

MEMORANDUM OF ASSOCIATION

OF

PEARSON EDUCATION LIMITED

Company Number 00872828

COMPANY LIMITED BY SHARES

1. The name of the Company is "LONGMAN PUBLICATIONS LIMITED"<sup>1</sup>
- 2 The registered office of the company will be situate in England
- 3 The objects for which the company is established are.
  - a) To carry on in the United Kingdom or elsewhere, all or any of the following trades or businesses in all or any of their branches viz., the business of publishers, printers, booksellers, book binders, lithographrs, engravers, die sinkers, print sellers, magazine and newspaper proprietors, advertisers and advertising agents, paper makers, stationers and manufacturers and dealers in all materials and things whatsoever used or employed for or in connection with any of such businesses
  - b) To carry on in the United Kingdom or elsewhere, all or any of the following trades or businesses in all or any of their branches, the business of educational consultancy, acting as advisors and consultants to governments, local authorities, schools, colleges and other educational establishments, corporations, professional bodies and other parties on all education related matters, including, but not limited to, educational materials, technologies, assessments, learning programmes, test development, processing and scoring services, including course assessments, skills and competency tests and clinical tests for educational needs, and related services, developing programmes for and providing all types of technical and professional training including training on the development of personal competencies, development and delivery of courses and training on all subjects, developing and designing computer systems and software, developing and dealing in software applications and solutions and providing training on such systems and software and other technologies, and, carrying on all things incidental to such businesses
  - c) To purchase, acquire, rent, build, construct, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control works and conveniences of all kinds, whether for the purposes of the Company or for sale or hire to or in return for any consideration from any other company or persons, and to contribute to or assist in the working, control, or superintendence thereof respectively

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<sup>1</sup> Name changed to  
Longman Green & Company on 30<sup>th</sup> March 1966  
Longman Group Limited on 2<sup>nd</sup> September 1969  
Longman Group UK Limited on 7<sup>th</sup> July 1986  
Longman Group Limited on 3<sup>rd</sup> May 1994  
Addison Wesley Longman Limited on 29<sup>th</sup> December 1995  
Pearson Education Limited on 31<sup>st</sup> December 1998



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participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons and any options or rights in respect thereof, and to buy and sell foreign exchange

- e) To purchase or otherwise acquire for any estate or interest, any property or assets or any concessions, licences, grants, patents, trade marks, copyright or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the Company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work
- f) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description
- g) To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments
- h) To amalgamate or enter into partnership or any joint purse or profit sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person, and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this Company is authorised to carry on or possessed of any property suitable for the purposes of the Company
- i) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable
- j) To lend money to and guarantee or provide security (whether by personal covenant or by mortgage or charge) for the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities
- k) To enter into any guarantee, contract or indemnity or suretyship whether by personal covenant or by mortgage or charge on all or any part of the undertaking property or assets of the Company (including its uncalled capital) and in particular (without prejudice to the generality of the foregoing) with or without consideration to guarantee or give security for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under any obligations or securities of any company which is in relation to the Company a holding company or subsidiary of any such holding company
- l) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in

particular for stocks, shares or securities of any other company whether full or partly paid up.

- m) To procure the registration or incorporation of the Company in or under the laws of any place outside England
- n) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members
- o) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or its predecessors in business or of any subsidiary company of the Company or of any company with which the Company is associated in business, or the relations, connections, or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or its members, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them
- p) To enter into any arrangements with any governments or authorities, supreme municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority and rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, privileges and concessions
- q) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others
- r) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anyway limited by reference to any other paragraph or the order in which the same occur or the name of the Company

4 The liability of the members is limited

5 The share capital of the Company is £100 divided into 100 shares of £1 each.<sup>2</sup>

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<sup>2</sup> The share capital of the Company was increased to

£ 500,000 by the creation of 499,000 ordinary shares of £ 1 each by a special resolution passed on 28<sup>th</sup> March 1966  
£ 32,000,000 by the creation of 31,500,000 ordinary shares of £ 1 each by a special resolution passed on 7<sup>th</sup> May 1991  
£ 37,500,000 by the creation of 5,500 ordinary shares of £ 1 each by a special resolution passed on 25<sup>th</sup> May 1993  
£ 250,000,000 by the creation of 212,500,000 ordinary shares of £ 1 each by a special resolution passed on 5<sup>th</sup> June 2001

The share capital of the Company was reduced to

£ 170,500,000 by the reduction of 79,500,000 ordinary shares of £ 1 each by a special resolution passed on 1<sup>st</sup> January 2005  
£ 90,000,000 by the reduction of 80,500,000 ordinary shares of £ 1 each by a special resolution passed on 20<sup>th</sup> January 2011

6 WE, the several persons whose name and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names

Names address and descriptions of subscribers	Number of shares taken by each subscriber
MARIANNE N CARR  59-67 Gresham Street, EC2  Secretary	ONE
JILL PEARCY  59-67 Gresham Street, EC2  Secretary	ONE
TOTAL SHARES TAKEN	TWO

DATED the 23<sup>rd</sup> day of February 1966

WITNESS to the above Signatures -

ROY WILLIAMS, 59-67 Gresham Street, EC2  
Solicitor's Articled Clerk