

Letter from the Chairman

on business to be transacted at the Annual General Meeting at 12 noon on Friday, 27 April 2012 and Notice of Annual General Meeting

This document is important and requires your immediate attention.

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

A form of proxy for the Annual General Meeting is enclosed and should be completed and returned as soon as possible. To be valid, it must reach the company's registrar, Equiniti, no later than 12 noon on Wednesday, 25 April 2012. Alternatively, you may register your vote online by visiting the registrar's website at www.sharevote.co.uk or, if you already have a portfolio registered with Equiniti, by logging onto www.shareview.co.uk

In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number which are given on the enclosed form of proxy. If you are a member of CREST, the electronic settlement system for UK securities, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the Notes to the Notice of Annual General Meeting and in the form of proxy. Electronic and CREST proxy voting instructions should also be submitted no later than 12 noon on Wednesday, 25 April 2012. Completion of a form of proxy or the appointment of a proxy electronically will not stop you from attending the meeting and voting in person should you so wish.

To Shareholders

22 March 2012

Dear Shareholder

I am writing to give you details of the business which will be conducted at the Annual General Meeting (AGM or the meeting) of Pearson plc (Pearson or the company) to be held at IET London, 2 Savoy Place, London WC2R 0BL at 12 noon on Friday, 27 April 2012.

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

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

Ordinary business

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

The final dividend for the year ended 31 December 2011;

Re-election and reappointment of directors;

Approval of the report on directors' remuneration;

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

Authority to determine the remuneration of the auditors; and

Authority to allot shares.

Special business

Waiver of pre-emption rights in certain circumstances;

Authority for the company to purchase its own shares;

Approval of a 14-day notice period for general meetings in accordance with the Companies (Shareholders' Rights) Regulations 2009 (the Shareholder Rights Regulations) and the company's Articles of Association (Articles); and

Amendment to the company's Articles.

A brief description of these matters is set out below.

Notice of AGM

The Notice convening the AGM is set out on pages 8 to 11 of this document (the Notice).

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

The first resolution at the AGM will be related to the receipt and consideration of the company's accounts and the reports of the directors and the auditors for the financial year ended 31 December 2011.

Separately, shareholders will also be asked to approve the payment of a final dividend of 28p per ordinary share in respect of the year ended 31 December 2011, as recommended by the directors.

If the recommended final dividend is approved, it is proposed that the dividend will be paid on 4 May 2012 to shareholders on the company's register of members at close of business on 10 April 2012 (the record date).

Re-election and reappointment of directors (resolutions 3 to 14)

In accordance with the UK Corporate Governance Code (the Code), all of the directors being eligible will offer themselves for re-election at the AGM. The re-election of directors will take effect at the conclusion of the meeting. Following the formal evaluation exercise conducted during the year ended 31 December 2011, as chairman, I believe that the contribution and performance of each of the directors continues to be valuable and effective and that it is appropriate for them to continue to serve as directors of the company. In accordance with the Code, the board has reviewed the independence of its non-executive directors and has determined that they remain fully independent of management and that there are no relationships or circumstances likely to affect their character or judgement. In particular, the board has reviewed in detail the independence of Patrick Cescau, who has served on the board for over nine years. The board has concluded that Patrick remains independent, as explained on page 49 of the report and accounts.

Biographical details for each of the directors are set out on the following pages:

David Arculus, non-executive director, aged 65. David has experience in banking, telecommunications and publishing in a long career in business. Currently he is chairman of Aldermore Bank plc, Numis Corporation plc and the Advisory Board of the British Library, and a non-executive director of Telefonica S.A. David's previous roles include the chairmanship of O₂ plc, Severn Trent plc and IPC Group, as well as chief operating officer of United Business Media plc and group managing director of EMAP plc. David served from 2002 to 2006 as chairman of the British government's Better Regulation Task Force, which worked on reducing burdens on business. David is chairman of the remuneration committee and a member of the audit and nomination committees.

Patrick Cescau, senior independent director, aged 63. Patrick brings to Pearson more than 35 years' global business experience in finance, consumer products, retailing and developing and emerging markets. He is the senior independent director of Tesco plc, Britain's largest retailer, a director of France-based INSEAD, the Business School for the World, and IAG, the International Consolidated Airlines Group, S.A., parent company of British Airways and Spain's Iberia. He was previously group chief executive of Unilever, the global consumer-goods company whose brands are known throughout the world. Patrick is a trustee of the Leverhulme Trust and chairman of the St. Jude Children Charity. In 2005 he was awarded the 'Légion d'Honneur', the highest decoration bestowed by France. Patrick is a member of the audit, remuneration and nomination committees.

