



PEARSON PLC

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LONDON WC2R 0RL  
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[www.pearson.com](http://www.pearson.com)

12 April 2005

RNS

The London Stock Exchange  
Old Broad Street  
London  
BC2N 1HP

AVS No: 115224

Dear Sirs

**Notification of Change in Interest in Shares**

We write in accordance with rule 9.12, under the continuing obligations section of the Listing Rules, to notify you that on 11 April 2005 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 120,195,010 shares, now represents 14.96% of the issued ordinary share capital of Pearson plc.

The registered holders of the shares are listed on the schedule attached to this fax.

Yours faithfully

*Yonna S. Clark*

Donna Clark  
Company Secretarial Assistant

To: Pearson plc  
80 Strand  
London WC2R 0RK  
UK

198/90/1

Date: 7 April 2005

**AMENDED – SECTION 198 NOTIFICATION**  
**Notification of Decrease**

This Notice is given by The Capital Group Companies, Inc. on behalf of its affiliates, including Capital Research and Management Company, Capital International S.A., Capital International, Inc., Capital International Limited, and Capital Guardian Trust Company, pursuant to Section 198 of the Companies Act 1985.

The interest in the relevant share capital indicated below arises by virtue of holdings attributed to the Companies (see Schedule A). These holdings form part of funds managed on behalf of investment clients by the Companies.

Share capital to which this relates:

Ordinary Shares (803,524,574 shares outstanding)

Number of shares in which the Companies have an interest:

120,195,010

Name(s) of registered holder(s):

See Schedule B

As of 7 April 2005

**Pearson plc**

	<u>Number of Shares</u>	<u>Percent of Outstanding</u>
<u>The Capital Group Companies, Inc. ("CG") holdings</u>	120,195,010	14.959%

Holdings by CG Management Companies and Funds:

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• Capital Guardian Trust Company	57,817,021	7.195%
• Capital International Limited	16,887,074	2.102%
• Capital International S.A.	5,455,149	0.679%
• Capital International, Inc.	12,968,494	1.614%
• Capital Research and Management Company	27,067,272	3.369%

**Schedule of holdings in Pearson plc**  
**As of 7 April 2005**

**Capital Guardian Trust Company**

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	7,668,053
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	1,851,958
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	286,709
Chase Manhattan Bank Australia Limited Level 36 World Trade Centre Jamison Street Sydney, NSW 2000 Australia	1,500
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	25,182,007
BT Globenet Nominees Ltd. 1 Appold Street Broadgate London EC2A 2HE	761,835
Midland Bank plc 5 Laurence Pouthey Hill EC4R 0E, United Kingdom	6,544,075
Cede & Co. 55 Water Street New York, NY 10006	135,163

Deutsche Bank Mannheim

2,200

Bankers Trust  
59 1/2 Southmark Street  
2nd Floor  
London SE1 0HH

2,263,700

Barclays Bank  
Barclays Global Securities Services  
8 Angel Court  
London EC2R 7HT

427,800

Citibank London  
11 Old Jewry  
London EC2R 8D8  
UK

11,100

Royal Trust

14,500

Brown Bros.  
One Mellon Bank Center  
Pittsburgh, PA 15258

32,900

Northrust Nominees  
155 Bishopsgate  
London EC2M 3XS  
United Kingdom

8,558,582

Royal Bank of Scotland  
Regents House, 42, Islington High St  
London N1 8XL  
UK

113,300

MSS Nominees Limited  
Midland Bank plc  
Mariner House, Pepys  
London EC3N 4DA

51,200

State Street Bank & Trust Co.	67,000
Citibank	13,600
RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL United Kingdom	2,200
Citibank NA Toronto	45,500
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	2,100
HSBC Bank plc Securities Services, Mariner House Peyps Street London EC3N 4DA	13,600
Mellon Bank N.A. London Branch London United Kingdom	187,900
ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom	45,800
Mellon Nominees (UK) Limited 150 Buchanan Street Glasgow G1 2DY United Kingdom	1,903,904

HSBC  
2 Leboh Ampang  
50100 Kuala Lumpur, Malaysia

43,900

JP Morgan Chase Bank

1,584,935

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**TOTAL 57,817,021**

**Capital International Limited**

<b><u>Registered Name</u></b>	<b><u>Local Shares</u></b>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	577,962
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	4,024,619
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	1,212,588
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	2,842,315
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	78,200
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	283,071
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	67,200
Citibank London 11 Old Jewry London EC2R 8D8 UK	136,166



Morgan Guaranty  
83 Pall Mall  
London SW1Y 5ES  
UK

284,300

Northrust Nominees  
155 Bishopsgate  
London EC2M 3XS  
United Kingdom

3,068,146

Royal Bank of Scotland  
Regents House, 42, Islington High St  
London N1 8XL  
UK

850,600

MSS Nominees Limited  
Midland Bank plc  
Mariner House, Peppys  
London EC3N 4DA

91,200

State Street Bank & Trust Co.

