

Pearson plc
 (“Pearson” or the “Company”)

Results of General Meeting

On 24 August 2020, the Company announced the prospective appointment of Andy Bird as Pearson’s new Chief Executive and its intention to seek shareholder approval of a resolution to amend Pearson’s Directors’ Remuneration Policy to permit the grant of a co-investment share award to him (the “Resolution”).

Pearson held a General Meeting at 12 noon today in order to seek approval of the Resolution. The Company is pleased to confirm that the Resolution, as set out in the Circular and Notice of General Meeting dated 28 August 2020, was proposed and approved on a poll.

The table below shows the results of the poll for the Resolution. Pearson’s issued share capital at the voting record date was 752,971,544 ordinary shares of 25p each. The proportion of the Company’s issued share capital represented by those votes cast is approximately 82%.

Resolution	Votes For and Discretionary	% votes cast For and Discretionary	Votes Against	% votes cast Against	Total votes cast (excluding votes withheld)	% of issued capital voted	Votes Withheld/ Abstentions*
Amendment to the Directors’ Remuneration Policy to permit the grant of the Co-investment Award	417,060,992	67.22%	203,423,538	32.78%	620,484,530	82.40%	370,074

* Votes withheld are not votes in law and are not counted in the calculation of the proportion of votes ‘For’ and ‘Against’ the Resolution.

Given the unusual nature of the co-investment plan in the UK market, the Board very much appreciates the support for the Resolution by the majority of shareholders, although it notes that a significant minority of shareholders voted against the proposal.

The Company engaged extensively with shareholders during this process, noting that the Board had developed a highly competitive remuneration package in order to secure, in Andy, an outstanding candidate to lead Pearson in its next chapter. The Company will continue to engage with shareholders on remuneration matters and, in accordance with the Corporate Governance Code, will provide an update within six months of the General Meeting.

A copy of the Resolution will be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. The results will also be made available for viewing on Pearson’s website at www.pearson.com.

Note: References to the “Board” in this announcement refer to the Independent Directors, as explained in the Circular dated 28 August 2020.