

PEARSON PLC  
Form 20-F  
March 31, 2010

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**AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON March 31, 2010**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 20-F**

(Mark One)

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**
- or**
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**for the fiscal year ended December 31, 2009**
- or**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**for the transition period from**                      **to**
- or**
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Date of event requiring this shell company report**

**Commission file number 1-16055  
PEARSON PLC**

*(Exact name of Registrant as specified in its charter)*

**England and Wales**

*(Jurisdiction of incorporation or organization)*

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*(Address of principal executive offices)*

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**London, England WC2R 0RL**

*(Name, Telephone, E-mail and/or Facsimile Number and Address of Company Contact Person)*

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

<b>Title of Class</b>	<b>Name of Each Exchange on Which Registered</b>
*Ordinary Shares, 25p par value	New York Stock Exchange
American Depositary Shares, each Representing One Ordinary Share, 25p per Ordinary Share	New York Stock Exchange

\* Not for trading, but only in connection with the registration of American Depositary Shares, pursuant to the requirements of the SEC.

**Securities registered or to be registered pursuant to Section 12(g) of the Act:**

**None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:**

**None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock at the close of the period covered by the annual report:

Ordinary Shares, 25p par value 810,799,351

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer", in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing

US GAAP  International financial Reporting Standards as Issued by the International Accounting Standards Board  Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the Registrant has elected to follow:

Item 17

Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes

No

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**INTRODUCTION**

In this Annual Report on Form 20-F (the "Annual Report") references to Pearson, the Company or the Group are references to Pearson plc, its predecessors and its consolidated subsidiaries, except as the context otherwise requires.

Ordinary Shares refer to the ordinary share capital of Pearson of par value 25p each. ADSs refer to American Depositary Shares which are Ordinary Shares deposited pursuant to the Deposit Agreement dated March 21, 1995, amended and restated as of August 8, 2000 among Pearson, The Bank of New York as depositary (the "Depositary") and owners and holders of ADSs (the "Deposit Agreement"). ADSs are represented by American Depositary Receipts ("ADRs") delivered by the Depositary under the terms of the Deposit Agreement.

We have prepared the financial information contained in this Annual Report in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") which in respect of the accounting standards applicable to the Group do not differ from IFRS as adopted by the European Union ("EU"). Unless we indicate otherwise, any reference in this Annual Report to our consolidated financial statements is to the consolidated financial statements and the related notes, included elsewhere in this Annual Report.

We publish our consolidated financial statements in sterling. We have included, however, references to other currencies. In this Annual Report:

references to sterling, pounds, pence or £ are to the lawful currency of the United Kingdom,

references to euro or € are to the euro, the lawful currency of the participating Member States in the Third Stage of the European Economic and Monetary Union of the Treaty Establishing the European Commission, and

references to US dollars, dollars, cents or \$ are to the lawful currency of the United States.

For convenience and except where we specify otherwise, we have translated some sterling figures into US dollars at the rate of £1.00 = \$1.62, the noon buying rate in The City of New York for cable transfers and foreign currencies as certified by the Federal Reserve Bank of New York for customs purposes on December 31, 2009, the last business day of 2009. We do not make any representation that the amounts of sterling have been, could have been or could be converted into dollars at the rates indicated. On February 28, 2010 the noon buying rate for sterling was £1.00 = \$1.52.

The Group consists of three major world wide businesses, Pearson Education, The FT Group ("FT") and the Penguin Group ("Penguin"). See Item 4. Information on the Company Overview of operating divisions.

**FORWARD-LOOKING STATEMENTS**

You should not rely unduly on forward-looking statements in this Annual Report. This Annual Report, including the sections entitled Item 3. Key Information Risk Factors, Item 4. Information on the Company and Item 5. Operating and Financial Review and Prospects, contains forward-looking statements that relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terms such as may, will, should, expect, intend, plan, anticipate, believe, estimate, predict, potential, continue or the negative of these comparable terminology. Examples of these forward-looking statements include, but are not limited to, statements regarding the following:

operations and prospects,

growth strategy,

funding needs and financing resources,

expected financial position,

market risk,

currency risk,

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US federal and state spending patterns,

debt levels, and

general market and economic conditions.

These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. In evaluating them, you should consider various factors, including the risks outlined under Item 3. Key Information Risk Factors, which may cause actual events or our industry's results to differ materially from those expressed or implied by any forward-looking statement. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

**Table of Contents****PART I****ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

**ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE**

Not applicable.

**ITEM 3. KEY INFORMATION****Selected consolidated financial data**

Following the publication of SEC Release No 33-8879 Acceptance From Foreign Private Issuers of Financial Statements Prepared in Accordance With International Financial Reporting Standards Without Reconciliation to U.S. GAAP, the Group no longer provides a reconciliation between IFRS and U.S. GAAP.

The table below shows selected consolidated financial data under IFRS as issued by the IASB. The selected consolidated profit and loss account data for the years ended December 31, 2009, 2008 and 2007 and the selected consolidated balance sheet data as at December 31, 2009 and 2008 have been derived from our audited consolidated financial statements included in Item 18. Financial Statements in this Annual Report.

The selected consolidated financial information should be read in conjunction with Item 5. Operating and Financial Review and Prospects and our consolidated financial statements and the related notes appearing elsewhere in this Annual Report. The information provided below is not necessarily indicative of the results that may be expected from future operations.

For convenience, we have translated the 2009 amounts into US dollars at the rate of £1.00 = \$1.62, the noon buying rate in The City of New York for cable transfers and foreign currencies as certified by the Federal Reserve Bank of New York for customs purposes on December 31, 2009.

	<b>Year Ended December 31</b>					
	<b>2009</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>
	\$	£	£	£	£	£
(In millions, except for per share amounts)						
<b>IFRS information:</b>						
<b>Consolidated Income Statement data</b>						
Total sales	9,111	5,624	4,811	4,162	3,990	3,662
Total operating profit	1,223	755	676	574	522	497
Profit after taxation from continuing operations	748	462	413	337	444	319
Profit for the financial year	748	462	323	310	469	644

**Consolidated Earnings data per share**

Basic earnings per equity share(1)	\$ 0.86	53.2p	36.6p	35.6p	55.9p	78.2p
Diluted earnings per equity share(2)	\$ 0.86	53.1p	36.6p	35.6p	55.8p	78.1p
Basic earnings from continuing operations per equity share(1)	\$ 0.86	53.2p	47.9p	39.0p	52.7p	37.5p
Diluted earnings from continuing operations per equity share(2)	\$ 0.86	53.1p	47.9p	39.0p	52.6p	37.4p
Dividends per ordinary share	\$ 0.58	35.5p	33.8p	31.6p	29.3p	27.0p

**Consolidated Balance Sheet data at period end**

Total assets (non-current assets plus current assets)	15,247	9,412	9,896	7,292	7,213	7,600
Net assets	7,510	4,636	5,024	3,874	3,644	3,733
Long-term obligations(3)	(4,943)	(3,051)	(2,902)	(1,681)	(1,853)	(2,500)
Capital stock	329	203	202	202	202	201
Number of equity shares outstanding (millions of ordinary shares)	810	810	809	808	806	804

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## Notes:

- (1) Basic earnings per equity share is based on profit for the financial period and the weighted average number of ordinary shares in issue during the period.
- (2) Diluted earnings per equity share is based on diluted earnings for the financial period and the diluted weighted average number of ordinary shares in issue during the period. Diluted earnings comprise earnings adjusted for the tax benefit on the conversion of share options by employees and the weighted average number of ordinary shares adjusted for the dilutive effect of share options.
- (3) Long-term obligations comprise any liabilities with a maturity of more than one year, including medium and long-term borrowings, derivative financial instruments, pension obligations and deferred income tax liabilities.
- (4) The results of the Data Management business (disposed in February 2008) have been included in discontinued operations for all years to 2008. The results of Government Solutions (disposed in February 2007) and Les Echos (disposed in December 2007) have been included in discontinued operations for all the years to 2007.

**Dividend information**

We pay dividends to holders of ordinary shares on dates that are fixed in accordance with the guidelines of the London Stock Exchange. Our board of directors normally declares an interim dividend in July or August of each year to be paid in September or October. Our board of directors normally recommends a final dividend following the end of the fiscal year to which it relates, to be paid in the following May or June, subject to shareholders' approval at our annual general meeting. At our annual general meeting on April 30, 2010 our shareholders will be asked to approve a final dividend of 23.3p per ordinary share for the year ended December 31, 2009.

The table below sets forth the amounts of interim, final and total dividends paid in respect of each fiscal year indicated, and is translated into cents per ordinary share at the noon buying rate in The City of New York on each of the respective payment dates for interim and final dividends. The final dividend for the 2009 fiscal year will be paid on May 7, 2010.

Fiscal year	Interim (Pence per ordinary share)	Final	Total	Interim	Final	Total
				(Cents per ordinary share)		
<b>2009</b>	12.2	23.3	35.5	19.8	37.7*	57.5
2008	11.8	22.0	33.8	21.6	33.2	54.8
2007	11.1	20.5	31.6	22.4	39.9	62.3
2006	10.5	18.8	29.3	20.0	31.4	51.4
2005	10.0	17.0	27.0	17.8	29.8	47.6

\* As the 2009 final dividend had not been paid by the filing date, the dividend has been translated into cents using the noon buying rate for sterling at December 31, 2009.

Future dividends will be dependent on our future earnings, financial condition and cash flow, as well as other factors affecting the Group.



**Table of Contents****Exchange rate information**

The following table sets forth, for the periods indicated, information concerning the noon buying rate for sterling, expressed in dollars per pound sterling. The average rate is calculated by using the average of the noon buying rates in The City of New York on each day during a monthly period and on the last day of each month during an annual period. On December 31, 2009 the noon buying rate for cable transfers and foreign currencies as certified by the Federal Reserve Bank of New York for customs purposes for sterling was £1.00 = \$1.62. On February 28, 2010 the noon buying rate for sterling was £1.00 = \$1.52.

<b>Month</b>	<b>High</b>	<b>Low</b>
February 2010	\$ 1.60	\$ 1.52
January 2010	\$ 1.64	\$ 1.59
December 2009	\$ 1.66	\$ 1.59
November 2009	\$ 1.68	\$ 1.64
October 2009	\$ 1.66	\$ 1.59
September 2009	\$ 1.67	\$ 1.59

<b>Year Ended December 31</b>	<b>Average rate</b>
2009	\$ 1.57
2008	\$ 1.84
2007	\$ 2.01
2006	\$ 1.84
2005	\$ 1.81

**Risk factors**

*You should carefully consider the risk factors described below, as well as the other information included in this Annual Report. Our business, financial condition or results from operations could be materially adversely affected by any or all of these risks, or by other risks that we presently cannot identify.*

***Global economic conditions may adversely impact our financial performance.***

As the current economic environment remains dynamic and challenging, the risk of weak trading conditions continues in 2010 which could adversely impact our financial performance. The effect of a continued deterioration in the global economy will vary across our different businesses and will depend on the depth, length and severity of any economic downturn. Specific economic risks by business are described more fully in the other risk factors below.

***A significant deterioration in Group profitability and/or cash flow caused by a severe economic depression could reduce our liquidity and/or impair our financial ratios, and trigger a need to raise additional funds from the capital markets and/or renegotiate our banking covenants.***

A prolonged and severe economic depression could significantly reduce the Group's revenues, profitability and cash flows as customers would be unable to purchase products and services in the expected quantities and/or pay for them



within normal agreed terms. A liquidity shortfall may delay certain development initiatives or may expose the Group to a need to negotiate further funding. If there was a steep decline in operating profit the Group might breach its banking covenants, creating (or exacerbating) a need for further funding (or a renegotiation of the terms of the bank credit agreement) to maintain operations. The current fragile state of the credit markets could expose the Group to a risk that it could neither re-negotiate its existing banking facilities, nor raise enough new funding, at a cost level that was sustainable for the business. Were this to occur, the inability to raise funding would likely lead to a curtailment in investment and growth plans, potential asset disposals (if possible), reduction or elimination in the dividend and in an extreme case a need to restructure the Group's debt, business model and terms of trade. In such event, the value of the Group's equity could not be assured.

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***Our US educational solutions and assessment businesses may be adversely affected by changes in state and local educational funding resulting from either general economic conditions, changes in government educational funding, programs and legislation (both at the federal and state level), and/or changes in the state procurement process.***

The results and growth of our US educational solutions and assessment businesses is dependent on the level of federal and state educational funding, which in turn is dependent on the robustness of state finances and the level of funding allocated to educational programs. State, local and municipal finances have been adversely affected by the US recession. In response to budget shortfalls, states and districts may reduce educational spending as they seek cost savings to mitigate budget deficits. The American Recovery and Reinvestment Act provided additional federal funding for education; the potential impact of this new money on our markets remains uncertain.

Federal and/or state legislative changes can also affect the funding available for educational expenditure, which include changes in assessment policy, the reauthorization of the Elementary and Secondary Education Act, along with the movement to a common core of skills and knowledge. Similarly changes in the state procurement process for textbooks, learning material and student tests, particularly in the adoptions market can also affect our markets. For example, changes in curricula, delays in the timing of the adoptions and changes in the student testing process can all affect these programs and therefore the size of our market in any given year.

There are multiple competing demands for educational funds and there is no guarantee that states will fund new textbooks or testing programs, or that we will win this business.

***We generate a substantial proportion of our revenue in foreign currencies particularly the US dollar, and foreign exchange rate fluctuations could adversely affect our earnings and the strength of our balance sheet.***

As with any international business our earnings can be materially affected by exchange rate movements. We are particularly exposed to movements in the US dollar to sterling exchange rate as approximately 60% of our revenue is generated in US dollars. Sales for 2009, translated at 2008 average rates, would have been £4,984m or 11% lower.

This is primarily a currency translation risk that only arises on consolidation and is the result of translating entities into sterling for reporting purposes (i.e. non-cash flow item), and not a trading risk (i.e. cash flow item) as our foreign currency trading cash flows in individual operating companies are relatively limited. See Item 5. Operating and Financial Review and Prospects – General Overview, Exchange rate fluctuations .

Pearson currently generates approximately 60% of its sales in US dollars and each 5¢ change in the average £:\$ exchange rate for the full year (which in 2009 was £1:\$1.57) has a translation impact of approximately 1.3p on reported earnings per share and affect shareholders funds by approximately £120m.

***Our intellectual property and proprietary rights may not be adequately protected under current laws in some jurisdictions and that may adversely affect our results and our ability to grow.***

Our products and services largely comprise intellectual property delivered through a variety of media, including newspapers, books, the internet and other growing delivery platforms. We rely on trademark, copyright and other intellectual property laws to establish and protect our proprietary rights in these products and services.

We cannot be sure that our proprietary rights will not be challenged, invalidated or circumvented. Our intellectual property rights in countries such as the US and UK, jurisdictions covering the largest proportion of our operations, are well established. However, we also conduct business in other countries where the extent of effective legal protection for intellectual property rights is uncertain, and this uncertainty could affect our future growth. Moreover, despite

trademark and copyright protection, third parties may copy, infringe or otherwise profit from our proprietary rights without our authorization.

These unauthorized activities may be more easily facilitated by the internet. The lack of internet-specific legislation relating to trademark and copyright protection creates an additional challenge for us in protecting our proprietary rights relating to our online business processes and other digital technology rights. The loss or

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diminution in value of these proprietary rights or our intellectual property could have a material adverse effect on our business and financial performance.

In that regard, Google reached a tentative settlement in 2008 with the Author's Guild and the Association of American Publishers over Google's plans to copy the full text of all books ever published without permission of the copyright owners, including Pearson. The agreement was revised in 2009 to narrow the definition of books covered under the settlement agreement to those registered with the US Copyright Office by January 2009 or published in Australia, UK, Canada or US. Subject to final court approvals, the settlement would allow copyright owners of books covered by it to control the online display of those books by Google, with a sharing of revenues derived from that display.

### ***Our reported earnings and cash flows may be adversely affected by changes in our pension costs and funding requirements.***

We operate a number of pension plans throughout the world, the principal ones being in the UK and US. The major plans are self-administered with the plans' assets held independently of the Group. Regular valuations, conducted by independent qualified actuaries, are used to determine pension costs and funding requirements. As these assets are invested in the capital markets, which are often volatile, the plans may require additional funding from us, which could have an adverse impact on our results.

It is our policy to ensure that each pension plan is adequately funded, over time, to meet its ongoing and future liabilities. Our earnings and cash flows may be adversely affected by the need to provide additional funding to eliminate pension fund deficits in our defined benefit plans. Our greatest exposure relates to our UK defined benefit pension plan, which is valued once every three years. Pension fund deficits may arise because of inadequate investment returns, increased member life expectancy, changes in actuarial assumptions and changes in pension regulations, including accounting rules and minimum funding requirements.

The plan trustees and the company finalised the latest triennial valuation for funding purposes (as at January 1, 2009) on March 22, 2010.

### ***We operate in a highly competitive environment that is subject to rapid change and we must continue to invest and adapt to remain competitive.***

Our education, business information and book publishing businesses all operate in highly competitive markets, which are constantly changing in response to competition, technological innovations and other factors. We may be required to invest significant resources to further adapt to the changing competitive environment. A common trend facing all our businesses is the digitization of content and proliferation of distribution channels, either over the internet, or via other electronic means, replacing traditional print formats. If we do not adapt rapidly to these changes we may lose business to faster more agile competitors, who increasingly are non-traditional competitors, i.e. technology companies, making their identification all the more difficult.

Illustrations of the competitive threats we face at present include:

Students seeking cheaper sources of content, e.g. online discounters, file sharing, use of pirated copies, used books or re-imported textbooks, along with the open source initiative are causing us to lose sales and putting downward pressure on textbook prices in our major markets.

Competition from major publishers, technology companies and other educational material and service providers, including not for profit organizations, in our US educational solutions and assessment businesses.

Penguin: the digital migration brings the need for change in product distribution, consumers' perception of value and the publisher's position between retailers and authors, which affects managing stock levels.

FT: we face competitive threats both from large media players and from smaller businesses, online and mobile portals and news redistributors operating in the digital arena and providing alternative sources of news and information.

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People: the investments we make in our employees, combined with our employment policies and practices, we believe are critical factors enabling us to recruit and retain the very best people in our business sectors.

Financial Systems and Processes: we are embarking on a substantial transformation programme based around shared and common processes and services, which is expected to result in significant cost savings in future years. The programme may take longer than planned, cost more than planned, and may cause disruption to our business. We cannot be certain that we will realise the anticipated savings in full.

***A major data privacy breach may cause reputational damage to our brands and financial loss.***

Across our businesses we hold large volumes of personal data including that of employees, customers and, in our assessment businesses, students and citizens. Failure to adequately protect personal data could lead to penalties, significant remediation costs, reputational damage, potential cancellation of some existing contracts and inability to compete for future business.

***At Penguin, changes in product distribution channel and/or customer bankruptcy may restrict our ability to grow and affect our profitability.***

New distribution channels, e.g. digital format, the internet, online retailers, growing delivery platforms (e.g. e-readers), combined with the concentration of retailer power pose both threats and opportunities to our traditional consumer publishing models, potentially impacting both sales volumes and pricing.

Penguin's financial performance could also be negatively affected by the bankruptcy of a major retail customer which disrupts short-term product supply to the market as well as results in a large debt write off. The economic slowdown has increased this risk in the short term.

***Reductions in advertising revenues and/or circulation will adversely affect the profitability of our newspaper business.***

Our newspaper business has diversified its revenue streams but remains dependent on advertising income. The business has high operational gearing; relatively small changes in revenue, positive or negative, have a disproportionate effect on profitability. Any downturn in corporate and financial advertising spend due to the economic slowdown will negatively impact the results of the *Financial Times* newspaper. The outlook for advertising markets, which remain subject to macroeconomic conditions, is not clear and visibility is low.

Our customers can increasingly access their information through different channels and from alternative suppliers. This allows our newspaper businesses to distribute and monetize their content in new ways. Our ability to offer a range of content channels provides some protection against the risk of decline of any one format. For example, we might see a decline in print circulation in our more mature markets as readers migrate online or via mobile platforms, although we see further opportunities for growth in our less mature markets. However, if the migration of readers to new digital formats occurs more quickly than we expect, this is likely to adversely affect print advertising and our newspaper's profitability.

***Operational disruption to our business caused by a major disaster and/or external threats could restrict our ability to supply products and services to our customers.***

Across all our businesses, we manage complex operational and logistical arrangements including distribution centers, data centers and large office facilities as well as relationships with third party print sites. We have also outsourced

some support functions, including information technology, to third party providers. Failure to recover from a major disaster, (e.g. fire, flood etc) at a key facility or the disruption of supply from a key third party vendor or partner (e.g. due to bankruptcy) could restrict our ability to service our customers. Similarly external threats, such as a flu pandemic, terrorist attacks, strikes, weather etc, could all affect our business and employees, disrupting our daily business activities.

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***A control breakdown or service failure in our school assessment businesses could result in financial loss and reputational damage.***

There are inherent risks associated with our school assessment businesses, both in the US and the UK. A service failure caused by a breakdown in our testing and assessment processes could lead to a mis-grading of student tests and/or late delivery of test results to students and their schools. In either event we may be subject to legal claims, penalty charges under our contracts, non-renewal of contracts and/or the suspension or withdrawal of our accreditation to conduct tests. It is also possible that such events would result in adverse publicity, which may affect our ability to retain existing contracts and/or obtain new customers.

***Failure to generate anticipated revenue growth, synergies and/or cost savings from acquisitions could lead to goodwill and intangible asset impairments.***

We continually acquire and dispose of businesses to achieve our strategic objectives. In 2009 we acquired Wall Street English, China's leading provider of premium English language training to adults, for £101m. In South Africa, the company received regulatory approval for the acquisition of the majority stake in Maskew Miller Longman (MML) which we intend to integrate with Heinemann South Africa.

Acquired goodwill and intangible assets could be impaired if we are unable to generate the anticipated revenue growth, synergies and/or cost savings associated with these or other acquisitions.

***Changes in our tax position can significantly affect our reported earnings and cash flows.***

Changes in corporate tax rates and/or other relevant tax laws in the UK and/or the US could have a material impact on our future reported tax rate and/or our future tax payments.

***Our professional services and school assessment businesses involve complex contractual relationships with both government agencies and commercial customers for the provision of various testing services. Our financial results, growth prospects and/or reputation may be adversely affected if these contracts and relationships are poorly managed.***

These businesses are characterized by multi-million pound sterling contracts spread over several years. As in any contracting business, there are inherent risks associated with the bidding process, start-up, operational performance and contract compliance (including penalty clauses) which could adversely affect our financial performance and/or reputation. Failure to retain these contracts at the end of the contract term could adversely impact our future revenue growth.

At Edexcel, our UK Examination board and testing business, any change in UK Government policy to examination marking (e.g., price capping) could have a significant impact on our present business model.

***We operate in markets which are dependent on Information Technology (IT) systems and technological change.***

All our businesses, to a greater or lesser extent, are dependent on information technology. We either provide software and/or internet services to our customers or we use complex IT systems and products to support our business activities, particularly in Interactive Data and business information publishing, back-office processing and infrastructure.

We face several technological risks associated with software product development and service delivery in our educational businesses, information technology security (including virus and hacker attacks), e-commerce, enterprise



resource planning system implementations and upgrades. The failure to recruit and retain staff with relevant skills may constrain our ability to grow as we combine traditional publishing products with online and service offerings.

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### ***Investment returns outside our traditional core US and UK markets may be lower than anticipated.***

To take advantage of international growth opportunities and to reduce our reliance on our core US and UK markets we are increasing our investments in a number of emerging markets, some of which are inherently more risky than our traditional markets. Political, economic, currency, reputational and corporate governance risks (including fraud) as well as unmanaged expansion are all factors which could limit our returns on investments made in these markets.

## **ITEM 4. INFORMATION ON THE COMPANY**

### **Pearson**

Pearson is an international media and education company with its principal operations in the education, business information and consumer publishing markets. We create and manage intellectual property, which we promote and sell to our customers under well-known brand names, to inform, educate and entertain. We deliver our content in a variety of forms and through a variety of channels, including books, newspapers and online services. We increasingly offer services as well as content, from test creation, administration and processing to teacher development and school software. Though we operate in more than 60 countries around the world, today our largest markets are the US (62% of sales) and Europe (22% of sales) on a continuing basis.

Pearson was incorporated and registered in 1897 under the laws of England and Wales as a limited company and re-registered under the UK Companies Act as a public limited company in 1981. We conduct our operations primarily through our subsidiaries and other affiliates. Our principal executive offices are located at 80 Strand, London WC2R 0RL, United Kingdom (telephone: +44 (0) 20 7010 2000).

### **Overview of operating divisions**

Pearson consists of three major worldwide businesses:

**Pearson Education** is the world's leading education company, providing educational materials, technologies, assessments and services to teachers and students of all ages. It is also a leading provider of electronic learning programmes and of test development, processing and scoring services to educational institutions, corporations and professional bodies around the world. In 2009, Pearson Education operated through three worldwide segments, which we refer to as North American Education, International Education and Professional:

**The FT Group** provides business and financial news, data, comment and analysis, in print and online, to the international business community. It has two major parts:

FT Publishing includes the globally focused *Financial Times* newspaper and FT.com website, a range of specialist financial magazines and online services, and Mergermarket, which provides proprietary forward-looking insights and intelligence to businesses and financial institutions.

Interactive Data provides specialist financial data to financial institutions and retail investors. Pearson owns a 61% interest in Interactive Data, which is publicly listed on the New York Stock Exchange (NYSE:IDC).

The FT Group also has a 50% ownership stake in both The Economist Group and FTSE International.

**The Penguin Group** is one of the world's leading consumer publishing businesses and an iconic global brand. We publish the works of many authors in an extensive portfolio of fiction, non-fiction and reference titles under imprints including Penguin, Hamish Hamilton, Putnam, Berkley, and Dorling Kindersley.

**Our strategy**

Our goal is to be the world's leading education company, and to help people make progress in their lives through learning, wherever and whenever they are learning— young or old; at home, school or at work; and through whatever medium and style of learning is most effective.

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We aim to produce consistent growth on three key financial measures – earnings per share, cash flow and return on invested capital – which we believe are, together, good indicators that we are building long-term value of Pearson.

To achieve this goal, our strategy has four parts, common to all our businesses:

**Long-term organic investment in content:** We invest steadily in content such as new education programmes, new and established authors for Penguin and the FT's journalism. We believe that this constant investment is critical to the quality and effectiveness of our products and services.

**Digital and services businesses:** Our strategy centers on adding services to our content, usually enabled by technology, to make the content more useful, personal and valuable. These digital and services businesses give us access to new sources of revenues to sustain growth. We now receive close to one-third of our annual sales from digital products and services which is more than double the total five years ago.

**International markets:** Pearson has market leading positions in major developed economies, particularly the US, UK and Western Europe. We are already present in more than 60 countries and we are investing to become a much larger global education company, with particular emphasis on emerging markets, such as China, India, Africa and Latin America. Over the past 5 years our international (meaning outside North America) education business has grown sales at an average annual rate of 17%.

**Efficiency:** The businesses of Pearson have a lot in common, in costs, assets, and activities. Pooling those makes the company stronger and more efficient. It also allows our businesses to learn from each other and to collaborate to save money. On that basis we have invested for efficiency through savings in our individual businesses and through a strong centralized operations structure. We are integrated in many areas where our businesses share the same needs – purchasing, warehousing, distribution, facilities and real estate, project management, people resources, finance and accounting, and transactions. Over the past five years, we have increased our adjusted operating profit margins from 12.8% to 15.3% and reduced average working capital as a percentage of sales from 27.4% to 25.1%. Adjusted operating profit is a key financial measure used by management to evaluate performance and allocate resources to our business segments. See Item 5. Operating and Financial Review .

## **Operating divisions**

### ***Pearson Education***

Pearson Education is one of the largest publishers of textbooks and online teaching materials. It serves the growing demands of teachers, students, parents and professionals throughout the world for stimulating and effective education programs in print and online.

We report Pearson Education's performance in the three segments: North American Education, International Education, and Professional. In 2009, Pearson Education had sales of £3,780m or 67% (65% in 2008) of Pearson's total. Pearson Education generated 67% of Pearson's operating profit.

### ***North American Education***

Our North American business serves educators and students in the USA and Canada from early education through elementary, middle and high schools and into higher education with a wide range of products and services: curriculum textbooks and other learning materials; student assessments and testing services; and education technologies. Pearson has a leading position in each of these areas and a distinctive strategy of connecting those parts to support institutions

and personalize learning. In 2008 we began to integrate our North American School and Higher Education companies, which we believe will bring significant opportunities to develop growth businesses, to share investments and technologies and to gain further efficiencies.

Our North American School business contains a unique mix of publishing, testing and technology products for the elementary and secondary school markets, which are increasingly integrated. The major customers of this business are state education boards and local school districts. The business publishes high quality curriculum programmes for school students, at both elementary and secondary level, under a number of imprints including Scott Foresman and Prentice Hall.

## **Table of Contents**

Our school testing business is the leading provider of test development, processing and scoring services to US states and the federal government. Its capabilities have been further enhanced through the integration of the Harcourt Assessment business. We are also a leading provider of electronic learning programs for schools, and of Student Information Systems technology which enables elementary and secondary schools and school districts to record and manage information about student attendance and performance.

Our North American Higher Education business is the largest publisher of textbooks and related course materials for colleges and universities in the US. We publish across all of the main fields of study with imprints such as Prentice Hall, Addison Wesley, Allyn & Bacon and Benjamin Cummings. Typically, professors or other instructors select or adopt the textbooks and online resources they recommend for their students, which students then purchase either in a bookstore or online. Today the majority of our textbooks are accompanied by online services which include homework and assessment tools, study guides and course management systems that enable professors to create online courses. We have also introduced new formats such as downloadable audio study guides and electronic textbooks which are sold on subscription. In addition, we have a fast-growing custom publishing business which works with professors to produce textbooks and online resources specifically adapted for their particular course.

See Item 5 Operating and Financial Review and Prospects Results of Operations Year ended December 31, 2009 compared to year ended December 31, 2008 Sales and operating profit by division North American Education for a discussion of developments during 2009 with respect to this division.

### *International Education*

Our International Education business covers all educational publishing and related services outside North America.

