



Pearson plc – Form of Proxy

0383-111-S

Voting I.D.

Task I.D.

Shareholder Reference No.

You may submit your proxy electronically at 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 chairman of the meeting[#] or (indicate below)

as my/our proxy to attend, speak and vote at the AGM of the company to be held at 8 Northumberland Avenue, London WC2N 5BY at 12 noon on Friday, 25 April 2014 and at any adjournment of that meeting.

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

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, 23 April 2014. 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 chairman as your proxy, delete the words 'the chairman of the meeting or' and insert the name of your proxy.

See overleaf for notes.

fold

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

	For	Against	Vote withheld*
Resolution 1 Receipt of financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Final dividend	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of David Arculus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Vivienne Cox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of John Fallon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of Robin Freestone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Re-election of Ken Hydon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Re-election of Josh Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Re-election of Glen Moreno	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Reappointment of Linda Lorimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Reappointment of Harish Manwani	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 Approval of directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 Approval of annual remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14 Reappointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15 Remuneration of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16 Allotment of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17 Waiver of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18 Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19 Notice of meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 20 Extension of the Worldwide Save for Shares Plan	<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.

IF YOU WISH TO ATTEND THE AGM PLEASE MARK THIS BOX

Date

Signature



Guidance notes on completing the form of proxy

You will find further details of the resolutions to be voted on, together with the Notice of AGM, in the enclosed circular to shareholders. 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 or 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 chairman 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 chairman 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 chairman 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 your shares other than the chairman, cross out the words 'the chairman 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 and to do this you will need to use the Voting I.D., Task I.D. and Shareholder Reference Number which are shown on this form.

Electronic proxy voting instructions must be submitted by 12 noon on Wednesday, 23 April 2014.

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 click on the link to vote and follow the online 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, 25 April 2014 and any adjournment(s) thereof by using the procedures described in the CREST manual (available via 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, 23 April 2014. 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.

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 6.00pm on Wednesday, 23 April 2014 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 8 Northumberland Avenue, London WC2N 5BY at 12 noon on Friday, 25 April 2014. If you wish to come to the meeting please bring this card with you and present it on arrival.

Getting to the venue

8 Northumberland Avenue is a short walk from Charing Cross mainline and underground stations and from Embankment underground station.

