

PEARSON

PEARSON PLC

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23 February 2006

RNS

The London Stock Exchange
Old Broad Street
London
EC2N 1HP

AVS No: 232321

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 23 February 2006 we received information that, pursuant to section 198 of the Companies Act 1985, the shareholding of The Capital Group Companies, Inc., which equals 55,653,209 shares, now represents 6.919% 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

198/901

To: Pearson plc
80 Strand
London WC2R 0RL, UK

Date: 21 February 2006

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 (804,342,765 shares outstanding)

Number of shares in which the Companies have an interest:

55,653,209

Name(s) of registered holder(s):

See Schedule B

As of 21 February 2006

Pearson plc

	<u>Number of Shares</u>	<u>Percent of Outstanding</u>
<u>The Capital Group Companies, Inc. ("CG") holdings</u>	55,653,209	6.919%

Holdings by CG Management Companies and Funds:

• Capital Guardian Trust Company	19,256,578	2.394%
• Capital International Limited	8,539,489	1.062%
• Capital International S.A.	2,616,209	0.325%
• Capital International, Inc.	1,486,661	0.185%
• Capital Research and Management Company	23,754,272	2.953%

Schedule of holdings in Pearson plc
As of 21 February 2006

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	2,357,458
Bank of New York Nominees Bank of New York 3 Birchlin Lane London EC3V 9BY	730,403
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	140,200
Chase Manhattan Bank Australia Limited Level 36 World Trade Centre Jamison Street Sydney, NSW 2000 Australia	1,300
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	8,250,834
BT Globenet Nominees Ltd. 1 Appold Street Broadgate London EC2A 2HE	325,535
Midland Bank plc 5 Laurence Pouthey Hill EC4R 0E, United Kingdom	1,707,685
Cede & Co. 55 Water Street New York, NY 10006	145,463

Deutsche Bank Mannheim	900
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	780,100
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	81,200
Citibank London 11 Old Jewry London EC2R 8D8 UK	5,300
Royal Trust	10,800
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	22,193
Nortrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	3,051,197
Royal Bank of Scotland Regents House, 42, Islington High St London N1 8XL UK	45,500
MSS Nominees Limited Midland Bank plc Mariner House, Pepys London EC3N 4DA	32,000

Schedule B

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State Street Bank & Trust Co.	44,800
Citibank	8,800
RBSTB Nominees Ltd. 67 Lombard St. London EC3 3DL United Kingdom	1,100
Citibank NA Toronto	25,700
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	1,600
HSBC Bank plc Securities Services, Mariner House Peypys Street London EC3N 4DA	1,100
Mellon Bank N.A. London Branch London United Kingdom	93,100
ROY Nominees Limited 71N Queen Victoria Street London EC4V 4DE United Kingdom	17,900
Mellon Nominees (UK) Limited 150 Buchanan Street Glasgow G1 2DY United Kingdom	735,143

HSBC
2 Leboh Ampang
50100 Kuala Lumpur, Malaysia

21,900

JP Morgan Chase Bank

617,367

TOTAL 19,256,578

Capital International Limited

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	204,562
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY	1,365,848
Northern Trust c/o NorTrust Nominees Limited 155 Bishopsgate London EC2M 3XS	965,446
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	2,056,979
Midland Bank plc 5 Laurence Poultry Hill EC4R 0E, United Kingdom	101,900
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	119,000
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	70,500
Citibank London 11 Old Jewry London EC2R 8D8 UK	113,966

Morgan Guaranty 83 Pall Mall London SW1Y 5ES UK	86,900
Northrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	863,944
Royal Bank of Scotland Regents House, 42, 1st/ington High St London N1 8XL UK	753,600
MSS Nominees Limited Midland Bank plc Mariner House, Pappys London EC3N 4DA	80,700
State Street Bank & Trust Co.	328,200
National Westminster Bank	120,300
Lloyds Bank Central Settlement Section Branches Stock Office 34 Threadneedle Street	58,700
Citibank NA Toronto	30,500
Deutsche Bank AG 23 Great Winchester Street London EC2P 2AX United Kingdom	317,719

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Chase Manhattan Nominee Ltd. Australia	78,200
HSBC Bank plc Securities Services, Mariner House Peyps Street London EC3N 4DA	431,100
Mellon Bank N.A. London Branch London United Kingdom	64,400
KAS UK Kass Associate P. O. Box 178 1000 AD Amsterdam	77,925
Bank One London	129,900
Clydesdale Bank plc	89,300
HSBC 2 Lebboh Ampang 50100 Kuala Lumpur, Malaysia	9,800
JP Morgan Chase Bank	20,100
TOTAL	8,539,489

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	14,300
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	461,302
Credit Suisse London Branch 24 Bishopsgate London EC2N4BQ UK	30,000
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	101,700
Barclays Bank Barclays Global Securities Services 8 Angel Court London EC2R 7HT	12,800
Brown Bros. One Mellon Bank Center Pittsburgh, PA 15258	3,600
Northrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	13,800

Morgan Stanley

16,200

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

148,636

J.P. Morgan

1,301,883

National Westminster Bank

16,700

Lloyds Bank
 Central Settlement Section
 Branches Stock Office
 34 Threadneedle Street

24,800

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
 Pepys Street
 London EC3N 4DA

327,000

TOTAL 2,616,209

Capital International, Inc.

<u>Registered Name</u>	<u>Local Shares</u>
State Street Nominees Limited Canary Wharf 27th Floor, 1 Canada Square London E14 5AF	268,853
Bank of New York Nominees Bank of New York 3 Birchln Lane London EC3V 9BY	232,168
Chase Nominees Limited Woolgate House Coleman Street London EC2P 2HD	349,500
Midland Bank plc 5 Laurence Poutney Hill EC4R 0E, United Kingdom	29,500
Bankers Trust 59 1/2 Southmark Street 2nd Floor London SE1 0HH	13,200
Northrust Nominees 155 Bishopsgate London EC2M 3XS United Kingdom	218,057
State Street Bank & Trust Co.	290,596
Citibank NA Toronto	57,987

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

26,800

TOTAL 1,486,661

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 Woolgate House Coleman Street London EC2P 2HD	23,004,272
TOTAL	23,754,272