Our International schools business publishes educational materials in local languages in a number of countries. We are one of the world's leading providers of English Language Teaching (ELT) materials for children and adults, published under the well-known Longman imprint. In 2008 we strengthened our position further in international markets through the acquisition of the Harcourt Education International business, and in 2009 through the acquisition of Wall Street English, a chain of premium English language schools in China, and investment in vocational training and online learning in India.

Outside North America, our International higher education business adapts our textbooks and technology services for individual markets, and we have a growing local publishing program, with our key markets including the UK, Benelux, Mexico, Germany, Hong Kong, Korea, Taiwan, Singapore, Japan and Malaysia.

We are also a leading provider of testing, assessment and qualification services in a number of key markets including, the UK under the brand name Edexcel, Australia, New Zealand, South Africa, Hong Kong and the Middle East.

See Item 5 Operating and Financial Review and Prospects Results of Operations Year ended December 31, 2009 compared to year ended December 31, 2008 Sales and operating profit by division International Education for a discussion of developments during 2009 with respect to this division.

### *Professional*

Following the disposal of Government Solutions in 2007 and Data Management in 2008, our Professional education business is focused on publishing and other learning programmes for professionals in business and technology, and on testing and certifying adults to become professionals. Over the past five years we have significantly re-orientated our professional publishing business towards long-term growth markets and built professional testing into a profitable industry leader.

Our Professional education business publishes under the following imprints: Addison Wesley Professional, Prentice Hall PTR and Cisco Press (for IT professionals); Peachpit Press and New Riders Press (for graphics and design professionals); Que/Sams (consumer and professional imprint); and Prentice Hall-Financial Times and Wharton School Publishing (for the business education market).

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Our professional testing business, Pearson VUE, manages major long-term contracts to provide qualification and assessment services through its network of test centers around the world. Key customers include major technology companies, the Graduate Management Admissions Council, NCLEX, the Financial Industry Regulatory Authority and the UK's Driving Standards Agency.

See Item 5 Operating and Financial Review and Prospects Results of Operations Year ended December 31, 2009 compared to year ended December 31, 2008 Sales and operating profit by division Professional for a discussion of developments during 2009 with respect to this division.

### ***The FT Group***

The FT Group provides a broad range of data, analysis and services to an audience of internationally-minded business people and financial institutions. In 2009, the FT Group had sales of £842m, or 15% of Pearson's total sales (16% in 2008), and contributed 22% of Pearson's operating profit.

It has two major parts: FT Publishing, a combination of the *Financial Times*, FT.com website, and a portfolio of financial magazines and online financial information companies; and Interactive Data, our 61%-owned financial information company. In recent years the FT Group has significantly shifted its business towards digital and subscription revenues.

### ***FT Publishing***

The *Financial Times* is one of the world's leading international daily business newspapers, with five editions in the UK, Europe, Middle East and Africa, the US and Asia.

Its main sources of revenue are from sales of the newspaper, advertising and conferences. The *Financial Times* is complemented by FT.com which sells content and advertising online, and which charges subscribers for detailed industry news, comment and analysis, while providing general news and market data to a wider audience.

FT Business publishes specialist information on the retail, personal and institutional finance industries through titles including *Investors Chronicle*, *Money Management*, *Financial Adviser* and *The Banker*.

Mergermarket, our online financial data and intelligence provider, provides early stage proprietary intelligence to financial institutions and corporates. Its key products include *Mergermarket*, *Debtwire*, *dealReporter*, *Wealthmonitor* and *Pharmawire*.

See Item 5 Operating and Financial Review and Prospects Results of Operations Year ended December 31, 2009 compared to year ended December 31, 2008 Sales and operating profit by division FT Publishing for a discussion of developments during 2009 with respect to this division.

### ***Interactive Data***

Interactive Data is a leading provider of financial market data, analytics and related services to financial institutions, active traders and individual investors. The company's customers use its offerings to support their portfolio management and valuation, research and analysis, trading, sales and marketing, and client service activities. We own 61% of Interactive Data; the remaining 39% is publicly traded on the NYSE (for more information see NYSE:IDC).

During January 2010, the Group announced that Interactive Data was undertaking a preliminary review of strategic alternatives for its business. At the date of this report, the outcome of the review is still uncertain.



See Item 5 Operating and Financial Review and Prospects Results of Operations Year ended December 31, 2009  
compared to year ended December 31, 2008 Sales and operating profit by division Interactive Data for a discussion  
of developments during 2009 with respect to this division.

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### *Joint Ventures and Associates*

The FT Group also has a number of associates and joint ventures, including:

50% interest in The Economist Group, publisher of one of the world's leading weekly business and current affairs magazines.

50% interest in FTSE International, a joint venture with the London Stock Exchange, which publishes a wide range of global indices, including the FTSE index.

50% interest in *Business Day* and *Financial Mail*, publishers of one of South Africa's leading financial newspapers and magazines.

33% interest in *Vedomosti*, a leading Russian business newspaper.

On March 27, 2008, Financial Times International Publishing Ltd sold its 50% partnership interest in Financial Times Deutschland GmbH & Co KG to Gruner & Jahr AG & Co KG.

### ***The Penguin Group***

Penguin is one of the most famous brands in book publishing. It publishes over 4,000 fiction and non-fiction books each year, on paper, screens and in audio formats for readers of all ages, and has an extensive range of backlist and frontlist titles including top literary prize winners, classics, reference volumes and children's titles.

Penguin operates around the world through a series of connected national publishing houses. It publishes under a number of well known imprints including Putnam, Viking, Allen Lane, Hamish Hamilton, Berkley, the Penguin Press, Puffin and Dorling Kindersley. Penguin combines a longstanding commitment to local publishing with a determination to benefit from its worldwide scale, a globally recognized brand and growing demand for books in emerging markets. Its largest businesses are in the US, the UK, Australia, Canada, Ireland, India, South Africa and New Zealand.

In 2009, Penguin had sales of £1,002m, representing 18% of Pearson's total sales (19% in 2008) and contributed 11% of Pearson's operating profit. Its largest market is the US, which generated around 59% of Penguin's sales in 2009. The Penguin Group earns around 97% of its revenues from the sale of hard cover and paperback books. The balance comes from audio books and e-books.

Penguin sells directly to bookshops and through wholesalers. Retail bookshops normally maintain relationships with both publishers and wholesalers and use the channel that best serves the specific requirements of an order. It also sells through online retailers such as Amazon.com, as well as Penguin's own website.

See Item 5 Operating and Financial Review and Prospects Results of Operations Year ended December 31, 2009 compared to year ended December 31, 2008 Sales and operating profit by division The Penguin Group for a discussion of developments during 2009 with respect to this division.

### **Operating cycles**

Pearson determines a normal operating cycle separately for each entity/cash generating unit within the Group with distinct economic characteristics. The normal operating cycle for each of the Group's education businesses is primarily based on the expected period over which the educational programs and titles will generate cash flows, and also takes

account of the time it takes to produce the educational programs.

Particularly for the North American Education businesses, there are well established cycles operating in the market:

The School market is primarily driven by an adoption cycle in which major state education boards adopt programs and provide funding to schools for the purchase of these programs. There is an established and published adoption cycle with new adoptions taking place on average every 5 years for a particular subject. Once adopted, a program will typically sell over the course of the subsequent 5 years. The Company renews its pre-publication assets to meet the market adoption cycles. Therefore the operating cycle naturally follows the market cycle.

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The Higher Education market has a similar pattern, with colleges and professors typically refreshing their courses and selecting revised programs on a regular basis, often in line with the release of new editions or new technology offerings. The Company renews its pre-publication assets to meet the typical demand for new editions of, or revisions to, educational programs. Analysis of historical data shows that the average life cycle of Higher Education content is up to 5 years. Again the operating cycle mirrors the market cycle.

A development phase of typically 12 to 18 months for Higher Education and up to 24 months for School precedes the period during which the Company receives and delivers against orders for the products it has developed for the program.

The International Education markets operate in a similar way although often with less formal adoption processes.

The operating cycles in respect of Professional and the Penguin segment are more specialized in nature as they relate to educational or heavy reference products released into smaller markets (e.g. the financial training, IT and travel sectors). Nevertheless, in these markets, there is still a regular cycle of product renewal, in line with demand which management monitor. Typically the life cycle is 5 years for Professional content and up to 4 years for Penguin content.

## **Competition**

All of Pearson's businesses operate in highly competitive environments.

Pearson Education competes with other publishers and creators of educational materials and services. These companies include large international companies, such as McGraw-Hill and Houghton Mifflin Harcourt, alongside smaller niche players that specialize in a particular academic discipline or focus on a learning technology. Competition is based on the ability to deliver quality products and services that address the specified curriculum needs and appeal to the school boards, educators and government officials making purchasing decisions.

FT Publishing competes with newspapers and other information sources, such as The Wall Street Journal, by offering timely and expert journalism and market intelligence. It competes for advertisers with other forms of media based on the ability to offer an effective means for advertisers to reach their target audience. Interactive Data competes with Bloomberg and Thomson Reuters on a global basis for the provision of financial data to the back office of financial institutions. In Europe, Telekurs is also a direct competitor for these services. Smaller, more specialized vendors also compete with Interactive Data in certain market segments and in certain geographic areas.

The Penguin Group competes with other publishers of fiction and non-fiction books. Principal competitors include Random House, HarperCollins, and Hachette Group. Publishers compete by developing a portfolio of books by established authors and by seeking out and promoting talented new writers.

## **Intellectual property**

Our principal intellectual property assets consist of our trademarks and other rights in our brand names, particularly the *Financial Times* and the various imprints of Penguin and Pearson Education, as well as all copyrights for our content and our patents held in the testing business in the name of Pearson NCS. We believe we have taken all appropriate available legal steps to protect our intellectual property in all relevant jurisdictions.

## **Raw materials**

Paper is the principal raw material used by each of Pearson Education, the FT Group and the Penguin Group. We purchase most of our paper through our Global Sourcing department located in the United States. We have not experienced and do not anticipate difficulty in obtaining adequate supplies of paper for our operations, with sourcing available from numerous suppliers. While local prices fluctuate depending upon local market conditions, we have not experienced extensive volatility in fulfilling paper requirements. In the event of a sharp increase in paper prices, we have a number of alternatives to minimize the impact on our operating margins, including modifying the grades of paper used in production.

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**Government regulation**

The manufacture of certain of our products in various markets is subject to governmental regulation relating to the discharge of materials into the environment. Our operations are also subject to the risks and uncertainties attendant to doing business in numerous countries. Some of the countries in which we conduct these operations maintain controls on the repatriation of earnings and capital and restrict the means available to us for hedging potential currency fluctuation risks. The operations that are affected by these controls, however, are not material to us. Accordingly, these controls have not significantly affected our international operations. Regulatory authorities may have enforcement powers that could have an impact on us. We believe, however, that in light of the nature of our business the risk of these sanctions does not represent a material threat to us.

**Licenses, patents and contracts**

We are not dependent upon any particular licenses, patents or new manufacturing processes that are material to our business or profitability. Likewise, we are not materially dependent upon any contracts with suppliers or customers, including contracts of an industrial, commercial or financial nature.

**Legal Proceedings**

We and our subsidiaries are from time to time the subject of legal proceedings incidental to the nature of our and their operations. These may include private litigation or arbitrations, governmental proceedings and investigations by regulatory bodies. We do not currently expect that the outcome of pending proceedings or investigations, either individually or in aggregate, will have a significant effect on our financial position or profitability nor have any such proceedings had such effect in the recent past. To our knowledge, there are no material proceedings in which any member of senior management or any of our affiliates is a party adverse to us or any of our subsidiaries or in respect of which any of those persons has a material interest adverse to us or any of our subsidiaries.

**Recent developments**

During January 2010, the Group announced that Interactive Data was undertaking a preliminary review of strategic alternatives for its business. At the date of this report, the outcome of the review is still uncertain.

On 3 February 2010 the FT Publishing business announced the acquisition of Medley Global Advisors LLC, a provider of macro policy intelligence to the world's top investment banks, hedge funds and asset managers for \$15.5m.

**Table of Contents****Organizational structure**

Pearson plc is a holding company which conducts its business primarily through subsidiaries and other affiliates throughout the world. Below is a list of our significant subsidiaries as at December 31, 2009, including name, country of incorporation or residence, proportion of ownership interest and, if different, proportion of voting power held.

<b>Name</b>	<b>Country of incorporation/residence</b>	<b>Percentage interest/voting power</b>
<b>Pearson Education</b>		
Pearson Education Inc.	United States (Delaware)	100%
Pearson Education Ltd.	England and Wales	100%
Edexcel Ltd.	England and Wales	100%
NCS Pearson Inc.	United States (Minnesota)	100%
<b>FT Group</b>		
The Financial Times Limited	England and Wales	100%
Mergermarket Ltd.	England and Wales	100%
Interactive Data Corporation	United States (Delaware)	61%
<b>The Penguin Group</b>		
Penguin Group (USA) Inc.	United States (Delaware)	100%
The Penguin Publishing Co Ltd.	England and Wales	100%
Dorling Kindersley Holdings Ltd	England and Wales	100%

**Property, plant and equipment**

Our headquarters are located at leasehold premises in London, England. We own or lease approximately 1,000 properties, including approximately 500 testing/teaching centers in more than 60 countries worldwide, the majority of which are located in the United Kingdom and the United States.

The properties owned and leased by us consist mainly of offices, distribution centers and computer testing/teaching centers.

The vast majority of our printing is carried out by third party suppliers. We operate two small digital print operations as part of our Pearson Assessment & Testing businesses, one of which was sold as part of the February 2008 Data Management sale. These operations provide short-run and print-on-demand products, typically custom client applications.

We own the following principal properties at December 31, 2009:

<b>General use of property</b>	<b>Location</b>	<b>Area in square feet</b>
Warehouse/Office	Kirkwood, New York, USA	524,000
Warehouse/Office	Pittston, Pennsylvania, USA	406,000
Office	Iowa City, Iowa, USA	310,000

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Warehouse/Office	Old Tappan, New Jersey, USA	210,112
Warehouse/Office	Cedar Rapids, Iowa, USA	205,000
Office	Southwark, London, UK	155,000
Office	Hadley, Massachusetts, USA	136,570
Printing	Owatonna, Minnesota, USA	128,000



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We lease the following principal properties at December 31, 2009:

<b>General use of property</b>	<b>Location</b>	<b>Area in square feet</b>
Warehouse/Office	Lebanon, Indiana, USA	1,091,435
Warehouse/Office	Cranbury, New Jersey, USA	886,747
Warehouse/Office	Indianapolis, Indiana, USA	737,850
Warehouse/Office	San Antonio, Texas, USA	559,258
Office	Upper Saddle River, New Jersey, USA	474,801
Warehouse/Office	Rugby, UK	446,077
Office	New York City, New York, USA	430,738
Office	London, UK	282,917
Warehouse/Office	Newmarket, Ontario, Canada	278,912
Warehouse/Office	Austin, Texas, USA	226,076
Office	Boston, Massachusetts, USA	225,299
Warehouse	Scoresby, Victoria, Australia	197,255
Office	Glenview, Illinois, USA	187,500
Warehouse/Office	Bedfordshire, UK	186,570
Office	Bloomington, Minnesota, USA	153,240
Office	Boston, Massachusetts, USA	138,112
Office	Harlow, UK	137,851
Office	Chandler, Arizona, USA	135,460
Warehouse/Office	Cedar Rapids, Iowa, USA	119,682
Office	New York City, New York, USA	116,039
Warehouse	San Antonio Zomeyucan, Mexico	113,638
Office	London, UK	112,000
Call Center	Lawrence, Kansas, USA	105,000

**Capital Expenditures**

See Item 5. Operating and Financial Review and Prospects – Liquidity and Capital Resources for description of the Company's capital expenditure.

**ITEM 4A. UNRESOLVED STAFF COMMENTS**

The Company has not received, 180 days or more before the end of the 2009 fiscal year, any written comments from the Securities and Exchange Commission staff regarding its periodic reports under the Exchange Act which remain unresolved.

**ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

The following discussion and analysis is based on and should be read in conjunction with the consolidated financial statements, including the related notes, appearing elsewhere in this Annual Report. The financial statements have been prepared in accordance with IFRS as issued by the IASB.

Where this discussion refers to constant currency comparisons, these are estimated by re-calculating the current year results using the exchange rates prevailing for the prior period. The increase or reduction in the value calculated is the estimate of impact of exchange rates. We believe this presentation provides a more useful period to period comparison

as changes due solely to changes in exchange rates are eliminated.

## **General overview**

### *Introduction*

Sales from continuing operations increased from £4,811m in 2008 to £5,624m in 2009, an increase of 17%. The year on year growth was significantly impacted by exchange rates, in particular the US dollar. The average US dollar exchange rate strengthened in comparison to sterling in 2008, which had the effect of increasing reported sales in 2009 by £640m when compared to the equivalent figure at constant 2008 rates. When measured at constant

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2008 exchange rates, the main contributors to growth were the North American and International Education businesses with the International Education business in particular, benefitting from acquisitions made in 2009.

Reported operating profit increased by 12% from £676m in 2008 to £755m in 2009. The relative strength of the US dollar contributed to this increase and operating profit would have been approximately £57m lower if translated at constant 2008 exchange rates. When measured at constant rates, the main contributors to the increase were the North American and International Education businesses which benefitted from the improved sales performance.

Profit before taxation in 2009 of £660m compares to a profit before taxation of £585m in 2008. The increase of £75m reflects the improved operating performance offset by a small increase in net finance costs. Net finance costs increased from £91m in 2008 to £95m in 2009. The Group's net interest payable decreased by £4m in 2009 as we benefitted from a fall in average interest rates on our floating-rate US dollar debt and a decrease in our overall level of average net debt. Exchange losses of £7m in 2009 compare to a net exchange loss of £11m in 2008. The losses in 2008 mainly relate to the retranslation of foreign currency bank accounts together with other net losses on inter-company items. In 2009 the loss mainly relates to losses on cross currency swaps. The benefit from reduced interest and lower exchange losses in 2009 is offset by a finance charge relating to post retirement plans of £12m which compares to finance income from post retirement plans of £8m in 2008. The increase in finance charges relating to post retirement plans is largely due to lower expected returns on plan assets.

On February 22, 2008 the Group completed the sale of its Data Management business and this business has been included in discontinued operations for the period to February 22 in 2008, and the full year in 2007. In 2007, the Group completed the sale of its French newspaper business, Les Echos and its Government contracting business, Government Solutions. The results of Les Echos and Government Solutions have been shown as discontinued operations in the consolidated income statement for 2007.

Net cash generated from operations increased to £1,012m in 2009 from £894m in 2008. The improved cash generation in 2009 was due to strong cash collections, particularly in our education businesses. On an average basis, the ratio of working capital to sales improved from 26.1% to 25.1%, reflecting tight working capital management and the favourable working capital profile of 2009 acquisitions. Average working capital comprises the average of the monthly carrying values over the relevant 12 month period for inventory, pre-publication costs, debtors and creditors. Net interest paid at £87m in 2009 was £11m above the previous year, purely due to the timing of interest payments on the bond portfolio. Tax paid in 2009 increased to £103m compared to £89m in 2008. Net capital expenditure on property, plant and equipment after proceeds from sales decreased to £61m in 2009 from £73m in 2008. The net cash outflow in respect of businesses acquired decreased from £395m in 2008 to £208m in 2009 whilst net proceeds from the disposal of businesses decreased from £111m in 2008 to £14m in 2009. Dividends from joint ventures and associates were broadly flat year on year at £22m in 2009 against £23m in 2008. Dividends paid of £293m in 2009 (including £20m paid to minority interests) compares to £285m in 2008. After a favorable currency movement of £164m, overall net borrowings decreased by 25% from £1,460m at the end of 2008 to £1,092m at the end of 2009.

## ***Outlook***

Pearson reported growth in sales and operating profit in 2009, in spite of the exceptionally difficult macroeconomic environment and against record 2008 results. We achieved strong profit growth in education, helping us to make good financial progress even though our markets in US school publishing, financial advertising and consumer books were especially challenging.

Trading conditions in those tough markets began to ease towards the end of the year, but we are planning on the basis that some of our markets remain subdued throughout 2010. Even so, we expect Pearson to produce another year of profit growth assuming exchange rates remain constant, helped by the overall resilience of our company and good

growth prospects for our businesses in digital, services and emerging markets.

*Pearson Education*

In Education, we believe that our sustained investment in content and our leadership position in learning services and technologies will enable us to build on our strong market positions. We expect to gain further share in

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the US School market which will benefit from a stronger adoption opportunity (\$850m – \$900m) and new federal funds, broadly offset by continued pressure on education funding at the state level. In Higher Education and International Education, we expect to produce further underlying growth and share gains.

*FT Group*

At FT Publishing, we expect to sustain good renewal rates in our subscription businesses and healthy margins. Advertising revenues (which in 2009 accounted for less than 3% of total Pearson revenues) remain highly unpredictable but we expect to see some stabilisation after the sharp declines across the industry in 2009. Interactive Data Corporation expects 2010 revenues to range between \$810m to \$830m and healthy margins in the 25% to 26% range (guidance under US GAAP). As previously announced, the Board of Interactive Data Corporation is currently undertaking a preliminary review of strategic alternatives for the company.

*The Penguin Group*

We expect Penguin to post another good competitive performance in the context of a consumer books market that we expect to remain broadly level in 2010. Penguin will benefit from its leading position in the emerging market for eBooks and from the efficiency actions taken in 2009.

***Sales information by operating division***

The following table shows sales information for each of the past three years by operating division:

	<b>Year Ended December 31</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>£m</b>	<b>£m</b>	<b>£m</b>
Education:			
North American	2,470	2,002	1,667
International	1,035	866	735
Professional	275	244	226
FT Group:			
FT Publishing	358	390	344
Interactive Data	484	406	344
Penguin	1,002	903	846
Total	5,624	4,811	4,162

***Sales information by geographic market supplied***

The following table shows sales information for each of the past three years by geographic region:

	<b>Year Ended December 31</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>£m</b>	<b>£m</b>	<b>£m</b>

European countries	1,222	1,217	1,102
North America	3,663	3,028	2,591
Asia Pacific	519	415	351
Other countries	220	151	118
Total	5,624	4,811	4,162

***Exchange rate fluctuations***

We earn a significant proportion of our sales and profits in overseas currencies, principally the US dollar. Sales and profits are translated into sterling in the consolidated financial statements using average rates. The average rate used for the US dollar was £1:\$1.57 in 2009, £1:\$1.85 in 2008 and £1:\$2.00 in 2007. Fluctuations in exchange rates

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can have a significant impact on our reported sales and profits. In 2009, Pearson generated 62% of its sales in the US (2008: 59%; 2007: 59%). In 2009 we estimate that a five cent change in the average exchange rate between the US dollar and sterling would have had an impact on our reported earnings per share of 1.3p and a five per cent change in the closing exchange rate between the US dollar and sterling would have had an impact on shareholders' funds of approximately £120m. See Item 11. Quantitative and Qualitative Disclosures About Market Risk for more information. The year-end US dollar rate for 2009 was £1:\$1.61 compared to £1:\$1.44 for 2008. In terms of the year end rate, the strengthening of sterling in comparison to the US dollar in 2009 was less significant than in the previous year and the relatively weak value of the US dollar had the effect of reducing shareholders' funds. The net effect of movement in all currencies in 2009 was a reduction in our shareholders' funds of £388m. The year-end rate for the US dollar in 2008 was £1:\$1.44 compared to £1:\$1.99 for 2007. The comparative strength of the US dollar was more significant in 2008 and the increase in shareholders' funds due to the US dollar contributed to an overall increase in shareholders' funds due to exchange movements of £1,125m in 2008.

### ***Critical accounting policies***

Our consolidated financial statements, included in Item 18. Financial Statements, are prepared based on the accounting policies described in note 1 to the consolidated financial statements.

Certain of our accounting policies require the application of management judgment in selecting assumptions when making significant estimates about matters that are inherently uncertain. Management bases its estimates on historical experience and other assumptions that it believes are reasonable. These policies are described in note 1a(3) in Item 18. Financial Statements.

### **Results of operations**

#### ***Year ended December 31, 2009 compared to year ended December 31, 2008***

##### *Consolidated results of operations*

##### ***Sales***

Our total sales from continuing operations increased by £813m, or 17%, to £5,624m in 2009, from £4,811m in 2008. The increase reflected growth, on a constant exchange rate basis, at our North American Education, International Education and Interactive Data businesses together with additional contributions from acquisitions made in both 2008 and 2009. The year on year growth was impacted by movements in exchange rates, particularly in the US dollar. 2009 sales, translated at 2008 average exchange rates, would have been £4,984m.

Pearson Education increased sales by £668m or 21% from £3,112m to £3,780m. The North American business was the major contributor to the increase although a high proportion of that increase was due to exchange. We estimate that after excluding acquisitions, Pearson Education saw sales growth of 4% at constant last year exchange rates. The North American Education business grew ahead of the market in its US Curriculum and Higher Education businesses which together grew at 5% compared to the industry which remained flat according to the Association of American Publishers. There was also a strong performance in the US Assessment and Information division which benefitted from the successful integration of the Harcourt Assessment business acquired at the start of 2008. In International Education sales also benefitted from exchange and a contribution from the acquisitions of Wall Street English and Fronter (a European online learning company based in Oslo) and the increased shares of Longman Nigeria and Maskew Miller Longman (MML), our publishing businesses in South Africa and West Africa respectively, which were all acquired in 2009. After excluding the effect of acquisitions we estimate that there was growth of 4% at constant last year exchange rates in the International Education business. Professional sales increased in 2009 by 13%

although all of this increase was due to exchange and in terms of constant last year exchange rates there was a small decline in sales of 1%. This decline was entirely due to weakness in the professional publishing market which has offset growth in the professional testing and certification businesses.

FT Group sales were 6% ahead of last year with growth at Interactive Data offsetting adverse variances at FT Publishing. FT Publishing sales were down by 8% or 12% after excluding the effect of exchange rates. FT Publishing's sales decline mainly reflects tough market conditions for financial and corporate advertising. The impact of advertising revenue declines was partially mitigated by growth in content revenues, the resilience of our



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subscription businesses and an increase in paying online subscribers at FT.com. Interactive Data sales were up by 19% (2% at constant last year exchange rates and before the contribution from acquisitions). Sales growth was driven by Interactive Data's Institutional Services segment which performed well despite difficult conditions in the financial services industry.

Penguin's sales were up 11% in 2009 but this represents a 2% decline at constant last year exchange rates and before the effect of portfolio changes. Much of the underlying decline was due to a fall in sales of illustrated reference books which offset good performances in other categories.

Pearson Education, our largest business sector, accounted for 67% of our continuing business sales in 2009 compared to 65% in 2008. North America continued to be the most significant source of our sales and as a proportion of total continuing sales contributed 65% in 2009 and 63% in 2008.

***Cost of goods sold and operating expenses***

The following table summarizes our cost of sales and net operating expenses:

	<b>Year Ended December 31</b>	
	<b>2009</b>	<b>2008</b>
	<b>£m</b>	<b>£m</b>
Cost of goods sold	2,539	2,174
Distribution costs	274	235
Administration and other expenses	2,206	1,853
Other operating income	(120)	(102)
Total	2,360	1,986

*Cost of goods sold.* Cost of sales consists of costs for raw materials, primarily paper, printing and binding costs, amortization of pre-publication costs and royalty charges. Our cost of sales increased by £365m, or 17%, to £2,539m in 2009, from £2,174m in 2008. The increase corresponds to the increase in sales with cost of sales at 45.1% of sales in 2009 compared to 45.2% in 2008.

*Distribution costs.* Distribution costs consist primarily of shipping costs, postage and packing and remain a fairly constant percentage of sales.

*Administration and other expenses.* Our administration and other expenses increased by £353m, or 19%, to £2,206m in 2009, from £1,853m in 2008. As a percentage of sales they remained consistent at 39% in 2008 and 2009.

*Other operating income.* Other operating income mainly consists of freight recharges, sub-rights and licensing income and distribution commissions together with income from sale of assets. Other operating income increased to £120m in 2009 compared to £102m in 2008 although much of this increase can be ascribed to exchange.

***Share of results of joint ventures and associates***

The contribution from our joint ventures and associates increased from £25m in 2008 to £30m in 2009. The majority of the profit comes from our 50% interest in the Economist.

***Operating profit***

The total operating profit increased by £79m, or 12%, to £755m in 2009 from £676m in 2008. 2009 operating profit, translated at 2008 average exchange rates, would have been £57m lower.

Operating profit attributable to Pearson Education increased by £99m, or 24%, to £505m in 2009, from £406m in 2008. The increase was attributable to strong performances in the US Higher Education business and both the US and International Assessments businesses and due to the positive impact of exchange. Operating profit attributable to the FT Group decreased by £12m, or 7%, to £167m in 2009, from £179m in 2008. The decrease reflects the

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decline in profitability at FT Publishing, as they faced tough conditions in the advertising market, coupled with an increased charge for intangible amortization which offsets a positive performance from Interactive Data. Operating profit attributable to the Penguin Group decreased by £8m, or 9%, to £83m in 2009, from £91m in 2008. This decrease was principally due to charges relating to reorganisation of the business in the UK.

***Net finance costs***

Net finance costs increased from £91m in 2008 to £95m in 2009. Net interest payable in 2009 was £85m, down from £89m in 2008. The Group's net interest payable decreased by £4m in 2009 as we benefitted from a fall in average interest rates on our floating US dollar debt and a decrease in our overall level of average net debt. Year on year, average three month LIBOR (weighted for the Group's net borrowings in US dollars and sterling at each year end) fell by 2.4% to 0.7%. This reduction in floating market interest rates was partially offset by higher fixed bond coupons prevailing at the time of our 2009 bond issue. The overall result was a decrease in the Group's average net interest rate payable by 0.6% to 5.3%. In 2009 the net finance income relating to post-retirement plans was a charge of £12m compared to an income of £8m in the previous year reflecting lower returns on plan assets.

Other net finance costs relating to foreign exchange and short-term fluctuations in the market value of financial instruments included a net foreign exchange loss of £7m in 2009 compared to a loss of £11m in 2008. The losses in 2008 mainly relate to the retranslation of foreign currency bank accounts together with other net losses on inter-company items. In 2009 the loss mainly relates to losses on cross currency swaps. For a more detailed discussion of our borrowings and interest expenses see [Liquidity and Capital Resources](#) [Capital Resources](#) and [Borrowings](#) below and [Item 11. Quantitative and Qualitative Disclosures About Market Risk](#) .