411,100

National Westminster Bank

81,700

Lloyds Bank  
Central Settlement Section  
Branches Stock Office  
34 Threadneedle Street

53,600

Citibank NA  
Toronto

23,500

Deutsche Bank AG  
23 Great Winchester Street  
London EC2P 2AX  
United Kingdom

1,319,836

HSBC Bank plc  
Securities Services, Mariner House  
Peyps Street  
London EC3N 4DA

1,051,630

Mellon Bank N.A.  
London Branch  
London  
United Kingdom

43,316

KAS UK  
Kass Associate  
P.O Box 178  
1000 AD Amsterdam

61,425

Bank One London

199,600

Clydesdale Bank plc

99,500

JP Morgan Chase Bank

25,500

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**TOTAL**      **16,887,074**

**Capital International S.A.**

<b><u>Registered Name</u></b>	<b><u>Local Shares</u></b>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	16,036
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	27,700
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	2,725,942
Credit Suisse London Branch 24 Bishopsgate London EC2n4BQ UK	20,000
Midland Bank plc 5 Laurence Pouthey Hill EC4R 0E, United Kingdom	744,500
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	329,718
Pictet & Cie, Geneva	10,900
Citibank London 11 Old Jewry London EC2R 8D8 UK	21,200

Brown Bros.  
One Mellon Bank Center  
Pittsburgh, PA 15258

117,000

Northrust Nominees  
155 Bishopsgate  
London EC2M 3XS  
United Kingdom

11,300

Morgan Stanley

12,900

Royal Bank of Scotland  
Regents House, 42, Islington High St  
London N1 8XL  
UK

130,018

J.P. Morgan

577,883

State Street Bank & Trust Co.

45,600

National Westminster Bank

35,200

Lloyds Bank  
Central Settlement Section  
Branches Stock Office  
34 Threadneedle Street

44,300

RBSTB Nominees Ltd.  
67 Lombard St  
London EC3 3DL  
United Kingdom

60,100

Deutsche Bank AG  
23 Great Winchester Street  
London EC2P 2AX  
United Kingdom

89,752

HSBC Bank plc  
Securities Services, Mariner House  
Peyps Street  
London EC3N 4DA

410,900

HSBC  
2 Leboh Ampang  
50100 Kuala Lumpur, Malaysia

24,200

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**TOTAL**      **5,455,149**

**Capital International, Inc.**

<b><u>Registered Name</u></b>	<b><u>Local Shares</u></b>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	4,302,457
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY	1,258,836
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	52,600
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	2,991,850
Midland Bank plc 5 Laurence Pouney Hill EC4R 0E, United Kingdom	334,600
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	51,500
Citibank London 11 Old Jewry London EC2R 8D8 UK	109,000
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	307,000

Nortrust Nominees  
155 Bishopsgate  
London EC2M 3XS  
United Kingdom

902,998

Royal Bank of Scotland  
Regents House, 42, Islington High St  
London N1 8XL  
UK

237,500

State Street Bank & Trust Co.

991,696

Sumitomo Trust & Banking  
Fiduciary & Securities Business Dept.  
1-5 Nihonbashi - Honcho 4-chome  
Cho-ku, Tokyo 103

89,500

Citibank

28,800

RBSTB Nominees Ltd.  
67 Lombard St  
London EC3 3DL  
United Kingdom

52,000

Citibank NA  
Toronto

471,957

State Street Australia Limited  
Australia

68,000

HSBC Bank plc  
Securities Services, Mariner House  
Peeps Street  
London EC3N 4DA

196,600

JP Morgan Chase Bank

521,600

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**TOTAL**

**12,968,494**



**Capital Research and Management Company**

<b><u>Registered Name</u></b>	<b><u>Local Shares</u></b>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	750,000
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	26,317,272
<b>TOTAL</b>	<b>27,067,272</b>