Will Ethridge, chief executive, Pearson North American Education, aged 60. Will has three decades of experience in education and educational publishing, including nearly a decade and a half at Pearson where he formerly headed our Higher Education, International and Professional Publishing business. Prior to joining Pearson in 1998, Will was a senior executive at Prentice Hall and Addison Wesley, and before that an editor at Little, Brown and Co where he published in the fields of economics and politics. Will is a board member and former chairman of the Association of American Publishers (AAP) and board chairman of CourseSmart, a consortium of electronic textbook publishers.

Rona Fairhead, chairman and chief executive of The Financial Times Group, aged 50. Rona has wide experience in business, finance, services and manufacturing. She was Pearson's chief financial officer before beginning her current role in 2006. In addition to the FT Group, Rona heads Pearson's professional and careers business that includes Pearson VUE (our electronic testing and certification business) and various skills and professional training businesses. She previously held senior management roles at specialty chemicals company ICI plc, and in aerospace with Bombardier/Shorts. She has an MBA from Harvard Business School. Rona currently serves as non-executive director of The Cabinet Office of UK Government and of HSBC Holdings plc, where she chairs the risk committee. She is also a member of the Cambridge University Library Visiting Committee. She was made a Commander of the British Empire in 2012.

Robin Freestone, chief financial officer, aged 53. Robin's experience in management and accounting includes a previous role as group financial controller of Amersham plc (now part of General Electric) and senior financial positions with ICI plc, Zeneca and Henkel UK. He joined Pearson in 2004 as deputy chief financial officer and became chief financial officer in June 2006. Robin qualified as a chartered accountant with Touche Ross (now Deloitte), and is currently a non-executive director and founder shareholder of eChem Limited. Robin sits on the Institute of Chartered Accountants (ICAEW) Financial Reporting Committee and is deputy chairman of the Hundred Group of Finance Directors.

Susan Fuhrman, non-executive director, aged 67. Susan's extensive experience in education includes her current role as president of Teachers College at Columbia University, America's oldest and largest graduate school of education. She is president of the National Academy of Education, and was previously dean of the Graduate School of Education at the University of Pennsylvania and on the board of trustees of the Carnegie Foundation for the Advancement of Teaching. Susan is a member of the audit and nomination committees.

Ken Hydon, non-executive director, aged 67. Ken's experience in finance and business includes roles in electronics, consumer products and healthcare. He is a non-executive director of Reckitt Benckiser Group plc, one of the world's leading manufacturers and marketers of branded products in household cleaning and health and personal care, retailer Tesco plc and the Royal Berkshire NHS Foundation Trust. Previously, Ken was finance director of Vodafone Group plc and of subsidiaries of Racal Electronics. Ken is chairman of the audit committee and a member of the remuneration and nomination committees.

Josh Lewis, non-executive director, aged 49. Josh's experience spans finance, education and the development of digital enterprises. He is founder of Salmon River Capital LLC, a New York-based venture capital firm focused on technology-enabled businesses in education, financial services and other sectors. Over a 25 year private equity/venture capital career, he has been involved in a broad range of successful companies, including several pioneering enterprises in the education sector. In addition, he has long been active in the non-profit education sector, with associations including New Leaders and the Bill & Melinda Gates Foundation.

John Makinson, chairman and chief executive of The Penguin Group, aged 57. John's diverse background spans business, consultancy, financial journalism and publishing. He was finance director of Pearson before heading Penguin, and previously served as managing director of the *Financial Times* newspaper, where he had earlier served as editor of the popular Lex column. John co-founded Makinson Cowell, an international financial consultancy, and was vice chairman of the U.S. holding company of advertising firm Saatchi & Saatchi. John is chairman of the National Theatre and a trustee of the Institute for Public Policy Research.

Glen Moreno, chairman, aged 68. Glen has more than three decades of experience in business and finance, and is currently deputy chairman of The Financial Reporting Council Limited in the U.K., deputy chairman and senior independent director of Lloyds Banking Group plc, and non-executive director of Fidelity International Limited. Previously, Glen was senior independent director of Man Group plc and acting chairman of UK Financial Investments Limited, the company set up by HM Treasury to manage the government's shareholdings in British banks. Glen is chairman of the nomination committee and a member of the remuneration committee.

Marjorie Scardino, chief executive, aged 65. Marjorie brings a range of business, legal and publishing experience to Pearson. Before becoming Pearson CEO, she was chief executive of The Economist Group. Trained as a lawyer, she was a partner in a Savannah, Georgia, law firm and at the same time founded with her husband the Pulitzer Prize-winning *Georgia Gazette* newspaper. Marjorie is a director of Nokia Corporation and on the non-profit boards of Oxfam and the MacArthur Foundation. In 2003 she was made a Dame of the British Empire and in 2010 was named a fellow of the American Academy of Arts and Sciences. Marjorie is a member of the nomination committee.