***Taxation***

The total tax charge in 2009 of £198m represents 30% of pre-tax profits compared to a charge of £172m or 29% of pre-tax profits in 2008. Our overseas profits, which arise mainly in the US are largely subject to tax at higher rates than the UK corporation tax rate (28% in 2009 compared to 28.5% in 2008). Higher tax rates were partly offset by releases from provisions reflecting continuing progress in agreeing our tax affairs with the authorities.

***Minority interests***

This comprises mainly the minority share in Interactive Data. Our share of Interactive Data was 61% in 2009, compared to 62% in 2008.

***Discontinued operations***

Discontinued operations in 2008 relate to the disposal of the Data Management business (in February 2008). The results of the Data Management business were included in discontinued operations to the date of disposal in 2008. The loss before tax on disposal in 2008 was £53m, mainly relating to the cumulative translation adjustment. There was a tax charge of £37m on the sale. There were no discontinued operations in 2009.

***Profit for the year***

The profit for the financial year in 2009 was £462m compared to a profit in 2008 of £323m. The overall increase of £139m was mainly due to the absence of the loss on discontinued operations in 2009 but also benefitted from the improved operating performance offset by a small increase in net finance costs.

***Earnings per ordinary share***

The basic earnings per ordinary share, which is defined as the profit for the financial year divided by the weighted average number of shares in issue, was 53.2p in 2009 compared to 36.6p in 2008 based on a weighted average number of shares in issue of 799.3m in 2009 and 797.0m in 2008. The increase in earnings per share was due to the increase in profit for 2009 described above and was not significantly affected by the movement in the weighted average number of shares.

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The diluted earnings per ordinary share of 53.1p in 2009 and 36.6p in 2008 was not significantly different from the basic earnings per share in those years as the effect of dilutive share options was again not significant.

**Exchange rate fluctuations**

The strengthening of the US dollar and other currencies against sterling on an average basis had a positive impact on reported sales and profits in 2009 compared to 2008. 2009 sales, translated at 2008 average exchange rates, would have been lower by £640m and operating profit, translated at 2008 average exchange rates, would have been lower by £57m. See Item 11. Quantitative and Qualitative Disclosures About Market Risk for a discussion regarding our management of exchange rate risks.

**Sales and operating profit by division**

The following tables summarize our sales and operating profit for each of Pearson's divisions. Adjusted operating profit is a non-GAAP financial measure and is included as it is a key financial measure used by management to evaluate performance and allocate resources to business segments. See also note 2 of Item 18. Financial Statements.

In our adjusted operating profit we have excluded amortization of acquired intangibles. The amortization of acquired intangibles is the amortization of intangible assets acquired through business combinations. The charge is not considered to be fully reflective of the underlying performance of the Group.

Adjusted operating profit enables management to more easily track the underlying operational performance of the Group. A reconciliation of operating profit to adjusted operating profit for continuing operations is included in the tables below:

£m	Year Ended December 31, 2009						Total
	North American Education	International Education	FT Professional Publishing	Interactive Data	Penguin		
Sales	2,470	1,035	275	358	484	1,002	5,624
	44%	18%	5%	6%	9%	18%	100%
Total operating profit	354	109	42	31	136	83	755
	47%	14%	6%	4%	18%	11%	100%
Add back:							
Amortization of acquired Intangibles	49	32	1	8	12	1	103
Adjusted operating profit: continuing Operations	403	141	43	39	148	84	858
Adjusted operating profit: discontinued Operations							
Total adjusted operating profit	403	141	43	39	148	84	858
	47%	16%	5%	5%	17%	10%	100%



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£m	North		Professional	FT Publishing	Interactive Data	Penguin	Total
	American Education	International Education					
Sales	2,002	866	244	390	406	903	4,811
	42%	18%	5%	8%	8%	19%	100%
Total operating profit	258	113	35	67	112	91	676
	38%	17%	5%	10%	17%	13%	100%
Add back:							
Amortization of acquired Intangibles	45	22	1	7	9	2	86
Adjusted operating profit: continuing Operations	303	135	36	74	121	93	762
Adjusted operating profit: discontinued Operations							
Total adjusted operating profit	303	135	36	74	121	93	762
	40%	17%	5%	10%	16%	12%	100%

*North American Education*

North American Education sales increased by £468m, or 23%, to £2,470m in 2009, from £2,002m in 2008 and adjusted operating profit increased by £100m, or 33%, to £403m in 2009 from £303m in 2008. The results were significantly affected by the relative strength of the US dollar, which we estimate increased sales by £365m and adjusted operating profit by £60m when compared to the equivalent figures at constant 2008 exchange rates. At constant exchange and after taking account of the contribution from acquisitions there was underlying growth in sales of 5% and profits of 13%. Although the contribution from the US school curriculum business declined due to State budget pressures and a fall in the adoption market there were strong contributions from the US Higher Education, US Assessment and Information and Canadian businesses.

In the US school market, the Association of American Publishers estimate that there was an overall decrease for the industry of 13.8% as state budget pressures and a slower new adoption year caused particular weakness in the basal publishing market. Though Pearson's US School publishing sales declined we attained an estimated 37% of new adoptions we competed for (our highest market share for a decade) and 32% of the total new adoption market. Pearson's enVisionMATH ([www.envisionmath.com](http://www.envisionmath.com)), an integrated print-and-digital program, was the top-selling basal program in the United States in 2009. It helped the School Curriculum business to an estimated 46% share of all math adoptions and sold strongly across the open territories. Successnet, the online learning platform for teachers and students which supports all Pearson's digital instruction, assessment and remedial programs, also grew strongly achieving more than 4 million registrations in 2009.

The US Assessment and Information business saw significant profit improvement in 2009, benefitting from the successful integration of the Harcourt Assessment business acquired in 2008. Our National Services assessment business renewed its contract with the College Board, worth \$210m over 10 years, to process and score the SAT and contracts to support the College Board's new Readi-Step and ACCUPLACER diagnostics programs. Our State

Services business won a number of significant new contracts including new programs in Florida and Arizona. We continue to gain share, winning 60% of the contracts bid for by value, and to be a leader in online testing, delivering 9 million secure online assessments in 2009, up more than 100% on 2008. Our Evaluation Systems teacher certification business secured contract extensions in California, Illinois, Arizona and Washington; won re-bids in Michigan and New York, each for five years; and added new contracts in California and Minnesota. In Clinical Assessments, our AIMSWeb response-to-intervention data management and progress monitoring service for children who are having difficulty learning, continued to grow and now has more than 3 million students on the system. Our Edustructures business, which provides interoperable systems to support data collection and reporting between school districts and state governments, doubled the number of students served to 8 million. Our Student Information Systems (SIS) business continued to grow strongly, benefiting from strong demand for its services that



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help teachers automate and manage student attendance records, gradebooks, timetables and the like. It supports more than 12 million students – 8 million of them through its flagship PowerSchool product which is now available in more than 50 countries. In 2009 it won contracts for new school districts including Nova Scotia Department of Education (133,000 students), Newark, NJ (45,000 students), and the Hamilton County DOE, TN (40,000 students).

The US Higher Education publishing market grew 11.5% in 2009, according to the Association of American Publishers, benefiting from strong enrolment growth and federal government action to support student funding. Our US Higher Education business grew faster than the industry and outperformed the market for the eleventh straight year, continuing to see strong demand for instructional materials enhanced by technology and customization. Our sustained investment in content and technology continues to grow existing franchises and build new ones. In Engineering Mechanics, our market leading textbook, Hibbeler's Statistics and Dynamics 12th Edition, gained an additional four percentage points of market share with the addition of our newly launched MasteringEngineering digital learning and assessment platform. Pearson became market leader in psychology supported by the recently launched textbook Psychology 2nd Edition by Cicarelli with MyPsychLab. The MyLab digital learning, homework and assessment programs again grew strongly. Our MyLab products saw more than 6 million student registrations globally, 39% higher than in 2008. In North America, student registrations grew 37% to more than 5.6m. Custom Solutions grew strongly across both bespoke books and customized services including content creation, technology, curriculum, assessments and courseware. We partnered with the Kentucky Virtual Learning Initiative, for example, to deliver personalized mathematics instruction mapped to state college entry standards and have begun to extend this program into transitional English and Reading. eCollege, our platform for fully-online distance learning in higher education, increased online enrolments by 36% to 3.5m and benefited from continued strong renewal rates of 95% by value, new contract wins and strong growth in the usage of the platform, particularly by US for-profit colleges. Thirteen Pearson higher education and school products in ten categories were nominated as America's best educational software products in the Software & Information Industry Association's 25th Annual CODiE Awards. They include MyMathLab, Miller & Levine Biology, PowerSchool, Prentice Hall Literature, myWorld Geography, MyWritingLab, CourseConnect and eCollege.

Overall adjusted operating margins in the North American Education business were higher at 16.3% in 2009 compared to 15.1% in 2008 with the majority of the increase attributable to the Harcourt Assessment integration costs that were charged in 2008.

*International Education*

International Education sales increased by £169m, or 20%, to £1,035m in 2009, from £866m in 2008 and adjusted operating profit increased by £6m, or 4%, to £141m in 2009 from £135m in 2008. The sales results benefit from exchange gains and a full year contribution from acquisitions made in 2009. At the adjusted operating profit level the 2008 results benefitted from transactional exchange gains that were not repeated in 2009.

In the UK, we received over 3.7 million registrations for vocational assessment and general qualifications. We marked 4.5 million A-level and GCSE scripts on-screen and successfully delivered the 2009 National Curriculum test series and were awarded the contract to administer the 2010 National Curriculum Tests at Key Stage 2. We made significant investments in supporting the new Diploma qualification for 14-19 year-olds; the IGCSE qualifications to meet the needs of International schools and colleges; and BTEC, our flagship vocational qualification. BTEC registrations totalled more than 1 million for the first time and were up almost 30% on 2008. Our UK Higher Education business grew strongly, helped by the success of new first editions, the rapid take up of MyLabs adapted to meet local requirements, and the growing popularity of custom publishing. Sales of UK primary resources fell, on the back of minimal curriculum change and some signs of schools managing their budgets more tightly.

In Continental Europe, the launch of our digi libre (Content Plus) products helped us to gain share in the lower and upper secondary markets in Italy and positions us well for major curriculum reforms planned for 2010. In Spain, our sales were down sharply with pressures on central and regional government spending and a worsening retail environment. Our ELT sales continued to grow in Poland, and across central and Eastern Europe we saw good demand for our publishing and digital resources and our fledgling Language Learning Solutions activities. The

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Frontier learning management system continued to grow very strongly with more than 6 million students in more than 8,000 schools, colleges and Universities around the world.

In the Middle East we successfully implemented the Abu Dhabi Education Council's (ADEC) External Measurement of Student Achievement (EMSA) program covering English, Arabic, Math and Science in April 2009 and was also contracted by the United Arab Emirates Ministry of Education to deliver the program in the northern emirates. In South Africa, we launched Platinum, the first blended print and online course developed for the South African National Curriculum. In addition 7,000 students registered for MyMathLab+ at the University of Witwatersrand.

In China, we acquired Wall Street English, the leading provider of premium English language training to adults, for £101m. The combination of Longman Schools and Wall Street English gives Pearson a leading position in the English language teaching market in China, serving students from elementary school to professional levels. We stepped up our presence in the Indian education market with two investments totalling \$30m: a 50:50 joint-venture with Educomp, called IndiaCan, to offer vocational and skills training through 120 training centres across the country; and a 17.2% stake in TutorVista, which provides online tutoring for K-12 and college students.

New editions of the proven bestsellers, BackPack and Pockets, along with the successful launch of two new courses, CornerStone and KeyStone, helped to deliver strong growth in the sales of ELT materials across Latin America. In Brazil, which has one of Latin America's largest and fastest-growing university populations, our virtual library now supports 30 post-secondary institutions. And, in Panama, 75,000 high school students are now learning Biology and Chemistry, using Prentice Hall Virtual Labs.

On a global basis our MyLab digital learning, homework and assessment programmes were used by more than 470,000 students, up almost 60% on 2008, and are now sold in more than 200 countries. In 2009, we launched the Pearson Test of English, our new test of Academic English which will be delivered in up to 200 Pearson VUE testing centers in 37 countries. Approximately 1,000 academic programs worldwide now recognise, or are in the process of recognising, the Pearson Test of English. Our eCollege learning management system is growing rapidly in international markets, winning new contracts in Australia, Brazil, Mexico, Colombia, Puerto Rico and Saudi Arabia. Our new Pearson Learning Solutions business won its first contracts in the UK, the Gulf and Africa. It combines a broad range of products and services from across Pearson to deliver a systematic approach to improving student performance.

International Education adjusted operating margins declined from 15.6% in 2008 to 13.6% in 2009 as the benefit from transactional exchange gains at the profit level in 2008 weren't repeated in 2009.

### *Professional*

Professional sales increased by £31m, or 13%, to £275m in 2009 from £244m in 2008. Adjusted operating profit increased by £7m or 19% to £43m in 2009, from £36m in 2008. The sales growth was entirely due to exchange rates which increased sales by £33m when compared to the equivalent figures at constant 2008 exchange rates.

In Professional testing and certification in the UK, we extended our contract with the Driving Standards Agency to deliver the UK drivers theory test until 2014. With the Graduate Management Admissions Test and the recent contract extension for the NCLEX nursing examination, our three largest professional testing contracts now run to 2013 or after. More than seven million secure online tests were delivered in more than 4,000 test centers worldwide in 2009, an increase of 9% over 2008. Registration volumes for the Graduate Management Admissions Council test rose 8% worldwide in 2009, including a 16% increase outside the US. In the US, Pearson VUE won a number of new contracts with organizations including Oracle, Citrix, Novell, VMWare, and Adobe, the National Registry of Food Safety Professionals and the National Institute for Certification in Engineering Technologies. Pearson VUE extended its

international reach, signing an agreement with the Dubai Road and Transport Authority to deliver a new, high-tech Driver Testing System and launching the Law School Admission Test in India.

Our Professional education business experienced tough trading conditions in the retail market but benefited from the increased breadth of its publishing and range of revenue streams, from online retail through digital subscriptions. A best-selling product in 2009 was CCNA Network Simulator, which are digital networking labs designed, developed and published by Pearson, to help candidates successfully pass the Cisco CCNA certification

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exam. Pearson launched new learning solutions for IT Professionals preparing for certification accreditation. Cert Flash Card applications were launched for students studying for Cisco CCNA, CompTIA and Microsoft certification exams and are accessible through web browsers and iPhone and iPod Touch devices. FT Press launched a new e-publishing imprint, FT Press Delivers, providing essential insights from some of its leading business authors including Jim Champy, Brian Solis, Mark Zandi, Jon M. Huntsman, John Kao, Michael Abrashoff, and Seth Goldman.

Overall adjusted operating margins in the Professional business continued to improve and were higher at 15.6% in 2009 compared to 14.8% in 2008 as margins improved again in both the testing and professional publishing businesses.

### *FT Publishing*

Sales at FT Publishing decreased by £32m or 8%, from £390m in 2008 to £358m in 2009. Adjusted operating profit decreased by £35m, from £74m in 2008 to £39m in 2009. The sales and profit decrease is mainly from the FT Newspaper business which faced tough market conditions for financial and corporate advertising. The impact of advertising revenue declines was partially mitigated by growth in content revenues, the resilience of our subscription businesses and early actions to manage our cost base tightly.

We continued to see good demand for high-quality analysis of global business, finance, politics and economics which resulted in a 15% increase in paying online subscribers to more than 126,000 with registered users on FT.com up 85% to 1.8 million and users up 12% to 1.4 million on FTChinese.com. Financial Times worldwide newspaper circulation was 7% lower at 402,799 (for the July-December 2009 ABC period) although subscription circulation grew modestly. We continued to invest in fast-growing digital formats. We launched a new luxury lifestyle website, to complement our existing *How To Spend It* magazine; a new iPhone application which has received more than 200,000 downloads; and, in association with Longman, Lexicon, an online glossary of economic, financial and business terms.

Mergermarket faced challenging conditions in some of its markets with reduced Mergers and Acquisition activity impacting the merger arbitrage sector serviced by dealReporter whilst Debtwire benefited from an increased focus on distressed debt. Mergermarket continued to launch new products and expand globally. Our newest product, MergerID, launched in September 2009, provides a secure online environment for principals and professionals to post and view M&A opportunities globally and has secured over 1,500 active users in more than 450 companies across the globe.

*The Economist*, in which Pearson owns a 50% stake, increased global weekly circulation by 2.2% to 1.42 million (for the July - December 2009 ABC period). FTSE, our 50% owned joint-venture with the London Stock Exchange, increased revenues 17% and made a strong improvement in profits.

Overall adjusted operating margins at FT Publishing decreased from 19.0% in 2008 to 10.9% in 2009 as lost advertising revenue fell through to the bottom line.

### *Interactive Data*

Interactive Data grew its sales by 19% from £406m in 2008 to £484m in 2009. Adjusted operating profit grew by 22% from £121m in 2008 to £148m in 2009. Interactive Data margins increased from 29.8% in 2008 to 30.6% in 2009. Both sales and adjusted operating profit were affected by the relative strength of the US dollar, which we estimate increased sales by £58m and adjusted operating profit by £19m when compared to the equivalent figures at constant 2008 exchange rates.

Interactive Data's revenue growth was driven by its Institutional Services segment, despite difficult market conditions in the financial services industry. In the fourth quarter we began to see continued signs of trading conditions easing in certain markets that were difficult earlier in the year, principally in our new sales. Interactive Data continued to benefit from growth trends including: heightened scrutiny around the valuation of securities; increasing regulation and related investment in compliance and risk management processes; increasing adoption of low latency data for algorithmic trading; and continuing need to cost effectively differentiate wealth management offerings with bespoke web-based client solutions.

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Pricing and Reference Data (66% of Interactive Data revenues) continued to generate good growth in North America and Europe. Growth was primarily organic and also benefited from bolt-on acquisitions, most recently NDF, a leading provider of financial pricing and services in Japan, and Kler's Financial Data Service, a leading provider of reference data to the Italian financial industry. Real-Time Services (19% of Interactive Data revenues) faced challenging market conditions as solid demand for web-based Managed Solutions was more than offset by higher cancellations of real-time market data services. In December 2009, we formed the Real-Time Market Data and Trading Solutions Group which combines the resources of our eSignal, Managed Solutions and Real-Time Services businesses into a single organization. This initiative supports plans to integrate the company's suite of real-time market data and innovative, hosted technology services and solutions to more effectively capitalize on opportunities in the wealth management and electronic trading sectors. In addition, Interactive Data recently completed two acquisitions, 7ticks and the data and tools assets of Dow Jones' Online Financial Solutions business, that help further strengthen its real-time capabilities in the wealth management and electronic trading sectors. Interactive Data continued to invest in expanding the breadth and depth of the data covered and products offered. Pricing and Reference Data added new information resources, transparency tools, and broader coverage of hard-to-value instruments. It also introduced new services such as the Business Entity Service and Options Volatility Service aimed at helping firms address risk management and compliance challenges. In Real-Time Services, investments were aimed at expanding market coverage to include a broader range of emerging markets, level 2 data for a variety of global exchanges, and multi-lateral trading facilities. New product launches in this business included PlusBook™, a new consolidated order book service for the European financial industry, and enhancements to the PrimePortal product, which are used to create customised Web solutions for wealth management and infomedia applications. eSignal introduced new services and enhanced existing offerings such as its Market-Q browser-based workstation, which has been well received in the North American wealth management market.

Interactive Data made a number of bolt-on acquisitions in late 2009 and into early 2010 including: the data and tools assets of Dow Jones and Company's OFS business, which expands the growing web-based solutions business in North America; Dubai-based Telerate Systems Limited (completed on 14 January 2010), a long-time eSignal sales agent; and 7ticks (completed on 15 January 2010), an innovative provider of very fast electronic trading networks and managed services.

During January 2010, the Group announced that Interactive Data was undertaking a preliminary review of strategic alternatives for its business. At the date of this report, the outcome of the review is still uncertain.

*The Penguin Group*

Penguin Group sales increased to £1,002m in 2009 from £903m in 2008 but adjusted operating profit was down 10% to £84m in 2009 from £93m in 2008. Both sales and adjusted operating profit were affected by the stronger US dollar which we estimate increased sales by £109m and adjusted operating profit by £7m when compared to the equivalent figures at constant 2008 exchange rates. In 2009, Penguin implemented a series of organisational changes in the UK designed to strengthen its publishing, reduce costs and accelerate the transition to digital production, sales channels and formats and to lower cost markets for design and production. Penguin's 2009 results include approximately £9m of charges relating to these organisational changes.

In the US, Penguin had 30 number 1 New York Times bestsellers, Penguin's most ever, and placed 243 bestsellers on New York Times lists. Bestsellers included works from debut novels such as Kathryn Stockett's *The Help* and Janice Y.K. Lee's *The Piano Teacher*, along with books by established authors such as Charlaine Harris and Nora Roberts.

In the UK, top-selling titles included Marian Keyes' *This Charming Man*, Malcolm Gladwell's *Outliers*, Ant and Dec's *Ooh! What a Lovely Pair* and Antony Beevor's *D-Day*. Penguin Children's list had a very strong year with standout performances from brands such as *The Very Hungry Caterpillar* (which celebrated its 40th anniversary) and *Peppa*

*Pig*. Through an iPhone app, consumers were offered a try-before-you buy model of Paul Hoffman's *The Left Hand of God*, providing free downloads of the first three chapters.

In Australia, Penguin was named Publisher of the Year for the second year running at the Australian Book Industry Awards. Number 1 bestselling authors included Bryce Courtenay, Tom Winton, Clive Cussler and Richelle



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Mead. In Canada, top-selling local authors included Joseph Boyden and Alice Munro, who was awarded the International Man Booker prize, and our international authors Greg Mortenson and Elizabeth Gilbert led the paperback non-fiction category. In India, Penguin is the largest English language trade publisher, with bestselling authors in 2009 including Narayana Murthy and Nandan Nilekani. In South Africa, top-selling Penguin authors included John van de Ruit and Justin Bonello.

eBook sales grew fourfold on the previous year. 14,000 eBook titles are now available. eBook sales are expected to grow rapidly in 2010, benefiting from the popularity of e-readers such as Amazon's Kindle, the Sony Reader and Barnes and Noble's nook as well as new devices such as Apple's iPad.

Penguin's adjusted operating margins deteriorated in 2009, dropping to 8.4% from 10.3% in 2008. The main reason for the decline was the charges in 2009 relating to the reorganisation of the UK business.

### ***Year ended December 31, 2008 compared to year ended December 31, 2007***

#### ***Consolidated results of operations***

##### ***Sales***

Our total sales from continuing operations increased by £649m, or 16%, to £4,811m in 2008, from £4,162m in 2007. The increase reflected growth, on a constant exchange rate basis, across all the businesses together with additional contributions from acquisitions made in both 2007 and 2008. The year on year growth was impacted by movements in exchange rates, particularly in the US dollar. 2008 sales, translated at 2007 average exchange rates, would have been £4,491m.

Pearson Education increased sales by £484m or 18% from £2,628m to £3,112m. The North American business was the major contributor to the increase and although much of the increase was due to exchange rates and a contribution from the Harcourt Assessment acquisition in 2008, we estimate that after excluding acquisitions there was growth of 3% at constant last year exchange rates. The North American Education business saw growth ahead of the market in its US Higher Education business and strong performances in state testing, catalogue tests and clinical assessment in its US Assessment and Information division. These businesses offset some decline in the US School Curriculum business which faced a decline in the overall US school publishing market of 4.4% (source: Association of American Publishers). International Education sales also benefitted from exchange and a full year contribution from the Harcourt Publishing acquisition in 2007. After excluding the effect of acquisitions we estimate that there was growth of 2% at constant last year exchange rates. Although there was good growth in the International Publishing business, the loss of a key school testing contract held back growth in the International Assessment business. Professional sales increased in 2008 by 8% or 1% at constant last year exchange rates. Growth in professional testing and certification was partially offset by some decline in the professional publishing markets.

FT Group sales were 16% ahead of last year with growth at FT Publishing and Interactive Data. FT Publishing sales were up by 13% or 4% after excluding the contribution from acquisitions made in 2007 and 2008 and the effect of exchange. FT Publishing's sales growth was driven by a shift toward subscription and service based revenues. The newspaper maintained circulation but advertising revenues fell by 3% as the advertising market weakened in the fourth quarter of 2008. Interactive Data sales were up by 18% (9% at constant last year exchange rates and before the contribution from acquisitions) driven by strong sales to both existing and new institutional customers and the maintenance of renewal rates at approximately 95% within the institutional services sector.

Penguin's sales were up 7% in 2008 (3% at constant last year exchange rates and before the effect of portfolio changes) as a result of a strong publishing performance in all its markets in a year where the business continued to publish

bestsellers and win awards.

Pearson Education, our largest business sector, accounted for 65% of our continuing business sales in 2008 compared to 63% in 2007. North America continued to be the most significant source of our sales and as a proportion of total continuing sales contributed 63% in 2008 and 62% in 2007.

**Table of Contents*****Cost of goods sold and operating expenses***

The following table summarizes our cost of sales and net operating expenses:

	<b>Year Ended December 31</b>	
	<b>2008</b>	<b>2007</b>
	<b>£m</b>	<b>£m</b>
Cost of goods sold	2,174	1,910
Distribution costs	235	202
Administration and other expenses	1,853	1,600
Other operating income	(102)	(101)
<b>Total</b>	<b>1,986</b>	<b>1,701</b>

*Cost of goods sold.* Cost of sales consists of costs for raw materials, primarily paper, printing and binding costs, amortization of pre-publication costs and royalty charges. Our cost of sales increased by £264m, or 14%, to £2,174m in 2008, from £1,910m in 2007. The increase corresponds to the increase in sales with cost of sales at 45.2% of sales in 2008 compared to 45.9% in 2007.

*Distribution costs.* Distribution costs consist primarily of shipping costs, postage and packing and remained at a fairly constant percentage of sales in 2008 compared to 2007.

*Administration and other expenses.* Our administration and other expenses increased by £253m, or 16%, to £1,853m in 2008, from £1,600m in 2007. As a percentage of sales they increased slightly to 39% in 2008 from 38% in 2007.

*Other operating income.* Other operating income mainly consists of freight recharges, sub-rights and licensing income and distribution commissions together with income from sale of assets. Other operating income remained fairly consistent at £102m in 2008 compared to £101m in 2007.

***Share of results of joint ventures and associates***

The contribution from our joint ventures and associates increased slightly from £23m in 2007 to £25m in 2008. The majority of the profit comes from our 50% interest in the Economist.

***Operating profit***

The total operating profit increased by £102m, or 18%, to £676m in 2008 from £574m in 2007. 2008 operating profit, translated at 2007 average exchange rates, would have been £71m lower.

Operating profit attributable to Pearson Education increased by £45m, or 12%, to £406m in 2008, from £361m in 2007. The increase was mainly due to exchange which offset the effect of increased intangible amortization and the cost of integrating Harcourt Assessment with the existing Assessment businesses. Operating profit attributable to the FT Group increased by £39m, or 28%, to £179m in 2008, from £140m in 2007. The increase reflects exchange differences and a contribution from new acquisitions but also reflects improved margins at Interactive Data which offset some reorganization costs at the Financial Times. Operating profit attributable to the Penguin Group increased

by £18m, or 25%, to £91m in 2008, from £73m in 2007. Although Penguin benefitted from exchange there was also continued progress on margin improvement.

***Net finance costs***

Net finance costs decreased from £106m in 2007 to £91m in 2008. Net interest payable in 2008 was £89m, down from £95m in 2007. Although our fixed rate policy reduces the impact of changes in market interest rates, we were still able to benefit from a fall in average US dollar and sterling interest rates during the year. Year on year, average three month LIBOR (weighted for the Group's net borrowings in US dollars and sterling at each year end) fell by 2.3% to 3.1%. This reduction in floating market interest rates was partially offset by higher fixed bond coupons prevailing at the time of our 2008 bond issue. The overall result was a decrease in the Group's average net

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interest rate payable by 1.4% to 5.9%. In 2008 the net finance income relating to post-retirement plans was an income of £8m compared to an income of £10m in the previous year.

Other net finance costs relating to foreign exchange and short-term fluctuations in the market value of financial instruments included a net foreign exchange loss of £11m in 2008 compared to a loss of £17m in 2007. In 2008 the loss related to the retranslation of foreign currency bank overdrafts and a variety of inter-company items. In 2007 the loss mainly related to losses on Euro denominated debt used to hedge the receipt of proceeds from the sale of Les Echos. For a more detailed discussion of our borrowings and interest expenses see [Liquidity and Capital Resources](#), [Capital Resources](#) and [Borrowings](#) below and [Item 11. Quantitative and Qualitative Disclosures About Market Risk](#)

### ***Taxation***

The total tax charge in 2008 of £172m represents 29% of pre-tax profits compared to a charge of £131m or 28% of pre-tax profits in 2007. Our overseas profits, which arise mainly in the US are largely subject to tax at higher rates than the UK corporation tax rate (28.5% in 2008 compared to 30% in 2007). Higher tax rates were offset by releases from provisions reflecting continuing progress in agreeing our tax affairs with the authorities.

### ***Minority interests***

This comprises mainly the minority share in Interactive Data. Our share of Interactive Data remained at 62% throughout 2008, leaving the minority interest unchanged at 38%.

### ***Discontinued operations***

Discontinued operations relate to the disposal of Government Solutions (in February 2007), Les Echos (in December 2007), Datamark (in July 2007) and the Data Management business (in February 2008). The results of Government Solutions and Les Echos have been included in discontinued operations for 2007 and have been consolidated up to the date of sale. Operating profit for Government Solutions in 2007 was £2m and the loss on disposal after tax recorded in 2007 was £112m after a tax charge of £93m. Les Echos' operating profit in 2007 amounted to £1m and the profit on sale recorded in 2007 was £165m. There was no tax payable on the Les Echos sale. Datamark was bought with the eCollege acquisition in 2007 and immediately sold. The only profit or loss recognized relating to Datamark was a £7m tax benefit arising from the taxable loss on sale. The Data Management business was included in discontinued operations in 2007 and 2008. In 2007 the operating profit before impairment charges was £12m compared to £nil in 2008. The Data Management business was formerly part of the Group's Other Assessment and Testing cash-generating unit (CGU) and was carved out of this CGU in preparation for disposal. As a result, the Group recognized a goodwill impairment charge of £97m in 2007 in anticipation of the loss on disposal. The loss before tax on disposal in 2008 was £53m, mainly relating to the cumulative translation adjustment. There was a tax charge of £37m on the sale.

