



Business Partners Code of Conduct

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Purpose and Scope



At Pearson, our purpose is simple: to add life to a lifetime of learning. We believe that every learning opportunity is a chance for a personal breakthrough. Each day we strive to execute our purpose, vision and mission through our values where we ask why, we ask what if, we earn trust, we deliver quality and we make our mark. For us, learning isn't just what we do. It's who we are.

Business Partners are essential contributors to our success. Our *Business Partner Code of Conduct* ("**Code**") sets forth the principles and high ethical standards that we hold ourselves to. We expect our Business Partners to comply with these responsible business practices throughout the course of our business relationship. This Code sets forth the principles and high ethical standards that we hold ourselves to, and that we expect our Business Partners to comply with, throughout the course of our business relationship. This Code is not intended to be an exhaustive list of our expectations for ethics and compliance. These are minimum requirements in order to do business with Pearson. They are not meant to supplant any more restrictive contractual requirements. In the event of a conflict, the more restrictive provisions will apply.

Code Applicability

Business Partners include joint venture partners, vendors, franchisees, distributors, suppliers, contractors, consultants, representatives, commercial partners, attorneys-in-fact and agents.

This Business Partner Code of Conduct shall be incorporated by reference or otherwise apply to any agreement between Pearson, its affiliates and subsidiaries, and any Business Partner. This Code applies to all Pearson Business Partners, including their directors, officers, employees, subcontractors and representatives when providing goods or services or otherwise doing work with, at, for or on behalf of Pearson.

It is the responsibility of Business Partners to ensure that their subcontractors or other third parties doing work for or

on behalf of Pearson meet the same high standards of ethics and compliance required for Business Partners in this Code.

Laws and Regulations

All Pearson Business Partners must operate in full compliance with the laws, rules, regulations, and all other legitimate federal, state, provincial, and/or municipal body's rulings, decisions or determinations of the jurisdictions in which they operate and where they provide goods or services to Pearson. Where this Code sets higher standards than the law, Business Partners are expected to adhere to the standards of this Code.

Accountability

Pearson will consider a Business Partner's compliance with this Code when making business relationship and procurement decisions.

Business Partners are expected to have in place a system of ethics and compliance-related controls and management oversight consistent with industry standards that are appropriate for their size, complexity, and exposure to ethics and compliance risks. The system should be designed to manage compliance with the provisions of this Code and any other ethics and compliance risk area that may be identified over the course of the relationship with Pearson.

Business Partners may be requested by Pearson to undergo a due diligence process which may include being required to complete a due diligence questionnaire accurately, thoroughly, and in a timely manner. Pearson reserves the right to suspend or terminate the relationship with any Business Partner that fails to complete the due diligence process, whether by refusing to promptly and adequately cooperate during the process, as the result of Pearson discovering adverse information about the Business Partner which makes a relationship with the Business Partner untenable, or by failing to carry out any remedial steps required by Pearson.

Pearson reserves the right to review or audit Business Partners' compliance with this Code and



the organization's system of ethics and compliance controls and management oversight.

Business Partners must retain sufficient documentation to demonstrate ongoing compliance with this Code for as long as required by applicable laws, rules, regulations, and all other legitimate federal, state, provincial, and/or municipal body's rulings, decisions or determinations of the jurisdictions in which they operate and where they provide goods or services to Pearson.

Business Partners are to respond promptly to requests for information from Pearson, or a third party working on Pearson's behalf, regarding matters covered by this Code.

Business Partners operating as suppliers of good or services to Pearson must acknowledge and comply with Pearson's Responsible Procurement Policy. This applies to any third-party entity delivering goods and/or services anywhere in the world to any Pearson affiliate. The term 'supplier' shall be deemed to include all officers, employees, contractors, subcontractors and agents of the Supplier engaged directly or indirectly in the provision of goods and/or services to Pearson and its affiliates. The Responsible Procurement Policy sets out the minimum standards expected of Pearson supplier's in relation to social, environmental and ethical issues.

Pearson may require corrective and remedial actions from Business Partners and also reserves the right to terminate the relationship for breaches of this Code.



Reporting Ethics and Compliance Concerns

Business Partners must communicate the provisions of this Code to their directors, officers, employees, contractors and representatives. Business Partners are encouraged to address internal ethical concerns with their workers and contractors.

