

**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS  
DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.14R(1)*.

- (1) An *issuer* making a notification in respect of a transaction relating to the *shares* or debentures of the *issuer* should complete boxes 1 to 16, 23 and 24.
- (2) An *issuer* making a notification in respect of a derivative relating the *shares* of the *issuer* should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.
- (4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes should in block capital letters.

1.	Name of the <i>issuer</i>  <b>PEARSON PLC</b>	2.	State whether the notification relates to (i) a transaction notified in accordance with <i>DR 3.1.4R(1)(a)</i>  (ii) <i>DR 3.1.4(R)(1)(b)</i> a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or  (iii) both (i) and (ii)  <b>BOTH (i) AND (ii)</b>
3.	Name of <i>person discharging managerial responsibilities/director</i>  <b>MARJORIE SCARDINO</b>	4.	State whether notification relates to a <i>person</i> connected with a <i>person discharging managerial responsibilities/director</i> named in 3 and identify the <i>connected person</i>  N/A
5.	Indicate whether the notification is in respect of a holding of the <i>person</i> referred to in 3 or 4 above or in respect of a non-beneficial interest <sup>1</sup>  <b>HOLDING</b>	6.	Description of <i>shares</i> (including <i>class</i> ), debentures or derivatives or financial instruments relating to <i>shares</i>  <b>ORDINARY SHARES OF 25P EACH</b>
7.	Name of registered shareholder(s) and, if more than one, the number of <i>shares</i> held by each of them  <b>MARJORIE SCARDINO</b>	8.	State the nature of the transaction  <b>EXERCISE OF SAYE OPTIONS</b>
9.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired  <b>2839 SHARES</b>	10.	Percentage of issued <i>class</i> acquired ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)  <b>0.00035%</b>
11.	Number of <i>shares</i> , debentures or financial instruments relating to	12.	Percentage of issued <i>class</i> disposed ( <i>treasury shares</i> of that <i>class</i> should not be taken into

	<i>shares</i> disposed N/A		account when calculating percentage) N/A
13.	Price per <i>share</i> or value of transaction <b>£6.867 (option price)</b>	14.	Date and place of transaction <b>17 AUGUST 2005 AT LLOYDSTSB REGISTRARS</b>
15.	Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage) <b>184,077 0.0229%</b>	16.	Date issuer informed of transaction <b>17 AUGUST 2005</b>

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17.	Date of grant <b>N/A</b>	18.	Period during which or date on which it can be exercised <b>N/A</b>
19.	Total amount paid (if any) for grant of the option <b>N/A</b>	20.	Description of <i>shares</i> or debentures involved ( <i>class</i> and number) <b>N/A</b>
21.	Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise <b>N/A</b>	22.	Total number of <i>shares</i> or debentures over which options held following notification <b>N/A</b>
23.	Any additional information <b>N/A</b>	24.	Name of contact and telephone number for queries: <b>ANDY WILKINSON, SHARE PLANS MANAGER, 020 7010 2252</b>

**Name and signature of duly authorised officer of issuer responsible for making notification**

**JENNIFER BURTON**

**ASSISTANT COMPANY SECRETARY**

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**Date of notification** 17 AUGUST 2005