### ***Profit for the year***

The profit for the financial year in 2008 was £323m compared to a profit in 2007 of £310m. The overall increase of £13m was mainly due to the improved operating performance with a contribution from reduced net finance costs. Offsetting this was the increased tax charge and increased loss from the disposal of discontinued businesses.

### ***Earnings per ordinary share***

The basic earnings per ordinary share, which is defined as the profit for the financial year divided by the weighted average number of shares in issue, was 36.6p in 2008 compared to 35.6p in 2007 based on a weighted average number of shares in issue of 797.0m in 2008 and 796.8m in 2007. The increase in earnings per share was due to the increase in

profit for 2008 described above and was not significantly affected by the movement in the weighted average number of shares.

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The diluted earnings per ordinary share of 36.6p in 2008 and 35.6p in 2007 was not significantly different from the basic earnings per share in those years as the effect of dilutive share options was again not significant.

**Exchange rate fluctuations**

The strengthening of the US dollar and other currencies against sterling on an average basis had a positive impact on reported sales and profits in 2008 compared to 2007. 2008 sales, translated at 2007 average exchange rates, would have been lower by £320m and operating profit, translated at 2007 average exchange rates, would have been lower by £71m. See Item 11. Quantitative and Qualitative Disclosures About Market Risk for a discussion regarding our management of exchange rate risks.

**Sales and operating profit by division**

The following tables summarize our sales and operating profit for each of Pearson's divisions. Adjusted operating profit is a non-GAAP financial measure and is included as it is a key financial measure used by management to evaluate performance and allocate resources to business segments. See also note 2 of Item 18. Financial Statements .

In our adjusted operating profit we have excluded amortization of acquired intangibles. The amortization of acquired intangibles is the amortization of intangible assets acquired through business combinations. The charge is not considered to be fully reflective of the underlying performance of the Group.

Adjusted operating profit enables management to more easily track the underlying operational performance of the Group. A reconciliation of operating profit to adjusted operating profit for continuing operations is included in the tables below:

£m	Year Ended December 31, 2008							Total
	North American Education	International Education	Professional	FT Publishing	Interactive Data	Penguin		
Sales	2,002	866	244	390	406	903	4,811	
	42%	18%	5%	8%	8%	19%	100%	
Total operating profit	258	113	35	67	112	91	676	
	38%	17%	5%	10%	17%	13%	100%	
Add back:								
Amortization of acquired Intangibles	45	22	1	7	9	2	86	
Adjusted operating profit: continuing Operations	303	135	36	74	121	93	762	
Adjusted operating profit: discontinued Operations								
Total adjusted operating profit	303	135	36	74	121	93	762	

*40%*

*17%*

*5%*

*10%*

*16%*

*12%*

*100%*



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£m	North		Professional	FT Publishing	Interactive Data	Penguin	Total
	American Education	International Education					
Sales	1,667 40%	735 18%	226 5%	344 8%	344 8%	846 21%	4,162 100%
Total operating profit	253 44%	82 14%	26 4%	50 9%	90 16%	73 13%	574 100%
Add back:							
Amortization of acquired Intangibles	20	10	1	6	7	1	45
Adjusted operating profit: continuing Operations	273	92	27	56	97	74	619
Adjusted operating profit: discontinued Operations			14	1			15
Total adjusted operating profit	273 43%	92 15%	41 6%	57 9%	97 15%	74 12%	634 100%

*North American Education*

North American Education sales increased by £335m, or 20%, to £2,002m in 2008, from £1,667m in 2007 and adjusted operating profit increased by £30m, or 11%, to £303m in 2008 from £273m in 2007. The results were significantly affected by the weakening of sterling, which we estimate increased sales by £156m and adjusted operating profit by £17m when compared to the equivalent figures at constant 2007 exchange rates. At constant exchange and after taking account of the contribution from acquisitions there was underlying growth in sales but some decline in profits as the contribution from the US school curriculum business declined in a falling market and we expensed costs on the integration of Harcourt Assessment.

In the US school market, the Association of American Publishers estimate that there was an overall decrease for the industry of 4.4% as state budget issues caused particular industry-wide weakness in the supplementary publishing segment and the open territories (those territories that do not have a state-wide adoption process). New adoption market share was 31% in the adoptions where Pearson competed (and 28% of the total new adoption market). The US School business launched enVisionMATH, an integrated print-and-digital elementary mathematics program (and the next generation of the innovative and highly successful California social studies program). enVisionMATH helped to gain a market-leading 38% share of all math adoptions, including 50% in Texas. The program also sold strongly across the Open Territories. During the year the U.S. Department of Defense awarded the US school business a five-year contract to provide elementary-school reading programs, including Pearson's Reading Street, for its schools around the world.

In the US Assessment and Information business, the integration of Harcourt Assessment progressed well with strong performances in state testing, catalogue tests and clinical assessments. The market-leading state assessments division

continued to gain share and the business now provides major state-wide testing services to 30 states. The business took the lead in online testing with over 3.8 million secure tests delivered across 13 states during the year, up from 2.5 million in 2007. The National Assessments division benefited from new long-term contracts including the American Diploma Project (a three-year contract to deliver Algebra II exams to a consortium of fifteen states); the College Board's Accuplacer program (a seven-year contract to deliver computer-adaptive reading, writing and maths test to assess college readiness); and the National Board for Professional Teaching Standards (a five-year

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contract to develop, administer and score its National Board Certification program for accomplished teachers, covering 25 certificate areas). The leading position in teacher certification was boosted by a three-year renewal in California, a six-year renewal in Oklahoma, a four-year renewal in New Mexico and a two-year contract to manage California's certification testing for teachers of English as a foreign language. The Clinical Assessments division benefited from the strong growth of our AimsWeb data management and progress monitoring service for the Response to Intervention (RTI) market (which monitors children who are having learning difficulty) and the publication of WAIS-IV and MMPI-RF, new editions of the leading products for assessing intelligence and personality. There were major contract wins in Student Information Systems including South Carolina (709,000 students), Dallas (165,000 students) and Baltimore (83,000 students). There were also continued gains by our new Edustructures business with State Education Agencies, and it successfully implemented proof-of-concept projects in Kansas and Alaska, and expanded projects in Virginia, South Carolina and Wyoming.

The US Higher Education publishing market was up 3.6% in 2008, according to the Association of American Publishers, benefiting from healthy enrolments, even in tougher economic conditions, and federal government action to support student funding. The industry continues to see strong demand for instructional materials that are enhanced by technology and customization. Our US Higher Education business grew significantly faster than the industry and outperformed the market for the tenth straight year. There was continued investment in established and new author franchises, such as Campbell and Reece's *Biology*, Tro's *Chemistry*, Lilienfeld, Lynn, Namy and Woolf's *Psychology* and Wysocki and Lynch's *DK Handbook*. There was also rapid growth in MyLab digital learning, homework and assessment programs, which now span the curriculum. MyLab products were used by more than 4.3m students globally, with student registrations 48% higher than in 2007. Evaluation studies show that the use of the MyLab programs can significantly improve student test scores and institutional productivity. We saw strong growth in Custom Solutions with our expansion beyond custom textbooks to educational solutions including on-demand authoring of original content, customized technology, and on-demand curriculum, assessments and courseware. The Higher Education business formed new strategic partnerships to provide materials and online learning services to educational institutions. These included Rio Salado College in Arizona, which has 450 online classes and 48,000 students; the Colorado Community College system, providing digital textbooks for 17 courses; and the Louisiana Community & Technical College System, providing students with a customised online learning program across 47 campuses through the combination of custom textbooks, eCollege and MyLabs. eCollege, the platform for fully-online distance learning in higher education, increased enrolments by 34% to 2.5m and benefited from continued strong renewal rates. It achieved good new business performance in both the US and internationally, most notably in Brazil.

Overall adjusted operating margins in the North American Education business were lower at 15.1% in 2008 compared to 16.4% in 2007 with the majority of the decline attributable to the Harcourt Assessment integration costs.

*International Education*

International Education sales increased by £131m, or 18%, to £866m in 2008, from £735m in 2007 and adjusted operating profit increased by £43m, or 47%, to £135m in 2008 from £92m in 2007. The results benefit from exchange gains and a full year contribution in 2008 from the acquisition of Harcourt International.

In the UK, Edexcel received over 1.3 million registrations for vocational assessment which, when combined with more than 2.1 million registrations for general qualifications, made it one of the UK's largest assessment organisations. Edexcel marked 4.3m A-level and GCSE (national secondary school examinations) scripts onscreen, representing 88% of all student work marked by their examiners. Edexcel also made a significant investment in supporting the growth of academic and vocational qualifications both in the UK and internationally including the UK's new Diploma qualification for 14-19 year-olds, the IGCSE qualifications to meet the needs of International schools and colleges and BTEC, Edexcel's flagship vocational qualification where registrations have grown from about 70,000 to 250,000 in the last two years.

The UK school publishing business grew ahead of the market, with Harcourt International making a significant contribution. This was driven by curriculum reform and market share gains in the secondary market, helped by strong publishing, innovative technology and integrated assessment for learning. The combination of Pearson

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content, customisation capabilities and technology supported strong performances in Higher Education and ELT across the European markets including France, Benelux and Central and Eastern Europe.

The MyLab digital learning, homework and assessment programmes were used internationally by more than 237,000 students, up 82% on 2007, and are now sold in more than 65 countries worldwide. MyLabs and Mastering Physics, two of Pearson's online education programmes, continue to win international adoptions, increasingly with localised versions for individual markets.

In the Middle East, the business won a contract to deliver the Abu Dhabi Education Council's external assessment program that started in 2009 and is expected to run to 2011. The tests cover English, Arabic, mathematics and science for students in grades 3 to 11. Pearson worked with Jordan's Ministry of Education to build a test development system which has been enhanced to support the creation of test items and tests in Arabic, replacing a paper-based system.

In India, International Education saw rapid sales growth underpinned by strong local publishing of titles including *Macroeconomics* by Errol D Sousa of IIM Ahmedabad and Upinder Singh's book on Ancient and Medieval Indian History. Two books published by Pearson Education won the First and Third Prize in the Delhi Management Association's DMA-NTPC Awards. In Thailand, Pearson secured its largest adoption of MyITLab outside North America at Sripatum University accompanied by the Go! Office 2007 series of textbooks.

International Education saw rapid growth in Mexico, the business' largest market in the Latin America region, with particularly strong growth in custom publishing. In English Language Teaching, we won an integrated custom publishing, academic support and services solutions contract with CONALEP, the national vocational/technical secondary program. We developed a custom publishing program for a leading test prep academy, CONAMAT, which included *Simplified Mathematics*, the best selling title of the program, selling over 20,000 units. In Panama, the Ministry of Education adopted Prentice Hall's Virtual Labs and Lab Manuals for Chemistry and Biology for 75,000 high school students. In Brazil, which has Latin America's largest and fastest-growing university population, Pearson provided custom publishing services to five leading universities in business, math, science, engineering and several other fields. There was growing success in Government tenders including a new local math series for middle schools in Mexico and the adoption of two levels of our primary Science program in Chile, adapted from our US Scott Foresman 5th/6th Grade program, to support local curriculum standards in Spanish. Strong growth of English Language Teaching materials across Latin America was underpinned by the performance in Mexico, Argentina, Colombia, Peru and Central America.

International Education adjusted operating margins continued to improve and the increase in the overall margin from 12.5% in 2007 to 15.6% in 2008 continued to reflect increases in both publishing and testing margins.

### *Professional*

Professional sales increased by £18m, or 8%, to £244m in 2008 from £226m in 2007. Adjusted operating profit from continuing operations increased by £9m or 33% to £36m in 2008, from £27m in 2007. Sales were affected by the weakness of sterling, which increased sales by £15m when compared to the equivalent figures at constant 2007 exchange rates.

In professional testing (Pearson VUE), approximately 6m secure online tests were delivered in more than 4,000 test centers worldwide in 2008, an increase of 2% over 2007. Registration volumes for the Graduate Management Admissions Council test rose 12% worldwide in 2008, including a 22% increase outside the US. New business included contracts to provide certification exams for the Health Authority of Abu Dhabi, end of course exams for Maryland University College, certification exams for the Institute of Supply Management, the development and administration of tests for the Colorado Office of Barber and Cosmetology Licensure and an exclusive contract with

Adobe. Renewals included contracts with the Georgia Insurance Licensing Board, the Virginia Board of Nursing, the Law National Admissions Consortium, Measurement Research Associates Inc., and the Kentucky Real Estate Commission. Pearson VUE also announced the transition of The Institute of Internal Auditors certification exam, the Certified Internal Auditor, from paper-and-pencil to computer-based test delivery. The Certified Internal Auditor designation is the only globally accepted certification for internal auditors and will be delivered in English, Japanese, French, Spanish and Italian. The business also agreed a partnership with NIIT Ltd. of

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India to expand Pearson VUE's certification network in India, extending a range of tests for students throughout the country. In a first phase, Pearson VUE and NIIT will set up testing facilities in Bangalore, Chennai, New Delhi, Hyderabad and Pune.

In Professional publishing, *The iPhone Developer's Cookbook* by Erica Sadun initially published online as a DRM-free ebook, became the number one computer book for Amazon Kindle and the number one book on Safari. And, when published in print form, became the number one Computers & Internet Book on Amazon. Scott Kelby, an author at our technology imprint Peachpit, was the top-selling author of computer books in the United States for the fifth consecutive year with titles such as *The iPhone Book*, *Mac OS X Leopard Book* and *The Adobe CS4 Book for Digital Photographers*. The Professional publishing business created nearly 200 video based educational lessons (230 hours of video) including Aarron Walter's *SEO And Beyond*, and Deitel & Associates' *C# 2008 Fundamentals I and II* and built new distribution channels for video via our web sites, and via Safari Books Online. The business developed a new iterative publishing programme called Rough Cuts which allows authors and customers to interact ahead of publication, building awareness and capturing customer contributions. Almost 25% of the print books published in 2008 entered the Rough Cuts program, benefiting from comments prior to print publication. There was also strong growth in eBooks, videos and other digital assets sold directly (via our websites and our joint venture, Safari Books Online) and through other digital retail outlets (such as the Amazon Kindle and Sony eReader). Sales of English and local language technology books saw good growth in international markets including the Middle East, South Africa, India and South America with best-sellers including *CCNA Exam Certification Library* by Wendell Odom, *Presentation Zen* by Garr Reynolds and *Effective Java 2E* by Josh Bloch. Titles by Pearson's business imprints, including FTpress and Wharton School Publishing, included *Financial Shock* by Mark Zandi, Chief Economist at Moody's and an advisor to the White House, on the causes of the credit crunch with particular emphasis on the sub-prime mortgage market.

Overall adjusted operating margins in the Professional business continued their rapid improvement and were higher at 14.8% in 2008 compared to 11.9% in 2007 as margins improved again in both the testing and professional publishing businesses.

### *FT Publishing*

Sales at FT Publishing increased by £46m or 13%, from £344m in 2007 to £390m in 2008. Adjusted operating profit from continuing operations increased by £18m, from £56m in 2007 to £74m in 2008. The sales and profit increase is mainly generated by Mergermarket, which continued to perform strongly.

FT Publishing benefited from the shift towards subscription and service-based revenues despite a tough advertising market, particularly in the fourth quarter. *Financial Times* maintained worldwide newspaper circulation at approximately 435,000 (434,196 average for the June-December ABC period) and won both major UK press awards: Newspaper of the Year at the 2008 British Press Awards and Newspaper Awards. In the UK National Readership Survey, readership rose more than 16% to 418,000. *Financial Times* circulation revenues were up 16% as investment in content and demand for high-quality analysis of the global financial crisis supported increases in pricing and quality of circulation. FT Publishing advertising revenues were 3% lower for the full year, with a significantly weaker advertising market in the fourth quarter as financial institutions, technology companies and recruiters reduced their marketing investment. During 2008 we took a series of actions to reduce cost and prepare for more difficult trading conditions in 2009. The Financial Times continued to invest in international expansion and fast-growing markets. It successfully launched a new edition for the Middle East, and *Rui*, a lifestyle and wealth-management magazine for China's fast-growing business elite.

FT.com benefited from the launch of an innovative new access model involving registration for access to more than three articles per month. Subscribers grew 9% to 109,609, while registered users increased more than five-fold from

about 150,000 at the end of 2007 to 966,000 at the end of 2008.

There was a strong performance from Mergermarket, benefiting from its digital subscription model, with contract renewal rates of almost 85%. The Mergermarket and Debtwire products performed particularly well, emphasising that the services remain valuable to customers throughout the cycle. Mergermarket launched two new products, Debtwire ABS and Debtwire Restructuring Database, in response to growing levels of distressed asset sales and restructuring funds. It continued to expand and acquire new customers geographically in the US, Europe



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and Asia, launching its M&A event-driven product, dealReporter, in Russia, Poland, Turkey, the UAE and South Africa. Mergermarket also continued to build its Pharmawire product for financial institutions that support the pharmaceutical industry. Mergermarket's conference business, Remark, had a strong year, with significant growth in the number of events, attendees and newsletter publications. It also increased its digital offering in this business through video, podcasts and live webcasts. In January 2008, FT acquired Money-Media, which provides online news and commentary for the fund-management industry. During the year, Money-Media rolled out Ignites Europe, an online news service for people working with the European cross-border fund industry.

At The Economist, in which Pearson owns a 50% stake, global weekly circulation increased by 6.4% to 1.39 m (for the July-December 2008 ABC period). FTSE, in which Pearson also owns a 50% stake, announced several new indices including expansion of the FTSE Environmental Opportunities Index and introduction, in partnership with the Athens Exchange, of the FTSE/ATHEX Liquid Mid Index. Our share of the profits of the Economist and FTSE totaled £18m in 2008 compared to £17m in 2007.

Overall adjusted operating margins at FT Publishing continued to increase driven by the online businesses and in 2008 were 19.0% compared to 16.3% in 2007.

### *Interactive Data*

Interactive Data, grew its sales by 18% from £344m in 2007 to £406m in 2008. Adjusted operating profit grew by 25% from £97m in 2007 to £121m in 2008. Interactive Data margins increased from 28.2% in 2007 to 29.8% in 2008. Both sales and adjusted operating profit were affected by the relative strength of the US dollar, which we estimate increased sales by £28m and adjusted operating profit by £9m when compared to the equivalent figures at constant 2007 exchange rates.

Interactive Data revenue growth was driven by strong new sales and approximately 95% renewal rates within its Institutional Services segment. Pricing and Reference Data continued to generate good growth in North America and Europe. Growth was primarily organic, providing additional services to customers; but it also benefited from bolt-on acquisitions, most recently the purchase of NDF, a leading provider of securities pricing, reference data and related services to most of the major financial institutions in Japan. Real-Time Services saw strong growth in its real-time data feeds business and continued expansion of its Managed Solutions business in the United States. Real-Time Services added a number of new market sources in North America and the Middle East. The Managed Solutions business announced that it had doubled the number of clients in the United States during the past year to 80. There was continued investment in expanding the breadth and depth of the data covered and products offered, including a new alliance to provide complex derivatives and structured product valuation services; and in the capacity of its real-time infrastructure to allow for the anticipated growth in real-time market data volumes.

Interactive Data continued to benefit from growth trends, including heightened scrutiny around the valuation of securities, increasing regulation, increasing adoption of low latency data for algorithmic trading and continuing need to differentiate wealth management offerings with bespoke client interface solutions.

### *The Penguin Group*

Penguin Group sales increased to £903m in 2008 from £846m in 2007 and adjusted operating profit was up 26% to £93m in 2008 from £74m in 2007. Both sales and adjusted operating profit were affected by the stronger US dollar which we estimate increased sales by £54m and adjusted operating profit by £16m when compared to the equivalent figures at constant 2007 exchange rates.

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In the US, Penguin had a number one *New York Times* bestseller for 49 weeks of the year, including Patricia Cornwell's *Scarpetta*, Eckhart Tolle's *A New Earth* and Greg Mortenson's *Three Cups of Tea*. Penguin authors won the major industry awards. Junot Díaz won The Pulitzer Prize for Fiction and the National Book Critics Circle Award for Fiction for *The Brief Wondrous Life of Oscar Wao*, and Barton Gellman won the Pulitzer Prize for National Reporting.

In the UK, Penguin had 67 top ten bestsellers versus 52 in 2007, according to BookScan. The number one bestseller *Devil May Care*, the new James Bond novel by Sebastian Faulks, was the fastest-selling hardback fiction title in Penguin UK's history and third-bestselling in the UK in 2008. Other bestsellers included *This Charming Man*

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by Marian Keyes, *The Beach House* by Jane Green and *Jamie's Ministry of Food* by Jamie Oliver. Penguin UK also published many more paperback originals, including Judith O'Reilly's *A Wife in the North*.

In Australia, Penguin was named Publisher of the Year at the Australian Book Industry Awards (and won four of the seven awards for individual books) and grew sales ahead of its markets with bestsellers including titles from Australian authors Bryce Courtenay and Tim Winton alongside international authors Marian Keyes and Eckhart Tolle. In India, Penguin is the largest trade publisher and continued to grow rapidly with authors such as Shobhaa De, Amitav Ghosh and Nandan Nilekani. It also won the major English language prizes in India's national book awards.

Penguin's eBook publishing and sales expanded significantly in 2008, with nearly five-fold growth in eBook sales in the US. Penguin worldwide now has 8,500 eBook titles available, more than double the number available in 2007 and during the year Penguin US launched an Enriched eBook Classics series with Jane Austen's *Pride and Prejudice*, which debuted in the top 10 on the Amazon Kindle bestseller list. The series is now sold via online stores on both Amazon.com and Penguin.com. Traffic for all Penguin's web sites increased 37% to 17 million unique users.

## **Liquidity and capital resources**

### ***Cash flows and financing***

Net cash generated from operations increased by £118m (or 13%), to £1,012m in 2009 from £894m in 2008. This increase reflected strong cash contributions, particularly from our education businesses. The exchange rate for translation of dollar cash flows was \$1.61 in 2009, \$1.56 in 2008 and \$1.99 in 2007. In 2009, the average working capital to sales ratio for our book publishing businesses improved to 25.1% from 26.1% in 2008, reflecting tight working capital management and the favourable working capital profile of 2009 acquisitions. Average working capital is the average month end balance in the year of inventory (including pre-publication), receivables and payables. Net cash generated from operations increased by £235m (or 36%), to £894m in 2008 from £659m in 2007. This increase reflected strong cash contributions from all businesses, together with the significant strengthening of the US dollar against sterling. In 2008, the headline average working capital to sales ratio for our book publishing businesses deteriorated to 26.1% from 25.6% in 2007, reflecting the higher levels of working capital in Harcourt Assessments (purchased at the end of January 2008). The underlying working capital to sales ratio (excluding the effect of year on year portfolio changes) improved to 25.8% in 2008 from 25.9% in 2007.

Net interest paid increased to £87m in 2009 from £76m in 2008. The increase is due to the timing of payments on bonds issued in 2008 and 2009. Net interest paid decreased to £76m in 2008 from £90m in 2007. The decrease was due to a reduction in US and UK interest rates, with some offset from the higher level of debt following the acquisition of Harcourt Assessments and the strength of the US dollar relative to sterling.

Capital expenditure on property, plant and equipment was £62m in 2009, £75m in 2008 and £86m in 2007. The reduction in spend in 2009 reflects a more cautious approach to capital investment, given the uncertain economic environment, particularly in the first half of the year. The reduction in spend in 2008 reflects reduced infrastructure spend compared to 2007, notwithstanding the Group continued to invest in digital technology.

The acquisition of subsidiaries, joint ventures and associates accounted for a cash outflow of £222m in 2009 against £400m in 2008 and £476m in 2007. The principal acquisitions in 2009 were of Wall Street English for £101m and a controlling interest in Maskew Miller Longman for £54m, comprising £49m in cash and £5m in other consideration. The principal acquisitions in 2008 were of Harcourt Assessments for £324m and Money Media for £33m. The principal acquisitions in 2007 were Harcourt Education International for £155m and eCollege for £266m.

The sale of subsidiaries and associates produced a cash inflow of £14m in 2009 against £111m in 2008 and £469m in 2007. The disposal in 2009 relates entirely to the proceeds from the take-up of share options issued to minority shareholders. Proceeds of £99m in 2008 relate to the sale of the Data Management business, and £12m to the take-up of share options issued to minority shareholders. The principal disposals in 2007 were of Government Solutions for £278m and Les Echos for £156m.

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The cash outflow from financing of £380m in 2009 reflects the repayment of one \$350m bond, the repayment of borrowings under the Group's committed borrowing facility and an increase of the dividend in line with earnings. Offsetting this, the Group issued £300m of sterling bonds in the year.

The cash outflow from financing of £149m in 2008 reflects the repayment at maturity of one £100m bond, the repayment of borrowings against a short-term bridge financing facility and a further increase in the dividend. Offsetting this, the Group issued \$900m of US Dollar bonds. The cash outflow from financing activities of £444m in 2007 represented the higher dividend and the repayment at maturity of one \$591m bond, offset in part by drawings on the Group's revolving credit facility.

**Capital resources**

Our borrowings fluctuate by season due to the effect of the school year on the working capital requirements in the educational materials business. Assuming no acquisitions or disposals, our maximum level of net debt normally occurs in July, and our minimum level of net debt normally occurs in December. Based on a review of historical trends in working capital requirements and of forecast monthly balance sheets for the next 12 months, we believe that we have sufficient funds available for the Group's present requirements, with an appropriate level of headroom given our portfolio of businesses and current plans. Our ability to expand and grow our business in accordance with current plans and to meet long-term capital requirements beyond this 12-month period will depend on many factors, including the rate, if any, at which our cash flow increases and the availability of public and private debt and equity financing, including our ability to secure bank lines of credit. We cannot be certain that additional financing, if required, will be available on terms favorable to us, if at all.

At December 31, 2009, our net debt was £1,092m compared to net debt of £1,460m at December 31, 2008. Net debt is defined as all short-term, medium-term and long-term borrowing (including finance leases), less all cash, cash equivalents and liquid resources. Cash equivalents comprise short-term deposits with a maturity of up to 90 days, while liquid resources comprise short-term deposits with maturities of more than 90 days and other marketable instruments which are readily realizable and held on a short-term basis. Short-term, medium-term and long-term borrowing amounted to £2,008m at December 31, 2009, compared to £2,363m at December 31, 2008 reflecting the impact of the strengthening of sterling relative to the US Dollar. At December 31, 2009, cash and liquid resources were £750m, compared to £685m at December 31, 2008.

**Contractual obligations**

The following table summarizes the maturity of our borrowings and our obligations under non-cancelable operating leases, exclusive of anticipated interest payments.

	<b>At December 31, 2009</b>				
	<b>Total</b>	<b>Less</b>	<b>One to</b>	<b>Two to</b>	<b>After five</b>
	<b>£m</b>	<b>than</b>	<b>two</b>	<b>five years</b>	<b>years</b>
		<b>one year</b>	<b>years</b>	<b>£m</b>	<b>£m</b>
		<b>£m</b>	<b>£m</b>		
Gross borrowings:					
Bank loans, overdrafts and commercial paper	70	70			
Bonds	1,923		322	754	847
Finance lease obligations	15	4	5	6	

Operating lease obligations	1,487	153	144	342	848
<b>Total</b>	<b>3,495</b>	<b>227</b>	<b>471</b>	<b>1,102</b>	<b>1,695</b>

At December 31, 2009 the Group had capital commitments for fixed assets, including finance leases already under contract, of £15m (2008: £7m). There are contingent liabilities in respect of indemnities, warranties and guarantees in relation to former subsidiaries and in respect of guarantees in relation to subsidiaries and associates. In addition there are contingent liabilities in respect of legal claims. None of these claims or guarantees is expected to result in a material gain or loss.

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The Group is committed to an annual fee of 0.0675% payable quarterly, on the unused amount of the Group's bank facility.

### ***Off-Balance sheet arrangements***

The Group does not have any off-balance sheet arrangements, as defined by the SEC Final Rule 67 (FR-67),

Disclosure in Management's Discussion and Analysis about Off-Balance Sheet Arrangements and Aggregate Contractual Obligations, that have or are reasonably likely to have a material current or future effect on the Group's financial position or results of operations.

### ***Borrowings***

The Group finances its operations by a mixture of cash flows from operations, short-term borrowings from banks and commercial paper markets, and longer term loans from banks and capital markets.

We have in place a committed revolving credit facility of \$1.75bn, of which \$92m matures in May 2011 and the balance of \$1.658bn matures in May 2012. At December 31, 2009, the full \$1.75bn was available under this facility. This credit facility contains two key covenants measured for each 12 month period ending June 30 and December 31:

We must maintain the ratio of our profit before interest, tax and amortization to our net interest payable at no less than 3:1; and

We must maintain the ratio of our net debt to our EBITDA, which we explain below, at no more than 4:1.

EBITDA refers to earnings before interest, taxes, depreciation and amortization. We are currently in compliance with these covenants.

### ***Treasury policy***

Our treasury policy is described in note 19 of Item 18. Financial Statements. For a more detailed discussion of our borrowing and use of derivatives, see Item 11. Quantitative and Qualitative Disclosures About Market Risk.

### ***Related parties***

There were no significant or unusual related party transactions in 2009, 2008 or 2007. Refer to note 35 in Item 18. Financial Statements.

### ***Accounting principles***

For a description of our principal accounting policies used refer to note 1 in Item 18. Financial Statements.

## **ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**

### **Directors and senior management**

We are managed by a board of directors and a chief executive who reports to the board and manages through a management committee. We refer to the board of directors and the chairman of the board of directors as our senior management.