Vivienne Cox, non-executive director, aged 52. Vivienne has wide experience in energy, natural resources and business innovation. She worked for BP plc for 28 years, in Britain and continental Europe, in posts including executive vice president and chief executive of BP's Gas, Power & Renewables business and its Alternative Energy unit. She is also non-executive director of mining company Rio Tinto plc, energy company BG, the U.K. Department for International Development, and Vallourec, which supplies tubular systems for the energy industry. Vivienne also sits on the board of INSEAD. Vivienne is a member of the audit, remuneration and nomination committees.

Having been appointed as a director since the last AGM, Vivienne will retire at the forthcoming AGM and, in accordance with the Articles and being eligible, will offer herself for reappointment by shareholders.

Report on directors' remuneration (resolution 15)

Shareholders will be asked to approve the report on directors' remuneration in accordance with the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

Auditors (resolutions 16 and 17)

Resolutions will be proposed to reappoint PwC as auditors until the conclusion of the AGM in 2013 and to authorise the directors to determine the remuneration of the auditors.

Directors' authority to allot shares (resolution 18)

Further to the provisions of section 551 of the Companies Act 2006 (the Act), shareholders will be asked to grant the board of directors the authority to allot shares, grant rights to subscribe for shares, or convert any security into shares in the company (the New Authority). The New Authority would be valid until the close of the AGM in 2013.

If passed, the New Authority would be limited to up to 271,992,893 ordinary shares (representing 33.3% of Pearson's issued ordinary share capital as at 5 March 2012). If the New Authority were used in connection with a rights issue, it would be limited to up to 543,985,786 ordinary shares (representing 66.6% of Pearson's issued share capital as at 5 March 2012). In each case the number of shares to which the New Authority applies is over and above those committed to the various share option and employee share plans. At the date this document was approved by the board, the directors had no intention to exercise this authority, although they considered its grant to be appropriate in order to preserve maximum flexibility for the future. The directors intend to renew this authority annually.

Waiver of pre-emption rights (resolution 19)

A resolution will also be proposed to waive (under the provisions of section 570 of the Act) the statutory pre-emption provisions applicable to the allotment of equity securities for cash contained in section 561 of the Act for a period ending at the close of the AGM in 2013.

Accordingly, resolution 19 proposes that authority is granted to the board to issue equity securities for cash consideration either (i) by way of a rights or other pre-emptive issue or (ii) by way of a non-pre-emptive issue, in the latter case limited to a total of 40,798,933 ordinary shares, representing 5% of Pearson's issued ordinary share capital as at 5 March 2012. This resolution is conditional on resolution 18 being passed.

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

Authority to purchase own shares (resolution 20)

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

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

Any purchase by the company of its own shares pursuant to this authority will be paid for out of distributable profits. Any shares which are repurchased will be dealt with in accordance with section 724 of the Act. The company is entitled to hold the shares as treasury shares, sell them for cash, cancel them or transfer them pursuant to an employee share plan. The authority, which will expire at the close of the AGM in 2013, will be limited to the purchase of 81,597,867 ordinary shares, representing 10% of Pearson's issued ordinary share capital as at 5 March 2012. The maximum price (excluding expenses) to be paid per ordinary share on any occasion will be restricted to the higher of (i) 105% of the average of the middle market quotations of an ordinary share of the company derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current bid for an ordinary share as derived from the London Stock Exchange Trading System. The minimum price will be 25p per ordinary share.

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

The company's issued share capital as at 5 March 2012 (the latest practicable date prior to the publication of this document) was 815,978,679. The total number of options to subscribe for ordinary shares which were outstanding as at 5 March 2012 was approximately 3.07 million, which represents approximately 0.38% of the issued share capital of the company at that date. If the maximum number of 81,597,867 shares were to be purchased by the company (under resolution 20), the adjusted issued share capital would be 734,380,811 and the options outstanding would represent approximately 0.42% of the adjusted issued share capital.

Notice of Meetings (resolution 21)

Although our Articles already grant the company the authority to call general meetings (other than annual general meetings) on 14 days' notice, under the Shareholder Rights Regulations this authority is required to be approved by shareholders annually, otherwise a minimum of 21 days' notice must be given. The directors believe it is in the best interests of the company and its shareholders as a whole to preserve the shorter notice period. However, the flexibility offered by this resolution will not be used as a matter of routine for general meetings, but only where, taking into account all the circumstances, the directors consider this appropriate in relation to the business to be considered at the meeting.