Business Partners should promptly report concerns about violations of this Code or any unethical behavior by a Pearson employee or representative to a Pearson manager. Any report not made in good faith, will be reviewed by the Global Compliance Office to determine if any further action is needed. If this is not feasible, Business Partners may confidentially report concerns by contacting the Pearson Global Compliance Office at compliance@pearson.com or by using PearsonEthics.com, an independent resource that is available 24 hours a day, 7 days a week.

Business Partners Standard of Conduct



Health, Safety and Environment

Everyone – employees, learners, customers, Business Partners and visitors to our facilities – have a right to expect a safe and healthy environment. At Pearson, we aim to eliminate, control or minimize foreseeable risks related to activities that take place on our premises or on our behalf.

For this reason, Business Partners are required to maintain policies and procedures to implement and enforce health, safety, and environmental requirements when performing services for or on Pearson's behalf. Business Partners are expected to comply with applicable Pearson Health & Safety policy requirements and on-site rules. Moreover, Business Partners must conform to all applicable local health, safety and environmental laws and regulations, as well as applicable industry codes and good practice. Business Partners must have valid and satisfactory liability insurance coverage for any work carried out in a Pearson location for the duration of the contract.

Safeguarding: Protecting the Well-being of our Learners

The well-being of learners, in particular children, young people, and vulnerable adults, is of special importance to Pearson. At all times, we expect Business Partners who work with our learners to remain focused on the best interests of our learners, and contribute to providing safe, supportive and age-appropriate learning environments.

When working with schools, campuses, or as part of our online and digital delivery, Business Partners must have an applicable safeguarding policy - which meets or exceeds Pearson's - or adopt Pearson's. At a minimum, where there is direct contact with learners, staff of our Business Partners should:

- Know how and when to report suspected or actual abuse of learners.
- Receive safeguarding training.
- Pass appropriate background checks.
- Report concerns to a Pearson manager and to protection agencies when necessary. If after reporting a concern you do not think appropriate action has been taken, escalate your concern by contacting [PearsonEthics.com](https://www.pearsonethics.com).

Content Quality and Guidelines

Business Partners operating as contributors to the creation, development, production or review of any Pearson content are an essential part of our business, and in meeting our commitment to our customers and learners. It is important that

all of our Business Partners who provide these services adhere to the principles of socially responsible procurement and ethical and legal practice as outlined in the Pearson Global Content and Editorial Policy (Business Partner version). For more information, please visit our Responsible Procurement Policy.

Accessibility

All Pearson suppliers must comply with the most recent version of the international accessibility standard Web Content Accessibility Guidelines (WCAG) Level A and AA when creating any deliverable as well as all applicable Pearson requirements and standards for creating accessible products, websites, web-based applications, software, mobile applications, content, or services.

Business Integrity and Anti-corruption

All forms of illegal or inappropriate activity, including, but not limited to, bribery, corruption, fraud, tax evasion, misrepresentation and anti-competitive conduct are strictly prohibited.

Pearson conducts its business according to the highest ethical standards, seeks to avoid even the appearance of impropriety and insists that its Business Partners transact their business in a similar manner. Accordingly, Pearson complies with all applicable anti-bribery, anti-corruption, and anti-facilitation of tax evasion laws and regulations, and require our Business Partners to do the same, including but not limited to, the UK Bribery Act 2010, the UK Criminal Finances Act 2017, the US Foreign Corrupt Practices Act 1977, and any other applicable anti-corruption legislation (collectively “anti-corruption and tax evasion laws”). Business Partners, therefore, acknowledge that their compliance with anti-corruption and tax evasion laws independently provides material consideration for Pearson to enter into any agreement. Reasonable suspected or actual breach of this clause shall be considered an irremediable material breach of any Agreement and entitle termination by Pearson without any further liability, in addition to any other remedy available to Pearson.

Further, Business Partners must conduct business with integrity and demonstrate the highest form of business ethics. They must not engage in any behavior with the intent to evade taxes. Furthermore, Business Partners represent and warrant that they will always refrain (directly or indirectly) from offering, promising, attempting to provide or providing “anything of value” to any person for the purpose of influencing a decision, seeking to gain an undue or improper advantage, or to retain business, regardless of whether the person is a government official or private sector representative. In this context, “anything of value” means any tangible or intangible thing of value, including, without limitation, goods, training materials, services, cash, business gifts, meals and hospitalities, travel, sponsorship arrangements, charitable donations, political contributions, offset transactions, offers of employments, or any facilitating payment authorized, offered, promised or provided for the purpose of securing the expedited



performance of routine government action. This applies whether in dealings with government officials or individuals in the private sector. Facilitation payments are also strictly prohibited. Business Partners must have and enforce a fit for purpose anti-bribery and anti-corruption policy (“ABC Policy”).