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The following table sets forth information concerning senior management, as of March 2010.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Glen Moreno	66	Chairman
Marjorie Scardino	63	Chief Executive
David Arculus	63	Non-executive Director
Terry Burns	66	Non-executive Director
Patrick Cescau	61	Non-executive Director
Will Ethridge	58	Chief Executive, Pearson Education North America
Rona Fairhead	48	Chairman and Chief Executive, The FT Group
Robin Freestone	51	Chief Financial Officer
Susan Fuhrman	65	Non-executive Director
Ken Hydon	65	Non-executive Director
John Makinson	55	Chairman and Chief Executive, Penguin Group
CK Prahalad	68	Non-executive Director

**Glen Moreno** was appointed chairman of Pearson on October 1, 2005 and is chairman of the nomination committee. He is a director of Fidelity International Limited and was previously senior independent director of Man Group plc. From January 2009 to August 2009, he was also acting chairman of UK Financial Investments Limited, the company set up by HM Treasury to manage the government's shareholdings in UK banks. Effective March 1, 2010, he was appointed non-executive director of Lloyds Banking Group plc and became their senior independent director.

**Marjorie Scardino** joined the board and became chief executive in January 1997. She is a member of Pearson's nomination committee. She trained and practiced as a lawyer and was chief executive of The Economist Group from 1993 until joining Pearson. She is also vice chairman of Nokia Corporation and on the board of several charitable organizations.

**David Arculus** became a non-executive director in February 2006 and currently serves on the audit and nomination committees and as chairman of the personnel committee. He is a non-executive director of Telefonica SA and was appointed chairman of Numis Corporation plc in May 2009. His previous roles include chairman of O2 plc, Severn Trent plc and IPC Group, chief operating officer of United Business Media plc and group managing director of EMAP plc.

**Terry Burns** became a non-executive director in May 1999 and the senior independent director in February 2004. He currently serves on the nomination and personnel committees. He was previously the UK government's chief economic advisor from 1980 until 1991, Permanent Secretary of HM Treasury from 1991 until 1998 and chairman of Marks and Spencer Group plc. He is chairman of Santander UK and Glas Cymru Limited and is a non-executive director of Banco Santander SA. He was recently appointed chairman of The Channel 4 Television Corporation.

**Patrick Cescau** became a non-executive director in April 2002. He serves on the audit committee and nomination committee. He was previously group chief executive of Unilever. He is a non-executive director of Tesco plc and joined the board of directors of INSEAD, the Business School for the World, in June 2009.

**Will Ethridge** chief executive of Pearson Education North America, joined the Pearson board in May 2008, having previously held a number of senior positions within Pearson Education. He is chairman of CourseSmart, a publishers consortium and of the Association of American Publishers.

**Rona Fairhead** joined Pearson in October 2001 and became chief financial officer in June 2002. She was appointed chairman and chief executive of the FT Group in June 2006 and became responsible for Pearson VUE in March 2008. From 1996 until 2001, she worked at ICI plc, where she served as executive vice president, group control and strategy. She is also chairman of Interactive Data, a non-executive director of HSBC Holdings plc and chairs the HSBC audit committee.

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**Robin Freestone** joined Pearson in 2004 as deputy chief financial officer and became chief financial officer in June 2006, when he also joined the Pearson board. He was previously group financial controller of Amersham plc (now part of GE). He qualified as a chartered accountant with Touche Ross (now Deloitte). He is also a non-executive director and founder shareholder of eChem Limited.

**Susan Fuhrman** became a non-executive director in July 2004. She is a member of the audit and nomination committees. She is president of Teachers College at Columbia University, America's oldest and largest graduate school of education and president of the National Academy of Education. She was previously Dean of the Graduate school of Education at the University of Pennsylvania and a member of the Board of Trustees of the Carnegie Foundation for the Advancement of Teaching.

**Ken Hydon** became a non-executive director in February 2006 and currently serves on the personnel and nomination committees and as chairman of the audit committee. He is a non-executive director of Reckitt Benckiser Group plc, Tesco plc and Royal Berks NHS Foundation Trust. He was previously finance director of Vodafone Group plc and of subsidiaries of Racal Electronics.

**John Makinson** became chairman of the Penguin Group in May 2001 and its chief executive officer in June 2002. He served as Pearson's finance director from March 1996 until June 2002. He is also chairman of the Institute for Public Policy Research, director of The Royal National Theatre and trustee of The International Rescue Committee (UK).

**Coimbatore Krishnarao Prahalad** became a non-executive director in May 2008 and is a distinguished university professor of corporate strategy and international business at the University of Michigan Business School. He is a non-executive director of NCR Corporation and Hindustan Unilever Corporation and director of the World Resources Institute and the Indus Entrepreneurs.

## **Compensation of senior management**

The committee's principal duty is to determine and regularly review, having regard to the Combined Code and on the advice of the chief executive, the remuneration policy and the remuneration and benefits packages of the executive directors, the chief executives of the principal operating companies and other members of the Pearson Management Committee who report directly to the chief executive. This includes base salary, annual and long-term incentive entitlements and awards, and pension arrangements.

### ***Remuneration policy***

Pearson's goal remains unchanged: to help people make progress in their lives and thrive in a brain-based economy through learning. The basic strategy to achieve that goal is pursued by all Pearson's businesses in some shape or form and has four fundamental parts: long-term organic growth investment in content; adding services to our content; international expansion; and efficiency.

Our starting point continues to be that total remuneration (base compensation plus annual and long-term incentives) should reward both short and long-term results, delivering competitive rewards for target performance, but outstanding rewards for exceptional company performance.

Total remuneration is made up of fixed and performance-linked elements, with each element supporting different objectives. Base salary reflects competitive market level, role and individual contribution. Annual incentives motivate the achievement of annual strategic goals. Bonus share matching encourages executive directors and other senior executives to acquire and hold Pearson shares and aligns executives' and shareholders' interests. Long-term incentives drive long-term earnings and share price growth and value creation and align executives' and shareholders' interests.

Consistent with its policy, the Committee places considerable emphasis on the performance-linked elements i.e., annual incentives, bonus share matching and long-term incentives. We will continue to review the mix of fixed and performance-linked remuneration on an annual basis, consistent with its overall philosophy.

We want our executive directors' remuneration to be competitive with those of directors and executives in similar positions in comparable companies. In setting remuneration, the Committee reviews remuneration at a range

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of UK companies in different sectors including the media sector. Some are of a similar size to Pearson, while others are larger, but the method which the Committee's independent advisers use to make comparisons on remuneration takes this into account. All have very substantial overseas operations. The Committee also reviews remuneration at selected media companies in North America. We use these companies because they represent the wider executive talent pool from which we might expect to recruit externally and the pay market to which we might be vulnerable if our remuneration was not competitive.

### ***Base salary***

The Committee's normal policy is to review salaries annually taking into account the remuneration arrangements and the level of increases applicable to employees across the rest of the company as a whole.

### ***Allowances and benefits***

The Group's policy is that benefit programmes should be competitive in the context of the local labour market, but as an international company we require executives to operate worldwide and recognize that recruitment also is worldwide.

### ***Annual incentives***

The Committee establishes the annual incentive plans for the executive directors and the chief executives of the company's principal operating companies, including performance measures and targets. These plans then become the basis of the annual incentive plans below the level of the principal operating companies, particularly with regard to the performance measures used and the relationship between the incentive plan targets and the relevant business unit operating plans.

The Committee will continue to review the annual incentive plans each year and to revise the performance measures, targets and individual incentive opportunities in light of current conditions.

Annual incentive payments do not form part of pensionable earnings.

### ***Performance measures***

The financial performance measures relate to the Group's main drivers of business performance at both the corporate, operating company and business unit level. Performance is measured separately for each item. For each performance measure, the Committee establishes thresholds, target and maximum levels of performance for different levels of payout.

A proportion (which for 2010 may be up to 30%) of the total annual incentive opportunity for the executive directors and other members of the Pearson Management Committee is based on performance against personal objectives as agreed with the chief executive (or, in the case of the chief executive, the chairman). These comprise functional, operational, strategic and non-financial objectives relevant to the executives' specific areas of responsibility and inter alia may include objectives relating to environmental, social and governance issues.

For 2010, the financial performance measures are sales, operating profit (for the operating companies) and growth in earnings per share for continuing operations at constant exchange rates (for Pearson plc), average working capital as a ratio to sales and operating cash flow. The selection and weighting of the performance measures takes into account the strategic objectives and the business priorities relevant to each operating company and to Pearson overall each year.

In each year's report on directors' remuneration, we describe any changes to target and maximum incentive opportunities for the chief executive and the other executive directors for the year ahead.

For 2010, there is no change to the target annual incentive opportunity for the chief executive which remains at 100% of base salary. We reviewed the chief executive's maximum opportunity in light of competitive market data and practice elsewhere in the company and have increased it to 180% of base salary (150% in 2009)

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For the other members of the Pearson Management Committee, we have reviewed individual incentive opportunities taking into account their membership of that committee and the contribution of their respective businesses or role to Pearson's overall financial goals. In the case of the executive directors, the target individual incentive opportunity is in a range up to 87.5% of base salary. The maximum opportunity remains at twice target (as in 2009).

The annual incentive plans are discretionary and the Committee reserves the right to make adjustments to payouts up or down if it believes exceptional factors warrant doing so. The committee may also award individual discretionary incentive payments although no such payments were awarded in respect of 2009.

For 2009, total annual incentive opportunities were based on Pearson plc and operating company financial performance and performance against personal objectives as follows:

<b>Name</b>	<b>Pearson plc</b>	<b>Operating company</b>	<b>Personal objectives</b>
Marjorie Scardino	100%		
David Bell	75%		25%
Will Ethridge	30%	60%	10%
Rona Fairhead	30%	60%	10%
Robin Freestone	90%		10%
John Makinson	30%	60%	10%

For Pearson plc, the performance measures were sales, earnings per share growth, average working capital to sales ratio and operating cash flow. Sales and growth in adjusted earnings per share at constant exchange rates were between target and maximum. Average working capital as a ratio to sales and operating cash flow were above maximum.

For Pearson Education North America, the performance measures were sales, operating profit, average working capital as a ratio to sales and operating cash flow. Operating profit, average working capital as a ratio to sales and operating cash flow were all above maximum level. Sales were above target but below maximum.

For FT Publishing, the performance measures were sales, operating profit and operating cash flow. Sales were below threshold level. FT Publishing exceeded the level of performance required for maximum payout on operating cash flow and operating profit. Sales were below threshold.

For our professional testing business (Pearson VUE), the performance measures were sales, operating profit, average working capital as a ratio to sales, and operating cash flow. Sales were between threshold and target. Operating profit and operating cash flow were both above target but below maximum. Average working capital as a ratio to sales was above the maximum level.

For Penguin Group, the performance measures were sales, operating profit, operating margin, average working capital as a ratio to sales and operating cash flow. Penguin Group exceeded the level of performance required for maximum payout on operating cash flow. Average working capital to sales ratio, sales, operating profit and operating margin were above target but below maximum.

***Bonus share matching***

In 2008, shareholders approved the renewal of the annual bonus share matching plan, which permits executive directors and senior executives around the company to invest up to 50% of any after-tax annual bonus in Pearson shares.

If the participant's invested shares are held, they will be matched subject to earnings per share growth over the three-year performance period on a gross basis up to a maximum of one matching share for every one held (i.e., the number of matching shares will be equal to the number of shares that could have been acquired with the amount of the pre-tax annual bonus taken in invested shares).

Fifty percent of the maximum matching award, will be released if the company's adjusted earnings per share increase in real terms by 3% per annum compound over the three-year performance period. One matching share for



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every one invested share held (i.e., 100% of the maximum matching award, will be released if the company's adjusted earnings per share increase in real terms by 5% per annum compound over the same period).

For real growth in adjusted earnings per share of between 3% and 5% per annum compound, the rate at which the participant's invested shares will be matched will be calculated according to a straight-line sliding scale.

Where matching shares vest in accordance with the plan, a participant will also receive dividend shares representing the gross value of dividends that would have been paid on the matching shares during the holding period and re-invested.

### ***Long-term incentives***

At the annual general meeting in April 2006, shareholders approved the renewal of the long-term incentive plan first introduced in 2001.

Executive directors, senior executives and other managers can participate in the plan which can deliver restricted stock and/or stock options. Approximately 6% of the Group's employees currently hold awards under the plan. The aim is to give the Committee a range of tools with which to link corporate performance to management's long-term reward in a flexible way. It is not the Committee's intention to grant stock options in 2010.

Restricted stock granted to executive directors vests only when stretching corporate performance targets over a specified period have been met. Awards vest on a sliding scale based on performance over the period. There is no retesting.

The performance measures that have applied since 2006 and that will apply for 2010 and subsequent awards for the executive directors are focused on delivering and improving returns to shareholders. These are relative total shareholder return, return on invested capital and earnings per share growth.

Restricted stock may be granted without performance conditions to satisfy recruitment and retention objectives. Restricted stock awards that are not subject to performance conditions will not be granted to any of the current executive directors.

The Committee's independent advisers verify each year the expected value of individual awards (i.e., their net present value after taking into account the vesting schedule, risk of forfeiture and the probability that any performance targets will be met). The level of individual awards takes into account three factors: their expected values; the assessments by the Committee's independent advisers of market practice for comparable companies and of directors' total remuneration relative to the market and the face value of individual awards and their potential value should the performance targets be met in full.

Pearson wishes to encourage executives and managers to build up a long-term holding of shares so as to demonstrate their commitment to the company. To achieve this, for awards of restricted stock that are subject to performance conditions over a three-year period, 75% of the award vests at the end of the three-year period. The remaining 25% of the award only vests if the participant retains the after-tax number of shares that vest at year three for a further two years.

Where shares vest, participants receive additional shares representing the gross value of dividends that would have been paid on these shares during the performance period and reinvested. The expected value of awards made on this basis take this into account.

There are limits on the amount of new-issue equity we can use. In any rolling ten-year period, no more than 10% of Pearson equity will be issued, or be capable of being issued, under all Pearson's share plans, and no more than 5% of Pearson equity will be issued, or be capable of being issued, under executive or discretionary plans. In addition, for existing shares no more than 5% of Pearson equity may be held in trust at any time.

***Shareholding policy***

We encourage executive directors to build up a substantial shareholding in the company in line with the policy of encouraging widespread employee share ownership. We do not think it is necessary to specify a particular

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relationship of shareholding to salary because of the volatility of the stock market and the share retention features that already exist in the annual bonus share matching plan and long-term incentive plans.

### ***Service agreements***

In accordance with long established policy, all continuing executive directors have rolling service agreements under which, other than by termination in accordance with the terms of these agreements, employment continues until retirement.

The committee reviewed the policy on executive employment agreements in 2008 and again in 2010. For future executive directors, service agreements should provide that the company may terminate these agreements by giving no more than 12 months' notice. As an alternative, the company may at its discretion pay in lieu of that notice. Payment in lieu of notice may be made in instalments and may be subject to mitigation.

There are no special provisions for notice, pay in lieu of notice or liquidated damages in the event of termination of employment in the event of a change of control of Pearson. On termination of employment, executive directors' entitlements to any vested or unvested awards under Pearson's discretionary share plans are treated in accordance with the terms of the relevant plan.

### ***Retirement benefits***

Executive directors participate in the pension arrangements set up for Pearson employees. Marjorie Scardino, Will Ethridge, John Makinson, Rona Fairhead and Robin Freestone also have other retirement arrangements discussed below because of the cap on the amount of benefits that can be provided from the arrangements in the US and the UK.

The differences in the arrangements for the current executive directors reflect the different arrangements in the UK and the US and the changes in pension arrangements generally over the periods of their employment. The pension arrangements for all the executive directors include life insurance cover while in employment, and entitlement to a pension in the event of ill-health or disability. A pension for their spouse and/or dependants is also available on death.

In the US, the defined benefit arrangement is the Pearson Inc. Pension Plan. This plan provides a lump sum convertible to a pension on retirement. The lump sum accrued at 6% of capped compensation until 31 December 2001 when further benefit accruals ceased for most employees. Employees who satisfied criteria of age and service at that time continued to accrue benefits under the plan. Will Ethridge is included in this group and continues to accrue benefits under this plan. Marjorie Scardino is not and her benefit accruals under this plan ceased at the end of 2001.

The defined contribution arrangement in the US is a 401(k) plan. At retirement, the account balances will be used to provide benefits. In the event of death before retirement, the account balances will be used to provide benefits for dependants.

In the UK, the pension plan is the Pearson Group Pension Plan and executive directors participate in either the Final Pay or the Money Purchase 2003 section. Normal retirement age is 62, but, subject to company consent, retirement is currently possible after age 50 (age 55 from April 2010). In the Final Pay section, the accrued pension is reduced on retirement prior to age 60. Pensions in payment are guaranteed to increase each year at 5% or the increase in the Index of Retail Prices, if lower. Pensions for a member's spouse, dependant children and/or nominated financial dependant are payable in the event of death. In the Money Purchase 2003 section the account balances are used to provide benefits at retirement. In the event of death before retirement pensions for a member's spouse, dependant children and/or nominated financial dependant are payable.

Members of the Pearson Group Pension Plan who joined after May 1989 are subject to an upper limit of earnings that can be used for pension purposes, known as the earnings cap. This limit, £108,600 as at 6 April 2006, was abolished by the Finance Act 2004. However the Pearson Group Pension Plan has retained its own cap, which will increase annually in line with the UK Government's Index of Retail Prices (All Items). The cap was £123,600 as at 6 April 2009.

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As a result of the UK Government's A-Day changes effective from April 2006, UK executive directors and other members of the Pearson Group Pension Plan who are, or become, affected by the lifetime allowance are provided with a cash supplement as an alternative to further accrual of pension benefits on a basis that is broadly cost neutral to the company. In 2009 the only member of the board to whom this was applicable was David Bell. David was offered the allowance alternative but declined and continued as an active member of the plan. With David's retirement there are no board members who received the offer of an allowance alternative.

***Marjorie Scardino***

Marjorie Scardino participates in the Pearson Inc. Pension Plan and the 401(k) plan.

Additional pension benefits are provided through an unfunded unapproved defined contribution plan and a funded defined contribution plan approved by HM Revenue and Customs as a corresponding plan to replace part of the unfunded plan. The account balance of the unfunded unapproved defined contribution plan is determined by reference to the value of a notional cash account that increases annually by a specified notional interest rate. This plan provides the opportunity to convert a proportion of this notional cash account into a notional share account reflecting the value of a number of Pearson ordinary shares. The number of shares in the notional share account is determined by reference to the market value of Pearson shares at the date of conversion.

***David Bell***

David Bell is drawing his pension from the Pearson Group Pension Plan. He began to receive his pension effective 30 September 2008 on attainment of Normal Retirement Age.

***Will Ethridge***

Will Ethridge is a member of the Pearson Inc. Pension Plan and the approved 401(k) plan. He also participates in an unfunded, unapproved Supplemental Executive Retirement Plan (SERP) that provides an annual accrual of 2% of final average earnings, less benefits accrued in the Pearson Inc. Pension Plan and US Social Security. Additional defined contribution benefits are provided through a funded, unapproved 401(k) excess plan.

***Rona Fairhead***

Rona Fairhead is a member of the Pearson Group Pension Plan. Her pension accrual rate is 1/30th of pensionable salary per annum, restricted to the plan earnings cap. Until April 2006, the company also contributed to a Funded Unapproved Retirement Benefits Scheme (FURBS) on her behalf. Since April 2006, she has received a taxable and non-pensionable cash supplement in replacement of the FURBS.

***Robin Freestone***

Robin Freestone is a member of the Money Purchase 2003 section of the Pearson Group Pension Plan. Company contributions are 16% of pensionable salary per annum, restricted to the plan earnings cap. Until April 2006, the company also contributed to a Funded Unapproved Retirement Benefits Scheme (FURBS) on his behalf. Since April 2006, he has received a taxable and non-pensionable cash supplement in replacement of the FURBS.

***John Makinson***

John Makinson is a member of the Pearson Group Pension Plan under which his pensionable salary is restricted to the plan earnings cap. The company ceased contributions on 31 December 2001 to his FURBS arrangement. During 2002

it set up an Unfunded Unapproved Retirement Benefits Scheme (UURBS) for him. The UURBS tops up the pension payable from the Pearson Group Pension Plan and the closed FURBS to target a pension of two-thirds of a revalued base salary on retirement at age 62. The revalued base salary is defined as £450,000 effective at 1 June 2002, increased at 1 January each year by reference to the increase in the UK Government's Index of Retail Prices (All Items). In the event of his death a pension from the Pearson Group Pension Plan, the FURBS and the UURBS will be paid to his spouse or nominated financial dependant. Early retirement is possible from age 50 (age 55 from April 2010), with company consent.

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The pension is reduced to reflect the shorter service, and before age 60, further reduced for early payment.

***Executive directors non-executive directorships***

Our policy is that executive directors may, by agreement with the board, serve as non-executives of other companies and retain any fees payable for their services.

The following executive directors served as non-executive directors elsewhere and received fees or other benefits for the period covered by this report as follows: Marjorie Scardino (Nokia Corporation and MacArthur Foundation) and Rona Fairhead (HSBC Holdings plc and Spencer Stuart). Other executive directors served as non-executive directors elsewhere but did not receive fees.

***Chairman s remuneration***

Our policy is that the chairman s pay should be set at a level that is competitive with those of chairmen in similar positions in comparable companies. He is not entitled to any annual or long-term incentive, retirement or other benefits.

There were no changes in the chairman s remuneration in 2009. With effect from 1 January 2007, his remuneration was £450,000 per year.

***Non-Executive directors***

Fees for non-executive directors are determined by the full board having regard to market practice and within the restrictions contained in Pearson s articles of association. Non-executive directors receive no other pay or benefits (other than reimbursement for expenses incurred in connection with their directorship of Pearson) and do not participate in the Pearson s equity-based incentive plans.

There were no changes in the structure and level of non-executive directors fees in 2009. With effect from 1 July 2007, these were as follows:

	<b>Fees payable from July 1, 2007 (£)</b>
Non-executive director fee	60,000
Chairmanship of audit committee	20,000
Chairmanship of personnel committee	15,000
Membership of audit committee	10,000
Membership of personnel committee	5,000
Senior independent director	15,000

A minimum of 25% of the basic fee is paid in Pearson shares that the non-executive directors have committed to retain for the period of their directorships.

Terry Burns also receives a fee in respect of his non-executive directorship at Edexcel.

Non-executive directors serve Pearson under letters of appointment and do not have service contracts. There is no entitlement to compensation on the termination of their directorships.





**Table of Contents***Remuneration of senior management*

Excluding contributions to pension funds and related benefits, senior management remuneration for 2009 was as follows:

	<b>Salaries/ Fees(1) £000</b>	<b>Annual Incentive(2) £000</b>	<b>Allowances(3) £000</b>	<b>Benefits(4) £000</b>	<b>Total(5) £000</b>
<b>Non-executive Chairman</b>					
Glen Moreno	450				450
<b>Executive directors</b>					
Marjorie Scardino	950	1,301	56	21	2,328
David Bell (stepped down 1 May 2009)	154	207		6	367
Will Ethridge	639	874			1,513
Rona Fairhead	506	570		28	1,104
Robin Freestone	450	639		13	1,102
John Makinson	525	655	216	29	1,425
<b>Senior management as a group</b>	<b>3,674</b>	<b>4,246</b>	<b>272</b>	<b>97</b>	<b>8,289</b>

Notes:

- (1) There were no increases in base salary for the executive directors for 2009
- (2) Allowances for Marjorie Scardino include £44,870 in respect of housing costs and a US payroll supplement of £10,961. John Makinson is entitled to a location and market premium in relation to the management of the business of the Penguin Group in the US and received £215,594 for 2009.
- (3) Benefits include company car, car allowance and UK health care premiums. US health and welfare benefits for Marjorie Scardino and Will Ethridge are self-insured and the company cost, after employee contributions, is tax free to employees. For Marjorie Scardino, benefits include £5,317 for pension planning and financial advice. Marjorie Scardino, Rona Fairhead, David Bell and John Makinson have the use of a chauffeur.
- (4) No amounts as compensation for loss of office and no expense allowances chargeable to UK income tax were paid during the year.
- (5) David Bell stepped down from the board on 1 May 2009. He continued to be entitled to the same base salary and other benefits in accordance with his service agreement with the company until his retirement from the company on 31 December 2009.

**Share options of senior management**

This table sets forth for each director the number of share options held as of December 31, 2009 as well as the exercise price, rounded to the nearest whole pence/cent, and the range of expiration dates of these options.

<b>Director</b>	<b>Number of Options</b>	<b>(1)</b>	<b>Exercise Price</b>	<b>Earliest Exercise Date</b>	<b>Expiry Date</b>
Marjorie Scardino(2)	41,550	c*	1421.0p	05/09/02	05/09/11
	41,550	c*	1421.0p	05/09/03	05/09/11
	41,550	c*	1421.0p	05/09/04	05/09/11
	41,550	c*	1421.0p	05/09/05	05/09/11
<b>Total</b>	<b>166,200</b>				

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<b>Director</b>	<b>Number of Options</b>	<b>(1)</b>	<b>Exercise Price</b>	<b>Earliest Exercise Date</b>	<b>Expiry Date</b>
David Bell	297	b	629.6p	08/01/09	02/01/10
	821	b	690.4p	08/01/10	02/01/11
	16,350	c*	1421.0p	05/09/02	05/09/11
	16,350	c*	1421.0p	05/09/03	05/09/11
	16,350	c*	1421.0p	05/09/04	05/09/11
	16,350	c*	1421.0p	05/09/05	05/09/11
<b>Total</b>	<b>66,518</b>				
Will Ethridge	11,010	c*	\$21.00	05/09/02	05/09/11
	11,010	c*	\$21.00	05/09/03	05/09/11
	11,010	c*	\$21.00	05/09/04	05/09/11
	11,010	c*	\$21.00	05/09/05	05/09/11
	14,680	c*	\$11.97	11/01/02	11/01/11
	14,680	c*	\$11.97	11/01/03	11/01/11
	14,680	c*	\$11.97	11/01/04	11/01/11
<b>Total</b>	<b>88,080</b>				
Rona Fairhead	2,371	b	690.4p	08/01/12	02/01/13
	20,000	c*	822.0p	11/01/02	11/01/11
	20,000	c*	822.0p	11/01/03	11/01/11
	20,000	c*	822.0p	11/01/04	11/01/11
<b>Total</b>	<b>62,371</b>				
Robin Freestone	1,757	b	534.8p	08/01/11	02/01/12
<b>Total</b>	<b>1,757</b>				
John Makinson	4,178	b	424.8p	08/01/10	02/01/11
	19,785	c*	1421.0p	05/09/02	05/09/11
	19,785	c*	1421.0p	05/09/03	05/09/11
	19,785	c*	1421.0p	05/09/04	05/09/11
	19,785	c*	1421.0p	05/09/05	05/09/11
<b>Total</b>	<b>83,318</b>				

Notes:

- (1) Shares under option are designated as: **a** executive; **b** worldwide save for shares; and **c** long-term incentive; and \* where options are exercisable.

**a Executive**

The plans under which these options were granted were replaced with the introduction of the long-term incentive plan in 2001. No executive options have been granted to the directors since 1998. All options have now lapsed, having been unexercised at the tenth anniversary of the date of grant.

**b Worldwide save for shares**

The acquisition of shares under the worldwide save for shares plan is not subject to the satisfaction of a performance target.

**c Long-term incentive**

All options that remain outstanding are exercisable and lapse if they remain unexercised at the tenth anniversary of the date of grant.

- (2) In addition, Marjorie Scardino contributes US\$1,000 per month (the maximum allowed) to the US employee stock purchase plan. The terms of this plan allow participants to make monthly contributions for one year and

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to acquire shares at the end of that period at a price that is the lower of the market price at the beginning or the end of the period, both less 15%.

**Share ownership of senior management**

The table below sets forth the number of ordinary shares and restricted shares held by each of our directors as at February 28, 2010. Additional information with respect to share options held by, and bonus awards for, these persons is set out above in *Remuneration of Senior Management* and *Share Options for Senior Management*. The total number of ordinary shares held by senior management as of February 28, 2010 was 2,213,434 representing less than 1% of the issued share capital on February 28, 2010.

<b>As at February 28, 2010</b>	<b>Ordinary shares(1)</b>	<b>Restricted shares(2)</b>
Glen Moreno	210,000	
Marjorie Scardino	824,124	1,740,911
David Arculus	13,044	
David Bell	253,050(3)	358,277(3)
Terry Burns	12,008	
Patrick Cescau	5,356	
Will Ethridge	262,988	622,707
Rona Fairhead	270,982	598,749
Robin Freestone	118,996	482,537
Susan Fuhrman	9,384	
Ken Hydon	9,774	
John Makinson	474,581	538,569
CK Prahalad	2,197	

## Notes:

- (1) Amounts include shares acquired by individuals under the annual bonus share matching plan and amounts purchased in the market by individuals.
- (2) Restricted shares comprise awards made under the annual bonus share matching and long-term incentive plans. The number of shares shown represents the maximum number of shares which may vest, subject to the performance conditions being fulfilled.
- (3) David Bell's figures are as at May 1, 2009 when David Bell resigned as a director of Pearson plc.

**Employee share ownership plans***Worldwide save for shares and US employee share purchase plans*

In 1998, we introduced a worldwide save for shares plan. Under this plan, our employees around the world have the option to save a portion of their monthly salary over periods of three, five or seven years. At the end of this period, the employee has the option to purchase ordinary shares with the accumulated funds at a purchase price equal to 80% of the market price prevailing at the commencement of the employee's participation in the plan.

In the United States, this plan operates as a stock purchase plan under Section 423 of the US Internal Revenue Code of 1986. This plan was introduced in 2000 following Pearson's listing on the New York Stock Exchange. Under it, participants save a portion of their monthly salary over six month periods, at the end of which they have the option to purchase ADRs with their accumulated funds at a purchase price equal to 85% of the lower of the market price prevailing at the beginning or end of the period.

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### **Board Practices**

Our board currently comprises the chairman, who is a part-time non-executive director, five executive directors and six non-executive directors. Our articles of association provide that at every annual general meeting, one-third of the board of directors, or the number nearest to one-third, shall retire from office. The directors to retire each year are the directors who have been longest in office since their last election or appointment. A retiring director is eligible for re-election. If at any annual general meeting, the place of a retiring director is not filled, the retiring director, if willing, is deemed to have been re-elected, unless at or prior to such meeting it is expressly resolved not to fill the vacated office, or unless a resolution for the re-election of that director has been put to the meeting and lost. Our articles of association also provide that every director be subject to re-appointment by shareholders at the next annual general meeting following their appointment.

However this year, and in future years, in accordance with good corporate governance, the board have resolved that all directors should offer themselves for re-election on an annual basis at the company's annual general meeting. Accordingly, all of the directors will offer themselves for re-election, (or reappointment in the case of directors who were appointed since the last meeting), at the forthcoming AGM on 30 April 2010.