Articles of Association (resolution 22)

It is proposed in resolution 22 to adopt new Articles of Association (the New Articles) in order to update the company's current Articles of Association (the Current Articles) primarily to reflect changes to The Uncertificated Securities Regulations 2001 and to incorporate certain provisions which provide the company with maximum flexibility, as permitted under the Act.

The two changes introduced in the New Articles are summarised below. The New Articles, showing all the changes to the Current Articles, are available for inspection at the company's registered office address during normal business hours on any business day.

Shareholder Communications – Under the Act, a company must send shareholder information and documents to every shareholder of the company, to an address specified for the purpose by the intended recipient or at their address shown in the register of members. On occasion, shareholders change address without notifying the company but shareholder documents continue to be mailed to the last known address, as required by the Act. The New Articles contain provisions which, after having made reasonable attempts to establish the shareholder's correct address, permit the company to stop sending shareholder information or documents to the incorrect address until such time as the shareholder has given the company an address to which such documents may be sent.

Proxy Return Date – In accordance with the Shareholder Rights Regulations, a company's articles cannot require a proxy appointment to be received (or cancelled) by the company more than 48 hours before a meeting. The Uncertificated Securities Regulations 2001 were amended to allow companies to ignore non-working days when calculating the maximum 48 hours for setting the proxy return date and the New Articles incorporate this change.

Annual General Meeting

The resolutions referred to in this letter are included in the Notice of AGM set out on pages 8 to 11 of this document. The AGM is to be held at IET London, 2 Savoy Place, London WC2R 0BL at 12 noon on Friday, 27 April 2012. If you are unable to attend the meeting, please complete and return the enclosed form of proxy in the prepaid envelope provided so as to reach the company's registrar, Equiniti, not less than 48 hours before the time of the meeting. Alternatively, you may register your vote online by visiting the registrar's website at www.sharevote.co.uk or, if you already have a portfolio registered with them, by logging onto www.shareview.co.uk. In order to register your vote online you will need to enter the Voting I.D., Task I.D. and Shareholder Reference Number which are given on the enclosed form of proxy. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the Notes to the Notice of AGM and in the form of proxy.

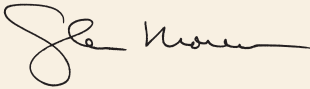
Completion of a form of proxy or the appointment of a proxy electronically, will not stop you from attending the AGM and voting in person should you so wish. If you are unable to attend the AGM but would like to ask a question, please e-mail:

glenmoreno-agm@pearson.com

Recommendation

In the opinion of the directors, the passing of resolutions 1 to 22 is in the best interests of the company and its shareholders as a whole. Your directors unanimously recommend that you vote in favour of resolutions 1 to 22 as they intend to do in respect of their own beneficial holdings.

Yours sincerely



Glen Moreno Chairman

Directors

Chairman

G R Moreno

Executive directors

M M Scardino (chief executive)

W T Ethridge (chief executive, Pearson North American Education)

R A Fairhead (chairman and chief executive of The Financial Times Group)

R A D Freestone (chief financial officer)

J C Makinson (chairman and chief executive of The Penguin Group)

Non-executive directors

T D G Arculus

P J Cescau

V Cox

S H Fuhrman

K J Hydon

S J Lewis

Registered office:

Pearson plc

80 Strand

London WC2R 0RL

UK

Registered in England

Registered number 53723

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM or the meeting) of Pearson plc (Pearson or the company) will be held at IET London, 2 Savoy Place, London WC2R 0BL at 12 noon on Friday, 27 April 2012 to consider the following resolutions (of which 1-18 are ordinary resolutions and 19-22 are special resolutions):

Ordinary business

1. To receive and consider the accounts of the company and reports of the directors of the company (directors) and the auditors of the company (auditors) for the year ended 31 December 2011;
2. To declare a final dividend on the ordinary shares, as recommended by the directors;
3. To re-elect David Arculus as a director;
4. To re-elect Patrick Cescau as a director;
5. To re-elect Will Ethridge as a director;
6. To re-elect Rona Fairhead as a director;
7. To re-elect Robin Freestone as a director;
8. To re-elect Susan Fuhrman as a director;
9. To re-elect Ken Hydon as a director;
10. To re-elect Josh Lewis as a director;
11. To re-elect John Makinson as a director;
12. To re-elect Glen Moreno as a director;
13. To re-elect Marjorie Scardino as a director;
14. To reappoint Vivienne Cox as a director;
15. To receive and approve the report on directors' remuneration for the year ended 31 December 2011;
16. To reappoint PricewaterhouseCoopers LLP as auditors for the ensuing year;
17. To authorise the directors to determine the remuneration of the auditors; and
18. To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:

