

Results of Annual General Meeting on 1 May 2026 – Update Statement

In accordance with the UK Corporate Governance Code, Pearson plc (“Pearson” or the “Company”) is providing this update following the outcome of the Annual General Meeting (“AGM”) on 1 May 2026. The Board very much appreciated the support shown by our shareholders, with all resolutions passed. However, we acknowledge that although over 75% of our shareholders that voted supported the 2026 Directors’ Remuneration Policy (“Policy”), a minority (representing 24.4% of the total vote), voted against the Policy.

In the process of developing the Policy prior to the AGM, Pearson undertook an extensive multi-phased engagement exercise commencing in October 2025 with our top 100 shareholders representing approximately 85% of the share register, and with key shareholder representative bodies. This engagement programme, comprising approximately 30 separate meetings or online discussions, provided invaluable insight, helping to inform and shape the development of the Policy proposals.

Although there remained a diverse range of views in our shareholder base, the general sentiment among those we engaged with, including almost all of our largest shareholders, was supportive of our overall approach to the Policy. In particular, we noted recognition of the rationale for creating a more credible and sustainable market positioning of the CEO’s package against Pearson’s talent markets, support for the reduction in fixed pay and incentives remaining fully performance-related, and appreciation for the material increase to shareholding guidelines.

In finalising the Policy proposals, the Remuneration Committee listened carefully to the input from our shareholders and implemented a number of changes to directly reflect the feedback received. For example, investor feedback was reflected in a number of key areas such as the calibration of the incentive metrics, the increased stretch in the LTIP performance targets, and the approach to base salary. Full detail of the engagement process and the impact of the feedback received was provided on page 125 of the 2025 Directors’ Remuneration Report.

The Committee noted that 95% of the shares held by institutions that engaged with us during this extensive process, including from all ten of our largest voting shareholders, were voted in favour of the Policy. On the strength of these levels of support, the Committee was comfortable in implementing the Policy following the AGM.

Following the AGM, given the Company’s continued commitment to an ongoing and transparent shareholder dialogue, and in line with the requirements under the UK Corporate Governance Code, a further engagement exercise was initiated. Again, the Company wrote to the top 100 shareholders, comprising c.87% of the register, in addition to re-engaging with the major proxy agencies. This process provided shareholders with a further opportunity to provide any additional feedback on the Policy. The results of this engagement can be summarised as follows:

- We received written feedback from eight shareholders to date, representing just 5.14% of the register, three of whom took up the Company's offer of a meeting. We have also met with certain proxy agencies and other representative groups. The relatively low response rate to this re-engagement reflects the extensive consultation we undertook in advance of the AGM.
- Around half of the responses were from shareholders who voted in support of the Policy, reiterating their reasons for doing so.
- Of the responding shareholders who had not supported the Policy, this was primarily due to reservations over the level of the increase to the CEO's LTIP award level. Whilst acknowledging this perspective, the Committee believes that the increase was appropriately supported by a robust talent market benchmarking and a material increase in the stretch of LTIP targets, as recognised by most shareholders consulted with.
- In addition, the Company engaged with ISS and Glass Lewis. Both proxy advisers indicated that their recommendations against the Policy were principally attributable to the scale of the quantum increase, rather than to the structure of the Policy or the associated performance conditions (including significant stretch targets), and both acknowledged the quality of the rationale and disclosure provided by the Company, including in respect of benchmarking and shareholder engagement.

Whilst we appreciate and understand the views and feedback received from those shareholders that were not supportive, the Board firmly believes the Policy is necessary for remaining competitive in the global talent market and to drive sustainable, profitable growth at Pearson, and is strongly aligned with shareholder interests.

Pearson would like to thank all those who participated in the engagement exercises, both in the run-up to and following the AGM. All feedback received is invaluable to the Remuneration Committee. Pearson is committed to having a constructive and positive relationship with our shareholders and their advisors and will continue to engage as appropriate going forward.