

The Role of the Chair

The Chair is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role.

This role description was last reviewed and approved by the Board of Directors (“the Board”) on 1 May 2025.

A. The Chair is responsible for the following

1. Meetings

- Chairing Board and General Meetings.
- Running the Board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
- Setting the Board agenda, taking into account the issues and concerns of all Board members. The agenda should be forward looking, concentrating on key themes of strategy, governance, sustainability, operating effectiveness and people development.
- Ensuring that there is appropriate delegation of authority from the Board to executive management.
- Ensuring that the Directors receive accurate, timely and clear information for the Board meetings. This includes information on the company's current performance, to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of the company.
- Managing the Board to allow enough time for discussion of complex or contentious issues.
- Ensuring a clear structure for, and the effective running of, Board committees.
- Promoting the highest standards of corporate governance.
- Ensuring that Directors (particularly Non-Executive Directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.

2. Directors

- Facilitating the effective contribution of Non-Executive Directors and encouraging active engagement by all members of the Board.
- Ensuring constructive relations between the Executive and Non-Executive Directors.
- Holding meetings with the Non-Executive Directors without the Executive Directors present.
- When appropriate, in conjunction with the Nomination & Governance Committee, proposing new members to the Board or seeking the resignation of others.

- In conjunction with the Nomination & Governance Committee, ensuring an appropriate balance of skills, experience and personalities among the Board members.

3. Induction, development and performance evaluation

- Ensuring that new Directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary.
- In conjunction with the Nomination & Governance Committee:
 - i. ensuring that the performance of the Board, its committees and individual Directors is evaluated at least once a year.
 - ii. acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the Board.
- Ensuring that training and development needs are regularly reviewed and agreed with each Director. The Directors should be able to continually update their skills and the knowledge and familiarity with the company required to fulfil their role on the Board and its committees.
- Identifying the development needs of the Board as a whole, in order to enhance its overall effectiveness as a team.

4. Relations with shareholders

- Ensuring that the views of shareholders are communicated to the Board as a whole so that all Directors develop an understanding of their views.
- Seeking regular contact with major shareholders to understand their views on governance and performance against strategy.
- Ensuring effective communication with shareholders.

5. AGM

- Arranging the Board to be available to answer questions at the AGM.

B. The duties which derive from these responsibilities include:

- Upholding the highest standards of integrity and probity, and demonstrating objective judgement throughout the tenure.

- Setting the agenda, style and tone of Board discussions to promote a culture of effective decision-making, openness and constructive debate.
- Ensuring that they are fully informed about all issues on which the Board will have to make a decision, through briefings with the Chief Executive, the Company Secretary, members of the Pearson Executive Management or any other relevant party, as appropriate.
- Ensuring that Directors receive accurate, timely and clear information.
- Ensuring clear structure for, and the effective running of, Board committees.
- Ensuring effective implementation of Board decisions.
- Promoting effective relationships and open communication between Executive and Non-Executive Directors, both inside and outside the boardroom, ensuring an appropriate balance of skills, diversities, cognitive and personal strengths.
- Building and effecting a complementary Board and, with the Nomination & Governance Committee, initiating change and planning succession in Board appointments (except that of a successor as Chair), subject to Board and shareholder approval.
- With the assistance of the Company Secretary, promoting the highest standards of corporate governance, seeking compliance with the UK Corporate Governance Code. If full compliance is not possible, ensuring that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders.
- Ensuring an appropriate balance is maintained between the interests of shareholders and other stakeholders (including consumers, educational institutions and educators, employees, government and regulators and the community).
- Ensuring the long-term sustainability of the business.
- Ensuring the continual improvement in quality and calibre of the Executive Directors.
- Ensuring a close relationship of trust with the Chief Executive and Chief Financial Officer, providing support and advice while respecting executive responsibility.
- Providing coherent leadership of the company including, in conjunction with the Chief Executive and Deputy Chair, representing the company to stakeholders including, but not limited to, consumers, educational institutions and educators, government and regulators, shareholders, financial institutions, business partners, employees, employers, the media, the community and the public.
- Ensuring that effective engagement can take place between those stakeholders and the company.