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

(A) up to an aggregate nominal amount of £67,998,223; and

(B) comprising equity securities, as defined in the Act, up to an aggregate nominal amount of £135,996,446 (including within such limit any shares or rights issued or granted under (A) above) in connection with an offer by way of a rights issue:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the board considers it necessary, as permitted by the rights of those securities;

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

such authorities to expire (unless previously reviewed, varied or revoked by the company in general meeting) at the close of the AGM in 2013 provided that, in each case, the company may make offers and enter into agreements during the relevant period which would, or might, require shares in the company to be allotted or rights to subscribe for, or convert any security into, shares to be granted, after the authority expires and the board may allot shares in the company and grant rights under any such offer or agreement as if the authority had not expired.

Special business

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

THAT, subject to resolution 18 being passed, the board be given authority to allot equity securities for cash under the authority given by that resolution, free of the restriction in section 561(1) of the Act, such authority to be limited:

- (A) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 18(B), by way of a rights issue only):

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to people who are holders of other equity securities, if this is required by the rights of those securities or, if the board considers it necessary, as permitted by the rights of those securities;

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

(B) in the case of the authority granted under resolution 18(A), to the allotment (otherwise than under 19(A) above) of equity securities with an aggregate nominal value of up to £10,199,733;

such authority to expire (unless previously reviewed, varied or revoked by the company in general meeting) at the close of the AGM in 2013 provided that during the relevant period the company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the authority expires and the board may allot equity securities under any such offer or agreement as if the authority had not expired.

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

THAT, the company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25p each in the capital of the company provided that: (i) the maximum number of ordinary shares hereby authorised to be purchased is 81,597,867; (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 25p per share; (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share is, in respect of an ordinary share contracted to be purchased on any day, the higher of (a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the company derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (b) an amount equal to the higher of the price of the last independent trade of an ordinary

share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; (iv) the authority hereby conferred shall expire at the close of the AGM in 2013; and (v) during the relevant period the company may make a contract to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

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

THAT, in accordance with the company's Articles of Association, the company be and is hereby authorised until the close of the AGM in 2013, to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice.

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

THAT, with effect from the close of the 2012 AGM, the Articles of Association produced to the meeting and initialled by the chairman for identification purposes be adopted as the Articles of Association of the company in substitution for, and to the exclusion of, the company's existing Articles of Association.

By order of the board



Philip Hoffman Secretary
22 March 2012

Notes

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

2. CREST members who wish to appoint a proxy or proxies, or amend an instruction to a previously appointed proxy, through the CREST electronic proxy appointment service may do so for the AGM to be held at 12 noon on Friday, 27 April 2012 and any adjournment(s) thereof, by using the procedures described in the CREST manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID: RA19) by no later than 12 noon on Wednesday, 25 April 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is

able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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

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

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

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

The statement of the rights of shareholders in relation to the appointment of proxies in note 1 above does not apply to Nominated Persons. The rights in relation to the appointment of proxies described in that note can only be exercised by shareholders of the company.

6. As at 5 March 2012 (being the last practicable date prior to the publication of this Notice) the company's issued share capital consisted of 815,978,679 ordinary shares, carrying one vote each. Therefore, the total number of voting rights in the company as at 5 March 2012 was 815,978,679.
7. The company, pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the company at 6 pm on Wednesday, 25 April 2012 (the voting record date) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members of the company after 6 pm on Wednesday, 25 April 2012 shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
8. Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the company to publish on a website a statement setting out any matter relating to: (i) the audit of the company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with the auditors of the company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the company has been required to publish on a website under section 527 of the Act.
9. Any shareholder, proxy or corporate representative attending the meeting on behalf of a shareholder, has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
10. A copy of this Notice and certain other information (as required by section 311A of the Act) can be found at www.pearson.com/investors

The following documents are available for inspection during normal business hours on any business day at the company's registered office and will also be available during the AGM and for 15 minutes beforehand:

 - › copies of the directors' service contracts with, or letters of appointment by, the company;
 - › the company's Current Articles; and
 - › the proposed New Articles showing the changes to the Current Articles proposed in resolution 22.

The register of directors' interests will also be available for inspection during the AGM.
11. You may not use any electronic address provided either in this Notice or any related documents (including the form of proxy) to communicate with the company for any purposes other than those expressly stated.
12. The results of the voting at the AGM will be announced through a Regulatory Information Service and will be posted on the company's website www.pearson.com/investors as soon as possible following the AGM.

