



# Pearson plc – Form of Proxy

Voting ID

Task ID

Shareholder Reference Number

You may submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

I/We, being (a) member(s)/member's nominee of Pearson plc (the company), hereby appoint the Chair of the meeting\* or (indicate below)

as my/our proxy to attend, speak and vote at the Annual General Meeting (AGM) of the company to be held at IET London, 2 Savoy Place, London WC2R 0BL at 12 noon on Friday, 24 April 2020 and at any adjournment of that meeting.

☐ Please indicate here with ☒ if this proxy form is one of multiple instructions being given.

IF YOU WISH TO ATTEND THE AGM PLEASE MARK THIS BOX ☐

To be valid, this form of proxy must be signed and returned to the company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in the enclosed prepaid envelope, so as to be received no later than 12 noon on Wednesday, 22 April 2020. In the case of a corporation this form of proxy should be executed under its common seal or under the hand of a duly authorised officer.

\* If you wish to appoint someone other than the Chair as your proxy, delete the words 'the Chair of the meeting or' and insert the name of your proxy.

See overleaf for notes.

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Please indicate with ☒ in the boxes on the right how you wish the proxy to vote your share entitlement.

## Ordinary resolutions (highlighted box is management's recommendation on how to vote)

		For	Against	Vote withheld*
Resolution 1	Receipt of financial statements and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Sherry Coutu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Sally Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Graeme Pitkethly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election of Elizabeth Corley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Re-election of Vivienne Cox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Re-election of John Fallon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Re-election of Linda Lorimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Re-election of Michael Lynton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Re-election of Tim Score	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Re-election of Sidney Taurel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Re-election of Lincoln Wallen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	Approval of remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	Approval of annual remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16	Approval of Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17	Re-appointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18	Remuneration of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19	Allotment of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## Special resolutions (highlighted box is management's recommendation on how to vote)

Resolution 20	Waiver of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 21	Waiver of pre-emption rights – additional percentage	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 22	Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 23	Notice of meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.

Date

Signature



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## Guidance notes on completing the form of proxy

You will find further details of the resolutions to be voted on in the enclosed Notice of AGM. If you cannot attend the AGM you can appoint one or more persons, who need not be (a) member(s) of the company but who must attend the AGM in person, to be your proxy, to speak on your behalf and vote in accordance with your instructions. If, in respect of any resolution, no voting instructions are received, your proxy will vote, or abstain from voting, as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any other resolution properly put to the meeting. This form must be signed. In the case of joint holdings, the vote of the senior holder, whether in person or by proxy, will be accepted to the exclusion of the other joint holders. Seniority will be determined by the order in which the names appear in the register of members. If someone other than you signs this form, the letter of authority, power of attorney or a certified copy of the power of attorney authorising him/her to sign on your behalf, must be sent with this form.

Appointment of a proxy does not preclude you from attending the AGM and voting in person.

## Proxies

You can appoint the Chair of the meeting or anyone else to be your proxy at the AGM. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give them the relevant instructions directly. You may also appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.

To appoint more than one proxy, you should photocopy the proxy form. Please indicate next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the proxy form if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned to Equiniti.

To appoint the Chair as your sole proxy in respect of all of your shares, fill in any voting instructions and sign and date the proxy form, but leave all other proxy appointment details blank.

To appoint a single proxy in respect of all of your shares other than the Chair, cross out the words 'the Chair of the meeting or' and insert the name of your proxy (who need not be a member of the company). Then complete the rest of the proxy form.

If you submit more than one valid proxy appointment in respect of the same shares, the last appointment received before the latest time for the receipt of proxies will take precedence.

## Electronic appointment

You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) and to do this you will need to use the Voting ID, Task ID and Shareholder Reference Number which are shown on this form.

Electronic proxy voting instructions must be submitted by 12 noon on Wednesday, 22 April 2020.

Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.

Alternatively, a member who has a Shareview portfolio registered with Equiniti may log onto their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using their user ID and password. Once logged in simply click on "View" on the "My Investments" page, click on the link to vote then follow the instructions.

You may not use any electronic address provided in this proxy form to communicate with the company for any purposes other than those expressly stated.

## CREST electronic proxy appointment

CREST members who wish to appoint a proxy or proxies, or amend an instruction to a previously appointed proxy, through the CREST electronic proxy appointment service may do so for the AGM to be held at 12 noon on Friday, 24 April 2020 and any adjournment(s) thereof by using the procedures described in the CREST manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an instruction to a previously appointed proxy, must be transmitted so as to be received by the issuer's agent (ID: RA19) by 12 noon on Wednesday, 22 April 2020. 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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

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

Neither the return of the form of proxy nor the submission of an electronic or CREST voting instruction will prevent a registered shareholder from attending the AGM and voting in person.

## **Record date**

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, changes to entries on the register of members after 6.30pm on Wednesday, 22 April 2020 shall be disregarded in determining the rights of a shareholder to attend or vote at the AGM in respect of the number of shares registered in their name at that time.

## Pearson plc – Attendance Card

### The Pearson plc Annual General Meeting

will be held at IET London, 2 Savoy Place, London WC2R 0BL at 12 noon on Friday, 24 April 2020. If you wish to come to the meeting please bring this card with you and present it on arrival.

### Getting to the venue

IET London is a short walk from Charing Cross mainline and underground stations and from Embankment underground station.

#### Important notice re COVID-19

Pearson is monitoring closely any developments relating to the recent outbreak of COVID-19 (Coronavirus) including relevant measures mandated or recommended by the UK Government regarding public events and travel.

If Pearson considers it appropriate to adjust the arrangements for its AGM as a result of the outbreak, we will communicate this at the earliest possible opportunity. Shareholders are advised to check the Pearson website for the latest position before attending the AGM in person.

In the context of COVID-19, we are mindful of the need for appropriate social distancing measures and, therefore, this year, we will not be providing the normal catering arrangements after the meeting.

We encourage shareholders to vote in advance of the AGM, either online or by completing and returning their form of proxy, to ensure their votes are recorded in the event that they are unable to attend the meeting in person. Shareholders are also invited to submit any questions via email to [chairman-agm@pearson.com](mailto:chairman-agm@pearson.com) or in writing to AGM Questions, c/o The Company Secretary, Pearson plc, 80 Strand, London WC2R 0RL.