Pearson is listed on the New York Stock Exchange ( NYSE ). As a listed non-US issuer, we are required to comply with some of the NYSE's corporate governance rules, and otherwise must disclose on our website any significant ways in which our corporate governance practices differ from those followed by US companies under the NYSE listing standards. At this time, the Company believes that it is in compliance in all material respects with all the NYSE rules except that the Nomination Committee is not composed entirely of independent directors, and that it is the full board, not the Nomination Committee, that develops and recommends corporate governance principles.

The board of directors has established the following committees, all of which report to the board. Each committee has its own written terms of reference setting out their authority and duties. These can be found on our website ([www.pearson.com/investors/shareholder-information/governance](http://www.pearson.com/investors/shareholder-information/governance))

#### ***Audit committee***

This committee provides the board with a vehicle to appraise our financial management and reporting and to assess the integrity of our accounting procedures and financial controls. Ken Hydon chairs this committee and its other members are David Arculus, Patrick Cescau and Susan Fuhrman. Ken Hydon is also the designated audit committee financial expert within the meaning of the applicable rules and regulations of the US Securities and Exchange Commission. Our internal and external auditors have direct access to the committee to raise any matter of concern and to report the results of work directed by the committee.

#### ***Personnel committee***

This committee meets regularly to decide the remuneration and benefits of the executive directors and the chief executives of our three operating divisions. The committee also recommends the chairman's remuneration to the board of directors for its decision and reviews management development and succession plans. David Arculus chairs this committee and its other members are Terry Burns, Glen Moreno and Ken Hydon.

#### ***Nomination committee***

This committee meets from time to time as necessary to consider the appointment of new directors. The committee is chaired by Glen Moreno and comprises Marjorie Scardino and all of the non-executive directors.

**Employees**

The average number of persons employed by us during each of the three fiscal years ended 2009 were as follows:

37,164 in fiscal 2009,



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33,680 in fiscal 2008, and

32,692 in fiscal 2007.

We, through our subsidiaries, have entered into collective bargaining agreements with employees in various locations. Our management has no reason to believe that we would not be able to renegotiate any such agreements on satisfactory terms. We encourage employees to contribute actively to the business in the context of their particular job roles and believe that the relations with our employees are generally good.

The table set forth below shows for 2009, 2008 and 2007 the average number of persons employed in each of our operating divisions.

<b>Average number employed</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
North American Education	15,606	15,412	14,327
International Education	8,899	5,718	5,291
Professional	2,662	2,641	2,540
Penguin	4,163	4,112	4,163
FT Publishing	2,328	2,379	2,083
Interactive Data	2,459	2,413	2,300
Other	1,047	909	918
Continuing operations	<b>37,164</b>	<b>33,584</b>	<b>31,622</b>
Discontinued operations		96	1,070
Total	<b>37,164</b>	<b>33,680</b>	<b>32,692</b>

**ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS**

To our knowledge, as of February 28, 2010, the only beneficial owners of 3% or more of our issued and outstanding ordinary share capital were Legal & General Group plc which owned 32,300,784 ordinary shares representing 3.98% of our outstanding ordinary shares. On February 28, 2010, record holders with registered addresses in the United States held 38,440,234 ADRs, which represented 4.74% of our outstanding ordinary shares. Some of these ADRs are held by nominees and so these numbers may not accurately represent the number of beneficial owners in the United States.

Loans and equity advanced to joint ventures and associates during the year and as at December 31, 2009 are shown in note 12 in Item 18. Financial Statements. Amounts due from joint ventures and associates are set out in note 22 and dividends receivable from joint ventures and associates are set out in note 12 in Item 18. Financial Statements. There were no other related party transactions in 2009.

**Table of Contents****ITEM 8. FINANCIAL INFORMATION**

The financial statements filed as part of this Annual Report are included on pages F-1 through F-70 hereof.

Other than those events described in note 35 in Item 18. Financial Statements of this Form 20-F and seasonal fluctuations in borrowings, there has been no significant change to our financial condition or results of operations since December 31, 2009. Our borrowings fluctuate by season due to the effect of the school year on the working capital requirements of the educational book business. Assuming no acquisitions or disposals, our maximum level of net debt normally occurs in July, and our minimum level of net debt normally occurs in December.

Our policy with respect to dividend distributions is described in response to Item 3. Key Information above.

**ITEM 9. THE OFFER AND LISTING**

The principal trading market for our ordinary shares is the London Stock Exchange. Our ordinary shares also trade in the United States in the form of ADSs evidenced by ADRs under a sponsored ADR facility with The Bank of New York Mellon, as depository. We established this facility in March 1995 and amended it in August 2000 in connection with our New York Stock Exchange listing. Each ADS represents one ordinary share.

The ADSs trade on the New York Stock Exchange under the symbol PSO .

The following table sets forth the highest and lowest middle market quotations, which represent the average of closing bid and asked prices, for the ordinary shares, as derived from the Daily Official List of the London Stock Exchange and the average daily trading volume on the London Stock Exchange:

on an annual basis for our five most recent fiscal years,

on a quarterly basis for our most recent quarter and two most recent fiscal years, and

on a monthly basis for the six most recent months.

Reference period	Ordinary shares		Average daily trading volume (Ordinary shares)
	High (In pence)	Low	
<i>Five most recent fiscal years</i>			
2009	893	578	4,030,500
2008	733	519	4,758,300
2007	915	695	6,405,600
2006	811	671	5,004,500
2005	695	608	5,296,700
<i>Most recent quarter and two most recent fiscal years</i>			
2009 Fourth quarter	893	755	2,777,200
Third quarter	777	578	3,158,500
Second quarter	733	600	4,554,700
First quarter	714	584	5,695,700

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2008 Fourth quarter	651	520	5,603,400
Third quarter	705	570	4,748,000
Second quarter	710	611	3,590,800
First quarter	733	682	5,083,300
<i>Most recent six months</i>			
February 2010	912	855	2,113,800
January 2010	909	863	2,536,000
December 2009	893	846	1,697,900
November 2009	854	825	2,376,400
October 2009	859	755	4,234,400
September 2009	777	735	2,915,000

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**ITEM 10. ADDITIONAL INFORMATION**

**Articles of association**

We summarize below the material provisions of our articles of association, as amended, which have been filed as an exhibit to our annual report on Form 20-F for the year ended December 31, 2009. The summary below is qualified entirely by reference to the Articles of Association. We have multiple business objectives and purposes and are authorized to do such things as the board may consider fit to further our interests or incidental or conducive to the attainment of our objectives and purposes.

***Directors powers***

Our business shall be managed by the board of directors and the board may exercise all such of our powers as are not required by law or by the Articles of Association or by any directions given by the Company by special resolution, to be exercised in a general meeting.

***Interested directors***

For the purposes of section 175 of the Companies Act 2006 the board may authorize any matter proposed to it which would, if not so authorized, involve a breach of duty by a Director under that section, including, without limitation, any matter which relates to a situation in which a Director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company. Any such authorization will be effective only if:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director; and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The board may (whether at the time of the giving of the authorization or subsequently) make any such authorization subject to any limits or conditions it expressly imposes but such authorization is otherwise given to the fullest extent permitted. The board may vary or terminate any such authorization at any time.

Provided that he has disclosed to the board the nature and extent of his interest, a Director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
- (b) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;
- (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested.

A Director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

- (a) the acceptance, entry into or existence of which has been approved by the board (subject, in any such case, to any limits or conditions to which such approval was subject); or
- (b) which he is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) above;

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

A Director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest

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or possible conflict of interest, which has been approved by the board: the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act because he fails:

- (a) to disclose any such information to the board or to any Director or other officer or employee of the Company; and/or
- (b) to use or apply any such information in performing his duties as a Director of the Company.

Where the existence of a Director's relationship with another person has been approved by the board and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the Director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act because he:

- (a) absents himself from meetings of the board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.

Except as stated below, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has an interest which is, to his knowledge, a material interest, otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting of the Board in relation to any resolution on which he is debarred from voting.

Notwithstanding the foregoing, a director will be entitled to vote, and be counted in the quorum, on any resolution concerning any of the following matters:

the giving of any guarantee, security or indemnity in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiaries;

the giving of any guarantee, security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

any proposal relating to the Company or any of its subsidiary undertakings where it is offering securities in which offer a Director is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which a Director is to participate;

any proposal relating to another company in which he and any persons connected with him do not to his knowledge hold an interest in shares (as that term is used in sections 820 to 825 of the Companies Act 2006) representing one per cent. or more of either any class of the equity share capital, or the voting rights, in such company;

any proposal relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates; and

any proposal concerning insurance that we propose to maintain or purchase for the benefit of directors or for the benefit of persons, including directors.

Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with us or any company in which we are interested, these proposals may be divided and considered separately and each of these directors, if not prohibited from voting under the provisions of the eighth paragraph before this one, will be entitled to vote and be counted in the quorum with respect to each resolution except that concerning his or her own appointment.

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### ***Borrowing powers***

The board of directors may exercise all powers to borrow money and to mortgage or charge our undertaking, property and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any of our or any third party's debts, liabilities or obligations. The board of directors must restrict the borrowings in order to secure that the aggregate amount of undischarged monies borrowed by us (and any of our subsidiaries), but excluding any intra-group debts, shall not at any time (without the previous sanction of the Company in the form of an ordinary resolution) exceed a sum equal to twice the aggregate of the adjusted capital and reserves.

### ***Other provisions relating to directors***

Under the articles of association, directors are paid out of our funds for their services as we may from time to time determine by ordinary resolution and, in the case of non-executive directors, up to an aggregate of £750,000 or such other amounts as resolved by the shareholders at a general meeting. Directors currently are not required to hold any share qualification. From April 6, 2007 under the Companies Act 2006, the maximum age limit for directors of PLCs, which was 70, has been removed.

### ***Annual general meetings***

In every year the Company must hold an annual general meeting ( AGM ) (within a period of not more than 15 months after the date of the preceding AGM) at a place and time determined by the board. The following matters are usually considered at an annual general meeting:

approving final dividends;

consideration of the accounts and balance sheet;

ordinary reports of the board of directors and auditors and any other documents required to be annexed to the balance sheet;

as holders of ordinary shares vote for the election of one-third of the members of the board of directors at every annual general meeting, the appointment or election of directors in the place of those retiring by rotation or otherwise;

appointment or reappointment of, and determination of the remuneration of, the auditors; and

the renewal, limitation, extension, variation or grant of any authority to the board in relation to the allotment of securities.

The board may call a general meeting whenever it thinks fit. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or any two members may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the board.

No business shall be dealt with at any general meeting unless a quorum is present when the meeting proceeds to business. Three members present in person and entitled to vote shall be a quorum for all purposes. A corporation being a member shall be deemed to be personally present if represented by its duly authorized representative.

If a quorum for a meeting convened at the request of shareholders is not present within fifteen minutes of the appointed time, the meeting will be dissolved. In any other case, the general meeting will be adjourned to the same



day in the next week, at the same time and place, or to a time and place that the chairman fixes. If at that rescheduled meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the shareholders present in person or by proxy will be a quorum. The chairman or, in his absence, the deputy chairman or any other director nominated by the board, will preside as chairman at every general meeting. If no director is present at the general meeting or no director consents to act as chairman, the shareholders present shall elect one of their number to be chairman of the meeting.

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***Share Certificates***

Every person whose name is entered as a member in the Company's Register of Members shall be entitled to one certificate in respect of each class of shares held. (The law regarding this does not apply to stock exchange nominees). Subject to the terms of issue of the shares, certificates are issued following allotment or receipt of the form of transfer bearing the appropriate stamp duty by our registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, telephone number +44-871-384-2043.

***Share capital***

Any share may be issued with such preferred, deferred or other special rights or other restrictions as we may determine by way of a shareholders' vote in general meeting. Subject to the Companies Act 2006, any shares may be issued on terms that they are, or at our or the shareholders' option are, liable to be redeemed on such terms and in such manner as we, before the issue of the shares, may determine by special resolution of the shareholders.

There are no provisions in the Articles of Association which discriminate against any existing or prospective shareholder as a result of such shareholder owning a substantial number of shares.

Subject to the terms of the shares which have been issued, the directors may from time to time make calls upon the shareholders in respect of any moneys unpaid on their shares, provided that (subject to the terms of the shares so issued) no call on any share shall be payable at less than fourteen clear days from the last call. The directors may, if they see fit, receive from any shareholder willing to advance the same, all and any part of the moneys uncalled and unpaid upon any shares held by him.

***Changes in capital***

We may from time to time, by ordinary resolution:

consolidate and divide our share capital into shares of a larger amount than its existing shares; or

sub-divide all of or any of our existing shares into shares of smaller amounts, subject to the Companies Act 2006; or

cancel any shares which, at the date of passing of the resolution, have not been taken, or agreed to be taken, by any person and diminish the amount of our share capital by the amount of the shares so cancelled.

We may, from time to time, by ordinary resolution increase our share capital and, subject to the consents and incidents required by the Companies Act 2006, may by special resolution decrease our share capital, capital redemption reserve fund and any share premium account in any way.

***Voting rights***

Every holder of ordinary shares present in person at a meeting of shareholders has one vote on a vote taken by a show of hands. On a poll, every holder of ordinary shares who is present in person or by proxy has one vote for every ordinary share of which he or she is the holder. Voting at any meeting of shareholders is by a show of hands unless a poll is properly demanded before the declaration of the results of a show of hands. A poll may be demanded by:

the chairman of the meeting;

at least three shareholders present in person or by proxy and entitled to vote;

any shareholder or shareholders present in person or by proxy representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; or

any shareholder or shareholders present in person or by proxy holding shares conferring a right to vote at the meeting being shares on which the aggregate sum paid up is equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

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***Dividends***

Holders of ordinary shares are entitled to receive dividends out of our profits that are available by law for distribution, as we may declare by ordinary resolution, subject to the terms of issue thereof. However, no dividends may be declared in excess of an amount recommended by the board of directors. The board may pay interim dividends to the shareholders as it deems fit. We may invest or otherwise use all dividends left unclaimed for six months after having been declared for our benefit, until claimed. All dividends unclaimed for a period of twelve years after having been declared will be forfeited and revert to us.

The directors may, with the sanction of an ordinary resolution of the shareholders, offer any holders of ordinary shares the right to elect to receive ordinary shares credited as fully paid, in whole or in part, instead of cash in respect of such dividend.

The directors may deduct from any dividend payable to any shareholder all sums of money (if any) presently payable by that shareholder to us on account of calls or otherwise in relation to our shares.

***Liquidation rights***

In the event of our liquidation, after payment of all liabilities, our remaining assets would be used to repay the holders of ordinary shares the amount they paid for their ordinary shares. Any balance would be divided among the holders of ordinary shares in proportion to the nominal amount of the ordinary shares held by them.

***Other provisions of the articles of association***

Whenever our capital is divided into different classes of shares, the special rights attached to any class may, unless otherwise provided by the terms of the issue of the shares of that class, be varied or abrogated, either with the written consent of the holders of three-fourths of the issued shares of the class or with the sanction of a special resolution passed at a separate meeting of these holders.

In the event that a shareholder or other person appearing to the board of directors to be interested in ordinary shares fails to comply with a notice requiring him or her to provide information with respect to their interest in voting shares pursuant to section 820 of the Companies Act 2006, we may serve that shareholder with a notice of default. After service of a default notice, that shareholder shall not be entitled to attend or vote at any general meeting or at a separate meeting of holders of a class of shares or on a poll until he or she has complied in full with our information request.

If the shares described in the default notice represent at least one-fourth of 1% in nominal value of the issued ordinary shares, then the default notice may additionally direct that in respect of those shares:

we will not pay dividends (or issue shares in lieu of dividends); and

we will not register transfers of shares unless the shareholder is not himself in default as regards supplying the information requested and the transfer, when presented for registration, is in such form as the board of directors may require to the effect that after due and careful inquiry, the shareholder is satisfied that no person in default is interested in any of the ordinary shares which are being transferred or the transfer is an approved transfer, as defined in our articles of association.

No provision of our articles of association expressly governs the ordinary share ownership threshold above which shareholder ownership must be disclosed. Under the Companies Act 2006, any person who acquires, either alone or, in specified circumstances, with others:

a material interest in our voting share capital equal to or in excess of 3%; or

a non-material interest equal to or in excess of 10%,

comes under an obligation to disclose prescribed particulars to us in respect of those ordinary shares. A disclosure obligation also arises where a person's notifiable interests fall below the notifiable percentage, or where, above that level, the percentage of our voting share capital in which a person has a notifiable interest increases or decreases.

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### ***Limitations affecting holders of ordinary shares or ADSs***

Under English law and our memorandum and articles of association, persons who are neither UK residents nor UK nationals may freely hold, vote and transfer ordinary shares in the same manner as UK residents or nationals.

With respect to the items discussed above, applicable UK law is not materially different from applicable US law.

### **Material contracts**

Pearson has not entered into any contracts outside the ordinary course of business during the two year period immediately preceding the date of this annual report.

### ***Executive employment contracts***

We have entered into agreements with each of our executive directors pursuant to which such executive director is employed by us. These agreements describe the duties of such executive director and the compensation to be paid by us. See Item 6. Directors, Senior Management and Employees Compensation of Senior Management . Each agreement may be terminated by us on 12 months notice or by the executive director on six months notice. In the event we terminate any executive director without giving the full 12 months advance notice, the executive director is entitled to receive liquidated damages equal to 12 months base salary and benefits together with a proportion of potential bonus.

### **Exchange controls**

There are no UK government laws, decrees, regulations or other legislation which restrict or which may affect the import or export of capital, including the availability of cash and cash equivalents for use by us or the remittance of dividends, interest or other payments to nonresident holders of our securities, except as otherwise described under Tax Considerations below.

### **Tax considerations**

The following is a discussion of the material US federal income tax considerations and UK tax considerations arising from the acquisition, ownership and disposition of ordinary shares and ADSs by a US holder. A US holder is:

an individual citizen or resident of the US, or

a corporation created or organized in or under the laws of the US or any of its political subdivisions, or

an estate or trust the income of which is subject to US federal income taxation regardless of its source.

This discussion deals only with ordinary shares and ADSs that are held as capital assets by a US holder, and does not address tax considerations applicable to US holders that may be subject to special tax rules, such as:

dealers or traders in securities or currencies,

financial institutions or other US holders that treat income in respect of the ordinary shares or ADSs as financial services income,

insurance companies,

tax-exempt entities,

US holders that hold the ordinary shares or ADSs as a part of a straddle or conversion transaction or other arrangement involving more than one position,

US holders that own, or are deemed for US tax purposes to own, 10% or more of the total combined voting power of all classes of our voting stock,

US holders that have a principal place of business or tax home outside the United States, or

US holders whose functional currency is not the US dollar.

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For US federal income tax purposes, holders of ADSs will be treated as the owners of the ordinary shares represented by those ADSs.

In addition, the following discussion assumes that The Bank of New York will perform its obligations as depository in accordance with the terms of the depository agreement and any related agreements.

**Because US and UK tax consequences may differ from one holder to the next, the discussion set out below does not purport to describe all of the tax considerations that may be relevant to you and your particular situation. Accordingly, you are advised to consult your own tax advisor as to the US federal, state and local, UK and other, including foreign, tax consequences of investing in the ordinary shares or ADSs. The statements of US and UK tax law set out below are based on the laws and interpretations in force as of the date of this Annual Report, and are subject to any changes occurring after that date.**

### *UK income taxation of distributions*

The UK does not impose dividend withholding tax on dividends paid to US holders.

### *US income taxation of distributions*

Distributions that we make with respect to the ordinary shares or ADSs, other than distributions in liquidation and distributions in redemption of stock that are treated as exchanges, will be taxed to US holders as ordinary dividend income to the extent that the distributions do not exceed our current and accumulated earnings and profits. The amount of any distribution will equal the amount of the cash distribution. Distributions, if any, in excess of our current and accumulated earnings and profits will constitute a non-taxable return of capital to a US holder and will be applied against and reduce the US holder's tax basis in its ordinary shares or ADSs. To the extent that these distributions exceed the tax basis of the US holder in its ordinary shares or ADSs, the excess generally will be treated as capital gain.

Dividends that we pay will not be eligible for the dividends received deduction generally allowed to US corporations under Section 243 of the Code.

In the case of distributions in pounds, the amount of the distributions generally will equal the US dollar value of the pounds distributed, determined by reference to the spot currency exchange rate on the date of receipt of the distribution by the US holder in the case of shares or by The Bank of New York in the case of ADSs, regardless of whether the US holder reports income on a cash basis or an accrual basis. The US holder will realize separate foreign currency gain or loss only to the extent that this gain or loss arises on the actual disposition of pounds received. For US holders claiming tax credits on a cash basis, taxes withheld from the distribution are translated into US dollars at the spot rate on the date of the distribution; for US holders claiming tax credits on an accrual basis, taxes withheld from the distribution are translated into US dollars at the average rate for the taxable year.

A distribution by the Company to noncorporate shareholders before 2011 will be taxed as net capital gain at a maximum rate of 15%, provided certain holding periods are met, to the extent such distribution is treated as a dividend under US federal income tax principles.

### *UK income taxation of capital gains*

Under the Income Tax Treaty, each country generally may tax capital gains in accordance with the provisions of its domestic law. Under present UK law, a US holder that is not a resident, and, in the case of an individual, not



ordinarily resident, in the UK for UK tax purposes and who (in the case of an individual) does not carry on a trade, profession or vocation in the UK through a branch or agency, or (in the case of a company) does not carry on a trade in the UK through a UK permanent establishment, to which ordinary shares or ADSs are attributable will not be liable for UK taxation on capital gains or eligible for relief for allowable losses, realized on the sale or other disposal (including redemption) of these ordinary shares or ADSs.

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### ***US income taxation of capital gains***

Upon a sale or exchange of ordinary shares or ADSs to a person other than Pearson, a US holder will recognize gain or loss in an amount equal to the difference between the amount realized on the sale or exchange and the US holder's adjusted tax basis in the ordinary shares or ADSs. Any gain or loss recognized will be capital gain or loss and will be long-term capital gain or loss if the US holder has held the ordinary shares or ADSs for more than one year. Long-term capital gain of a noncorporate US holder is generally taxed at a maximum rate of 15%. This long-term capital gain rate is scheduled to expire in 2011.

Gain or loss realized by a US holder on the sale or exchange of ordinary shares or ADSs generally will be treated as US-source gain or loss for US foreign tax credit purposes.

### ***Estate and gift tax***

The current Estate and Gift Tax Convention, or the Convention, between the US and the UK generally relieves from UK Inheritance Tax (the equivalent of US Estate and Gift Tax) the transfer of ordinary shares or of ADSs where the transferor is domiciled in the US, for the purposes of the Convention. This relief will not apply if the ordinary shares or ADSs are part of the business property of an individual's permanent establishment in the UK or pertain to the fixed base in the UK of a person providing independent personal services. If no relief is given under the Convention, inheritance tax may be charged on the amount by which the value of the transferor's estate is reduced as a result of any transfer made by way of gift or other gratuitous transfer by an individual, in general within seven years of death, or on the death of an individual. In the unusual case where ordinary shares or ADSs are subject to both UK Inheritance Tax and US Estate or Gift Tax, the Convention generally provides for tax paid in the UK to be credited against tax payable in the US or for tax paid in the US to be credited against tax payable in the UK based on priority rules set forth in the Convention.

### ***Stamp duty***

No stamp duty or stamp duty reserve tax (SDRT) will be payable in the UK on the purchase or transfer of an ADS, provided that the ADS, and any separate instrument or written agreement of transfer, remain at all times outside the UK and that the instrument or written agreement of transfer is not executed in the UK. Subject to the following paragraph, stamp duty or SDRT is, however, generally payable at the rate of 1.5% of the amount or value of the consideration or, in some circumstances, the value of the ordinary shares, where ordinary shares are issued or transferred to a person whose business is or includes issuing depository receipts, or to a nominee or agent for such a person, or issued or transferred to a person whose business is or includes the provision of clearance services or a nominee or agent for such a person.

Following a decision of the European Court of Justice in 2009, HMRC has announced that it will not seek to apply the 1.5% SDRT charge when new shares are issued an EU clearance service or EU depository receipt system. It seems that HMRC's view is that the 1.5% SDRT charge will continue to apply to transfer of shares into a clearance service or depository receipt system, and also in respect of issues of shares into non-EU clearance services and non-EU depository receipt systems. Arguably the 1.5% SDRT charge in such situations is not consistent with the 2009 decision of the European Court of Justice, although HMRC is likely to impose such charges until further case law or legislation resolves the issue.

A transfer for value of the underlying ordinary shares will generally be subject to either stamp duty or SDRT, normally at the rate of 0.5% of the amount or value of the consideration. A transfer of ordinary shares from a nominee to its beneficial owner, including the transfer of underlying ordinary shares from the Depository to an ADS holder, under which no beneficial interest will not be subject to stamp duty or SDRT.

*Close company status*

We believe that the close company provisions of the UK Income and Corporation Taxes Act 1988 do not apply to us.

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**Documents on display**

Copies of our Memorandum and Articles of Association and filed as exhibits to this Annual Report and certain other documents referred to in this Annual Report are available for inspection at our registered office at 80 Strand, London WC2R 0RL (c/o the Company Secretary), or, in the US, at the registered office of Pearson Inc. at 1330 Avenue of the Americas, 7th Floor, New York, New York, during usual business hours upon reasonable prior request.

**ITEM 11. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

**Introduction**

Our principal market risks are changes in interest rates and currency exchange rates. Following an evaluation of these positions, we selectively enter into derivative financial instruments to manage our risk exposure. For this purpose, we primarily use interest rate swaps, interest rate caps and collars, forward rate agreements, currency swaps and forward foreign exchange contracts. Managing market risks is the responsibility of the chief financial officer, who acts pursuant to policies approved by the board of directors. The Audit Committee receives regular reports on our treasury activities.

We have a policy of not undertaking any speculative transactions, and we do not hold our derivative and other financial instruments for trading purposes.

We have formulated policies for hedging exposures to interest rate and foreign exchange risk, and have used derivatives to ensure compliance with these policies. Although a large proportion of our derivative contracts were transacted without regard to existing IFRS requirements on hedge accounting, during 2009 and 2008 we qualified for hedge accounting under IFRS on a number of our key derivative contracts.

The following discussion addresses market risk only and does not present other risks that we face in the normal course of business, including country risk, credit risk and legal risk.

**Interest rates**

The Group's financial exposure to interest rates arises primarily from its borrowings. The Group manages its exposure by borrowing at fixed and variable rates of interest, and by entering into derivative transactions. Objectives approved by the board concerning the proportion of debt outstanding at fixed rates govern the use of these financial instruments.

The Group's objectives are applied to core net debt, which is measured at the year-end and comprises borrowings net of cash and other liquid funds. Our objective is to maintain a proportion of forecast core net debt in fixed or capped form for the next four years, subject to a maximum of 65% and a minimum that starts at 40% and falls by 10% each year.

The principal method of hedging interest rate risk is to enter into an agreement with a bank counterparty to pay a fixed rate and receive a variable rate, known as a swap. Under interest rate swaps, the Group agrees with other parties to exchange, at specified intervals, the difference between fixed-rate and variable-rate amounts calculated by reference to an agreed notional principal amount. The majority of the Group's swap contracts are US dollar denominated, and some of them have deferred start dates, in order to maintain the desired risk profile as other contracts mature. The variable rates received are normally based on three-month or six-month LIBOR, and the dates on which these rates are set do not necessarily exactly match those of the hedged borrowings. Management believes that our portfolio of these types

of swaps is an efficient hedge of our portfolio of variable rate borrowings.

In addition, from time to time, the Group issues bonds or other capital market instruments to refinance existing debt. To avoid the fixed rate on a single transaction unduly influencing our overall net interest expense, our typical practice has been to enter into a related derivative contract effectively converting the interest rate profile of the bond transaction to a variable interest rate. In some cases, the bond issue is denominated in a different currency to the Group's desired borrowing risk profile and the Group enters into a related cross currency interest rate swap in order to maintain this risk profile, which is predominantly borrowings denominated in US dollars.

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The Group's accounting objective in its use of interest rate derivatives is to minimize the impact on the income statement of changes in the mark-to-market value of its derivative portfolio as a whole. It uses duration calculations to estimate the sensitivity of the derivatives to movements in market rates. The Group also identifies which derivatives are eligible for fair value hedge accounting (which reduces significantly the income statement impact of changes in the market value of a derivative). The Group then divides the total portfolio between hedge-accounted and pooled segments, so that the expected movement on the pooled segment is minimized.

### **Currency exchange rates**

Although the Group is based in the UK, it has significant investments in overseas operations. The most significant currency in which the Group trades is the US dollar.

The Group's policy is to align approximately the currency composition of its core net borrowings with its forecast operating profit before depreciation and amortization. This policy aims to dampen the impact of changes in foreign exchange rates on consolidated interest cover and earnings. This policy applies only to currencies that account for more than 15% of group operating profit, which currently are the US dollar and sterling. However, the Group still borrows small amounts in other currencies, typically for seasonal working capital needs. In addition, the Group's policy does not require existing currency debt to be terminated to match declines in that currency's share of Group operating profit. Following the board's approval of a policy change in October 2008, currencies that account for less than 15% of Group operating profit before depreciation and amortization may now be included in the above hedging process at the request of the chief financial officer. During 2009, one hedging transaction, denominated in South African Rand, had been undertaken under that authority.

At December 31, 2009 the Group's net borrowings in our main currencies (taking into account the effect of cross currency rate swaps) were: US dollar £1,314m, sterling £168m, and South African rand £9m.

The Group uses both currency denominated debt and derivative instruments to implement the above policy. Its intention is that gains/losses on the derivatives and debt offset the losses/gains on the foreign currency assets and income. Each quarter the value of hedging instruments is monitored against the assets in the relevant currency and, where practical, a decision is made whether to treat the debt or derivative as a net investment hedge (permitting foreign exchange movements on it to be taken to reserves) for the purposes of reporting under IFRS.

Investments in overseas operations are consolidated for accounting purposes by translating values in one currency to another currency, in particular from US dollars to sterling. Fluctuations in currency exchange rates affect the currency values recorded in our accounts, although they do not give rise to any realized gain or loss, nor to any currency cash flows.

