

**Return of Allotment of Shares**Company Name: **PEARSON FUNDING PLC**Company Number: **08422787**Received for filing in Electronic Format on the: **03/09/2019**

X8D8NXSB

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
02/09/2019

Class of Shares:	ORDINARY	Number allotted	109989000
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	476989000
	SHARES	Aggregate nominal value:	476989000

Currency: **GBP**

Prescribed particulars

A) ALL SHARES RANK EQUALLY FOR VOTING PURPOSES. ON A SHOW OF HANDS EACH MEMBER HAS ONE VOTE AND ON A POLL EACH MEMBER HAS ONE VOTE PER SHARE HELD, AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES OF ASSOCIATION. B) THE COMPANY MAY BY ORDINARY RESOLUTION DECLARE DIVIDENDS IN ACCORDANCE WITH THE RESPECTIVE RIGHTS OF THE MEMBERS BUT NO DIVIDEND SHALL EXCEED THE AMOUNT RECOMMENDED BY THE DIRECTORS. IF THE SHARE CAPITAL IS DIVIDED INTO DIFFERENT CLASSES, THE DIRECTORS MAY PAY INTERIM DIVIDENDS ON SHARES WHICH CONFER PREFERENTIAL RIGHTS WITH REGARD TO DIVIDEND BUT NO INTERIM DIVIDEND SHALL BE PAID ON SHARES CARRYING DEFERRED OR NON-PREFERRED RIGHTS IF AT THE TIME OF PAYMENT, ANY PREFERENTIAL DIVIDEND IS IN ARREARS. THE DIRECTORS MAY ALSO PAY AT INTERVALS SETTLED BY THEM ANY DIVIDEND PAYABLE AT A FIXED RATE IF IT APPEARS TO THEM THAT PROFITS AVAILABLE FOR DISTRIBUTION JUSTIFY THE PAYMENT. C) IF THE COMPANY IS WOUND UP, THE LIQUIDATOR MAY, WITH THE SANCTION OF A SPECIAL RESOLUTION OF THE COMPANY AND ANY OTHER SANCTION REQUIRED BY THE COMPANIES ACT 2006, DIVIDE AMONG THE MEMBERS IN SPECIE THE WHOLE OR ANY PART OF THE ASSETS OF THE COMPANY AND MAY, FOR THAT PURPOSE, VALUE ANY ASSETS AND DETERMINE HOW THE DIVISION SHALL BE CARRIED OUT AS BETWEEN THE MEMBERS OR DIFFERENT CLASSES OF MEMBERS AS IS MORE PARTICULARLY SET OUT IN THE ARTICLES OF ASSOCIATION. D) NO SHARES ARE REDEEMABLE. SEE THE ARTICLES OF ASSOCIATION FOR FULL DETAILS IN EACH CASE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	476989000
		Total aggregate nominal value:	476989000
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.