



PEARSON PLC

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[www.pearson.com](http://www.pearson.com)

2 December 2005

RNS

The London Stock Exchange  
Old Broad Street  
London  
EC2N 1HP

AVS No: 017658

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 2 December 2005 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 80,170,380 shares, now represents 9.972% 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

Jennifer Burton  
Assistant Company Secretary

198/90/1

To: Pearson plc  
80 Strand  
London WC2R 0RK  
UK

Date: 30 November 2005

**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 (803,997,162 shares outstanding)

Number of shares in which the Companies have an interest:

80,170,380

Name(s) of registered holder(s):

See Schedule B

As of 30 November 2005

**Pearson plc**

	<u>Number of Shares</u>	<u>Percent of Outstanding</u>
<u>The Capital Group Companies, Inc. ("CG") holdings</u>	80,170,380	9.972%

Holdings by CG Management Companies and Funds:

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• Capital Guardian Trust Company	28,178,049	3.505%
• Capital International Limited	14,771,620	1.837%
• Capital International S.A.	2,514,554	0.313%
• Capital International, Inc.	3,938,885	0.490%
• Capital Research and Management Company	30,767,272	3.827%

Schedule A

Schedule of holdings in Pearson plc  
As of 30 November 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	3,103,558
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	1,145,493
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	166,300
Chase Manhattan Bank Australia Limited Level 36 World Trade Centre Jamison Street Sydney, NSW 2000 Australia	1,700
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	12,224,252
BT Globenet Nominees Ltd. 1 Appold Street Broadgate London EC2A 2HE	472,135
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	3,095,585
Cede & Co. 55 Water Street New York, NY 10006	182,763

Schedule B

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Deutsche Bank Mannheim	1,200
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	1,109,000
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	97,700
Citibank London 11 Old Jewry London EC2R 8D8 UK	6,600
Royal Trust	12,500
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	31,593
Notrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	4,214,897
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	66,300
MSS Nominees Limited Midland Bank plc Mariner House, Pepys London EC3N 4DA	46,900

State Street Bank & Trust Co.	41,700
Citibank	8,800
RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL United Kingdom	1,500
Citibank NA Toronto	39,400
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	1,800
HSBC Bank plc Securities Services, Mariner House Peeps Street London EC3N 4DA	2,100
Mellon Bank N.A. London Branch London United Kingdom	110,400
ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom	28,000
Mellon Nominees (UK) Limited 150 Buchanan Street Glasgow G1 2DY United Kingdom	1,111,006

HSBC  
2 Leboh Ampang  
50100 Kuala Lumpur, Malaysia

33,400

JP Morgan Chase Bank

821,467

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TOTAL 28,178,049

**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	186,962
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	2,831,048
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	1,671,738
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	3,191,515
Midland Bank plc 5 Laurence Pouthey Hill EC4R 0E, United Kingdom	83,200
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	90,500
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	67,200
Citibank London 11 Old Jewry London EC2R 8D8 UK	113,966



Morgan Guaranty 83 Pall Mall London SW1Y 5ES UK	284,300
Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	2,090,282
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	783,900
MSS Nominees Limited Midland Bank plc Mariner House, Pepys London EC3N 4DA	91,200
State Street Bank & Trust Co.	441,100
National Westminster Bank	120,300
Lloyds Bank Central Settlement Section Branches Stock Office 34 Threadneedle Street	58,700
Citibank NA Toronto	23,500
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	1,073,568

Chase Manhattan Nominee Ltd. Australia	48,300
HSBC Bank plc Securities Services, Mariner House Pepys Street London EC3N 4DA	988,300
Mellon Bank N.A. London Branch London United Kingdom	165,516
KAS UK Kass Associate P.O Box 178 1000 AD Amsterdam	61,425
Bank One London	212,600
Clydesdale Bank plc	77,000
JP Morgan Chase Bank	15,500

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TOTAL 14,771,620

**Capital International S.A.**

<u>Registered Name</u>	<u>Local Shares</u>
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	35,800
Chase Nominees Limited Woodgate House Coleman Street London EC2P 2HD	683,602
Credit Suisse London Branch 24 Bishopsgate London EC2M4BQ UK	30,000
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	138,500
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	55,218
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	12,800
Nortrust 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	860,083
National Westminster Bank	24,900
Lloyds Bank Central Settlement Section Branches Stock Office 34 Threadneedle Street	26,100
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	67,352
HSBC Bank plc Securities Services, Mariner House Peeps Street London EC3N 4DA	333,245
HSBC 2 Leboh Ampang 50100 Kuala Lumpur, Malaysia	16,600
<b>TOTAL</b>	<b>2,514,554</b>

**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	1,283,857
Bank of New York Nominees Bank of New York 3 Birchin Lane London EC3V 9BY	458,168
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	10,500
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	912,050
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	76,900
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	26,200
Citibank London 11 Old Jewry London EC2R 8D8 UK	58,900
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	17,500

Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	290,557
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	7,800
State Street Bank & Trust Co.	396,596
Sumitomo Trust & Banking Fiduciary & Securities Business Dept. 1-5 Nihonbashi - Honcho 4-chome Cho-ku, Tokyo 103	5,100
Citibank	13,000
RBSTB Nominees Ltd. 67 Lombard St London EC3 3DL United Kingdom	5,400
Citibank NA Toronto	187,257
State Street Australia Limited Australia	24,900
HSBC Bank plc Securities Services, Mariner House Pepys Street London EC3N 4DA	77,200

Schedule B

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JP Morgan Chase Bank

87,000

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**TOTAL 3,938,885**

**Capital Research and Management Company**

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	750,000
Chase Nominees Limited Woodgate House Coleman Street London EC2P 2HD	30,017,272
<b>TOTAL</b>	<b>30,767,272</b>