The Group is also exposed to currency exchange rates in its cash transactions and its investments in overseas operations. Cash transactions – typically for purchases, sales, interest or dividends – require cash conversions between currencies. Fluctuations in currency exchange rates affect the cash amounts that the Group pays or receives.

### **Forward foreign exchange contracts**

The Group sometimes uses forward foreign exchange contracts where a specific major project or forecasted cash flow, including acquisitions and disposals, arises from a business decision that has used a specific foreign exchange rate. The Group's policy is to effect routine transactional conversions between currencies, for example to collect receivables or settle payables, at the relevant spot exchange rate.

The Group seeks to offset purchases and sales in the same currency, even if they do not occur simultaneously. In addition, its debt and cash portfolios management gives rise to temporary currency shortfalls and surpluses. Both of these activities require using short-dated foreign exchange swaps between currencies.

Although the Group prepares its consolidated financial statements in sterling, significant sums have been invested in overseas assets, particularly in the US. Therefore, fluctuations in currency exchange rates, particularly between the US dollar and sterling, and to a lesser extent between the euro and sterling, are likely to affect shareholders' funds and other accounting values.

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**Derivatives**

Under IFRS, the Group is required to record all derivative instruments on the balance sheet at fair value. Derivatives not classified as hedges are adjusted to fair value through earnings. Changes in fair value of the derivatives that the Group has designated and that qualify as effective hedges are either recorded in reserves or are offset in earnings by the corresponding movement in the fair value of the underlying hedged item. Any ineffective portion of derivatives that are classified as hedges is immediately recognized in earnings.

In 2009 and 2008 the Group met the prescribed designation requirements and hedge effectiveness tests under IFRS for some of its derivative contracts. As a result, the movements in the fair value of the effective portion of fair value hedges and net investment hedges have been offset in earnings and reserves respectively by the corresponding movement in the fair value of the underlying hedged item.

In line with the Group's treasury policy, none of these instruments were considered trading instruments and each instrument was transacted solely to match an underlying financial exposure.

**Quantitative information about market risk**

The sensitivity of the Group's derivative portfolio to changes in interest rates is found in note 19 of Item 18. Financial Statements .

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES**

**ITEM 12D. AMERICAN DEPOSITARY SHARES**

**Fees paid by ADR holders**

Our ordinary shares trade in the United States under a sponsored ADR facility with The Bank of New York Mellon as depositary.

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal, or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deductions from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.



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The following table summarizes various fees currently charged by The Bank of New York Mellon:

**Person depositing or withdrawing shares must pay to the depositary:**

**For:**

<p>\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)</p>	<p>Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property</p>
<p>\$.02 (or less) per ADS A fee equivalent to the fee that would be payable if securities distributed had been shares and the shares had been deposited for issuance of ADSs</p>	<p>Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates Any cash distribution to ADS registered holders Distribution of securities by the depositary to ADS registered holders of deposited securities</p>
<p>\$.02 (or less) per ADS per calendar year Registration of transfer fees</p>	<p>Depository services Transfer and registration of shares on the share register to or from the name of the depositary or its agent when shares are deposited or withdrawn</p>
<p>Expenses of the depositary</p>	<p>Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)</p>
<p>Taxes and other governmental charges the depositary or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes</p>	<p>Converting foreign currency to U.S. dollars As necessary</p>
<p>Any charges incurred by the depositary or its agents for servicing the deposited securities</p>	<p>As necessary</p>

**Fees incurred in past annual period and fees to be paid in the future**

From January 1, 2009 to February 28, 2010 the Company received payments from the depositary of \$700,000, \$38,000 and a further \$38,000 for continuing annual stock exchange listing fees, standard out-of-pocket maintenance costs for the ADRs (consisting of the expenses of postage and envelopes for mailing the annual and interim financial reports, printing and distributing dividend cheques, electronic filing of U.S. Federal tax information, mailing required tax forms, stationery, postage, facsimile and telephone calls), any applicable performance indicators relating to the ADR facility, underwriting fees and legal fees.

The depositary has agreed to reimburse the Company for expenses they incur that are related to establishment and maintenance expenses of the ADS programme. The depositary has agreed to reimburse the Company for its continuing annual stock exchange listing fees. The depositary has also agreed to pay the standard out-of-pocket maintenance costs for the ADRs, which consists of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend cheques, electronic filing of U.S. Federal tax information, mailing required tax forms, stationery, postage, facsimile and telephone calls. It has also agreed to reimburse the Company annually for certain investor relationship programmes or special investor relations promotional activities. In certain instances, the depositary has agreed to provide additional payments to the Company based on any applicable performance indicators relating to the ADR facility. There are limits on the amount of expenses for which the depositary will reimburse the Company, but the amount of reimbursement available to the Company is not necessarily

ties to the amount of fees the depositary collects from investors.

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal, or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

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**PART II**

**ITEM 13. *DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES***

None.

**ITEM 14. *MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS***

None.

**ITEM 15. *CONTROLS AND PROCEDURES***

**Disclosure Controls and Procedures**

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of December 31, 2009 was carried out by us under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer. Based on that evaluation the Chief Executive Officer and Chief Financial Officer concluded that Pearson's disclosure controls and procedures have been designed to provide, and are effective in providing, reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow such timely decision regarding required disclosures. A controls system, no matter how well designed and operated cannot provide absolute assurance to achieve its objectives.

**Management's Annual Report on Internal Control Over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Management has assessed the effectiveness of internal control over financial reporting, as at December 31, 2009, and has concluded that such internal control over financial reporting was effective.

PricewaterhouseCoopers LLP, which has audited the consolidated financial statements of the Company for the year ended December 31, 2009, has also audited the effectiveness of the Company's internal control over financial reporting under Auditing Standard No. 5 of the Public Company Accounting Oversight Board (United States). Their audit report may be found on page F-2.

**Change in Internal Control Over Financial Reporting**

During the period covered by this Annual Report on Form 20-F, Pearson has made no changes to its internal controls over financial reporting that have materially affected or are reasonably likely to materially affect Pearson's internal control over financial reporting.

**ITEM 16A. *AUDIT COMMITTEE FINANCIAL EXPERT***

The members of the Board of Directors of Pearson plc have determined that Ken Hydon is an audit committee financial expert within the meaning of the applicable rules and regulations of the US Securities and Exchange Commission.

**Table of Contents****ITEM 16B. CODE OF ETHICS**

Pearson has adopted a code of ethics (the Pearson code of business conduct) which applies to all employees including the Chief Executive Officer and Chief Financial Officer and other senior financial management. This code of ethics is available on our website ([www.pearson.com/investor/corpgov.htm](http://www.pearson.com/investor/corpgov.htm)). The information on our website is not incorporated by reference into this report.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

In line with best practice, our relationship with PricewaterhouseCoopers LLP (PwC) is governed by our external auditor policy, which is reviewed and approved annually by the audit committee. The policy establishes procedures to ensure the auditors' independence is not compromised as well as defining those non-audit services that PwC may or may not provide to Pearson. These allowable services are in accordance with relevant UK and US legislation.

The audit committee approves all audit and non-audit services provided by PwC. Certain categories of allowable non-audit services have been pre-approved by the audit committee subject to the authorities below:

Pre-approved non-audit services can be authorized by the chief financial officer up to £100,000 per project, subject to a cumulative limit of £500,000 per annum;

Acquisition due diligence services up to £100,000 per transaction;

Tax compliance and related activities up to the greater of £1,000,000 per annum or 50% of the external audit fee; and

For forward-looking tax planning services we use the most appropriate advisor, usually after a tender process. Where we decide to use our independent auditor, authority, up to £100,000 per project subject to a cumulative limit of £500,000 per annum, has been delegated by the audit committee to management.

Services provided by PwC above these limits and all other allowable non-audit services, irrespective of value, must be approved by the audit committee. Where appropriate, services will be tendered prior to awarding this work to the auditor.

The following table sets forth remuneration paid to PwC for 2008 and 2009:

<b>Auditors</b>	<b>Remuneration</b>	<b>2009</b>	<b>2008</b>
		<b>£m</b>	<b>£m</b>
Audit fees		6	5
Tax fees		2	2
All other fees		1	1

Audit fees include £35,000 (2008: £35,000) of audit fees relating to the audit of the parent company.

Fees for the audit of the effectiveness of the Group's internal control over financial reporting are allocated to audit fees paid.

Tax services include services related to tax planning and various other tax advisory services.

Other services include due diligence on acquisitions and services related to the disposal of the Data Management business.

**ITEM 16D. *EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES***

Not applicable.

**Table of Contents****ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASES**

<b>Period</b>	<b>Total number of shares purchased</b>	<b>Average price paid per share</b>	<b>Total number of units purchased as part of publicly announced plans or programs</b>	<b>Maximum number of shares that may yet be purchased under the plans or programs</b>
June 1, 2008 - June 30, 2008	2,000,000	£6.14	N/A	N/A
June 1, 2009 - June 30, 2009	2,200,000	£6.14	N/A	N/A

Purchases of shares were made to satisfy obligations under Pearson employee share award programs. All purchases were made in open-market transactions. None of the foregoing share purchases was made as part of a publicly announced plan or program.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING AUDITOR**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE**

Pearson is listed on the New York Stock Exchange ( NYSE ). As a listed non-US issuer, we are required to comply with some of the NYSE's corporate governance rules, and otherwise must disclose on our website any significant ways in which our corporate governance practices differ from those followed by US companies under the NYSE listing standards. At this time, the Company believes that it is in compliance in all material respects with all the NYSE rules except that the Nomination Committee is not composed entirely of independent directors, and that it is the full board, not the Nomination Committee, that develops and recommends corporate governance principles.

**PART III****ITEM 17. FINANCIAL STATEMENTS**

Not applicable.

**ITEM 18. FINANCIAL STATEMENTS**

The financial statements filed as part of this Annual Report are included on pages F-1 through F-70 hereof.

**ITEM 19. EXHIBITS**

- 1.1 Memorandum and Articles of Association of Pearson plc.
- 2.1 Indenture dated June 23, 2003 between Pearson plc and The Bank of New York, as trustee \*

- 2.2 Indenture dated May 25, 2004 among Pearson Dollar Finance plc, as Issuer, Pearson plc, Guarantor, and the Bank of New York, as trustee, Paying Agent and Calculation Agent. #
- 2.3 Indenture dated June 21, 2001 between Pearson plc and The Bank of New York, as trustee.
- 2.4 Indenture dated March 26, 2009 among Pearson Funding One plc, as the Issuer, Pearson plc, Guarantor, and The Law Debenture Trust Corporation P.L.C., as trustee.
- 2.5 Indenture dated May 6, 2008 among Pearson Dollar Finance Two plc, as the Issuer, Pearson plc, Guarantor, and The Bank of New York, as trustee, Paying Agent and Calculation Agent.
- 2.6 Indenture dated October 27, 1999 between Pearson plc, as the Issuer and The Law Debenture Trust Corporation P.L.C., as trustee.
- 8.1 List of Significant Subsidiaries.
- 12.1 Certification of Chief Executive Officer.



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- 12.2 Certification of Chief Financial Officer.
- 13.1 Certification of Chief Executive Officer.
- 13.2 Certification of Chief Financial Officer.
- 15 Consent of PricewaterhouseCoopers LLP.

\* Incorporated by reference from the Form 20-F of Pearson plc for the year ended December 31, 2003 and filed May 7, 2004.

# Incorporated by reference from the Form 20-F of Pearson plc for the year ended December 31, 2004 and filed June 27, 2005.

Incorporated by reference from the Form 20-F of Pearson plc for the year ended December 31, 2001 and filed June 10, 2002.

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**Report of Independent Registered Public Accounting Firm**

**To the Board of Directors and Shareholders of Pearson plc**

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, equity and cash flows present fairly, in all material respects, the financial position of Pearson plc and its subsidiaries (the Group) at December 31, 2009 and December 31, 2008 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

The Group's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control Over Financial Reporting appearing under Item 15 of this Form 20-F. Our responsibility is to express opinions on these financial statements and on the Group's internal control over financial reporting based on our integrated audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**PricewaterhouseCoopers LLP**

**London**  
**United Kingdom**  
**March 31, 2010**

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**Consolidated Income Statement**  
**Year ended 31 December 2009**  
All figures in £ millions

	Notes	2009	2008	2007
<b>Continuing operations</b>				
Sales	2	<b>5,624</b>	4,811	4,162
Cost of goods sold	4	<b>(2,539)</b>	(2,174)	(1,910)
<b>Gross profit</b>		<b>3,085</b>	2,637	2,252
Operating expenses	4	<b>(2,360)</b>	(1,986)	(1,701)
Share of results of joint ventures and associates	12	<b>30</b>	25	23
<b>Operating profit</b>	2	<b>755</b>	676	574
Finance costs	6	<b>(122)</b>	(136)	(150)
Finance income	6	<b>27</b>	45	44
<b>Profit before tax</b>		<b>660</b>	585	468
Income tax	7	<b>(198)</b>	(172)	(131)
<b>Profit for the year from continuing operations</b>		<b>462</b>	413	337
Loss for the year from discontinued operations	3		(90)	(27)
<b>Profit for the year</b>		<b>462</b>	323	310
<b>Attributable to:</b>				
Equity holders of the company		<b>425</b>	292	284
Minority interest		<b>37</b>	31	26
<b>Earnings per share for profit from continuing and discontinued operations attributable to the equity holders of the company during the year</b> (expressed in pence per share)				
basic	8	<b>53.2p</b>	36.6p	35.6p
diluted	8	<b>53.1p</b>	36.6p	35.6p
<b>Earnings per share for profit from continuing operations attributable to the equity holders of the company during the year</b> (expressed in pence per share)				
basic	8	<b>53.2p</b>	47.9p	39.0p
diluted	8	<b>53.1p</b>	47.9p	39.0p

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**Consolidated Statement of Comprehensive Income**  
**Year ended 31 December 2009**  
**All figures in £ millions**

	Notes	2009	2008	2007
Profit for the year		462	323	310
Net exchange differences on translation of foreign operations		(388)	1,125	24
Currency translation adjustment disposed subsidiaries			49	53
Currency translation adjustment disposed joint venture			1	
Actuarial (losses)/gains on retirement benefit obligations Group	25	(299)	(71)	80
Actuarial losses on retirement benefit obligations associate	12	(3)	(3)	
Net increase in fair values of proportionate holding arising on stepped acquisition		18		
Taxation on items recognised in other comprehensive income	7	91	9	22
<b>Other comprehensive (expense)/income for the year</b>		<b>(581)</b>	1,110	179
<b>Total comprehensive (expense)/income for the year</b>		<b>(119)</b>	1,433	489
<b>Attributable to:</b>				
Equity holders of the company		(127)	1,327	464
Minority interest		8	106	25

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**Consolidated Statement of Changes in Equity**  
**Year ended 31 December 2009**  
**All figures in £ millions**

	<b>Equity attributable to the equity holders of the company</b>							
	<b>Share capital</b>	<b>Share premium</b>	<b>Treasury shares</b>	<b>Translation reserve</b>	<b>Retained earnings</b>	<b>Total</b>	<b>Minority interest</b>	<b>Total equity</b>
At 1 January 2009	202	2,505	(222)	586	1,679	4,750	274	5,024
Total comprehensive (expense)/income				(359)	232	(127)	8	(119)
Equity-settled transactions					37	37		37
Taxation on equity-settled transactions					6	6		6
Issue of ordinary shares under share option schemes	1	7				8		8
Purchase of treasury shares			(33)			(33)		(33)
Release of treasury shares			29		(29)			
Put option over minority interest					(23)	(23)		(23)
Changes in minority shareholding							24	24
Dividends					(273)	(273)	(15)	(288)
At 31 December 2009	203	2,512	(226)	227	1,629	4,345	291	4,636
At 1 January 2008	202	2,499	(216)	(514)	1,724	3,695	179	3,874
Total comprehensive income				1,100	227	1,327	106	1,433
Equity-settled transactions					33	33		33
Taxation on equity-settled transactions					(7)	(7)		(7)
Issue of ordinary shares under share option schemes		6				6		6
Purchase of treasury shares			(47)			(47)		(47)
Release of treasury shares			41		(41)			
Changes in minority shareholding							6	6
Dividends					(257)	(257)	(17)	(274)
At 31 December 2008	202	2,505	(222)	586	1,679	4,750	274	5,024
At 1 January, 2007	202	2,487	(189)	(592)	1,568	3,476	168	3,644
Total comprehensive income				78	386	464	25	489
Equity-settled transactions					30	30		30
					7	7		7

Taxation on equity-settled transactions								
Issue of ordinary shares under share option schemes		12				12		12
Purchase of treasury shares			(56)			(56)		(56)
Release of treasury shares			29		(29)			
Changes in minority shareholding							8	8
Dividends					(238)	(238)	(22)	(260)
At 31 December 2007	202	2,499	(216)	(514)	1,724	3,695	179	3,874

The translation reserve includes exchange differences arising from the translation of the net investment in foreign operations and of borrowings and other currency instruments designated as hedges of such investments.



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**Consolidated Balance Sheet**  
**As at 31 December 2009**  
**All figures in £ millions**

	Notes	2009	2008
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	10	388	423
Intangible assets	11	5,129	5,353
Investments in joint ventures and associates	12	30	23
Deferred income tax assets	13	387	372
Financial assets – Derivative financial instruments	16	112	181
Retirement benefit assets	25		49
Other financial assets	15	62	63
Other receivables	22	112	152
		<b>6,220</b>	<b>6,616</b>
<b>Current assets</b>			
Intangible assets – Pre-publication	20	650	695
Inventories	21	445	501
Trade and other receivables	22	1,284	1,342
Financial assets – Derivative financial instruments	16		3
Financial assets – Marketable securities	14	63	54
Cash and cash equivalents (excluding overdrafts)	17	750	685
		<b>3,192</b>	<b>3,280</b>
<b>Total assets</b>		<b>9,412</b>	<b>9,896</b>

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**Consolidated Balance Sheet (Continued)**  
**As at 31 December 2009**  
**All figures in £ millions**

	Notes	2009	2008
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities – Borrowings	18	(1,934)	(2,019)
Financial liabilities – Derivative financial instruments	16	(2)	(15)
Deferred income tax liabilities	13	(473)	(447)
Retirement benefit obligations	25	(339)	(167)
Provisions for other liabilities and charges	23	(50)	(33)
Other liabilities	24	(253)	(221)
		<b>(3,051)</b>	<b>(2,902)</b>
<b>Current liabilities</b>			
Trade and other liabilities	24	(1,467)	(1,429)
Financial liabilities – Borrowings	18	(74)	(344)
Financial liabilities – Derivative financial instruments	16	(7)	(5)
Current income tax liabilities		(159)	(136)
Provisions for other liabilities and charges	23	(18)	(56)
		<b>(1,725)</b>	<b>(1,970)</b>
<b>Total liabilities</b>		<b>(4,776)</b>	<b>(4,872)</b>
<b>Net assets</b>		<b>4,636</b>	<b>5,024</b>
<b>Equity</b>			
Share capital	27	203	202
Share premium	27	2,512	2,505
Treasury shares	28	(226)	(222)
Translation reserve		227	586
Retained earnings		1,629	1,679
<b>Total equity attributable to equity holders of the company</b>		<b>4,345</b>	<b>4,750</b>
Minority interest		291	274
<b>Total equity</b>		<b>4,636</b>	<b>5,024</b>

These financial statements have been approved for issue by the board of directors on 10 March 2010 and signed on its behalf by

Robin Freestone *Chief financial officer*



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**Consolidated Cash Flow Statement**  
**Year ended 31 December 2009**  
**All figures in £ millions**

	Notes	2009	2008	2007
<b>Cash flows from operating activities</b>				
Net cash generated from operations	31	<b>1,012</b>	894	659
Interest paid		<b>(90)</b>	(87)	(109)
Tax paid		<b>(103)</b>	(89)	(87)
<b>Net cash generated from operating activities</b>		<b>819</b>	718	463
<b>Cash flows from investing activities</b>				
Acquisition of subsidiaries, net of cash acquired	29	<b>(208)</b>	(395)	(472)
Acquisition of joint ventures and associates		<b>(14)</b>	(5)	(4)
Purchase of investments		<b>(10)</b>	(1)	
Purchase of property, plant and equipment (PPE)		<b>(62)</b>	(75)	(86)
Proceeds from sale of investments			5	
Proceeds from sale of PPE	31	<b>1</b>	2	14
Purchase of intangible assets		<b>(58)</b>	(45)	(33)
Disposal of subsidiaries, net of cash disposed	30	<b>14</b>	111	469
Interest received		<b>3</b>	11	19
Dividends received from joint ventures and associates		<b>22</b>	23	32
<b>Net cash used in investing activities</b>		<b>(312)</b>	(369)	(61)
<b>Cash flows from financing activities</b>				
Proceeds from issue of ordinary shares	27	<b>8</b>	6	12
Purchase of treasury shares		<b>(33)</b>	(47)	(72)
Proceeds from borrowings		<b>296</b>	455	272
Liquid resources acquired		<b>(13)</b>		(15)
Repayment of borrowings		<b>(343)</b>	(275)	(391)
Finance lease principal payments		<b>(2)</b>	(3)	(2)
Dividends paid to company's shareholders	9	<b>(273)</b>	(257)	(238)
Dividends paid to minority interest		<b>(20)</b>	(28)	(10)
<b>Net cash used in financing activities</b>		<b>(380)</b>	(149)	(444)
Effects of exchange rate changes on cash and cash equivalents		<b>(36)</b>	(103)	3
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>91</b>	97	(39)
Cash and cash equivalents at beginning of year		<b>589</b>	492	531
<b>Cash and cash equivalents at end of year</b>	17	<b>680</b>	589	492



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**Notes to the Consolidated Financial Statements**

**General information**

Pearson plc (the company) and its subsidiaries (together the Group) are international media businesses covering education, business information and consumer publishing.

The company is a limited liability company incorporated and domiciled in England. The address of its registered office is 80 Strand, London WC2R 0RL.

The company has its primary listing on the London Stock Exchange but is also listed on the New York Stock Exchange.

These consolidated financial statements were approved for issue by the board of directors on 10 March 2010.

**1. Accounting policies**

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

**a. Basis of preparation**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretations Committee (IFRIC) interpretations as adopted by the European Union (EU) and with those parts of the Companies Act 1985 and/or the Companies Act 2006 (as applicable) applicable to companies reporting under IFRS. These consolidated financial statements are also prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB). In respect of the accounting standards applicable to the Group there is no difference between EU-adopted and IASB-adopted IFRS. The Group transitioned from UK GAAP to IFRS on 1 January 2003.

These consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of financial assets and liabilities (including derivative financial instruments) to fair value.

***(1) Interpretations and amendments to published standards effective in 2009***

IAS 1 (Revised) Presentation of Financial Statements, effective for annual reporting periods beginning on or after 1 January 2009. The amendments require a number of presentational changes including the requirement to present a statement of changes in equity as a primary statement and the introduction of the statement of comprehensive income, which presents all items of recognised income and expense, either in one statement or in two linked statements. Management have elected to present two statements.

Amendments to IAS 23 Borrowing Costs, effective for annual reporting periods beginning on or after 1 January 2009. The amendment requires capitalisation of borrowing costs that relate to qualifying assets (ones that take a substantial amount of time to get ready for use or sale, with the exception of assets measured at fair value or inventories manufactured in large quantities or on a repetitive basis). Management have assessed that this amendment has no impact on the Group's financial statements as there are currently no material qualifying assets.

Amendments to IFRS 7 Financial Instruments: Disclosures , effective for annual reporting periods beginning on or after 1 January 2009. The amendments require additional disclosures about fair value measurement and liquidity risk. For financial instruments measured at fair value in the balance sheet disclosure is required, based on observability of inputs, into a three level fair value hierarchy. In addition, a reconciliation between the opening and closing balance for level 3 fair value measurements must be presented, along with significant transfers between the levels of the hierarchy. The amendments also clarify the scope of liquidity risk disclosures. Fair value measurement and liquidity risk disclosures are detailed in note 19.

Amendments to IFRS 2 Share-based Payment , effective for annual reporting periods beginning on or after 1 January 2009. The amendment clarifies that only service and performance conditions are vesting conditions and that all cancellations, whether Group or counterparty, should be accounted for the same way. Management have determined that this does not have any impact on the financial statements for the Group.

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**Notes to the Consolidated Financial Statements (Continued)**

Amendments to IAS 32 Financial Instruments: Presentation and IAS 1 Presentation of Financial Statements Puttable Financial Instruments and Obligations Arising on Liquidation, effective for annual reporting periods beginning on or after 1 January 2009. The amendments require puttable financial instruments or investments that impose on the entity an obligation to another party in respect of a share of net assets only on liquidation to be classified as equity. Management have determined that this has no impact on the financial statements of the Group.

Amendments to IFRIC 9 Reassessment of Embedded Derivatives and IAS 39 Financial Instruments: Recognition and Measurement, effective for annual reporting periods ending on or after 30 June 2009. The amendments clarify the position on embedded derivatives following the earlier amendments to IAS 39 regarding reclassification. The amendment to IFRIC 9 requires an entity to assess whether an embedded derivative must be separated from a host contract when the entity reclassifies a hybrid financial asset out of the fair value through profit or loss category. IAS 39 now states that if an embedded derivative cannot be reliably measured, the entire hybrid instrument must remain classified as at fair value through profit and loss. Management have determined this has no impact on the financial statements of the Group.

Improvements to Financial Reporting Standards 2008, mostly effective for annual reporting periods beginning on or after 1 January 2009. This is the first standard published under the IASB's annual improvements process which is designed to deal with non-urgent minor amendments to standards. Of the 35 amendments issued, the adoption of the following amendment resulted in a change to accounting policy but did not have any significant impact on the Group's financial position or performance.

Amendments to IAS 38 Intangible Assets require expenditure on advertising and promotional activities to be recognised as an expense when the Group either has the right to access the goods or has received the service, rather than when the Group uses the goods or service.

Other amendments did not have any impact on the accounting policies or financial statements of the Group.

In the 2008 accounts the Group early adopted IFRS 8 Operating Segments, effective for annual reporting periods beginning on or after 1 January 2009.

The standard requires a management approach to reporting segmental information and six reporting segments have been identified under IFRS 8 as detailed in note 2.

IFRIC 13 Customer Loyalty Programmes, effective for annual reporting periods beginning on or after 1 July 2008. IFRIC 13 explains how entities that grant loyalty award credit to customers should account for their obligations to provide free or discounted goods or services to customers who redeem award credits. As no Group entities operate a customer loyalty programme management have assessed that IFRIC 13 is not relevant to the Group.

IFRIC 15 Agreements for the Construction of Real Estate, effective for annual reporting periods beginning on or after 1 January 2009. IFRIC 15 addresses the accounting by entities that undertake the construction of real estate with guidance on determining whether an agreement for the construction of real estate falls within the scope of IAS 11 Construction Contracts or IAS 18 Revenue. As no Group entities undertake the construction of real estate management have assessed that IFRIC 15 is not relevant to the Group.

IFRIC 16 Hedges of a Net Investment in Foreign Operations, effective for annual reporting periods beginning on or after 1 October 2008. IFRIC 16 provides guidance on net investment hedging including which foreign currency risks



within the Group qualify for hedging and where the hedging investments can be held within the Group. Management have assessed that this has no impact on the Group's financial statements.

*(2) Standards, interpretations and amendments to published standards that are not yet effective*

The Group has not early adopted the following new pronouncements that are not yet effective:

IFRS 3 (Revised) Business Combinations and amendments to IAS 27 Consolidated and Separate Financial Statements, effective for annual reporting periods beginning on or after 1 July 2009. The

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**Notes to the Consolidated Financial Statements (Continued)**

amendments affect the accounting for business combinations, including the requirement to re-measure the fair value of previously held interests in step acquisitions with any gain or loss arising being recognised in the income statement, the requirement to expense acquisition costs and the requirement to recognise adjustments to contingent consideration in the income statement.

Amendments to IAS 39 Financial Instruments: Recognition and Measurement , effective for annual reporting periods beginning on or after 1 July 2009. These amendments clarify that inflation may only be hedged where changes in inflation are a specified portion of cash flows of a financial instrument, and also clarify hedging with options.

Amendments to IAS 24 Related Parties , effective for annual reporting periods beginning on or after 1 January 2011. The amendments simplify disclosure for government related entities and clarify the definition of a related party.

Amendments to IFRS 2 Share-based Payment : Group cash-settled share-based payment transactions, effective for annual reporting periods beginning on or after 1 January 2010. This amendment clarifies the scope and accounting for group cash-settled share-based payment transactions.

Amendments to IAS 32 Financial Instruments: Presentation Classification of Rights, effective for annual reporting periods beginning on or after 1 February 2010. The amendment clarifies that rights, options or warrants issued to acquire a fixed number of an entity's own non-derivative equity instruments for a fixed amount in any currency are classified as equity instruments provided the offer is made pro-rata to all existing owners of the same class of the entity's own non-derivative equity instruments.

IFRS 9 Financial Instruments , effective for annual reporting periods beginning on or after 1 January 2013. The new standard details the requirements for the classification and measurement of financial assets.

Improvements to IFRSs 2009 effective dates vary upon the amendment. This is the second set of amendments published under the IASB's annual improvements process and incorporates minor amendments to 12 standards and interpretations.

IFRIC 18 Transfers of Assets from Customers effective for transfers of assets from customers received on or after 1 July 2009. IFRIC 18 states that when an item of property, plant and equipment is received from a customer and it meets the definition of an asset from the perspective of the recipient, the recipient should recognise the asset at its fair value at the date of transfer and recognise the credit in accordance with IAS 18 Revenue .

IFRIC 19 Extinguishing Financial Liabilities with Equity Instruments , effective for annual reporting periods beginning on or after 1 July 2010. IFRIC 19 clarifies accounting by entities issuing equity instruments to extinguish all or part of a financial liability.

Amendments to IFRIC 14 Prepayments of a Minimum Funding Requirement, effective for annual reporting periods beginning on or after 1 January 2011. This amendment remedies a consequence of IFRIC 14 where, in certain circumstances, an entity was not permitted to recognise prepayments of a minimum funding requirement as an asset.

Management are currently assessing the impact of these new standards, interpretations and amendments on the Group's financial statements.

