators. We understand that employees engage with these officials during the course of regular business. However, any contacts outside the normal course of business that are considered political activity with government officials, outside of individual participation in the standard political process as mentioned above, should be approved in advance by Government Relations.

Our responsibilities

- Never commit corporate funds to any political party or candidate.
- Take steps to ensure that your personal political opinions and activities are not viewed as those of the company.
- Any expenditure on political lobbying or for the purpose of attempting to influence the political process should be pre-approved and managed by Corporate Affairs.
- Never pressure another employee to contribute to, support, or oppose any political candidate, party or political effort.

- Holding or campaigning for political office must not create, or appear to create, a conflict of interest with your duties.
- Comply with all laws, regulations and our standards.
- Notify Government Relations of any political activity outside of individual participation in the political process.



Question: I will be attending a fundraiser for a candidate for local office. Is it acceptable to list my position at Pearson on the attendee list and in the program as long as I do not use any company funds or resources?

Answer: In some jurisdictions, you may be required to list your employer when making a personal political contribution including when attending fundraising events. However, apart from such legal requirements, you should make it clear that your personal political activities are distinct from the Company's.

Question: I would like to invite an elected official to speak at an upcoming company event. Would that be a problem?

Answer: You must get approval from Corporate Affairs and Global Compliance before inviting an elected official to attend a company event. Laws governing contributions are complex, and in some jurisdictions, if the invitee is in the midst of a re-election campaign, the company event could be viewed as support for the campaign and the food and drink at the event may be considered gifts. In most instances, there would be limits and reporting obligations that must be carefully followed.

Our responsibilities

- Maintain appropriate import, export and customs records at each Pearson business location.
- Seek guidance from Legal to ensure that transfers of information, technology, products or software across borders comply with laws governing imports and exports.
- Always comply with the guidance found on the [Sanctions Neo space](#) when doing business involving countries or individuals to which sanctions apply.

Dealing with “sanctioned” countries and individuals

Compliance with laws, regulations and policies relating to trade and economic sanctions can be especially complicated, but failure to comply can have serious consequences for the Company.

For these reasons, companies and individuals resident in “high risk” as well as “medium risk” sanctioned countries are subject to sanctions checks prior to doing business with them. A list of “high” and “medium” risk countries and further guidance on how to conduct these checks can be found on the [Sanctions Neo space](#).

If you have any sanction-related questions or concerns you should notify the Sanctions team at sanctionscompliance@pearson.com. For more information about transactions with sanctioned countries, please consult the Pearson Sanctions Policy which is available on the [Sanctions Neo space](#), and the Pearson Treasury Policy which is available on the [Finance Neo space](#).

View the “Appendix: Policies & Resources” at end of this Code for a complete list of policies, resources, and who to contact for assistance.

C. Global trade

Our standard

We are committed to complying with applicable export and import controls, money laundering regulations, customs, and other relevant laws in the countries in which we operate and do business. Each of us is responsible for knowing the laws that apply to our jobs, and must seek expert advice if in doubt about the legality of an action.

