

## **Pearson plc – Notification of Directors' Interests**

Pearson operates the Annual Bonus Share Matching Plan (the "Plan") whereby executive directors and certain senior executives are able to elect to invest their annual bonus in ordinary shares in the Company ("Shares"). The participant is then entitled to receive, after tax thereon, one additional Share free of charge for every Share left in trust for five years (or half that number of additional Shares after three years). Entitlement to the additional Shares is dependent on Pearson satisfying a corporate performance target and will normally be lost if the participant leaves Pearson's employment.

Participants in the Plan who leave the Company with "good leaver" status under the Plan rules are entitled to receive a matching award, scaled down to reflect their period of service. The 3 year performance condition on the 2002 award has recently been met and as such, the Company is now in a position to make scaled down awards of shares to a small number of ex-employees who left Pearson with "good leaver" status.

The Shares required to satisfy these awards have been sourced from an employee benefit trust established by the Company. As a result of the release of Shares described above, the number of shares held by Mourant & Co Trustees Limited (as trustee of the Pearson plc Employee Share Ownership Trust) is 365,729 Shares (representing 0.046% of the Company's issued ordinary share capital).

No executive directors have received shares as a result of this release of shares.

Each of the executive directors of the Company is for Companies Act purposes, regarded as interested in all the shares held by this trust. Despite the technical interest in all the Shares each executive director will only be entitled to receive from the Trust that number of Shares to which he or she is entitled under share plans operated by the Company in which he or she participates.