Consistent with the UK Bribery Act and U.S. Foreign Corrupt Practices Act, Business Partners shall maintain books and records that accurately and completely reflect all transactions related to Pearson’s business affairs and transactions, including without limitation, accounts, books, journals, ledgers, financial statements, contracts and similar instruments, invoices, payments, and receipts as well as internal approvals or authorizations and supporting documents related to any of the foregoing (collectively, **“Books and Records”**). Business Partners must never make any entry in their books and records or alter, conceal, or destroy any document to misrepresent any fact, circumstance, or transaction related to Pearson business. All Business Partners must establish appropriate internal controls to ensure compliance with these commitments.

Gifts, Entertainment and Travel

Business Partners are expected to compete based on the merit of their products and services, and the highest standards of integrity are to be upheld in all business interactions.

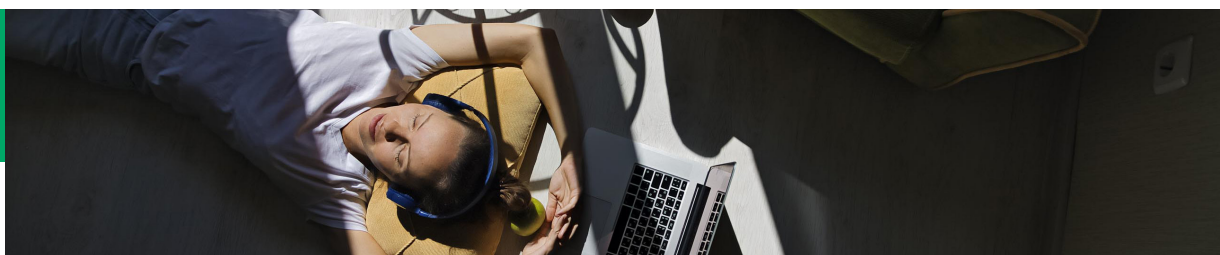
Business Partners must never provide gifts or entertainment intended to improperly influence any Pearson employee’s business judgment or that might create the appearance of undue influence; nor should Business Partners provide gifts or entertainment that could embarrass Pearson or harm its reputation.

Pearson’s policy only permits the giving of business gifts of nominal value that are customary and appropriate business courtesies and are reasonable in value and frequency.

Gifts and Entertainment - Government Officials and Public Sector Employees

To ensure compliance with relevant local laws—including anti-corruption and tax evasions laws—Business Partners must be particularly careful when offering anything of value to any government official, including any employee or representative of a public institution, college, university, or other state-sponsored organization, agency, or entity.

Pearson recognizes that small tokens of esteem and gratitude may represent an appropriate way to display respect in the business context. Pearson, therefore, may permit the reasonable, customary and infrequent provision of nominal value gifts and hospitalities (including business meals, travel, and entertainment) when they are: (a) of nominal value; (b) offered openly and transparently; (c) supported by a legitimate purpose; (d) permitted under local law; (e) intended to reflect esteem or gratitude; (f) are accurately and completely recorded in the company’s Books and Records; and (g) infrequent. Consistent with Pearson’s ABC Policy and the anti-corruption sections of this Business Partner Code of Conduct, gifts, hospitalities, and the like can never be offered for the purpose of influencing a decision or gaining an unfair advantage.





Pearson maintains and enforces very restrictive policies involving interactions with government officials and public sector employees. Accordingly, all Business Partners must obtain advance, written approval from Pearson before offering or attempting to offer any gift, entertainment, travel arrangement or “anything of value” on Pearson’s behalf to a public institution, government official or public sector employee. Regardless of value, Business Partners may request prior approval for gifts, entertainment, and travel expenditures made on Pearson’s behalf by providing the gift or hospitality information to their Pearson business contact.

Other Business Development Expenditures

Business Partners acknowledge and agree that they shall not offer “anything of value” (meaning any tangible or intangible thing of value, including, without limitation, goods, training materials, services, cash, business gifts, meals and hospitalities, travel, sponsorship arrangements, charitable donations, political contributions, offset transactions, or offers of employment) as an incentive or inducement to purchase Pearson products or services without prior written approval from Pearson. Any business development, sales or incentive program involving Pearson products and services shall be administered pursuant to the specific reporting, review, approval, and audit requirements and procedures set forth in Business Partner’s applicable agreement with Pearson, as well as any compliance guidelines that may be shared with Business Partners from time to time.