Resources at a Glance

Topic	Contact / Resources
Code of Conduct <i>For questions, concerns, violations of, or guidance on our Code.</i>	<ul style="list-style-type: none"> ▪ Local Compliance Officer for your business or geography ▪ Global Compliance Office at compliance@pearson.com ▪ www.pearsonethics.com
Anti-Bribery & Corruption <i>Includes gift, hospitality, travel, sponsorships and charitable donation requests.</i>	<ul style="list-style-type: none"> ▪ Local Compliance Officer for your business or geography ▪ Global Compliance Office at compliance@pearson.com ▪ www.pearsonethics.com
Sanctions	<ul style="list-style-type: none"> ▪ sanctionscompliance@pearson.com ▪ Sanctions Neo page ▪ Global Compliance Office at compliance@pearson.com
Conflicts of Interest	<ul style="list-style-type: none"> ▪ Global Compliance at gcoconflictsofinterest@pearson.com ▪ www.pearsonethics.com
CISO (Global Information Security)	<ul style="list-style-type: none"> ▪ Security Operations Center (SOC) for reporting incidents: soc@pearson.com ▪ CISO Neo page
Data Privacy Office (DPO)	<ul style="list-style-type: none"> ▪ Your Local Compliance Officer or the Data Privacy Office at dataprivity@pearson.com ▪ Data Privacy Neo page
Antitrust	<ul style="list-style-type: none"> ▪ Contact Pearson Legal ▪ Antitrust Neo page
Health & Safety	<ul style="list-style-type: none"> ▪ Global Health & Safety Team ▪ Global Health & Safety Neo page ▪ www.pearsonethics.com
Safeguarding & Protection	<ul style="list-style-type: none"> ▪ Global Safeguarding Officer ▪ www.pearsonethics.com
Editorial / Content Quality	<ul style="list-style-type: none"> ▪ Pearson Editorial Policy ▪ Local Editorial Policy Champions ▪ pearsoneditorialpolicy@pearson.com
Piracy / Intellectual Property Protection	<ul style="list-style-type: none"> ▪ Pearson Intellectual Property Protection Program Neo page ▪ “Report Piracy” on www.pearson.com
Share Dealing Inquiries	<ul style="list-style-type: none"> ▪ Office of the Company Secretary at companysecretary@pearson.com
Diversity & Inclusion	<ul style="list-style-type: none"> ▪ Global Diversity & Inclusion Team at inclusion@pearson.com ▪ Global Diversity & Inclusion Advocates
Media Inquiries <i>Includes communicating with the public and social media.</i>	<ul style="list-style-type: none"> ▪ Corporate Affairs for your geography or business ▪ Contact media@pearson.com
Corporate Responsibility <i>Includes Sustainability, Human Rights, UK Modern Slavery Act, environmental stewardship, community engagement.</i>	<ul style="list-style-type: none"> ▪ Global Sustainability team (sustainability@pearson.com) ▪ Corporate Affairs for your geography or business ▪ www.pearsonethics.com
Global Policies	<ul style="list-style-type: none"> ▪ Global Policies page on Neo ▪ myHR Policies

Appendix: Policies & Resources

Policies and Neo pages referenced throughout our Code of Conduct:

Section I:

[Business Partners Code of Conduct](#)

[Raising Concerns and Anti-Retaliation Policy](#)

Section II:

[Global Diversity & Inclusion Neo page](#)

[Global Health and Safety Policy & Standards](#)

Section III:

[Efficacy & Research Neo page](#)

[Pearson Editorial Policy](#)

[Global Antitrust Policy](#)

[Antitrust Neo Page](#)

Section IV:

[Global Conflicts of Interest Policy](#)

[Anti-Bribery & Corruption \(ABC\) Policy](#)

[Gifts & Hospitality Policy](#)

[Global Compliance Office Neo page](#)

Section V:

[Global Privacy Policy](#)

[Data Privacy Office Neo page](#)

[Pearson Intellectual Property Protection Program Neo page](#)

[Report Piracy](#)

[Office of the Company Secretary](#)

[One Pearson Financial Policies](#)

[Schedule of Authority](#)

[Global Media Policy](#)

Section VI:

[Pearson Human Rights Statement](#)

[Sanctions Policy](#)

[Sanctions Neo page](#)

[Treasury Policy](#)

Overall:

[Global Policies Neo page](#)

myHR

[www.pearsonethics.com](#)

Global Policies:

Visit [Global Policies Neo page](#)

Visit myHR

Resources for assistance, raising concerns or asking questions:

- Visit Pearson Ethics at [www.pearsonethics.com](#). Pearson Ethics is available 24/7, 365 days a year. Ask questions and raise concerns electronically or via phone. US, UK and international phone numbers are available on the website.
- Speak with your line manager
- Contact your [Local Compliance Officer](#)
- Contact the Global Compliance Office at compliance@pearson.com
- Contact Pearson Legal
- Contact Employee Relations at employeerelations@pearson.com
- Contact myHR and ask a question

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