In addition, management has assessed the relevance of the following interpretation with respect to the Group's operations:

IFRIC 17 Distributions of Non-cash Assets to Owners, effective for annual reporting periods beginning on or after 1 July 2009. IFRIC 17 provides guidance on the appropriate accounting treatment when an entity distributes assets other than cash as dividends, including recognition upon authorisation and measurement at fair value of assets distributed, with any difference between fair value and carrying value of these assets being recognised in the income statement when an entity settles the dividend payable. This does not apply to

**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

distributions of non-cash assets under common control. This interpretation will have no impact on the Group's financial statements as the Group does not currently distribute non-cash assets.

**(3) Critical accounting assumptions and judgements** The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting assumptions. It also requires management to exercise

its judgement in the process of applying the Group's accounting policies. The areas requiring a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the consolidated financial statements, are discussed in the relevant accounting policies under the following headings:

Intangible assets:	Goodwill
Intangible assets:	Pre-publication assets
Royalty advances	
Taxation	
Employee benefits:	Pension obligations
Revenue recognition	

**b. Consolidation**

**(1) Business combinations** The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Where the settlement of consideration payable is deferred, or contingent on future events, the fair value of the deferred component is determined by discounting the amount payable or probable to be paid to its present value using an appropriate discount rate.

Identifiable assets and contingent assets acquired and identifiable liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. For material acquisitions, the fair value of the acquired intangible assets is determined by an external, independent valuer. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. See note 1e(1) for the accounting policy on goodwill.

**(2) Subsidiaries** Subsidiaries are entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are de-consolidated from the date that control ceases.

**(3) Transactions with minority interests** Transactions with minority interests are treated as transactions with shareholders. Any surplus or deficit arising from disposals to a minority interest is recorded in equity. For purchases from a minority interest, the difference between consideration paid and the relevant share acquired of the carrying value of the subsidiary is recorded in equity.

**(4) Joint ventures and associates** Joint ventures are entities in which the Group holds an interest on a long-term basis and which are jointly controlled, with one or more other venturers, under a contractual arrangement. Associates are entities over which the Group has significant influence but not the power to control the financial and operating policies, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in joint ventures and associates are accounted for by the equity method and are initially recognised at cost.

The Group's share of its joint ventures' and associates' post-acquisition profits or losses is recognised in the income statement and its share of post-acquisition movements in reserves is recognised in reserves. The Group's share of its joint ventures' and associates' results is recognised as a component of operating profit as these

**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

operations form part of the core publishing business of the Group and are an integral part of existing wholly-owned businesses. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture or associate equals or exceeds its interest in the joint venture or associate, the Group does not recognise further losses, unless the Group has incurred obligations or made payments on behalf of the joint venture or associate.

**c. Foreign currency translation**

**(1) Functional and presentation currency** Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in sterling, which is the company's functional and presentation currency.

**(2) Transactions and balances** Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying net investment hedges.

**(3) Group companies** The results and financial position of all Group companies that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- i) assets and liabilities are translated at the closing rate at the date of the balance sheet;
- ii) income and expenses are translated at average exchange rates;
- iii) all resulting exchange differences are recognised as a separate component of equity.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. The Group treats specific inter-company loan balances, which are not intended to be repaid in the foreseeable future, as part of its net investment. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

At the date of transition to IFRS the cumulative translation differences in respect of foreign operations have been deemed to be zero.

Any gains and losses on disposals of foreign operations will exclude translation differences that arose prior to the transition date.

The principal overseas currency for the Group is the US dollar. The average rate for the year against sterling was \$1.57 (2008: \$1.85) and the year end rate was \$1.61 (2008: \$1.44).

**d. Property, plant and equipment**

Property, plant and equipment are stated at historical cost less depreciation. Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost less their residual values over their estimated useful lives as follows:

Buildings (freehold): 20-50 years

Buildings (leasehold): over the period of the lease

Plant and equipment: 3-10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

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**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

The carrying value of an asset is written down to its recoverable amount if the carrying value of the asset is greater than its estimated recoverable amount.

**e. Intangible assets**

**(1) Goodwill** Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary, associate or joint venture at the date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisitions of associates and joint ventures is included in investments in associates and joint ventures.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. An impairment loss is recognised to the extent that the carrying value of goodwill exceeds the recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. These calculations require the use of estimates and significant management judgement. A description of the key assumptions and sensitivities is included in note 11. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units that are expected to benefit from the business combination in which the goodwill arose.

Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. IFRS 3 Business Combinations has not been applied retrospectively to business combinations before the date of transition to IFRS. Subject to the transition adjustments to IFRS required by IFRS 1, the accounting for business combinations before the date of transition has been grandfathered.

**(2) Acquired software** Software separately acquired for internal use is capitalised at cost. Software acquired in material business combinations is capitalised at its fair value as determined by an independent valuer. Acquired software is amortised on a straight-line basis over its estimated useful life of between three and eight years.

**(3) Internally developed software** Internal and external costs incurred during the preliminary stage of developing computer software for internal use are expensed as incurred. Internal and external costs incurred to develop computer software for internal use during the application development stage are capitalised if the Group expects economic benefits from the development. Capitalisation in the application development stage begins once the Group can reliably measure the expenditure attributable to the software development and has demonstrated its intention to complete and use the software. Internally developed software is amortised on a straight-line basis over its estimated useful life of between three and eight years.

**(4) Acquired intangible assets** Acquired intangible assets include customer lists and relationships, trademarks and brands, publishing rights, content and technology. These assets are capitalised on acquisition at cost and included in intangible assets. Intangible assets acquired in material business combinations are capitalised at their fair value as determined by an independent valuer. Intangible assets are amortised over their estimated useful lives of between two and 20 years, using a depreciation method that reflects the pattern of their consumption.

**(5) Pre-publication assets** Pre-publication assets represent direct costs incurred in the development of educational programmes and titles prior to their publication. These costs are recognised as current intangible assets where the title will generate probable future economic benefits and costs can be measured reliably. Pre-publication assets are amortised upon publication of the title over estimated economic lives of five years or less, being an estimate of the expected operating life cycle of the title, with a higher proportion of the amortisation taken in the earlier years.



The investment in pre-publication assets has been disclosed as part of cash generated from operations in the cash flow statement (see note 31).

The assessment of the recoverability of pre-publication assets and the determination of the amortisation profile involve a significant degree of judgement based on historical trends and management estimation of future potential

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**Notes to the Consolidated Financial Statements (Continued)**

sales. An incorrect amortisation profile could result in excess amounts being carried forward as intangible assets that would otherwise have been written off to the income statement in an earlier period.

Reviews are performed regularly to estimate recoverability of pre-publication assets. The carrying amount of pre-publication assets is set out in note 20.

**f. Other financial assets**

Other financial assets, designated as available for sale investments, are non-derivative financial assets measured at estimated fair value. Changes in the fair value are recorded in equity in the fair value reserve. On the subsequent disposal of the asset, the net fair value gains or losses are taken to the income statement.

**g. Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first in first out (FIFO) method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. Provisions are made for slow moving and obsolete stock.

**h. Royalty advances**

Advances of royalties to authors are included within trade and other receivables when the advance is paid less any provision required to adjust the advance to its net realisable value. The realisable value of royalty advances relies on a degree of management judgement in determining the profitability of individual author contracts. If the estimated realisable value of author contracts is overstated, this will have an adverse effect on operating profits as these excess amounts will be written off.

The recoverability of royalty advances is based upon an annual detailed management review of the age of the advance, the future sales projections for new authors and prior sales history of repeat authors. The royalty advance is expensed at the contracted or effective royalty rate as the related revenues are earned. Royalty advances which will be consumed within one year are held in current assets. Royalty advances which will be consumed after one year are held in non-current assets.

**i. Newspaper development costs**

Investment in the development of newspaper titles consists of measures to increase the volume and geographical spread of circulation. The measures include additional and enhanced editorial content, extended distribution and remote printing. These costs are expensed as incurred as they do not meet the criteria under IAS 38 Intangible Assets to be capitalised as intangible assets.

**j. Cash and cash equivalents**

Cash and cash equivalents in the cash flow statement include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are included in borrowings in current liabilities in the balance sheet.

Short-term deposits and marketable securities with maturities of greater than three months do not qualify as cash and cash equivalents. Movements on these financial instruments are classified as cash flows from financing activities in the cash flow statement as these amounts are used to offset the borrowings of the Group.

**k. Share capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

Where any Group company purchases the company's equity share capital (treasury shares) the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the company's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable transaction costs and the related income tax effects, is included in equity attributable to the company's equity holders.

**l. Borrowings**

Borrowings are recognised initially at fair value, which is proceeds received net of transaction costs incurred. Borrowings are subsequently stated at amortised cost with any difference between the proceeds (net of transaction costs) and the redemption value being recognised in the income statement over the period of the borrowings using the effective interest method. Accrued interest is included as part of borrowings. Where a debt instrument is in a fair value hedging relationship, an adjustment is made to its carrying value in the income statement to reflect the hedged risk. Interest on borrowings is expensed in the income statement as incurred.

**m. Derivative financial instruments**

Derivatives are recognised at fair value and re-measured at each balance sheet date. The fair value of derivatives is determined by using market data and the use of established estimation techniques such as discounted cash flow and option valuation models. The Group designates certain of the derivative instruments within its portfolio to be hedges of the fair value of its bonds (fair value hedges) or hedges of net investments in foreign operations (net investment hedges).

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

The effective portion of changes in the fair value of derivatives that are designated and qualify as net investment hedges are recognised in other comprehensive income. Gains and losses accumulated in equity are included in the income statement when the corresponding foreign operation is disposed of. Gains or losses relating to the ineffective portion are recognised immediately in finance income or finance costs in the income statement.

Certain derivatives do not qualify or are not designated as hedging instruments. Such derivatives are classified at fair value and any movement in their fair value is recognised immediately in finance income or finance costs in the income statement.

**n. Taxation**

Current tax is recognised on the amounts expected to be paid or recovered under the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred income tax is provided, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided in respect of the undistributed earnings of subsidiaries other than where it is intended that those undistributed earnings will not be remitted in the foreseeable future.

Current and deferred tax are recognised in the income statement, except when the tax relates to items charged or credited directly to equity or other comprehensive income, in which case the tax is also recognised in equity or other comprehensive income.

**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the estimates in relation to the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, significant judgement is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income together with any future tax planning strategies.

**o. Employee benefits**

**(1) Pension obligations** The retirement benefit asset and obligation recognised in the balance sheet represents the net of the present value of the defined benefit obligation and the fair value of plan assets at the balance sheet date. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting estimated future cash flows using yields on high quality corporate bonds which have terms to maturity approximating the terms of the related liability.

The determination of the pension cost and defined benefit obligation of the Group's defined benefit pension schemes depends on the selection of certain assumptions, which include the discount rate, inflation rate, salary growth, longevity and expected return on scheme assets.

Actuarial gains and losses arising from differences between actual and expected returns on plan assets, experience adjustments on liabilities and changes in actuarial assumptions are recognised immediately in other comprehensive income.

The service cost, representing benefits accruing over the year, is included in the income statement as an operating cost. The unwinding of the discount rate on the scheme liabilities and the expected return on scheme assets are presented as finance costs or finance income.

Obligations for contributions to defined contribution pension plans are recognised as an operating expense in the income statement as incurred.

**(2) Other post-retirement obligations** The expected costs of post-retirement healthcare and life assurance benefits are accrued over the period of employment, using a similar accounting methodology as for defined benefit pension obligations. The liabilities and costs relating to material other post-retirement obligations are assessed annually by independent qualified actuaries.

**(3) Share-based payments** The fair value of options or shares granted under the Group's share and option plans is recognised as an employee expense after taking into account the Group's best estimate of the number of awards expected to vest. Fair value is measured at the date of grant and is spread over the vesting period of the option or share. The fair value of the options granted is measured using an option model that is most appropriate to the award. The fair value of shares awarded is measured using the share price at the date of grant unless another method is more appropriate. Any proceeds received are credited to share capital and share premium when the options are exercised.

The Group has applied IFRS 2 Share-based Payment retrospectively to all options granted but not fully vested at the date of transition to IFRS.

**p. Provisions**

Provisions are recognised if the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are discounted to present value where the effect is material.

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**Notes to the Consolidated Financial Statements (Continued)**

The Group recognises a provision for deferred consideration when the payment of the deferred consideration is probable.

The Group recognises a provision for onerous lease contracts when the expected benefits to be derived from a contract are less than the unavoidable costs of meeting the obligations under the contract.

The provision is based on the present value of future payments for surplus leased properties under non-cancellable operating leases, net of estimated sub-leasing income.

**q. Revenue recognition**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services net of value-added tax and other sales taxes, rebates and discounts, and after eliminating sales within the Group.

Revenue from the sale of books is recognised when title passes. A provision for anticipated returns is made based primarily on historical return rates. If these estimates do not reflect actual returns in future periods then revenues could be understated or overstated for a particular period.

Circulation and advertising revenue is recognised when the newspaper or other publication is published. Subscription revenue is recognised on a straight-line basis over the life of the subscription.

Where a contractual arrangement consists of two or more separate elements that can be provided to customers either on a stand-alone basis or as an optional extra, such as the provision of supplementary materials with textbooks, revenue is recognised for each element as if it were an individual contractual arrangement.

Revenue from multi-year contractual arrangements, such as contracts to process qualifying tests for individual professions and government departments, is recognised as performance occurs. The assumptions, risks, and uncertainties inherent in long-term contract accounting can affect the amounts and timing of revenue and related expenses reported. Certain of these arrangements, either as a result of a single service spanning more than one reporting period or where the contract requires the provision of a number of services that together constitute a single project, are treated as long-term contracts with revenue recognised on a percentage of completion basis. Losses on contracts are recognised in the period in which the loss first becomes foreseeable. Contract losses are determined to be the amount by which estimated total costs of the contract exceed the estimated total revenues that will be generated by the contract.

On certain contracts, where the Group acts as agent, only commissions and fees receivable for services rendered are recognised as revenue. Any third-party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

Income from recharges of freight and other activities which are incidental to the normal revenue generating activities is included in other income.

**r. Leases**

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the commencement of the lease at the lower of the fair



value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in financial liabilities – borrowings. The interest element of the finance cost is charged to the income statement over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset or the lease term.

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**Notes to the Consolidated Financial Statements (Continued)**

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases by the lessee. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

**s. Dividends**

Dividends are recorded in the Group's financial statements in the period in which they are approved by the company's shareholders. Interim dividends are recorded in the period in which they are approved and paid.

**t. Non-current assets and liabilities held for sale**

Assets and liabilities are classified as held for sale and stated at the lower of carrying amount and fair value less costs to sell if it is intended to recover their carrying amount principally through a sale transaction rather than through continuing use. No depreciation is charged in respect of non-current assets classified as held for sale. Amounts relating to non-current assets and liabilities held for sale are classified as discontinued operations in the income statement where appropriate.

**u. Trade receivables**

Trade receivables are stated at fair value after provision for bad and doubtful debts and anticipated future sales returns (see also note 1q).

**2. Segment information**

The Group is organised into six business segments:

**North American Education** Educational publishing, assessment and testing for the school and higher education market within the USA and Canada;

**International Education** Educational publishing, assessment and testing for the school and higher education market outside of North America;

**Professional** Business and technology publishing and testing and certification for professional bodies;

**FT Publishing** Publisher of the *Financial Times*, business magazines and specialist information;

**Interactive Data** Provider of financial and business information to financial institutions and retail investors;

**Penguin** Publisher with brand imprints such as Penguin, Putnam, Berkley, Viking and Dorling Kindersley.

**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

For more detail on the services and products included in each business segment refer to Item 4 of this Form 20-F.

Notes	2009							Penguin Corporate Group
	North America Education	International Education	Professional Publishing	FT Publishing	Interactive Data			
<b>Continuing operations</b>								
Sales (external)	2,470	1,035	275	358	484	1,002		5,624
Sales (inter-segment)			7			24		31
Adjusted operating profit	403	141	43	39	148	84		858
Amortisation of acquired intangibles	(49)	(32)	(1)	(8)	(12)	(1)		(103)
<b>Operating profit</b>	<b>354</b>	<b>109</b>	<b>42</b>	<b>31</b>	<b>136</b>	<b>83</b>		<b>755</b>
Finance costs	6							(122)
Finance income	6							27
<b>Profit before tax</b>								<b>660</b>
Income tax	7							(198)
<b>Profit for the year from continuing operations</b>								<b>462</b>
Segment assets	4,382	1,635	377	420	471	1,173	924	9,382
Joint ventures	12	13	1	1		3		18
Associates	12	5		7				12
<b>Total assets</b>	<b>4,395</b>	<b>1,640</b>	<b>378</b>	<b>428</b>	<b>471</b>	<b>1,176</b>	<b>924</b>	<b>9,412</b>
<b>Other segment items</b>								
Share of results of joint ventures and associates	12	(2)	6	1	25			30
Capital expenditure	10, 11, 20	258	80	20	15	29	46	448
Depreciation	10	24	16	10	5	21	9	85
Amortisation	11, 20	274	89	13	20	16	42	454



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Notes	2008							Penguin Corporate Group
	North America Education	International Education	Professional Publishing	FT Publishing	Interactive Data			
<b>Continuing operations</b>								
Sales (external)	2,002	866	244	390	406	903		4,811
Sales (inter-segment)			4			22		26
Adjusted operating profit	303	135	36	74	121	93		762
Amortisation of acquired intangibles	(45)	(22)	(1)	(7)	(9)	(2)		(86)
<b>Operating profit</b>	<b>258</b>	<b>113</b>	<b>35</b>	<b>67</b>	<b>112</b>	<b>91</b>		<b>676</b>
Finance costs	6							(136)
Finance income	6							45
<b>Profit before tax</b>								<b>585</b>
Income tax	7							(172)
<b>Profit for the year from continuing operations</b>								<b>413</b>
Segment assets	4,952	1,358	423	482	524	1,211	923	9,873
Joint ventures	12	8		2		3		13
Associates	12	4		6				10
<b>Total assets</b>	<b>4,952</b>	<b>1,370</b>	<b>423</b>	<b>490</b>	<b>524</b>	<b>1,214</b>	<b>923</b>	<b>9,896</b>
<b>Other segment items</b>								
Share of results of joint ventures and associates	12	5		19		1		25
Capital expenditure	10, 11, 20	224	82	22	17	25	51	421
Depreciation	10	25	12	8	13	13	9	80
Amortisation	11, 20	219	69	12	12	12	36	360

**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

	2007							Group
	North America	International Education	Professional Publishing	FT Interactive Data	Penguin	Corporate		
<b>Continuing operations</b>								
Sales (external)	1,667	735	226	344	344	846		4,162
Sales (inter-segment)	1					19		20
Adjusted operating profit	273	92	27	56	97	74		619
Amortisation of acquired intangibles	(20)	(10)	(1)	(6)	(7)	(1)		(45)
<b>Operating profit</b>	<b>253</b>	<b>82</b>	<b>26</b>	<b>50</b>	<b>90</b>	<b>73</b>		<b>574</b>
Finance costs	6							(150)
Finance income	6							44
<b>Profit before tax</b>								<b>468</b>
Income tax	7							(131)
<b>Profit for the year from continuing operations</b>								<b>337</b>
Segment assets	3,536	1,013	291	397	330	937	651	7,155
Joint ventures		5		4		2		11
Associates	1	3		5				9
Assets continuing operations	3,537	1,021	291	406	330	939	651	7,175
Assets discontinued operations			117					117
<b>Total assets</b>	<b>3,537</b>	<b>1,021</b>	<b>408</b>	<b>406</b>	<b>330</b>	<b>939</b>	<b>651</b>	<b>7,292</b>
<b>Other segment items</b>								
Share of results of joint ventures and associates		6	1	16				23
Capital expenditure	136	109	20	28	19	44		356
Depreciation	26	7	9	9	10	7		68
Amortisation	159	45	11	9	8	30		262

In 2009, sales from the provision of goods were £3,947m (2008: £3,411m; 2007: £3,053m) and sales from the provision of services were £1,677m (2008: £1,400m; 2007: £1,109m). Sales from the Group's educational publishing, consumer publishing and newspaper business are classified as being from the provision of goods and sales from its assessment and testing, market pricing and other service businesses are classified as being from the provision of services.

Corporate costs are allocated to business segments on an appropriate basis depending on the nature of the cost and therefore the segment result is equal to the Group operating profit. Inter-segment pricing is determined on an arm's-length basis. Segment assets consist of property, plant and equipment, intangible assets, inventories, receivables, retirement benefit assets and deferred taxation and exclude cash and cash equivalents and derivative assets. Corporate assets comprise cash and cash equivalents, marketable securities and derivative financial instruments. Capital expenditure comprises additions to property, plant and equipment and intangible assets, including pre-publication but excluding goodwill (see notes 10, 11 and 20).

Property, plant and equipment and intangible assets acquired through business combination were £153m (2008: £253m) (see note 29). Capital expenditure, depreciation and amortisation include amounts relating to discontinued operations. Discontinued operations relate to the Data Management business in 2008 and to the Data Management business, Government Solutions, Datamark and Les Echos in 2007 (see note 3).

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**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

The Group operates in the following main geographic areas:

	2009	Sales 2008	2007	Non-current assets 2009	2008	2007
	All figures in £ millions					
<b>Continuing operations</b>						
UK	748	754	721	941	701	724
Other European countries	474	463	381	242	224	140
USA	3,462	2,861	2,448	3,811	4,624	3,146
Canada	201	167	143	204	209	183
Asia Pacific	519	415	351	340	179	114
Other countries	220	151	118	121	14	11
<b>Total continuing</b>	<b>5,624</b>	4,811	4,162	<b>5,659</b>	5,951	4,318
<b>Discontinued operations</b>						
UK			1			
Other European countries			82			
USA		8	78			117
Canada						
Asia Pacific						
Other countries			6			
<b>Total discontinued</b>		8	167			117
<b>Total</b>	<b>5,624</b>	4,819	4,329	<b>5,659</b>	5,951	4,435

Sales are allocated based on the country in which the customer is located. This does not differ materially from the location where the order is received. Non-current assets are based on the subsidiary's country of domicile. This is not materially different to the location of the assets. Non-current assets comprise property, plant and equipment, intangible assets, investments in joint ventures and associates and other receivables.

**3. Discontinued operations**

Discontinued operations relate to the Group's interest in Government Solutions (sold on 15 February 2007), Datamark (sold on 31 July 2007), Les Echos (sold on 24 December 2007) and the Data Management business (sold on 22 February 2008).

The results of the Data Management business (previously included in the Professional segment) have been included in discontinued operations for 2007 and 2008. In anticipation of the loss on sale, an impairment to held for sale goodwill was charged to the income statement in 2007.



The results of Government Solutions (previously included in the Professional segment) and Les Echos (previously included in the FT Publishing segment) were included in discontinued operations for 2007 and were consolidated up to the date of sale.

Datamark was sold immediately following its acquisition as part of the eCollege transaction and consequently none of the results for this business were consolidated.

**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

An analysis of the results and cash flows of the discontinued operation is as follows:

	<b>2008 Data Management All figures in £ millions</b>
Sales	<b>8</b>
Operating profit	
<b>Profit before tax</b>	
Attributable tax expense	
<b>Profit after tax</b>	
Loss on disposal of discontinued operations before tax	<b>(53)</b>
Attributable tax expense	<b>(37)</b>
<b>Loss for the year from discontinued operations</b>	<b>(90)</b>
Operating cash flows	
Investing cash flows	
Financing cash flows	
<b>Total cash flows</b>	

	<b>2007</b>				
	<b>Data</b>	<b>Les</b>	<b>Government</b>		
	<b>Management</b>	<b>Echos</b>	<b>Datamark</b>	<b>Solutions</b>	<b>Total</b>
	<b>All figures in £ millions</b>				
Sales	56	82		29	167
Operating profit	12	1		2	15
Goodwill impairment	(97)				(97)
<b>(Loss)/profit before tax</b>	<b>(85)</b>	<b>1</b>		<b>2</b>	<b>(82)</b>
Attributable tax expense	(4)			(1)	(5)
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<b>(Loss)/profit after tax</b>	<b>(89)</b>	<b>1</b>		<b>1</b>	<b>(87)</b>
Profit/(loss) on disposal of discontinued operations before tax		165		(19)	146
Attributable tax (expense)/benefit			7	(93)	(86)
<b>(Loss)/profit for the year from discontinued operations</b>	<b>(89)</b>	<b>166</b>	<b>7</b>	<b>(111)</b>	<b>(27)</b>
Operating cash flows	11	4		(8)	7
Investing cash flows	(1)	4			3
Financing cash flows	(10)	(7)		(4)	(21)
<b>Total cash flows</b>		<b>1</b>		<b>(12)</b>	<b>(11)</b>

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**Table of Contents****Notes to the Consolidated Financial Statements (Continued)****4. Operating expenses**

	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>All figures in £ millions</b>		
<b>By function:</b>			
Cost of goods sold	<b>2,539</b>	2,174	1,910
<b>Operating expenses</b>			
Distribution costs	<b>274</b>	235	202
Administrative and other expenses	<b>2,206</b>	1,853	1,600
Other income	<b>(120)</b>	(102)	(101)
<b>Total operating expenses</b>	<b>2,360</b>	1,986	1,701
<b>Total</b>	<b>4,899</b>	4,160	3,611

	<b>Notes</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
		<b>All figures in £ millions</b>		
<b>By nature:</b>				
Utilisation of inventory	21	<b>843</b>	832	732
Depreciation of property, plant and equipment	10	<b>85</b>	80	65
Amortisation of intangible assets Pre-publication	20	<b>307</b>	244	192
Amortisation of intangible assets Other	11	<b>147</b>	116	70
Employee benefit expense	5	<b>1,903</b>	1,553	1,288
Operating lease rentals		<b>171</b>	168	129
Other property costs		<b>87</b>	116	122
Royalties expensed		<b>497</b>	415	365
Advertising, promotion and marketing		<b>297</b>	244	195
Information technology costs		<b>96</b>	76	70
Other costs		<b>586</b>	418	484
Other income		<b>(120)</b>	(102)	(101)
<b>Total</b>		<b>4,899</b>	4,160	3,611

During the year the Group obtained the following services from the Group's auditor:

<b>2009</b>	<b>2008</b>	<b>2007</b>
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**All figures in £  
millions**

Fees payable to the company's auditor for the audit of parent company and consolidated financial statements	<b>4</b>	3	3
The audit of the company's subsidiaries pursuant to legislation	<b>2</b>	2	1
Tax services	<b>2</b>	2	2
Other services	<b>1</b>	1	1
<b>Total</b>	<b>9</b>	8	7

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**Table of Contents****Notes to the Consolidated Financial Statements (Continued)**

Reconciliation between audit and non-audit service fees is shown below:

	2009	2008	2007
	All figures in £ millions		
Group audit fees including fees for attestation under section 404 of the Sarbanes-Oxley Act	6	5	4
Non-audit fees	3	3	3
<b>Total</b>	<b>9</b>	<b>8</b>	<b>7</b>

Fees for attestation under section 404 of the Sarbanes-Oxley Act are allocated between fees payable for the audits of consolidated and subsidiary accounts.

Tax services include services related to tax planning and various other tax advisory matters. Other services include due diligence on acquisitions.

**5. Employee information**

	Notes	2009	2008	2007
		All figures in £ millions		
<b>Employee benefit expense</b>				
Wages and salaries (including termination benefits and restructuring costs)		1,632	1,317	1,087
Social security costs		152	119	100
Share-based payment costs	26	37	33	30
Retirement benefits defined contribution plans	25	62	41	39
Retirement benefits defined benefit plans	25	18	37	31
Other post-retirement benefits	25	2	6	1
		<b>1,903</b>	<b>1,553</b>	<b>1,288</b>

The details of the emoluments of the directors of Pearson plc are shown in the report on directors remuneration.

	2009	2008	2007
	Average number employed		
<b>Employee numbers</b>			
North American Education	15,606	15,412	14,327

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International Education	<b>8,899</b>	5,718	5,291
Professional	<b>2,662</b>	2,641	2,540
FT Publishing	<b>2,328</b>	2,379	2,083
Interactive Data	<b>2,459</b>	2,413	2,300
Penguin	<b>4,163</b>	4,112	4,163
Other	<b>1,047</b>	909	918
<b>Continuing operations</b>	<b>37,164</b>	33,584	31,622
<b>Discontinued operations</b>		96	1,070
	<b>37,164</b>	33,680	32,692

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**Table of Contents****Notes to the Consolidated Financial Statements (Continued)****6. Net finance costs**

	Notes	2009	2008	2007
All figures in £ millions				
Interest payable		(92)	(106)	(114)
Finance costs in respect of retirement benefits	25	(12)		
Net foreign exchange losses		(7)	(11)	(25)
Other losses on financial instruments in a hedging relationship:				
fair value hedges		(1)	(7)	(1)
net investment hedges				(1)
Other losses on financial instruments not in a hedging relationship:				
derivatives		(10)	(12)	(9)
<b>Finance costs</b>		<b>(122)</b>	<b>(136)</b>	<b>(150)</b>
Interest receivable		7	17	19
Finance income in respect of retirement benefits	25		8	10
Net foreign exchange gains				8
Other gains on financial instruments in a hedging relationship:				
fair value hedges		4	2	
net investment hedges			1	
Other gains on financial instruments not in a hedging relationship:				
amortisation of transitional adjustment on bonds		3	1	1
derivatives		13	16	6
<b>Finance income</b>		<b>27</b>	<b>45</b>	<b>44</b>
<b>Net finance costs</b>		<b>(95)</b>	<b>(91)</b>	<b>(106)</b>

The £3m net gain (2008: £5m net loss; 2007: £1m net loss) on fair value hedges comprises a £96m gain (2008: £156m loss; 2007: £20m loss) on the underlying bonds offset by a £93m loss (2008: £151m gain; 2007: £19m gain) on the related derivative financial instruments.

**7. Income tax**

	Notes	2009	2008	2007
All figures in £ millions				
<b>Current tax</b>				
Charge in respect of current year		(156)	(89)	(71)
Other adjustments in respect of prior years		9	10	27



<b>Total current tax charge</b>		<b>(147)</b>	(79)	(44)
<b>Deferred tax</b>				
In respect of temporary differences		<b>(55)</b>	(97)	(96)
Other adjustments in respect of prior years		<b>4</b>	4	9
<b>Total deferred tax charge</b>	13	<b>(51)</b>	(93)	(87)
<b>Total tax charge</b>		<b>(198)</b>	(172)	(131)