Conflict of Interest

Business Partners should avoid any situation that might conflict or appear to conflict with the best interests of Pearson. For purposes of this policy, a potential conflict of interest occurs when a Business Partner’s outside interests interfere with Pearson’s interests.

For that reason, Business Partners must inform Pearson if a Business Partner’s worker, investor or other affiliated person, or his or her family member, has a relationship with a Pearson employee who can make decisions which may affect Business Partner’s business, or if an employee of Pearson has any interest of any kind in the Business Partner’s business. If a conflict or perceived conflict arises outside the initial due diligence or renewal process, the Business Partner must immediately disclose this conflict to Pearson. Ownership of less than 1% of a public company’s outstanding shares need not be disclosed unless it might influence judgment or decisions.



Business Records and Disclosures

Business Partners are expected to record information regarding business activities, labor, health and safety and environmental practices. These records must be accurate, truthful and complete and must be disclosed, without falsification or misrepresentation, to all appropriate parties. Business records must conform to appropriate accounting principles, Pearson policy requirements and applicable law.

Pearson Property and Information Technology

Business Partners have a responsibility to protect any personal device that contains or is used to access Pearson information. This includes ensuring personal devices run fully licensed software, are fully patched, have fully encrypted storage and have an internet security suite installed (Anti-Virus, MMC removal, personal firewall, intrusion prevention).

Business Partners have a responsibility to appropriately use and protect Pearson owned assets such as our information, data, buildings, equipment, electronic devices, software, systems, devices, removable media, hardcopy or electronic documents, inventory and supplies. All information and data should be protected as an asset, including that created and processed by Pearson (internal and confidential information, patents, ideas, and intellectual property), and all that is entrusted to us by our customers, learners, employees and partners.

In particular, business partners must:

- Ensure their colleagues and any subcontractors are aware of Pearson's contractual requirements for data security and confidentiality.
- Take care that their use of Pearson's information, data, and other assets does not expose the company to the risk of security or confidentiality breaches, legal claims, sabotage, viruses, or similar problems.
- Protect and not disclose passwords, user IDs, PINs or other access credentials.
- Only use approved and properly licensed software and access methods when interfacing with Pearson systems.

- Never attempt to circumvent security controls or authentication measures used for Pearson assets.
- Immediately terminate system access for any Business Partner employee whose position is discontinued.
- Report any suspicions you may have concerning theft, embezzlement or misappropriation of any Pearson property.

Data Protection and Privacy

At Pearson, we respect and protect the rights of all individuals who entrust us with their personal information, and we expect our Business Partners to do the same. This includes protecting the personal information of learners, their parents and guardians, our customers, employees and third parties. We require this not only to meet our legal and customer contract obligations, but also because it is a matter of trust and reflects our Pearson values of “decency” and “accountability”.

We recognize our, and our Business Partners’, responsibility to keep this personal information safe and secure, and require there to be systems, processes and expert staff devoted to implementing such security controls, and safeguarding personal data, across our business and that of our Business Partners. In particular, Business Partners must:

- Comply with all applicable privacy legislation;
- Where appropriate, provide clear, comprehensive and accurate privacy notices when collecting or processing personal information;
- Ensure that individuals are able to exercise their rights in connection with personal information;
- Only transfer Pearson personal information across international borders in accordance with applicable law and with Pearson’s express written permission;
- Cooperate with reasonable requests to assist Pearson in carrying out data protection and transfer impact assessments;
- Only share personal information processed on Pearson’s behalf with Pearson’s express written permission; and
- Comply with Pearson’s lawful instructions regarding the processing of personal information.





Confidential Information and Intellectual Property

Business Partners who have access to our proprietary or confidential information and/or intellectual property: (i) must comply with our confidentiality and relevant contractual provisions and; (ii) are required to respect all Pearson intellectual property rights, including, but not limited to, patents, trademarks, copyrights, and trade secrets. Business Partners also must respect all third-party proprietary or confidential information and intellectual property rights including, but not limited to, those with whom they do business on our behalf.

Gathering Business Intelligence

When collecting business intelligence, Business Partners working on our behalf must always abide by the highest ethical standards and applicable laws or regulations. They must never engage in fraud, misrepresentation or deception to obtain information or use invasive technology to “spy” on others.

Business Partners should be careful when accepting information from other third parties. Business Partners must know and trust sources and be sure that the information provided to Pearson is not protected by trade secret laws or non-disclosure or confidentiality agreements.

