

Reputation & Responsibility Committee Charter and Terms of Reference

These terms of reference were last reviewed and approved by the Board of Directors (“the Board”) on 1 May 2025.

1. Purpose and Primary Duty

The Reputation & Responsibility Committee ("the Committee") is established by the Board to have oversight of Pearson's reputation across the range of its stakeholders and the Company's positive impact on society and the communities in which we operate. It will provide advice and guidance to management on these plans.

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination & Governance Committee in consultation with the Chair of the Reputation & Responsibility Committee (the "Committee Chair"). The Committee shall comprise at least three members.
- 2.2. The members of the Committee may be removed or replaced and any vacancies shall be filled by the Board upon recommendation of the Committee Chair or Nomination & Governance Committee.
- 2.3. The Board shall appoint the Committee Chair who shall be an independent Non-Executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members in attendance at the meeting shall elect one of their number present to chair the meeting.
- 2.4. Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods.

3. Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

The Committee shall meet at least three times per year, to coincide with the existing Board meeting schedule and at such other times as the Committee may consider necessary.

6. Agenda for Meetings

The Committee Chair shall develop and set the Committee's agenda, in consultation with the Secretary of the Committee. The Chief Legal Officer, who is the responsible executive for sustainability matters for Pearson, is the management representative assisting the Committee.

7. Notice of Meetings

- 7.1. Meetings of the Committee shall be summoned by the Secretary of the Committee on instruction from the Committee Chair at the request of any of its members.
- 7.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, normally no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

8. Minutes of Meeting

- 8.1. The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 8.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists or in the opinion of the Committee Chair it would be inappropriate to do so.

9. Remit

The Committee will focus on the following areas (and may review any others that are relevant to Pearson's reputation and responsibility to stakeholders):

- 9.1. **Stakeholders:** Monitoring reputational issues that could significantly affect Pearson's reputation with its stakeholders, including consumers, customers, employees, shareholders, educational institutions and educators, employers, governments and regulators, communities and business partners. This includes:
 - 9.1.1. Overseeing Pearson's approach to thought leadership in respect of issues important to the company and its stakeholders;

9.1.2. Specific attention to political and cultural perspectives in the landscape in which Pearson operates; the way in which such factors impact Pearson, its products, services and stakeholder relationships; and the Company's approach and response to such matters.

9.2. **Sustainability:** Overseeing Pearson's Sustainable Business Strategy and other sustainability factors, including: sustainability targets and public commitments; regulatory landscape and external reporting for sustainability; due diligence in our supply chains and business partnerships; sustainability rankings and ratings.

9.3. **Sustainable business and sustainable non-financial KPIs:** Assisting the Board in monitoring progress towards the non-financial KPIs, to the extent that these form part of Pearson's Sustainable Business Strategy (together, the "Sustainability NF KPIs"). The Sustainability NF KPIs relate to the three pillars:

9.3.1. Products – driving learning for everyone;

9.3.2. People – empowering our people to make a difference;

9.3.3. Planet – leading responsibly for a better planet.

The Committee may fulfil its duties in this regard through periodically conducting deep dives, reviewing written reports, receiving updates from management or through such other approaches as the Board and/or Committee may deem appropriate.

9.4. **Responsible AI:** Overseeing Pearson's application of AI with a focus on: the identification of AI-related risks (e.g. biases, IP protection); managing transparency and accountability in AI systems; creation and implementation of Responsible AI principles and promotion of AI ethics across the organisation; monitoring of AI practices; and Pearson's response to external regulatory requirements.

9.5. **Communications and regulatory matters:** Overseeing Pearson's communications; strategies, policies and plans related to reputational issues; and the people, processes and policies that are in place to manage them. This includes any major issues raised by regulators, with management providing updates as appropriate, including how any issues that have arisen are being addressed.

9.6. **Branding:** Overseeing the way in which the Company's brands are managed and promoted to ensure that their value and the Company's reputation are maintained and enhanced. This may involve considering periodic reports about plans to promote the brands and assessments of their success.

9.7. **Risk:** Monitoring Pearson's approach to the reputation aspects of the risk register and ensuring that clear roles have been assigned for the management of the reputation dimension of risks identified.

In considering the duties within its remit, the Committee shall seek views and input as it deems appropriate from both internal and external sources, including with a forward-

looking lens, and shall consider horizon-scanning in respect of issues relevant to its remit.

10. Reporting Responsibilities

- 10.1. The Committee Chair will formally report to the Board after each meeting.
- 10.2. A report on the proceedings of the Committee shall be included with the Pearson Annual Report.
- 10.3. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

11. Other

- 11.1. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.
- 11.2. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.3. The Committee and each of its members is authorised by the Board to obtain, at the Company's expense, any independent legal or other professional advice that is useful to