

Company Number 53723

The Companies Act 2006

Company Limited by Shares

**ORDINARY AND SPECIAL RESOLUTIONS
of
PEARSON PLC**

Passed 26 April 2024

At the Annual General Meeting of the above-named Company, duly convened and held at 10.30am on 26 April 2024 at 80 Strand, London WC2R 0RL, the following ordinary and special resolutions were duly passed.

Ordinary Resolutions

14. THAT,

- (A) the Pearson plc Save for Shares Plan (the Plan) the principal terms of which are summarised on pages 14 to 15 of the Notice of Annual General Meeting and a copy of the rules of which is produced to the meeting and initialled by the Chair for the purposes of identification, be approved;
- (B) the directors be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the Plan; and
- (C) the directors be authorised to establish additional schedules to the rules of the Plan or further plans based on the Plan, modified to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such schedules and further plans are treated as counting against any limits on individual or overall participation in the Plan.

17. THAT, pursuant to section 551 of the Companies Act 2006 (the Act), the Board be generally and unconditionally 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 £57,215,837.92; and
- (B) comprising equity securities, as defined in the Act, up to a further aggregate nominal amount of £57,215,837.92 provided that:

- (i) they are equity securities within the meaning of section 560(1) of the Act; and
- (ii) they are offered to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date and to other holders of equity securities entitled to participate therein subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

such authorities to expire (unless previously renewed, varied or revoked by the company in general meeting) at the close of the AGM in 2025 (or, if earlier, at the close of business on 26 July 2025), 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 Resolutions

18. THAT, subject to resolution 17 being passed, the Board be given authority to allot equity securities (as defined in the Companies Act 2006 (the Act)) for cash under the authority given under resolution 17, 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:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings on the register of members at such record date as the Directors may determine; 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 17(A), to the allotment (otherwise than under 18(A) above) of equity securities for cash with an aggregate nominal value of up to £8,582,375.69 (being approximately 5% of the issued ordinary share capital as at 11 March 2024),

such authority to expire (unless previously renewed, varied or revoked by the company in general meeting) at the close of the AGM in 2025 (or, if earlier, at the close of business on 26 July 2025), 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.

19. THAT, subject to resolution 17 being passed, the Board be given authority to allot equity securities (as defined in the Companies Act 2006 (the Act)) for cash under the authority given by resolution 17, free of the restriction in section 561(1) of the Act and in addition to any power given to it pursuant to resolution 18, such authority to be limited: in the case of the authority granted under resolution 17(A), to the allotment of equity securities for cash with an aggregate nominal value of up to £8,582,375.69 (being approximately 5% of the issued ordinary share capital as at 11 March 2024), and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of the meeting, and such authority to expire (unless previously renewed, varied or revoked by the company in general meeting) at the close of the AGM in 2025 (or, if earlier, at the close of business on 26 July 2025), 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. THAT, the company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the

Companies Act 2006) 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 68,659,005;
 - (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 on the trading venue where the purchase is carried out;
 - (iv) the authority hereby conferred shall expire at the close of the AGM in 2025 or 18 months from the date of this resolution (whichever is earlier) (unless previously renewed, varied or revoked by the company in general meeting); 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. THAT, in accordance with the company's Articles of Association, the company be and is hereby authorised until the close of the AGM in 2025, to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice.

Graeme Baldwin
Company Secretary
Pearson plc
26 April 2024