Insider Trading

Pearson Business Partners must ensure that any non-public information obtained as a consequence of a relationship with Pearson is not used for the personal benefit of the Business Partner, their employees, or other persons.

Fair Competition and Antitrust

When operating on Pearson’s behalf, Business Partners are expected to comply with all fair trade practices and applicable fair competition and antitrust laws.

Fair competition or antitrust laws are very complex and the risks of non-compliance can be severe. But, as a general rule, Business Partners should never engage in improper practices that may limit competition through illegal or unfair means, nor should they work in concert with Pearson employees to circumvent Pearson’s fair competition policies or the law. For example, Business Partners should not pass information to a Pearson competitor on behalf of Pearson if Pearson would be prohibited from sharing the information directly.

Business Resilience

Business Partners working on our behalf or those who supply goods or services which are critical for Pearson’s delivery of goods and services to our customers, will maintain adequate procedures, policies, and infrastructure to ensure continuity to Pearson and our customers. We may expect and request, on an annual basis, to see evidence of resilience in the form of business continuity or disaster recovery plans and their associated exercise records that address four main impacts: loss of location, loss of network, loss of staff, and loss of supply chain.

Corporate Security

As part of managing security risks faced by our business and our employees, Pearson engages a select group of providers for specific services and advice. Such services range from intelligence reporting to security details in higher risk locations, to the design, supply, installation, and commissioning of physical security measures in a given facility. As part of such relationships, Corporate Security will, on an ongoing basis, review such relationships and the services, advice and support provided to check they are legal, ethical and fit for purpose. Such a review will include audits of providers' services, on-the-ground teams and their ability to implement improvements as necessary to the changeable risks that Pearson and its staff may face.

Global Trade

There are many relevant laws and regulations that govern trade across borders, in certain industries, of controlled technologies, with sanctioned individuals or entities, including those that prohibit money laundering, trade boycotts, sanctions, embargoes, and that regulate imports and exports. Pearson expects its Business Partners to comply with all such applicable laws and regulations. Our Business Partners are expected to:

- Comply with applicable sanctions and export control regulations and laws;
- Not engage in (i) business in embargoed countries or with residents of embargoed countries, (ii) transactions with individuals or entities on watchlists, (iii) transactions, involving an industry, sector, or end use which is prohibited by sanctions or export control regulations and laws;
- Warrant that you are not a party subject to sanctions or restrictions under any sanctions regulations;
- Have appropriate policies and procedures in place to ensure compliance with applicable sanctions and export controls regulations and laws;
- Agree that products, software or services you provide comply with applicable sanctions and export control regulations and laws;
- Maintain appropriate books, accounts, records, and hold appropriate licenses;
- Ensure that transfers of information, technology, products or software across borders comply with applicable laws and regulations;
- Notify Pearson immediately if you become subject to sanctions, investigation, penalties or restrictions under applicable sanctions regulations, or if it is in breach of, or suspected breach of any of these obligations;
- Not do anything which would cause Pearson to be in breach of sanctions and export regulations and laws; and
- Consult with appropriate resources when doing business involving countries or individuals to which sanctions apply.



Human Rights

Pearson respects the human rights and dignity of all people and Pearson strives to do business with Business Partners who share our commitments to human rights and who treat others courteously and professionally while working with and on behalf of Pearson. Pearson is committed to respecting all human rights as defined in the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, the International Convention on Economic, Social and Cultural Rights, and the International Labor Organization Declaration on Fundamental Principles and Rights at Work. We oppose discriminatory, illegal or inhumane labor practices. Business partners must treat existing and prospective workers fairly, based only on merit. Furthermore, we oppose slavery and human trafficking. We expect our Business Partners to comply with the same standards.

Business Partners should only source goods and services from and work with third parties who uphold the same human rights standards. Business Partner must ensure that child labor is not used in the performance of your work, whether or not related to Pearson business.

Environmental Stewardship

Pearson believes that we all have a responsibility to take proper care of, and to manage and minimize our impact on, the environment. We look beyond compliance with environmental laws by integrating environmental stewardship into our Business Partner relationships.

Pearson expects its Business Partners to demonstrate a commitment to responsible environmental stewardship, including:

- At a minimum, complying with relevant environmental laws and regulations;
- Considering environmental responsibility as a factor in business decision making; and
- Working with Pearson to ensure that environmental objectives are met.

NOTE: Pearson policies referenced in this Code are available on plc.pearson.com and upon request.

